

BY HAND/E- MAIL

NOTICE

Notice is hereby given that the Tenth 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	:	Friday, 30th day of September, 2016
Time	:	12:00 P.M.
Place	:	04th 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 2015-16 along with the Reports of Auditors and Directors thereon.
2. To re- appoint M/s. B S R & Co LLP, Chartered Accountants, as the Statutory Auditors for the Financial Year 2016-17 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 M/s B S R & Co LLP, Chartered Accountants, bearing Firm Registration Number 128032W be and is hereby re-appointed as the statutory auditors of the Company for the financial year 2016-17 till the conclusion of the eleventh annual general meeting.

RESOLVED FURTHER THAT Mr. Michael Jensen, Managing Director and Mr. Ankush Jain, Associate Director Finance 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

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

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Bihar Brewery :
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Ph. : 06135-253002-005


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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. Peter Steenberg as Director

“RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 ('Act') and the rules made thereunder, Mr. Peter Steenberg, (DIN 07440024), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th March, 2016 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 an Ordinary Resolution for Appointment of Mr. Graham James Fewkes as Director

“RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 ('Act') and the rules made thereunder, Mr. Graham James Fewkes, (DIN 02401730), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd August, 2016 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.”

	By Order of the Board
	For Carlsberg India Private Limited
	
	Roopali Singh
	Company Secretary
Date : 23 rd September, 2016	Membership No. ACS 15006
Place : Gurgaon	Address: 05 th Floor, Tower-B, Paras Twin Towers, Sector-54, Gurgaon - , Haryana

NOTES:

- 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.
- 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

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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.
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. Peter Steenberg was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th March, 2016 and accordingly his office expires at the ensuing Annual General Meeting in terms of Section 161 of Companies Act, 2013.

The appointment of Mr. Peter Steenberg 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. Peter Steenberg 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

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CIN No : U1511DL2006PTC148579

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

Mr. Graham James Fewkes was appointed as an Additional Director of the Company by the Board of Directors with effect from 23rd August, 2016 and accordingly his office expires at the ensuing Annual General Meeting in terms of Section 161 of Companies Act, 2013.

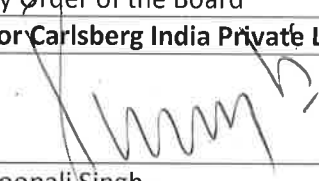
The appointment of Mr. Graham James Fewkes as Director has been recommended by Carlsberg Group.

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. Graham James Fewkes 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.

	By Order of the Board
	For Carlsberg India Private Limited
	
	Roopali Singh
	Company Secretary
Date : 23 rd September, 2016	Membership No. ACS 15006
Place : Gurgaon	Address: 05 th Floor, Tower-B, Paras Twin Towers, Sector-54, Gurgaon - , Haryana

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