



BY HAND/E- MAIL

**NOTICE**

Notice is hereby given that the Extra Ordinary General Meeting of **Carlsberg India Private Limited** will be held as per the schedule given below:

Day and Date	:	<b>Tuesday, 12<sup>th</sup> day of April, 2016</b>
Time	:	09:00 am
Place	:	05 <sup>th</sup> Floor, Tower-B, Paras Twin Towers, Sector-54, Gurgaon, Haryana-122002.

**SPECIAL BUSINESS:**

1. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) the consent be and is hereby accorded to the appointment of Mr. Sumit Atri, son (relative) of Mr. Surender Kumar Atri, Director of the Company in the office of place of profit in the Company till the retirement age as per the Company’s Policy unless terminated earlier, at a maximum monthly remuneration upto INR 2,51,850/- (Indian Rupees Two Lakhs Fifty One Thousand Eight Hundred and Fifty only), retiral benefits upto INR 18,160/- (Indian Rupees Eighteen Thousand One Hundred and Sixty only) per month and Variable Performance Pay upto INR 30,40,000/- (Indian Rupees Thirty Lacs Forty Thousand only) in a year aggregating to a Maximum of upto INR 62,80,000/- (Indian Rupees Sixty Two Lacs Eighty Thousand only) per annum along with reimbursement of INR 36,000/- (Indian Rupees Thirty Six Thousand only) p.a. for communication expense and other benefits as payable as per the applicable Law and Company’s Policy for an initial period of one year from 1<sup>st</sup> January, 2016 and ending on 31<sup>st</sup> December, 2016.

**RESOLVED FURTHER THAT** the Company shall seek approval of Members for finalization of the remuneration of Mr. Sumit Atri for the Calendar Year 2017.

**RESOLVED FURTHER THAT** Mr. Michael Jensen, Managing Director of the Company and Ms. Roopali Singh, Company Secretary of the Company be and hereby are authorized severally to do all such other acts, deeds, matters and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

By Order of the Board  
For **Carlsberg India Private Limited**

(Roopali Singh)

Company Secretary

Membership No. ACS 15006

Address: 05th Floor, Rower-B, Paras Twin  
Towers, Sector-54, Gurgaon -122002 (Haryana)

Date : 21<sup>st</sup> March, 2016

Place : Gurgaon

**Carlsberg India Private Limited**

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Haryana, India  
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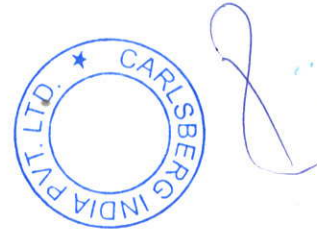
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Fax : +91 8455 230116

Bihar Brewery :  
Plot No. 1,  
Mauza Raghunathpur,  
P.S.- Rani Talab,  
Bikram, Patna, Bihar-801104  
Ph. : 06135-253002-005

**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. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting. The attendance slip is enclosed with the Notice. Members should fill the Attendance slip for attending 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 Route Map for the venue is annexed herewith & the prominent landmark near the venue is Shipra Suncity, Golf Course Road, Gurgaon.



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**STATEMENT**  
(Pursuant to section 102 of the Companies Act, 2013)

**Item No. 1:**

Mr. Sumit Atri, son of Mr. Surender Kumar Atri, Director of the Company was appointed as a National Manager-on Trade with effect from 15<sup>th</sup> October, 2007.

The Company has started its Value Management project in India in June 2015 with an aim of redefining Key Account Management through new customer approach including segmentation. By embedding Value Management process, the Company endeavors to consistently drive efficiency and improve performance. A group of experts at the Carlsberg Group level was constituted to drive this initiative. Mr. Sumit Atri was the local lead from the Company representing India in the International Value Management team comprising experts from various markets of Sweden and Croatia for 4 months.

As an outcome of this, the Company needed to create a structure/framework for value development where the Company will work closely with its key customers by defining long term growth plan, drive profitability and bring efficiency in spends. The Management proposed that the Value Management Development vertical will be headed by Mr. Sumit Atri who will handle this as an added responsibility along with his current role of On Trade and Syndicate Management.

The said proposal of the Management was considered favourably by the Board and considering his added responsibility and contribution to the business of the Company the Board has proposed to revise his salary.

In terms of Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, consent of the Members of the Company is required by way of an ordinary resolution for payment of anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise to an individual other than a Director of the Company for holding any office or place of profit in the Company at a monthly remuneration in excess of Rs.2,50,000.

Mr. Sumit Atri being a relative of Director of the Company is deemed to hold a place of profit in the Company. Further, since he is drawing a monthly remuneration in excess of INR.250,000 consent of the Members of the Company as stated aforesaid shall be required.

The particulars relating to the above mentioned transaction in terms of explanation no.3 to Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendments thereto have been tabulated as follows:

<b>1. Name of the Related Party</b>	Mr. Sumit Atri
<b>2. Name of the Director or key managerial personnel who is related, if any</b>	Mr. Surender Kumar Atri
<b>3. Nature of Relationship</b>	Son (relative) of a Director
<b>4. Nature, material terms, monetary value and particulars of the contract or arrangement</b>	Monthly remuneration of <u>UPTO</u> a maximum of INR 2,51,850/- (Indian Rupees Two Lakhs Fifty One Thousand Eight Hundred and Fifty only), retiral

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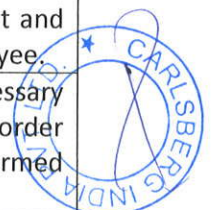
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	<p>benefits upto INR 18,160/- (Indian Rupees Eighteen Thousand One Hundred and Sixty only) per month and Variable Performance Pay upto INR 30,40,000/- ( Indian Rupees Thirty Lacs Forty Thousand only) in a year aggregating to a Maximum of upto INR 62,80,000/- (Indian Rupees Sixty Two Lacs Eighty Thousand only) per annum along with reimbursement for communication expenses upto a maximum of INR 36,000/- (Indian Rupees Thirty Six Thousand only) p.a. and other benefits as payable as per applicable laws and Company's Policy.</p> <p>The complete details of the remuneration with component wise break up is stated herein below:-</p> <table border="1" data-bbox="746 763 1316 1525"> <thead> <tr> <th><u>Salary revision wef 01<sup>st</sup> Jan 2016</u></th> <th><u>Amount in INR</u></th> </tr> </thead> <tbody> <tr> <td>Basic Salary</td> <td>12,96,000</td> </tr> <tr> <td>House Rent Allowance</td> <td>6,48,000</td> </tr> <tr> <td>Conveyance Allowance</td> <td>2,12,784</td> </tr> <tr> <td>Special Allowance</td> <td>7,75,358</td> </tr> <tr> <td>Medical Reimbursement</td> <td>15,000</td> </tr> <tr> <td>Leave Travel Allowance</td> <td>75,000</td> </tr> <tr> <td><b>Annual Gross Salary (A)</b></td> <td><b>30,22,142</b></td> </tr> <tr> <td>Provident Fund</td> <td>1,55,520</td> </tr> <tr> <td>Gratuity</td> <td>62,338</td> </tr> <tr> <td><b>Annual Retirals &amp; Benefits (B)</b></td> <td><b>2,17,858</b></td> </tr> <tr> <td><b>Annual Fixed Salary (A+B)</b></td> <td><b>32,40,000</b></td> </tr> <tr> <td>Target PLI</td> <td>7,60,000</td> </tr> <tr> <td>Maximum PLI (C)</td> <td>30,40,000</td> </tr> <tr> <td><b>Total CTC (A+B+C)</b></td> <td><b>62,80,000</b></td> </tr> </tbody> </table> <p>Period of the remuneration is effective from 1<sup>st</sup> January, 2016 upto 31<sup>st</sup> December, 2016.</p> <p>The contract is in the nature of employment and Mr. Sumit Atri is working like a regular employee.</p>	<u>Salary revision wef 01<sup>st</sup> Jan 2016</u>	<u>Amount in INR</u>	Basic Salary	12,96,000	House Rent Allowance	6,48,000	Conveyance Allowance	2,12,784	Special Allowance	7,75,358	Medical Reimbursement	15,000	Leave Travel Allowance	75,000	<b>Annual Gross Salary (A)</b>	<b>30,22,142</b>	Provident Fund	1,55,520	Gratuity	62,338	<b>Annual Retirals &amp; Benefits (B)</b>	<b>2,17,858</b>	<b>Annual Fixed Salary (A+B)</b>	<b>32,40,000</b>	Target PLI	7,60,000	Maximum PLI (C)	30,40,000	<b>Total CTC (A+B+C)</b>	<b>62,80,000</b>
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<p>5. <b>Any other information relevant or important for the members to take a decision on the proposed resolution</b></p>	<p>The Company has disclosed all the necessary information to the best of its knowledge in order to enable the Members to take an informed decision.</p>																														



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None of the Directors except Mr. Surender Kumar Atri or any other key managerial personnel or their relatives, have got any concern or interest whether financial or otherwise, if any, in respect of the Ordinary Resolution proposed at Item No. 1 of the accompanying Notice. Further, none of the Directors of the Company are either individually or collectively holding more than 2% of the total paid up capital of the Company.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable the Members to understand the meaning, scope and implications of the item of business and to make decision thereon.

Further, the disclosure related to interest of the promoters, directors and all other key managerial personnel in any other Company are not applicable in the present matter as the proposed Ordinary Resolution relates only to the appointment of relative of a Director to an office or place of profit the Company and is not in relation to any other Company.

Accordingly, the resolution as stated in Item No.1 is proposed for your approval as an Ordinary Resolution.

By Order of the Board  
For Carlsberg India Private Limited

(Roopali Singh)

Company Secretary

Membership No. ACS 15006

Address: 05th Floor, Rower-B, Paras Twin

Towers, Sector-54, Gurgaon-122 002

(Haryana)

Date : 21<sup>st</sup> March, 2016

Place : Gurgaon

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