



NOTICE OF THIRD EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 3rd Extra Ordinary General Meeting of the Shareholders of Nao Spirits & Beverages Private Limited for the Financial Year 2023-24 is scheduled to be convened on Wednesday, 17th April, 2024 at 11:00 A.M. (Indian Standard Time), through audio visual means to transact the following business:

SPECIAL BUSINESS:

Item no. 1: To consider and approve the appointment of Mr. Manish Seth (DIN: 07422480) as an Investor Director on the Board of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Shareholder Agreement, the consent of the shareholders of the Company be and is hereby accorded for the appointment of Mr. Manish Seth (DIN: 07422480) as Nominee Director (to be designated as “Investor Director”) on the Board of the Company with immediate effect i.e., 17th April, 2024.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby authorized to do all such necessary acts/deeds and things to bring the above resolution into effect, including but not limited to filing of various forms with the concerned Registrar of Companies and to execute all the required documents to give effect to the aforesaid resolution.”

For and on behalf of
Nao Spirits & Beverages Private Limited

Signature: 

Name: Anand Virmani

Whole Time Director

DIN: 02976326

Address: A-4, Ocean Heights, Dona Paula

Raj Bhawan, Nio Dona Paula, North Goa, Goa – 403004

Date: 22nd March, 2024

Place: Goa

Annexures to the notice:

Explanatory Statement- **Annexure-1**

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



NOTES:

1. Pursuant to General Circular No.14/2020 dated 08.04.2020, 03/ 2022 dated 05.05.2022, 11/2022 dated 28.12.2022 and 9/2023 dated 25.09.2023 issued by the Indian Ministry of Corporate Affairs (“MCA Circulars”), the third Extra-ordinary General Meeting (“EGM”) of the Company for the Financial Year 2022-23 is being conducted through VC (Video Conferencing) or OAVM (Other Audio Visual Means) facility, which does not require physical presence of shareholders at one place.
2. The shareholders may attend the meeting through audio-video conferencing. The details of audio-video conferencing are as follows:

Wednesday, 17th April, 2024 at 11:00 A.M. (Indian Standard Time)

The link to attend the EGM shall be shared separately on e-mail to all the shareholders, statutory auditors, directors and special invitee(s), as applicable.
3. The recorded transcript of the meeting shall be maintained by the Company.
4. The shareholders are allowed to ask questions or express their views on the item of the business to be transacted during the EGM.
5. In terms of MCA Circulars, since the physical attendance of shareholders have been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies under section 105 of the Companies Act, 2013 by the shareholders will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Attendance of shareholders participating in the EGM through audio-video conferencing facility shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
7. Corporate shareholders intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. The facility of joining the meeting by audio-video conferencing will start 15 minutes before the meeting and shall remain open for minimum 15 minutes after the scheduled time by following the procedure mentioned in the Notice.
9. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 1 of the Notice, is annexed hereto.
10. The shareholders may pass the resolution by show of hands. However, in case a poll is demanded on any resolution, the shareholders may cast their vote by sending an email to the Company on email address: cs@naospirits.com

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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 shareholders 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 extra-ordinary general meeting 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 shareholders from the date of circulation of this Notice up to the date of EGM.
12. Shareholders are requested to notify any change in their address/ other details immediately to the Company.
13. Since the EGM will be held through audio-video conferencing, the Route Map is not annexed in this Notice.

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

1. Shareholders will be provided with a facility to attend the EGM through audio-video conferencing platform provided by the Company. Shareholders are requested to click on the link which will be mailed to the shareholders /participants.
2. Shareholders are encouraged to join the meeting through laptops with the latest version of Google chrome or Microsoft edge for better experience.
3. Shareholders 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. Shareholders are requested to use stable Wi-fi or LAN Connection which can alleviate some of the technical glitches.
5. Shareholders, who would like to express their views or ask questions during the e-EGM can register themselves as a speaker by sending an email on cs@napirits.com by 9:00 A.M. (Indian Standard Time) on Wednesday, 17th April 2024.
6. Shareholders who need technical assistance before or during the EGM can contact the Company at its email id cs@napirits.com
7. For ease of participation of the Shareholders, during the meeting, shareholders may raise questions by raising hand during the Meeting. The shareholders may also, before the meeting, submit the questions or queries to the Company at email id cs@naospirits.com before Wednesday, 17th April 2024 at 9:00 A.M. (Indian Standard Time).The Company shall address their concerns and shall provide satisfactory reply during the meeting.

VOTING AT EGM

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

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 01: To consider and approve the appointment of Mr. Manish Seth (DIN: 07422480) as an Investor Director on the Board of the Company

Ms. Shweta Jain (DIN:09587977), Investor Director of the Company, vide her resignation letter has tendered resignation from the directorship of the Company with effect from the date of ensuing Extra Ordinary General Meeting of the Company.

Shareholders are apprised that pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Shareholder Agreement, the Board recommends to the shareholders of the Company, the appointment of Mr. Manish Seth (DIN: 07422480) as Nominee Director (to be designated as "Investor Director") on the Board of the Company with effect from the date of approval of shareholders in the Extra Ordinary General Meeting of the Company.

In view of the above, the Board of Directors of the Company recommends the passing of the resolution set out at **Item No. 1 as an Ordinary Resolution.**

None of the Directors or Key Managerial Personnel Persons of the Company or their respective relatives, are concerned or interested in this resolution proposed to be passed.

Details of the Director seeking Appointment
(In pursuance of Clause 1.2.5 of Secretarial Standards on General Meetings)

Name of the Director	Information
Date of Birth and Age	16/04/1974 and 50 Years
Date of Appointment	17.04.2024
Relationship with Directors	N.A.
Terms and conditions of appointment	As per appointment letter
Remuneration sought to be paid and remuneration last drawn	N.A.
Experience	He is having vast experience in the Indian, Southeast Asia, Middle East & Africa markets across the Consumer Goods industry
Qualification	Post Graduate Diploma in Business Management, Marketing
Board Membership of Companies as on date	Nil

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Chairman/Member of the Committee of the Board of directors of other Companies as on date	Nil
Number of Shares held in the Company as on date	Nil
Number of Board Meetings attended during the year	N.A.

For and on behalf of

Nao Spirits & Beverages Private Limited



Signature: _____

Name: Anand Virmani

Whole Time Director

DIN: 02976326

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