



NOTICE

To  
The Members,  
Statutory Auditors,  
Directors.

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (SERIAL NO. 02/2023-2024) OF THE MEMBERS OF B9 BEVERAGES LIMITED (*FORMERLY KNOWN AS B9 BEVERAGES PRIVATE LIMITED*) WILL BE HELD ON MONDAY, APRIL 10, 2023 AT 03:30 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, 1<sup>ST</sup> FLOOR, K. G. MARG, CONNAUGHT CIRCUS, NEW DELHI – 110001, INDIA WHICH BE THE DEEMED VENUE OF THE EGM.

SPECIAL BUSINESS:

1. APPROVAL TO ISSUE PARTLY PAID NON-CONVERTIBLE DEBENTURES (NCDs) FOR AN AMOUNT OF INR UPTO INR 50,10,00,000/- (INDIAN RUPEES FIFTY CRORES AND TEN LAKHS ONLY)

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 42 and 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **"Board"**, which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this resolution), to the proposed issuance of the offer letter in Form PAS-4 inviting the identified investor to subscribe to the debentures, as specified in the table below:

Sr. No	Name and address of identified investor	No of debentures offered	Issue price per debenture (Rs.)	Subscription money in Rs.
1	Trifecta Venture Debt Fund - III	501	10,00,000	50,10,00,000



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

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**RESOLVED FURTHER THAT** the following terms and conditions of the issuance of NCDs be and are hereby approved:

S. No.	Term	Particulars
01.	Debenture Principal Amount	Rs. 50,10,00,000/- (Indian Rupees Fifty Crores and Ten Lakhs only) through the issue of partly paid secured redeemable Non-Convertible Debentures ("NCDs") in upto two tranches of at least Rs. 20,00,00,000/- (Indian Rupees Twenty Crores only) each.
02.	Purpose	General Corporate purposes
03.	Tenor	24 months from the issuance of respective NCD Tranches.
04.	Interest Rate	Fixed Rate of 14% p.a. payable monthly on outstanding amounts
05.	Security	<p>a) First pari-passu charge over the entire current assets and fixed assets (including all movable and immovable, excluding IP &amp; brand, etc.), both present and future, excluding the upcoming greenfield brewery in Uttar Pradesh and any brewery owned by the Company in future.</p> <p>b) Second Charge over the upcoming greenfield brewery in Uttar Pradesh.</p> <p>c) Company shall not divest or create any lien (direct or indirect) on the IP &amp; brand assets, both present and future.</p>
06.	Others	All other terms as will be prescribed in the Agreement.

**RESOLVED FURTHER THAT** the draft private placement offer letter in the format of Form PAS-4 under the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the application form be and are hereby approved and any of the directors or Company Secretary of the Company be and are hereby severally authorized to sign and issue the private placement offer letter and necessary annexures as may be required, to the identified investors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the directors be and are hereby authorized to agree and accept all such condition(s), modification(s), and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such acts, deeds, matters and things and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more directors or the company secretary of the Company.

**RESOLVED FURTHER THAT** the entire subscription monies shall be received by the Company from the investors at the time of application into a separate designated account opened for this purpose and shall not be utilized till the allotment of the debentures.

**RESOLVED FURTHER THAT** directors or company secretary of the Company be and are hereby authorised to issue offer letter to identified investor(s) within the time prescribed under the Companies Act, 2013 and to authenticate the entries made in offer record as well as file necessary e-forms with





the concerned Registrar of Companies and to do all such acts, deeds and things as may be required in this connection and incidental thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforementioned resolution, the Board of the Company be and are hereby jointly and severally authorised to do all such acts, matters, deeds and things and to take all such steps and to execute all such documents, instruments, agreements, deeds and undertakings and do all such things and delegate all or any of the powers of the Board, and give all such directions as the Board may consider necessary, expedient or desirable in order to give effect to the above resolution and/or also to settle any questions or difficulties that may arise in such manner as the Board in its absolute discretion may deem fit and take all steps which are incidental and ancillary in this connection.”

**2. APPROVAL FOR ISSUANCE OF 01 EQUITY SHARE AND 69,638 PARTLY PAID SUBSCRIPTION SERIES A COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES (“SUBSCRIPTION SERIES A CCCPS”)**

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 23(1), 42, 55 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this resolution), to the proposed issuance of the offer letter in Form PAS-4 inviting the identified investor to subscribe to the equity shares and compulsorily convertible preference shares, as specified in the table below:

Sr. No	Name and address of identified investor	No of equity shares offered	Issue price per equity share (Rs.)	Subscription money in Rs.
1	Trifecta Venture Debt Fund - III	01	718	718

Sr. No	Name and address of identified investor	No of compulsorily convertible preference shares offered	Issue price per compulsorily convertible preference share (Rs.)	Subscription money in Rs.
1	Trifecta Venture Debt Fund – III	69638 partly paid	718	69,938/- (remaining in calls)

**RESOLVED FURTHER THAT** the following terms and conditions of the issuance of NCDs and the compulsorily convertible preference shares be and are hereby approved: -





Sl. No.	Characteristics	Subscription Series A 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 Subscription Series A CCCPS are issued at a minimum preferential dividend rate of 0.0001% (Zero point Zero Zero Zero One percent) per annum (the “<b>Subscription Series A CCCPS Preferential Dividend</b>”). Subject to Clause 1.4 below, the Subscription Series A CCCPS 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 CCCPS, Series A1 CCCPS, Series A2 CCCPS, Series B CCCPS, Bonus CCCPS, Bonus Series A CCCPS, Bonus Series A1 CCCPS, Pre-Series C CCCPS, Pre-Series C1 CCCPS, Pre-Series D CCCPS, Pre-Series D1 CCCPS, Series C1 CCCPS, Series C CCCPS, Series D CCCPS and Series D2 CCCPS which shall be paid <i>pari-passu</i> to the Subscription Series A CCCPS Preferential Dividend. Notwithstanding the above, the Subscription Series A CCCPS Preferential Dividend shall be due only when declared by the Board.</p> <p>1.2 Subject to Clause 1.4 below, in addition to and after payment of the Subscription Series A CCCPS Preferential Dividend, each Subscription Series A CCCPS would be entitled to participate <i>pari passu</i> 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 such dividend or distribution any Subscription Series A CCCPS would be entitled to a dividend hereunder greater than the maximum amount permitted to be paid under Applicable Law.</p> <p>1.4 It is clarified that until the Subscription Series A CCCPS are fully paid up, the dividend on the Subscription Series A CCCPS, as declared by the Board would be payable in proportion to the amount paid-up by the holders of the Subscription Series A CCCPS, at the time of declaration of the dividend by the Board.</p>





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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.	<p>In the event of a Super Angels' Liquidity Event, the Subscription Series A CCCPS holders shall be entitled to receive the higher of the following amounts on a <i>pari passu</i> basis with the payment the Pre-Series C1 CCCPS, Series A CCCPS, Series A1 CCCPS, Series A2 CCCPS, Bonus Series A CCCPS, Bonus Series A1 CCCPS, CCCPS, Subscription CCCPS, Bonus CCCPS, Pre-Series C CCCPS, Bonus CCCPS held by Super Angels and Bridge Series CCCPS , in the manner set out in the Articles: -</p> <p>a) pro-rata to its shareholding in the Company (on an as-if-converted basis) on account of Subscription Series A CCCPS (or Equity Shares held by the New Investor of the Subscription Series A CCCPS upon conversion of the Subscription Series A CCCPS); or</p> <p>b) product of the Subscription Series A CCCPS Subscription Price and the number of Subscription Series A CCCPS it holds (or Equity Shares held by the New Investor upon conversion of the Subscription Series A CCCPS) along with all due and unpaid dividends pertaining to such Subscription Series A CCCPS.</p> <p>The Parties hereby agree that in the event of a Super Angels' Liquidity Event, the holders of Pre-Series C1 CCCPS, Series A CCCPS, Series A1 CCCPS, Series A2 CCCPS, Bonus Series A CCCPS, Bonus Series A1 CCCPS, CCCPS, Subscription CCCPS, Bonus CCCPS, Pre-Series C CCCPS, Bonus CCCPS held by Super Angels and Bridge Series CCCPS shall rank <i>pari passu</i> for the distribution of the liquidation proceeds in accordance with Article 99.1A to 99.9 of the Articles.</p> <p>It is clarified that nothing in Article 99 of the Articles shall apply to the New Investor in the event of an occurrence of a Liquidity Event that does not constitute a Super Angels' Liquidity Event.</p> <p>It is hereby further clarified that the Subscription Series A CCCPS holders shall not be required to mandatorily fully pay the Subscription Series A CCCPS unless required as per the terms of the Agreement or under applicable Law.</p>
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03.	Conversion of Subscription Series A CCCPS into equity shares	<p><b>3.1 Conversion</b></p> <p>3.1.1. Subject to each Subscription Series A CCCPS being fully paid-up in the manner set out in the Act, each Subscription Series A CCCPS may be converted into Equity Shares at any time at the option of the holder of the Subscription Series A CCCPS.</p> <p>3.1.2. Subject to each Subscription Series A CCCPS being fully paid-up in the manner set out in the Act and subject to compliance with Applicable Law, each Subscription Series A 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) 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 Applicable Law.</p>
		<p>3.1.3. Subject to each Subscription Series A CCCPS being fully paid-up in the manner set out in the Act and subject to compliance with Applicable Law, each Subscription Series A CCCPS shall be converted into equivalent number of Equity Shares at a conversion ratio of 1:1.</p> <p><b>3.2. Conversion Procedure</b></p> <p>3.2.1 Subject to each Subscription Series A CCCPS being fully paid-up in the manner set out in the Act, each holder of a Subscription Series A CCCPS who elects to convert the same into Equity Shares shall give a written notice to the Company that such holder has elected to convert the Subscription Series A CCCPS and shall state in such notice the number of Subscription Series A CCCPS that are required to be converted.</p> <p>3.2.2 Within 10 (Ten) days after receipt of such notice, the Company shall issue and allot fully paid equity shares to the dematerialized account of Subscription Series A CCCPS holder in lieu of Subscription Series A CCCPS being so converted.</p>





		<p>3.2.3 The holder of Subscription Series A CCCPS shall, with effect from the date on which the Company passes the relevant corporate resolution for the allotment of the Equity Shares in the manner set out in Paragraph 3.2.2 above, be deemed and treated by the Company for all purposes as the holder on record of the relevant number of the Equity Shares issued upon conversion of such Subscription Series A CCCPS.</p> <p>3.2.4 The Company shall deliver the statement of beneficial ownership for the Equity Shares allotted in name of the holder of Subscription Series A CCCPS subsequent to conversion of the Subscription Series A CCCPS in the manner set out in this Paragraph 3, within 10 (Ten) Business Days after passing the relevant corporate resolutions.</p>
04.	Redemption of Subscription Series A CCCPS	N.A. as the shares are being issued as Compulsorily Convertible Cumulative Preference Shares.
05.	Voting Rights	The Subscription Series A CCCPS Holders shall be entitled to attend meetings of all shareholders of the Company and will be entitled to such voting rights as available to holders of Preference Shares under applicable Law. The Subscription Series A CCCPS Holders shall be entitled to vote on all such matters which affect their rights directly or indirectly.
06.	Anti-Dilution	N.A.
7.	General	<b>No Impairment.</b> The Company shall not avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Subscription Series A CCCPS against impairment.

**RESOLVED FURTHER THAT** the draft private placement offer letter in the format of Form PAS-4 under the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the application form be and are hereby approved and any of the directors or company secretary of the Company be and are hereby severally authorized to sign and issue the private placement offer letter and necessary annexures as may be required, to the identified investors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the directors be and are hereby authorized to agree and accept all such condition(s), modification(s), and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to do all such



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

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acts, deeds, matters and things and execute all documents as may be necessary in this regard and to delegate all or any of the power herein conferred, to any one or more directors or the company secretary of the Company.

**RESOLVED FURTHER THAT** the entire subscription monies shall be received by the Company from the investors at the time of application into a separate designated account opened for this purpose and shall not be utilized till the allotment of the equity shares and the compulsorily convertible preference shares.

**RESOLVED FURTHER THAT** directors or company secretary of the Company be and are hereby authorised to issue offer letter to identified investor(s) within the time prescribed under the Companies Act, 2013 and to authenticate the entries made in offer record as well as file necessary e-forms with the concerned Registrar of Companies and to do all such acts, deeds and things as may be required in this connection and incidental thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforementioned resolution, the Board of the Company be and are hereby jointly and severally authorised to do all such acts, matters, deeds and things and to take all such steps and to execute all such documents, instruments, agreements, deeds and undertakings and do all such things and delegate all or any of the powers of the Board, and give all such directions as the Board may consider necessary, expedient or desirable in order to give effect to the above resolution and/or also to settle any questions or difficulties that may arise in such manner as the Board in its absolute discretion may deem fit and take all steps which are incidental and ancillary in this connection.”

3. **APPROVAL FOR THE COMPANY TO ISSUE NON-CONVERTIBLE DEBENTURES FOR AN AMOUNT UPTO INR 100,00,00,000/- (INDIAN RUPEES ONE HUNDRED CRORES)**

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 42 and 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this resolution), to borrow/raise funds by issue of up to INR 100,00,00,000/- (Indian Rupees One Hundred Crores only) unlisted, unrated, unsecured, redeemable non-convertible debentures, in one or more tranches, of the nominal value of INR 10,00,000/- (Indian Rupees Ten Lakhs) each by the Company aggregating up to INR 100,00,00,000 (Indian Rupees One Hundred Crore only) (“**Debentures**”), in the dematerialized form, on a private placement basis, with or without security and on such terms and conditions as may be determined by the Board.







**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforementioned resolution, the Board of the Company be and are hereby jointly and severally authorised to do all such acts, matters, deeds and things and to take all such steps and to execute all such documents, instruments, agreements, deeds and undertakings and do all such things and delegate all or any of the powers of the Board, and give all such directions as the Board may consider necessary, expedient or desirable in order to give effect to the above resolution and/or also to settle any questions or difficulties that may arise in such manner as the Board in its absolute discretion may deem fit and take all steps which are incidental and ancillary in this connection.”

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

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

Date: 17.03.2023  
Place: New Delhi

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

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




**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 corporate 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](mailto:secretarial@bira91.com).
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](mailto: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\\_MzUwZmZiM2UtZTk1Yi00ODE2LTljYWYtOTlhMTc2ZjExOTEy%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](https://teams.microsoft.com/l/meetup-join/19%3ameeting_MzUwZmZiM2UtZTk1Yi00ODE2LTljYWYtOTlhMTc2ZjExOTEy%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](mailto: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 02/2023-24 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 02/2023-24 Extra- Ordinary General Meeting in a fair and transparent manner.
    - Members shall communicate their assent/ dissent by sending an email to [meeting@bira91.com](mailto:meeting@bira91.com). (“Designated email ID”) with cc to [secretarial@bira91.com](mailto: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.
    - 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.



*Chawate*



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](mailto: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**

**Agenda Item No. 1: -**

In order for the Company to raise debt for the working capital requirement and such other general corporate purposes of the Company (which purpose will be more particularly identified in the documents to be executed in relation to such debt), the Company is planning to make a private placement of upto 501 (Five Hundred and One) partly paid secured redeemable Non-Convertible Debentures (“NCDs”), in one or more tranches, in the dematerialised form, having face value of INR 10,00,000/- (Indian Rupees Ten Lakhs) each and aggregating up to INR 51,00,10,000/- (Rupees Fifty-One Crores and Ten Lakhs only) (the “Debentures”), to M/s. Trifecta Venture Debt Fund – III (“Trifecta”) and that the Company will have to appoint a debenture trustee and other relevant intermediaries and counsels for the issue of such Debentures.

The following securities are proposed to be created in favour of the Debenture Trustee in relation to the issuance of the Debentures for the purpose of securing the principal amount along with the coupon thereon:

- a) First pari-passu charge over the entire current assets and fixed assets (including all movable and immovable, excluding IP & brand, etc.), both present and future, excluding the upcoming greenfield brewery in Uttar Pradesh and any brewery owned by the Company in future.
- b) Second Charge over the upcoming greenfield brewery in Uttar Pradesh.
- c) Company shall not divest or create any lien (direct or indirect) on the IP & brand assets, both present and future.

As per Section 42 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment) Rules framed there under, a company offering or making an invitation to subscribe to securities, on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a special resolution, for each of the offers and invitations.

A draft of the offer letter in the prescribed Form PAS-4 along with the application forms proposed to be circulated to M/s. Trifecta Venture Debt Fund – III are enclosed to this notice.

The concern or interest, financial or otherwise in respect of agenda No. 01 under Special Business of:

- |      |  |        |
|------|--|--------|
| i.   | Director and Manager                           | - None |
| ii.  | Every other Key Managerial Personnel           | - None |
| iii. | Relatives of persons mentioned in (i) and (ii) | - None |

Approval of the Shareholders is being sought as required in terms of Section 23, 42 & 62 (1) (c) of the Companies Act, 2013, by way of special resolution.

Your directors recommend the resolution in item No. 01, as special resolution for your approval.





The documents related to aforesaid resolution will be available for inspection at the registered office of the Company between the day of notice and Meeting during business hours.

**Agenda Item No. 02: -**

The Company is proposing to issue 501 (Five Hundred and One) partly paid secured redeemable Non-Convertible Debentures (“NCDs”) of the face value of INR 10,00,000/- (Indian Rupees Ten Lakhs) each aggregating to the value of upto INR 50,00,10,000/- (Indian Rupees Fifty Crores and Ten Lakhs only) to Trifecta Venture Debt Fund - III (“Trifecta”) as mentioned in resolution No. 01 of this notice.

Pursuant to the proposed Share Subscription Agreement to be executed by and amongst the Company and Trifecta the board proposes to offer and issue 01 Equity Share of the face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 708/- (Indian Rupees Seven Hundred and Eight only) each and 69,638 (Sixty-Nine Thousand Six Hundred and Thirty-Eight) partly paid Subscription Series A Compulsorily Convertible Cumulative Preference Shares (“**Subscription Series A CCCPS**”) having face value of INR 15/- (Indian Rupees Fifteen) each at a premium of INR 703/- (Indian Rupees Seven Hundred and Three only) each, collectively referred to as the “**Subscription Shares**” on a preferential basis by way of private placement to Trifecta., on the terms and conditions as mentioned herein below.

Your Board in their meeting held on March 10, 2023, had approved the proposal, subject to necessary approval(s) of members, for such offer of equity and partly paid Subscription Series A CCCPS and raise the funds up to INR 70,356 (Indian Rupees Seventy-Thousand Three Hundred and Fifty-Six only) i.e., INR 718/- (Indian Rupees Seven Hundred and Eighteen only) from equity share and INR 69,638/- (Indian Rupees Sixty-Nine Thousand Six Hundred and Thirty-Eight) from partly paid Subscription Series A CCCPS (initially i.e., Rs.1/- each share and remaining 4,99,30,446/- (Indian rupees Forty-Nine Crores Thirty Lakhs Four Hundred and Forty-Six only) thereafter in call.

Further, the terms of issue of Subscription Series A CCCPS shall be as under:

Sl. No.	Characteristics	Subscription Series A 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	1.1 The Subscription Series A CCCPS are issued at a minimum preferential dividend rate of 0.0001% (Zero point Zero Zero Zero One percent) per annum (the “ <b>Subscription Series A CCCPS Preferential Dividend</b> ”). Subject to Clause 1.4 below, the Subscription Series A CCCPS 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 CCCPS, Series A1 CCCPS, Series A2 CCCPS, Series B CCCPS, Bonus CCCPS, Bonus Series A CCCPS, Bonus Series A1





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		<p>CCCPS, Pre-Series C CCCPS, Pre-Series C1 CCCPS, Pre-Series D CCCPS, Pre-Series D1 CCCPS, Series C1 CCCPS, Series C CCCPS, Series D CCCPS and Series D2 CCCPS which shall be paid <i>pari-passu</i> to the Subscription Series A CCCPS Preferential Dividend. Notwithstanding the above, the Subscription Series A CCCPS Preferential Dividend shall be due only when declared by the Board.</p> <p>1.2 Subject to Clause 1.4 below, in addition to and after payment of the Subscription Series A CCCPS Preferential Dividend, each Subscription Series A CCCPS would be entitled to participate <i>pari passu</i> 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 such dividend or distribution any Subscription Series A CCCPS would be entitled to a dividend hereunder greater than the maximum amount permitted to be paid under Applicable Law.</p> <p>1.4 It is clarified that until the Subscription Series A CCCPS are fully paid up, the dividend on the Subscription Series A CCCPS, as declared by the Board would be payable in proportion to the amount paid-up by the holders of the Subscription Series A CCCPS, at the time of declaration of the dividend by the Board.</p>
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.	<p>In the event of a Super Angels' Liquidity Event, the Subscription Series A CCCPS holders shall be entitled to receive the higher of the following amounts on a <i>pari passu</i> basis with the payment the Pre-Series C1 CCCPS, Series A CCCPS, Series A1 CCCPS, Series A2 CCCPS, Bonus Series A CCCPS, Bonus Series A1 CCCPS, CCCPS, Subscription CCCPS, Bonus CCCPS, Pre-Series C CCCPS, Bonus CCCPS held by Super Angels and Bridge Series CCCPS , in the manner set out in the Articles: -</p> <p>a) pro-rata to its shareholding in the Company (on an as-if-converted basis) on account of Subscription Series A CCCPS (or Equity Shares held by the New Investor of the Subscription Series A CCCPS upon conversion of the Subscription Series A CCCPS); or</p>



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		<p>b) product of the Subscription Series A CCCPS Subscription Price and the number of Subscription Series A CCCPS it holds (or Equity Shares held by the New Investor upon conversion of the Subscription Series A CCCPS) along with all due and unpaid dividends pertaining to such Subscription Series A CCCPS.</p>
		<p>The Parties hereby agree that in the event of a Super Angels' Liquidity Event, the holders of Pre-Series C1 CCCPS, Series A CCCPS, Series A1 CCCPS, Series A2 CCCPS, Bonus Series A CCCPS, Bonus Series A1 CCCPS, CCCPS, Subscription CCCPS, Bonus CCCPS, Pre-Series C CCCPS, Bonus CCCPS held by Super Angels and Bridge Series CCCPS shall rank pari passu for the distribution of the liquidation proceeds in accordance with Article 99.1A to 99.9 of the Articles.</p> <p>It is clarified that nothing in Article 99 of the Articles shall apply to the New Investor in the event of an occurrence of a Liquidity Event that does not constitute a Super Angels' Liquidity Event.</p>
		<p>It is hereby further clarified that the Subscription Series A CCCPS holders shall not be required to mandatorily fully pay the Subscription Series A CCCPS unless required as per the terms of the Agreement or under applicable Law.</p>
03.	Conversion of Subscription Series A CCCPS into equity shares	<p><b>3.1 Conversion</b></p> <p>3.1.1. Subject to each Subscription Series A CCCPS being fully paid-up in the manner set out in the Act, each Subscription Series A CCCPS may be converted into Equity Shares at any time at the option of the holder of the Subscription Series A CCCPS.</p> <p>3.1.2. Subject to each Subscription Series A CCCPS being fully paid-up in the manner set out in the Act and subject to compliance with Applicable Law, each Subscription Series A 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) in connection with an IPO, prior</p>



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		<p>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 Applicable Law.</p> <p>3.1.3. Subject to each Subscription Series A CCCPS being fully paid-up in the manner set out in the Act and subject to compliance with Applicable Law, each Subscription Series A CCCPS shall be converted into equivalent number of Equity Shares at a conversion ratio of 1:1.</p> <p><b>3.2. <u>Conversion Procedure</u></b></p> <p>3.2.1 Subject to each Subscription Series A CCCPS being fully paid-up in the manner set out in the Act, each holder of a Subscription Series A CCCPS who elects to convert the same into Equity Shares shall give a written notice to the Company that such holder has elected to convert the Subscription Series A CCCPS and shall state in such notice the number of Subscription Series A CCCPS that are required to be converted.</p> <p>3.2.2 Within 10 (Ten) days after receipt of such notice, the Company shall issue and allot fully paid equity shares to the dematerialized account of Subscription Series A CCCPS holder in lieu of Subscription Series A CCCPS being so converted.</p> <p>3.2.3 The holder of Subscription Series A CCCPS shall, with effect from the date on which the Company passes the relevant corporate resolution for the allotment of the Equity Shares in the manner set out in Paragraph 3.2.2 above, be deemed and treated by the Company for all purposes as the holder on record of the relevant number of the Equity Shares issued upon conversion of such Subscription Series A CCCPS.</p> <p>3.2.4 The Company shall deliver the statement of beneficial ownership for the Equity Shares allotted in</p>
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		name of the holder of Subscription Series A CCCPS subsequent to conversion of the Subscription Series A CCCPS in the manner set out in this Paragraph 3, within 10 (Ten) Business Days after passing the relevant corporate resolutions.
04.	Redemption of Subscription Series A CCCPS	N.A. as the shares are being issued as Compulsorily Convertible Cumulative Preference Shares.
05.	Voting Rights	The Subscription Series A CCCPS Holders shall be entitled to attend meetings of all shareholders of the Company and will be entitled to such voting rights as available to holders of Preference Shares under applicable Law. The Subscription Series A CCCPS Holders shall be entitled to vote on all such matters which affect their rights directly or indirectly.
06.	Anti-Dilution	N.A.
07.	General	<b>No Impairment.</b> The Company shall not avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Subscription Series A CCCPS against impairment.

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 equity and 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(3) and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014:

(i) **Objects of the issue:** -

The funds raised out of the issue will be used for the purpose of current/future expansion plans/activities, potential acquisitions, working capital and general corporate purposes of the Company.

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

Equity Shares and partly paid Subscription Series A Compulsorily Convertible Cumulative Preference Shares ("**Subscription Series A CCCPS**").





- (iii) **The manner of issue of shares: -**  
The equity and partly paid Subscription Series A CCCPS will be offered and issued through a preferential basis by way of private placement, pursuant to Sections 23(1)(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: -**  
01 (one) equity share having face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 708/- (Rupees Seven Hundred and Eight) and 69,638 (Sixty-Nine Thousand Six Hundred and Thirty-Eight) Subscription Series A CCCPS is being proposed to be issued as partly paid on a private placement basis.
- (v) **Date of passing of Board resolution: -**  
March 10, 2023.
- (vi) **Kinds of securities offered and the price or price band at/within which the allotment is proposed:**  
01 (one) equity share having face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 708/- (Rupees Seven Hundred and Eight) and 69,638 (Sixty-Nine Thousand Six Hundred and Thirty-Eight) Subscription Series A CCCPS is being proposed to be issued as partly paid on a private placement basis.
- (vii) **Basis on which the price has been arrived at along with report of the registered Valuer:**  
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, has undertaken the valuation and determined the fair market value of the Equity Shares based on Discounted Free Cash Flow Method and the valuation report is 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: -**  
**Amount proposed to be raised by issue of 01 equity share:** INR 718/- (Indian Rupees Seven Hundred and Eighteen).  
**Amount proposed to be raised by issue of 69,638 (Sixty-Nine Thousand Six Hundred and Thirty-Eight) partly paid Subscription Series A CCCPS:** INR 69,638/- (Indian Rupees Sixty-Nine Thousand Six Hundred and Thirty-Eight) partly paid Subscription Series A CCCPS (initially i.e., Rs.1/- each share and remaining 4,99,30,446/- (Indian rupees Forty-Nine Crores Thirty Lakhs Four Hundred and Forty-Six only) thereafter in call.
- (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 December 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 proposed investor, **Trifecta Venture Debt Fund – III**, a trust registered as an alternative investment fund with Securities and Exchange Board of India under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
- (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: -**  
The material terms of the Subscription Series A CCCPS shall be in accordance with the investment agreement proposed to be executed by and amongst the Company and Trifecta.
- (xiii) **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.
- (xiv) **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: -**  
NIL.
- (xv) **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	Percentage of post preferential offer capital held by them	Email ID
01.	Trifecta Venture Debt Fund - III	Resident	1 equity and 69,638 partly paid Subscription Series A CCCPS	0.11%	<a href="mailto:sahil.aggarwal@trifectacapital.in">sahil.aggarwal@trifectacapital.in</a>

\* on a fully diluted basis.

- (xvi) **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 Equity Shares and partly paid Subscription Series A CCCPS as envisaged in the resolutions at Agenda Item Nos. 2, provided that a proportionate change in voting rights would result consequent to the change in shareholding pattern on conversion of Subscription Series A CCCPS into equity shares.





(xvii) 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: -

S. No.	Date of Allotment	Type of Shares Allotted	Name of Shareholders	Number of Shares	Price per share (including premium)	Total Amount Invested
01.	31.01.2023	Series D2 CCCPS	Rahul Singh	194,989	718 (703 Premium)	N.A. as the shares are being issued for consideration other than cash
	31.01.2023	Series D2 CCCPS	Bineeta Singh	194,989	718 (703 Premium)	N.A. as the shares are being issued for consideration other than cash
	31.01.2023	Series D2 CCCPS	Himanshu Gupta	17,024	718 (703 Premium)	N.A. as the shares are being issued for consideration other than cash
	31.01.2023	Series D2 CCCPS	RB Investments Pte. Ltd.	48,304	718 (703 Premium)	N.A. as the shares are being issued for consideration other than cash
	31.01.2023	Series D2 CCCPS	Mayfield FVCI, Ltd.	599,937	718 (703 Premium)	N.A. as the shares are being issued for consideration other than cash



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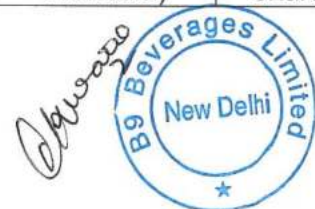
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	31.01.2023	Series D2 CCCPS	GHIOF Mauritius	197,771	718 (703 Premium)	N.A. as the shares are being issued for consideration other than cash
	31.01.2023	Series D2 CCCPS	Rishabh Mariwala	11,025	718 (703 Premium)	N.A. as the shares are being issued for consideration other than cash
	31.01.2023	Series D2 CCCPS	Chaitanya Deshpande	875	718 (703 Premium)	N.A. as the shares are being issued for consideration other than cash
	31.01.2023	Series D2 CCCPS	Northwest Group INC.	3,574	718 (703 Premium)	N.A. as the shares are being issued for consideration other than cash
	31.01.2023	Series D2 CCCPS	Gautam Sinha	9,518	718 (703 Premium)	N.A. as the shares are being issued for consideration other than cash
	31.01.2023	Series D2 CCCPS	Sandeep Girotra	952	718 (703 Premium)	N.A. as the shares are being issued for consideration other than cash
	31.01.2023	Series D2 CCCPS	Sanjay Sharma	1,190	718 (703 Premium)	N.A. as the shares are



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						being issued for consideration other than cash
	31.01.2023	Series D2 CCCPS	Seona Ventures	1,190	718 (703 Premium)	N.A. as the shares are being issued for consideration other than cash
02.	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).
03.	30.11.2022	Series D CCCPS	Kirin Holdings Singapore Pte. Ltd.	78,04,356	718 (703 Premium)	5,603,527,608
04.	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.
05.	11.11.2022	Pre-Series D CCCPS	Chhattisgarh Distilleries Limited	1,16,587	500 (485 Premium)	5,82,93,500
06.	10.11.2022	Pre-Series D CCCPS	Chhattisgarh Distilleries Limited	1,10,000	500 (485 Premium)	5,50,00,000



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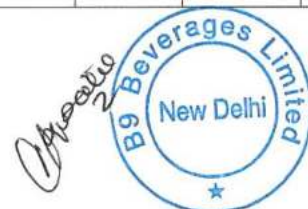
07.	07.10.2022	Pre-Series D CCCPS	Chhattisgarh Distilleries Limited	4,51,903	500 (485 Premium)	N.A. as the shares are being issued for consideration other than cash
08.	11.04.2022	Pre-Series D CCCPS	Sahitya Melaka	14,000	500 (485 Premium)	70,00,000

(xviii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer: -  
Not Applicable, as the proposed allotment is not for consideration other than cash.

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

**Pre-Issue Shareholding Pattern (Fully Diluted basis)**

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	Total	% of Holding
01.	<b>PROMOTER S HOLDING</b>												
(i)	Indian												
	Individuals	6,947,436	20	87,346	0	2,989	75,000	18,750	0	0	0	7,131,541	11.61%
	Bodies Corporate	0	0	0	0	0	0	0	0	0	0	0	0
	<b>TOTAL (i)</b>	<b>6,947,436</b>	<b>20</b>	<b>87,346</b>	<b>0</b>	<b>2,989</b>	<b>75,000</b>	<b>18,750</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>7,131,541</b>	<b>11.61%</b>
(ii)	Foreign Promoters	0	0	0	0	0	0	0	0	0	0	0	0
	<b>TOTAL (ii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>TOTAL (01 i.e. (i) + (ii))</b>	<b>6,947,436</b>	<b>20</b>	<b>87,346</b>	<b>0</b>	<b>2,989</b>	<b>75,000</b>	<b>18,750</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>7,131,541</b>	<b>11.61%</b>
02.	<b>NON-PROMOTER S HOLDING</b>												
(i)	Institutional Investors	1,083,085	0	18,970,088	3,086,665	0	0	0	0	2,000,000	7,804,356	32,944,194	53.64%
(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%



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Others (Including NRIs)	547,400	0	4,29,910	35,925	0	0	0	40,249	0	0	1,053,484	1.72%
<b>TOTAL (02 i.e. (i) + (ii))</b>	<b>13,462,555</b>	<b>0</b>	<b>21,580,923</b>	<b>4,409,948</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>3,745,429</b>	<b>2,000,000</b>	<b>9,085,694</b>	<b>54,284,549</b>	<b>88.39%</b>
<b>SUM (01 + 02)</b>	<b>20,409,991</b>	<b>20</b>	<b>21,668,269</b>	<b>4,409,948</b>	<b>2,989</b>	<b>75,000</b>	<b>18,750</b>	<b>3,745,429</b>	<b>2,000,000</b>	<b>9,085,694</b>	<b>61,416,090</b>	<b>100%</b>

### Post Issue Shareholding Pattern (Fully Diluted basis)

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	Total	% of Holding
01.	<b>PROMOTER S HOLDING</b>												
(i)	Indian												
	Individuals	6,947,436	20	87,346	0	2,989	75,000	18,750	0	0	0	7,131,541	11.60%
	Bodies Corporate	0	0	0	0	0	0	0	0	0	0	0	0
	<b>TOTAL (i)</b>	<b>6,947,436</b>	<b>20</b>	<b>87,346</b>	<b>0</b>	<b>2,989</b>	<b>75,000</b>	<b>18,750</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>7,131,541</b>	<b>11.60%</b>
(ii)	Foreign Promoters	0	0	0	0	0	0	0	0	0	0	0	0
	<b>TOTAL (ii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>TOTAL (01 i.e. (i) + (ii))</b>	<b>6,947,436</b>	<b>20</b>	<b>87,346</b>	<b>0</b>	<b>2,989</b>	<b>75,000</b>	<b>18,750</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>7,131,541</b>	<b>11.60%</b>
02.	<b>NON-PROMOTER S HOLDING</b>												
(i)	Institutional Investors	1,083,085	0	18,970,088	3,086,665	0	0	0	0	2,000,000	7,804,356	32,944,194	53.58%
(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	8.45%
	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	1,934,330	1,134,893	0	0	0	1,320,770	0	1,281,338	14,608,941	23.76%
	Others (Including NRIs)	547,400	0	4,29,910	35,925	0	0	0	40,249	0	0	1,053,484	1.71%
	<b>TOTAL (02 i.e. (i) + (ii))</b>	<b>13,462,555</b>	<b>0</b>	<b>21,650,561</b>	<b>4,409,948</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>3,745,429</b>	<b>2,000,000</b>	<b>9,085,694</b>	<b>54,354,187</b>	<b>88.40%</b>
	<b>SUM (01 + 02)</b>	<b>20,409,991</b>	<b>20</b>	<b>21,737,907</b>	<b>4,409,948</b>	<b>2,989</b>	<b>75,000</b>	<b>18,750</b>	<b>3,745,429</b>	<b>2,000,000</b>	<b>9,085,694</b>	<b>61,485,898</b>	<b>100%</b>

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

Not applicable as the Subscription Series A CCCPS proposed to be issued are compulsorily convertible cumulative preference shares.



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

H-106, CONNAUGHT CIRCUS, NEW DELHI 110001 | TEL: +91 (0) 11 4920 6600 | E-MAIL: INFO@BIRA91.COM | CIN: U80903DL2012PLC236595

BIRA91.COM



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

Equity shareholding will be diluted to the extent of the Subscription Series A Compulsorily Convertible Cumulative Preference Shares held by Trifecta being converted into equity shares. The Company will complete the issue and allotment of partly paid Subscription Series A CCCPS within a period of 60 (sixty) days from the date of getting the share application money and shall report the same with the Registrar of Companies.

As the equity and Subscription Series A CCCPS are offered to Trifecta on private placement basis the approval of members by way of special resolution under section 62(1)(c) of the Companies Act 2013 is required.

Your directors recommend approval of members, the special resolution, as set out at agenda items No. 02 of the notice.

The valuation report issued by the registered valuer, Mr. Siddharth Gupta, Registered Valuer, having Registration Number IBBI/RV/05/2019/11261, who fulfilled the required specification covered under Rule 12 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and a copy of the transaction agreements are 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.

**AGENDA ITEM NO. 03: -**

In order for the Company to raise debt for the working capital requirement and such other general corporate purposes of the Company (which purpose will be more particularly identified in the documents to be executed in relation to such debt), the Company is planning to make a private placement of upto 1,000 (One Thousand) unrated, unlisted, unsecured, redeemable non-convertible debentures, in one or more tranches, in the dematerialised form, having face value of INR 10,00,000/- (Indian Rupees Ten Lakhs only) each and aggregating up to INR 100,00,00,000/- (Rupees One Hundred Crores only) (the "Debentures") at par on the face value of the Debentures to be issued by the Company, to such persons as permitted under applicable law and that the Company will have to appoint a debenture trustee and other relevant intermediaries and counsels for the issue of such Debentures.

The following third-party securities are proposed to be created in favour of the Debenture Trustee in relation to the issuance of the Debentures for the purpose of securing the principal amount along with the coupon thereon:

- a. Personal Guarantee from the Guarantor(s) limited to their shareholding.
- b. Pledge of 10.3% of the Promoter/ Founder shares in the Company.
- c. Issue of Demand Promissory Note by the Company; and
- d. Post-dated cheques for monthly coupon payments and principal payment instalments and an undated cheque for the entire investment amount.
- e. such other security as may be agreed.





Pursuant to Section 42 and 71 of the Companies Act, 2013, the approval of the members by way of Special Resolution is required for issuance of debentures. Hence, the resolution has been forwarded by the Board to the members for their consideration and approval.

A copy of Memorandum of Association and Articles of Association of the Company will be available for inspection at the registered office of the Company between the day of notice and Meeting during business hours.

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

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

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

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



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

Date: 17.03.2023  
Place: New Delhi