

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 10th June 2024 at 03:30 PM

NOTICE

Notice is hereby given that the 2024-25/2 meeting of the Board of Directors of Inbrew Beverages Private Limited, (**Company**) will be held on Monday, the 10th June 2024 at 03:30 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: 9th June 2024

To,

Ravinder Singh Deol-Chairman

Rajnikant Sabnavis-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 6th June 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. Issuance of unsecured and unlisted, compulsorily convertible debentures by way of private placement.

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 and Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), any other relevant provisions of the Companies Act, 2013, the memorandum and articles of association of the Company and other applicable laws, if any, the approval of the Board, subject to approval Shareholders of the Company, be and is hereby accorded to offer, issue and allot upto 3,02,963 number of unsecured, compulsorily-convertible debentures at an face value/issue price of INR 2,757 per debenture (CCDs/Debentures”), aggregating to USD 10 million or INR equivalent thereto, on a private placement basis in 1 (one) or more tranches (“Issue”), to any existing shareholder, banks, non-banking financial institutions, mutual funds, foreign portfolio investors, financial institutions, or other eligible investors, as may be identified by the Issuer or the board of directors of the Company (“Board”), may in its sole discretion decide and do such other acts as may be required in this regard to give effect to this resolution.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the name of the identified investor(s), (offeree of the proposed Debentures) shall be recorded by the Board for the issue of invitation to subscribe up to the said 3,02,963 Debentures of face value of INR 2,757 /- and that the information memorandum (including in the format Form PAS-4 as set out under the Companies Act, 2013)/ PAS-4, be circulated together with an application form to the investors for subscribing to the Debentures in accordance with the aforesaid provisions.”

“RESOLVED FURTHER THAT the Board or any other person as duly authorized by the Board, be and is hereby jointly or severally authorised, on behalf of the Company, to finalise the terms and conditions of the Debentures and undertake all such acts, deeds, matters and things as it may deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution(s) and perfecting any security created for the Debentures including to digitally sign, file e-forms as prescribed under applicable provisions of the Companies Act, 2013 on the portal of the Ministry of Corporate Affairs and to submit all documents to the concerned authorities with respect to the same.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, subject to the approval of Shareholders of the Company, the Board be and is hereby authorize to finalize, settle, modify/amend, and execute other debenture documents and such deeds, instruments, writings, papers, or agreements, as may be required and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interests of the Company, to give effect to the resolution.”

“RESOLVED FURTHER THAT a certified true copy of the foregoing resolutions certified by any director on the Board, be furnished to such other parties as may be necessary and they be requested to act thereon.”

6. To consider issuance of notice for calling of extra ordinary general meeting.

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 to call Annual General Meeting as on Wednesday, 12th June 2024 at 11:00 am at its Registered Office.”

RESOLVED FURTHER THAT Mrs. Ruchi Negi, Company Secretary be and is hereby authorized to issue Annual General Meeting of the Company.”

7. 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.