

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Members of G.M. Breweries Limited (CIN: L15500MH1981PLC025809) will be held on Tuesday the July 06, 2021 at 11.30 a.m. through video conferencing / other audio visual means to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2021 and statement of Profit and Loss Account for the year ended on that date, the Report of Directors and Auditor's thereon.
2. To declare dividend on the equity shares for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mrs. Jyoti Almeida (DIN: 00112031), who retires by rotation and being eligible, offers herself for re- appointment.
4. To appoint a Director in place of Mr. Kiran Parashare (DIN:06587810), who retires by rotation and being eligible, offers himself for re- appointment.

Special Business:

5. To consider and, if thought fit, to pass , the following resolution as an **Ordinary Resolution**
 1. "RESOLVED THAT pursuant to the provision of sections 196, 197, 198 and 203 read with schedule V and all other applicable provisions, if any , of the Companies Act, 2013 and the Companies (Appointment and remuneration of managerial personnel) rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force), subject to such sanctions as may be necessary, approval and sanction of the company be and is hereby accorded to the appointment of and payment of remuneration to Mr. Kiran Parashare (DIN: 06587810) as Whole Time Director of the Company for a period of 5 years with effect from April 1, 2021 upon the terms and conditions and payment of remuneration and other perquisites/benefits to Mr. Kiran Parashare during the said period of 5 years as set out in the copy of agreement, copy whereof duly initialled by the Chairman for the purpose of identification is placed before this meeting including inter-alia payment and provision of the following remuneration, perquisites and benefits :
 - a) Salary
Rs. 2,00,000 /- in the scale of Rs. 2,00,000/- to Rs.3,00,000/- per month.
 - b) Perquisites:
 - i) Perquisites include Company owned house or House Rent Allowance, Car, Electricity, Medical Expenses reimbursement for self and family, Leave Travel Concession for self and family, club fees, medical insurance etc., Limited to actual or the Annual Salary whichever is less.
 - ii) Provision of car for use on Company's business and telephone at residence will not be considered perquisites Personal long distance calls and use of car for private purpose shall be billed by the Company.
 - iii) Company's Contribution to the Provident Fund, Gratuity and encashment of Leave as per the rules of the Company and the same shall not be in the perquisites as aforesaid.
 2. FURTHER RESOLVED THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Whole Time Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the company.
 3. FURTHER RESOLVED THAT his appointment as a whole time director on board shall be liable to retire by rotation.
 4. FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including, inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid Agreement from time to time.

G. M. BREWERIES LIMITED

6. To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**

Re-appointment of Mr. Shantilal Haria as Independent Director

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

“Resolved that pursuant to the provisions of section 149 (10), 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 as amended by the companies (Amendment) Act, 2017 and the companies (appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the relevant provisions of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended by (SEBI Listing regulations) , Shri. Shantilal Haria (DIN:00295097) whose present term as an independent director expires on July 06, 2021, who has given his consent for reappointment and has submitted a declaration that he meets the criteria for independence under section 149 of the Companies Act, 2013 and the SEBI listing regulations and is eligible for re appointment, in respect of whom notice has been received from a member under section 160 of the Act, proposing his reappointment as director and whose re-appointment has been recommended by Nomination and remuneration Committee and by the Board of Directors be and is hereby re appointed as an independent Director of the company, for a second term of five consecutive years with effect from July 06, 2021.

7. To Appoint Ms. Shivani Soni (DIN:0008936153) as an independent director and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**

“Resolved that pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, Ms. Shivani Soni (DIN: 0008936153) who was appointed as an additional director of the company with effect from January 07, 2021 by the Board of Directors and holds office up to the date of this Annual General Meeting under section 161 of the Companies Act, 2013 (“the act”) and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of director, be and is hereby appointed as an independent director of the Company to hold office for 4 (four) consecutive years for a term up to the conclusion of 42nd Annual General Meeting of the Company in the calendar year 2025.”

8. To Appoint Mrs. Urmi Shah (DIN:0008934537) as an independent director and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**

“Resolved that pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, Mrs. Urmi Shah (DIN: 0008934537) who was appointed as an additional director of the company with effect from January 07, 2021 by the Board of Directors and holds office up to the date of this Annual General Meeting under section 161 of the Companies Act, 2013 (“the act”) and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of director, be and is hereby appointed as an independent director of the Company to hold office for 4 (four) consecutive years for a term up to the conclusion of 42nd Annual General Meeting of the Company in the calendar year 2025.”

Mumbai
April 06, 2021

By Order of the Board of Directors
For G.M.Breweries Limited
CIN: L15500MH1981PLC025809

Registered Office:
Ganesh Niwas, S.Veer Savarkar Marg,
Prabhadevi, Mumbai - 400 025.

Jimmy Almeida
Chairman and Managing Director

NOTES: -

- a) In view of the continuing restrictions placed due to COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 05,2020 read with circular dated April 08, 2020, April 13,2020 and January13, 2021 (Collectively referred to as MCA Circulars) allowed to hold the Annual General meeting (AGM) through Video conferencing / Other Audio Visual Means (OAVM), without physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), Securities Exchange Board of India (Listing regulations and Disclosure Requirements) Regulations , 2015(Listing regulations) and MCA circulars, the AGM of the company is being held through VC/OAVM, the deemed venue for the 38th AGM shall be the registered office of the Company.
- b) In terms of MCA circulars, the physical attendance of members has been dispensed with and there is no requirement to appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the Annual General Meeting and hence the Proxy form and the attendance slip are not annexed to this notice.
- c) Corporate members intending to appoint their authorized representatives to attend the Annual General Meeting, pursuant to section 113 of the Companies Act, 2013, are requested to send to the company a scanned copy (PDF/JPG Format) of certified board resolution authorizing their representatives to attend the AGM through VC and vote on their behalf through remote e-voting or voting at AGM. The said resolution shall be sent to the scrutinizer by email through its registered email address to admin@kalaagarwal.com
- d) The register of Members and Share Transfer Books of the Company will be closed from Wednesday June 30, 2021 to Tuesday July 06, 2021, both days inclusive, for payment of dividend, if any, declared/ approved, at Annual General Meeting.
- e) If dividend proposed is declared at the Annual General Meeting, the payment of such dividend will be made to those members of the company whose names stand on the register of Members of the Company on July 06, 2021. The dividend in respect of shares held in dematerialized form in Depository System will be paid to the beneficial owners of shares as on June 30, 2021 as per the list provided by the Depositories for this purpose. The dividend Will be payable on and from July 12, 2021.
- f) The respective Explanatory statements , pursuant to section 102 of the Companies Act, 2013, in respect of the business item No.s 5 to 8 of the accompanying notice is annexed hereto.
- g) A statement giving additional details of the Directors seeking reappointment as set out at item no.s 5 to 8 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, as amended.
- h) Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven working days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
- i) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s. Link Intime Pvt Ltd., 347 Park, C-101,1st Floor, LBS Marg, Vikhroli (W), Mumbai –400083. Members are also requested to furnish their Bank details to the company's Share Transfer Agents immediately for printing the same on the dividend warrants/Cheques to prevent fraudulent encashment of the instruments.
- j) Mrs. Jyoti Almeida & Mr. Kiran Parashare – directors retire by rotation and, being eligible, offer themselves for re-appointment at the Annual General Meeting. A brief resume of the said directors is given below.

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Name	Mrs. Jyoti Jimmy Almeida	Mr. Kiran Yashawant Parashare
Directors Identification number (DIN)	00112031	06587810
Age	54 Years	48 Years
Qualification	B.Com	B.Tech (mechanical)
Expertise in Specific Area	Finance , Taxation, Audit & Allied matters	C.C.I.E Networking
Date of first Appointment on the Board of the Company	July 30, 1998	January 07, 2014
Shareholding in G. M. Breweries Limited	3,63,722 Shares	Nil
List of Directorship held in other companies	Almeida Holdings Private Limited	Nil
Membership/Chairmanships of Audit and stake holders relationship committees	Refer to Report on CORPORATE GOVERNANCE	Refer to Report on CORPORATE GOVERNANCE

- k) As per MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 notice of AGM along with the Annual Report 2021 is being sent only through email to those members whose email id's are registered with company/ depositories. Members may note that the notice of AGM and annual report 2020-2021 is available on company's website www.gmbreweries.com
- l) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
- m) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- n) The Members can join the EGM/AGM 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/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, 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/AGM without restriction on account of first come first served basis.
- o) The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- p) 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry

of Corporate Affairs 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/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the EGM/AGM will be provided by NSDL.

- q) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.gmbreweries.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

ANNEXURE TO THE NOTICE

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

ITEM NO.5 :

The Board of Directors in their meeting held on 6th April, 2021 had Appointed Mr. Kiran Parashare as “Whole time Director” of the Company for a period of 5 years from 1st April, 2021, subject to approval by the share holders of the Company under Schedule V of the Companies Act, 2013.

The Board has also, subject to approval of the share holders, has fixed the remuneration/perquisites/benefits payable to the aforesaid Mr. Kiran Parashare, Whole time Director from April 1, 2021 shall be as under:

1. Name of the appointee : Mr. Kiran Parashare
2. Designation : Whole time Director
3. Tenure : Five(5) years From April 1, 2021
4. Salary : Rs. 2,00,000/- p.m in the scale of Rs. 2,00,000/- to Rs. 3,00,000/- p.m
5. Perquisites
 - i) Perquisites include Company owned house or House Rent Allowance, Car, Electricity, Medical Expenses reimbursement for self and family, Leave Travel Concession for self and family, club fees, medical insurance etc., limited to actuals or the Annual Salary whichever is less.
 - ii) Provision of car for use on Company’s business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
 - iii) Company's Contribution to the Provident Fund, Gratuity and encashment of leave as per the rules of the Company and the same shall not be in the perquisites as aforesaid.

In the event of absence of or inadequacy of Profit in any Financial Year during the tenure, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013.

The Board of Directors be and hereby authorised to alter and vary the terms and conditions and grant increment(s) and other perquisites to respective individuals so as not to exceed the maximum limits for the payment of remuneration specified in Schedule V to the Companies Act, 2013 or any amendments thereto, as may be agreed to between the Board of Directors and the respective directors.

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Further he has been appointed as a non permanent Director on Board (liable to retire by rotation)

The above mentioned explanatory statement read together with the resolutions specified under **SPECIAL BUSINESS** as item no. 5 of the Notice convening the Annual General Meeting may be considered as an abstract, under section 102 of the Companies Act, 2013, of the terms of revised remuneration and perquisites payable to the aforesaid Whole time Director with effect from 1st April, 2021.

MEMORANDUM OF INTEREST

Mr. Jimmy Almeida, and Mrs. Jyoti Almeida being related to Mr. Kiran Parashare are deemed to be concerned and interested in the resolution at Item Nos 5 .

Except the above-mentioned Directors none of the directors of the Company is concerned or interested in this resolution.

ITEM NO.6 :

Mr. Shantilal Haria is independent director of the Company and was appointed in the Annual General Meeting held on May 19, 2016 for a tenure of five years.

As the above named independent director will be completing his first term of appointment upon completion of five years from the respective date of his appointment during the current year. He is eligible for reappointment for another term of five consecutive years subject to the approval of members by special resolution. He has consented to his reappointment and confirmed that he does not suffer from any disqualification which stand in the way of his reappointment as independent director.

It is proposed to appoint Mr. Shantilal haria as independent director under section 149 of the Act and SEBI (Listing obligations and Disclosure requirements), regulations, 2015 to hold office for 5 (Five) consecutive years for a term up to the conclusion of 43rd annual general meeting of the company in the calendar year 2026.

The company has received notices in writing from members along with deposits of requisite amount under section 160 of the Act proposing the candidature of Mr. Shantilal Haria for the office of Director of the Company.

The company has also received declarations from Mr. Shantilal Haria that he meets with the criteria of independence as prescribed both under sub section (6) of section 149 of the Act.

In the opinion of the Board, Mr. Shantilal Haria fulfills the conditions for appointment as independent directors as specified in the Act. Mr. Shantilal Haria is independent of the management.

Brief resume of Mr. Shantilal Haria, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under regulation 36 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 under Secretarial Standard 2.

Name	Mr. Shantilal Haria
Directors Identification number (DIN)	00295097
Age	62 Years
Qualification	C.A.
Expertise in Specific Area	Finance
Date of first Appointment on the Board of the Company	October 20, 2015
Shareholding in G. M. Breweries Limited	Nil
List of Directorship held in other companies	Pankti Management Consultancy Pvt. Ltd. Cineline India Ltd.
Membership / Chairmanships of Audit and stake holders relationship committees	Refer to Report on CORPORATE GOVERNANCE

ITEM NO. 7 & 8 :

Mrs. Urmi Shah & Ms. Shivani Soni were appointed as an additional independent women director with effect from January 07, 2021 and has held the position for a period less than one year.

As per the current provisions of company law and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Mrs. Urmi Shah & Ms. Shivani Soni as independent women directors under section 149/152 of the Act to hold office for 4 (Four) consecutive years for a term up to the conclusion of 42nd annual general meeting of the company in the calendar year 2025.

Mrs. Urmi Shah & Ms. Shivani Soni are not disqualified from being appointed as Directors in terms of section 164 of the Act and has given their consent to act as directors.

The company has received notice in writing from a member along with deposit of requisite amount under section 160 of the Act proposing the candidature of Mrs. Urmi Shah & Ms. Shivani Soni for the office of Directors of the Company.

The company has also received declarations from Mrs. Urmi Shah & Ms. Shivani Soni that they meet with the criteria of independence as prescribed both under sub section (6) of section 149 of the Act and under regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

In the opinion of the Board, Mrs. Urmi Shah & Ms. Shivani Soni fulfill the conditions for appointment as independent women director as specified in the Act, the regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 and Mrs. Urmi Shah & Ms. Shivani Soni are independent of the management.

Brief resume of Mrs. Urmi Shah & Ms. Shivani Soni, nature of their expertise in specific functional areas and names of Companies in which he holds directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors *inter-se* as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided herein below.

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Name	Mrs. Urmi Shah	Ms. Shivani Soni
Directors Identification number (DIN)	0008934537	0008936153
Age	55 years	29 Years
Qualification	B.Com	M.Tech
Expertise in Specific Area	Academics	Information Technology
Date of first Appointment on the Board of the Company	January 07, 2021	January 07, 2021
Shareholding in G. M. Breweries Limited	Nil	Nil
List of Directorship held in other companies	Nil	Nil
Membership / Chairmanships of Audit and stake holders relationship committees	Refer to Report on CORPORATE GOVERNANCE	Refer to Report on CORPORATE GOVERNANCE

Copy of the draft letter for appointment of Mrs. Urmi Shah & Ms. Shivani Soni as independent women director setting out terms and conditions are available for inspection by members at the registered office of the company.

Mrs. Urmi Shah & Ms. Shivani Soni are interested in the resolutions set out respectively at item nos. 7 & 8 respectively of the notice with regard to their respective appointment.

The relatives of Mrs. Urmi Shah & Ms. Shivani Soni may be deemed to be interested in the resolution set out respectively at item nos. 7 & 8 respectively of the notice, to the extent of their shareholding interest, if any, in the Company.

Save and except above, none of the Directors/ Key Managerial Personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The board commends the Ordinary resolutions set out at item nos. 7 & 8 of the notice for approval by the shareholders.

Mumbai
April 06, 2021

Registered Office :
Ganesh Niwas, S. Veer Savarkar Marg,
Prabhadevi, Mumbai - 400 025

By Order of the Board of Directors
For G.M. Breweries Limited
CIN: L15500MH1981PLC025809

Jimmy Almeida
Chairman & Managing Director

Annexure A to the notice

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on July 03, 2021 at 09:00 A.M. and ends on July 05, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. June 30, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being June 30, 2021.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 28th May, 2021 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issue/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 28th May, 2021 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system.”

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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 NSDL.	1. 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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	<ol style="list-style-type: none"> 2. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL 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 with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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. NSDL and CDSL.

Login type	Helpdesk details
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.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

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- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to admin@kalaagarwal.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms.Pallavi Mhatre at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investors_complaints@gmbreweries.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors_complaints@gmbreweries.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-**

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Voting system. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors_complaints@gmbreweries.com before 3.00 pm (IST) on Saturday, July 3rd, 2021. The same will be replied by the company suitably.