

N O T I C E

Notice is hereby given that the 8th Annual General Meeting of **Carlsberg India Private Limited** will be held at shorter notice as per the schedule given below:

Day and Date	:	Wednesday, 24th December, 2014
Time	:	10:00 AM
Place	:	04 th Floor, Rectangle No.1, Commercial Complex, D4, Saket, New Delhi - 110 017.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement as on 31st March 2014 alongwith the Reports of the Auditors and Directors thereon.
2. To re-appoint M/s. B S R & Company, Chartered Accountants, for a term of three consecutive years as Auditors and to authorise the Board of Directors to fix their remuneration for each of the financial year and further their office shall be subject to ratification at each of the intervening Annual General Meeting.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution for Appointment of Mr. Pawan Kumar Jagetia as Director

“RESOLVED that, pursuant to the provisions of Section 149 of the Companies Act, 2013 (‘Act’) and the rules made there under, Mr. Pawan Kumar Jagetia, (DIN 06981563), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 26th September, 2014 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from him along with necessary

deposit under Section 160 of the Act proposing his candidature for the office of Director, be and is appointed as Director of the Company.”

4. To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution for Appointment of Mr. Pawan Kumar Jagetia as Deputy Managing Director

“RESOLVED THAT pursuant to the provisions of Section 2(94), 196 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof) and the relevant provisions of the Articles of Association of the Company and subject to the approval of Central Government consent be and is hereby accorded to appoint Mr. Pawan Kumar Jagetia as Deputy Managing Director of the Company for a period of five years commencing from 26th September 2014 to 25th September 2019 as per the terms and conditions approved by the Board of Directors.”

5. To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution for Appointment of Mr. Ramesh Krishnan as Director.

“RESOLVED that, pursuant to the provisions of Section 149 of the Companies Act, 2013 (‘Act’) and the rules made there under, Mr. Ramesh Krishnan, (DIN 05340141), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 17th June, 2014 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from him along with necessary deposit under Section 160 of the Act proposing his candidature for the office of Director, be and is appointed as Director of the Company.”

6. To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution for Appointment of Mr. Ramesh Krishnan as Executive Director - Technical

“RESOLVED THAT pursuant to the provisions of Section 2(94), 196 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof) and the relevant provisions of the Articles of Association of the Company, consent be and is hereby

accorded to appoint Mr. Ramesh Krishnan as Executive Director-Technical of the Company for a period of five years commencing from 17th June, 2014 to 16th June, 2019 as per the terms and conditions approved by the Board of Directors.”

7. To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution for donation to Goonj, NGO

“RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013, consent be and is hereby accorded to make a one time donation of Rs. 2,00,000/- (Rupees Two Lakhs only) to Goonj, a Non-Government Organization (NGO) for the purpose of Jammu & Kashmir Disaster relief work.

RESOLVED FURTHER THAT Mr. Michael Jensen, Managing Director of the Company be and is hereby authorized for donating the sum of Rs.2,00,000/- (Rupees Two Lakhs only) on behalf of the Company to Goonj, a Non Government Organization.”

8. To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution for donation to Child Welfare Council, Rewari

“RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013, consent be and is hereby accorded to make a one time donation of Rs. 25,000/- (Rupees Twenty Five Thousand only) to Child Welfare Council at Rewari as part of Company’s engagement with local society.”

RESOLVED FURTHER THAT Mr. Michael Jensen, Managing Director of the Company be and is hereby authorized for donating the sum of Rs.25,000 /-(Rupees Twenty Five Thousand only) on behalf of the Company to Child Welfare Council at Rewari as part of Company’s engagement with local society.”

	By Order of the Board
	For Carlsberg India Private Limited
	Roopali Singh
	Company Secretary
Date : 22 nd December, 2014	Membership No. ACS 15006
Place : Gurgaon	Address: G-40, Sector 39, Noida

NOTES:

1. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out the material facts relating to the business is annexed hereto.
2. A Member entitled to attend and vote at the General Meeting (the Meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of herself/himself and the proxy need not be a member of the Company. The instrument appointing a proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the Meeting.
3. The meeting is being convened pursuant to the provisions of section 96 of the Companies Act, 2013.
4. Pursuant to Section 100 of Companies Act, 2013 the Notice is being sent to all the Members, whose names appeared in the Register of Members as on date, the auditors and directors of the Company electronically at their email ids registered with the Company.
5. The Company has received the necessary deposit of Rs. 1 lakhs pursuant to Section 160 of the Companies Act, 2013 from both the directors respectively for consideration of their candidature for appointment as a Director, along with the necessary notice.
6. The present Annual General Meeting is being held beyond the statutory time limit as prescribed under Section 96 and the Company will get the said default compounded in terms of Section 99 read with Section 441 of Companies Act, 2013