

NOTICE OF 26th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Sixth (26th) Annual General Meeting of the Members of the Company will be held on Tuesday, September 26, 2023 at 11:00 A.M. at Unit Nos. 303 and 304, 3rd Floor, Baani Address One, Golf Course Road, Sector- 56, Gurugram- 122011, Haryana to transact the following businesses:

Ordinary Business:

1. **To receive, consider, and adopt the Audited Financial Statements including Consolidated Financial Statement of the Company as at March 31, 2023 and the Reports of Auditors and Directors thereon.**

To consider and, if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Financial Statements including the Consolidated Financial Statement of the Company comprising of Balance Sheet as at March 31, 2023, Profit and Loss Account, Cash Flow Statement along with explanatory notes thereon for the Financial Year ended March 31, 2023 and the Reports of the Auditors and Directors thereon be and is hereby received, considered and adopted.”

Special Businesses:

2. **Appointment of Mr. Juan Pablo Rodriguez (DIN: 10090155) as Director of the Company**

To consider and, if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Juan Pablo Rodriguez (DIN: 10090155) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 29, 2023 pursuant to Section 161(1) of the Companies Act, 2013 read with Article 82(b) of the Articles of Association of the Company, and who holds such office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

3. **Appointment of Mr. Sunil Peter Lobo (DIN: 10212645) as Director of the Company**

To consider and, if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT Mr. Sunil Peter Lobo (DIN: 10212645) who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 1, 2023 pursuant to Section 161(1) of the Companies Act, 2013 read with Article 82(b) of the Articles of Association of the Company, and who holds such office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

4. Appointment of Ms. Shalini Ratwatte (DIN: 10289810) as Director of the Company

To consider and, if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT Ms. Shalini Ratwatte (DIN: 10289810) who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 1, 2023 pursuant to Section 161(1) of the Companies Act, 2013 read with Article 82(b) of the Articles of Association of the Company, and who holds such office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

**By order of the Board
For Hindustan Coca-Cola Beverages Private Limited**

Sd/-
Jasneet Kaur Dhingra
Company Secretary
(Membership no. A34119)
C-42, Lajpat Nagar-I, New Delhi-110024

Date: August 25, 2023

Place: Bengaluru

NOTES:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses to be transacted is annexed hereto and forms an integral part of the Notice. The Board of Directors has provided an explanatory statement for items no. 2, 3 and 4 of the Notice, for information of the Members.
2. A Member, entitled to attend and vote at the Meeting, is entitled to appoint a proxy to attend and vote instead of herself/himself and the proxy need not be a member of the company. A form of proxy is enclosed and, if intended to be used, should be returned at the Registered Office of the Company, duly completed, not less than forty-eight (48) hours before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. A Member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Body Corporate Member intending to send its authorized representative(s) to attend the Meeting is requested to send duly certified copies of the Board Resolutions authorizing its representative(s) to attend and vote at the Annual General Meeting on their behalf.
4. Members/Proxies should bring the attendance slips duly filled in and signed for attending the Meeting as attached with this Notice.
5. The Documents referred herein and in Explanatory Statement along with Register of Directors and Key Managerial Personnel and their shareholding and Register of Contract & Arrangement in which directors are interested are available for inspection by the Members at Registered Office of the Company on all working days during the business hours between 10:00 A.M. to 05:00 P.M. upto the date of Annual General Meeting and will also be available for inspection at the meeting.
6. Route map and prominent landmark for easy location of the venue of the Meeting is attached with this Notice.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 2

The Board of Directors of your Company had appointed Mr. Juan Pablo Rodriguez, as an Additional Director of the Company with effect from March 29, 2023 who shall hold such office up to the date of the forthcoming Annual General Meeting, in accordance with the provisions of Section 161(1) of the Companies Act 2013 and Rules made thereunder. Further, the Board of Directors had also appointed him as Whole Time Director of the Company being in whole time employment, designated as 'Chief Executive Officer' of the Company and Chairman of the Board of Directors and approved his remuneration for a term of five years with effect from March 29, 2023.

Mr. Juan Pablo Rodriguez, aged about 46 years, holds a degree in Master of Business Administration and is qualified as a Chartered Public Accountant and has wide and varied exposure in the Industry. As on date of the notice, he neither holds directorship in any other Company nor is a Chairman/Member in Committee of any other Company. Further, he does not hold any share in the Company and is not related with other Directors, Manager and Key Managerial Personnel. The remuneration paid to him until March 31, 2023 has been disclosed in the financial statements of the Company and shall be re-considered, as may be required from time to time.

During the Financial Year 2022-23, he attended one (1) Board Meeting of the Company held on March 29, 2023. Your Directors are of the opinion that your Company would benefit immensely from his contributions.

Mr. Juan Pablo Rodriguez has also given his consent for appointment as a Director in the forthcoming Annual General Meeting of the Company.

The Board has thus recommended Ordinary Resolution listed in Item No. 2 for your consideration and approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed Resolution either financial or otherwise except Mr. Juan Pablo Rodriguez.

Item No. 3

The Board of Directors of your Company had appointed Mr. Sunil Peter Lobo, as an Additional Director of the Company with effect from September 1, 2023 who shall hold such office up to the date of the forthcoming Annual General Meeting, in accordance with the provisions of Section 161(1) of the Companies Act 2013 and Rules made thereunder. Further, being in whole time employment, the Board of Directors had also appointed him as Whole Time Director of the Company and approved his remuneration for a term of five years with effect from September 1, 2023.

Mr. Sunil Peter Lobo, aged about 50 years has obtained Post Graduation in Management, Executive Master's in Business Administration and holds Bachelors in Commerce and has wide and varied exposure in the Industry. As on date of the notice, he neither holds directorship in any other Company nor is a Chairman/Member in Committee of any other Company. Further, he does not hold any share in the Company and is not related with other Directors, Manager and Key Managerial Personnel. The remuneration payable to him has been approved by the Board of Directors and shall be re-considered, as may be required from time to time.

Mr. Sunil Peter Lobo was appointed as an Additional Director after the closure of Financial Year 2022-23, hence the details w.r.t attending the Board Meeting during the Financial Year 2022-23 is not applicable. Your Directors are of the opinion that your Company would benefit immensely from his contributions.

Mr. Sunil Peter Lobo has also given his consent for appointment as a Director in the forthcoming Annual General Meeting of the Company.

The Board has thus recommended Ordinary Resolution listed in Item No. 3 for your consideration and approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed Resolution either financial or otherwise except Mr. Sunil Peter Lobo.

Item No. 4

The Board of Directors of your Company had appointed Ms. Shalini Ratwatte, as an Additional Director of the Company with effect from September 1, 2023 who shall hold such office up to the date of the forthcoming Annual General Meeting, in accordance with the provisions of Section 161(1) of the Companies Act 2013 and Rules made thereunder and Article 82(b) of the Articles of Association of the Company. Further, being in whole time employment, the Board of Directors had also appointed her as Whole Time Director of the Company and approved her remuneration for a term of five years with effect from September 1, 2023.

Ms. Shalini Ratwatte, aged about 54 years, holds Bachelor of Law degree and has wide and varied exposure in the Industry. As on date of the notice, she neither holds directorship in any other Company nor is a Chairman/Member in Committee of any other Company. Further, she does not hold any share in the Company and is not related with other Directors, Manager and Key Managerial Personnel. The remuneration payable to her has been approved by the Board of Directors and shall be re-considered, as may be required from time to time.

Ms. Shalini Ratwatte was appointed as an Additional Director after the closure of Financial Year 2022-23, hence the details w.r.t attending the Board Meeting during the Financial Year 2022-23 is not applicable. Your Directors are of the opinion that your Company would benefit immensely from his contributions.

Ms. Shalini Ratwatte has also given her consent for appointment as a Director in the forthcoming Annual General Meeting of the Company.

The Board has thus recommended Ordinary Resolution listed in Item No. 4 for your consideration and approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the proposed Resolution either financial or otherwise except Ms. Shalini Ratwatte.

**By order of the Board
For Hindustan Coca-Cola Beverages Private Limited**

Sd/-
Jasneet Kaur Dhingra
Company Secretary
(Membership no. A34119)
C-42, Lajpat Nagar-I, New Delhi-110024

Date: August 25, 2023
Place: Bengaluru

Hindustan Coca-Cola Beverages Private Limited

Regd. Office: Unit Nos. 303 and 304, 3rd Floor, Baani Address One, Golf Course Road,
Sector-56, Gurugram 122011, Haryana

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U74899HR1997PTC100334

Name of the Company: Hindustan Coca-Cola Beverages Private Limited

**Registered office: Unit Nos. 303 and 304, 3rd Floor, Baani Address One, Golf Course
Road, Sector-56 Gurugram 122011, Haryana**

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of shares of the above named company, hereby
appoint:

1.	
Name:	
Address:	
E-mail Id:	
Signature:,or failing him	

2.	
Name:	
Address:	
E-mail Id:	
Signature:,or failing him	

3.	
Name:	
Address:	
E-mail Id:	
Signature:,or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday, September 26, 2023 at 11:00 A.M. at Unit Nos. 303 and 304, 3rd Floor, Baani Address One, Golf Course Road, Sector- 56, Gurugram- 122011, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
Ordinary Business:	
1.	To receive, consider, and adopt the Audited Financial Statements including Consolidated Financial Statement of the Company as at March 31, 2023 and the Reports of Auditors and Directors thereon
Special Businesses:	
2.	Appointment of Mr. Juan Pablo Rodriguez (DIN: 10090155) as Director of the Company
3.	Appointment of Mr. Sunil Peter Lobo (DIN: 10212645) as Director of the Company
4.	Appointment of Ms. Shalini Ratwatte (DIN: 10289810) as Director of the Company

Signed this..... day of.....2023

Affix Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Hindustan Coca-Cola Beverages Private Limited

Regd. Office: Unit Nos. 303 and 304, 3rd Floor, Baani Address One, Golf Course Road,
Sector-56, Gurugram- 122011, Haryana

ATTENDANCE SLIP

Twenty-Sixth (26th) Annual General Meeting

Folio No.:	
Number of Shares held:	

I/We certify that I/We am/are a Member/ Proxy for the Member of the Company.

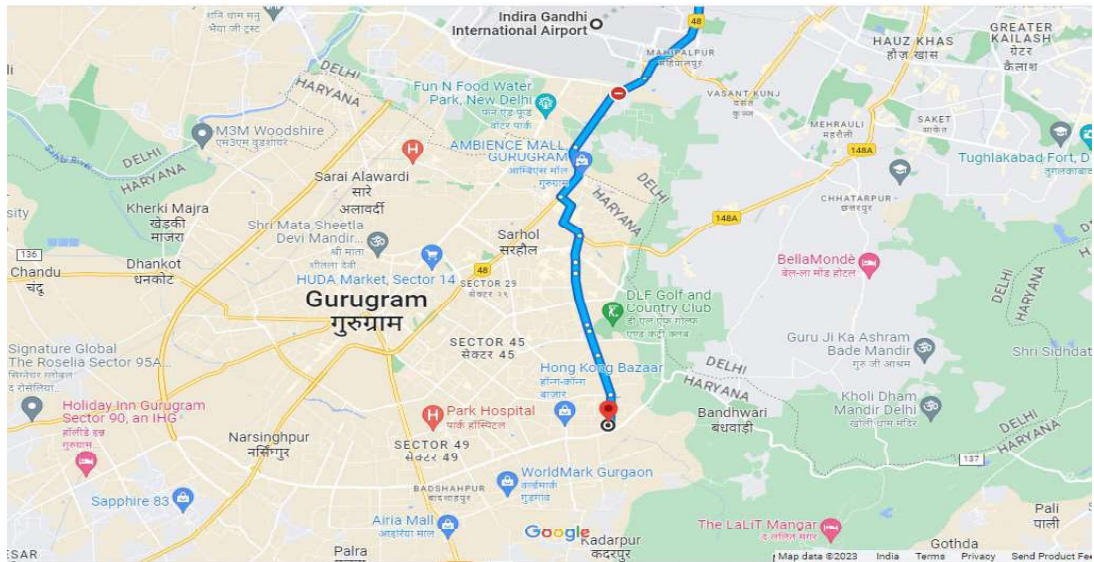
I/We hereby record my presence at the Twenty-Sixth (26th) Annual General Meeting of the Company on Tuesday, September 26, 2023 at 11:00 A.M. at Unit Nos. 303 and 304, 3rd Floor, Baani Address One, Golf Course Road, Sector- 56, Gurugram- 122011, Haryana.

Member's/Proxy's name in
BLOCK Letters

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting.

ROUTE MAP TO THE VENUE



Venue of Meeting: Unit Nos. 303 and 304, 3rd Floor, Bani Address One, Golf Course Road, Sector-56, Gurugram- 122011, Haryana

Prominent Landmark: DoubleTree by Hilton Hotel, Sector- 56, Gurugram

You may please click here on the link <https://goo.gl/maps/DgLFDup99EuyRDPF6> to navigate the destination.