



NOTICE

**To
The Members,
Statutory Auditors,
Directors.**

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (SERIAL NO. 01 / 2025-2026) OF THE MEMBERS OF B9 BEVERAGES LIMITED WILL BE HELD ON WEDNESDAY, 3RD DAY OF SEPTEMBER 2025 AT 02:00 P.M. THROUGH VIDEO CONFERENCING (VC) FACILITY/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS(S):

THE PROCEEDINGS OF THE EGM SHALL BE DEEMED TO BE CONDUCTED AT THE CORPORATE OFFICE OF THE COMPANY, 7, SCINDIA HOUSE, 1ST FLOOR, K. G. MARG, CONNAUGHT CIRCUS, NEW DELHI – 110001, INDIA WHICH BE THE DEEMED VENUE OF THE EGM.

SPECIAL BUSINESS(S):

1. CANCELLATION OF UNISSUED SHARES OF ONE CLASS AND INCREASE IN SHARES OF ANOTHER CLASS AND CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION 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 the provisions of Section 13, Section 61, Section 64 and all other applicable provisions of the Companies Act, 2013, and the rules enacted thereunder and the provisions contained in the articles of association of the Company, the approval of the members of the Company, be and is hereby accorded to cancel unissued Authorized Share Capital of the Company and make a corresponding increase in the authorized equity share capital of INR 10/- each as per below:

S. No.	No. of unissued shares	Face value per share (in INR)	Total amount of unissued share capital (in INR)	Corresponding increase in no. of equity shares of INR 10/- each	Corresponding increase in the amount of equity shares of INR 10/- each (in INR)
1.	26,226 Series A CCCPS	100	26,22,600	2,62,260	26,22,600
2.	4,30,000 CCCPS	15	6,45,0000	6,45,000	64,50,000

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

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3.	16,000 Series A1 CCCPS	100	16,00,000	1,60,000	16,00,000
4.	20,00,000 Series A2 CCCPS	15	3,00,00,000	30,00,000	3,00,00,000
5.	6,97,000 Pre Series C CCCPS	15	1,04,55,000	10,45,500	1,04,55,000
6.	8,50,000 Pre Series C1 CCCPS	15	1,27,50,000	12,75,000	1,27,50,000
7.	3,25,000 Series C1 CCCPS	100	3,25,00,000	32,50,000	3,25,00,000
8.	5,00,000 Pre-Series D CCCPS	15	75,00,000	7,50,000	75,00,000
9.	30,00,000 Pre-Series D1 CCCPS	15	4,50,00,000	45,00,000	4,50,00,000
10.	3,000 Class A Promoter OPCS	15	45,000	4,500	45,000
11.	1,38,474 Bonus CCCPS	15	20,77,110	20,77,11	20,77,110
12.	3,29,668 Bonus Series A CCCPS	15	49,45,020	4,94,502	49,45,020
13.	52,99,380 Bonus Series A1 CCCPS	15	2,24,45,700	22,44,570	2,24,45,700

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of Companies Act 2013 read along with relevant rules formed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, for the time being in force), the provisions contained in the articles of association of the Company, the approval of the members of the Company be and is hereby given to substitute the existing Clause V of the Memorandum of Association with the following new Clause V in the Memorandum of Association of the Company:

“The Authorized Share Capital of the Company is INR 156,47,16,196/- (Indian Rupees One Hundred Fifty-Six Crores Forty-Seven Lakhs Sixteen Thousand One Hundred and Ninety-Six only) divided into:

- 4,28,39,043 (Four Crore Twenty-Eight Lakh Thirty-Nine Thousand and Forty-Three only) Equity Shares of INR 10/- (Indian Rupees Ten only) each;*
- 20 (Twenty) equity shares of INR 1,000/- (Indian Rupees One Thousand only) each;*
- 287 (Two Hundred and Eighty-Seven) equity shares with Differential Voting Rights (“**Equity DVR -1**”) of INR 718/- (Indian Rupees Seven Hundred and Eighteen only) each;*
- 275 (Two Hundred and Seventy-Five) equity shares with Differential Voting Rights (“**DVR Securities**”) of INR 718/- (Indian Rupees Seven Hundred and Eighteen only) each;*

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- e) 25,000 (Twenty-Five Thousand) Compulsory Convertible Cumulative Preference shares ("**CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- f) 5,20,000 (Five Lakhs Twenty Thousand) Compulsory Convertible Cumulative Preference shares ("**CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- g) 29,000 (Twenty-Nine Thousand) Series A1 Compulsory Convertible Cumulative Preference Shares ("**Series A1 CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- h) 53,50,000 (Fifty-Three Lakhs Fifty Thousand) Series B Compulsory Convertible Cumulative Preference Shares ("**Series B CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- i) 18,03,000 (Eighteen Lakhs Three Thousand) Pre-Series C Compulsory Convertible Cumulative Preference Shares ("**Pre-Series C CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- j) 7,30,000 (Seven Lakhs Thirty Thousand) Pre-Series C1 Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series C1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- k) 9,75,000 (Nine Lakhs Seventy-Five Thousand) Series C1 Compulsorily Convertible Cumulative Preference Shares ("**Series C1 CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- l) 49,75,000 (Forty-Nine Lakhs Seventy-Five Thousand) Series C Compulsorily Convertible Cumulative Preference Shares ("**Series C CCCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- m) 80,00,000 (Eighty Lakhs) Series D Compulsorily Convertible Cumulative Preference Shares ("**Series D CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- n) 12,00,000 (Twelve Lakhs) Series D1 Compulsorily Convertible Cumulative Preference Shares ("**Series D1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- o) 12,81,500 (Twelve Lakhs Eighty-One Thousand and Five Hundred) Series D2 Compulsorily Convertible Cumulative Preference Shares ("**Series D2 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- p) 75,000 (Seventy-Five Thousand) Series D3 Compulsorily Convertible Cumulative Preference Shares ("**Series D3 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- r) 29,00,000 (Twenty-Five Lakhs) Series D4 Compulsorily Convertible Cumulative Preference Shares ("**Series D4 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- s) 35,00,000 (Thirty-Five Lakhs) Pre-Series D Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series D CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- t) 20,00,000 (Twenty Lakhs) Pre-Series D1 Compulsorily Convertible Cumulative Preference Shares ("**Pre-Series D1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- u) 40,000 (Forty Thousand) Bridge Series Compulsorily Convertible Cumulative Preference Shares ("**Bridge Series CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- v) 1,80,000 (One Lakh Eighty Thousand) Subscription Compulsorily Convertible Cumulative Preference Shares ("**Subscription CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- w) 69,650 (Sixty-Nine Thousand Six Hundred and Fifty) Subscription Series A Compulsorily Convertible Cumulative Preference Shares ("**Subscription Series A CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;



- x) 29,250 (Twenty-Nine Thousand Two Hundred and Fifty) Subscription Series B Compulsorily Convertible Cumulative Preference Shares ("**Subscription Series B CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- y) 75,000 (Seventy-Five Thousand) Class B Promoter Optionally Convertible Preference Shares ("**Class B Promoter OCPS**") of INR 100/- (Indian Rupees One Hundred only) each;
- z) 18,750 (Eighteen Thousand Seven Hundred and Fifty) Class C Promoter Optionally Convertible Preference Shares ("**Class C Promoter OCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- aa) 30,000 (Thirty Thousand) Class D Promoter Optionally Convertible Preference Shares ("**Class D Promoter OCPS**") of INR 15/- (Indian Rupees Fifteen only) each;
- bb) 9,05,000 (Nine Lakhs Five Thousand) Bonus Compulsory Convertible Cumulative Preference Shares ("**Bonus CCCPS**") of INR 15/- (Indian Rupees Fifteen Only) each;
- cc) 27,65,000 (Twenty-Seven Lakhs Sixty-Five Thousand) Bonus Series A Compulsory Convertible Cumulative Preference Shares ("**Bonus Series A CCCPS**") of INR 15/- (Indian Rupees Fifteen Only) each; and
- dd) 38,03,000 (Thirty-Eight Lakhs and Three Thousand) Bonus Series A1 Compulsory Convertible Cumulative Preference Shares ("**Bonus Series A1 CCCPS**") of INR 15/- (Indian Rupees Fifteen only) each."

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company, be and is hereby severally authorized to: (i) sign and file all the necessary forms (including e-form SH-7) and other document as may be required with statutory authorities including the Registrar of Companies; (ii) do all such acts and deeds as may be required to give effect to the aforementioned resolutions and (iii) authorize such person or persons as they deem fit to give effect to the aforementioned resolutions.

RESOLVED FURTHER THAT certified true copies of any of these resolutions may be furnished, as may be required, under the signature of any of the Directors or Company Secretary of the Company."

2. APPROVAL TO ISSUE FULLY PAID UP, UNRATED, UNLISTED, TAXABLE, , REDEEMABLE NON-CONVERTIBLE DEBENTURES ("DEBENTURES") FOR AN AMOUNT OF INR 8,66,00,000/- (RUPEES EIGHT CRORE SIXTY-SIX LAKH ONLY) TO BOSTON CONSULTING GROUP (INDIA) PRIVATE LIMITED ON PREFERENTIAL BASIS FOR A CONSIDERATION OTHER THAN CASH

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 Sections 23, 42, 71, 179(3)(c), 179(3)(f) and 180(1)(c) of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder



(including any amendment, modifications, variation or re-enactment thereof, for the time being in force), the memorandum of association and articles of association of the Company and subject to such other approvals, consents, sanctions, permissions (including conditions and modifications, if any) as may be necessary from all other appropriate statutory and regulatory authorities, approval of members be and is hereby accorded to Board to create, offer, issue and allot up to 866 (Eight Hundred Sixty Six Only) fully paid up, unrated, unlisted, taxable, redeemable, non-convertible debentures having a face value of INR 1,00,000/- (Rupees One Lakh Only) each ("**Debentures**"), on a preferential basis, to Boston Consulting Group (India) Private Limited (**BCG**), for a consideration other than cash i.e., in lieu of the services provided to the Company by BCG under the Original Consultancy Agreement, at par aggregating up to a principal amount of INR 8,66,00,000/- (Indian Rupees Eight Crore Sixty-Six Lakh Only), in dematerialized form and in a single series on such terms and conditions as may be mutually decided and deemed appropriate by and amongst the Board of Directors of the Company and BCG and as set out in the draft documents in relation to the issue of the Debentures ("**Issue**").

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to the board to issue one or more postdated cheques to BCG for an amount equal to the principal amount and interest on the Debentures ("**Post Dated Cheque(s)**"), as security for due redemption, payment and discharge of the Company's obligations in relation to the Debentures.

RESOLVED FURTHER THAT the Authorised Signatories be and are hereby authorized on behalf of the Company to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Issue, including, without limitation the following:

- a) authorizing Mr. Ankur Jain and Ms. Ankeeta Pawa, Directors of the Company (the "**Authorised Signatories**") severally to do all such acts, deeds and things as such Authorized Signatories in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of the Debentures;
- b) giving or authorizing the giving by concerned persons of such declarations, affidavit, certificates, consents and authorities as may be required from time to time;
- c) seeking, if required, any approval, consent or waiver from the Company's existing lenders, if any, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures;
- d) deciding, negotiating and finalizing the pricing and terms of the Debentures, and all other related matters;
- e) approving the offer letter (including amending, varying or modifying the same, as may be



considered desirable or expedient) in accordance with all applicable laws, rules, regulations and guidelines;

- f) entering into arrangements with any depositories (National Securities Depositories Limited and/or the Central Depository Services (India) Limited, as the case may be) in connection with the issue of the Debentures in demat form;
- g) appointing the registrar and other intermediaries and service providers for the Issue;
- h) authorizing of the maintenance of a register of holders of the Debentures in electronic form;
- i) to apply for admission of the securities on the depository system including but not limited to submission of Master Creation Form (**MCF**) for creation of International Securities Identification Number (**ISIN**), submission of Corporate Action Form (**CAF**) for allotment to depositories and taking all actions that may be necessary in this regard;
- j) to create a debenture redemption reserve, if applicable, in accordance with the provisions of the Companies Act, 2013 and the rules thereunder;
- k) to obtain ISIN from the depositories with respect to the Debentures; and
- l) generally doing any other act and/or deed, negotiating and executing any document/s, application/s, agreement/s, undertaking/s, deed/s, affidavits, declarations and certificates and/or giving such direction as it deems fit or as may be necessary or desirable with regard the Issue.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to the Board for appointing Catalyst Trusteeship Limited ("**Debenture Trustee**") as the Debenture Trustee in connection with the proposed Issue in accordance with the debenture trust deed or any transactions contemplated under the other transaction documents proposed to be executed in relation to the Debentures ("**Transaction Documents**") for the benefit of the holders of the Debentures.

RESOLVED FURTHER THAT the approval to the members to the board is hereby further accorded for signing and executing the following documents:

- a) debenture trustee agreement to be entered into between the Company and the Debenture Trustee for appointment of the Debenture Trustee;
- b) the debenture trust deed to be entered between the Company with the Debenture Trustee in relation to the Issue ("**Debenture Trust Deed**");
- c) the Post Dated Cheque(s);
- d) entering into any stamp duty indemnity as may be required by the Debenture Trustee;



- e) entering into such other documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, indentures, indemnities (including without limitation in respect of stamp duty), undertakings, instruments and forms as may be required in relation to the Issue of the Debentures or for creation of any Security interests or pursuant to any other purpose mentioned in these resolutions or to give effect to any transactions contemplated in such documents or the Debenture Trust Deed for the benefit of the holder of the Debentures;
- f) amend, novate, supplement, extend, restate or make any other modification to the Transaction Documents as may be required, from time to time, in relation to the Transaction Documents or to give effect to any transactions contemplated in the Transaction Documents; and
- g) any other document may be required under the Debenture Trust Deed, Debenture Documents and Transaction Documents to which the Company is a party.

RESOLVED FURTHER THAT the Authorized Signatories, be and are hereby severally authorized to:

- a) negotiate, finalize, execute, ratify and deliver the above-mentioned Transaction Documents, drafts of which have been tabled before the Board on behalf of the Company duly initialed by Chairman for the purpose of identification, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future);
- b) do all such acts, matters, deeds and things and to execute all documents, file all applicable forms (including PAS-4, PAS-3 and other e-forms) with, make applications to, receive approvals from, any persons, authorized dealers, governmental / regulatory authorities, including but not limited to the Registrar of Companies and Income Tax authorities or any Depository;
- c) sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Transaction Documents; and
- d) to take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents, the transactions contemplated therein, and the resolutions mentioned herein.

RESOLVED FURTHER THAT pursuant to the section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the draft of the private placement offer letter in the Form PAS-4 tabled before the meeting and initialed by Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby authorized to issue/circulate the private placement offer letter in Form PAS-4 along with the share application form to BCG and maintain a complete record of private placement offer in Form PAS-5 in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014.

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RESOLVED FURTHER THAT the Common Seal of the Company, if required by the Debenture Trustee, be affixed in accordance with the Articles of Association of the Company on the relevant Transaction Documents.

RESOLVED FURTHER THAT Authorised Signatories be and are severally authorised to enroll themselves as a “user” with the information utility to submit, confirm, authenticate and/or upload information, Transaction Documents, and any other document with the information utility in relation to the transactions contemplated by the Transaction Documents as may be required under Insolvency and Bankruptcy Code, 2016.

RESOLVED FURTHER THAT any one of the directors and/or the company secretary of the Company, be and is hereby severally authorized to obtain any statutory approvals or filing of any documents or information with any authorities, in compliance with the provisions of the Companies Act, 2013 and the rules framed thereunder (as may be applicable), or any statutory modifications thereof for the time being in force or of any other statute, legislation or enactment or any rule or regulation and to sign such deeds, documents, forms, declarations or other papers that may be required in this regard, including without limitation, filing of Form FC-GPR with the authorized dealer bank / Reserve Bank of India and to do all such acts, deeds, things, matters as in their absolute discretion, they may consider necessary, expedient or desirable, and to settle any question or doubt that may arise in relation thereto, while giving effect to the resolution.

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company is hereby severally authorized to issue and deliver the certified true copies of this resolution, if required.”

3. APPROVAL TO ISSUE FULLY PAID UP, UNRATED, UNLISTED, REDEEMABLE OPTIONALLY CONVERTIBLE DEBENTURES (“OCDS”) FOR AN AMOUNT OF UPTO INR 31,00,00,000/- (RUPEES THIRTY-ONE CRORES ONLY) TO DHARAMPAL SATYAPAL LIMITED (“DSL”) ON PRIVATE PLACEMENT BASIS

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c), 71, 179 and all other applicable provisions, if any, of the Companies Act, 2013 read along with the rules framed thereunder including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 and 18 of the Companies (Share Capital and Debentures) Rules, 2014, circulars and notifications issued thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the memorandum of association and articles of association of the Company, the approval of the shareholders be and is hereby accorded to offer, issue and allot, on a preferential basis by way of private placement of upto 3,075 (Three Thousand and Seventy-Five) Unlisted, Unrated, Secured,

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Redeemable, Optionally Convertible Debentures (“OCDs”) of face value INR 1,00,000/- (Indian Rupees One Lakh only) each, to be issued at the face value, aggregating to INR 30,75,00,000/- (Indian Rupees Thirty Crores and Seventy-Five Lakhs only) to Dharampal Satyapal Limited with an option to convert into equity shares of the Company as per terms of the Debenture Subscription Agreement (“DSA”) between the Company and Dharampal Satyapal Limited, on a preferential basis by way of private placement;

The details of the proposed allottees and the number of OCDs proposed to be allotted is set forth in the table below:

Name and Address of Proposed Allottee	Number of OCDs to be allotted
Dharampal Satyapal Limited 98, Okhla Industrial Estate Phase – III, South Delhi – 110020, India.	3,075 (Three Thousand and Seventy-Five)

RESOLVED FURTHER THAT the draft Private Placement Offer Cum Application Letter in Form PAS-4 as tabled before the meeting and initialed by the Chairperson for the purpose of identification for offer of the OCDs be and is hereby approved.

RESOLVED FURTHER THAT any Director of the Company and/or Key Managerial Personnel of the Company be and are hereby severally authorised to issue to Dharampal Satyapal Limited, a Private Placement Offer Cum Application (in the Form PAS-4) inviting Dharampal Satyapal Limited to subscribe to the OCDs and that the name of the Dharampal Satyapal Limited be entered in the record maintained by the Company in Form of PAS-5.

RESOLVED FURTHER THAT any directors of the Company or the Key Managerial Personnel of the Company, be and are hereby severally authorised on behalf of the Company to do such acts, deeds and things as they may in their absolute discretion deem necessary or desirable in connection with such issuance and any matters incidental thereto; including but not limited to signing, circulating and making the necessary filings with the statutory authorities, including but not limited to filing of Form MGT-14 with the concerned Registrar of Companies and take all such steps as may be necessary and to sign/ execute, any deeds / documents / agreements / undertakings / papers / writings /etc. as may be necessary to give effect to these resolutions.

RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel and/or Company Secretary of the Company be and is hereby severally authorized to sign any copy of this resolution as a certified copy thereof and furnish the same to whomsoever concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution including filing of forms with including but not limited to Registrar of Companies.”



4. APPROVAL TO ISSUE FULLY PAID-UP EQUITY FOR AN AMOUNT OF UPTO INR 100,00,00,000/- (RUPEES ONE HUNDRED CRORES ONLY) TO CREDITORS ON PREFERENTIAL BASIS

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and 71 of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) read with and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment, modifications, variation or re-enactment thereof, for the time being in force), the Articles of Association of the Company, the approval of the shareholders be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the **"Board"**) to offer, issue and allot up to 30,76,923 Equity Shares of face value INR 325/- (Indian Rupees Three Hundred and Twenty Five Only) each, to be issued at the face value, aggregating to INR 100,00,00,000 (Indian Rupees One Hundred Crore only) to the Creditors of the Company for consideration other than cash, in lieu of satisfaction of their respective outstanding dues payable by the Company.

RESOLVED FURTHER THAT pursuant to the Section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the draft of the private placement offer letter in the Form PAS-4 tabled before the meeting and initialled by Chairman for the purpose of identification, be and is hereby approved by the Board of the Company.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby authorized to issue the private placement offer letter in Form PAS-4 along with the share application form to Creditors of the Company.

RESOLVED FURTHER THAT any one of the directors and/or the company secretary be and is hereby severally authorised to issue the offer letter and maintain a complete record of private placement offer in Form PAS-5 in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the equity shares so issued and allotted shall rank *pari-passu* in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT any one of the directors and/or the company secretary of the Company, be and is hereby severally authorized to obtain any statutory approvals or filing of any documents or information with any authorities, in compliance with the provisions of the Companies Act, 2013 and the rules framed thereunder (as may be applicable), or any statutory modifications thereof for the time being in force or of any other statute, legislation or enactment or any rule or regulation and to sign such deeds, documents, forms, declarations or other papers that may be required in this regard, including without limitation, filing of Form FC-GPR with the authorized dealer bank / Reserve Bank of India and to do all such acts, deeds, things, matters as in their absolute discretion, they may consider



necessary, expedient or desirable, and to settle any question or doubt that may arise in relation thereto, while giving effect to the resolution.

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company is hereby severally authorized to issue and deliver the certified true copies of this resolution, if required.”

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: August 08, 2025
Place: New Delhi

For and on behalf of Board of
B9 Beverages Limited



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

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NOTES

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("**MCA**") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024 respectively, ("**MCA Circulars**") allowing, inter-alia, conduct of EGMs through Video Conferencing/Other Audio-Visual Means ("**VC / OAVM**") facility on or before 30th September, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020 dated 5th May, 2020. In compliance with these Circulars and provisions of the Companies Act, 2013, the EGM of the Company is being conducted through VC / OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the EGM shall be the Corporate Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("**CDSL**") for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The notice of EGM is being sent to those members whose name will appear in the register of members as on August 08, 2025.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President



of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.bira91.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.
8. Members who have not registered their e-mail address so far are requested to register their e-mail address with the Company/DPs/RTA to receive all communication including Annual Report, Notices, and Circular etc. from the Company electronically.
9. In the case of Joint holders, the Members whose name appears as the first holder in the order or names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Explanatory Statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed herewith.
11. The Register of Directors and Key Managerial Personnel and their shareholder maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to secretarial@bira91.com.
12. Notice and agenda of the EGM are being sent electronically to the Members whose email ids are registered with the Company unless any Member has requested for a physical copy of the same.
13. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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- (i) The voting period begins on Sunday, 31 August 2025 from 09:00 A.M. IST and ends on Tuesday, 2 September 2025 at 05:00 P.M. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., August 08, 2025, and may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Step 1 :Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting. 3) Your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 4) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 5) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting

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	<p>link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>(i) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>(ii) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>(iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to</p>

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login through their Depository Participants (DP)	NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com . or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on **“SUBMIT”** tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the B9 Beverages Limited on which you choose to vote.
- (ix) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- (xii) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.



- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians for Remote Voting only.**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer on their e mail id: scrutinizermcalegal@gmail.com and to the Company at the email address viz; secretarial@bira91.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.



3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

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2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (**CDSL**,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

GENERAL INSTRUCTIONS:

- i. The remote e-voting period begins from Sunday, 31 August 2025, from 09:00 A.M. IST and ends on Tuesday, 2 September 2025 at 05:00 P.M. IST. during this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e., August 08, 2025, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - ii. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
 - iii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
 - iv. The Company has appointed Mr. Mohit Chaurasia, Advocate, from M/s Mohit Chaurasia & Associates, located at 2nd Floor, Manish Chambers, LSC, Mayur Vihar, Phase-II, New Delhi - 110091 as the Scrutinizer for the voting process (both for remote e-voting process, voting by electronic mode at the EGM through VC / OAVM, at the Extraordinary General Meeting) in a fair and transparent manner.
The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the Extraordinary General Meeting, make a Scrutinizer's Report of the votes cast in favor or against, if any, and also the valid and invalid votes, forward to the Chairman of the Company or the person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- V. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the Extraordinary General Meeting of the Company scheduled to be held on Wednesday, September

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03, 2025, at 02:00 P.M., through Video Conferencing/Audio Visual Mode. At the said Extraordinary General Meeting, the Chairman shall declare the results of remote e-voting on the resolutions set out in the Notice. The results declared along with the Scrutinizer's Report shall be placed on the Company's website secretarial@bira91.com and on the website of Skyline Financial Services Private Limited, www.skylinerta.com, immediately after the declarations of results by the chairman or a person authorized by him in writing.

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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. 01: -

The Company intends to reclassify its Authorized Share Capital by cancellation of the various classes of preference shares and make a corresponding increase in the equity share capital of INR 10/- (Indian Rupees Ten) each and consequently alter the Clause V w.r.t. Authorised Share Capital of the Memorandum of Association of the Company.

The details of cancellation of unissued classes of shares and corresponding increase in the equity share capital is provided hereunder: -

S. No.	No. of unissued shares	Face value per share (in INR)	Total amount of unissued share capital (in INR)	Corresponding increase in no. of equity shares of INR 10/- each	Corresponding increase in the amount of equity shares of INR 10/- each (in INR)
1.	26,226 Series A CCCPS	100	26,22,600	2,62,260	26,22,600
2.	4,30,000 CCCPS	15	6,45,000	6,45,000	64,50,000
3.	16,000 Series A1 CCCPS	100	16,00,000	1,60,000	16,00,000
4.	20,00,000 Series A2 CCCPS	15	3,00,00,000	30,00,000	3,00,00,000
5.	6,97,000 Pre-Series C CCCPS	15	1,04,55,000	10,45,500	1,04,55,000
6.	8,50,000 Pre-Series C1 CCCPS	15	1,27,50,000	12,75,000	1,27,50,000
7.	3,25,000 Series C1 CCCPS	100	3,25,00,000	32,50,000	3,25,00,000
8.	5,00,000 Pre-Series D CCCPS	15	75,00,000	7,50,000	75,00,000
9.	30,00,000 Pre-Series D1 CCCPS	15	4,50,00,000	45,00,000	4,50,00,000
10.	3,000 Class A Promoter OCPS	15	45,000	4,500	45,000
11.	1,38,474 Bonus CCCPS	15	20,77,110	20,77,11	20,77,110



12.	3,29,668 Bonus Series A CCCPS	15	49,45,020	4,94,502	49,45,020
13.	52,99,380 Bonus Series A1 CCCPS	15	2,24,45,700	22,44,570	2,24,45,700

Such reclassification will have a consequent effect on the share capital clause mentioned in the Memorandum of Association and thus Clause 5 of the Memorandum of Association i.e. capital clause is proposed to be suitably amended by replacing it with a new clause.

Pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and the Companies (Share Capital and Debentures) Rules 2014, approval of members of the Company by way of an ordinary resolution is required for reclassification of authorised share capital of the Company and alteration of Clause V of the Memorandum of Association of the Company.

Hence the resolution at agenda item No. 01 of this extraordinary general meeting notice, is proposed to the members for their consideration.

Your directors recommend approval of members, for the ordinary resolution, as set out at agenda item No. 01 of the notice.

A copy of the altered memorandum of association of the Company will be available for inspection at the meeting between 10:00 A.M. to 6:00 P.M.

None of the Directors / Key Managerial Persons of the Company, including their relatives are concerned or interested, either directly or indirectly, financially or otherwise, in the aforesaid resolutions.

Agenda Item No. 02:

The Company had availed certain services from the Boston Consulting Group (India) Private Limited (**hereinafter called the “BCG”**) vide agreement dated 16th May 2023 (**“Original Consultancy Agreement”**) and addendum agreement (**effective as on 1st September 2024 and hereinafter referred to as the “Settlement Agreement”**) (collectively, **“Consultancy Service Agreements”**).

Pursuant to the Settlement Agreement which sets out the terms of settlement agreed between the Company and BCG in respect of the consideration due from the Company under the Original Consultancy Agreement, the Company proposes to issue and allot up to 866 (Eight Hundred Sixty Six Only) fully paid-up, unrated, unlisted, taxable, redeemable, Non-Convertible Debentures (**NCDs**) having a face value of INR 1,00,000/- (Rupees One Lakh Only) each for consideration other than cash i.e., in lieu of the services provided by BCG to the Company under the Original Consultancy Agreement, at par aggregating up to a principal amount of INR 8,66,00,000/- (Rupees Eight Crore Sixty Six Lakh Only), in dematerialized form and in a single series.

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The terms of issue of the above NCDs would be as per the Terms Sheet dated July 30, 2025, agreed between the Company and the BCG. The same is available at the registered office of the Company for inspection.

Pursuant to the provisions of Sections 23, 42, 62 (1) (c) and 71 of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment or modification thereof), and all other applicable provisions of Companies Act, 2013 and rules thereunder, if any, the above requires the approval of the shareholders of the Company by way of a special resolution and compliance of certain processes, as mentioned therein.

The Disclosures pursuant to Section 42 read Section 62 (1) (c) of Companies Act, 2013 with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out below:

(a)	Particulars of the offer including date of passing of Board Resolution	Offer and issue of 866 (Eight Hundred Sixty Six Only) fully paid-up, unrated, unlisted, taxable, redeemable, Non-Convertible Debentures (NCDs) having a face value of INR 1,00,000/- (Rupees One Lakh Only) each for consideration other than cash i.e., in lieu of the services provided by BCG to the Company under the Original Consultancy Agreement, at par aggregating up to a principal amount of INR 8,66,00,000/- (Rupees Eight Crore Sixty Six Lakh Only), in dematerialized form and in a single series.
(b)	Kinds of securities offered and the price at which security is being offered	Please refer to Row (a), above.
(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable, as the Non-Convertible Debentures (" NCDs ") are being issued.
(d)	Name and address of the valuer who performed valuation	Not applicable, as the Non-Convertible Debentures (" NCDs ") are being issued and the Company don't need any valuation for the same.
(e)	Amount which the Company intends to raise by way of such securities	The Company does not intend to raise any amount by way of issue of such securities as the same are being issued for consideration other than cash i.e. in lieu of the services provided by BCG to the Company under the Original Consultancy Agreement. The amount against which the securities will be issued is INR 8,66,00,000/- (Rupees Eight Crore Sixty-Six Lakh Only).



(f)	(i) Material terms of raising such securities	The material terms of the NCDs being issued under this offer letter has been provided in Item No. 02 of this explanatory statement hereof accompanying this Notice of EGM.
	(ii) Proposed time schedule	The allotment of NCDs shall be completed on or before Sixty (60) days from the receipt of application money for the securities as per Section 42(6) of the Companies Act, 2013.
	(iii) Purposes or objects of offer	The securities are being issued for consideration other than cash i.e. in lieu of the services provided by BCG to the Company under the Original Consultancy Agreement.
	(iv) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Not applicable.
	(v) Principal terms of assets charged as securities	Not applicable

Disclosures pursuant to Section 62 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

a)	The objects of the Issue	The securities are being issued for consideration other than cash i.e. in lieu of the services provided by BCG to the Company under the Original Consultancy Agreement.
b)	The total number of shares or other securities to be issued	866 (Eight Hundred Sixty-Six Only) fully paid-up, unrated, unlisted, taxable, redeemable, Non-Convertible Debentures (NCDs) having a face value of INR 1,00,000/- (Rupees One Lakh Only) each for consideration other than cash, aggregating up to a principal amount of INR 8,66,00,000/- (Rupees Eight Crore Sixty-Six Lakh Only).
c)	The price or price band at / within which the allotment is proposed	Aggregate of 866 (Eight Hundred Sixty Six Only) fully paid-up, unrated, unlisted, taxable, redeemable, Non-Convertible Debentures (NCDs) having a face value of INR 1,00,000/- (Rupees One Lakh Only) each for consideration other than cash i.e., in lieu of the services provided by BCG to the Company under the Original Consultancy Agreement, at par aggregating up to a principal amount of INR 8,66,00,000/- (Rupees Eight Crore Sixty Six Lakh Only).
d)	Basis on which the price has been arrived at along with report of the registered valuer	Not applicable, as the Non-Convertible Debentures (" NCDs ") are being issued and the Company don't need any valuation for the same.

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e)	Relevant date with reference to which the price has been arrived at	Not applicable, as the Non-Convertible Debentures (“NCDs”) are being issued and the Company don’t need any valuation for the same.
f)	The class or classes of persons to whom the allotment is proposed to be made	The Boston Consulting Group (India) Private Limited (“BCG”), a private limited company engaged in the business of consulting.
g)	The intention of promoters, directors or key managerial personnel to subscribe to the offer	Not applicable
h)	The proposed time within which the allotment shall be completed	As per Rule 13(2)(e) of Companies (Share Capital and Debenture) Rules, 2014 the allotment of securities on a preferential basis made pursuant to the special resolution shall be completed within a period of twelve months from the date of passing of the special resolution.
i)	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<u>Proposed Allottee:</u> Boston Consulting Group (India) Private Limited (“BCG”). <u>Post-allotment Share Capital of the Company:</u> Not applicable as the Non-Convertible Debentures (“NCDs”) are being issued.
j)	The change in control, if any, in the Company that would occur consequent to the preferential offer	There will be no change in control consequent to private placement.
k)	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities	Nil
l)	The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer	Not applicable. The allotment of NCDs are proposed be made for consideration other than cash.
m)	The pre-issue and post-issue shareholding pattern of the Company in the following format	



Pre-Issue Shareholding Pattern:

S. No.	Particulars	Equity	Equity with differential voting	CCCPs	Promoter OCPS	Total	% of Holding
01.	PROMOTERS HOLDING						
(i)	Indian						
	Individuals	6,575,935	20	87,346	123,750	6,787,051	10.62%
	Bodies Corporate	0	0	0	0	0	0
	TOTAL (i)	6,575,935	20	87,346	123,750	6,787,051	10.62%
(ii)	Foreign Promoters	0	0	0	0	0	0
	TOTAL (ii)	0	0	0	0	0	0
	TOTAL (01 i.e. (i) + (ii))	6,575,935	20	87,346	123,750	6,787,051	10.62%
02.	NON- PROMOTERS HOLDING						
(i)	Institutional Investors	374,740	562	28,999,457	0	29,374,759	45.98%
(ii)	Non-Institutional Investors						
	Private Corporate Bodies	5,341,297	0	1,684,874	0	7,026,171	11.00%
	Directors and Relatives	775,601	0	46,435	0	822,036	1.29%
	Indian Public (Including ESOPs)	11,072,065	0	7,605,699	0	18,677,764	29.24%
	Others (Including NRIs)	547,400	0	651,791	0	1,199,191	1.88%
	TOTAL (02 i.e. (i) + (ii))	18,111,103	562	38,988,256	0	57,099,921	89.96%
	SUM (01 + 02)	24,687,038	582	39,075,602	123,750	63,886,972	100%

Post-Issue Shareholding Pattern:

S. No.	Particulars	Equity	Equity with differential voting	CCCPs	Promoter OCPS	Total	% of Holding
01.	PROMOTERS HOLDING						
(i)	Indian						
	Individuals	6,575,935	20	87,346	123,750	6,787,051	10.62%
	Bodies Corporate	0	0	0	0	0	0
	TOTAL (i)	6,575,935	20	87,346	123,750	6,787,051	10.62%
(ii)	Foreign Promoters	0	0	0	0	0	0
	TOTAL (ii)	0	0	0	0	0	0
	TOTAL (01 i.e. (i) + (ii))	6,575,935	20	87,346	123,750	6,787,051	10.62%
02.	NON- PROMOTERS HOLDING						
(i)	Institutional Investors	374,740	562	28,999,457	0	29,374,759	45.98%
(ii)	Non-Institutional Investors						
	Private Corporate Bodies	5,341,297	0	1,684,874	0	7,026,171	11.00%
	Directors and Relatives	775,601	0	46,435	0	822,036	1.29%
	Indian Public (Including ESOPs)	11,072,065	0	7,605,699	0	18,677,764	29.24%
	Others (Including NRIs)	547,400	0	651,791	0	1,199,191	1.88%
	TOTAL (02 i.e. (i) + (ii))	18,111,103	562	38,988,256	0	57,099,921	89.96%
	SUM (01 + 02)	24,687,038	582	39,075,602	123,750	63,886,972	100%

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The Board recommends the resolution set out at Item No. 02 of this Notice for approval by the shareholders by way of a special resolution.

None of the directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in passing the aforesaid resolution, except to the extent of their existing equity shareholding in the Company.

All the material documents, such as the draft offer letter in Form PAS 4 and record of private placement in Form PAS 5, and relevant Board resolutions approving preferential issue and allotment of the Unlisted, Unrated, Unsecured, Redeemable, Non-Convertible Debentures to The Boston Consulting Group (India) Private Limited on preferential basis for a consideration other than cash will be available for inspection by the shareholders at the registered office of the Company during normal business hours on all working days up to the date of the Extraordinary General Meeting.

Agenda Item No. 03: -

The shareholders of the Company are requested to note that it is proposed to raise funds of upto INR 30,75,00,000/- (Indian Rupees Thirty Crores and Seventy-Five Lakhs only) to meet the general business requirements of the Company, by issuing 3,075 (Three Thousand and Seventy-Five) Unlisted, Unrated, Secured, Redeemable, Optionally Convertible Debentures (“**OCDs**”) of the face value INR 1,00,000/- (Indian Rupees One Lakh only) each, to be issued at the face value, aggregating to INR 30,75,00,000/- (Indian Rupees Thirty Crores and Seventy-Five Lakhs only), (“**OCDs**”) to Dharampal Satyapal Limited with an option to convert into equity shares of the Company as per terms of the Optionally Convertible Debenture Subscription Agreement (“**DSA**”) between the Company and Dharampal Satyapal Limited, in relation to the issuance of the OCDs, subject to receipt of the approval of the shareholders of the Company. The terms of the issue of OCDs are as set out below:

Terms	Details
Issue Amount	Upto INR 30,75,00,000/- (Indian Rupees Thirty Crores and Seventy-Five Lakhs only)
Type of instrument	Unlisted, unrated, secured, redeemable optionally convertible debentures
Face Value	Face value of INR 1,00,000/- (Indian Rupees One Lakh) each
Coupon	15% IRR p.a.
Tenure	12 months from the date of Allotment
Security	Second <i>pari-passu</i> charge on present and future current assets of the Company.
Purpose	To meet general business requirements
Method of distribution	Private placement / preferential allotment
Debenture documents being finalized	a) Debenture Subscription Agreement b) Offer memorandum (PAS – 4)
Governing law and dispute resolution	Laws of India and courts and tribunals at New Delhi

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Conversion events	OCDs can be converted to equity shares, concurrent with the closure of the next fund raise (" Next Fund Raise ") at the sole discretion of the OCD holder at a discount of 20% to the price of next fund raise.
Redemptions events	In case OCD are not converted, they shall be redeemed on expiry of the Maturity Period along with a return of 15% p.a.
General undertakings / covenants	As provided in the OSA

Pursuant to the provisions of Sections 23, 42, 62 (1) (c) and 71 of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment or modification thereof), and all other applicable provisions of Companies Act, 2013 and rules thereunder, if any, the above requires the approval of the shareholders of the Company by way of a special resolution and compliance of certain processes, as mentioned therein.

The Disclosures pursuant to Section 42 read with Section 62 (1) (c) of Companies Act, 2013 with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out below: -

(a)	Particulars of the offer including date of passing of Board Resolution	Offer and issue of upto 3,075 (Three Thousand and Seventy-Five) unrated, unlisted, secured, redeemable, Optionally Convertible Debentures (OCDs) having a face value of INR 1,00,000/- (Rupees One Lakh Only) each, to be issued at the face value, aggregating to INR 30,75,00,000/- (Indian Rupees Thirty Crores and Seventy-Five Lakhs only), ("OCDs") with an option to convert into equity shares of the Company as per the terms of the DSA. The price of the equity shares upon conversion of the OCDs, if converted, will be determined in accordance with the terms of the OCDs and Rule 13 (2) (h) (ii) of the Companies (Share Capital and Debentures) Rules, 2014, read with Section 62 of the Companies Act, 2013.
(b)	Kinds of securities offered and the price at which security is being offered	Please refer to Row (a), above.
(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	3,075 (Three Thousand and Seventy-Five) unrated, unlisted, secured, redeemable, Optionally Convertible Debentures (OCDs) having a face value of INR 1,00,000/- (Rupees One Lakh Only) each, to be issued at the face value, aggregating to INR 30,75,00,000/- (Indian Rupees Thirty Crores and Seventy-Five Lakhs only) to Dharampal Satyapal Limited with an option to convert into equity

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		<p>shares of the Company as per the terms of the OCDs read with the DSA.</p> <p>The price of the equity shares upon conversion of OCDs, if converted, will be determined in accordance with the terms of the OCDs and Rule 13 (2) (h) (ii) of Companies (Share Capital and Debentures) Rules, 2014, read with Section 62 of the Companies Act, 2013.</p>
(d)	Name and address of the valuer who performed valuation	<p>Not applicable.</p> <p>The price of the equity shares upon conversion of OCDs, if converted, will be determined in accordance with the terms of the OCDs read with DSA and Rule 13 (2) (h) (ii) of Companies (Share Capital and Debentures) Rules, 2014, read with Section 62 of the Companies Act, 2013.</p>
(e)	Amount which the Company intends to raise by way of such securities	Upto INR 30,75,00,000/- (Indian Rupees Thirty Crores and Seventy-Five Lakhs only)
(f)	(i) Material terms of raising such securities	The material terms of the OCDs being issued under this offer letter have been provided in Item No. 03 of this explanatory statement hereof accompanying this Notice of EGM.
	(ii) Proposed time schedule	<p>The allotment of OCDs shall be completed on or before Sixty (60) days from the receipt of application money for the securities as per Section 42(6) of the Companies Act, 2013.</p> <p>Further, as per Rule 13(2)(e) of Companies (Share Capital and Debenture) Rules, 2014 the allotment of securities on a preferential basis made pursuant to the special resolution shall be completed within a period of twelve months from the date of passing of the special resolution.</p>
	(iii) Purposes or objects of offer	The proceeds of the OCDs shall be utilised by the Company in compliance with the applicable law, to meet general business requirements.
	(iv) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Not applicable.
	(v) Principal terms of assets charged as securities	Second <i>par-passu</i> charge on present and future current assets of the Company

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Disclosures pursuant to Section 62 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

a)	The objects of the Issue	The proceeds of the OCDs shall be utilised by the Company in compliance with the Applicable Law, to meet general business requirements.
b)	The total number of shares or other securities to be issued	3,075 OCDs
c)	The price or price band at / within which the allotment is proposed	<p>Aggregate of 3,075 (Three Thousand and Seventy-Five) unrated, unlisted, secured, redeemable, Optionally Convertible Debentures (OCDs) having a face value of INR 1,00,000/- (Rupees One Lakh Only) each, to be issued at the face value, aggregating to INR 30,75,00,000/- (Indian Rupees Thirty Crores and Seventy-Five Lakhs only) with an option to convert into equity shares of the Company as per the terms of the OCDs read with the DSA.</p> <p>The price of the equity shares upon conversion of OCDs, if converted, will be determined in accordance with the terms of the OCDs and Rule 13 (2) (h) (ii) of Companies (Share Capital and Debentures) Rules, 2014, read with Section 62 of the Companies Act, 2013.</p>
d)	Basis on which the price has been arrived at along with report of the registered valuer	<p>Not Applicable.</p> <p>3,075 (Three Thousand and Seventy-Five) unrated, unlisted, secured, redeemable, Optionally Convertible Debentures (OCDs) having a face value of INR 1,00,000/- (Rupees One Lakh Only) each, to be issued at the face value, aggregating to INR 30,75,00,000/- (Indian Rupees Thirty Crores and Seventy-Five Lakhs only) with an option to convert into equity shares of the Company as per the terms of the OCDs read with the OSA.</p> <p>The price of the equity shares upon conversion of OCDs, if converted, will be determined in accordance with the terms of the OCDs and Rule 13 (2) (h) (ii) of Companies (Share Capital and Debentures) Rules, 2014, read with Section 62 of the Companies Act, 2013.</p>
e)	Relevant date with reference to which the price has been arrived at	<p>Not applicable.</p> <p>The relevant date for the price of the equity shares upon conversion of OCDs, if converted, will be determined in</p>

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		accordance with the terms of the OCDs read with DSA and Rule 13 (2) (h) (ii) of Companies (Share Capital and Debentures) Rules, 2014, read with Section 62 of the Companies Act, 2013.
f)	The class or classes of persons to whom the allotment is proposed to be made	Dharampal Satyapal Limited, an unlisted public company incorporated and registered under the Companies Act, 1956 bearing Corporate Identification Number U52110DL1989PLC038613 and having its registered office at 98, Okhla Industrial Estate -III, South Delhi -110020.
g)	The intention of promoters, directors or key managerial personnel to subscribe to the offer	Not applicable.
h)	The proposed time within which the allotment shall be completed	The allotment of OCDs shall be completed on or before Sixty (60) days from the receipt of application money as per Section 42(6) of the Companies Act, 2013.
i)	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<u>Proposed Allottee:</u> Dharampal Satyapal Limited <u>Post-allotment Share Capital of the Company:</u> The price of the equity shares upon conversion of OCDs, if converted, will be determined in accordance with the terms of the OCDs read with DSA and Rule 13 (2) (h) (ii) of Companies (Share Capital and Debentures) Rules, 2014, read with Section 62 of the Companies Act, 2013 at the valuation taken at that time.
j)	The change in control, if any, in the Company that would occur consequent to the preferential offer	There will be no change in control consequent to private placement.
k)	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities	Nil
l)	The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer	Not applicable. The allotment of OCDs is proposed be made for cash consideration.
m)	The pre-issue and post-issue shareholding pattern of the Company in the following format	

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Pre-Issue Shareholding Pattern:

S. No.	Particulars	Equity	Equity with differential voting	CCCPS	Promoter OCPS	Total	% of Holding
01.	PROMOTERS HOLDING						
(i)	Indian						
	Individuals	6,575,935	20	87,346	123,750	6,787,051	10.62%
	Bodies Corporate	0	0	0	0	0	0
	TOTAL (i)	6,575,935	20	87,346	123,750	6,787,051	10.62%
(i)	Foreign Promoters	0	0	0	0	0	0
	TOTAL (ii)	0	0	0	0	0	0
	TOTAL (01 i.e. (i) + (ii))	6,575,935	20	87,346	123,750	6,787,051	10.62%
02.	NON- PROMOTERS HOLDING						
(i)	Institutional Investors	374,740	562	28,999,457	0	29,374,759	45.98%
(ii)	Non-Institutional Investors						
	Private Corporate Bodies	5,341,297	0	1,684,874	0	7,026,171	11.00%
	Directors and Relatives	775,601	0	46,435	0	822,036	1.29%
	Indian Public (Including ESOPs)	11,072,065	0	7,605,699	0	18,677,764	29.24%
	Others (Including NRIs)	547,400	0	651,791	0	1,199,191	1.88%
	TOTAL (02 i.e. (i) + (ii))	18,111,103	562	38,988,256	0	57,099,921	89.96%
	SUM (01 + 02)	24,687,038	582	39,075,602	123,750	63,886,972	100%

Post-Issue Shareholding Pattern:

S. No.	Particulars	Equity	Equity with differential voting	CCCPS	Promoter OCPS	Total	% of Holding
01.	PROMOTERS HOLDING						
(i)	Indian						
	Individuals	6,575,935	20	87,346	123,750	6,787,051	10.62%
	Bodies Corporate	0	0	0	0	0	0
	TOTAL (i)	6,575,935	20	87,346	123,750	6,787,051	10.62%
(i)	Foreign Promoters	0	0	0	0	0	0
	TOTAL (ii)	0	0	0	0	0	0
	TOTAL (01 i.e. (i) + (ii))	6,575,935	20	87,346	123,750	6,787,051	10.62%

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02.	NON- PROMOTERS HOLDING						
(i)	Institutional Investors	374,740	562	28,999,457	0	29,374,759	45.98%
(ii)	Non-Institutional Investors						
	Private Corporate Bodies	5,341,297	0	1,684,874	0	7,026,171	11.00%
	Directors and Relatives	775,601	0	46,435	0	822,036	1.29%
	Indian Public (Including ESOPs)	11,072,065	0	7,605,699	0	18,677,764	29.24%
	Others (Including NRIs)	547,400	0	651,791	0	1,199,191	1.88%
	TOTAL (02 i.e. (i) + (ii))	18,111,103	562	38,988,256	0	57,099,921	89.96%
	SUM (01 + 02)	24,687,038	582	39,075,602	123,750	63,886,972	100%

As the price of the equity shares upon conversion of OCDs, if converted, will be determined in accordance with the terms of the OCDs read with OSA and Rule 13 (2) (h) (ii) of Companies (Share Capital and Debentures) Rules, 2014, read with Section 62 of the Act. Therefore, the post issue percentage of shareholding pattern cannot be determined at present.

The Board recommends the resolution set out at Item No. 03 of this Notice for approval by the shareholders by way of a special resolution.

None of the directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in passing the aforesaid resolution, except to the extent of their existing equity shareholding in the Company.

All the material documents, such as the draft offer letter in Form PAS 4 and record of private placement in Form PAS 5, and relevant Board resolutions approving preferential issue and allotment of the Unlisted, Unrated, Unsecured, Redeemable, Optionally Convertible Debentures to Dharampal Satyapal Limited on private placement basis will be available for inspection by the shareholders at the registered office of the Company during normal business hours on all working days up to the date of the Extraordinary General Meeting.

Agenda Item No. 04: -

The Company, in the ordinary course of business, has availed goods and services from various vendors and suppliers, resulting in trade payables and outstanding dues.

In order to strengthen the balance sheet and reduce outstanding liabilities. The Board of Directors in their meeting dated August 07, 2025 has considered a proposal to convert such vendor dues into equity shares of the Company and to issue and allot equity shares of the Company to such vendors, in proportion to their respective dues, by way of conversion of their outstanding amounts into up to

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30,76,923 Equity Shares of face value INR 325/- (Indian Rupees Three Hundred and Twenty Five Only) each of the Company, for an aggregate amount not exceeding ₹100,00,00,000 (Rupees One Hundred Crore only) subject to the approval of Shareholders of the Company. The issuance will be undertaken in accordance with applicable provisions of the Companies Act, 2013 and other relevant laws.

The equity shares to be issued pursuant to this resolution shall rank pari passu in all respects with the existing equity shares of the Company.

As per of Sections 42, 62(1)(c) and 71 of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) read with and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014, a Company offering or making an invitation to subscribe to securities, on a preferential 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 such investors as may be identified by the Board from time to time is enclosed to this notice.

(a)	Particulars of the offer including date of passing of Board Resolution	Offer and issue of up to 30,76,923 Equity Shares of face value INR 325/- (Indian Rupees Three Hundred and Twenty-Five Only) each for consideration other than cash i.e., in lieu of the outstanding dues of the Creditors of the Company, at par aggregating up to a principal amount of ₹100,00,00,000 (Rupees One Hundred Crore only) in dematerialized form.
(b)	Kinds of securities offered and the price at which security is being offered	Please refer to Row (a), above.
(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	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.
(d)	Name and address of the valuer who performed valuation	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

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		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.
(e)	Amount which the Company intends to raise by way of such securities	The Company does not intend to raise any amount by way of issue of such securities as the same is being issued for consideration other than cash i.e. in lieu of the outstanding dues of Creditors of the Company. The amount against which the securities will be issued is ₹100,00,00,000 (Rupees One Hundred Crore only).
(f)	(i) Material terms of raising such securities	The new equity shares so issued pursuant to this resolution will rank <i>pari-passu</i> with the existing equity shares of the Company.
	(ii) Proposed time schedule	As per Rule 13(2)(e) of Companies (Share Capital and Debenture) Rules, 2014, the proposed allotment shall be completed within a period of 12 (Twelve) months from the date of passing of the special resolution.
	(iii) Purposes or objects of offer	The securities are being issued for consideration other than cash i.e. in lieu of the dues outstanding of the Creditors of the Company.
	(iv) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Not applicable.
	(v) Principal terms of assets charged as securities	Not applicable

Disclosures pursuant to Section 62 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are as follows:

a)	The objects of the Issue	The securities are being issued for consideration other than cash i.e. in lieu of the dues outstanding of the Creditors of the Company.
b)	The total number of shares or other securities to be issued	Upto 30,76,923 Equity Shares of face value INR 325/- (Indian Rupees Three Hundred and Twenty-Five Only) each for consideration other than cash i.e., in lieu of the dues outstanding of the creditors of the Company, at par aggregating up to a principal amount of ₹100,00,00,000 (Rupees One Hundred Crore only) in dematerialized form.

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c)	The price or price band at / within which the allotment is proposed	Upto 30,76,923 Equity Shares of face value INR 325/- (Indian Rupees Three Hundred and Twenty-Five Only) each for consideration other than cash i.e., in lieu of the dues outstanding of the creditors of the Company, at par aggregating up to a principal amount of ₹100,00,00,000 (Rupees One Hundred Crore only) in dematerialized form.
d)	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.
e)	Relevant date with reference to which the price has been arrived at	For arriving at the price for this preferential issue, the valuation report has considered June 30, 2025, as the relevant date
f)	The class or classes of persons to whom the allotment is proposed to be made	The offer is proposed to be made to existing creditors of the Company, whose outstanding dues as on date of board meeting i.e. August 07, 2025, is more than INR 10,00,000/-
g)	The intention of promoters, directors or key managerial personnel to subscribe to the offer	Not applicable
h)	The proposed time within which the allotment shall be completed	As per Rule 13(2)(e) of Companies (Share Capital and Debenture) Rules, 2014, the proposed allotment shall be completed within a period of 12 (Twelve) months from the date of passing of the special resolution.
i)	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Proposed Allottees: As per the list attached as Annexure A.
j)	The change in control, if any, in the Company that would occur consequent to the preferential offer	There will be no change in control consequent to preferential issue.
k)	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities	Nil, as no shares have been issued by the Company on preferential basis during the current FY 2025-2026.

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l)	The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer	<p>The Company, in the ordinary course of business, has availed goods and services from various vendors and suppliers, resulting in trade payables and outstanding dues.</p> <p>In order to strengthen the balance sheet and reduce outstanding liabilities, the Company intends to convert such creditors' dues into equity shares of the Company.</p> <p>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.</p>
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m) The pre-issue and post-issue shareholding pattern of the Company in the following format

Pre-Issue Shareholding Pattern:

S. No.	Particulars	Equity	Equity with differential voting	CCCPS	Promoter OCPS	Total	% of Holding
01.	PROMOTERS HOLDING						
(i)	Indian						
	Individuals	6,575,935	20	87,346	123,750	6,787,051	10.62%
	Bodies Corporate	0	0	0	0	0	0
	TOTAL (i)	6,575,935	20	87,346	123,750	6,787,051	10.62%
(i)	Foreign Promoters	0	0	0	0	0	0
	TOTAL (ii)	0	0	0	0	0	0
	TOTAL (01 i.e. (i) + (ii))	6,575,935	20	87,346	123,750	6,787,051	10.62%
02.	NON- PROMOTERS HOLDING						
(i)	Institutional Investors	374,740	562	28,999,457	0	29,374,759	45.98%
(ii)	Non-Institutional Investors						
	Private Corporate Bodies	5,341,297	0	1,684,874	0	7,026,171	11.00%
	Directors and Relatives	775,601	0	46,435	0	822,036	1.29%
	Indian Public (Including ESOPs)	11,072,065	0	7,605,699	0	18,677,764	29.24%
	Others (Including NRIs)	547,400	0	651,791	0	1,199,191	1.88%

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	TOTAL (02 i.e. (i) + (ii))	18,111,103	562	38,988,256	0	57,099,921	89.96%
	SUM (01 + 02)	24,687,038	582	39,075,602	123,750	63,886,972	100%

Post-Issue Shareholding Pattern:

S. No.	Particulars	Equity	Equity with differential voting	CCCPS	Promoter OCPS	Total	% of Holding
01.	PROMOTERS HOLDING						
(i)	Indian						
	Individuals	6,575,935	20	87,346	123,750	6,787,051	10.14%
	Bodies Corporate	0	0	0	0	0	0
	TOTAL (i)	6,575,935	20	87,346	123,750	6,787,051	10.14%
(i)	Foreign Promoters	0	0	0	0	0	0
	TOTAL (ii)	0	0	0	0	0	0
	TOTAL (01 i.e. (i) + (ii))	6,575,935	20	87,346	123,750	6,787,051	10.14%
02.	NON- PROMOTERS HOLDING						
(i)	Institutional Investors	374,740	562	28,999,457	0	29,374,759	43.87%
(ii)	Non-Institutional Investors						
	Private Corporate Bodies	5,341,297	0	1,684,874	0	7,026,171	10.49%
	Directors and Relatives	775,601	0	46,435	0	822,036	1.23%
	Indian Public (Including ESOPs)	14,148,988	0	7,605,699	0	21,754,687	32.49%
	Others (Including NRIs)	547,400	0	651,791	0	1,199,191	1.79%
	TOTAL (02 i.e. (i) + (ii))	21,188,026	562	38,988,256	0	60,176,844	89.86%
	SUM (01 + 02)	27,763,961	582	39,075,602	123,750	66,963,895	100%

The Board recommends the resolution set out at Item No. 05 of this Notice for approval by the shareholders by way of a special resolution.

None of the directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in passing the aforesaid resolution, except to the extent of their existing equity shareholding in the Company.

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All the material documents, such as the draft offer letter in Form PAS 4 and record of private placement in Form PAS 5, and relevant Board resolutions approving preferential issue of the equity shares to concerned creditors will be available for inspection by the shareholders at the registered office of the Company during normal business hours on all working days up to the date of the Extraordinary General Meeting.

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: August 08, 2025
Place: New Delhi

For and on behalf of Board of
B9 Beverages Limited



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

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Annexure A: -

S. No.	Name of the Creditor	Nature of the services / goods provided	No of shares to be issued	Price each share	Total outstanding amount that will be converted to equity shares
01.	TMC Express Logistics – Jaipur	Warehousing and Logistics Services	128,703	325	41,828,770
02.	Cheer Breweries Limited	Brewery Partner	184,615	325	60,000,000
03.	Ilios Breweries Private Limited	Brewery Partner	369,230	325	120,000,000
04.	Divine Securitas	Security Services	43,076	325	14,000,000
05.	A 2 K Enterprises	Employee Transportation Services	46,153	325	15,000,000
06.	Anya Security Private Limited	House Keeping Services	30,769	325	10,000,000
07.	Integrated Management System	Consultancy Services for Brewery Related compliances	2,461	325	800,000
08.	DVKSP Impex Private Limited	Hops and Malt Supplier	61,538	325	20,000,000
09.	Spectraa Technology Solutions Ltd	Brewery Capex Vendor	15,384	325	5,000,000
10.	Lumiere Technologies Pvt Ltd	Brewery R&M Spares and Service	6,878	325	2,235,548
11.	Lab Sales Corporation	Brewery Consumables	4,615	325	1,500,000
12.	N H One Design Communications Pvt L	Design Agency	1,633	325	530,800
13.	Rohuma India Info Solutions Pvt. Ltd	Dooze App Maintenance	6,769	325	2,200,000
	Total		901,824		293,095,118

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