

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 31.03.2023

NOTICE

Notice is hereby given that the 2022-23/16 meeting of the Board of Directors of Inbrew Beverages Private Limited, formerly known as Molson Coors India Private Limited (**Company**) will be held on Friday, the 31st March 2023 at 05:00 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: 31.03.2023

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 Mrs. Anjali Subhash (DIN: 00644805) as an Independent Director (Additional Director) for a term of 1 year effective from 31st March 2023 till 30th March 2024.

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

“RESOLVED THAT Pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Mrs. ANJALI SUBHASH (DIN: 00644805) as an Independent Additional Director of the Company be and is hereby approved for a term of 1 (one) years effective from 31st March 2023 till 30th March 2024 subject to approval of shareholders.”

RESOLVED FURTHER THAT Mrs. ANJALI SUBHASH to be paid a fee of Rupees 50,000 per sitting and other amount as may be approved by executive directors from time to time.

RESOLVED FURTHER THAT any of the Directors for the time being and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

3. To change in Authorized signatories to the HDFC Bank Accounts of the Company

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

“**RESOLVED THAT** in supersession to all the earlier resolutions passed by the Board in their meeting, for operating the HDFC bank accounts of the Company and their mode of operation by authorized signatories be and are hereby amended as per the below authorization matrix, to operate the same, to use the net-banking facility and to sign or accept all cheques, bill of exchanges, promissory notes and other orders.

Sl. No.	Account Number	Bank's Name	Branch
1.	57500000627901	HDFC	New Delhi KG Marg
2.	50200060201519	HDFC	New Delhi KG Marg

Authorisation Matrix (OCM)

Limit of Sanction & Authorization	Name of the Authorized Signatory	Operating instructions
For any amount up to INR 1,00,00,000/- (INR One Crore)	Mr. Bhupendra Yogendranath Chhapwale Mr. Saurabh Surendra Aloni Mr. Nishant Jain (Group 1)	Anyone jointly with anyone from Group 2
	Mr. Som Nath Mr. Hitesh Mediratta Mr. Tarun Garg Mr. Ravi Kumar Choudhary Mr. Pulla Reddy Ganesina (Group 2)	Any one jointly with anyone from Group 1
For any amount up to INR 10,00,00,000/- (INR Ten Crore)	Mr. Laxmi Narasimhan Krishnamurthy Mr. Som Nath Mr. Pulla Reddy Ganesina Mr. Nishant Jain Mr. Hitesh Mediratta Mr. Bhupendra Yogendranath Chhapwale	Any two jointly
For any amount up to INR 25,00,00,000/- (INR Twenty Five Crore)	Mr. Laxmi Narasimhan Krishnamurthy Mr. Hitesh Mediratta	Jointly

For any amount	Mr. Ravinder Singh Deol	Single

or such person as may be authorized the Company from time to time and to act on any instructions so given relating to the account.

4. To change in Authorized signatories to the SBI Bank Accounts of the Company

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

“RESOLVED THAT in supersession to all the earlier resolutions passed by the Board in their meeting, for operating the SBI bank accounts of the Company and their mode of operation by authorized signatories be and are hereby amended as per the below authorization matrix, to operate the same, to use the net-banking facility and to sign or accept all cheques, bill of exchanges, promissory notes and other orders.

Sl. No.	Account Number	Bank's Name	Branch
1.	34880318030	SBI	Derabassi
2.	65078214307	SBI	Saha

Authorisation Matrix (OCM)

Limit of Sanction & Authorization	Name of the Authorized Signatory	Operating instructions
For any amount up to INR 50,00,000/- (INR Fifty Lacs)	Mr. Saurabh Surendra Aloni Mr. Bhupendra Yogendranath Chhapwale Mr. Nishant Jain (Group 1)	Anyone jointly with anyone from Group 2
	Mr. Som Nath Mr. Hitesh Mediratta Mr. Tarun Garg Mr. Pulla Reddy Ganesina Mr. Ravi Kumar Choudhary (Group 2)	Any one jointly with anyone from Group 1
For any amount up to INR 1,00,00,000/-	Mr. Som Nath Mr. Pulla Reddy Ganesina	Any two jointly

(INR 1 Crore)	Mr. Hitesh Mediratta Mr. Bhupendra Yogendranath Chhapwale Mr.Nishant Jain	
For any amount up to INR 5,00,00,000/- (INR Five Crore)	Mr. Laxmi Narasimhan Krishnamurthy Mr. Hitesh Mediratta	Jointly
For any amount	Mr. Ravinder Singh Deol	Single

or such person as may be authorized the Company from time to time and to act on any instructions so given relating to the account.

5. To change in Authorized signatories to the PNB Bank Account of the Company

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

“RESOLVED THAT in supersession to all the earlier resolutions passed by the Board in their meeting, for operating the PNB bank accounts of the Company and their mode of operation by authorized signatories be and are hereby amended as per the below authorization matrix, to operate the same, and to sign or accept all cheques, bill of exchanges, promissory notes and other orders.

Sl. No.	Account Number	Bank's Name	Branch
1.	1851010000180	PNB	Derabassi

Authorisation Matrix

Limit of Sanction & Authorization	Name of the Authorized Signatory	Operating instructions
For any amount up to INR 50,00,000/- (INR Fifty Lacs)	Mr. Saurabh Surendra Aloni Mr. Bhupendra Yogendranath Chhapwale Mr. Nishant Jain (Group 1)	Anyone jointly with anyone from Group 2
	Mr. Som Nath Mr. Hitesh Mediratta	Any one jointly with anyone from Group 1

	Mr. Tarun Garg Mr. Pulla Reddy Ganesina Mr. Ravi Kumar Choudhary (Group 2)	
For any amount up to INR 1,00,00,000/- (INR 1 Crore)	Mr. Som Nath Mr. Pulla Reddy Ganesina Mr. Hitesh Mediratta Mr. Bhupendra Yogendranath Chhapwale Mr. Nishant Jain	Any two jointly
For any amount up to INR 5,00,00,000/- (INR Five Crore)	Mr. Laxmi Narasimhan Krishnamurthy Mr. Hitesh Mediratta	Jointly
For any amount	Mr. Ravinder Singh Deol	Single

or such person as may be authorized the Company from time to time and to act on any instructions so given relating to the account.

6. To change in authorized signatories to the HDFC bank accounts opened in the name of United Spirits Limited-A/C Inbrew

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

“RESOLVED THAT in supersession to all the earlier resolutions passed by the Board in their meeting, for operating the HDFC bank account of the Company and their mode of operation by authorized signatories be and are hereby amended as per the below authorization matrix, to operate the same, and to sign or accept all cheques, bill of exchanges, promissory notes and other orders.

Sl. No.	Account Number	Bank's Name	Branch
1.	57500001067053	HDFC	Richmond Road, Bengaluru

Limit of Sanction & Authorization	Name of the Authorized Signatory	Operating instructions
-----------------------------------	----------------------------------	------------------------

For any amount up to INR 5,00,00,000/- (INR Five Crore)	Mr. Bhupendra Yogendranath Chhapwale Mr. Saurabh Surendra Aloni Mr. Nishant Jain (Group 1)	Anyone jointly with anyone from Group 2
	Mr. Som Nath Mr. Hitesh Mediratta Mr. Tarun Garg Mr. Ravi Kumar Choudhary Mr. Pulla Reddy Ganesina (Group 2)	Any one jointly with anyone from Group 1
For any amount up to INR 30,00,00,000/- (INR Thirty Crore)	Mr. Laxmi Narasimhan Krishnamurthy Mr. Som Nath Mr. Pulla Reddy Ganesina Mr. Nishant Jain Mr. Hitesh Mediratta Mr. Bhupendra Yogendranath Chhapwale	Any two jointly
For any amount up to INR 50,00,00,000/- (INR Fifty Crore)	Mr. Laxmi Narasimhan Krishnamurthy Mr. Hitesh Mediratta	Jointly
For any amount	Mr. Ravinder Singh Deol	Single

or such person as may be authorized the Company from time to time and to act on any instructions so given relating to the account.

7. Constitution of Audit Committee

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

RESOLVED THAT in pursuance of the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation 2015, subject to the approval of Debenture Trustee, a Committee of the board of directors be and is hereby constituted to be called as "Audit Committee" with the following members:

1. Mr. Laxmi Narasimhan, Managing Director

2. Mr. Vaibhav Gupta, Independent Director
3. Mrs. Anjali Subhash, Independent Director

RESOLVED FURTHER THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Audit Committee.

RESOLVED FURTHER THAT the members of the Committee shall elect the chairperson amongst themselves.

RESOLVED FURTHER THAT the committee be and is hereby vested the roles, responsibilities as defined in Companies Act and SEBI (LODR) Regulation 2015 including:

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems;
- (viii) monitoring the end use of funds raised through public offers and related matters;
- (ix) any other responsibility as may be assigned by the board from time to time.

RESOLVED FURTHER THAT board of directors and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things which may be necessary for giving effects to this resolutions.

8. Constitution of Nomination And Remuneration Committee

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

RESOLVED THAT in pursuance of the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation 2015, subject to the approval of Debenture Trustee, a Committee of the board of directors be and is hereby constituted to be called as “Nomination and Remuneration Committee” with the following members:

1. Mr. Ravinder Singh Deol, Director
2. Mrs. Anjali Subhash, Independent Director
3. Mr. Vaibhav Gupta, Independent Director

RESOLVED FURTHER THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Committee.

RESOLVED FURTHER THAT Mrs. Anjali Subhash, Independent Director of the Company be and is hereby nominated as Chairman and that Mrs. Ruchi Negi, Company Secretary is to act as the Secretary of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the committee be and is hereby vested the roles, responsibilities as defined in Companies Act and SEBI (LODR) Regulation 2015 including:

- (i) to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (ii) to formulate the criteria for evaluation of performance of independent directors and the board of directors;
- (iii) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- (iv) recommend to the board, all remuneration, in whatever form, payable to senior management.

RESOLVED FURTHER THAT board of directors and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things which may be necessary for giving effects to this resolutions.

9. Constitution Of Stakeholder Relationship Committee

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

RESOLVED THAT in pursuance of the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation 2015, subject to the approval of Debenture Trustee, a Committee of the board of directors be and is hereby constituted to be called as “Stakeholder Relationship Committee” with the following members:

1. Mr. Laxmi Narasimhan, Managing Director
2. Mr. Pulla Ganesina Reddy, Director
3. Mr. Vaibhav Gupta, Independent Director

RESOLVED FURTHER THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Committee.

RESOLVED FURTHER THAT Mr. Vaibhav Gupta, Independent Director of the Company be and is hereby nominated as Chairman and that Mrs. Ruchi Negi, Company Secretary is to act as the Secretary of the Stakeholder Relationship Committee.

RESOLVED FURTHER THAT the committee be and is hereby vested the roles, responsibilities as defined in Companies Act and SEBI (LODR) Regulation 2015 including:

- (i) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- (ii) Review of measures taken for effective exercise of voting rights by shareholders.;
- (iii) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- iv) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

RESOLVED FURTHER THAT board of directors and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things which may be necessary for giving effects to this resolutions.

10. Constitution of Risk Management Committee

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

RESOLVED THAT in pursuance of the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation 2015, subject to the approval of Debenture Trustee, a Committee of the 3 members be and is hereby constituted to be called as “Risk Management Committee” with the following members:

1. Mr. Som Nath, Director-Finance
2. Mr. Pulla Ganesina Reddy, Director
3. Mrs. Anjali Subhash, Independent Director

RESOLVED FURTHER THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Committee.

RESOLVED FURTHER THAT Mrs. Anjali Subhash, Independent Director of the Company be and is hereby nominated as Chairman and that Mrs. Ruchi Negi, Company Secretary is to act as the Secretary of the Risk Management Committee.

RESOLVED FURTHER THAT the committee be and is hereby vested the roles, responsibilities as defined in Companies Act and SEBI (LODR) Regulation 2015 including:

(i) To formulate a detailed risk management policy which shall include:

(a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

(b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan.

(ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(iii) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

iv) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

RESOLVED FURTHER THAT board of directors and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things which may be necessary for giving effects to this resolutions.

11. Adoption of Code of Conduct of Directors and Senior Management

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

RESOLVED THAT in pursuance of the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation 2015, a code of conduct of Directors and Senior Management be and is hereby approved.

RESOLVED FURTHER THAT Mrs. Ruchi Negi, Company Secretary be and is hereby authorized to do all such acts, deeds and things which may be necessary for giving effects to this resolution.

12. 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.