



Pernod Ricard India Private Limited

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PERNOD RICARD INDIA PRIVATE LIMITED ("Company") WILL BE HELD THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM") ON MONDAY, THE 22ND DAY OF JUNE 2026 AT 3:30 P.M. (IST) TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

- 1. TO APPROVE THE RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF UNISSUED PREFERENCE SHARES INTO EQUITY SHARES AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications, amendment thereto or re-enactment thereof for the time being in force) and read with Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modifications, amendments thereto or re-enactment thereof, the regulations made thereunder, and further subject to any applicable law and the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the reclassification of the unissued authorised share capital of the Company by cancellation of existing authorised preference share capital of the Company of INR 25,00,00,000/- (Indian Rupees Twenty Five Crores only) divided into 2,50,000 (Two Lakhs Fifty Thousand) 6% redeemable preference shares of INR 1000/- (Indian Rupees One Thousand only) each to increase the existing authorised equity share capital of the Company by INR 25,00,00,000/- (Indian Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two crores Fifty Lakhs) equity shares of INR 10/- (Indian Rupee Ten only), each ranking *pari passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT approval of the members is accorded for the consequent alteration of the existing capital clause in the Memorandum of Association of the Company from:

"V. The Authorised Share Capital of the Company is Rs. 100,00,00,000/ (Rupees One Hundred Crores) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 2,50,000 (Two Lakhs Fifty Thousand only) 6% Redeemable Preference Shares of Rs. 1000/- (Rupees One Thousand only) each."

to

"V. The Authorised Share Capital of the Company is INR 100,00,00,000/ (Indian Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crores) equity shares of face value of INR 10/- (Indian Rupees Ten only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the directors of the Company or Company Secretary of the Company, be and is hereby severally authorised to make necessary application(s) to Registrar and Share Transfer Agent of the Company, National Securities Depository Limited (NSDL) and /or Central Depository Services (India) Limited (CDSL) for admission of such re-classified equity share capital.



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RESOLVED FURTHER THAT any of the directors or the Company Secretary of the Company, be and is hereby severally authorized to do all the acts, deeds and things including for making any filings or for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT any of the directors or the Company Secretary of the Company, be and is hereby severally authorized to certify the true copy of the aforesaid resolutions which may be forwarded or submitted to any concerned person or authorities for necessary action.”

2. TO APPROVE SUBDIVISION OF EQUITY SHARES OF THE COMPANY FROM FACE VALUE OF INR10 (INDIAN RUPEES TEN ONLY) PER EQUITY SHARE TO INR1 (RUPEE ONE ONLY) PER EQUITY SHARE

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 including the rules framed thereunder (including any statutory modifications, amendment thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of Articles of Association of the Company and any approvals, consents, permissions and sanctions, if any, required from any competent authority, consent of the members be and is hereby accorded to sub-divide each equity share having face value of INR 10 (Indian Rupees ten only) each fully paid up equity share into 10 (ten) equity shares having face value of INR 1 (Indian Rupee one only) each of the Company, with effect from the record date being the date of shareholders meeting i.e. June 22, 2026 or as may be decided by the Board.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid-up equity shares of face value of INR 10/- (Indian Rupees Ten Only) of the Company, existing as on the record date shall stand subdivided into equity shares of face value INR 1/- (Rupee One Only) each, fully paid up.

“**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to alter the existing capital clause of the Memorandum of Association of the Company from:

“V. The Authorised Share Capital of the Company is INR 100,00,00,000/ (Indian Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crores) equity shares of face value of INR 10/- (Indian Rupees Ten only) each.”

to

“V. The Authorised Share Capital of the Company is INR 100,00,00,000/- (Indian Rupees One Hundred Crores only) divided into 100,00,00,000 (One Hundred Crores) equity shares of face value of INR 1/- (Indian Rupee One only) each.”

RESOLVED FURTHER THAT upon sub-division of equity shares of the Company as aforesaid, the number of sub-divided equity shares to be credited to the respective beneficiary accounts of the



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shareholders with the depository participants, in lieu of the existing credits representing the equity shares before sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the directors of the Company or of the Company, be and is hereby severally authorised to make necessary application(s) to Registrar and Share Transfer Agent of the Company, National Securities Depository Limited (NSDL) and /or Central Depository Services (India) Limited (CDSL) for admission of such sub-divided equity shares and equity share capital.

RESOLVED FURTHER THAT any of the directors or the Company Secretary of the Company, be and is hereby severally authorized to do all the acts, deeds and things including for making any filings or for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT any of the directors or the Company Secretary of the Company, be and is hereby severally authorized to certify the true copy of the aforesaid resolutions which may be forwarded or submitted to any concerned person or authorities for necessary action.”

**By order of the Board of Directors of
Pernod Ricard India Private Limited**

Vijay Breja
Company Secretary
Membership No.: FCS 6462
Date: June 3, 2026
Address: 12th Floor, DLF Cyber Park, 405-B, Sector 20,
Udyog Vihar, Phase – III, Gurugram – 122016, Haryana



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Notes:

1. The Board of Directors of the Company are convening this Extra-ordinary General Meeting (“EGM”) through VC / OAVM in terms of General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (‘MCA’) (collectively referred to as ‘MCA Circulars’) in the manner as mentioned herein below: The Company is convening the EGM through video conferencing, and no physical presence of members, directors or auditors shall be required. The deemed venue of this EGM shall be considered as the corporate office of the Company situated at Atelier, No. 10, Level 1, Worldmark 2, Aerocity, New Delhi 110037, India
 - a. Notice of EGM along with the explanatory statement is being sent through email to all members as approved in the Board meeting held on May 26, 2026 on their registered email id with the Company and no physical copy of the same would be dispatched.
 - b. 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.
 - c. The Company is providing two way video-conferencing 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.
 - d. Participants i.e. members, directors, key managerial personnel, auditors and other person entitled to attend the same, to whom this notice is being circulated are allowed to submit their queries, questions etc. before the EGM in advance on the e-mail address i.e. vijay.breja@pernod-ricard.com. Further, questions may also be posed concurrently during the EGM.
 - e. 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 EGM.
 - f. Members, directors, auditors and other persons to whom this notice is being circulated can attend the EGM through video conferencing at least 15 minutes before the scheduled time. Also, the facility shall not be closed till the expiry of 15 minutes after the start of the meeting, unless with consent of all the members and directors present at the meeting.
 - g. Members shall cast their vote either by show of hands at the meeting or convey their vote by way of email address i.e. vijay.breja@pernod-ricard.com.
 - h. The result of voting shall be declared in the meeting and the meeting shall be deemed to be conclusive after the declaration of result.
 - i. In case of any assistance is required with using the technology before or during the EGM, in accessing the meeting, the members may contact Mr. Vijay Breja at his email address i.e. vijay.breja@pernod-ricard.com.
2. This EGM is being convened on Monday, June 22, 2026, in place of the meeting originally scheduled for June 8, 2026, pursuant to a request received from a shareholder. Accordingly, the Board of Directors, by way of a resolution passed through circulation on **June 3, 2026**, approved the rescheduling of the EGM along with revised EGM notice.
3. It is being informed that physical presence of the members has been dispensed with for attending the EGM through VC/OAVM, therefore, the facility to appoint proxy to attend and cast vote for the members will not be available for this EGM and the Proxy Form, Attendance Slip and route map are not annexed to this notice. This notice for convening EGM has also been hosted on website of the Company i.e. <https://www.pernod-ricard.com/en/locations/india>.



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4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business(es) is annexed hereto.
5. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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 between 11:00 am to 1:00 pm. Members seeking to inspect such documents can send an email at vijay.breja@pernodricard.com
7. Documents and other statutory registers/records, as required in terms of the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and the applicable secretarial standard on general meetings shall be available for inspection at the registered office of the Company during normal business hours on all working days up to the date of the EGM and also at the EGM.



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EXPLANATORY STATEMENT TO THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: TO APPROVE THE RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF UNISSUED PREFERENCE SHARES INTO EQUITY SHARES AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company has an authorised share capital of INR 100,00,00,000 (Indian Rupees One Hundred Crores only), comprising equity shares and 6% redeemable preference shares.

In order to streamline and optimise the capital structure of the Company, the Board of Directors proposes to reclassify the unissued portion of the authorised preference share capital into equity share capital. Accordingly, it is proposed to cancel 2,50,000 (Two Lakhs Fifty Thousand) unissued 6% Redeemable Preference Shares of INR 1,000/- (Indian Rupees One Thousand only) each and reclassify the same into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of face value of INR 10/- (Indian Rupees Ten only) each.

This reclassification will not result in any change in the total authorised share capital of the Company, which shall remain INR 100,00,00,000 (Indian Rupees One Hundred Crores only). However, the composition of the authorised share capital will change to consist entirely of equity shares.

Consequent to the above reclassification, Clause V of the Memorandum of Association of the Company relating to authorised share capital is required to be altered.

The proposed reclassification and alteration of the capital clause of the Memorandum of Association require approval of the members of the Company pursuant to Sections 13, 61 and 64 of the Companies Act, 2013 read with the applicable rules made thereunder.

A copy of the amended Memorandum of Association of the Company is available for inspection at the registered office of the Company during business hours on all working days up to and including the date of the meeting and will also be available during the meeting.

The Board of Directors recommends the resolution for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

ITEM No. 2: TO APPROVE SUBDIVISION OF EQUITY SHARES OF THE COMPANY FROM FACE VALUE OF INR10 (INDIAN RUPEES TEN ONLY) PER EQUITY SHARE TO INR 1 (RUPEE ONE ONLY) PER EQUITY SHARE

The equity shares of the Company presently have a face value of INR10/- (Indian Rupees Ten only) each. With a view to broadening the equity share capital base, the Board of Directors has approved, subject to the approval of the members, the sub-division (stock split) of each equity share of face value INR 10/- (Indian Rupees Ten only) into 10 (Ten) equity shares of face value INR1/- (Indian Rupee One only) each.

The proposed sub-division will not result in any change in the aggregate amount of the authorised, issued, subscribed and paid-up share capital of the Company. However, the number of equity shares



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will increase proportionately, and the face value per equity share will stand reduced from INR 10/- (Indian Rupees Ten only) to INR 1/- (Indian Rupee One only) each.

Upon the sub-division becoming effective, each equity share of INR10/- (Indian Rupees Ten only) held by shareholders as on the record date shall stand sub-divided into 10 equity shares of INR 1/- (Indian Rupee One only) each. The sub-divided equity shares shall rank pari passu in all respects with each other and carry the same rights as the existing equity shares of the Company.

Consequent to the sub-division, Clause V of the Memorandum of Association of the Company is required to be altered to reflect the revised face value and number of equity shares comprising the authorised share capital.

Further, upon the sub-division becoming effective, the existing equity shares held in dematerialised form will be credited in the respective beneficiary accounts of the shareholders with their depository participants, in lieu of the existing equity shares, in accordance with applicable depository procedures.

The sub-division of equity shares and the consequent alteration of the Memorandum of Association require approval of the members pursuant to Sections 13, 61 and 64 of the Companies Act, 2013 read with the applicable rules made thereunder.

A copy of the amended Memorandum of Association of the Company is available for inspection at the registered office of the Company during business hours on all working days up to and including the date of the meeting and will also be available during the meeting.

The Board recommends the resolution for approval of the members by way of ordinary resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any.

**By order of Board of Directors of
Pernod Ricard India Private Limited**

Vijay Breja
Company Secretary
Membership No.: FCS 6462
Date: June 3, 2026
Address: 12th Floor, DLF Cyber Park, 405-B, Sector 20,
Udyog Vihar, Phase – III, Gurugram – 122016, Haryana