



25th August 2023

To

BSE Limited

Corporate Relationship Dept.

Phiroze Jeejeebhoy Towers, Dalal Street

Mumbai 400 001

Maharashtra, India

Dear Sir/Madam,

Sub: Intimation under Regulation 51(2) read with Part B of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

In compliance with Regulation 51 (2) of the SEBI Listing Regulations please find enclosed proceeding of an Extra Ordinary General Meeting of Inbrew Beverages Private Limited is held on 25.08.2023 at 11:00 am at the 5th Floor, Block 3B, DLF Corporate Park, MG Road, Phase-III, Gurugram, Haryana-122002.

We hereby request you to take the above information on record.

Thank You.

Yours faithfully,

For **INBREW BEVERAGES PRIVATE LIMITED**

Ruchi Negi

Company Secretary

M.No.A39287

Add: A-1501, Galaxy Royale Society, Gaur City-2, Greater Noida West, UP-201306

Inbrew Beverages Pvt. Ltd.

(Formally known as Molson Coors India Pvt. Ltd.)

Corporate office : 501, 5th Floor, Block 3B, DLF Corporate Park, MG Road, Gurugram, Haryana- 122002.

Tel.: 0124 424 2597 • **website :** www.inbrew.com • **E-mail :** info@inbrew.com • **CIN :** U99999DL1972PTC318242

Regd. Office : 406, Kusal Bazar, 32-33, Nehru Place, New Delhi - 110019

Bhankarpur (Punjab) | Saha (Haryana) | Kalaburagi (Karnataka)

Ghaziabad (U.P.) | Pune (Maharashtra) | Karnataka - Hassan, Hubballi, Nelamangla | Daman | Himachal Pradesh

INBREW BEVERAGES PRIVATE LIMITED
406 KUSAL BAZAR 32-33 NEHRU PLACE NEW DELHI 110019

PROCEEDINGS OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF INBREW BEVERAGES PRIVATE LIMITED ("COMPANY") HELD ON FRIDAY, 25TH DAY OF JUNE 2023 COMMENCED AT 11:00 A.M. (IST) AND CONCLUDED AT 12:00 P.M. (IST) AT 5TH FLOOR, BLOCK 3B, DLF CORPORATE PARK, MG ROAD, PHASE-III, GURUGRAM, HARYANA-122002.

MEMBERS PRESENT

Name	Director / Member	No. of Shares Held	% holding
Mr. Ravinder Singh Deol	Chairman-Director	-	-
Mr. Hitesh Mittal	Authorised Representative of Inbrew Holdings Pte Ltd, Singapore	5294042	99.17
Others	Members	610	0.01

Chairman of the Meeting:

Mr. Hitesh Mediratta was unanimously elected as Chairman of the meeting which commenced at 11.00 AM.

Quorum

The necessary quorum being present, the meeting was declared to be in order.

The Chairman welcomed the members. With the permission of the members, the shorter notice convening the meeting together with the explanatory statement annexed to it, having been circulated was taken as read.

Thereafter agenda of the meeting was taken up.

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MR. MANOJ KUMAR KOHLI (DIN: 00162071) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Mr. Manoj Kumar Kohli (DIN: 00162071), who was appointed as an additional Director of the Company in Independent Category and who holds office up to the date of the ensuing General Meeting of the Company (within 3 months),

who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five year with effect from 06.06.2023 to 05.06.2028 at a sitting fees amounting INR 75,000 per meeting and commission of 0.5% of profit of the Company after tax.”

“FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Above resolution passed at Special Resolution.

ITEM NO. 2: ISSUANCE OF UNSECURED AND UNLISTED, COMPULSORILY CONVERTIBLE DEBENTURES BY WAY OF PRIVATE PLACEMENT TO M/S AHEADCO SERVICES PRIVATE LIMITED UPON CONVERSION OF UNSECURED LOAN OF INR 30,00,00,000.

“RESOLVED THAT pursuant to provisions of sections 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and subject to the provisions Securities and Exchange Board of India (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and based on the recommendation of the Audit Committee, the consent of the shareholders be and is hereby accorded for the conversion of existing unsecured Loan of Rs. 30,00,00,000 (Rupees Thirty Crores only) of the “Aheadco Services Private Limited” (herein after referred to as Lenders) into 119095, 0.01% Compulsory Convertible Debentures of Rs. 2519/- (Rupees Two Thousand Five Hundred Nineteen only) each (hereinafter referred to as the “CCDs”) and on such other terms and conditions as board may decide.”

“RESOLVED FURTHER THAT the subscription money in respect of CCDs to be offered to the Lender has already been paid by it respectively by way of conversion of the Lender’s loan into CCDs. The payment of consideration for the allotment of CCDs shall be by appropriation of the outstanding loan due to the Lenders.”

“RESOLVED FURTHER THAT each CCD of Rs.2519/- shall be converted into equity shares of Rs.10/- each at 1:1 ratio, which can be exercised by the debenture holders after the expiry of the after expiry of 6 (six) months from the date of the final redemption of the NCD.”

“RESOLVED FURTHER THAT the Equity Shares as allotted upon conversion of CCDs as aforesaid shall rank pari-passu in all respects with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board (which includes its Committee) be and is hereby authorized to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or their bye-laws, rules, regulations or guidelines, in regard to such offer, issue and allotment, to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution including deciding the dates of allotment, and to modify, accept and give effect to any modifications to the terms and conditions of the issue, conversion of CCDs into equity shares of the Company, as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, etc. and such other approvals as may be may be agreed by the Board and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable.”

Above resolution passed at Special Resolution.

ITEM NO. 3: APPROVAL OF RELATED PARTY TRANSACTION.

“RESOLVED that pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions, if any, of the Companies Act, 2013 (Act), and other applicable Rules, if any, and the Company’s policy on Related Party Transactions, the approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party lender as mentioned in item no. 2 of the explanatory statement, for conversion of unsecured loan into Compulsory Convertible Debentures on such term(s) and condition(s) as mentioned in item no. 3 of the explanatory statement, up to a maximum value of Rs. 30 crores approximately.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Above resolution passed at Ordinary Resolution.

There being no other business, the meeting concluded at 12:00 P.M. (IST) with a vote of thanks to the Chairman.