



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 EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF INBREW BEVERAGES PRIVATE LIMITED ("COMPANY") WILL BE HELD ON FRIDAY, THE 16TH DAY OF MAY 2025 AT 01:00 P.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: 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 ₹760 crore (Rupees Seven Hundred Sixty 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."

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

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

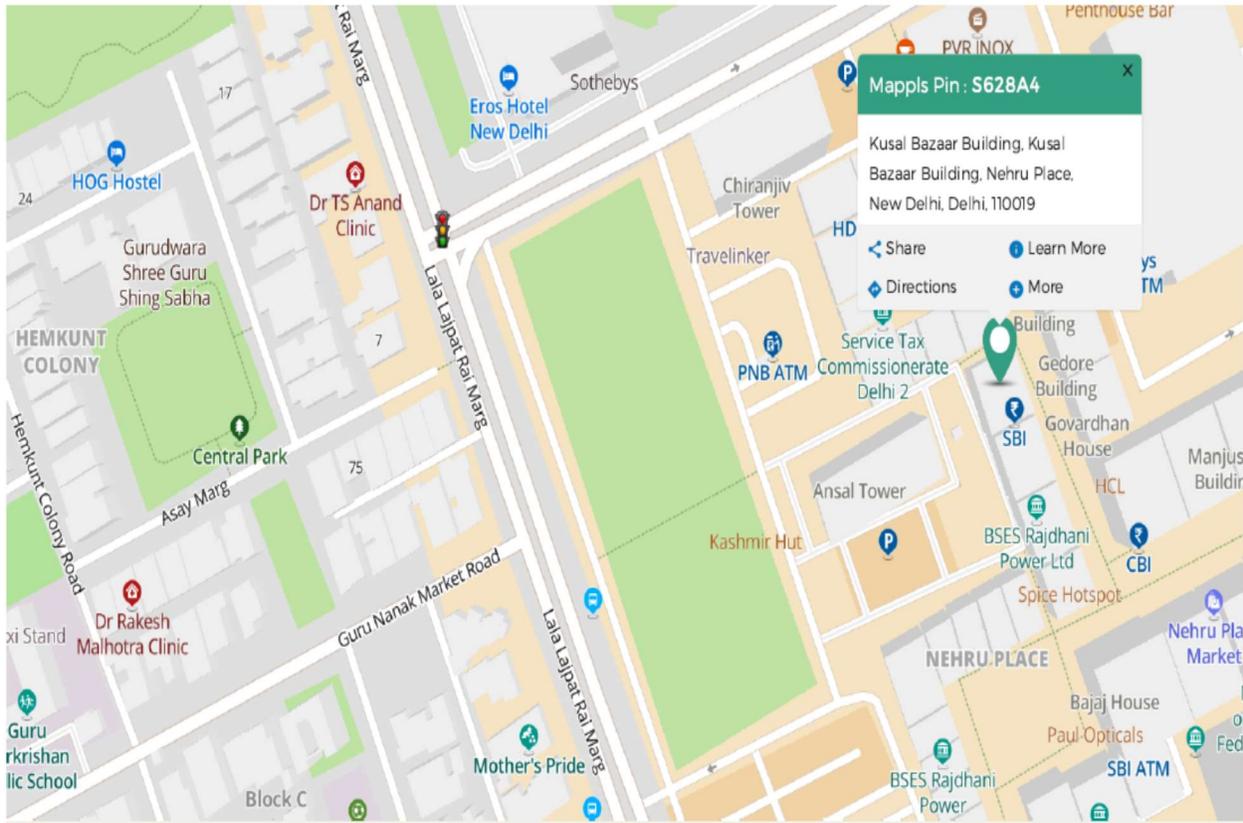
**Place: New Delhi
Date: 16.05.2025**

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

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



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

ITEM NO. 1:

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 ₹685 crore. The Company now proposes to issue additional Non-Convertible Debentures (NCDs) amounting to ₹75 crore, which will result in the aggregate borrowing limit increasing to ₹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 ₹760 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.

**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: 16.05.2025**

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 FRIDAY, the 16TH MAY 2025 at 01:00 P.M. (IST) at 406 KUSAL BAZAR 32-33 NEHRU PLACE NEW DELHI 110019.**

.....
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]

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

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<p>Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:</p>

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 16th day of May 2025 at 01:00 P.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 revenue Stamp	Rs. 1
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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.