

NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Eighth (28th) Annual General Meeting of the Members of the Company will be held on Friday, July 04, 2025 at 12:00 P.M. at Unit nos.303 and 304, 3rd Floor, Baani Address One, Golf Course Road, Sector-56, Gurugram, Haryana, India, 122011 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, 2025, 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, 2025, Profit and Loss Account, Cash Flow Statement along with explanatory notes thereon for the Financial Year ended March 31, 2025 and the Reports of the Auditors and Directors thereon be and is hereby received, considered and adopted.”

Special Businesses:

2. **Appointment of Mr. Harsh Kumar Bhutani (DIN: 03483520) 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. Harsh Kumar Bhutani (DIN: 03483520) who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 17, 2024, 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 Ms. Nafisa Charania (DIN: 06648680) 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. Nafisa Charania (DIN: 06648680) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 21, 2025, 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**

Nafisa
Sultanali
Charania
Digitally signed by
Nafisa Sultanali
Charania
Date: 2025.06.26
16:28:52 +05'30'

**Nafisa Charania
Company Secretary
(Membership No.: A33767)**

A/305, Near Rammandir, Versova, Off
Yari Road, Andheri (W), Mumbai,
Maharashtra- 400061

Date: June 26, 2025

Place: Bengaluru

NOTES:

1. The relevant explanatory statements pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses to be transacted are annexed hereto and forms an integral part of the Notice. The Board of Directors has also provided an explanatory statement for items nos. 2 and 3 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 Members 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 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. A 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. Harsh Kumar Bhutani, as an Additional Director of the Company with effect from October 17, 2024, 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 and Chief Financial Officer of the Company and approved his remuneration for a term of five years with effect from October 17, 2024.

Mr. Harsh Kumar Bhutani, aged about 52 years, is a Commerce Graduate from Delhi University and a qualified Chartered Accountant from the Institute of Chartered Accountants of India and has wide and varied exposure in the industry. As on the date of notice, he neither holds directorship in any other Company nor is Chairman/ Member of the Committees in any other Company. Also, he does not hold any share in the Company and is not related to other Directors, Manager and Key Managerial Personnel. Further, the remuneration paid to him until March 31, 2025, has been disclosed in the financial statements of the Company and remuneration payable shall be approved by the Board of Directors, as may be required from time to time.

During Financial Year 2024-25, he has attended four (4) Board meetings held on November 05, 2024, December 09, 2024, February 04, 2025, and March 24, 2025. Your directors are of the opinion that your Company would benefit immensely from his contributions.

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. Harsh Kumar Bhutani.

Item No. 3

The Board of Directors of your Company had appointed Ms. Nafisa Charania, as an Additional Director of the Company with effect from February 21, 2025, 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 Company Secretary, the Board of Directors had also appointed her as Whole Time Director of the Company for a term of five years with effect from February 21, 2025.

Ms. Nafisa Sultanali Charania, aged about 33 years, holds a Commerce Graduate degree, Law Graduate degree and is also Member of Institute of Company Secretaries (ICSI) and also has wide and varied exposure in the industry. As on the date of notice, she neither holds directorship in any other Company nor is Chairman/ Member of the Committees in any other Company. She also holds the position of Company Secretary in Hindustan Coca-Cola Beverages Private Limited & Hindustan Coca-Cola Holdings Private Limited. Further, she does not hold any share in the Company and is not related to other Directors, Manager and Key Managerial Personnel. Further, the remuneration paid to her until March 31, 2025, has been disclosed in the financial statements of the Company and remuneration payable shall be approved by the Board of Directors, as may be required from time to time.

During the Financial Year 2024-25, she has attended One (1) Board meeting as Whole Time Director of the Company held on March 24, 2025. Your directors are of the opinion that your Company would benefit immensely from her contributions.

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 Ms. Nafisa Charania.

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

Nafisa
Sultanali
Charania

Digitally signed
by Nafisa Sultanali
Charania
Date: 2025.06.26
16:29:47 +05'30'

Nafisa Charania

Company Secretary

(Membership No.: A33767)

A/305, Near Rammandir, Versova, Off
Yari Road, Andheri (W), Mumbai,
Maharashtra- 400061

Date: June 26, 2025

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 Friday, July 04, 2025 at 12:00 P.M. at Unit nos.303 and 304, 3rd Floor, Baani Address One, Golf Course Road, Sector-56, Gurugram, Haryana, India, 122011 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, 2025, and the Reports of Auditors and Directors thereon.
Special Businesses:	
2.	Appointment of Mr. Harsh Kumar Bhutani (DIN: 03483520) as Director of the Company.
3.	Appointment of Ms. Nafisa Charania (DIN: 06648680) as Director of the Company.

Signed this..... day of..... 2025

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-Eighth (28th) 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.

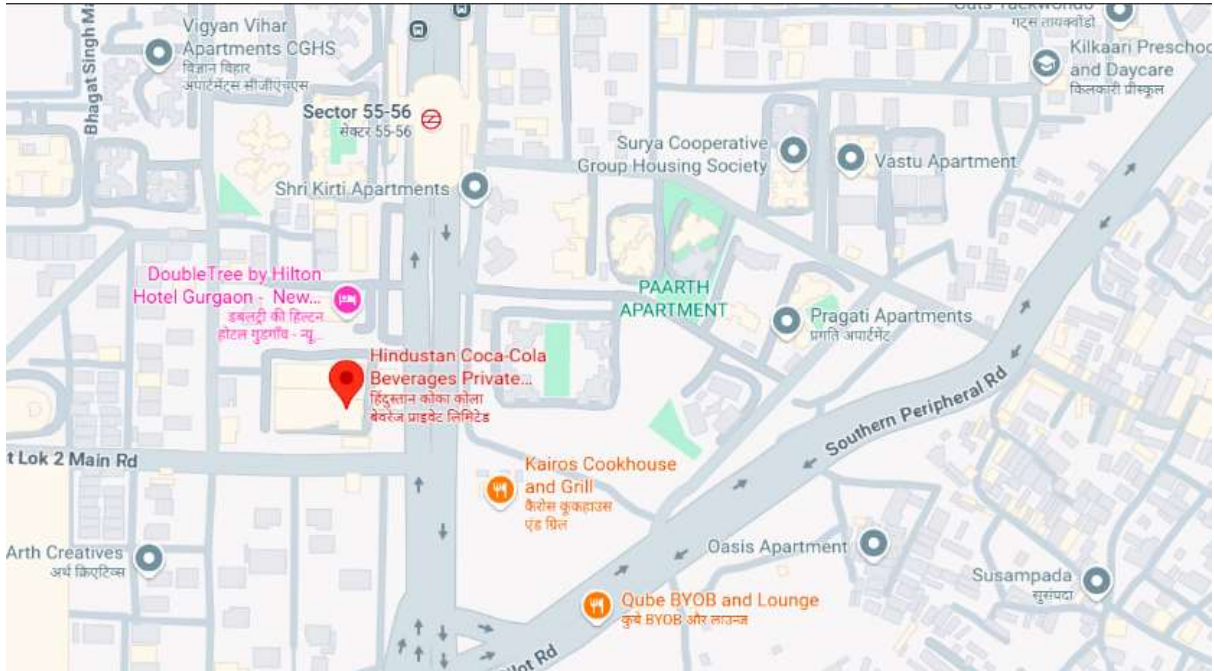
I/We hereby record my presence at the Twenty-Eighth (28th) Annual General Meeting of the Company on **Friday, July 04, 2025 at 12:00 P.M. at Unit nos.303 and 304, 3rd Floor, Baani Address One, Golf Course Road, Sector-56, Gurugram, Haryana, India, 122011 .**

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



**Unit nos.303 and 304, 3rd Floor, Baani Address One, Golf Course Road, Sector-56,
Gurugram, Haryana, India, 122011**