



**CONSOLIDATED SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]*

The Chairman

**B9 Beverages Limited**

*(Formerly known as B9 Beverages Private Limited)*

7, Scindia House, 1<sup>st</sup> Floor, K.G.

Marg, Connaught Place,

New Delhi – 110001

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Extra-Ordinary General Meeting ('EGM') of Members of B9 Beverages Limited (Formerly known as B9 Beverages Private Limited) held on Thursday, 22<sup>nd</sup> day of February, 2024 at 12:00 Noon (IST) conducted through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM')**

- 1) I, Aditi Gupta of M/s Aditi Agarwal & Associates, Company Secretaries, New Delhi, was appointed as Scrutinizer by the Board of Directors of **B9 Beverages Limited (Formerly known as B9 Beverages Private Limited)** ('Company') for the purpose of scrutinizing the e-voting process (i.e. remote e-voting and e-voting during EGM) in respect of resolutions set out at the EGM of the Company held on Thursday, February 22<sup>nd</sup>, 2024 at 12:00 P.M. (IST) conducted through VC/OAVM, in accordance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and the Secretarial Standard on ('SS-2') issued by Institute of Company Secretaries of India (ICSI) (as amended from time to time).
- 2) The EGM of the Company was conducted as per the directives issued by the Ministry of Corporate Affairs vide circular no. 14/2020 dated April 08, 2020, Circular No. 17 /2020 dated



April 13, 2020 read with Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 03/2022 dated May 05, 2022 and Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 in relation to "Clarification on holding of EGM through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') read with other Circulars, as may be applicable (collectively referred to as 'MCA Circulars').

- 3) The Company had availed the facility offered by CDSL for providing remote e-voting and e-voting during the EGM of the Company.
- 4) CDSL had provided the e-voting facility for voting conducted during the remote e-voting period (i.e. from February 19, 2024 to February 21, 2024) and during the EGM i.e. on February 22, 2024 on all the items of the business sought to be transacted at the EGM. The electronic voting facility was set up by CDSL on their website, <https://www.evotingindia.com>.
- 5) The Members of the Company as on the 'Cut-off Date' i.e. Friday, February 16, 2024 were entitled to avail the facility of remote e-voting as well as e-voting during the EGM on the proposed resolution(s) as set out in the Notice of the EGM.
- 6) The facility to vote electronically (e-voting) during the EGM, was provided to facilitate only those Members who attended the EGM through VC/OAVM but could not participate in the remote e-voting to record their votes.
- 7) The Company has received various representations regarding technical issues being faced by few shareholders of the Company while casting their votes through electronic platform and who had not able to cast their vote, to which, it has been agreed and decided upon confirmation from the Chairman of the meeting and in due discussion with us as Scrutinizer to the meeting, to circulate the Polling Papers and to obtain the voting results from them, the Polling papers were duly circulated and the votes had been casted by the relevant shareholders.

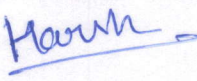
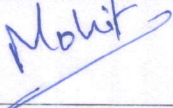


However, the facility of casting their votes through Polling paper(s) at the Extra-Ordinary General Meeting has been provided to only those shareholders, who could not have casted their vote(s) through remote e-voting and e-voting facility due to the non- working of the link provided by CDSL.

8) Scrutinizer's Responsibility:

The management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules relating to remote e-voting and e-voting at the EGM on the resolutions contained in the Notice to the EGM of the Members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and for the process of e-voting at the EGM, is restricted to make a Scrutinizer's Report of the votes cast in "FAVOR" or "AGAINST" the resolutions stated in the Notice of the EGM, based on the reports generated from the electronic voting system provided by CDSL.

9) On Thursday, February 22<sup>nd</sup>, 2024, after completion of e-voting at the EGM, the system provided by CDSL was duly unblocked by me as a Scrutinizer in the presence of two witnesses, Mr. Harsh Bhatnagar and Mr. Mohit Khandelwal, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

Name of the Witness	Harsh Bhatnagar	Mohit Khandelwal
Signature of the Witness		

Thereafter, I as a Scrutinizer duly compiled the details of the remote e-voting and the e-voting during the EGM, the voting results are summarized below:



Details	Remote E-Voting	E-Voting at EGM	Polling Papers	Total Voting
Number of Shareholders who casted their votes	29	3	12	44
Total number of Shares held by them	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693
Valid votes	As per details provided under each Resolution(s) mentioned below.			
Invalid Votes	NIL			

- 10) After completion of e-voting at the EGM, the data of remote e-voting, e-voting and Polling Papers at EGM was diligently scrutinized. Thereafter, data of remote e-voting, e-voting and Polling Papers at the EGM were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company. Detailed registers were maintained containing the summary of results of remote e-voting, e-voting and Polling Papers at the EGM.
- 11) Few Members casted their vote through ballot
- 12) The Members exercised their voting either by remote e-voting, e-voting or via Polling Paper at the EGM. There was no member who opted for two or more facilities as stated above.
- 13) As requested by the management, I submit herewith my consolidated report on the results of remote e-voting together with that of e-voting and voting by Polling papers at the EGM as under:

**SPECIAL BUSINESS:**

**(a) ITEM NO. 1 OF THE NOTICE**

AMENDMENT IN THE TERMS OF CLASS B PROMOTER OPTIONALLY CONVERTIBLE PREFERENCE SHARES ("CLASS B PROMOTER OCPS") OF RS. 100/- EACH ISSUED AS PARTLY PAID SHARES ON FEBRUARY 11, 2021

Ordinary Resolution	
Number of Valid Votes	



Particulars	Remote e-Voting	E-voting at the EGM	Polling Papers	Total	Percentage
Assent	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100
Dissent	NIL	NIL	NIL	NIL	NIL
Total	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100%

Therefore, the Resolution No. 1 has been approved with requisite majority.

**(b) ITEM NO. 2 OF THE NOTICE**

AMENDMENT IN THE TERMS OF CLASS C PROMOTER OPTIONALLY CONVERTIBLE PREFERENCE SHARES ("CLASS C PROMOTER OCPS") OF RS. 15/- EACH AS PARTLY PAID SHARES ON DECEMBER 15, 2022

Ordinary Resolution					
Particulars	Number of Valid Votes				Percentage
	Remote e-Voting	E-voting at the EGM	Polling Papers	Total	
Assent	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100
Dissent	NIL	NIL	NIL	NIL	NIL
Total	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100%

Therefore, the Resolution No. 2 has been approved with requisite majority.

**(c) ITEM NO. 3 OF THE NOTICE**

OBTAINING EXTERNAL COMMERCIAL BORROWINGS ("ECG") FROM KIRIN HOLDINGS SINGAPORE PTE. LTD AND APPROVAL OF THE TERMS AND CONVERSION OF THE ECB

Special Resolution		
Number of Valid Votes		



Particulars	Remote e-Voting	E-voting at the EGM	Polling Papers	Total	Percentage
Assent	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100
Dissent	NIL	NIL	NIL	NIL	NIL
Total	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100%

Therefore, the Resolution No. 3 has been approved with requisite majority.

**(d) ITEM NO. 4 OF THE NOTICE**

RECLASSIFICATION AND INCREASE OF THE AUTHORISED SHARE CAPITAL AND AMENDMENT OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY

Particulars	Special Resolution				
	Number of Valid Votes				Percentage
	Remote e-Voting	E-voting at the EGM	Polling Papers	Total	
Assent	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100
Dissent	NIL	NIL	NIL	NIL	NIL
Total	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100%

Therefore, the Resolution No. 4 has been approved with requisite majority.

**(e) ITEM NO. 5 OF THE NOTICE**

APPROVAL OF OFFER AND ISSUE OF 287 (TWO HUNDRED AND EIGHTY-SEVEN) EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS ("EIGHTY DVR-1") ON A PREFERENTIAL BASIS BY WAY OF PRIVATE PLACEMENT TO KIRIN HOLDINGS SINGAPORE PTE. LTD.

	Special Resolution	
	Number of Valid Votes	



Particulars	Remote e-Voting	E-voting at the EGM	Polling Papers	Total	Percentage
Assent	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100%
Dissent	NIL	NIL	NIL	NIL	NIL
Total	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100%

Therefore, the Resolution No. 5 has been approved with requisite majority.

**(f) ITEM NO. 6 OF THE NOTICE**

APPROVAL FOR OFFER AND ISSUE OF 30,000 (THIRTY THOUSAND) CLASS D PROMOTER OPTIONALLY CONVERTIBLE PREFERENCE SHARES ("CLASS D PROMOTER OCPS") TO MR. ANKUR JAIN, PROMOTER OF THE COMPANY

Particulars	Special Resolution				
	Number of Valid Votes				Percentage
	Remote e-Voting	E-voting at the EGM	Ballot Papers	Total	
Assent	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100%
Dissent	NIL	NIL	NIL	NIL	NIL
Total	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100%

Therefore, the Resolution No. 6 has been approved with requisite majority.

**(g) ITEM NO. 7 OF THE NOTICE**

APPROVAL OF TERMS OF ISSUANCE OF 30,000 (THIRTY THOUSAND) CLASS D PROMOTER OPTIONALLY CONVERTIBLE PREFERENCE SHARES ("CLASS D PROMOTER OCPS") TO MR. ANKUR JAIN, PROMOTER OF THE COMPANY

Particulars	Special Resolution				
	Number of Valid Votes				Percentage
Remote e-Voting	E-voting at the EGM	Ballot Papers	Total		
Assent					
Dissent					
Total					



Particulars	Remote e-Voting	E-voting at the EGM	Ballot Papers	Total	Percentage
Assent	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100%
Dissent	NIL	NIL	NIL	NIL	NIL
Total	2,56,71,338	28,16,139	1,47,47,216	4,32,34,693	100%

Therefore, the Resolution No. 7 has been approved with requisite majority.

14) Based on the foregoing, all the resolutions as stated in the Notice of the EGM are deemed to have been passed with the requisite majority on the date of EGM i.e. Friday, February 22, 2024.

15) All the relevant data and records of the Company relating to the voting conducted at the EGM of the Company were handed over to the Company Secretary of the Company.

Thanking you,  
Yours Faithfully

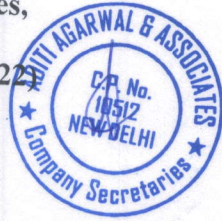
For Aditi Agarwal & Associates,  
Company Secretaries  
(Peer Reviewed Firm: 2200/2022)

*Aditi*

Aditi Gupta  
Company Secretary in whole-time practice  
FCS- 9410  
C.P.-10512

Date: February 23, 2024  
Place: New Delhi

UDIN: F009410E003486730



Counter-signed by:  
For B9 Beverages Limited  
(Formerly known as B9 Beverages Private Limited)

Ankur Jain  
Chairman  
DIN: 01846010

Date:  
Place: