



INBREW BEVERAGES PRIVATE LIMITED

(Formerly known as Molson Coors India Private Limited)

CIN: U99999DL1972PTC318242

Registered Office: 406 KUSAL BAZAR 32-33 NEHRU PLACE NEW DELHI 110019

Email: intimation@inbrew.com

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF INBREW BEVERAGES PRIVATE LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, THE 25TH DAY OF AUGUST 2023 AT 11:00 A.M. (IST) AT THE 5TH FLOOR, BLOCK 3B, DLF CORPORATE PARK, MG ROAD, PHASE-III, GURUGRAM, HARYANA-122002 TO TRANSACT THE FOLLOWING BUSINESS:

ITEM NO. 1: Appointment of Mr. Manoj Kumar Kohli (DIN: 00162071) as an independent director of the company.

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

"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."

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.

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

“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.”

ITEM NO.3: Approval of Related Party Transaction.

To consider and if thought fit, to give assent/dissent to the following resolution as Ordinary Resolution:

“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 Optionally 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 authorised 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.”

**By Order of the Board
For Inbrew Beverages Private Limited**



**Ruchi Negi
Company Secretary
M.No.A39287
Add: A-1501, Galaxy Royale Society, Gaur
City-2, Gr. Noida West, UP-201306**

Place: New Delhi

Date: 23.08.2023

NOTES:

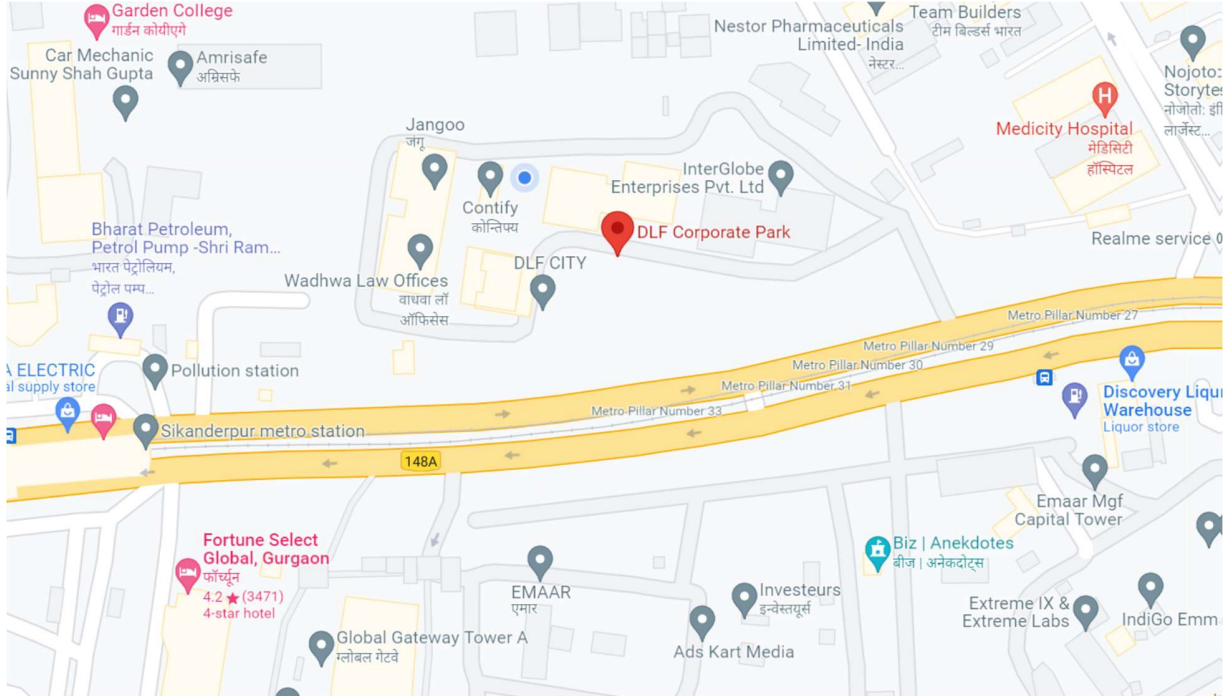
- (a) The Meeting is being convened at a shorter notice, hence consent of members shall be obtained prior to the commencement of the meeting as per the prescribed requirement.
- (b) *A member entitled to attend and vote at the Extraordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company before the commencement of the Meeting. A person can act as a proxy on behalf of members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding*

more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- (c) Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.*
- (d) Attendance slip, proxy form MGT-11 and route map of the venue of the Meeting are annexed hereto.*
- (e) A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.*
- (f) 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 at the Meeting.*
- (g) Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.*

ROUTE MAP TO THE VENUE OF THE EGM

5TH FLOOR, BLOCK 3B, DLF CORPORATE PARK, MG ROAD, GURUGRAM, PHASE-III, HARYANA-122002



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1: APPOINTMENT OF MRS. ANJALI SUBHASH (DIN: 00644805) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Manoj Kumar Kohli appointed as Additional Independent Director of the Company with effect from 6th June 2023 by the Board of Directors under section 161 of the Companies Act, subject to approval of shareholders.

Thus Board of Directors recommend the resolution set out in item no. 1 for shareholders' approval which has to be approved by way of passing Special Resolution.

None of the Directors/KMPs or their relatives except Mr. Manoj Kumar Kohli are deemed to be concerned or interested in any way in this 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.

Company is having unsecured loan of INR 30,00,00,000 from M/s Aheadco Services Private Limited, as per following terms and conditions the same needs to be converted into CCDs.

Security Name	Compulsory Convertible Debentures
Issuer	Inbrew Beverages Private Limited
Type of Instrument	0.01% Unsecured Compulsory Convertible Debentures
Nature of Instrument	Unsecured
Seniority	Seniority over all other payments except listed, rated and senior non-convertible debentures issued by Issuer aggregating INR 685 crore (the "NCD")
Mode of Issue	Private placement
Eligible investors	Aheadco Services Private Limited (Lender)
Issue size	INR 30 crores
Objects of the issue and utilization of proceeds	Objects of the issue is to convert the existing unsecured loan of INR 30 crores into CCDs and the same was already utilized for general corporate and working capital requirement.
Pricing and valuation of the preferential issue	IBBI Registered Valuer (SFA) Reg No.23113346BGWOQW2166 dated 11th August 2023.
Coupon Rate	0.01% per annum
Coupon Payment dates	At the end of each calendar quarter
Coupon Types	Fixed
Conversion terms	Convertible into Equity shares anytime at the option of Lender after expiry of 6 (six) months from the date of the final redemption of the NCD. If the option is not exercised, the instrument shall automatically convert at the end of tenth year from the date of issue.
Conversion ratio	One debenture shall be convertible into one equity shares of the Issuer.

Issue Price	INR 2519/- per debenture
Face Value	INR 2519/- per debenture
Mode of issuance	Only in dematerialized form
Depository	NSDL
Proposed time of allotment	Within 15 days from date of EGM.
Change in Control consequent to offer	None
Number of Persons to whom allotment is made during the year	None
Pre and post equity change	None (As per Note-A)
Pre and post debenture holdings	As per Note-B

Note_A Pre and post equity: NO CHANGE

Sr. No.	Category	Pre-Issue		Post-Issue	
		Shares	Shareholding	Shares	Shareholding
A.	PROMOTER'S HOLDING				
1.	Indian				
	Individuals/HUF				
	Bodies Corporate				
	Sub-Total (A1)	-	-	-	-
2.	Foreign Promoters				
	Individuals/HUF				
	Bodies Corporate	5294042	99.17	5294042	99.17
	Sub-Total (A2)	5294042	99.17	5294042	99.17
B	NON-PROMOTER'S HOLDING				
1.	Individuals/HUF	18434	0.35	18434	0.35
2.	Others (IEPF)	25570	0.48	25570	0.48
	Sub-Total (B)	44004	0.83	44004	0.83
	Grand Total	5338046	100	5338046	100

Note_B

Pre and post debenture holding (NCD): NO CHANGE

Sr. No.	Category	Pre-Issue		Post-Issue	
		Debentures	Holding	Debentures	Holding
A.	PROMOTER'S HOLDING				
1.	Indian				
	Individuals/HUF				
	Bodies Corporate				
	Sub-Total (A1)	-	-	-	-
2.	Foreign Promoters				

	Individuals/HUF				
	Bodies Corporate				
	Sub-Total (A2)	-	-	-	-
B	NON-PROMOTER'S HOLDING				
1.	Individuals/HUF				
2.	Bodies Corporate	6850	100	6850	100
	Sub-Total (B)	6850	100	6850	100
	Grand Total	6850	100	6850	100

Pre and post debenture holding (CCD):

Sr. No.	Category	Pre-Issue		Post-Issue	
		Debentures	Holding	Debentures	Holding
A.	PROMOTER'S HOLDING				
1.	Indian				
	Individuals/HUF				
	Bodies Corporate				
	Sub-Total (A1)	-	-	-	-
2.	Foreign Promoters				
	Individuals/HUF				
	Bodies Corporate	2360068	100	2360068	95.20
	Sub-Total (A2)	2360068	100	2360068	95.20
B	NON-PROMOTER'S HOLDING				
1.	Individuals/HUF				
2.	Bodies Corporate			119095	4.80
	Sub-Total (B)	-	-	119095	4.80
	Grand Total	2360068	100	2479163	100

Thus Board of Directors recommend the resolution set out in item no. 2 for shareholders' approval which has to be approved by way of passing Special Resolution.

None of the Directors/KMPs or their relatives except Mr. Ravinder Singh Deol are deemed to be concerned or interested in any way in this resolution.

Item no 6: Approval for Related Party Transaction(s)

Your Company has borrowed Rs. 30,00,00,000/- (Rupees Thirty Crores only) as an unsecured loan from Aheadco Services Private Limited (Lender). As per the term of the said Unsecured Loan, its to be converted into Compulsory Convertible Debentures ("CCDs") on such terms and conditions as may be mutually agreed between the Company. Accordingly, the Board of Directors of the Company at its meeting held on 11th August, 2023, has given consent, subject to approval of Members by way of Special Resolution, to convert Unsecured Loan of Rs.30,00,00,000 (Rupees Thirty Crores only) into 119095 unrated, unlisted, unsecured, 0.01% Compulsory Convertible Debentures of Rs. 2519/- (Rupees Two Thousand Five Hundred Nineteen) only each on such terms and Conditions as mutually agreed by the Company & Lenders, and

incorporated in the Terms of Issue, a draft of which is open for inspection at the Registered Office or such other place approved by the board of the Company during the office hours on any working days, except Saturdays and Sundays, between 10 a.m. and 5 p.m up to the date of Extra Ordinary General Meeting of the Company, and also at the Meeting. The Lender is the related party of the Company pursuant to section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the Company seeks approval of the members by way of an Ordinary Resolution. Further, all the related parties of the Company shall abstain from voting on this resolution.

None of the Directors/KMPs or their relatives except Mr. Ravinder Singh Deol are deemed to be concerned or interested in any way in this resolution.

Place: New Delhi

Date: 23.08.2023

**By Order of the Board
For Inbrew Beverages Private Limited**


**Ruchi Negi
Company Secretary
M.No.A39287**

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

ATTENDANCE SLIP

INBREW BEVERAGES PRIVATE LIMITED

CIN: U99999DL1972PTC318242

Registered Office:

406 KUSAL BAZAR 32-33 NEHRU PLACE NEW DELHI 110019.

Email: intimation@inbrew.com

EXTRA ORDINARY GENERAL MEETING

I/ We hereby record my/our presence at the Extra General Meeting of the Company ***on FRIDAY, the 25TH day of August 2023 at 11.00 A.M. (IST) at 5TH FLOOR, BLOCK 3B, DLF CORPORATE PARK, MG ROAD, PHASE-III, GURUGRAM, HARYANA-122002.***

.....
Member Folio No	Member's Name in Capital Letters	Members Signature

Note:

Please complete the Folio No. and name, sign the attendance slip and handover at the attendance verification counter at the meeting hall.

NOTE: All logged members may share attendance in the chat box by writing their Member Folio No, Members name.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

INBREW BEVERAGES PRIVATE LIM ITED

CIN: U99999DL1972PTC318242

Registered Office: 406 KUSAL BAZAR 32-33 NEHRU PLACE NEW DELHI 110019.

Email: intimation@inbrew.com,

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name: Address:.....

E-mail Id:..... Signature:....., or failing him

2. Name: Address:..... E-mail

Id:..... Signature:....., or failing him

3. Name: Address:..... E-mail

Id:..... Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the / Extraordinary general meeting of the company, to be held on the 25th day of August 2023 At 11:00 a.m. at 5TH FLOOR, BLOCK 3B, DLF CORPORATE PARK, MG ROAD, PHASE-III, GURUGRAM, HARYANA-122002 (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1.....

Resolution No. 2.....

Signed this..... day of..... 20....

Affix	Rs.1
revenue	
Stamp	

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.