NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (SERIAL NO. 14/2022-2023) OF THE MEMBERS OF B9 BEVERAGES LIMITED *(FORMERLY KNOWN AS B9 BEVERAGES PRIVATE LIMITED)* WILL BE HELD ON WEDNESDAY, FEBRUARY 22, 2023 AT 03:00 P.M. THROUGH VIDEO CONFERENCING (VC) FACILITY/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

THE PROCEEDINGS OF THE EGM SHALL BE DEEMED TO BE CONDUCTED AT THE CORPORATE OFFICE OF THE COMPANY, 7, SCINDIA HOUSE, 1ST FLOOR, K. G. MARG, CONNAUGHT CIRCUS, NEW DELHI – 110001, INDIA WHICH BE THE DEEMED VENUE OF THE EGM.

SPECIAL BUSINESS:

1. **TO APPOINT MR. BHARAT ANAND AS AN INDEPENDENT DIRECTOR**

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

"**RESOLVED THAT** pursuant to the provisions of Section 161(1), 149, 150 and 152 of the Companies Act, 2013 (**"the Act"**) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, sections, rules, if any, of the Companies Act, 2013 (including any statutory modification (s) or re- enactment thereof, for the time being in force), consent of the members be and is hereby accorded for appointment of Mr. Bharat Anand (DIN: 02806475), who was appointed as an Additional Director (Non-Executive & Independent) in the Board Meeting held on January 30, 2023, as a Non-Executive Independent Director on the Board of the Company, for a period of three consecutive years.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors and Company Secretary of the Company, be and are hereby severally authorised to verify, certify, authenticate, sign, execute and/or file forms, applications, documents, agreements, papers, and/or other papers and provide certified copies of this resolution and do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns and filing of necessary e-form(s) which are required to be filed with the concerned Registrar of Companies in this regard.

RESOLVED FURTHER THAT Directors and Company Secretary of the Company, be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

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2. TO APPOINT MR. MANOJ KOHLI AS AN INDEPENDENT DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of Section 161(1), 149, 150 and 152 of the Companies Act, 2013 (**"the Act"**) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, sections, rules, if any, of the Companies Act, 2013 (including any statutory modification (s) or re- enactment thereof, for the time being in force), consent of the members be and is hereby accorded for appointment of Mr. Manoj Kohli (DIN: 00239379), who was appointed as an Additional Director (Non-Executive & Independent) in the Board Meeting held on January 30, 2023, as a Non-Executive Independent Director on the Board of the Company, for a period of three consecutive years.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors and Company Secretary of the Company, be and are hereby severally authorised to verify, certify, authenticate, sign, execute and/or file forms, applications, documents, agreements, papers, and/or other papers and provide certified copies of this resolution and do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns and filing of necessary e-form(s) which are required to be filed with the concerned Registrar of Companies in this regard.

RESOLVED FURTHER THAT Directors and Company Secretary of the Company, be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

3. TO CONSIDER AND APPROVE ADOPTION OF RESTATED ARTICLE OF ASSOCIATION OF THE COMPANY IN PLACE OF EXISTING ARTICLE OF ASSOCIATION

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force); the draft regulations of the articles of association, as circulated and presented herewith and duly initialed by the Chairperson for the purpose of identification, be and are hereby approved (**"Restated Articles"**) and the Restated Articles be adopted in substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally, authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolutions including subsequent to the approval and adoption of the Restated Articles by the shareholders of the Company.

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RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company be and is hereby severally authorized to sign the certified true copies of this resolution, if required."

Registered Office: Premise No. 106, 2nd Floor,
Block H, Connaught Place New Delhi 110001

For and on behalf of Board
B9 Beverages Limited
(Formerly known as B9 Beverages Private Limited)

CIN: U80903DL2012PLC236595
Email id: secretarial@bira91.com
Tel: 011 – 4920 6600

B9 Beverages Limited New Delhi

(Varun Kwatra)
(Company Secretary)
(Membership No. A23077)

Date: January 30, 2023
Place: New Delhi

Notes:

1. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs vide its General Circular No. 11/2022 dated 28.12.2022, Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 22/2020 dated 15.06.2020, General Circular No. 33/2020 dated 28.09.2020, General Circular No. 39/2020 dated 31.12.2020, General Circular No. 10/2021 dated 23.06.2021, General Circular No. 20/2021 dated 08.12.2021, read with General Circular No. 3/2022 dated 05.05.2022 (the **"MCA Circulars"**) has permitted Companies to hold the Extra-Ordinary General Meeting (**"EGM"**) through Video Conferencing (**"VC"**) or Other Audio-Visual Means (**"OAVM"**) in compliance with the provisions of the Companies Act, Rules made thereunder and aforementioned MCA Circulars and the proceedings of the Meeting shall be deemed to be held at the venue/registered office of the Company as mentioned in the Notice of EGM.

   The MCA has clarified that for Companies that are not required to provide E-voting facility under the Companies Act, 2013 (**"the Act"**) while they are transacting any business(es) by voting at the General Meeting, the requirements provided in the Companies (Management and Administration) Rules, 2014, as amended up to date as well as the framework provided in the MCA Circulars will be applicable.

   Notice of the Extraordinary General Meeting will be sent via e-mail to all Members as per e-mail addresses registered with the Company.

2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. The deemed venue of the EGM shall be the registered office of the Company.

   Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. An Explanatory Statement as required pursuant to the provision of Section 102 of the Companies Act, 2013 for agenda items No. 01 to 03 is annexed herewith and forms part of this notice.

4. Bodies Corporate can be represented at the meeting by such person(s) as are authorised. Copies of Resolution under Section 113(1)(a) of the Companies Act, 2013, authorizing such person(s) to attend the meeting should be forwarded to the Company prior to the meeting. The said Resolution/ Authorization should be sent to the Company Secretary by email to the designated email id secretarial@bira91.com.

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5. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Since the EGM is held through VC, Route Map is not annexed in this Notice.

7. Facility of joining the EGM through video conferencing facilities will open 15 minutes before the time scheduled for the EGM and will remain open 15 minutes after such scheduled time.

8. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request in advance on the designated email of the Company i.e., secretarial@bira91.com.

9. The Company has provided Microsoft Teams (Video Conference facility) for participation in the meeting by members. The framework and instructions for accessing the Video Conference facility is given below:

- For participation:
  - Meeting link - https://teams.microsoft.com/l/meetup-join/19%3ameeting_MGExZWFiNGUtMDE4NC00NDVkLWFkYTYtOTBiNzA5NDc5ODIi%40thread.v2/0?context=%7b%22Tid%22%3a%2244969b72-0735-4ff3-9e2e-3a3e4060133b%22%2c%22Oid%22%3a%227384161b-85e6-450d-bff8-5c9c6d1d9c6a%22%7d
  - Members may contact Mr. Varun Kwatra, Company Secretary on his contact No: 011 – 4920 6600 or email id: secretarial@bira91.com; for any assistance with using the technology before or during the meeting.

- **Voting:**
  - As per Article of Association of the Company, decision of the members of the Company shall be made by poll. Therefore, the voting at 14/2022-23 Extra-Ordinary General Meeting shall be held by poll.
  - M/s Aditi Agarwal and Associates, Practicing Company Secretaries (Peer Reviewed Firm 2200/2022) [COP: 10512] have been appointed as the Scrutinizers to scrutinize the voting through poll at the 14/2022-23 Extra- Ordinary General Meeting in a fair and transparent manner.
  - Members shall communicate their assent/ dissent by sending an email to meeting@bira91.com. (**"Designated email ID"**) with cc to secretarial@bira91.com.
  - The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast through poll and submit the Report to the Chairman who shall countersign the same.

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- The results declared along with the Scrutinizer's Report shall be placed on the Notice Board of the Company at its registered office after the result is declared.

10. In compliance with the MCA Circulars, Notice of the EGM is being sent through electronic mode to Members at email addresses which are registered with the Company. Members may note that the Notice will also be available at the registered office of the Company.

11. All documents referred to in the notice and the explanatory statement and requiring members' approval and such statutory records and registers, as are required to be kept for inspection under the Companies Act, 2013, shall be available for inspection by the members at the registered office of the Company during 10.00 A.M. to 6.00 P.M. on all working days and shall be accessible to the person attending the meeting.

12. The documents of the Company will be sent in electronic form to those members who have registered their e-mail address with the Company. The Company will further continue to send all such documents by electronic mail / in electronic form, which members may kindly note. However, in case a member wishes to receive physical copy of the said documents, he is requested to send an e-mail to secretarial@bira91.com duly quoting his Folio number and email ID.

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STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS MENTIONED IN THIS NOTICE OF THE COMPANY

Item No. 01: -

The Company has been converted to Public Limited on December 19, 2022 and upon conversion, the Company is required to appoint an Independent Directors in terms of Section 149(4) of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014. Therefore, the Board hereby proposes the appointment of Mr. Bharat Anand (DIN: 02806475), who was appointed as an Additional Director of the Company in the board meeting of the Company held on January 30, 2023, as a Non-Executive Independent Director, for a period of three consecutive years.

Brief Profile of Mr. Bharat Anand: -

Mr. Bharat Anand aged 46 years, is currently a Partner with Khaitan and Co. from year 2009 with a practice experience in the areas of mergers and acquisitions, joint ventures, private equity transactions. He has a wide range of industry experience including financial services, insurance, renewable energy, telecom, manufacturing, information technology, manufacturing and consumer goods. He plays an active role in leading industry associations of India. He is the Co-Chair of FICCI's Committee on Stressed Assets and a member of CII's Committee of Transparency and Governance. He is ranked by both Chambers Asia Pacific and UK as a "Band 1 Lawyer" for M&A work in Delhi. Prior to joining Khaitan & Co., Mr. Bharat had a successful career at the London offices of Fresh fields from 2001 until 2009.

Bharat read law at Jesus College, Cambridge and is an alumnus of St. Columba's School. He is a dual qualified lawyer (India and England Wales).

Given his background and vast experience, his association would be very beneficial to the Company, and it is desirable to appoint him as an Independent Director.

Mr. Bharat Anand has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Bharat Anand fulfils the conditions specified in the Act, for his appointment as an Independent Director.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Bharat Anand is annexed in **Annexure I** to this Notice.

Mr. Bharat Anand does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

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The Board of Directors of the Company, therefore, recommends his appointment for a term of three consecutive years and submits the resolution no. 1 for your consideration and recommend it to be passed as a Special Resolution.

None of the Directors / Key Managerial Persons of the Company including their relatives are concerned or interested, either directly or indirectly, financially or otherwise, in the aforesaid resolution(s).

Item No. 02: -

The Company has been converted to Public Limited on December 19, 2022 and upon conversion, the Company is required to appoint an Independent Directors in terms of Section 149(4) of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014. Therefore, the Board hereby proposes the appointment of Mr. Manoj Kohli (DIN: 00239379), who was appointed as an Additional Director of the Company in the board meeting of the Company held on January 30, 2023, as a Non-Executive Independent Director, for a period of three consecutive years.

Brief Profile of Mr. Manoj Kohli: -

Mr. Manoj Kohli. Aged 60 years, is currently the Country Head - Soft Bank India and an Independent Director on the Board of Axis Bank. He was the Executive Chairman of the SB Energy – Soft Bank Group which is developing over 5GW of solar, wind and hybrid projects in the pipeline for the period from 2015 to 2019.

He was also the Managing Director and CEO of Bharti Airtel for operations in 20 countries in Asia and Africa till 2015. His key contribution was building Airtel as no. 3 telco in the world from 2 million customers to over 400 million customers. He also led formation of Airtel TV as a leader in DTH service. During his tenure, Airtel got the "Company of the year" Award by The Economic Times in 2007 and "Airtel" became no 1 brand across all categories in India. He was adjudged "Telecom Man of the Year" in 2000, and "Distinguished Alumni" by SRCC Delhi University.

Mr. Manoj started his career in HR in 1979 with the DCM Shriram and held business leadership positions in the Foods, Chemicals, Refrigeration and Honda JV etc. After 16 years in the manufacturing sector, he led a mobile startup Escotel to achieve market leadership in 3 important markets in India. He was the Board Member of GSMA in 2008 and 2012 and the Chairman, CII Task Force on Ease of Doing Business.

He holds degrees in Law, Commerce, and MBA from Delhi University. Mr. Manoj also attended the "Executive Business Program" at the Michigan Business School and the "Advanced Management Program" at the Wharton Business School.

Given his background and vast experience, his association would be very beneficial to the Company, and it is desirable to appoint him as an Independent Director.

Mr. Manoj Kohli has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of

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Section 152, the Board of Directors are of the opinion that Mr. Manoj Kohli fulfils the conditions specified in the Act, for his appointment as an Independent Director.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Manoj Kohli is annexed in **Annexure I** to this Notice.

Mr. Manoj Kohli does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

The Board of Directors of the Company, therefore, recommends his appointment for a term of three consecutive years and submits the resolution no. 2 for your consideration and recommend it to be passed as a Special Resolution.

None of the Directors / Key Managerial Persons of the Company including their relatives are concerned or interested, either directly or indirectly, financially or otherwise, in the aforesaid resolution(s).

Item No. 03: -

The board of directors at their meeting convened on January 30, 2023, considered expedient to wholly substitute the existing articles of association with the restated articles of association.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 approval of the shareholders in their general meeting is required for amending articles of association of the Company. Hence the resolution is recommended for your approval through a special resolution.

The Board of Directors of the Company, therefore, submits the resolution no. 3 for your consideration and recommends it to be passed as a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are interested in the resolution except as members of the Company.

Registered Office: Premise No. 106, 2nd Floor,
Block H, Connaught Place New Delhi 110001

For and on behalf of Board
B9 Beverages Limited
(Formerly known as B9 Beverages Private Limited)

CIN: U80903DL2012PLC236595
Email id: secretarial@bira91.com
Tel: 011 – 4920 6600

B9 Beverages Limited New Delhi

(Varun Kwatra)
(Company Secretary)
(Membership No. A23077)

Date: January 30, 2023
Place: New Delhi

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ANNEXURE I

Details pursuant to the requirements of Secretarial Standards-2

Name of the Director	Mr. Bharat Anand	Mr. Manoj Kohli
Age	46 Years	60 Years
Qualifications	Solicitor, England and Wales. B.A. (Law) Jesus College, Cambridge University. B.A. (Hons.) Economics, Hans Raj College, Delhi University.	Degrees in Commerce, Law and MBA from Delhi University. Executive Business Program, Michigan Business School; Advanced Management Program, Wharton Business School.
Experience	He is partner in the corporate and commercial practice group of Khaitan & Co., a well-recognized law firm since 2009. He is the Co-Chair of FICCI's Committee on Stressed Assets and a member of CII's Committee of Transparency and Governance. He is ranked by both Chambers Asia Pacific and UK as a "Band 1 Lawyer" for M&A work in Delhi. Prior to joining Khaitan & Co., Mr. Bharat had a successful career at the London offices of Fresh fields from 2001 until 2009.	He is currently the Country Head - Soft Bank India and an Independent Director on the Board of Axis Bank. He was the Executive Chairman of the SB Energy – Soft Bank Group. He was also the Managing Director and CEO of Bharti Airtel for operations in 20 countries in Asia and Africa till 2015. During his tenure, Airtel got the "Company of the year" Award by The Economic Times in 2007 and "Airtel" became no 1 brand across all categories in India. He was adjudged "Telecom Man of the Year" in 2000, and "Distinguished Alumni" by SRCC Delhi University. Mr. Manoj started his career in HR in 1979 with the DCM Shriram and held business leadership positions in the Foods, Chemicals, Refrigeration and Honda JV etc. After 16 years in the manufacturing sector, he led a mobile startup Escotel to achieve market leadership in 3 important markets in India. He was the Board Member of GSMA in 2008 and 2012 and the Chairman, CII Task Force on Ease of Doing Business.

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Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointed as an Independent Director of the Company and will be paid sitting fees of an amount of INR 1 lakh for each quarter for attending Board and Committee meetings of the Company during his tenure.	Appointed as an Independent Director of the Company and will be paid an amount of INR 56 lakhs as fixed remuneration and sitting fees of an amount of INR 1 lakh for each quarter for attending Board and Committee meetings of the Company during his tenure.
Date of first appointment on the board	January 30, 2023	January 30, 2023
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A.	N.A.
Number of Board Meetings attended during the financial year 2022 - 23	N.A.	N.A.
Other Directorships	1. Khaitan & Co. LLP. 2. Syrma SGS Technology Limited. 3. Sandhar Technologies Limited. 4. Lifestar Pharma Private Limited. 5. Perfect ID India Private Limited. 6. Rockman Industries Limited. 7. Magnet Labs Private Limited. 8. Mankind Pharma Limited.	Give a penny foundation.
Membership / Chairmanship of Committees of other Boards	N.A.	N.A.

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