

NOTICE OF 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of **Carlsberg India Private Limited** will be held through Video Conferencing via Microsoft Teams as per the schedule given below:

Day and Date	27th November 2020
Time	11:00 AM IST
Place	04th Floor, Rectangle No.1, Commercial Complex, D4, Saket, New Delhi – 110 017.

ORDINARY BUSINESS:

1. **To receive, consider, approve and adopt the Audited Financial Statements (standalone and consolidated) for the Financial Year ended on March 31, 2020 along with the Reports of Auditors and Directors thereon.**

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

"**RESOLVED THAT** the Audited Financial Statements including Consolidated Financial Statements of the Company and its associate Company NCC Crowns Private Limited, comprising the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss Accounts and Cash Flow Statements, for the financial year ended on that date, together with the notes thereto, Report of the Board of Directors and Auditors' Report, as circulated to the shareholders and laid before the meeting, be and are hereby received, considered, approved and adopted."

2. To consider and approve the remuneration of M/s. Price Waterhouse, Chartered Accountants, LLP as the Statutory Auditors of the Company by passing the following resolution as an ORDINARY RESOLUTION with or without modification(s): -

"**RESOLVED THAT** in partial modification to the shareholders resolution passed dated 25th September 2017 at the 11th Annual General Meeting of the Company the shareholders hereby approve that the remuneration of M/s Price Waterhouse, Chartered Accountants, LLP having Firm Registration Number 012754N / N500016 may be decided by the Chief Financial Officer of the Company in consultation with the Statutory Auditors."

The rest of the resolution dated 25th September 2017 with respect to the appointment of M/s Price Waterhouse, Chartered Accountants, LLP having Firm Registration Number 012754N / N500016 and the term of their appointment shall remain the same.

SPECIAL BUSINESS:

3. **To appoint Mr. Jan Thieme Rasmussen (DIN:08792661) as a Director of the Company:**

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 152 and other applicable

provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force), Mr. Jan Thieme Rasmussen (DIN:08792661) who is eligible for appointment be and is hereby appointed as a Director of the Company not liable to retire by rotation, with effect from the date of this Annual General Meeting.”

4. **To appoint Mr. Matthijs Dirk Jongejan (DIN: 08818010) as a Director of the Company:**

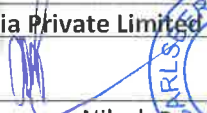
To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force), Mr. Matthijs Dirk Jongejan (DIN: 08818010) who is eligible for appointment be and is hereby appointed as a Director of the Company not liable to retire by rotation, with effect from the date of this Annual General Meeting.”

5. **To appoint Mr. Prabhat Singh (DIN: 08834317) as a Director of the Company:**

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 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force), Mr. Prabhat Singh (DIN: 08834317) who is eligible for appointment be and is hereby appointed as a Director of the Company not liable to retire by rotation, with effect from the date of this Annual General Meeting.”

	By Order of the Board of Directors For Carlsberg India Private Limited
	
	Nilesh Patel
	Managing Director
Date : 2 nd NOVEMBER-2020	
Place : Gurugram	03 rd Floor, Tower-A, Paras Twin Towers, Sector-54, Gurugram, Haryana



NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular/notification dated 5th May, 2020 read together with circulars dated 8th April, 2020, 13th April, 2020 and 28th September 2020 (collectively referred to as "MCA Circulars/Notifications") permitted convening the Annual General Meeting ("AGM"/ "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act'), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. **SINCE THE COMPANY HAS ONLY TWO SHAREHOLDERS THEREFORE THE PROVISIONS RELATING TO PROXY ARE NOT APPLICABLE AND HENCE THE NOTE IN RELATION TO PROXY IS NOT BEING PRODUCED HEREIN.**
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members should fill the Attendance slip/ register for attending the Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection in physical form by the Members during business hours on a working day at registered office of the Company. All other documents referred to in the Notice and Explanatory Statement will be available for inspection in physical form by the Members during business hours on a working day at registered office of the Company and copies thereof in physical form shall also be made available for inspection at the Corporate Office of the Company situated at 03rd Floor, Tower-A, Paras Twin Towers, Sector-54, Gurugram, Haryana.
6. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item No. 3, 4 and 5 is annexed herewith.
7. 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 date, the auditors and directors of the Company electronically at their email ids registered with the Company.
8. Since the AGM will be held through VC, the Route Map of the venue of the meeting is not annexed hereto.

By order of the Board of Directors
Carlsberg India Private Limited

Nilesh Patel
Managing Director
3rd Floor, Tower-A,
Paras Twin Towers,
Sector-54, Gurugram,
Haryana



Date: 2nd NOVEMBER - 2020
Place : Gurgaon

**STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013**

ITEM NO. 3

The Board of Directors at their Meeting held on August 20, 2020 had appointed Mr. Jan Thieme Rasmussen (DIN:08792661) as an Additional Director of the Company with effect from August 20, 2020 and who shall hold office as Director upto the date of the forthcoming Annual General Meeting.

It is now proposed to appoint Jan Thieme Rasmussen (DIN:08792661) as a regular Director of the Company not liable to retire by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 at the forthcoming Annual General Meeting.

In compliance with the provisions of Secretarial Standards, following are the brief particulars of Jan Thieme Rasmussen (DIN:08792661):

Particulars	Jan Thieme Rasmussen
Age	58
Qualifications	Professional
Experience	20+ years
Terms and conditions of Appointment	Representative Director on Board
Amnt of remuneration sought to be paid	N/A
Remuneration last drawn	N/A
Date of first appointment on the Board	20.08.2020
Shareholding in the company	N/A
Relationship with directors, Manager, KMP of the Company	N/A
No of Meetings of Board attended during the year 2019-20	Nil
Other directorship/ membership/ chairmanship of committees of the Board	Carlsberg South Asia Pvt. Ltd. (Director)

None of the Directors or any other Key Managerial Personnel or their relatives except Mr. Jan Thieme Rasmussen (DIN:08792661) upto the extent of his appointment and office as Director has got any concern or interest whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at item No.2 of the accompanying Notice.

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 Jan Thieme Rasmussen (DIN:08792661) as the Director of the Company.

The Board accordingly, recommends the Ordinary Resolution as stated at Item No. 3 for approval of members.

ITEM NO. 4

The Board of Directors at their Meeting held on August 20, 2020 had appointed Mr. Matthijs Dirk Jongejan as an Additional Director of the Company with effect from August 20, 2020 and who shall hold office as Director upto the date of the forthcoming Annual General Meeting.

It is now proposed to appoint Matthijs Dirk Jongejan as a regular Director of the Company not liable to retire by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 at the forthcoming Annual General Meeting.

In compliance with the provisions of Secretarial Standards, following are the brief particulars of Matthijs Dirk Jongejan:

Particulars	Matthijs Dirk Jongejan
Age	46
Qualifications	Professional
Experience	20+ Years
Terms and conditions of Appointment	Representative Director on Board.
Amt of remuneration sought to be paid	N/A
Remuneration last drawn	N/A
Date of first appointment on the Board	20.08.2020
Shareholding in the company	N/A
Relationship with directors, Manager, KMP of the Company	N/A
No of Meetings of Board attended during the year	Nil
Other directorship/ membership/ chairmanship of committees of the Board	

None of the Directors or any other Key Managerial Personnel or their relatives except Matthijs Dirk Jongejan upto the extent of her appointment and office as Director has got any concern or interest whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at item No.3 of the accompanying Notice.

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 Matthijs Dirk Jongejan as the Director of the Company.

The Board accordingly, recommends the Ordinary Resolution as stated at Item No. 4 for approval of members.

ITEM NO. 5

The Board of Directors at their Meeting held on August 20, 2020 had appointed Prabhat Singh (DIN: 08834317) as an Additional Director of the Company with effect from August 20, 2020 and who shall hold office as Director upto the date of the forthcoming Annual General Meeting.

It is now proposed to appoint Prabhat Singh (DIN: 08834317) as a regular Director of the Company not liable to retire by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 at the forthcoming Annual General Meeting.

In compliance with the provisions of Secretarial Standards, following are the brief particulars of Prabhat Singh (DIN: 08834317):

Particulars	Prabhat Singh
Age	60
Qualifications	Professional
Experience	20+ years
Terms and conditions of Appointment	Representative Director on Board
Amt of remuneration sought to be paid	N/A
Remuneration last drawn	N/A
Date of first appointment on the Board	20.08.2020
Shareholding in the company	N/A
Relationship with directors, Manager, KMP of the Company	N/A
No of Meetings of Board attended during the year 2019-	Nil
Other Directorship/membership/chairmanship of committees of the Board	


None of the Directors or any other Key Managerial Personnel or their relatives except Prabhat Singh (DIN: 08834317) upto the extent of his appointment and office as Director has got any concern or interest whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at item No.2 of the accompanying Notice.

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 Prabhat Singh (DIN: 08834317) as the Director of the Company.

The Board accordingly, recommends the Ordinary Resolution as stated at Item No. 5 for approval of members.

	By Order of the Board For Carlsberg India Private Limited
	
	Nilesch Patel Managing Director
Date : 2 nd NOVEMBER 2020	
Place : Gurugram	Address: 3 rd Floor, Tower-A, Paras Twin Towers, Sector-54, Gurugram, Haryana



ATTENDANCE SLIP

Members are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio No.	No. of Shares
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Name of the Shareholder _____

Address of the Shareholder _____

I hereby record my presence at the **FOURTEENTH ANNUAL GENERAL MEETING** of the Company held on _____, the day of, 2020 at _____ A.M. / ~~P.M.~~ at its **Registered Office** at 04th Floor, Rectangle No.1, Commercial Complex, D4, Saket, New Delhi – 110017.

Please (,) in the box MEMBER

Signature of the shareholder/Authorized Representative