

NOTICE

Notice is hereby given that the 2025-26/1 meeting of the Board of Directors of Inbrew Beverages Private Limited, (**Company**) will be held on Friday, the 4th April 2025 at 03:00 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: 3rd April 2025

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 minutes 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 20th March 2024 and 24th March 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 Rated, Transferable, Secured, Listed and/or Unlisted, Redeemable Nonconvertible Debentures by way of Private Placement

The company wants to issue Rated, Transferable, Secured, Listed and/or Unlisted, Redeemable Nonconvertible Debentures, of INR 75 Crores for meeting working capital requirements.

6. To change the terms of listed Non-Convertible Debentures

In order to enable us to offer the Security under NCDs to the Proposed Issue, we intend to change the ranking of Security offered under the NCDs from "First Ranking Exclusive" to "First Ranking Pari Passu" as part of the proposed amendment.

7. 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 Extra Ordinary General Meeting as on Saturday, 5th April 2025 at 04:00 pm am at its Registered Office."

RESOLVED FURTHER THAT Mrs. Ruchi Negi, Company Secretary be and is hereby authorize to issue Extra Ordinary General Meeting of the Company."

8. Appointment of Mr. Vijay deep Singh as 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 **Mr. Vijay deep Singh**, IBBI Registered Valuer (SFA) Reg No – IBBI/RV/06/2019/11555 for the purpose of issue Impairment testing of Brands, Licensing Agreements and Goodwill (“Specified Intangibles”) of Spirit Division of Inbrew Beverages Private Limited (“Inbrew”/ “Company”) for financial reporting purpose.

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

9. To appoint internal auditor M/S SCV & CO. LLP (Chartered Accountants) for the financial year 2025-26.

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 2025-26 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 2025-26.

The Board shall appoint the Secretarial Auditors for the Financial Year 2025-26, 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. To re-appoint Mrs. Anjali Subhash (DIN: 00644805) as an Independent Director (Additional Director) for a term of 1 year effective from 1st April 2025 till 31st March 2026.

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 2025 till 31st March 2026 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.”

12. 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.”

13. 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.”

14. 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.”

15. 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.