

Inbrew Beverages Private Limited
Reg.Off. 406 Kusal Bazar 32-33 Nehru Place New Delhi
India 110019
Corp. Off. 5th Floor, Block 3B, DLF Corporate Park,
M.G.Road, Gurugram, Haryana-122002
Board Meeting 27th May 2024 at 04:00 PM

NOTICE

Notice is hereby given that the 2024-25/1 meeting of the Board of Directors of Inbrew Beverages Private Limited, (**Company**) will be held on Monday, the 27th May 2024 at 04:00 PM (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: 24th May 2024

To,

Ravinder Singh Deol-Chairman

Rajnikant Tirumala Sabnavis-Additional 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 25th April 2024 and 20th May 2024.

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

The minutes of the previous meeting of the Audit 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 take a note on Internal Auditors Report received from M/s SCV & CO. LLP (Chartered Accountants) for the Financial Year 31.03.2024.

The board to take note of Internal Auditor's report received from M/s SCV & Co. LLP Chartered Accountants for the Financial Year 31.03.2024.

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

"RESOLVED that Internal Auditors Report for the Financial Year 31.03.2024 be and hereby noted and taken on record".

6. To consider and approve, Audited Financial Results of the Company for the Quarter and Year ended on 31.03.2024.

The board to consider and approve the Audited Financial results of the Company for the Quarter and Year ended on 31.03.2024 and for submission to Stock Exchange & Publishing the same in Newspaper.

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

“RESOLVED THAT the audited Financial Results for the quarter and year ended 31st March 2024 as placed before the meeting be and is hereby approved and taken on record.”

“RESOLVED FURTHER THAT all the directors and Ruchi Negi, Company Secretary of the Company be and are hereby authorized to sign the same and furnish the same to the Stock Exchanges with 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 take note of related party transactions for the half year ended 31st March 2024.

The Board to take note of Related Party Transactions for the half year ending on 31.03.2024.

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

"RESOLVED that Related Party Transaction as attached with the notice of the meeting as Annexure A be and is hereby approved and taken on record".

8. To take note of omnibus approval of audit committee of related party transactions for the Financial Year ended 31st March 2025.

The Board to take note of omnibus approval, if any granted by Audit Committee for Related Party Transactions for the financial year ending on 31.03.2025.

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

"RESOLVED that Related Party Transaction as attached with the notice of the meeting as Annexure A be and is hereby approved and taken on record".

9. To appoint internal auditor M/S SCV & CO. LLP (Chartered Accountants) for the financial year 2024-25.

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

“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 2024-25 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and Internal Auditor.”

“RESOLVED FURTHER THAT Mr. Bhupendra Yogendranath Chhapwale, CFO, 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.”

10. To appoint secretarial auditor M/s Neelam Bansal & Associates, Company Secretaries for the financial year 2024-25.

The Board shall appoint the Secretarial Auditors for the Financial Year 2024-25, to get Secretarial Audit done as per regulation 24A of SEBI (LODR) regulation 2015.

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

“RESOLVED THAT pursuant to the provisions of SEBI (LODR) regulations 2015, Consent of the Board is be and is hereby given for appointment of M/s Neelam Bansal & Associates, Company Secretaries as Secretarial Auditors of the Company and Directors of the Company be and is hereby authorized to fix the remuneration from time to time in consultation with Audit Committee”.

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution”.

11. Appointment of Registered Valuer

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

RESOLVED THAT consent of the Board be and is hereby accorded for appointment of CA Vijay Deep Singh, IBBI Registered Valuer (SFA) Reg No – IBBI/RV/06/2018/10139 for the purpose of Valuation of Equity Shares and ESOPs, and Impairment testing of Brands, Licensing Agreements and Goodwill of Spirit Division of the company in accordance with provision of the Companies Act 2013.

RESOLVED FURTHER THAT board of directors be and are hereby severally authorized to do such acts, deeds and things as necessary for the above said resolution.

12. To re-appoint Mrs. Anjali Subhash (DIN: 00644805) as an Independent Director (Additional Director) for a term of 1 year effective from 1st April 2024 till 31st March 2025.

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, re-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 1st April 2024 till 31st March 2025 subject to approval of shareholders.”

“RESOLVED FURTHER THAT Mrs. ANJALI SUBHASH to be paid a sitting fee 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.”

13. To avail LC facility of HDFC Bank.

To consider and, if thought fit, to pass resolution for availing LC Facility (ies) from HDFC Bank up to a principal sum of Rs. 50,00,000.00/- (Rupees Fifty Lakh Only).

14. To take note of statement/report for the quarter ending 31.03.2024 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 31.03.2024.

Sr.No.	Regulation No.	Particular
1	13	Statement of Investor’s Compliant
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. To take note of disclosure of interest received from directors in Form MBP-1 pursuant to Section 184 of the Companies Act 2013.

The disclosure interest in Form MBP-1, which is required from every director at the first meeting of Board of Directors in every financial year under Section 184(1) of the Companies Act 2013, shall be placed in the meeting, and will be kept with the Company for record purpose.

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

“RESOLVED that pursuant to section 184 and other applicable provision if any, of the Companies Act 2013, read with Rule 8 & 9 of the Companies (Meetings of Board & Its Powers) Rules 2014, notice of disclosure of interest in Form MBP 1 given by all directors of the Company, be and is hereby noted and taken on record.”

16. To take note of declaration received from directors in Form DIR-8 under Section 164 (2) of the Companies Act 2013.

The declaration from every director in Form DIR 8 mentioning the details that they have not incurred disqualification under Section 164 (2) of the Companies Act 2013, shall be placed in the meeting and will be kept with the Company for record purpose.

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

“RESOLVED that pursuant to section 164 (2) and other applicable provision if any, of the Companies Act 2013, read with Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014, disclosure of directors in Form DIR 8 given by all directors of the Company, be and is hereby noted and taken on record.”

17. To take note of declarations by Independent Directors that they meet the criteria of Independence as laid down under SEBI (LODR) Regulation 2015.

The declaration by Independent Directors mentioning that they meet the criteria of Independence as laid down under SEBI (LODR) Regulation 2015 shall be placed in the meeting and will be kept with the Company for record purposes.

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

“RESOLVED that pursuant to SEBI (LODR) Regulation 2015 and other applicable provision if any, of the Companies Act 2013, declaration of independence given by all Independent directors of the Company, be and is hereby noted and taken on record.”

18. Authorization to Mr. Deepak Malhotra

For business contracts

RESOLVED THAT Mr. Deepak Malhotra, Chief Business Officer be and is hereby authorized to execute in the name of and on behalf of the Company, all commercial contracts involving Agreements/contracts with Franchisees, CFA, Promoters and Sales Service Providers of Beer Division and any modification agreed to therein and to do all such things as may be required in connection therewith and that such contracts and / or agreement shall be binding the Company.

For Excise Registration

“RESOLVED THAT Mr. Deepak Malhotra, Chief Business Officer of the Company be and is hereby authorized to apply, obtain, receive, sign, renew, arrange for registration of the Company with all State/Central Excise Authorities for Direct and/or Franchise Business.”

“RESOLVED FURTHER THAT Mr. Deepak Malhotra, be and is hereby also authorized to verify/prepare/file/submit/receive all statements and returns and also make appearance before all or any Excise Department.”

“RESOLVED FURTHER THAT Mr. Deepak Malhotra be and is hereby authorized to do all such acts, deeds and things and issue POA as may be required for complying with any of the above-mentioned Authorities.”

19. 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.