

BY HAND/E- MAIL

N O T I C E

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	:	Thursday, 17 th day of December, 2015
Time	:	09:00 am
Place	:	05 th 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 modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment to or re-enactment thereof) M/s. B S R & Co. LLP, Chartered Accountants {Firm Registration No. 101248W/W-100022}, having their office at Building No. 10, 8th Floor, Tower-B, DLF Cyber City, Phase-II ,Gurgaon-122 002 (Haryana) be and is hereby appointed as the Statutory Auditor of the Company in casual vacancy for the Financial Year 2015-16 and they shall hold office of Statutory Auditors till the conclusion of the forthcoming Annual General Meeting of the Company for the Financial Year 2015-16.

RESOLVED FURTHER THAT remuneration payable to M/s. B S R & Co. LLP, Chartered Accountant, {Firm Registration No. 101248W/W-100022} Statutory Auditors of the Company for the Financial Year 2015-16 shall be jointly and mutually decided by Mr. Michael Jensen, Managing Director and Mr. Ankush

Carlsberg India Private Limited

Corporate Office : 5th Floor, Tower B, Paras Twin Towers, Sector 54, Gurgaon 122 002, Haryana, India Ph. : +91 124 4554444 Fax : +91 124 4554499

Dharuhera Brewery :
Plot No. 2,
Industrial Estate,
Dharuhera 123 106
Haryana, India
Ph. : +91 127 4243288

HP Brewery :
Tokian, Paonta Sahib,
Distt. Sirmour 173 021
Himachal Pradesh,
India
Ph.:+91 1704 645401/416
Fax:+91 1704 255161

Rajasthan Brewery :
SP 1-4 & B5-8,
MIA Extn.,
Alwar 301 030
Rajasthan, India
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Fax : +91 144 2881177

Maharashtra Brewery :
H-17/1/1,
MIDC Waluj,
Aurangabad 431 136
Maharashtra, India
Ph.:+91 240 2555101-2
Fax: +91 240 2555103

Telangana Brewery :
Survey No.-281/293,
Malleshpally, Kondapur(M),
Distt. Medak 502 295
Telangana, India
Ph. : +91 8455 230113-115
Fax : +91 8455 230116

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



Jain, Associate Director Finance of the Company in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT Mr. Michael Jensen, Managing Director and Ms. Roopali Singh, Company Secretary of the Company be and are hereby authorized severally to do all such other acts, deeds, matters and things which are necessary, desirable, 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
Date : 25-11-2015	Membership No. ACS 15006
Place : Gurgaon	Address: 05 th Floor, Rower-B, Paras Twin Towers, Sector-54, Gurgaon, Haryana-122002

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.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the Meeting. The attendance slip and the proxy form are enclosed with the Notice. Members/Proxies should fill the Attendance slip for attending the Meeting.
4. The Meeting is being convened pursuant to the provisions of section 96 of the Companies Act, 2013.

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5. 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.
6. The Route Map for the Registered Office is annexed herewith & the prominent landmark near the Registered Office of Company is Saket City Hospital.

STATEMENTS AS REQUIRED U/S 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The existing Statutory Auditors i.e. M/s B S R & Company, Chartered Accountants {Firm Registration No. 128032W} have tendered their resignation, thereby causing a casual vacancy in the office of the Statutory Auditor of the Company.

In order to fill the said casual vacancy, it is proposed to appoint M/s. B S R & Co. LLP, Chartered Accountants {Firm Registration No. 101248W/W-100022}, having their office at Building No. 10, 8th Floor, Tower-B, DLF Cyber City, Phase-II, Gurgaon-122 002 (Haryana) as the Statutory Auditors of the Company and if appointed they shall hold office till the conclusion of the ensuing Annual General Meeting.

Accordingly, the Board of Directors recommend the above resolution as an Ordinary Resolution for the approval of the Members of the Company to fill the casual vacancy in the office of Statutory Auditors of the Company. The consent and eligibility letter of the proposed appointee firm shall be available for inspection at the Registered Office at 04th Floor, Rectangle No.1, Commercial Complex, D4, Saket, New Delhi - 110 017 and Corporate Office at 5th Floor, Paras Twin Towers, Tower-B, Sector-54, Gurgaon-122 002 (Haryana) on 16th December, 2015 between 09:00 am to 05:00pm.

None of the Director or the Manager or any other Key Managerial Personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of the Ordinary Resolution proposed in item No.1.

None of the Directors of the Company are either individually or collectively holding more than 2% of the total paid up capital of either the Company or its Holding 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

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to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Further, the disclosure related to interest of the promoters, Directors or Manager and all other Key Managerial Personnel in any other company is not applicable in the present matter as the proposed Ordinary Resolution relates to the appointment of Statutory Auditors of the Company and is not in relation to any other Company.

	By Order of the Board
	For Carlsberg India Private Limited
	Roopali Singh
	Company Secretary
Date : 25-11-2015	Membership No. ACS 15006
Place : Gurgaon	Address: 05th Floor, Rower-B, Paras Twin Towers, Sector-54, Gurgaon, Haryana-122002

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CIN No : U15111DL2006PTC148579