



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 WEDNESDAY, THE 12TH DAY OF JUNE 2024 AT 11:00 A.M. (IST) AT THE 406 KUSAL BAZAR 32-33 NEHRU PLACE NEW DELHI 110019 TO TRANSACT THE FOLLOWING BUSINESS:

ITEM NO. 1: 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 as a Special 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 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 face value / issue price of INR 2,757/- per debenture (CCDs/Debentures"), aggregating to USD 10 Mn 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 and 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, consent of the Shareholders of the Company be and is hereby accorded to the Board 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.”

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 2024 till 30th March 2025.

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) years effective from 31st March 2024 till 30th March 2025.”

“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.

To consider and if thought fit, to give assent/dissent to the following resolution as 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 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

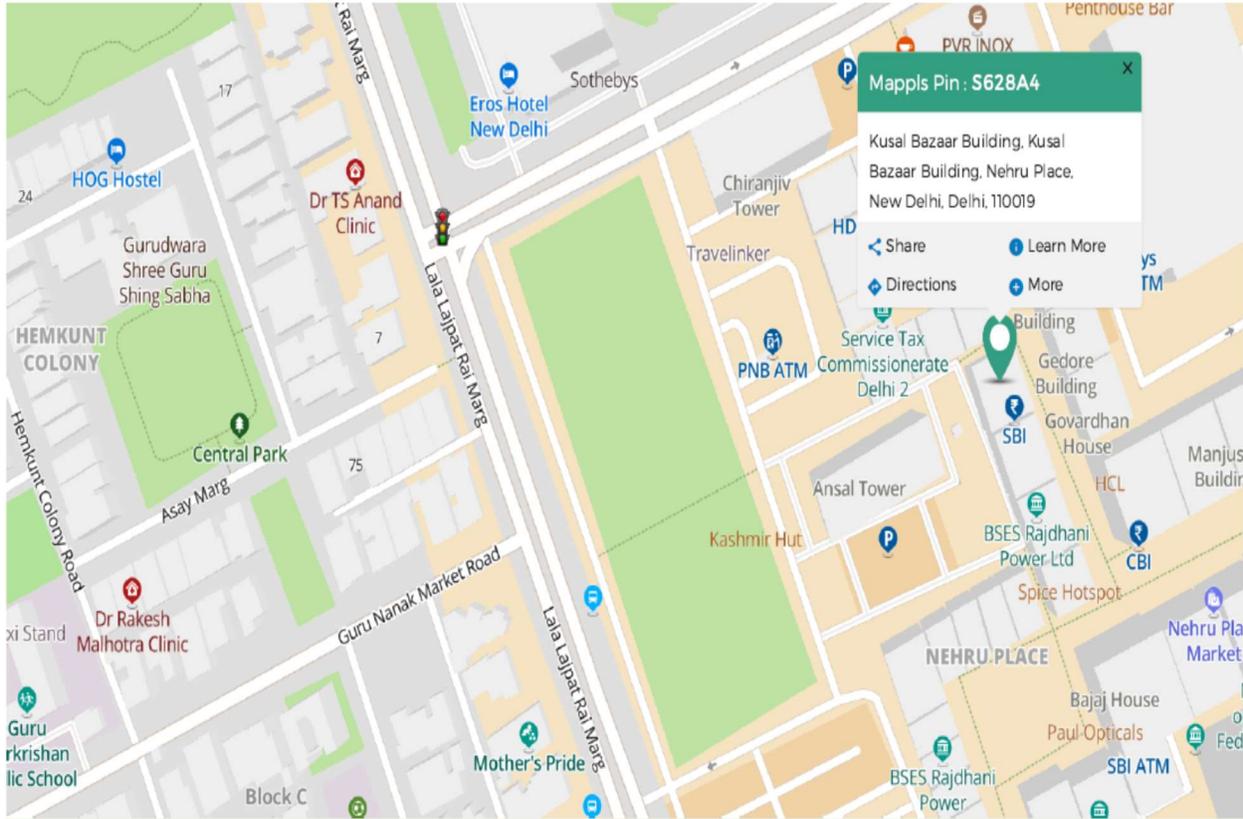
Date: 11.06.2024

**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 USECURED AND UNLISTED, COMPULSORILY 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 CCDs on a private placement basis.

Security Name	Compulsory Convertible Debentures
Issuer	Inbrew Beverages Private Limited
Type of Instrument	8% Unsecured Compulsory Convertible Debentures
Nature of Instrument	Unsecured
Seniority	Seniority over all other payments except listed, rated and senior non-convertible debentures issued by Issuer aggregating INR 685 crore (the "NCD")
Mode of Issue	Private placement
Eligible investors	Inbrew Holdings Pte Ltd (Lender)
Issue size	INR 30 crores
Objects of the issue and utilization of proceeds	For meeting the working capital requirement.
Pricing and valuation of the preferential issue	IBBI Registered Valuer (SFA) Reg No.23113346BGWOQW2166 dated 7 th June 2024.
Coupon Rate	8% per annum
Coupon Payment dates	At the end of each calendar month
Coupon Types	Fixed
Conversion terms	Convertible into Equity shares anytime at the option of Lender after expiry of 6 (six) months from the date of the final redemption of the NCD. If the option is not exercised, the instrument shall automatically convert at the end of tenth year from the date of issue.
Conversion ratio	One debenture shall be convertible into one equity shares of the Issuer.
Issue Price	INR 2757/- per debenture
Face Value	INR 2757/- per debenture
Mode of issuance	Only in dematerialized form
Depository	NSDL
Proposed time of allotment	Within 15 days from date of EGM.
Change in Control consequent to offer	None
Number of Persons to whom allotment is made during the year	None
Pre and post equity change	None (As per Note-A)
Pre and post debenture holdings	As per Note-B

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): 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				
	Sub-Total (A2)	-	-	-	-
B	NON-PROMOTER'S HOLDING				
1.	Individuals/HUF				
2.	Bodies Corporate	6850	100	6850	100
	Sub-Total (B)	6850	100	6850	100
	Grand Total	6850	100	6850	100

Pre and post debenture holding (CCD):

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	2360068	100	26,63,031	95.72
	Sub-Total (A2)	2360068	100	26,63,031	95.72
B	NON-PROMOTER'S HOLDING				
1.	Individuals/HUF				
2.	Bodies Corporate			119095	4.28
	Sub-Total (B)	-	-	119095	4.28
	Grand Total	2360068	100	27,82,126	100

Thus Board of Directors recommend the resolution set out in item no. 2 for shareholders' approval which has to be approved by way of passing Special 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.

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 2024 TILL 30TH MARCH 2025.

Mrs. Anjali Subhash was re-appointed as an Independent Director of the company on 31.03.2023 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 31.03.2024 to 30.03.2025. 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.

3. APPROVAL FOR RELATED PARTY TRANSACTION(S)

Your Company is issuing Compulsory Convertible Debentures (“CCDs”) on such terms and conditions as may be mutually agreed between the Company and its holding company i.e. Inbrev Holdings Pte Ltd (Lender). Accordingly, the Board of Directors of the Company at its meeting held on 10th June 2024, has given consent, subject to approval of Members by way of Special Resolution, to offer, issue and allot upto 3,02,963 number of unsecured, compulsorily-convertible debentures at face value / issue price of INR 2,757/- per debenture (CCDs/Debentures”), aggregating to USD 10 Mn or INR equivalent thereto, on a private placement basis in 1 (one) or more tranches (“Issue”) only each 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.

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

Place: New Delhi

Date: 11.06.2024

**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 WEDNESDAY, the 11TH June 2024 at 11:00 A.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,

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 10th day of November 2023 at 11:00 a.m. at 5th Floor, Block 3B, DLF Corporate Park, M.G. Road, Gurugram, Haryana-122002 (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....

<i>Affix</i>	<i>Rs.1</i>
<i>revenue</i>	
<i>Stamp</i>	

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.
