



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 SATURDAY, THE 05TH DAY OF APRIL 2025 AT 04:00 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: Issuance of Secured, listed, rated 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 by this resolution, or any person(s) authorised by the Board or its committee for such purposes) to offer or invite subscriptions to listed, unlisted, 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. 75 crores (Rupees 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 re-appoint Mrs. Anjali Subhash (DIN: 00644805) as an Independent Director (Additional Director) for a term of 1 year effective from 31st March 2025 till 30th March 2026.

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 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) year effective from 31st March 2025 till 30th March 2026.”

“RESOLVED FURTHER THAT Mrs. ANJALI SUBHASH to be paid a fee of Rupees 75,000 per sitting 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.”

ITEM NO. 3: APPROVAL OF RELATED PARTY TRANSACTION.

“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 as mentioned in item no. 1 of the explanatory statement, for issue of Compulsory Convertible Debentures on such term(s) and condition(s) as mentioned in item no. 3 of the explanatory statement, up to a maximum value of USD 10 Million.”

“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**

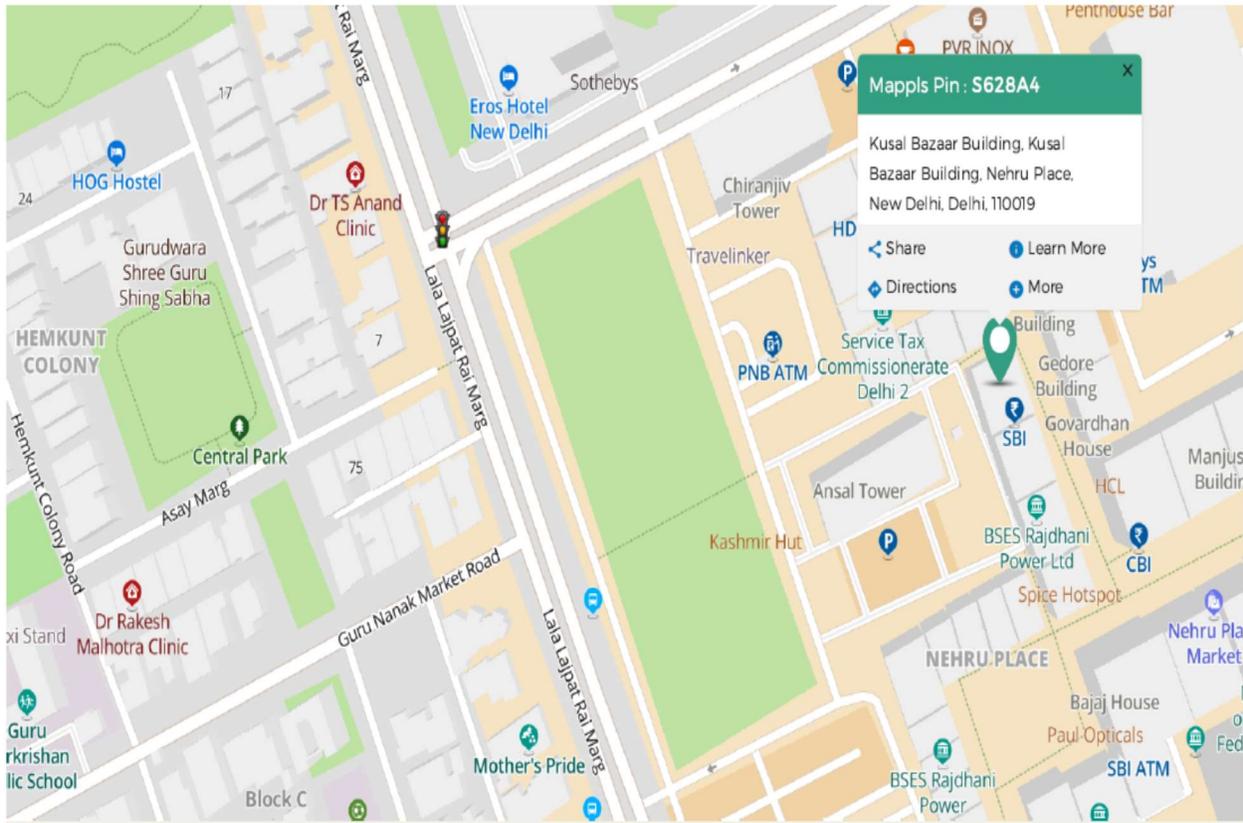
**Place: New Delhi
Date: 04.04.2025**

**Sd/-
Ruchi Negi
Company Secretary
M.No.A39287
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 ISSUANCE OF SECURED, LISTED, RATED 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, listed, rated Redeemable Non-Convertible Debentures on a private placement basis.

Facility	Senior, secured, listed, non-convertible debentures to be issued in dematerialised form.
Issuer / Borrower	Inbrev Beverages Private Limited
Type of Instrument	12.50% secured non-convertible debentures (the “ Debentures ”)
Nature of Instrument	Secured
Seniority	Senior
Mode of Issue	Private Placement
Eligible Investor(s)	Existing Indian or foreign shareholders. foreign portfolio investors, alternative investment funds, Indian investors, commercial banks, financial institutions, insurance corporations, companies and bodies corporate.
Listing (Including name of stock Exchange(s) where it will be listed	Bombay Stock Exchange
Rating of the Instrument	As set out in the definitive documents.
Issue Size	INR 75 crores
Option to retain oversubscription (Amount)	NIL
Objects of the Issue	Funding the working capital and general corporate purposes of the Issuer.
Details of the utilisation of the proceeds	The proceeds shall be utilised for funding the working capital requirements and general corporate purposes of the Issuer, including but not limited to, meeting operational expenses, enhancing liquidity, and addressing other financial obligations in the ordinary course of business.
Coupon Rate	12.50% p.a.
Step Up/Step Down Coupon Rate	NA
Coupon payment frequency	On monthly basis.
Coupon payment dates	As set out in the definitive documents.
Coupon Type	Fixed
Coupon Reset Process (Including rates, spread, effective date, interest rate cap and floor etc.)	None
Day Count Basis	Actual
Default Interest Rate	In case of default in payment of interest and/or principal redemption on the due dates, additional

	interest @ [•] % p.a. over the Coupon Rate will be payable by the Issuer for the defaulting period.
Tenor	12 Months and 1 Day from deemed date of allotment.
Redemption Date	As set out in the definitive documents.
Redemption Amount	INR 75 crores
Redemption premium/Discount	As set out in the definitive documents.
Issue Price	Rs, 1,00,000 per Debenture
Discount at which security is issued and the effective yield as a result of such a discount	N.A.
Put Option date	N.A.
Put Option price	N.A.
Call Option Date	N.A.
Call Option Price	N.A.
Put Notification Time	N.A.
Call Notification Time	N.A.
Face Value	Rs, 1,00,000 per Debenture.
Minimum Application	1 Debenture of Rs.1,00,000 each and in multiples of 1 thereafter.
Mode of issuance	Only in dematerialised form.
Mode of Trading	Only in dematerialised form.
Settlement	Payment of interest and principal will be made by way of cheque / DD / electronic mode.
Depository	NSDL
Record Date	3 Days prior to each coupon payment / redemption date.
Security	Secured

Note_A Pre and post equity: NO CHANGE

Sr. No.	Category	Pre-Issue		Post-Issue	
		Shares	Shareholding	Shares	Shareholding
A.	PROMOTER'S HOLDING				
1.	Indian				
	Individuals/HUF				
	Bodies Corporate				
	Sub-Total (A1)	-	-	-	-
2.	Foreign Promoters				
	Individuals/HUF				
	Bodies Corporate	5294042	99.17	5294042	99.17
	Sub-Total (A2)	5294042	99.17	5294042	99.17
B	NON-PROMOTER'S HOLDING				

1.	Individuals/HUF	18434	0.35	18434	0.35
2.	Others (IEPF)	25570	0.48	25570	0.48
	Sub-Total (B)	44004	0.83	44004	0.83
	Grand Total	5338046	100	5338046	100

Note_B

Pre and post debenture holding (NCD):

Sr. No.	Category	Pre-Issue		Post-Issue	
		Debentures	Holding	Debentures	Holding
A.	PROMOTER'S HOLDING				
1.	Indian				
	Individuals/HUF				
	Bodies Corporate				
	Sub-Total (A1)	-	-	-	-
2.	Foreign Promoters				
	Individuals/HUF				
	Bodies Corporate				
	Sub-Total (A2)	-	-	-	-
B	NON-PROMOTER'S HOLDING				
1.	Individuals/HUF				
2.	Bodies Corporate	6850	100	6925	100
	Sub-Total (B)	6850	100	6925	100
	Grand Total	6850	100	6925	100

Pre and post debenture holding (CCD): NO CHANGE

Sr. No.	Category	Pre-Issue		Post-Issue	
		Debentures	Holding	Debentures	Holding
A.	PROMOTER'S HOLDING				
1.	Indian				
	Individuals/HUF				
	Bodies Corporate				
	Sub-Total (A1)	-	-	-	-
2.	Foreign Promoters				
	Individuals/HUF				
	Bodies Corporate	3,708,124	96.89	3,708,124	96.89
	Sub-Total (A2)	3,708,124	96.89	3,708,124	96.89
B	NON-PROMOTER'S HOLDING				
1.	Individuals/HUF				
2.	Bodies Corporate	119095	3.11	119095	3.11
	Sub-Total (B)	119095	3.11	119095	3.11

	Grand Total	3,827,219	100	3,827,219	100
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Thus, Board of Directors recommend 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.

2: TO RE-APPOINT MRS. ANJALI SUBHASH (DIN: 00644805) AS AN INDEPENDENT DIRECTOR (ADDITIONAL DIRECTOR) FOR A TERM OF 1 YEAR EFFECTIVE FROM 31ST MARCH 2025 TILL 30TH MARCH 2026.

Mrs. Anjali Subhash was re-appointed as an Independent Director of the company on 31.03.2024 in terms of Section 161 (1) of the Companies Act, 2013. Mrs. Anjali Subhash, an Independent Director shall hold office up to the date of the ensuing General Meeting of the Company (within 3 months) and be eligible for re-appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013. Mrs. Anjali Subhash is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to act as Director (in the category of Independent Director). The Board considers that her association was of immense benefit to the Company and it is desirable to avail services for another one year of Mrs. Anjali Subhash as an Independent Director. In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the re-appointment of Mrs. Anjali Subhash as 'Non-executive Independent Director' for a term up to 1 (one) year commencing from 31.03.2025 to 30.03.2026. Accordingly, the Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no.2 of the notice for appointment of Mrs. Anjali Subhash.

Save and except Mrs. Anjali Subhash, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

ITEM NO. 3: Issuance of Secured, listed, rated Redeemable Non-Convertible Debentures by way of private placement.

Your Company is paying interest Compulsory Convertible Debentures ("CCDs") and Inter Corporate Loan on such terms and conditions as may be mutually agreed between the Company and its holding company i.e. Inbrow Holdings Pte Ltd and other related parties Aheadco Services Private Limited and Aheadco India Private Limited (Lender). Accordingly, the Board of Directors of the Company at its meeting held on 4th April 2025, has given consent, subject to approval of Members by way of Special Resolution, to pay interest amount upto 221,669,637 and 17,500,000 respectively on such terms and Conditions as mutually agreed by the Company & Lenders, and incorporated in the Terms of Issue, a draft of which is open for inspection at the Registered Office or such other place approved by the board of the Company during the office hours on any working days, except Saturdays and Sundays, between 10 a.m. and 5 p.m up to the date of Extra Ordinary General Meeting of the Company, and also at the Meeting. The Lender is the related party of the Company pursuant to section 2(76) of the Companies Act, 2013 read with Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the

Company seeks approval of the members by way of an Ordinary Resolution. Further, all the related parties of the Company shall abstain from voting on this resolution.

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

Place: New Delhi
Date: 04.04.2025

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

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 05TH APRIL 2025 at 04:00 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]

INBREW BEVERAGES PRIVATE LIMITED

CIN: U99999DL1972PTC318242

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

Email: intimation@inbrew.com,

<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 05th day of April 2025 at 04:00 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.