



# Pernod Ricard India Private Limited

## NOTICE

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of Pernod Ricard India Private Limited ("the Company") will be held on Wednesday, September 28, 2022 at 4.30 p.m. IST through video conferencing ("VC") or other audio visual means ("OAVM"), to transact the following business(es):

### ORDINARY BUSINESS (ES):

1. **To receive, consider and adopt the audited Financial Statements (standalone and consolidated) of the Company as at March 31, 2022 and the Reports of Directors' and Auditors' thereon**

To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Financial Statements (standalone and consolidated) of the Company including the Balance Sheet as at March 31, 2022, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year ended on March 31, 2022 along with accompanying notes referred to therein, reports of the Board of Directors and Auditors' thereon, be and are hereby received, considered and adopted."

2. **To consider and approve the appoint of M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022), as the Statutory Auditors of the Company:**

To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141 and other applicable provision, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022), be and is hereby appointed as the Statutory Auditors of the Company to hold office for a period of 5 (five) years from the conclusion of Twenty Ninth (29<sup>th</sup>) Annual General Meeting till the conclusion of Thirty Fourth (34<sup>th</sup>) Annual General Meeting at such remuneration as may be decided by the Board of Directors in consultation with the statutory auditors of the Company."

### SPECIAL BUSINESS:

3. **To appoint Ms. Richa Singh (DIN: 07004854) as Director of the Company**

To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 161(1) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Articles of Association of the Company, Ms. Richa Singh (DIN: 07004854) who has been appointed as an Additional Director of the Company with effect from June 8, 2022 and who holds such office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.



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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all the necessary steps in this regard for giving effect to this resolution.”

For **Pernod Ricard India Private Limited**

**Vijay Breja**  
**Senior Manager – Legal &**  
**Company Secretary**  
**Date: September 20, 2022**  
**Place: New Delhi**

## **NOTES:**

1. In view of the COVID-19 pandemic, the Board of Directors of the Company are convening this Annual General Meeting through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) in terms of General Circular No. 02/2022 dated May 05, 2022 read with 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 , Circular No. 19/2021 dated 8<sup>th</sup> December, 2021, Circular No. 21/2021 dated 14<sup>th</sup> December, 2021 and General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 issued by the Ministry of Corporate Affairs (‘MCA’) in the manner as mentioned herein below:
  - a) The Company is convening the Annual general meeting (AGM) through video conferencing and no physical presence of members, directors or auditors shall be required. The deemed venue of this Annual general meeting shall be considered as the registered office of the Company situated at Atelier, No. 10, Level 1, Worldmark 2, Aerocity New Delhi 110037, India.
  - b) Notice of AGM along with the copies of Financial Statements for the Financial year ended March 31, 2022 including Board’s Report and Auditors Report thereon is being sent through email to all members as approved in the Board Meeting held on 20<sup>th</sup> September, 2022 on their registered email id with the Company and no physical copy of the same would be dispatched.
  - c) If any member requires to update his/her registered email id and/or address, they may send the request for the same at the e-mail address i.e. [Vijay.Breja@pernod-ricard.com](mailto:Vijay.Breja@pernod-ricard.com).
  - d) The Company is providing two way teleconferencing facility for the ease of participation of the members. Link for joining the meeting will be shared along with the notice of this meeting or through separate email.
  - e) Participants i.e. Members, Directors, Key Managerial Personnel and Auditors to whom this notice is being circulated are allowed to submit their queries, questions etc. before the AGM in advance on the e-mail address i.e. [Vijay.Breja@pernod-ricard.com](mailto:Vijay.Breja@pernod-ricard.com). Further, questions may also be posed concurrently during the AGM.



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- f) Corporate Members are requested to send a duly certified copy of the Board Resolution or authorization letter, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
  - g) Members, directors and auditors to whom this notice is being circulated can attend the AGM through video conferencing at least 15 minutes before the schedule time. Also, the facility shall not be closed till the expiry of 15 minutes after start of the meeting, unless with consent of all the members and directors present at the meeting.
  - h) Members shall cast their vote by either by show of hands at the meeting or convey their vote by way of email address i.e. [Vijay.Breja@pernod-ricard.com](mailto:Vijay.Breja@pernod-ricard.com).
  - i) The result of voting shall be declared in the meeting and the meeting shall be deemed to be conclusive after the declaration of result.
  - j) In case of any assistance is required with using the technology before or during the Annual general meeting, in accessing the meeting, the members may contact Mr. Vijay Breja at his email address i.e. [Vijay.Breja@pernod-ricard.com](mailto:Vijay.Breja@pernod-ricard.com).
2. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business is annexed hereto.
  3. Information as per Secretarial Standards in respect of Directors seeking appointment at the Annual General Meeting (Item no. 2 of the notice) is given in the explanatory statement.

It is being informed that physical presence of the members have been dispensed with for attending the AGM through VC/OAVM, therefore, the facility to appoint proxy to attend and cast vote for the members will not be available for this AGM and the Proxy Form, Attendance Slip and route map are not annexed to this Notice. This notice for convening annual general meeting has also been hosted on website of the Company i.e. <https://www.pernod-ricard.com/en-in/media/publications-and-reports/>.

4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be open for inspection by the members electronically between 11:00 am to 01:00 pm. Members seeking to inspect such documents can send an email at [Vijay.Breja@pernod-ricard.com](mailto:Vijay.Breja@pernod-ricard.com).
6. In terms of the provisions of Section 139 of the Companies Act, 2013, M/s. BSR & Associates LLP, Chartered Accountants (Firm Registration Number: 116321W/W-100024), were appointed as the Statutory Auditors of the Company in the 24<sup>th</sup> Annual General Meeting of the Company from the conclusion of 24<sup>th</sup> Annual General Meeting till the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company. The existing audit firm have expressed their unwillingness to be re-appointed at the Statutory Auditors of the Company.



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The Board at its meeting held on 19<sup>th</sup> September, 2022 has approved the appointment of M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022), as Statutory Auditors of the Company subject to approval of the members in the 29<sup>th</sup> Annual General Meeting of the Company from the conclusion of this Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting, for carrying out the audit of the financial statements of the Company for the financial year 2022-23 to financial year 2026-27.

M/s. BSR & Co. LLP, Chartered Accountants, have furnished a letter of their consent and eligibility as per Section 139 and other applicable provisions of the Companies Act, 2013 for their appointment as the Statutory Auditors of the Company.

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

### **Item No. 3**

Ms. Richa Singh (DIN: 07004854) was appointed as an Additional Director and Whole-Time Director by the Board of Directors of the Company with effect from June 8, 2022. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013. Ms. Singh holds office upto the date of ensuing Annual General Meeting. Therefore, it is proposed to appoint Ms. Singh as Director of the Company.

Following are the brief particulars of Ms. Richa Singh:

<b>Particulars</b>	
<b>Age</b>	46 Years
<b>Date of first Appointment on the Board</b>	June 8, 2022
<b>Qualifications</b>	MBA
<b>Experience</b>	21 years
<b>Chairmanships/Directorships of other Companies</b>	Nil
<b>Chairmanships/Memberships of Committees of other Public Companies</b>	Nil
<b>Number of shares held in the Company as on March 31, 2022</b>	Nil
<b>Number of Meetings attended during the financial year 2021-22</b>	Not Applicable
<b>Terms and Conditions of Appointment and Remuneration</b>	As per terms and condition (including remuneration) approved by the Board at its meeting held on June 8, 2022.



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<b>Details of Remuneration sought to be paid</b>	As per terms and condition (including remuneration) approved by the Board at its meeting held on June 8, 2022.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	N.A.

The Board therefore recommends the resolution as set out under Item no. 3 of the Notice for approval of the Shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel & their relatives, except Ms. Singh and her relatives, is in any way concerned or interested financially or otherwise in the proposed resolution.

For **Pernod Ricard India Private Limited**

**Vijay Breja**  
**Senior Manager – Legal &**  
**Company Secretary**  
**Date: September 20, 2022**  
**Place: New Delhi**