

Inbrew Beverages Private Limited
(Formerly known as Molson Coors India Private Limited)
Reg.Off. 406 Kusal Bazar 32-33 Nehru Place New Delhi
India 110019
Corp. Off. 501, 5th Floor, Block 3B, DLF Corporate Park,
MG Road, Gurugram, Haryana-122002
Board Meeting 13.02.2023

NOTICE

Notice is hereby given that the 2022-23/15 meeting of the Board of Directors of Inbrew Beverages Private Limited, formerly known as Molson Coors India Private Limited (**Company**) will be held on Monday, the 13th Day of February 2023 at 12:00 PM (IST) through audio/video means to consider the agenda items set out in agenda paper.

You are requested to kindly make it convenient to attend the meeting.

For and on behalf of Board of Directors of
INBREW BEVERAGES PRIVATE LIMITED

Sd/-

Ruchi Negi
Company Secretary
M.No.A39287

Date: _____

To,
Laxmi Narasimhan Krishnamurthy-Managing Director
Pulla Ganesina Reddy-Director
Ravinder Singh Deol-Director and Chairman of Company
Vaibhav Gupta-Independent Director

AGENDA FOR THE BOARD MEETING

1. To grant leave of absence, if any;

The leave of absence will be granted to those directors who are unable to attend the meeting and have requested for the same.

2. To appoint chairman of the meeting

The board among themselves elect chairman of the meeting.

3. TO CONSIDER AND APPROVE FINANCIALS RESULTS FOR THE QUARTER ENDED 31ST DECEMBER 2022

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

“RESOLVED THAT the unaudited Financial Results for the quarter ended 31st December 2022 as placed before the meeting be and is hereby approved and taken on record.

RESOLVED FURTHER THAT all the directors of the Company be and is hereby authorized to sign the same and furnish the same to the Stock Exchanges with limited review report of Auditors where the securities of the Company are listed and to publish the same in the newspapers as required under the listing agreement.”

4. TO APPOINT INTERNAL AUDITOR M/S SCV & CO. LLP (CHARTERED ACCOUNTANTS)

The Chairman suggested the name that the Company should appoint M/S SCV & Co. LLP as Internal Auditor for the financial year 2022-23. The Board after due discussion will pass the following resolution with unanimous consent:

“RESOLVED THAT under the provisions of Section 138 of the Companies Act 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013, the consent of the Board of Directors be and is hereby accorded for the appointment of M/S SCV & Co. LLP (Chartered Accountants), as the Internal Auditor of the Company for the Financial Year 2021-22 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and Internal Auditor.”

“RESOLVED FURTHER THAT the draft copy of engagement letter for the appointment of M/s SCV & Co. LLP as Internal Auditor for the Financial Year 2021-22 as placed before the Board be and is hereby approved.”

“RESOLVED FURTHER THAT Mr. Som Chopra, Director Finance, of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters, things as are considered necessary and expedient to give effect to this resolution and Mrs. Ruchi Negi, Company Secretary be and is hereby authorized for filing of necessary forms with the office of concerned Registrar of Companies.”

5. TO CHANGE TERMS AND CONDITIONS OF NON-CONVERTIBLE DEBENTURES

- A. The Chairman informed the Board that the Company has issued rated, listed secured, redeemable, non-convertible debentures of a face value of INR 10,00,000 (Indian Rupees ten lakh only) each, aggregating INR 685,00,00,000 (Indian Rupees six hundred and eighty five crores only) in 1 (one) or more tranches (“**Debentures**”) on a private placement basis (“**Issue**”) to a foreign portfolio investor and their assigns and transferees, for the purpose as mentioned in the debenture trust deed dated 27 May 2022 as amended by the amendment and restatement deed dated 26 September 2022 (“**Debenture Trust Deed**”) entered into between the Company and Catalyst Trusteeship Limited as debenture trustee (“**Debenture Trustee**”).
- B. Capitalised terms used which have not been defined herein shall have the meaning assigned to them under the Debenture Trust Deed.

Based on discussions, the following resolutions will be passed unanimously.

“RESOLVED THAT:

1. The Board pursuant to the provisions of Section 42, 71 and 179 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), any other relevant provisions of the Companies Act, 2013, the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended ("**SEBI LODR Regulations**"), subject to the approval of Debenture holder and its trustee approves the tabled draft of the amended Placement Memorandum and authorizes board of directors and company secretary severally to suggest and undertake any changes/ modifications to the documents in relation to the Issue as may be mutually agreed between the Company and the parties to such documents.
2. The Board of Directors of the Company be and are hereby severally authorized to undertake all such acts, deed and matters, as they may in their absolute discretion deem necessary, proper or desirable in connection with the aforesaid.

6. TO RATIFY RELATED PARTY TRANSACTION FOR THE FINANCIAL YEAR ENDING 30TH SEPTEMBER 2022

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

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 15 of the Companies (Meeting of Board and its Powers) Rules 2014, and SEBI (LODR) Regulation 2015, the consent be and is hereby accorded to ratify the related party transactions for the financial year ending 30th September 2022 which is laid before the meeting and initialed by the chairman for the purpose of identification."

"RESOLVED FURTHER THAT pursuant to the provisions of section 189 of the Companies Act, 2013 (as amended or reenacted from time to time) read with rule no 16 of the Companies (Meeting of Board and its Powers) Rules 2014, company secretary of the Company be and is hereby authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them."

7. TO AUTHORIZE UNDER GOODS AND SERVICE TAX ACT FOR ALL STATES.

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

“RESOLVED THAT the Board of Directors do hereby appoint Mr. Pulla Ganesina Reddy, Director of the Company as Authorized Signatory for registration of the Company on the Goods and Service Tax (GST) System Portal and to sign and submit various document electronically and/or physically and to make applications, communications, representations, modifications or alterations on behalf of the Company before the Central GST and/or the concerned State GST authorities as and when required.”

“FURTHER RESOLVED THAT Mr. Pulla Ganesina Reddy, Director of the Company be and is hereby authorized to represent the Company and to take necessary actions on all goods and service tax related issues including but not limited to presenting documents/records etc., on behalf of the Company liaising/representing for registration of the Company under GST and also to make any alterations, additions, corrections, to the documents, papers, forms, etc., filed with other Government authorities as and when required.”

“FURTHER RESOLVED THAT Mr. Pulla Ganesina Reddy, Director of the Company be and is hereby authorized on behalf of the company to sign the returns, documents, letters, correspondences etc. and to represent on behalf of the Company, for assessments, appeals or otherwise before the goods and service tax authorities as and when required.”

8. CHANGE IN SIGNATORY FOR CORPORATE CARD PROGRAM WITH HDFC BANK

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

“RESOLVED THAT Mr. Som Chopra, Director – Finance of the company be and is hereby authorized to execute the necessary agreement and documents as may be required by the bank from time to time and delegate /authorise other officer of the company to do all other acts and things in regards to availment of corporate card scheme for its senior executives of the corporate and issue guarantee to HDFC Bank for payment on the cards as per the draft scheme placed before the board incidental thereto.

9. CHANGE OF DESIGNATION FROM EXECUTIVE TO NON-EXECUTIVE DIRECTOR AND CHAIRMAN

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

“RESOLVED THAT designation of Mr. Ravinder Singh Deol, changed from Executive to Non-Executive Director of the Company.”

“RESOLVED FURTHER THAT Mr. Ravinder Singh Deol chairman of the Company be and is hereby appointed as Non-Executive Chairman of the Board.”

“RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the Company be and are hereby severally authorized to make appropriate noting in the register of Directors and to file the necessary forms at MCA in this regard.”

10. TO APPROVE DRAFT NOTICE OF EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

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

Mr. Vaibhav Gupta, Independent Director (Additional) appointed on 15th November 2022 at duly held board meeting, subject to approval of shareholders in General Meeting, which shall be conducted within 3 months of such appointment.

Based on discussions, the following resolutions will be passed unanimously:

“RESOLVED THAT the Extraordinary General Meeting (EGM) of the Members of the company be held on Tuesday, the 14th day of February, 2023 at 05:00 pm at 501, 5th Floor, Block 3B, DLF Corporate Park, MG Road, Gurugram, Haryana-122002.”

“FURTHER RESOLVED THAT the Notice of the Extraordinary General Meeting of the Members of the Company, as placed before the members of the board be & is hereby approved.”

“FURTHER RESOLVED THAT Mrs. Ruchi Negi, Company Secretary be & is hereby authorized to sign the Notice of the meeting for and on behalf of the Board of Directors of the Company for its issuance to the members of the Company.”

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11. ANY OTHER MATTER WITH THE PERMISSION OF CHAIR.

The Board may consider any other matter for its discussion and consideration during the board meeting with the permission of Chairman.