



Pernod Ricard India Private Limited

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the members of Pernod Ricard India Private Limited (“**Company**”) will be held at shorter notice on **Thursday, September 28, 2023 at 3.00 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, 2023 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, 2023, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year ended on March 31, 2023 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:

2. **To appoint Ms. Nitu Anand Bhushan (DIN: 10318052) 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. Nitu Anand Bhushan (DIN: 10318052) who has been appointed as an Additional Director of the Company with effect from **September 25, 2023** 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.”

For **Pernod Ricard India Private Limited**

Vijay Breja
Senior Manager – Legal &
Company Secretary
Date: September 25, 2023
Place: Delhi



Pernod Ricard India Private Limited

NOTES:

1. The Board of Directors of the Company are convening this Annual General Meeting (“AGM”) 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 April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, Circular No. 2/2022 dated May 05, 2022 read with Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (‘MCA’) in the manner as mentioned herein below:
 - a) The Company is convening the AGM through video conferencing and no physical presence of members, directors or auditors shall be required. The deemed venue of this AGM 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, 2023 including Board’s report and auditors report thereon is being sent through email to all members as approved in the Board meeting held on September 25, 2023 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.
 - 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. 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 AGM.
 - 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 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.
 - h) 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.
 - 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 AGM, in accessing the meeting, the members may contact Mr. Vijay Breja at his email address i.e. Vijay.Breja@pernod-ricard.com.



Pernod Ricard India Private Limited

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 AGM (item no. 2 of the notice) is given in the explanatory statement.

It is being informed that physical presence of the members has 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 AGM 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 meeting is subject to receipt of shorter notice consent annexed hereto from requisite majority of members before its scheduled time in accordance with Section 101 of the Companies Act, 2013.
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 01:00 pm. Members seeking to inspect such documents can send an email at Vijay.Breja@pernod-ricard.com.

For **Pernod Ricard India Private Limited**

Vijay Breja
Senior Manager – Legal &
Company Secretary
Date: September 25, 2023
Place: Delhi



Pernod Ricard India Private Limited

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

Item No. 2

Ms. Nitu Anand Bhushan (DIN: 10318052) was appointed as an additional director by the Board of directors of the Company with effect from September 25, 2023. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013. Ms. Nitu holds office upto the date of ensuing AGM. Therefore, it is proposed to appoint Ms. Nitu as director of the Company.

Following are the brief particulars of Ms. Nitu Anand Bhushan:

Particulars	
Age	45 years
Date of first Appointment on the Board	Appointed with effect from September 25, 2023
Qualifications	B.E, MBA
Experience	20 years
Chairmanships/Directorships of other Companies	Nil
Chairmanships/Memberships of Committees of other Public Companies	Nil
Number of shares held in the Company as on March 31, 2023	Nil
Number of Meetings attended during the financial year 2022-23	Not Applicable
Terms and Conditions of Appointment and Remuneration	As per terms and conditions (including remuneration) approved by the Board at its meeting held on September 25, 2023.
Details of Remuneration sought to be paid	As per terms and condition (including remuneration) approved by the Board at its meeting held on September 25, 2023.
Relationship with other Directors, Manager, and other Key Managerial Personnel	N.A.

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.



Pernod Ricard India Private Limited

None of the directors, key managerial personnel and their relatives, except Ms. Nitu 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 25, 2023
Place: Delhi



Pernod Ricard India Private Limited

THE COMPANIES ACT, 2013

Consent for holding 30th Annual General Meeting of the company at shorter notice

[Pursuant to Section 101(1) of the Companies Act, 2013]

To,

The Board of Directors,

Pernod Ricard India Private Limited

Atelier, No. 10, Level 1, Worldmark 2, Aerocity, New Delhi 110037

Re: Consent for convening 30th Annual General Meeting of the company at shorter notice

Dear Sir(s),

We, _____, having registered office at _____, holding _____ equity share(s) of the company of face value Rs. 10/- (Indian Rupees Ten Only) each, hereby give my consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Annual General Meeting of the company at shorter notice on Thursday, 28th September 2023 at 3:00 p.m. IST or any adjournment thereof.

For and on behalf of _____

Signature:

(Authorized Representative)

Name:

Date: