



# Pernod Ricard India Private Limited

## NOTICE

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of Pernod Ricard India Private Limited (“the Company”) will be held on Thursday, September 30, 2021 at 4.30 p.m. IST through video conferencing (“VC”) or other audio visual means (“OAVM”), to transact the following business:

### ORDINARY BUSINESS:

1. **To receive, consider and adopt the audited Financial Statements of the Company as at March 31, 2021 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 of the Company including the Balance Sheet as at March 31, 2021, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year on March 31, 2021 along with accompanying notes referred to therein, reports of the Board of Directors and Auditors’ thereon, be and are hereby received, considered and adopted.”

### SPECIAL BUSINESS(ES):

2. **To appoint Mr. Gagandeep Singh Sethi (DIN: 07943896) as Director 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 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, Mr. Gagandeep Singh Sethi (DIN: 07943896) who has been appointed as an Additional Director of the Company with effect from April 1, 2021 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.

**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.”

3. **To appoint Ms. Bijoya Roy (DIN: 09298260) as Director 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 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 Articles of Association of the Company, Ms. Bijoya Roy (DIN: 09298260) who has been appointed as an Additional Director of the Company with effect from September 20, 2021 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, 2021**

**Place: Delhi**

## **NOTES:**

1. In view of the spread of COVID-19 pandemic, the movement of persons is restricted hence 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. 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 and General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 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, 2020 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, 2021 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.
  - 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.



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- 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 & 3 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).

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

### **Item No. 2**

Mr. Gagandeep Singh Sethi (DIN: 07943896) was appointed as an Additional Director by the Board of Directors of the Company with effect from April 1, 2021. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013. Mr. Sethi holds office upto the date of ensuing Annual General Meeting. Therefore, it is proposed to appoint Mr. Sethi as Director of the Company.

Mr. Gagandeep Singh Sethi was also appointed as the Whole-time Director of the Company with effect from April 1, 2021.



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Following are the brief Particulars of Mr. Gagandeep Singh Sethi:

<b>Particulars</b>	
<b>Age</b>	46 Years
<b>Date of first Appointment on the Board</b>	April 1, 2021
<b>Qualifications</b>	BE Electronics & Instrumentation
<b>Experience</b>	25 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, 2021</b>	NIL
<b>Number of Meetings attended during the financial year 2020-21</b>	N.A.
<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 March 30, 2021.
<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 March 30, 2021.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	NIL

The Board therefore recommends the resolution as set out under Item no. 2 of the Notice for approval of the Shareholders as an Ordinary Resolution.

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

### **Item No. 3**

Ms. Bijoya Roy (DIN: 09298260) was appointed as an Additional Director by the Board of Directors of the Company with effect from September 20, 2021. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013. Ms. Roy holds office upto the date of ensuing Annual General Meeting. Therefore, it is proposed to appoint Ms. Roy as Director of the Company.

Ms. Bijoya Roy (DIN: 09298260) was appointed as the Whole-time Director of the Company with effect from September 20, 2021.



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Following are the brief Particulars of Ms. Bijoya Roy:

<b>Particulars</b>	
<b>Age</b>	42 years
<b>Date of first Appointment on the Board</b>	September 20, 2021
<b>Qualifications</b>	LL.B and PG Diploma in European Commission Competition Law
<b>Experience</b>	19 years
<b>Chairmanships/Directorships of other Companies</b>	Director in Pernod Ricard India Foundation
<b>Chairmanships/Memberships of Committees of other Public Companies</b>	NIL
<b>Number of shares held in the Company as on March 31, 2021</b>	NIL
<b>Number of Meetings attended during the financial year 2020-21</b>	N.A.
<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 September 20, 2021.
<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 September 20, 2021.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	NIL

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. Bijoya Roy 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, 2021**

**Place: Delhi**