



NOTICE FOR EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that an extra-ordinary general meeting (“EGM”) of Carlsberg India Private Limited (“Company”) will be held at 4.30pm IST, on 16th December 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:

TO CONSIDER AND APPROVE THE AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Item No. 1

To consider and if thought fit, to pass, the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 read with the rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the shareholders by way of special resolution be and is hereby accorded for the amendment of the Articles of Association of the Company by insertion of a new Article after the existing Article 14 which shall read as follows:

“14A. Notwithstanding anything contained in these Articles but subject to the provisions of the Act and any other applicable provision thereunder or any other law for the time being in force, the Company may purchase its own shares or other specified securities.”

“RESOLVED FURTHER THAT Mr. Ashwin Kumar Aggarwal, Company Secretary of the Company be and is hereby authorised to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required with the Registrar of Companies, National Capital Territories of Delhi and Haryana, and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution”

By order of the Board

Carlsberg India Private Limited

Mr. Ashwin Kumar Aggarwal,
Company Secretary,
Carlsberg India Private Limited,
3rd Floor, Paras Twin Towers, Tower-A
Sector-54, Gurgaon-122002 Haryana India.
Date: 1st December 2022
Place: Gurgaon

Encl: Current Articles of Association of the Company

NOTES:

1. The Board of directors at its meeting held on 29th November 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 special resolution mentioned in Item No. 1 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 Kumar 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 on 4.30 pm IST, on 16th December 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 1st December 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 1st December 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 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.
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.

The Board of Directors of the Company at its meeting held on 29th November 2022, has, subject to the approval of the shareholders of the Company by way of special resolution, approved the insertion of a new Article 14A in the Articles of Association of the Company to enable the Company to purchase its own securities in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder.

None of the Directors or their relatives are deemed to be concerned or interested in any way in this resolution.

By order of the Board

Carlsberg India Private Limited

Mr. Ashwin Kumar Aggarwal,
Company Secretary,
Carlsberg India Private Limited,
3rd Floor, Paras Twin Towers, Tower-A
Sector-54, Gurgaon-122002 Haryana India.
Date: 1st December 2022
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