



## NOTICE FOR EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an extra-ordinary general meeting (“EGM”) of Carlsberg India Private Limited (“Company”), on the requisition of South Asian Breweries Pte. Ltd. which holds 99.99% of the paid-up equity share capital of the Company will be held at 12:30 PM (IST), on 17<sup>th</sup> August 2022 through Video Conferencing / Other Audio Visual Means via Microsoft Teams in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India, to transact the following business:

### **Special Business:**

#### **Item No. 1: Removal of Mr. Pawan Kumar Jagetia (Director Identification Number: 06981563) as a director of the Company**

To consider and if thought fit, to pass, the following resolution as an ordinary resolution:

*“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in accordance with the applicable provisions of the articles of association of the Company, Mr. Pawan Kumar Jagetia (Director Identification Number: 06981563), be and is hereby removed as a director of the Company with immediate effect.”*

#### **Item No. 2: Removal of Mr. Kalpataru Tripathy (Director Identification Number: 00865794) as a director of the Company**

To consider and if thought fit, to pass, the following resolution as an ordinary resolution:

*“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in accordance with the applicable provisions of the articles of association of the Company, Mr. Kalpataru Tripathy (Director Identification Number: 00865794), be and is hereby removed as a director of the Company with immediate effect.”*

### **By order of the Board**

Carlsberg India Private Limited

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Mr. Ashwin Kumar Aggarwal,  
Company Secretary,  
Carlsberg India Private Limited,  
3<sup>rd</sup> Floor, Paras Twin Towers, Tower-A  
Sector-54, Gurgaon-122002 Haryana India.  
Date: August 5, 2022  
Place: Gurgaon

Encls:

**Annexure A:** Special notice dated August 1, 2022, from South Asian Breweries Pte. Ltd.

**NOTES:**

1. The Board of directors at its meeting held on August 5, 2022, has approved the convening of the EGM and the issuance of this Notice. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), with regard to the ordinary resolutions mentioned in Item No. 1 and Item No. 2 above, is enclosed.
2. Pursuant to Section 113 of the Act, corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the board resolution authorising their representative along with the identity documents such as passport of its authorized representative to attend and vote on their behalf at the meeting. The said resolution shall be sent to the Company by email to Mr. Ashwin Aggarwal, Company Secretary at ashwin.aggarwal@carlsberg.asia or at the registered office address of the Company before the commencement of the meeting.
3. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, and No. 3/2022 dated May 5, 2022 in relation to ‘Clarification on passing of ordinary and special resolutions by companies under the Act and the rules made thereunder on account of the threat posed by COVID-19’ (collectively referred to as “MCA Circulars”) permitted the holding of an EGM through video conferencing / other audio-visual means (“VC/OAVM”), without the physical presence of the members at a common venue. In compliance with the provisions of the Act and the aforesaid MCA Circulars, the EGM of the Company is being held through VC/ OAVM at 12:30 PM (IST), on 17<sup>th</sup> August 2022. The deemed venue for the EGM would be the registered office of the Company - 4th Floor, Rectangle No.1, Commercial Complex, D4, Saket, New Delhi - 110017, India.
4. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Company is convening the EGM through VC/OAVM and no physical presence of members, directors, auditors and other eligible persons shall be required at the venue of the meeting.
6. Notice of the EGM is being sent through email to all members as on August 5, 2022 on their registered email ID with the Company and no physical copy of the same would be dispatched. If any member wants to update his/her/its registered email ID, may send the request for the same by writing to the Company Secretary at ashwin.aggarwal@carlsberg.asia. Pursuant to Section 101 of Companies Act, 2013 the Notice is being sent to all the members, whose names appeared in the Register of Members as on August 5, 2022, the auditors and directors of the Company electronically at their email IDs registered with the Company.
7. The link for joining the meeting via Microsoft Teams is being given in the email through which the notice of EGM is being circulated.

8. The members can join the EGM through VC/OAVM 15 minutes before and after the scheduled time of the commencement of the EGM. Members, directors and statutory auditors to whom this notice is being circulated are advised to join the VC 15 minutes before the scheduled time to ensure proper connectivity.
9. Members who need assistance in connection with using the technology before or during the EGM may reach out to the Company officials at ashwin.aggarwal@carlsberg.asia or call at +919873839322.
10. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through a show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM, members are requested to convey their vote by e-mail at ashwin.aggarwal@carlsberg.asia.
11. The explanatory statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1 and Item No. 2 of the Notice is annexed hereto and forms an integral part of the Notice.
12. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members, directors and statutory auditors has been dispensed with. Accordingly, the facility for appointment of proxies by members will not be available for the EGM and hence the proxy form and attendance slip are not annexed to the Notice.
13. In compliance with the MCA Circulars, Notice of the EGM is being sent only by electronic mode to those members whose email addresses are available with the Company.
14. Since the EGM will be held through VC/OAVM, the route map is not annexed to this Notice.
15. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of the EGM. Members seeking to inspect such documents can send an email to ashwin.aggarwal@carlsberg.asia.
16. Members or participants, to whom the notice is being circulated, are allowed to submit their queries, questions, etc. before the meeting in advance by writing to the Company Secretary at ashwin.aggarwal@carlsberg.asia. Further, queries, questions, may also be posed concurrently during the EGM by writing at ashwin.aggarwal@carlsberg.asia.
17. The Notice will also be available on the Company's website at [www.carlsbergindia.com](http://www.carlsbergindia.com).
18. Instructions for joining the EGM through VC/OAVM:

The Company will provide VC/OAVM facility to its members and participants for participating at the EGM:

- (a) Members and participants will be able to attend the EGM through VC/OAVM by using the link which would be given to all the members, directors and auditors before the EGM at their registered email ID with the Company.
- (b) Members and participants may join the EGM through laptops, smartphones, tablets and iPads for better experience. Members will be required to use internet with a good speed to avoid any disturbance during the meeting.
- (c) Members and participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.



## EXPLANATORY STATEMENT

### Pursuant to Section 102 of the Act

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice and shall be taken as forming part of the Notice.

#### Item No. 1 and Item no. 2

South Asian Breweries Pte. Ltd (“SOAB”) is the holding company of the Company, holding 57,612,590 equity shares representing 99.99% paid up equity share capital of the Company.

SOAB has sent to the Company a special notice and requisition dated August 1, 2022, for convening an EGM, to consider and if thought fit, to pass an ordinary resolution for removal of Mr. Pawan Kumar Jagetia, Director (Director Identification Number: 06981563) and Mr. Kalpataru Tripathy, Director (Director Identification Number: 00865794), as directors of the Company. A copy of the special notice and the requisition is annexed hereto as **Annexure A**.

The copy of the special notice sent by SOAB to the Company is annexed along with this Notice, with a view to provide the relevant background concerning Item No.1 and Item no. 2 of the Notice, which are to be transacted at the EGM.

Mr. Pawan Kumar Jagetia and Mr. Kalpataru Tripathy were appointed as the director of the Company on April 1, 2018, and December 24, 2019, respectively. Pursuant to Section 169(4) of the Act, the directors being sought to be removed have a right to make representation to the shareholders in the manner stated therein and to be heard at the EGM. If, Mr. Pawan Kumar Jagetia and Mr. Kalpataru Tripathy make a representation, then subject to the proviso to Section 169(4) and if time permits, the same shall be circulated to all the shareholders prior to the EGM, failing which the said representation (if any) shall be read out at the EGM.

Other than Mr. Pawan Kumar Jagetia and Mr. Kalpataru Tripathy, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested in the resolutions as set out at Item No.1 and Item No. 2 of the Notice.

#### By order of the Board

Carlsberg India Private Limited

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Mr. Ashwin Kumar Aggarwal,  
Company Secretary,  
Carlsberg India Private Limited,  
3<sup>rd</sup> Floor, Paras Twin Towers, Tower-A  
Sector-54, Gurgaon-122002 Haryana India.  
Date: August 5, 2022  
Place: Gurgaon