



BY HAND/E- MAIL

NOTICE

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

Day and Date	:	Wednesday, 30th day of September, 2015
Time	:	12:00 p.m.
Place	:	04 th Floor, Rectangle No.1, Commercial Complex, D4, Saket, New Delhi – 110 017.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) for the Financial Year 2014-15 along with the Reports of Auditors and Directors thereon.
2. To ratify the appointment of M/s. B S R & Company, Chartered Accountants, as the Statutory Auditors for the Financial Year 2015-16 and to authorise Mr. Michael Jensen, Managing Director and Mr. Pawan Jagetia, Deputy Managing Director of the Company to fix their remuneration for the Financial Year by passing the following resolution as an ORDINARY RESOLUTION with or without modification(s): -

“RESOLVED THAT pursuant to Section 139, Section 141 and Section 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, and all other applicable provisions, if any the appointment of M/s B S R & Company, Chartered Accountants, bearing Firm Registration Number128032W who were appointed as the statutory auditors of the Company at the eight Annual general meeting of the Company held on 24th December, 2014 until the eleventh annual general meeting, as the auditors of the Company be and is hereby ratified for the Financial Year 2015-16.

RESOLVED FURTHER THAT Mr. Michael Jensen, Managing Director and Mr. Pawan Jagetia, Deputy Managing Director of the Company be and are hereby jointly authorised to fix the remuneration payable to the auditors, from the conclusion of the present annual general meeting until the conclusion of the next annual general meeting, as mutually agreed.”

Carlsberg India Private Limited

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P.S.- Rani Talab,
Bikram, Patna, Bihar-801104
Ph. : 06135-253002-005



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. Christopher John Warmoth as Director

“**RESOLVED THAT** pursuant to the provisions of Section 149 of the Companies Act, 2013 (‘Act’) and the rules made thereunder, Mr. Christopher John Warmoth, (DIN 02011466), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th April, 2015 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act, be and is hereby appointed as a Director of the Company who shall not be liable to retire by rotation.”

4. To consider and if thought fit to pass, with or without modifications, the following resolution as Ordinary Resolution for severally authorizing Mr. Michael Norgaard Jensen, Managing Director and Mr. Pawan Jagetia, Deputy Managing Director for making donations from time to time subject to the maximum aggregate amount of Rs 20,00,000/- (Rupees Twenty Lacs only) during Financial Years from 2015-16 to 2019-2020 subject to maximum limit of Rs. 2,00,000/- (Rupees Two Lakh only) in single tranche in one financial year to any one Non- Government Organizations/charitable funds/State charitable funds/Prime Minister Relief Fund and other Funds.

“**RESOLVED THAT** pursuant to the provisions of Section 181 of the Companies Act, 2013, consent be and is hereby accorded to severally authorise Mr. Michael Norgaard Jensen, Managing Director and Mr. Pawan Jagetia, Deputy Managing Director of the Company to approve donations upto the maximum aggregate amounts for the Financial Years mentioned below, to any Non-Government Organizations/charitable funds/State charitable funds/Prime Minister Relief Fund or any other charitable funds for the benefit of the society in general.

S. No.	Financial year	Maximum amount of donation in the financial year (in INR)	Maximum amount of donation in a single tranche to any NGO/charitable fund/Fund (in INR)
1.	2015-16	20,00,000	2,00,000
2.	2016-17	20,00,000	2,00,000
3.	2017-18	20,00,000	2,00,000
4.	2018-19	20,00,000	2,00,000
5.	2019-2020	20,00,000	2,00,000

RESOLVED FURTHER THAT Mr. Michael Norgaard Jensen, Managing Director and Mr. Pawan Jagetia, Deputy Managing Director, be and is hereby severally authorized for and on behalf of the Company to do all such other acts, deeds, matters and things as may be necessary, incidental or consequential to give effect to this resolution.”

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5. To consider and if thought fit to pass, with or without modifications, the following resolution as Ordinary Resolution for approving contribution to All India Brewers' Association for the Financial years 2014-15 and 2015-16.

Resolution No. 5A for the Financial Year 2015-16:

“RESOLVED THAT the consent of the Company be and is hereby accorded to make specific contribution of INR 57,74,000/- (Rupees Fifty Seven Lakhs Seventy Four Thousand only) to All India Brewer's Association, an Industrial body as part subscription fees for the financial year 2015-16.

RESOLVED FURTHER THAT any one of the Directors of the Company and Company Secretary of the Company be and are hereby authorized severally to do all such other acts, deeds, matters and things as may be necessary, incidental or consequential to give effect to this resolution.”

Resolution No. 5B for the Financial Year 2014-15:

“RESOLVED THAT the consent of the Company be and is hereby accorded to ratify total contribution of Rs. 25,52,886/- (Rupees Twenty Five Lakhs Fifty Two Thousand Eight Hundred and Eighty Six only) to All India Brewer's Association, an Industrial body as subscription fees for the financial year 2014-15.

RESOLVED FURTHER THAT any one of the Directors of the Company and Company Secretary of the Company be and are hereby authorized severally to do all such other acts, deeds, matters and things as may be necessary, incidental or consequential to give effect to this resolution.”

6. To consider and if thought fit to pass, with or without modifications, the following resolution as Ordinary Resolution for approving contribution to All India Brewers' Association for five Financial years starting from 2015-16.

“RESOLVED THAT the consent of the Company be and is hereby accorded to authorise Management Committee of the Board to make total contribution upto maximum limit of Rs. 1,00,00,000/- (Rupees One Crore only) to All India Brewer's Association, an Industrial body as subscription fees for the following Financial Years:

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S. No.	Financial Year	Maximum amount of Yearly contribution (in Rs.)
1.	2015-16	1,00,00,000 (including specific contribution of INR 57.74 lacs)
1.	2016-17	1,00,00,000
2.	2017-18	1,00,00,000
3.	2018-19	1,00,00,000
4.	2019-2020	1,00,00,000
5.	2020-2021	1,00,00,000

RESOLVED FURTHER THAT any one of the Directors of the Company and Company Secretary of the Company be and are hereby authorized severally to do all such other acts, deeds, matters and things as may be necessary, incidental or consequential to give effect to this resolution.”

	By Order of the Board
	For Carlsberg India Private Limited
	Sd/-
	Roopali Singh
	Company Secretary
Date : 26 th September, 2015	Membership No. ACS 15006
Place : Gurgaon	Address: 05th Floor, Tower-B, Paras Twin Towers, Sector-54, Gurgaon - , Haryana

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.3

Mr. Christopher John Warmoth was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th April, 2015 and accordingly his office expires at the ensuing Annual General Meeting in terms of Section 161 of Companies Act, 2013.

The appointment of Mr. Christopher John Warmoth as Director has been recommended by Carlsberg Group.

Accordingly the above resolution is proposed as an Ordinary Resolution for the approval of the members of the Company.

None of the directors except Mr. Christopher John Warmoth or any other key managerial personnel or their relatives have got any concern or interest whether financial or otherwise, if any, in respect of Ordinary Resolution proposed in item No.3.

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 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 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 a Director of Company and is not in relation to any other company.

ITEM NO. 4

The members are informed that the company desires to make donations from time to time to various NGOs and other charitable funds for the benefit of the society in general.

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Pursuant to Section 181 of Companies Act, 2013 the Company is required to obtain prior shareholders approval for making donations to NGOs and other charitable funds.

In view of this, it is proposed to seek a approval from the shareholders severally authorising Mr. Michael Norgaard Jensen, Managing Director and Mr. Pawan Kumar Jagetia, Deputy Managing Director of the Company to make donations upto the maximum aggregate limit of Rs. 20,00,000/- (Rupees Twenty Lakhs only) from time to time, during Financial Years from 2015-16 to 2019-2020, to different NGOs and other charitable funds subject to maximum limit of Rs. 2,00,000/- (Rupees Two Lakh only) in a single tranche to any Non-Government Organization(s)/charitable fund(s)/State charitable fund(s)/Prime Minister Relief Fund or any other charitable fund in the said financial year for the benefit of the society in general.

Accordingly the above resolution is proposed as Ordinary Resolution for the approval of the members of the Company.

None of the directors or any other key managerial personnel or their relatives have got any concern or interest whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at item No.4.

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 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 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 Company itself and is not in relation to any other company.

ITEM NO. 5

The members are informed that the Company is required to make annual contribution to an Industrial body, All India Brewer's Association (AIBA). In terms of Section 181 of Companies Act, 2013 now every company making a contribution to a charitable fund or any other fund shall be required to obtain shareholders' approval for making such contribution if the said contribution exceeds 5% of the profits of Company.

The Company has made contribution of Rs.25,52,886/- to AIBA during the Financial Year 2014-15 the ratification of which is sought from the members by way of the above proposed Ordinary Resolution.

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The Company further proposes to make contribution of Rs.57,74,000 during the present Financial Year i.e. 2015-16

Accordingly the above resolution is proposed as Ordinary Resolution for the approval of the members of the Company

None of the directors or any other key managerial personnel or their relatives have got any concern or interest whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at item No.5.

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 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 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 Company itself and is not in relation to any other company.

ITEM NO. 6

The members are informed that the Company has to every year make annual contribution to an Industrial body, All India Brewer's Association as its subscription fees. The members are further informed that the Board of Directors have formulated a Management Committee which comprises of Mr. Michael Jensen, Managing Director, Mr. Pawan Jagetia, Deputy Managing Director and Mr. Ramesh Krishnan, Executive Director-Technical are its members. Further the Board has authorised the Management Committee to approve annual contribution to be made to AIBA in a Financial year upto the maximum limit of Rs. 1,00,00,000/- (Rupees One Crores only) for the Financial Years starting 2015-16 to 2020-2021.

In terms of Section 181 of Companies Act, 2013 now every company making a contribution to a charitable fund or any other fund shall be required to obtain shareholders' approval for making such contribution to AIBA.

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In view of this requirement, it is proposed to obtain your approval for authorising the Management Committee to make contribution within the limit of Rs. 1,00,00,000/- (Rupees One Crore only) for Financial years commencing from 2015-16 to 2020-2021.

Accordingly the above resolution is proposed as Ordinary Resolution for the approval of the members of the Company

None of the directors or any other key managerial personnel or their relatives have got any concern or interest whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at item No.6.

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 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 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 Company itself and is not in relation to any other company.

	By Order of the Board
	For Carlsberg India Private Limited
	Sd/-
	Roopali Singh
	Company Secretary
Date : 26 th September, 2015	Membership No. ACS 15006
Place : Gurgaon	Address: 05th Floor, Tower-B, Paras Twin Towers, Sector-54, Gurgaon - , Haryana

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