



INBREW BEVERAGES 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 EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF INBREW BEVERAGES PRIVATE LIMITED (“**COMPANY**”) WILL BE HELD ON SATURDAY, THE 20TH DAY OF SEPTEMBER 2025 AT 11:00 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT 406 KUSAL BAZAR 32-33 NEHRU PLACE NEW DELHI 110019 TO TRANSACT THE FOLLOWING BUSINESS:

ITEM NO. 1: Issuance of Senior, Unsecured / Secured, Rated, Listed, Redeemable Non-Convertible Debentures by way of private placement.

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 23, 42, 71 and all other applicable provisions of the Companies Act 2013 read with the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification (s) or re-enactment (s) thereof, for the time being in force), subject to the regulations issued by the Securities and Exchange Board of India (SEBI) including (Issue and Listing of Non-convertible Securities) Regulations, 2021, the regulations, norms, circulars, guidelines, clarifications, notifications, prescribed or issued by SEBI, from time to time and all other applicable laws (including any amendment(s), modification or re-enactment thereof for the time being in force) and subject to the provisions of the memorandum and articles of association of the Company and such other approvals, permissions and sanctions, as may be required, the approval of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter called **the “Board”**”, which term shall be deemed to include any other committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board by this resolution, or any person(s) authorised by the Board or its committee for such purposes) to offer or invite subscriptions to listed, secured/unsecured, redeemable, non-convertible debentures (“**NCDs**”), on private placement basis during a period of one year from the date of passing this resolution, in one or more series/tranches, aggregating up to a principal amount of Rs. 475 crores (Rupees Four Hundred and Seventy Five Crores) within the overall borrowing limits of the Company, as approved by the members, on such terms and conditions as the Board may from time to time, determine and consider proper and most beneficial to the Company, including without limitation, as to when the NCDs are to be issued, the eligible persons to whom the NCDs are to be issued, the particulars of the offer, issue size, consideration for the issue, justification of the price, details of valuation (if any), principle terms of assets charged as security, mode of payment, coupon rate, tenor, utilisation of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, the Board and persons authorised by the Board be and are hereby authorised to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things and give directions as may be deemed necessary or desirable to give effect to this resolution.

RESOLVED FURTHER THAT a certified copy of this resolution be furnished, as may be required, under the signatures of any one of the directors of the Company.

RESOLVED FURTHER THAT the Board be and are hereby authorized to provide copies of this resolution, certified as true, to the relevant person, for this record.”

ITEM NO. 2: To consider and approve borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013

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 Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and the rules made thereunder, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) to borrow, from time to time, such sum or sums of money as may be required for the purpose of the business of the Company, from any bank(s), financial institution(s), body(ies) corporate or any other person(s), whether in India or abroad, by way of issuance of Non-convertible debentures, notwithstanding that the money so borrowed together with the money already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount of such borrowing outstanding at any time shall not exceed ₹1235 crore (Rupees One Thousand Two Hundred and Thirty-Five Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalize the terms and conditions of all such borrowings, and to execute all such documents, deeds, writings, and agreements as may be necessary, and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient for giving effect to this resolution.”

ITEM NO. 3: Approval Of Related Party Transaction

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an 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 up to a maximum value of ₹100 Cr.”

“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**

**Sd/-
Ruchi Negi
Company Secretary
M.No.A39287**

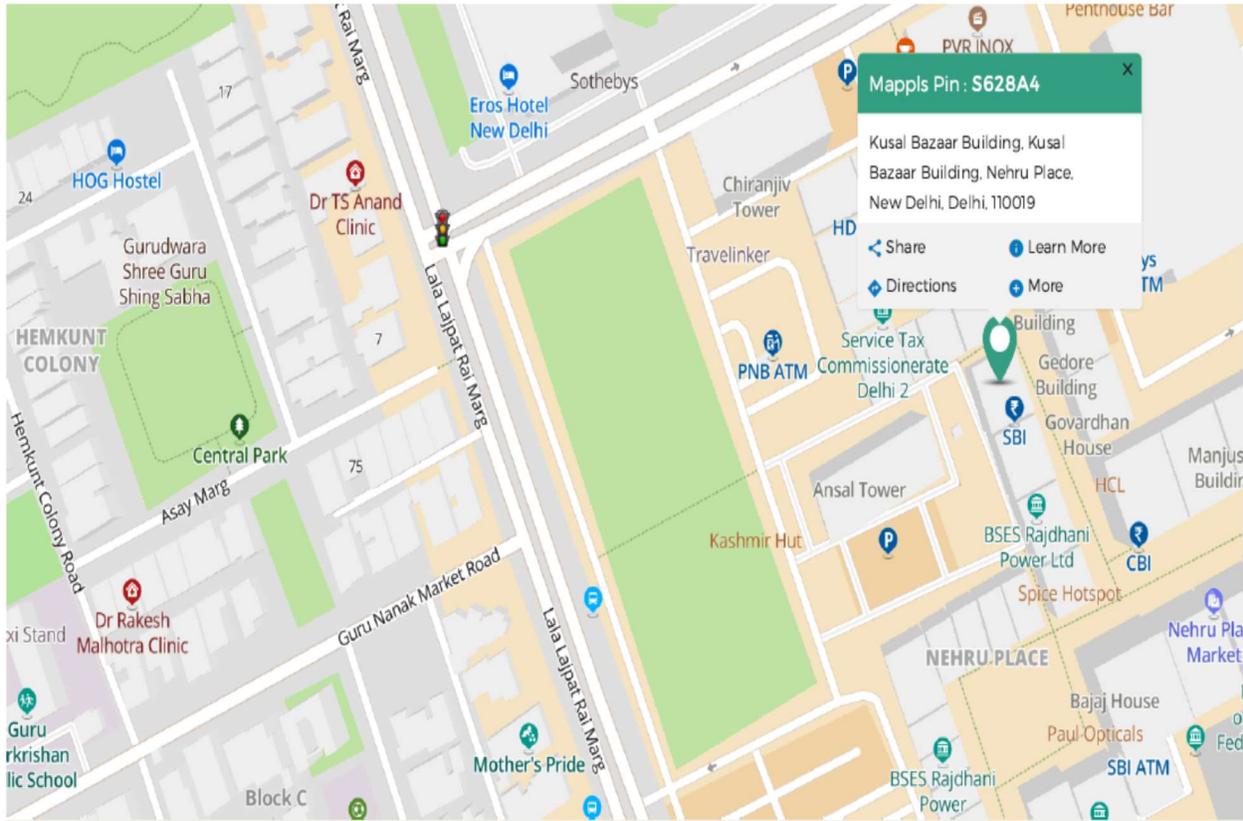
**Add: A-1501, Galaxy Royale, Gaur City-2,
Gr. Noida west, UP-201506.**

**Place: New Delhi
Date: 19.09.2025**

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.*
- (c) 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.*
- (d) 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.*
- (e) Attendance slip, proxy form MGT-11 and route map of the venue of the Meeting are annexed hereto.*
- (f) 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.*
- (g) 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.*
- (h) 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



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

ITEM NO. 1 ISSUANCE OF SENIOR, UNSECURED / SECURED, RATED, LISTED, REDEEMABLE NON-CONVERTIBLE DEBENTURES BY WAY OF PRIVATE PLACEMENT

Pursuant to provisions of Companies Act, 2013 the Company needs to take approval of its members by way of special resolution, before making any offer or invitation for the issue of secured/ unsecured, listed, rated redeemable non-convertible debentures on a private placement basis.

1.	Object of the Issue	(i) repayment of the existing non-convertible debentures issued by the Company in terms of the debenture trust deed dated 27 May 2022 (as amended and/or restated from time to time, including by the amendment and restatement deed dated 26 September 2022, supplemental deed dated 5 th April 2025 and Second Amendment and Restatement Deed dated 14 th May 2025 executed between the Company and [Catalyst Trusteeship Limited] (" Existing NCDs "); (ii) repayment of other intercompany indebtedness of the Company to the extent of INR 25 crores (" ICDs "); (iii) meeting the transaction related expenses; and/or (iv) any other purposes as indicated under the Debenture Trust Deed.
2.	Particulars of the offer including date of passing of Board resolution	47,500 (forty seven thousand and five hundred) listed, rated, redeemable, non-convertible debentures having face value INR 1,00,000 (Indian Rupees One Lakh only) issued at par, aggregating up to INR 475,00,00,000 (Indian Rupees Four Hundred and Seventy Five Crores only), on a private placement basis. The date of passing the Board resolution authorising the said issue of Debentures is 19 th September 2025
3.	Kinds of securities offered and the price at which security is being offered	Listed, rated, secured / unsecured redeemable, non-convertible debentures having face value INR 1,00,000 (Indian Rupees One Lakh only) per Debenture.
4.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not Applicable
5.	Name and address of valuer who performed valuation	Not Applicable
6.	Amount which the company intends to raise by way of such securities	INR 475,00,00,000 (Indian Rupees Four Hundred and Seventy-Five Crores only)
7.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of	The Debentures are proposed to be issued as per terms and conditions contained in the Debenture Trust Deed and the transaction documents, to be mutually agreed between the Company and the Debenture Trustee.

	the offer or separately in furtherance of objects;	
8.	Principal terms of assets charged as securities	<p>(a) First charge over the movable fixed assets and immovable assets (present & future and shall exclude the intangible assets and brand trademarks) of the Company;</p> <p>(b) Second charge over all other current assets, revenues and receivables, the book debts, the operating cash flows, and all investments of the Company, both present and future, except the designated account of HDFC Bank and the monies lying thereunder;</p> <p>(c) First <i>pari passu</i> charge over intellectual property rights of the Company including owned brands of the Company, both present and future;</p> <p>(d) First charge over the debenture subscription account to be opened by the Company in which the proceeds of the Debentures will be funded</p> <p>(e) First charge on the Interest Service Reserve Account (“ISRA”) and all amounts lying therein from time to time any investments made therefrom from time to time;</p> <p>(f) First charge over insurance policies obtained by the Company and all proceeds arising out of or relating to the insurance policies, including claims made under such policies;</p> <p>(g) First charge over the acquisition documents and rights in relation to the acquisition by the Company of, <i>inter alia</i>, the “popular” segment business undertaking of United Spirits Limited (“USL”) and the franchise agreements entered into between the Company and USL</p> <p>(h) Pledge over shares of Company held by Inbrev Holdings Pte Ltd., Singapore (“Parent”), if permitted by applicable laws and subject to requisite approvals being obtained from the Reserve Bank of India in this regard;</p> <p>(i) Non-Disposal Undertaking over shares of Company held by the Parent; and</p> <p>(j) such other security as may be required by the Investor.</p>
9.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Upto INR 100 crores

10.	Proposed time schedule / time within which the allotment shall be completed	The securities will be allotted on the date the debenture subscription proceeds are received by the Company in the identified account of the Company in terms of the Debenture Trust Deed.
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Thus, Board of Directors recommends 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 are deemed to be concerned or interested in any way in this resolution.

ITEM NO. 2:

Under Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot borrow money, where the total outstanding borrowings exceed the aggregate of the paid-up share capital, free reserves, and securities premium, without the approval of the members by way of a special resolution.

The board of the Company have earlier accorded their approval to the Board of Directors for borrowing up to an aggregate limit of ₹760 crore.

Accordingly, the approval of the members is being sought by way of a special resolution to enhance the borrowing limits of the Company to ₹1235 crore.

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

The Board recommends the passing of the resolution as set out in the accompanying Notice as a Special Resolution.

ITEM NO. 3:

The Company, in the ordinary course of its business and on an arm's length basis, may be required to avail financial assistance from its related party lender(s). Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, all material related party transactions require prior approval of the shareholders of the Company.

In order to facilitate the Company's business requirements and to provide financial flexibility, it is proposed to seek the approval of the shareholders to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party lender up to a maximum value of ₹100 Crores, as set out in the resolution.

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

The Board recommends the passing of the resolution as set out in the accompanying Notice as an Ordinary Resolution.

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

Sd/-

Ruchi Negi

Company Secretary

M.No.A39287

**Add: A-1501, Galaxy Royale, Gaur City-2,
Gr. Noida west, UP-201506.**

Place: New Delhi

Date: 19.09.2025

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 SATURDAY, the 20th September 2025 at 11:00 A.M. (IST) at 406 KUSAL BAZAR 32-33 NEHRU PLACE NEW DELHI 110019.**

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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 LIMITED

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 20th day of September 2025 at 11:00 A.M. at the registered office of the company (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.