

**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. 5th Floor, Block 3B, DLF Corporate ark,**  
**M.G.Road, Gurugram, Haryana-122002**  
**Board Meeting 11<sup>th</sup> August 2023 at 11:00 AM**

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**NOTICE**

Notice is hereby given that the 2023-24/2 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 11<sup>th</sup> August 2023 at 11:00 AM (IST) at Corporate Office of the Company and/or 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: 9<sup>th</sup> August 2023

To,

Ravinder Singh Deol-Chairman

Laxmi Narasimhan Krishnamurthy-Managing Director

Manoj Kumar Kohli-Independent Director

Anjali Subhash-Independent Director

Vaibhav Gupta- Independent Director

Pulla Ganesina Reddy-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. Confirmation of the minute of the previous board meeting.**

The minutes of the previous meeting of the board of directors of the Company shall be placed before the board for their reference and review. Accordingly, the Board will take the same on record.

**3. To take note of the resolution passed by circulation by the Board of Directors.**

The Board is hereby requested to take note of the resolutions passed by circulation dated 6<sup>th</sup> June 2023.

**4. Note of the minutes of the previous Committee Meetings.**

The minutes of the previous meeting of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Stakeholder Relationship Committee of the Company shall be placed before the board for their reference and note. Accordingly, the Board will take the same on record.

**5. To consider and approve financials results for the quarter ended 30<sup>th</sup> June 2023.**

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

**RESOLUTION NO.1**

“RESOLVED THAT the unaudited Financial Results for the quarter ended 30<sup>th</sup> June 2023 as placed before the meeting be and is hereby approved and taken on record.

“RESOLVED FURTHER THAT all the directors of the Company and Company Secretary be and are hereby authorized severally 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.”

**6. To approve Annual report for the financial year ending 31st March 2023.**

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

**RESOLUTION NO.2**

“RESOLVED THAT the draft of the Annual Report for the year ended 31st March 2023, as submitted before the meeting, be and is hereby considered and approved by the Board and that the same be signed on behalf of the Board of Directors of the Company by Mr. Laxmi Narasimhan Krishnamurthy Managing Director, Mr. Pulla Ganesina Reddy, Director and Mrs. Ruchi Negi, Company Secretary of the Company.”

“RESOLVED FURTHER THAT Company Secretary be and is hereby authorized to 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.”

**7. To consider issuance of notice for calling of 50th annual general meeting.**

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

**RESOLUTION NO.6**

“RESOLVED THAT consent of the Board be and is hereby accorded to call Annual General Meeting as on Tuesday, 5<sup>th</sup> September 2023 at 11:00 am at registered office of the Company.”

“RESOLVED FURTHER THAT consent of the board be and is hereby accorded to approve draft notice of Annual General Meeting and Mrs. Ruchi Negi, Company Secretary be and is hereby authorized to issue the said notice.”

**8. Reconstitution of Internal Complaint Committee**

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

**RESOLUTION NO.7**

“RESOLVED THAT as per the provisions of Section 4 of Sexual Harassment of Women at Workplace Prevention, Prohibition and Redressal Act, 2013, we hereby re-constitute the Internal Committee for our organization as follows:

<b>POSH REQUIREMENT/UNITS</b>	<b>Northern/Western Region (except breweries)</b>	<b>Breweries (All region)</b>	<b>Southern/Eastern Region (incl. manufacturing units)</b>
Presiding Officer (Senior female employee)	Ms. Ruchi Negi (Company Secretary)	Ms. Ruchi Negi (Company Secretary)	Ms. Ruchi Negi (Company Secretary)

Internal Member	Ms. Priya Kar (Brand-Manager)	Ms. Shalini Goyal (Finance-Controller)	Ms. Priyanka Krishnamurthy (Executive Assistant to CEO & MD)
Internal Member	Mr. Sanjiv Ardekar (GM-Human Resource)	Mr. Tarun Garg (GM-Brewery Supply chain)	Mr. Bhupendra Chhapwale (Chief Financial Officer)
Internal Member	Mr. Susanta Bhattacharya (Associate Director- Supply chain)	Mr. Jasbir Singh (Manager-HR)	Mr. G Saravanan Manager-Manufacturing
External Member	Ms. Anupama Easwaran (Founder-Inharmony)	Ms. Radhika Batra (Advocate)	Ms. Rekha Shalini (HR-Consultant)

“RESOLVED FURTHER THAT the Internal Committee members are hereby authorized to do the following:

- Organize training and awareness programs (classroom / eLearning) at regular intervals
- To conduct meetings:  
When there is a complaint received in writing from any of the women employees,  
To settle grievances and
- To make sure there is appropriate compensation for any case of misconduct and sexual harassment.”

“RESOLVED FURTHER THAT Ruchi Negi, (Company Secretary) is hereby authorized to do the following:

- Submission of application and other relevant documents to the concerned authorities / departments
- Declaration filing as required.
- Authentication of documents related to the POSH Act
- Representation of the Company in connection to the issues related to the POSH Act
- Returns Filing as per the POSH Act.”

## 9. Reconstitution of Risk Management Committee

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

### RESOLUTION NO.8

“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 re-constituted to be called as “Risk Management Committee” with the following members:

1. Mr. Bhupendra Chhapwale, Chief Financial Officer
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 resolution.”

#### **10. 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:

#### **RESOLUTION NO.9**

“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

Authorisation Matrix

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 <b>(Group 1)</b>	Anyone jointly with anyone from Group 2
	Mr. Hitesh Mediratta Mr. Tarun Garg Mr. Ravi Kumar Choudhary Mr. Pulla Reddy Ganesina <b>(Group 2)</b>	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. 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

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

<b>Limit of Sanction &amp; Authorization</b>	<b>Name of the Authorized Signatory</b>	<b>Operating instructions</b>
For any amount up to INR 2,00,00,000/- (INR Two Crore)	Mr. Bhupendra Yogendranath Chhapwale Mr. Saurabh Surendra Aloni Mr. Nishant Jain <b>(Group 1)</b>	Anyone jointly with anyone from Group 2
	Mr. Hitesh Mediratta Mr. Tarun Garg Mr. Ravi Kumar Choudhary Mr. Pulla Reddy Ganesina <b>(Group 2)</b>	Any one jointly with anyone from Group 1
For any amount up to INR 10,00,00,000/- (INR Ten Crore)	Mr. Laxmi Narasimhan Krishanamurthy 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 Krishanamurthy 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.

**11. 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:

**RESOLUTION NO.10**

“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**

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 <b>(Group 1)</b>	Anyone jointly with anyone from Group 2
	Mr. Hitesh Mediratta Mr. Tarun Garg Mr. Pulla Reddy Ganesina Mr. Ravi Kumar Choudhary <b>(Group 2)</b>	Any one jointly with anyone from Group 1
For any amount up to INR 1,00,00,000/- (INR 1 Crore)	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 Krishanamurthy 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.

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

**RESOLUTION NO.11**

“**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
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1.	1851010000180	PNB	Derabassi
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**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. 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/- (INR 1 Crore)	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 Krishanamurthy 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.

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

**RESOLUTION NO.12**

“**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. 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. 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.

**14. To take note of statement/report for the quarter ending 30.06.2023 as per SEBI (LODR) regulation 2015.**

The Board shall take note of the statement and reports filled in or to be filed with BSE Limited for the quarter ending 30.06.2023.

Sr.No.	Regulation No.	Particular
1	13	Statement of Investor's Complaint

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2	17(8)	CEO and CFO certificate that the financials results do not contain any false or misleading statement or figures and do not omit any material fact.
3	27 (2)	Corporate Governance Report

**15. Any other business 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.