

NÄO

SPIRITS

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting of **M/S NAO SPIRITS & BEVERAGES PRIVATE LIMITED** will be held on Thursday, 5 September at 4:00 P.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

- 1. To consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended on 31 March 2024.**

To receive, consider and adopt the Audited Standalone Financial Statements including audited Balance Sheet, Cash Flow Statement, Profit & Loss Account for the year ended 31 March 2024 along with the Auditor’s Report and Director’s Report thereon by passing the following **ordinary resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company including Profit & Loss Account of the Company along with Cash Flow Statement, Balance Sheet of the Company as on 31 March 2024, Auditor’s Report, Directors’ Report and all the relevant schedules and annexures of the Audited Financials of the Company for this period be and are hereby received and as circulated to the Members, considered and adopted by the members.”

- 2. To consider and adopt Audited Consolidated Financial Statements of the Company for the financial year ended on 31 March 2024.**

To receive, consider and adopt the Audited Consolidated Financial Statements including audited Balance Sheet, Cash Flow Statement, Profit & Loss Account for the year ended 31 March 2024 along with the Auditor’s Report and Director’s Report thereon by passing the following **ordinary resolution**:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company including Profit & Loss Account of the Company along with Cash Flow Statement, Balance Sheet of the Company as on 31 March 2024, Auditor’s Report, Directors’ Report and all the relevant schedules and annexures of the Audited Financials of the Company for this period be and are hereby received and as circulated to the Members, considered and adopted by the members.”

**By order of the Board of Directors
Nao Spirits & Beverages Private Limited**



Signature

Anand Virmani

Whole Time Director and Chief Executive Officer

DIN: 02976326

Address: A-4, Ocean Heights

Raj Bhawan, Dona Paula

Nio Dona Paula, North Goa, Goa-403004

Date: 10 August 2024

Place: Goa

NAO SPIRITS AND BEVERAGES PVT. LTD.

Regd Address: F-93 Ground Floor & Third Floor, Okhla Industrial Area, Phase-III, Okhla Industrial Estate, New Delhi-110020, India

Administrative Office: Flat A, House No. 1108, Panasulem, Cancona, Goa - 403702

CIN U15100DL2010PTC197532 ; Ph: 011-41730047

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Notes:

1. This Notice, together with the Annual Report for the financial year 2023-24, are being sent only in electronic form, in accordance with the relaxation granted by the Ministry of Corporate Affairs ("MCA"). In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 12, 2021 dated January 13, 2021, Circular No. 19, 2021 dated December 08, 2021, Circular No. 21/ 2021 dated December 14, 2021, Circular No. 2/2023 dated May 05, 2022, Circular No. 10/2022 dated 28.12.2022 and Circular No.09/2023 dated 25th September 2023 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e- mail ids are registered with the Company through electronic means and no physical copy of the notice has been sent by the Company to any member. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the 15th AGM shall be the registered office of the Company.
2. The members may attend the meeting through audio-video conferencing. The details of audio-video conferencing are as follows:

Link: <https://gtindia.zoom.us/j/92552042611?pwd=xxjaCle2C2opu4bdeStq0wy6Mi5Obx.1>
Meeting ID: 925 5204 2611
Passcode: aSbVFm9EHe
3. The recorded transcript of the meeting shall be maintained by the Company.

The members are allowed to ask questions or express their views on the items of the business to be transacted during the AGM.
4. The copies of relevant documents referred in this Notice can be inspected at the Registered Office of the Company during the business hours on all working days except Sundays up to the date of AGM.
5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
6. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed with this Notice.
7. Change in address of the members may be notified to the Company immediately for further correspondence. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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8. Corporate/Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the Company at the registered office in physical and/or at the email address of the company at cs@naospirits.com, authorising its representative(s) to attend and vote through VC/OAVM on their behalf at the Meeting, pursuant to Section 113 of the Act.
9. Participation of members through VC/ OAVM facility will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
10. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before the AGM time and will be open up to 15 minutes after the scheduled time of the e-AGM.
11. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice are available for inspection by members on all working days except Saturdays, Sundays and public holidays during the business hours between 11.00 A.M. and 04.00 P.M. of the company prior to the date of the AGM and will also be available for inspection at the meeting. 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 AGM.
12. The members are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Company at its registered office.
13. The members who have not registered/ updated their e-mail address with Company are requested to register/ update the same by writing to the Company with details of the folio number and attaching a self-attested copy of PAN Card at cs@naospirits.com.
14. Members may also note that the notice of 15th AGM and the Annual Report 2023-24 will be available on the website of the Company www.naospirits.com.

INSTRUCTIONS FOR ATTENDING / JOINING THE AGM THROUGH AUDIO-VIDEO CONFERENCING ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through audio-video conferencing platform provided by the Company. Members are requested to click on the link which will be mailed to the members/participants.
2. Members are encouraged to join the meeting through laptops with the latest version of Google chrome or Microsoft edge for better experience.
3. Members will be required to allow camera and hence use Internet with a good speed to avoid any disturbance during the meeting.
4. While all efforts will be made to make the audio-video conferencing meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times, experience audio/video loss due to fluctuations in their respective networks. Members are requested to use stable Wi-fi or LAN Connection which can alleviate some of the technical glitches.

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5. Members, who would like to express their views or ask questions during the e-AGM can register themselves as a speaker by sending an email on cs@napirits.com by 1:00 p.m. on (Date)
6. Members who need technical assistance before or during the AGM can contact the Company at its email id cs@napirits.com.
7. For ease of participation of the Members, during the meeting, members may raise questions by raising hand during the Meeting. The Members may also, before the meeting, submit the questions or queries to the Company at email id cs@naospirits.com before 01:00 PM on (Date). The Company shall address their concerns and shall provide satisfactory reply during the meeting.

VOTING AT AGM

1. Only those members/shareholders, who will be present in the AGM through audio-video conferencing facility are eligible to vote.
2. The members may pass the resolutions by show of hands. However, in case a poll is demanded on any resolution, the members may cast their vote by sending an email to the Company on email address: cs@naospirits.com

By order of the Board of Directors
Nao Spirits & Beverages Private Limited



Signature

Anand Virmani

Whole Time Director and Chief Executive Officer

DIN: 02976326

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