



NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (SERIAL NO. 13/2022-2023) OF THE MEMBERS OF B9 BEVERAGES LIMITED (FORMERLY KNOWN AS B9 BEVERAGES PRIVATE LIMITED) WILL BE HELD ON THURSDAY, JANUARY 19, 2023 AT 11:30 A.M. AT 7, SCINDIA HOUSE, 1ST FLOOR, K. G. MARG, CONNAUGHT PLACE, NEW DELHI – 110001, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE THE INCREASE IN THE AUTHORISED SHARE CAPITAL AND AMENDMENT TO CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION ("MOA") 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 13, Section 61(1)(a) and Section 64 and all other applicable provisions of the Companies Act, 2013, if any, read with the relevant rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, for the time being in force), and the provisions contained in the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for increasing the Authorised Share Capital of the Company **FROM** INR 141,05,31,680/- (Indian Rupees One Hundred Forty-One Crores Five Lakhs Thirty-One Thousand Six Hundred and Eighty Only) divided into:

- (a) 1,80,00,000 (One Crore Eighty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each;
- (b) 20 (Twenty) equity shares of INR 1000/- (Indian Rupees One Thousand only) each;
- (c) 25000 (Twenty-Five Thousand) Compulsory Convertible Cumulative Preference shares ("**CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (d) 26,226 (Twenty-Six Thousand Two Hundred and Twenty-Six) Series A Compulsory Convertible Cumulative Preference Shares ("**Series A CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (e) 9,50,000 (Nine Lakh Fifty Thousand) Compulsory Convertible Cumulative Preference shares of INR 15/- (Indian Rupees Fifteen only) each;
- (f) 45,000 (Forty-Five Thousand) Series A1 Compulsory Convertible Cumulative Preference Shares ("**Series A1 CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (g) 20,00,000 (Twenty lakhs) Series A2 Compulsory Convertible Cumulative Preference Shares ("**Series A2 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (h) 53,50,000 (Fifty-Three Lakhs Fifty Thousand) Series B Compulsory Convertible Cumulative Preference Shares ("**Series B CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;



B9 BEVERAGES LIMITED (Formerly known as B9 Beverages Pvt. Ltd.)

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- (i) 25,00,000 (Twenty-Five Lakhs) Pre-Series C Compulsory Convertible Cumulative Preference Shares ("**Pre-Series C CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (j) 15,80,000 (Fifteen Lakhs Eighty Thousand) Pre-Series C1 Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series C1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (k) 13,00,000 (Thirteen Lakhs) Series C1 Compulsorily Convertible Cumulative Preference Shares ("**Series C1 CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (l) 49,75,000 (Forty-Nine Lakhs Seventy-Five Thousand) Series C Compulsorily Convertible Cumulative Preference Shares ("**Series C CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (m) 80,00,000 (Eighty Lakhs) Series D Compulsorily Convertible Cumulative Preference Shares ("**Series D CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (n) 40,00,000 (Forty Lakhs) Pre-Series D Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series D CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (o) 50,00,000 (Fifty Lakhs) Pre-Series D1 Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series D1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (p) 40,000 (Forty Thousand) Bridge Series Compulsorily Convertible Cumulative Preference Shares ("**Bridge Series CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (q) 1,80,000 (One Lakh Eighty Thousand) Subscription Compulsorily Convertible Cumulative Preference Shares ("**Subscription CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (r) 3000 (Three Thousand) Class A Promoter Optionally Convertible Preference Shares ("**Class A Promoter OCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (s) 75,000 (Seventy-Five Thousand) Class B Promoter Optionally Convertible Preference Shares ("**Class B Promoter OCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (t) 18,750 (Eighteen Thousand Seven Hundred and Fifty) Class C Promoter Optionally Convertible Preference Shares ("**Class C Promoter OCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (u) 10,43,474 (Ten Lakhs Forty-Three Thousand Four Hundred and Seventy-Four) Bonus Compulsory Convertible Cumulative Preference Shares ("**Bonus CCCPS**") of INR 15/- (Indian Rupees Fifteen Only) each;
- (v) 30,94,668 (Thirty Lakhs Ninety-Four Thousand Six Hundred and Sixty-Eight) Bonus Series A Compulsory Convertible Cumulative Preference Shares ("**Bonus Series A CCCPS**") of INR 15/- (Indian Rupees Fifteen Only) each; and
- (w) 52,99,380 (Fifty-Two Lakhs Ninety-Nine Thousand Three Hundred and Eighty) Bonus Series A1 Compulsory Convertible Cumulative Preference Shares ("**Bonus Series A1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;

TO INR 142,97,54,180/- (Indian Rupees One Hundred Forty-Two Crores Ninety-Seven Lakhs Fifty-Four Thousand One Hundred and Eighty Only) divided into:

- (a) 1,80,00,000 (One Crore Eighty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each;
- (b) 20 (Twenty) equity shares of INR 1000/- (Indian Rupees One Thousand only) each;
- (c) 25000 (Twenty-Five Thousand) Compulsory Convertible Cumulative Preference shares ("**CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;





- (d) 26,226 (Twenty-Six Thousand Two Hundred and Twenty-Six) Series A Compulsory Convertible Cumulative Preference Shares ("**Series A CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (e) 9,50,000 (Nine Lakh Fifty Thousand) Compulsory Convertible Cumulative Preference shares of INR 15/- (Indian Rupees Fifteen only) each;
- (f) 45,000 (Forty-Five Thousand) Series A1 Compulsory Convertible Cumulative Preference Shares ("**Series A1 CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (g) 20,00,000 (Twenty lakhs) Series A2 Compulsory Convertible Cumulative Preference Shares ("**Series A2 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (h) 53,50,000 (Fifty-Three Lakhs Fifty Thousand) Series B Compulsory Convertible Cumulative Preference Shares ("**Series B CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (i) 25,00,000 (Twenty-Five Lakhs) Pre-Series C Compulsory Convertible Cumulative Preference Shares ("**Pre-Series C CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (j) 15,80,000 (Fifteen Lakhs Eighty Thousand) Pre-Series C1 Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series C1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (k) 13,00,000 (Thirteen Lakhs) Series C1 Compulsorily Convertible Cumulative Preference Shares ("**Series C1 CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (l) 49,75,000 (Forty-Nine Lakhs Seventy-Five Thousand) Series C Compulsorily Convertible Cumulative Preference Shares ("**Series C CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (m) 80,00,000 (Eighty Lakhs) Series D Compulsorily Convertible Cumulative Preference Shares ("**Series D CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (n) 12,81,500 (Twelve Lakhs Eighty-One Thousand and Five Hundred) Series D2 Compulsorily Convertible Cumulative Preference Shares ("**Series D2 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (o) 40,00,000 (Forty Lakhs) Pre-Series D Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series D CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (p) 50,00,000 (Fifty Lakhs) Pre-Series D1 Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series D1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (q) 40,000 (Forty Thousand) Bridge Series Compulsorily Convertible Cumulative Preference Shares ("**Bridge Series CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (r) 1,80,000 (One Lakh Eighty Thousand) Subscription Compulsorily Convertible Cumulative Preference Shares ("**Subscription CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (s) 3000 (Three Thousand) Class A Promoter Optionally Convertible Preference Shares ("**Class A Promoter OCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (t) 75,000 (Seventy-Five Thousand) Class B Promoter Optionally Convertible Preference Shares ("**Class B Promoter OCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (u) 18,750 (Eighteen Thousand Seven Hundred and Fifty) Class C Promoter Optionally Convertible Preference Shares ("**Class C Promoter OCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (v) 10,43,474 (Ten Lakhs Forty-Three Thousand Four Hundred and Seventy-Four) Bonus Compulsory Convertible Cumulative Preference Shares ("**Bonus CCCPS**") of INR 15/- (Indian Rupees Fifteen Only) each;





- (w) 30,94,668 (Thirty Lakhs Ninety-Four Thousand Six Hundred and Sixty-Eight) Bonus Series A Compulsory Convertible Cumulative Preference Shares ("**Bonus Series A CCCPS**") of INR 15/- (Indian Rupees Fifteen Only) each; and
- (x) 52,99,380 (Fifty-Two Lakhs Ninety-Nine Thousand Three Hundred and Eighty) Bonus Series A1 Compulsory Convertible Cumulative Preference Shares ("**Bonus Series A1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;

by creation of additional 12,81,500 (Twelve Lakhs Eighty-One Thousand and Five Hundred) Series D2 Compulsorily Convertible Cumulative Preference Shares ("**Series D2 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, for the time being in force), and the provisions contained in the Articles of Association of the Company, the consent of the members be and is hereby given to substitute the existing Clause V of the Memorandum of Association with the following new Capital Clause V in the Memorandum of Association of the Company which is consequent to the increase and reclassification of the Authorised Share Capital:

"The Authorized Share Capital of the Company is INR 142,97,54,180/- (Indian Rupees One Hundred Forty-Two Crores Ninety-Seven Lakhs Fifty-Four Thousand One Hundred and Eighty Only) divided into:

- (a) 1,80,00,000 (One Crore Eighty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each;
- (b) 20 (Twenty) equity shares of INR 1,000/- (Indian Rupees One Thousand only) each;
- (c) 25,000 (Twenty-Five Thousand) Compulsory Convertible Cumulative Preference shares ("**CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (d) 26,226 (Twenty-Six Thousand Two Hundred and Twenty-Six) Series A Compulsory Convertible Cumulative Preference Shares ("**Series A CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (e) 9,50,000 (Nine Lakh Fifty Thousand) Compulsory Convertible Cumulative Preference shares of INR 15/- (Indian Rupees Fifteen only) each;
- (f) 45,000 (Forty-Five Thousand) Series A1 Compulsory Convertible Cumulative Preference Shares ("**Series A1 CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (g) 20,00,000 (Twenty lakhs) Series A2 Compulsory Convertible Cumulative Preference Shares ("**Series A2 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (h) 53,50,000 (Fifty-Three Lakhs Fifty Thousand) Series B Compulsory Convertible Cumulative Preference Shares ("**Series B CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (i) 25,00,000 (Twenty-Five Lakhs) Pre-Series C Compulsory Convertible Cumulative Preference Shares ("**Pre-Series C CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;





- (j) 15,80,000 (Fifteen Lakhs Eighty Thousand) Pre-Series C1 Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series C1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (k) 13,00,000 (Thirteen Lakhs) Series C1 Compulsorily Convertible Cumulative Preference Shares ("**Series C1 CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (l) 49,75,000 (Forty-Nine Lakhs Seventy-Five Thousand) Series C Compulsorily Convertible Cumulative Preference Shares ("**Series C CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (m) 80,00,000 (Eighty Lakhs) Series D Compulsorily Convertible Cumulative Preference Shares ("**Series D CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (n) 12,81,500 (Twelve Lakhs Eight-One Thousand and Five Hundred) Series D2 Compulsorily Convertible Cumulative Preference Shares ("**Series D2 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (o) 40,00,000 (Forty Lakhs) Pre-Series D Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series D CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (p) 50,00,000 (Fifty Lakhs) Pre-Series D1 Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series D1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (q) 40,000 (Forty Thousand) Bridge Series Compulsorily Convertible Cumulative Preference Shares ("**Bridge Series CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (r) 1,80,000 (One Lakh Eighty Thousand) Subscription Compulsorily Convertible Cumulative Preference Shares ("**Subscription CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (s) 3,000 (Three Thousand) Class A Promoter Optionally Convertible Preference Shares ("**Class A Promoter OCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (t) 75,000 (Seventy-Five Thousand) Class B Promoter Optionally Convertible Preference Shares ("**Class B Promoter OCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- (u) 18,750 (Eighteen Thousand Seven Hundred and Fifty) Class C Promoter Optionally Convertible Preference Shares ("**Class C Promoter OCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- (v) 10,43,474 (Ten Lakhs Forty-Three Thousand Four Hundred and Seventy-Four) Bonus Compulsory Convertible Cumulative Preference Shares ("**Bonus CCCPS**") of INR 15/- (Indian Rupees Fifteen Only) each;
- (w) 30,94,668 (Thirty Lakhs Ninety-Four Thousand Six Hundred and Sixty-Eight) Bonus Series A Compulsory Convertible Cumulative Preference Shares ("**Bonus Series A CCCPS**") of INR 15/- (Indian Rupees Fifteen Only) each; and
- (x) 52,99,380 (Fifty-Two Lakhs Ninety-Nine Thousand Three Hundred and Eighty) Bonus Series A1 Compulsory Convertible Cumulative Preference Shares ("**Bonus Series A1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each.

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company, be and is hereby severally authorized to: (i) sign and file all the necessary forms (including e-form SH -7) and other document as may be required with statutory authorities including the Registrar of Companies; (ii) do all such acts and deeds as may be required for the purpose of increase of the Authorised Share Capital of the Company and amending the Memorandum of





Association and (iii) authorize such person or persons as they deem fit to give effect to the aforementioned resolutions.

RESOLVED FURTHER THAT certified true copies of any of these resolutions may be furnished, as may be required, under the signature of any of the Directors or Company Secretary of the Company.”

2. TO CONSIDER AND APPROVE OFFER AND ISSUE OF 12,81,338 SERIES D2 COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ON A PRIVATE PLACEMENT BASIS TO THE SHAREHOLDERS OF BTB MARKETING PRIVATE LIMITED FOR CONSIDERATION OTHER THAN CASH

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 Sections 42, 55 and 62(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and all applicable rules, regulations and guidelines issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (including any amendment, modifications, variation or re-enactment thereof, and the provisions of any rules / regulations / guidelines issued / framed by the Central Government, Reserve Bank of India thereto), or any other authority, the articles of association of the Company and subject to the approval of the members of the Company at a duly convened general meeting by way of a special resolution the approval of the members of the Company be and is hereby accorded to the board for offering and issuing (by way of private placement) to the Proposed Allottees, 12,81,338 (Twelve Lakhs Eighty-One Thousand Three Hundred and Thirty-Eight), fully paid up Series D2 Compulsorily Convertible Cumulative Preference Shares (**“Series D2 CCCPS”**) of the Company having a face value of Rs. 15/- (Rupees fifteen only) each at a price of Rs. 718/- (Rupees Seven Hundred and Eighteen only) per share (including a premium of Rs. 703/- (Rupees seven hundred and three only) per share (**“Preferential Allotment Price”**), aggregating to the value of [INR 92,00,00,684/- (Rupees Ninety Two Crores Six Hundred and Eighty-Four only), for consideration other than cash i.e., in consideration for swap of 21,51,180 (twenty one lakh fifty-one thousand one hundred and eighty) shares held by the Proposed Allottees in BTB Marketing Private Limited (**“Beer Cafe”**), representing 100% (one hundred percent) of the total share capital of Beer Cafe, as total consideration payable towards the acquisition of 12,81,338 Series D2 CCCPS of the Company, on such terms and conditions mentioned in the share purchase and swap agreement dated October 03, 2022 executed by and amongst the Company, the Proposed Allottees and Beer Café.

RESOLVED FURTHER THAT the Offer shall be made to the Proposed Allottees whose name has been recorded as further detailed herein below: -





Series D2 CCCPS to be issued by the Company	12,81,338 (Twelve Lakhs Eighty-One Thousand Three Hundred and Thirty-Eight) Series D2 CCCPS, having face value of Rs. 15/- (Rupees Fifteen only) each, at a premium of Rs. 703/- (Rupees Seven Hundred and Three only) each to the Proposed Allottees.
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Sl. No.	Name of the Proposed Allottee	Number of shares held in Beer Café	Number of Series D2 CCCPS to be issued as Swap Shares	Amount considered as Investment (INR)
01.	Rahul Singh	473,233	194,989	140,002,245
02.	Bineeta Singh	473,232	194,989	140,001,949
03.	Himanshu Gupta	41,317	17,024	12,223,308
04.	RB Investments Pte. Ltd.	117,232	48,304	34,682,161
05.	Mayfield FVCI Ltd.	656,501	599,937	430,754,609
06.	GHIOF Mauritius	320,926	197,771	141,999,838
07.	Rishabh Mariwala	26,757	11,025	7,915,847
08.	Chaitanya Deshpande	2,124	875	628,369
09.	Northwest Group INC.	8,674	3,574	2,566,134
10.	Gautam Sinha	23,100	9,518	6,833,953
11.	Sandeep Girotra	2,310	952	683,395
12.	Sanjay Sharma	2,887	1,190	854,096
13.	Seona Ventures	2,887	1,190	854,096
Total		2,151,180	1,281,338	920,000,684

RESOLVED FURTHER THAT a copy of the valuation report dated November 24, 2022, issued by Mr. Siddharth Gupta, registered valuer having registration number IBBI/RV/05/2019/11261, used for the purpose of arriving at the issue price as laid before the meeting and duly initialed by the Chairman for the purpose of identification be and is hereby taken on record by the Board.

RESOLVED FURTHER THAT a copy of the valuation report dated November 24, 2022, issued by Subodh Kumar, registered valuer having registration number IBBI/RV/05/2019/11075, used for the purpose of determining the value of purchased shares i.e., the entire share capital of Beer Café, as laid before the meeting and duly initialed by the Chairman for the purpose of identification be and is hereby taken on record by the Board.





RESOLVED FURTHER THAT the Series D2 CCCPS proposed to be issued under the Offer shall, *inter alia* have the following characteristics set out in the table below: -

Sl. No.	Characteristics	Series D2 CCCPS
01.	Priority with respect to payment of dividend and repayment of capital vis-à-vis equity shares and the manner of payment of dividend whether cumulative or non-cumulative	<p>1.1 The Series D2 CCCPS are issued at a minimum preferential dividend rate of 0.0001% (Zero point Zero Zero Zero One percent) per annum (the “Series D Preferential Dividend”). The Series D2 Preferential Dividend is cumulative and shall accrue from year to year whether or not paid, and accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution payable upon shares of any other class or series in the same fiscal year other than CCCPS, Series A Preferential Dividend, Series A1 Preferential Dividend, Series A2 Preferential Dividend, Series B Preferential Dividend, Bonus Series A Preferential Dividend, Bonus Series A1 Preferential Dividend, Bonus CCCPS Preferential Dividend, Pre-Series C Preferential Dividend, Pre-Series C1 Preferential Dividend, Series C Preferential Dividend and Series C1 Preferential Dividend, which shall be paid pari passu to the Series D2 CCCPS Preferential Dividend. Notwithstanding the above, the Series D2 CCCPS Preferential Dividend shall be due only when declared by the Board</p> <p>1.2 In addition to and after payment of the Series D2 Preferential Dividend, each Series D2 CCCPS would be entitled to participate pari passu in any cash or non-cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a pro rata, as-if converted basis.</p> <p>1.3 No dividend or distribution shall be paid on any share of any class or series of the Company if and to the extent that as a consequence of</p>





		such dividend or distribution any Series D2 CCCPS would be entitled to a dividend hereunder greater than the maximum amount permitted to be paid under Applicable Law.
02.	Participation in surplus fund and participation in surplus assets and profits or winding up which may remain after the entire capital has been repaid.	N.A.
03.	Conversion of Series D CCCPS into equity shares	<p>3.1 Conversion</p> <p>3.1.1 Each Series D2 CCCPS may be converted at a minimum into 1 (One) Equity Share at any time subsequent to the expiry of 6 (six) months from the closing date of Series D2 CCCPS, at the option of the holder of the Series D2 CCCPS subject to the compliance with Applicable Laws.</p> <p>3.1.2 Subject to compliance with Law, each Series D2 CCCPS shall automatically be converted into Equity Shares, at the conversion price then in effect, upon the earlier of: (i) 1 (One) day prior to the expiry of 20 (Twenty) years from the Closing Date; or (ii) the conversion of Series D2 CCCPS in accordance with the articles; or (iii) in connection with an IPO, prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under Law.</p> <p>3.1.3 Each Series D2 CCCPS shall be convertible at a conversion price that shall be calculated as per the following formula:</p> <p>(a) If the Series D round of funding of the Purchaser is not completed within 6 (six) months of the Closing Date, the conversion ratio shall be:</p>





		<p>1: (Issue price per Swap Share / issue price per Pre-Series D CCCPS).</p>
		<p>(b) If the Series D round of funding of the Purchaser is completed within 6 (six) months of the Closing Date, the conversion price of each Series D2 CCCPS shall be equal to the issue price per CCCPS issued by the Purchaser in its Series D round of funding, subject to minimum conversion price as per sub clause a. above.</p> <p>3.2 Conversion Procedure*:</p>
		<p>3.2.1 At the time of conversion of the Series D2 CCCPS in Equity Shares, each holder of the Series D2 CCCPS shall surrender the relevant share certificate or certificates therefore at the registered office of the Company, and shall, at the time of such surrender, give written notice to the Company specifying the number of Series D2 CCCPS being converted.</p>
		<p>3.2.2 Within 10 (ten) days after receipt of such notice and the accompanying share certificates, the Company shall issue and deliver to the holder of the converted Series D2 CCCPS, a share certificate or certificates for the aggregate number of Equity Shares issuable upon such conversion.</p> <p>3.2.3 Where such aggregate number of Equity Shares includes any fractional share, such fractional share shall be disregarded. Subject to the requirements of Applicable Law, such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the certificate or certificates representing the Series D2 CCCPS, and the Person entitled to receive the Equity Shares issuable upon such conversion</p>





		shall be treated for all purposes as the record holder of such Equity Shares on such date.
04.	Redemption of Series D2 CCCPS	N.A. as the shares are being issued as Compulsorily Convertible Cumulative Preference Shares.
05.	Voting Rights	The holders of the Series D2 CCCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares). The subscribers of the Series D2 CCCPS shall be able to exercise voting rights on the Series D2 CCCPS as if the same were converted into Equity Shares. Each Series D2 CCCPS shall entitle the holder to the number of votes equal to the number of whole or fractional Equity Shares into which Series D2 CCCPS could then be converted. To this effect, so long as Applicable Law does not permit the holders of Series D2 CCCPS to exercise voting rights on all Shareholder matters submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares), then until the conversion of all the Series D2 CCCPS into Equity Shares, each Promoter shall vote in accordance with the instructions of the holders of the Series D2 CCCPS at a general meeting or provide proxies without instructions to the holders of the Series D2 CCCPS for the purposes of a general meeting, in respect of such number of Equity Shares held by each of them such that a relevant percentage (Relevant Percentage) of the Equity Shares of the Company are voted on in the manner required by the holders of the Series D2 CCCPS. For the purposes of this paragraph, the Relevant Percentage in relation to each holder of a Series D2 CCCPS shall be equal to the percentage of Equity Shares in the Company that such holders of the Series D2 CCCPS would hold if such holder of the Series D2 CCCPS was to convert its Series D2 CCCPS into Equity Shares. The obligation of the Promoters to vote





		on their Equity Shares as aforesaid shall be pro-rated in accordance with their <i>inter-se</i> shareholding in the Company.
<i>* Given that the Company has converted into a public company with effect from 19 December 2022, the procedure for conversion of Series D2 CCCPS as set out above will be replaced in its entirety and the Company will instead follow the procedure for conversion of preference shares held in dematerialized form, in accordance with the requirements prescribed under the Companies Act, 2013.</i>		

RESOLVED FURTHER THAT the draft of the private placement offer letter in Form PAS – 4 in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, along with the draft of serially numbered application forms, as placed before the meeting and initialed by the Chairman for the purpose of identification, to be issued to the aforesaid Proposed Allottees to subscribe to Series D2 CCCPS, be and is hereby approved.

RESOLVED FURTHER THAT any of the directors and the company secretary of the Company be and are hereby severally authorised to issue the offer letter and maintain a complete record of private placement offer in the form PAS -5 in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT any of the directors and the company secretary of the Company, be and are hereby severally authorized to obtain any statutory approvals or filing of any documents or information with any authorities, in compliance with the provisions of the Companies Act, 2013 and the rules framed thereunder (as may be applicable), or any statutory modifications thereof for the time being in force or of any other statute, legislation or enactment or any rule or regulation and to sign such deeds, documents, forms, declarations or other papers that may be required in this regard and to do all such acts, deeds, things, matters as in their absolute discretion, they may consider necessary, expedient or desirable, and to settle any question or doubt that may arise in relation thereto, while giving effect to the resolution.

RESOLVED FURTHER THAT any of the directors and the company secretary of the Company be and are hereby jointly and severally authorized to issue and deliver the certified true copies of this resolution, if required.”

3. APPROVAL AND ADOPTION OF THE RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

“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); and share purchase and share swap agreement executed on October 03, 2022 by and amongst, the Company, BTB Marketing Private Limited (“**Beer Café**”), Mayfield FVCI Ltd. and GHIOF (Collectively, “**Investors**”), Mr. Rahul Singh and Ms. Bineeta Singh (Collectively, “**Promoters**”), Mr. Chaitanya Deshpande, Mr. Rishabh Mariwala, M/s. Seona Ventures, Mr. Sanjay Sharma, Mr. Gautam Sinha, Northwest Group,





INC., RB Investments Pte. Ltd., Mr. Himanshu Gupta and Sandeep Girotra (Collectively as “**Other Investors**”) (“**SSPA**”);; the approval of the members of the Company be and is hereby accorded that the draft regulations of the articles of association, as circulated and presented herewith and duly initialed by the Chairman for the purpose of identification, be and are hereby approved (“**Restated Articles**”) and the Restated Articles be adopted by the members of the Company in substitution of the existing articles of association of the Company. The Restated Articles would be effective only upon occurrence of the Closing as prescribed in the SSPA and allotment of Series D2 Compulsorily Convertible Cumulative Preference Shares (“**Series D2 CCCPS**”) to the Investors, Promoters and Other Investors.

RESOLVED FURTHER THAT any one of the directors and/or the company secretary of the Company be and is 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.

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

Date: December 27, 2022
Place: New Delhi



Varun Kwatra
Company Secretary
Membership No. A23077



Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE BEFORE THE TIME OF THE MEETING.** Proxy shall not be entitled to vote, except on a Poll.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
3. Member/Proxy, desirous of attending the Meeting, must bring the attendance slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the venue entrance.
4. 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.
5. 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.
6. 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.
7. 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 13/2022-23 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 13/2022-23 Extra- Ordinary General Meeting in a fair and transparent manner.
 - 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.
 - The results declared along with the Scrutinizer's Report shall be placed on the Notice Board of the Company at its registered office and on the website of the Company (www.bira91.com) after the result is declared.
8. 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.





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 existing Authorised Share Capital of the Company is INR 141,05,31,680/- (Indian Rupees One Hundred Forty-One Crores Five Lakhs Thirty-One Thousand Six Hundred and Eighty Only) divided into: (a) 1,80,00,000 (One Crore Eighty Lakhs) equity shares of INR 10/- (Indian Rupees Ten only) each; (b) 20 (Twenty) equity shares of INR 1000/- (Indian Rupees One Thousand only) each; (c) 25000 (Twenty-Five Thousand) Compulsory Convertible Cumulative Preference shares ("**CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each; (d) 26,226 (Twenty-Six Thousand Two Hundred and Twenty-Six) Series A Compulsory Convertible Cumulative Preference Shares ("**Series A CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each; (e) 9,50,000 (Nine Lakh Fifty Thousand) Compulsory Convertible Cumulative Preference shares of INR 15/- (Indian Rupees Fifteen only) each; (f) 45,000 (Forty-Five Thousand) Series A1 Compulsory Convertible Cumulative Preference Shares ("**Series A1 CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each; (g) 20,00,000 (Twenty lakhs) Series A2 Compulsory Convertible Cumulative Preference Shares ("**Series A2 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each; (h) 53,50,000 (Fifty-Three Lakhs Fifty Thousand) Series B Compulsory Convertible Cumulative Preference Shares ("**Series B CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each; (i) 25,00,000 (Twenty-Five Lakhs) Pre-Series C Compulsory Convertible Cumulative Preference Shares ("**Pre-Series C CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each; (j) 15,80,000 (Fifteen Lakhs Eighty Thousand) Pre-Series C1 Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series C1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each; (k) 13,00,000 (Thirteen Lakhs) Series C1 Compulsorily Convertible Cumulative Preference Shares ("**Series C1 CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each; (l) 49,75,000 (Forty-Nine Lakhs Seventy-Five Thousand) Series C Compulsorily Convertible Cumulative Preference Shares ("**Series C CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each; (m) 80,00,000 (Eighty Lakhs) Series D Compulsorily Convertible Cumulative Preference Shares ("**Series D CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each; (n) 40,00,000 (Forty Lakhs) Pre-Series D Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series D CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each; (o) 50,00,000 (Fifty Lakhs) Pre-Series D1 Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series D1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each; (p) 40,000 (Forty Thousand) Bridge Series Compulsorily Convertible Cumulative Preference Shares ("**Bridge Series CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each; (q) 1,80,000 (One Lakh Eighty Thousand) Subscription Compulsorily Convertible Cumulative Preference Shares ("**Subscription CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each; (r) 3000 (Three Thousand) Class A Promoter Optionally Convertible Preference Shares ("**Class A Promoter OCPS**") of INR 15/- (Indian Rupees Fifteen only) each; (s) 75,000 (Seventy-Five Thousand) Class B Promoter Optionally Convertible Preference Shares ("**Class B Promoter OCPS**") of INR 100/- (Indian Rupees One Hundred only) each; (t) 18,750 (Eighteen Thousand Seven Hundred and Fifty) Class C Promoter Optionally Convertible Preference Shares ("**Class C Promoter OCPS**") of INR 15/- (Indian Rupees Fifteen only) each; (u) 10,43,474 (Ten Lakhs Forty-Three Thousand Four Hundred and Seventy-Four) Bonus Compulsory Convertible Cumulative Preference



B9 BEVERAGES LIMITED (Formerly known as B9 Beverages Pvt. Ltd.)

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Shares ("**Bonus CCCPS**") of INR 15/- (Indian Rupees Fifteen Only) each; (v) 30,94,668 (Thirty Lakhs Ninety-Four Thousand Six Hundred and Sixty-Eight) Bonus Series A Compulsory Convertible Cumulative Preference Shares ("**Bonus Series A CCCPS**") of INR 15/- (Indian Rupees Fifteen Only) each; and (w) 52,99,380 (Fifty-Two Lakhs Ninety-Nine Thousand Three Hundred and Eighty) Bonus Series A1 Compulsory Convertible Cumulative Preference Shares ("**Bonus Series A1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each.

The Company needs to alter and increase its Authorised Share Capital as the Company is proposing to create, offer and issue on a private placement basis, 12,81,338 (Twelve Lakhs Eighty-One Thousand Three Hundred and Thirty-Eight), fully paid-up Series D2 Compulsorily Convertible Cumulative Preference Shares ("**Series D2 CCCPS**") having face value of INR 15/- (Indian Rupees Fifteen only) each, at a price of INR 718/- (Indian Rupees Seven Hundred and Eighteen only) each [including a premium of INR 703/- (Indian Rupees Seven Hundred and Three only) each]. A separate proposal in relation to issuance of such Series D2 CCCPS has been submitted for approval of members of the Company under agenda item No. 02 of this notice.

As per the provisions of Sections 13, 61(1)(a) and 64 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and the Companies (Share Capital and Debentures) Rules 2014, approval of members of the Company by way of an ordinary resolution is required to increase the Authorised Share Capital of the Company and as such the alteration of Clause V of the Memorandum of Association of the Company with respect to the share capital of the Company.

The Board of Directors of the Company, therefore, submits the resolution no. 1 for your consideration and recommend it to be passed as a Special Resolution.

A copy of the revised and updated memorandum of association of the Company will be available for inspection at the Meeting between 10: 00 A.M. to 6: 00 P.M.

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: -

Pursuant to Share Purchase and Share Swap Agreement executed on October 03, 2022 by and amongst, the Company, BTB Marketing Private Limited ("**Beer Café**"), Mayfield FVCI Ltd. and GHIOF (Collectively, "**Investors**"), Mr. Rahul Singh and Ms. Bineeta Singh (Collectively, "**Promoters**"), Mr. Chaitanya Deshpande, Mr. Rishabh Mariwala, M/s. Seona Ventures, Mr. Sanjay Sharma, Mr. Gautam Sinha, Northwest Group, INC., RB Investments Pte. Ltd., Mr. Himanshu Gupta and Sandeep Girotra (Collectively as "**Other Investors**") ("**SSPA**"); the Company is acquiring the 100% (One Hundred percent) of the shareholding of Beer Cafe from the Investors, Promoters and Other Investors and in lieu of such acquisition, the Company is issuing its 12,81,338 (Twelve Lakhs Eighty-One Thousand Three Hundred and Thirty-Eight), fully paid-up Series D2 Compulsorily Convertible Cumulative Preference Shares ("**Series D2 CCCPS**") having face value of Rs. 15/- (Rupees Fifteen) each at a price of INR 718/- (Indian Rupees Seven Hundred and Eighteen only)



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each [including a premium of INR 703/- (Indian Rupees Seven Hundred and Three only) each] aggregating to an amount of INR 92,00,00,684/- (Rupees Ninety Two Crores Six Hundred and Eighty-Four only) i.e., on share-swap basis, for consideration other than cash to the Proposed Allottees as mentioned in resolution No. 02 of the Notice and on terms and conditions as prescribed under the SSPA.

Your Board in their meeting held on December 27, 2022, had approved the proposal, subject to necessary approval(s) of members, for such issuance of Series D2 CCCPS on a share-swap basis i.e., for consideration other than cash.

Further, the terms of issuance of Series D2 CCCPS shall be as under: -

Sl. No.	Characteristics	Series D2 CCCPS
01.	Priority with respect to payment of dividend and repayment of capital vis-à-vis equity shares and the manner of payment of dividend whether cumulative or non-cumulative	<p>1.1 The Series D2 CCCPS are issued at a minimum preferential dividend rate of 0.0001% (Zero point Zero Zero Zero One percent) per annum (the “Series D Preferential Dividend”). The Series D2 Preferential Dividend is cumulative and shall accrue from year to year whether or not paid, and accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution payable upon shares of any other class or series in the same fiscal year other than CCCPS, Series A Preferential Dividend, Series A1 Preferential Dividend, Series A2 Preferential Dividend, Series B Preferential Dividend, Bonus Series A Preferential Dividend, Bonus Series A1 Preferential Dividend, Bonus CCCPS Preferential Dividend, Pre-Series C Preferential Dividend, Pre-Series C1 Preferential Dividend, Series C Preferential Dividend and Series C1 Preferential Dividend, which shall be paid pari passu to the Series D2 CCCPS Preferential Dividend. Notwithstanding the above, the Series D2 CCCPS Preferential Dividend shall be due only when declared by the Board</p> <p>1.2 In addition to and after payment of the Series D2 Preferential Dividend, each Series D2</p>



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		CCCPS would be entitled to participate pari passu in any cash or non-cash dividends paid to the holders of shares of all other classes (including Equity Shares) or series on a pro rata, as-if converted basis.
		1.3 No dividend or distribution shall be paid on any share of any class or series of the Company if and to the extent that as a consequence of such dividend or distribution any Series D2 CCCPS would be entitled to a dividend hereunder greater than the maximum amount permitted to be paid under Applicable Law.
02.	Participation in surplus fund and participation in surplus assets and profits or winding up which may remain after the entire capital has been repaid.	N.A.
03.	Conversion of Series D CCCPS into equity shares	<p>3.1 Conversion</p> <p>3.1.1 Each Series D2 CCCPS may be converted at a minimum into 1 (One) Equity Share at any time subsequent to the expiry of 6 (six) months from the closing date of Series D2 CCCPS, at the option of the holder of the Series D2 CCCPS subject to the compliance with Applicable Laws.</p> <p>3.1.2 Subject to compliance with Law, each Series D2 CCCPS shall automatically be converted into Equity Shares, at the conversion price then in effect, upon the earlier of: (i) 1 (One) day prior to the expiry of 20 (Twenty) years from the Closing Date; or (ii) the conversion of Series D2 CCCPS in accordance with the articles; or (iii) in connection with an IPO, prior to the filing of a prospectus (or equivalent document, by whatever name</p>





		<p>called) by the Company with the competent authority or such later date as may be permitted under Law.</p>
		<p>3.1.3 Each Series D2 CCCPS shall be convertible at a conversion price that shall be calculated as per the following formula:</p> <p>(a) If the Series D round of funding of the Purchaser is not completed within 6 (six) months of the Closing Date, the conversion ratio shall be:</p> <p>1: (Issue price per Swap Share / issue price per Pre-Series D CCCPS).</p>
		<p>(b) If the Series D round of funding of the Purchaser is completed within 6 (six) months of the Closing Date, the conversion price of each Series D2 CCCPS shall be equal to the issue price per CCCPS issued by the Purchaser in its Series D round of funding, subject to minimum conversion price as per sub clause a. above.</p>
		<p>3.2 Conversion Procedure*:</p> <p>3.2.1 At the time of conversion of the Series D2 CCCPS in Equity Shares, each holder of the Series D2 CCCPS shall surrender the relevant share certificate or certificates therefore at the registered office of the Company, and shall, at the time of such surrender, give written notice to the Company specifying the number of Series D2 CCCPS being converted.</p> <p>3.2.2 Within 10 (ten) days after receipt of such notice and the accompanying share certificates, the Company shall issue and deliver to the holder of the converted Series D2 CCCPS, a share certificate or certificates for the aggregate number of Equity Shares issuable upon such conversion.</p>





		<p>3.2.3 Where such aggregate number of Equity Shares includes any fractional share, such fractional share shall be disregarded. Subject to the requirements of Applicable Law, such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the certificate or certificates representing the Series D2 CCCPS, and the Person entitled to receive the Equity Shares issuable upon such conversion shall be treated for all purposes as the record holder of such Equity Shares on such date.</p>
04.	Redemption of Series D2 CCCPS	N.A. as the shares are being issued as Compulsorily Convertible Cumulative Preference Shares.
05.	Voting Rights	The holders of the Series D2 CCCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares). The subscribers of the Series D2 CCCPS shall be able to exercise voting rights on the Series D2 CCCPS as if the same were converted into Equity Shares. Each Series D2 CCCPS shall entitle the holder to the number of votes equal to the number of whole or fractional Equity Shares into which Series D2 CCCPS could then be converted. To this effect, so long as Applicable Law does not permit the holders of Series D2 CCCPS to exercise voting rights on all Shareholder matters submitted to the vote of the Shareholders of the Company (including the holders of Equity Shares), then until the conversion of all the Series D2 CCCPS into Equity Shares, each Promoter shall vote in accordance with the instructions of the holders of the Series D2 CCCPS at a general meeting or provide proxies without instructions to the holders of the Series D2 CCCPS for the purposes of a general meeting, in respect of such number of Equity Shares held by each of them such that a





		<p>relevant percentage (Relevant Percentage) of the Equity Shares of the Company are voted on in the manner required by the holders of the Series D2 CCCPS. For the purposes of this paragraph, the Relevant Percentage in relation to each holder of a Series D2 CCCPS shall be equal to the percentage of Equity Shares in the Company that such holders of the Series D2 CCCPS would hold if such holder of the Series D2 CCCPS was to convert its Series D2 CCCPS into Equity Shares. The obligation of the Promoters to vote on their Equity Shares as aforesaid shall be pro-rated in accordance with their <i>inter-se</i> shareholding in the Company.</p>
<p><i>* Given that the Company has converted into a public company with effect from 19 December 2022, the procedure for conversion of Series D2 CCCPS as set out above will be replaced in its entirety and the Company will instead follow the procedure for conversion of preference shares held in dematerialized form, in accordance with the requirements prescribed under the Companies Act, 2013.</i></p>		

As per Section 55 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 a special resolution is required for issue of preference shares. Further, as per Section 62(1)(c) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can offer its shares to select group of persons by an offer or invitation to subscribe securities by way of private placement with the approval of members by way of passing a special resolution.

Following are the particulars disclosed pursuant to Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014:

(i) **Purposes or Objectives of the Issue: -**

The Company is acquiring the 100% (one hundred percent) shareholding of M/s. BTB Marketing Private Limited from its promoters and shareholders and in lieu of which, 12,81,338 (Twelve Lakhs Eighty-One Thousand Three Hundred and Thirty-Eight), fully paid-up Series D2 Compulsorily Convertible Cumulative Preference Shares ("**Series D2 CCCPS**") of the Company are being issued to them.

(ii) **Nature of security: -**

Series D2 Compulsorily Convertible Cumulative Preference Shares ("**Series D2 CCCPS**").

(iii) **The manner of issue of shares: -**

The Series D2 CCCPS will be offered and issued through a private placement basis, pursuant to Sections 23(2)(b), 42, 55, 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the





Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable laws.

(iv) **Particulars of the offer - The total number of shares or other securities to be issued and the nominal value of each security and manner of issue of such security: -**

12,81,338 (Twelve Lakhs Eighty-One Thousand Three Hundred and Thirty-Eight), fully paid-up Series D2 Compulsorily Convertible Cumulative Preference Shares (“Series D2 CCCPS”) having face value of Rs. 15/- (Rupees Fifteen) each, at a premium of Rs. 703/- (Rupees Seven Hundred and Three only) each are proposed to be issued for a consideration other than cash.

(v) **Date of passing of Board resolution: -**
December 27, 2022.

(vi) **Kinds of securities offered and the price or price band at/within which the allotment is proposed: -**

12,81,338 (Twelve Lakhs Eighty-One Thousand Three Hundred and Thirty-Eight), fully paid-up Series D2 Compulsorily Convertible Cumulative Preference Shares (“Series D2 CCCPS”) having face value of Rs. 15/- (Rupees Fifteen) each, at a premium of Rs. 703/- (Rupees Seven Hundred and Three only) each are proposed to be issued for a consideration other than cash.

(vii) **Basis on which the price has been arrived at along with report of the registered Valuer: and the name and address of the valuer who performed the valuation: -**

Mr. Siddharth Gupta, Registered Valuer, Registration Number IBBI/RV/05/2019/11261, having address at U.G.F. – 52, Aarohi Complex (Sahara Centre), Kapoorthala, Lucknow – 226024, who have fulfilled the required specification under Companies (Prospectus and Allotment of Securities) Rules, 2014 has made fair value of the shares of the Company based on Discounted Free Cash Flow Method and the valuation report is attached as Annexure A-1 with this report and further, will be available for inspection at the registered office of the Company during business hours of the Company.

Mr. Subodh Kumar, registered valuer having registration number IBBI/RV/05/2019/11075, having address at 210, Wadhwa Complex, Street No. 10, Laxmi Nagar, Delhi – 110092 (Nera Metro Station Gate No. 1), who have fulfilled the required specification under Companies (Prospectus and Allotment of Securities) Rules, 2014 has made fair value of the shares of Beer Café, which the Company is acquiring on share swap basis from the shareholders of Beer Café, based on Discounted Free Cash Flow Method and the valuation report is attached as Annexure A-2 with this report and further, will be available for inspection at the registered office of the Company during business hours of the Company.

(viii) **Amount which the company intends to raise by way of such securities: -**

The Company is not raising any amount as the shares are being offered for consideration other than cash. However, the total amount of consideration for which the shares are being issued is INR 92,00,00,684/- (Rupees Ninety-Two Crores Six Hundred and Eighty-Four only).





- (ix) **Relevant date with reference to which the price has been arrived at: -**
For arriving at the price for the private placement of shares, the valuation report has considered October 31, 2022, as the relevant date.
- For determining the price of purchased shares i.e., shares of Beer Café, the valuation report has considered October 31, 2022, as the relevant date.
- (x) **The class or classes of persons to whom the allotment is proposed to be made: -**
The allotment is proposed to be made to the shareholders of Beer Café, the details of whom are more clearly set out in the resolution.
- (xi) **Intention of promoters, directors or key managerial personnel to subscribe to the offer: -**
The Promoter / Directors/ Key managerial personnel have no intention to subscribe to this offer.
- (xii) **Material terms of raising the securities (including terms of conversion): -**
The material terms of the Series D2 CCCPS shall be in accordance with the share purchase and share swap agreement executed on October 03, 2022 by and amongst, the Company, BTB Marketing Private Limited, Mayfield FVCI Ltd., GHIOF, Mr. Rahul Singh, Ms. Bineeta Singh, Mr. Chaitanya Deshpande, Mr. Rishabh Mariwala, M/s. Seona Ventures, Mr. Sanjay Sharma, Mr. Gautam Sinha, Northwest Group, INC., RB Investments Pte. Ltd., Mr. Himanshu Gupta and Sandeep Girotra, and articles of association of the Company. The details of terms of issuance of Series D2 CCCPS has already been provided above.
- (xiii) **Principle terms of assets charged as securities: - NIL**
- (xiv) **The proposed time within which the allotment shall be completed: -**
The proposed allotment shall be completed within a period of 60 (Sixty) days from the date of passing of the special resolution.
- (xv) **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: -**
NIL.
- (xvi) **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them: -**

Sr. No.	Name of the person/ Entity and address	Status (Resident/ Non-Resident)	No. of Shares Held post issue (Series D2 CCCPS)	Percentage of post preferential offer capital held by them	Email ID





01.	Rahul Singh	Resident	194,989	0.32%	rahul@btbindia.com .
02.	Bineeta Singh	Resident	194,989	0.32%	bineeta8@gmail.com .
03.	Himanshu Gupta	Resident	17,024	0.03%	hgupta@schandgroup.com .
04.	RB Investments Pte. Ltd.	Non-Resident	48,304	0.08%	rb@rbworld.com .
05.	Mayfield FVCI Ltd.	Non-Resident	599,937	0.98%	cdhondede@mayfield.com .
06.	GHIOF Mauritius	Non-Resident	197,771	0.32%	sameet@granitehill.net .
07.	Rishabh Mariwala	Resident	11,025	0.02%	rishabhm@marico.com .
08.	Chaitanya Deshpande	Resident	875	0.001%	chaitanya@sharppventures.com .
09.	Northwest Group INC.	Non-Resident	3,574	0.01%	guptarajeevk@gmail.com .
10.	Gautam Sinha	Non-Resident	9,518	0.02%	gautam.sinha@gmail.com .
11.	Sandeep Girotra	Resident	952	0.002%	girotra.sandeep@gmail.com .
12.	Sanjay Sharma	Resident	1,190	0.002%	sanjay@fortunelife.co.in .
13.	Seona Ventures	Resident	1,190	0.002%	s@blockcube.co
14.			1,281,338		

(xvii) **The change in control, if any, in the company that would occur consequent to the preferential offer: -**

There will be no change in the management control over the Company as a result of or consequent to allotment of shares as envisaged in the resolution. Proportionate change in voting rights would result consequent to the change in shareholding pattern on conversion of Series D2 CCCPS into equity shares.

(xviii) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: -**



**BIRA91**

S. No.	Date of Allotment	Type of Shares Allotted	Name of Shareholders	Number of Shares	Price per share (including premium)	Total Amount Invested
01.	15.12.2022	Partly paid Class C Promoter OCPS	Ankur Jain	18,750	1,253.66 (including premium of INR 1,238.66)	2,35,06,125 (INR 1,87,500 at the time of allotment and remaining INR 2,33,18,625 at the time of conversion).
02.	30.11.2022	Series D CCCPS	Kirin Holdings Singapore Pte. Ltd.	78,04,356	718 (703 Premium)	5,603,527,608
03.	30.11.2022	Series C CCCPS	Kirin Holdings Singapore Pte. Ltd.	20,64,931	574.40 (474.40 Premium)	N.A. as the shares are being issued for consideration other than cash in lieu of conversion of the external commercial borrowing granted by Kirin Holdings Singapore Pte. Ltd.
04.	11.11.2022	Pre-Series D CCCPS	Chhattisgarh Distilleries Limited	1,16,587	500 (485 Premium)	5,82,93,500
05.	10.11.2022	Pre-Series D CCCPS	Chhattisgarh Distilleries Limited	1,10,000	500 (485 Premium)	5,50,00,000
06.	07.10.2022	Pre-Series D CCCPS	Chhattisgarh Distilleries Limited	4,51,903	500 (485 Premium)	N.A. as the shares are being issued for consideration other than cash

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07.	11.04.2022	Pre-Series D CCCPS	Sahitya Melaka	14,000	500 (485 Premium)	70,00,000
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(xix) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer: -**

Pursuant to Share Purchase and Share Swap Agreement executed on October 03, 2022 by and amongst, the Company, BTB Marketing Private Limited (“Beer Café”), Mayfield FVCI Ltd. and GHIOF (Collectively, “Investors”), Mr. Rahul Singh and Ms. Bineeta Singh (Collectively, “Promoters”), Mr. Chaitanya Deshpande, Mr. Rishabh Mariwala, M/s. Seona Ventures, Mr. Sanjay Sharma, Mr. Gautam Sinha, Northwest Group, INC., RB Investments Pte. Ltd., Mr. Himanshu Gupta and Sandeep Girotra (Collectively as “Other Investors”) (“SSPA”); the Company is acquiring the 100% (One Hundred percent) of the shareholding of Beer Cafe from the Investors, Promoters and Other Investors and in lieu of such acquisition, the Company is issuing its 12,81,338 (Twelve Lakhs Eighty-One Thousand Three Hundred and Thirty-Eight), fully paid-up Series D2 Compulsorily Convertible Cumulative Preference Shares (“Series D2 CCCPS”) having face value of INR 15/- (Indian Rupees Fifteen only) each at a premium of INR 703/- (Indian Rupees Seven Hundred and Three only) each, aggregating to an amount of INR 92,00,00,684/- (Rupees Ninety Two Crores Six Hundred and Eighty-Four only) i.e., on share-swap basis, for consideration other than cash on a terms and conditions as prescribed under the SSPA to the Investors, Promoters and Other Investors.

Mr. Subodh Kumar, registered valuer having registration number IBBI/RV/05/2019/11075, has provided the valuation report basis discounted cash flow for determining the price of the shares of Beer Café which the company is acquiring on share-swap basis.

(xx) **The pre-issue and post issue shareholding pattern of the Company is as detailed below: -**

Pre-Issue Shareholding Pattern

S. No.	Particulars	Equity	Equity with differential voting	CCCPS	Pre-Series C at INR 429.08	Class A Promoter OPCS	Class B Promoter OPCS	Class C Promoter OPCS	Pre-Series D CCCPS	Pre-Series D1 CCCPS	Series D CCCPS	Total	% of Holding
11	PROMOTER'S HOLDING												
	(i) Indian												
	Individuals	5,979,694	20	87,346	0	2,989	75,000	18,750	0	0	0	6,163,799	10.25%
	Bodies Corporate	0	0	0	0	0	0	0	0	0	0	0	0
	TOTAL (i)	5,979,694	20	87,346	0	2,989	75,000	18,750	0	0	0	6,163,799	10.25%
	(ii) Foreign Promoters	0	0	0	0	0	0	0	0	0	0	0	0
	TOTAL (ii)	0	0	0	0	0	0	0	0	0	0	0	0
	TOTAL (01 i.e. (i) + (ii))	5,979,694	20	87,346	0	2,989	75,000	18,750	0	0	0	6,163,799	10.25%



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02.	NON-PROMOTER'S HOLDING												
i)	Institutional Investors	2,050,827	0	18,970,088	3,086,665	0	0	0	0	2,000,000	7,804,356	33,911,936	56.39%
ii)	Non-Institutional Investors												
	Private Corporate Bodies	2,384,410	0	275,297	151,488	0	0	0	2,384,410	0	0	5,195,605	8.64%
	Directors and Relatives	510,050	0	40,936	977	0	0	0	0	0	0	551,963	0.92%
	Indian Public (Including ESOPs)	8,937,610	0	1,864,692	1,134,893	0	0	0	1,320,770	0	0	13,257,965	22.05%
	Others (Including NRIs)	547,400	0	4,29,910	35,925	0	0	0	40,249	0	0	1,053,484	1.75%
	TOTAL (02 i.e. (i) + (ii))	14,430,297	0	21,580,923	4,409,948	0	0	0	3,745,429	2,000,000	7,804,356	53,970,953	89.75%
	SUM (01 + 02)	20,409,991	20	21,668,269	4,49,948	2,989	75,000	18,750	3,745,429	2,000,000	7,804,356	60,134,752	100%

Post Issue Shareholding Pattern

S. No.	Particulars	Equity	Equity with differential voting	CCCPS	Pre-Series C at INR 429.08	Class A Promoter OCPS	Class B Promoter OCPS	Class C Promoter OCPS	Pre-Series D CCCPS	Pre-Series D1 CCCPS	Series D CCCPS (including Series D2 CCCPS)	Total	% of Holding
01.	PROMOTER'S HOLDING												
i)	Indian												
	Individuals	5,979,694	20	87,346	0	2,989	75,000	18,750	0	0	0	6,163,799	10.04%
	Bodies Corporate	0	0	0	0	0	0	0	0	0	0	0	0
	TOTAL (i)	5,979,694	20	87,346	0	2,989	75,000	18,750	0	0	0	6,163,799	10.04%
ii)	Foreign Promoters	0	0	0	0	0	0	0	0	0	0	0	0
	TOTAL (ii)	0	0	0	0	0	0	0	0	0	0	0	0
	TOTAL (01 i.e. (i) + (ii))	5,979,694	20	87,346	0	2,989	75,000	18,750	0	0	0	6,163,799	10.04%
02.	NON-PROMOTER'S HOLDING												
i)	Institutional Investors	2,050,827	0	18,970,088	3,086,665	0	0	0	0	2,000,000	7,804,356	33,911,936	55.22%



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ii)	Non-Institutional Investors												
	Private Corporate Bodies	2,384,410	0	275,297	151,488	0	0	0	2,384,410	0	0	5,195,605	8.46%
	Directors and Relatives	510,050	0	40,936	977	0	0	0	0	0	0	551,963	0.90%
	Indian Public (Including ESOPs)	8,937,610	0	1,864,692	1,134,893	0	0	0	1,320,770	0	1,281,338	14,539,303	23.67%
	Others (Including NRIs)	547,400	0	4,29,910	35,925	0	0	0	40,249	0	0	1,053,484	1.72%
	TOTAL (02 i.e. (i) + (ii))	14,430,297	0	21,580,923	4,409,948	0	0	0	3,745,429	2,000,000	9,085,694	55,252,291	89.96%
	SUM (01 + 02)	20,409,991	20	21,668,269	4,49,948	2,989	75,000	18,750	3,745,429	2,000,000	9,085,694	61,416,090	100%

(xxi) **Manner and mode of redemption:** -

Not applicable as the shares to be issued are Compulsorily Convertible Cumulative Preference Shares.

(xxii) **Expected dilution in equity share capital pursuant to conversion of preference shares:**

Expected equity shareholding will be diluted to the extent of the Series D2 Compulsorily Convertible Cumulative Preference Shares converted into equity shares held by the proposed allottees. The Company will complete the issue and allotment of Series D2 CCCPS within a period of 60 (sixty) days from the date of getting the share application money and shall report the Registrar of Companies.

As the Series D2 CCCPS are offered to proposed allottees, on private placement basis for a consideration other than cash, the approval of members by way of special resolution under Section 42, 62(1)(c) of the Companies Act 2013 is required.

The Board of Directors of the Company, therefore, submits the resolution no. 2 for your consideration and recommend it to be passed as a Special Resolution.

The Valuation Reports of the Registered Valuers Mr. Siddharth Gupta, having registration number IBBI/RV/05/2019/11261, for arriving the price for issuance of shares of the Company and Mr. Subodh Kumar, registered valuer having registration number IBBI/RV/05/2019/11075_ for determining the price of purchased shares i.e., shares of Beer Cafe, are available for inspection at the registered office of the Company on all working days between 09:00 a.m. to 06:00 p.m. both valuers are fulfilling the required specification covered under Rule 12 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. Further, the copy of the proposed agreement is also



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available for inspection at the registered office of the Company on all working days between 9:00 a.m. to 6:00 p.m. till the date of the extraordinary general meeting.

None of the Directors or Manager or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed resolution.

Item No. 3:

The share purchase and share swap agreement executed on October 03, 2022 by and amongst, the Company, BTB Marketing Private Limited ("**Beer Café**"), Mayfield FVCI Ltd. and GHIOF (Collectively, "**Investors**"), Mr. Rahul Singh and Ms. Bineeta Singh (Collectively, "**Promoters**"), Mr. Chaitanya Deshpande, Mr. Rishabh Mariwala, M/s. Seona Ventures, Mr. Sanjay Sharma, Mr. Gautam Sinha, Northwest Group, INC., RB Investments Pte. Ltd., Mr. Himanshu Gupta and Sandeep Girotra (Collectively as "**Other Investors**") ("**SSPA**"), contains provisions which sets out the terms and conditions governing the relationship of the shareholders of the Company *inter se* as well as with the Company, including their relationship with the management of the Company.

Given this position, the board of directors at their meeting convened on December 27, 2022, considered expedient to wholly substitute the existing articles of association with the restated articles of association ("**Restated Articles**") to include the provisions of the SSPA in relation to the management of the Company. The Restated Articles would be effective only upon occurrence of the closing in accordance with the SSPA.

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 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



Varun Kwatra
Company Secretary
Membership No. A23077

Date: December 27, 2022
Place: New Delhi

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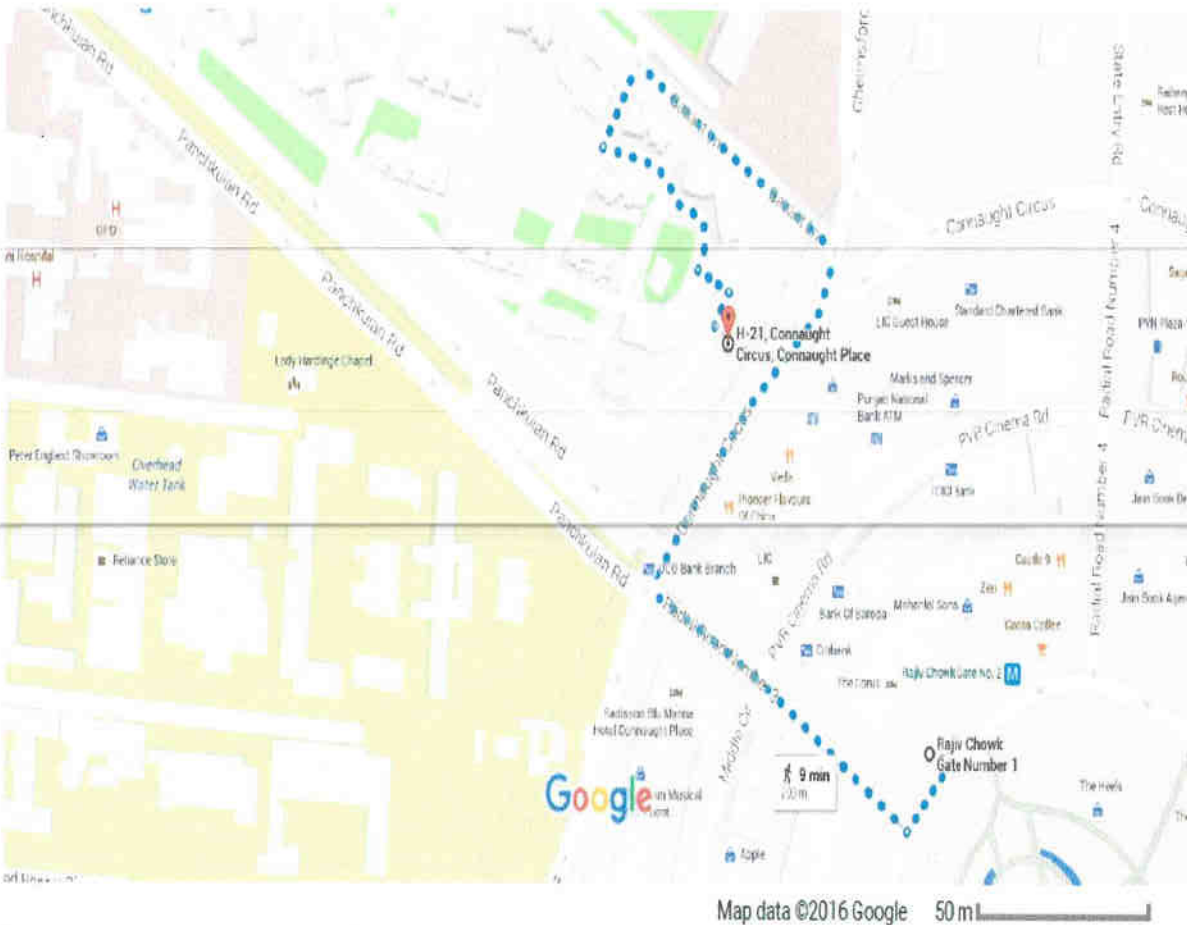


BIRA 91

ROUTE MAP AND PROMINENT LANDMARK



Rajiv Chowk Gate Number 1 to H-21, Connaught Circus, Connaught Place, New Delhi, Delhi, India Walk 700 m, 9 min



via Radial Road Number 3

9 min

700 m

Registered Office address: Premise No. 106, Second Floor, Block H, Connaught Circus, New Delhi – 110001

Prominent Landmark: Behind Petrol Pump H Block Connaught Circus



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ATTENDANCE SLIP

Extra-Ordinary General Meeting on Thursday, January 19, 2022.

Regd. Folio No. _____

Name of the Shareholder: - _____

I certify that I am a registered shareholder / authorised representative of the registered shareholder/proxy for the registered shareholders of the Company.
(Member's / authorized representative/ proxy's name and address in Block Letters to be furnished below)

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Thursday, January 19, 2022 at 11:30 A.M.

If signed by Proxy, name should be

Member's/authorized
representative's/Proxy's
Signature

Written here in Block Letters

Please fill in this attendance slip and hand it over at the Entrance of the meeting hall.





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**FORM NO. MGT – 11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U80903DL2012PTC236595
Name of the Company : B9 Beverages Limited (Formerly Known as B9 Beverages Private Limited)
Registered Office : Premise No. 106, Second Floor Block H, Connaught Circus, New Delhi - 110001.

Name of the member (s) :	
Registered address :	
E- mail id :	
Folio No / Client Id :	
DP ID :	NA

I / We, being the member (s)/ authorised representative of the member(s) of <<>> equity shares of the above-named company, hereby appoint:

1. Name :
Address :
E-mail id :
Signature : or failing him/her

as my/our proxy to attend and vote (en-a-poll) for me/us and on my/our behalf at the extra-ordinary general meeting of the Company to be held on Thursday, January 19, 2022 at 11:30 A.M. at the registered office of the Company at 7, Scindia House, 1st Floor, K. G. Marg, Connaught Place, New Delhi – 110001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number:

S. No.	Resolution	For	Against
1.	To consider and approve the increase in the Authorized Share Capital and amendment to Capital Clause of the Memorandum of Association (“MOA”) of the Company		
2.	To consider and approve offer and issue of 12,81,338 Series D2 Compulsorily Convertible Cumulative Preference shares on a Private Placement Basis to the shareholders of BTB Marketing Private Limited for consideration other than cash		



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3.	To consider and approve adoption of the Restated Article of Association of the Company in place of existing Article of Association		
----	--	--	--

Signed this _____, 2022.

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.





Notes

1. The Proxy, to be effective should be deposited at the Registered Office of the Company before the commencement of the Meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the Meeting, if the Articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
6. **This is optional. Please put a tick mark (√) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. An authorized representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
12. A proxy form which does not state the name of the Proxy should not be considered valid.
13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.



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14. If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
15. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
16. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
17. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
18. Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
19. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.



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