

# NOTICE

**NOTICE IS HEREBY GIVEN** that the **31st Annual General Meeting** of the members of **Associated Alcohols & Breweries Limited** will be held on **Saturday, September 05, 2020 at 02:00 PM (IST) through Video Conferencing (VC) /Other Audio Visual Means (OAVM)** for which purposes the registered office of the company situated at 4th Floor, BPK Star Tower, A.B Road, Indore– 452008 (Madhya Pradesh) shall be deemed as the venue for the meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements together with Directors Report as also the Auditors Report thereon for the year ended March 31, 2020.
2. To declare dividend on Equity Shares for the financial year ending 31st March, 2020
3. To reappoint Mr. Manish Kumar Tibrewal (DIN00747559), who is liable to retire by rotation has offered himself for reappointment.

## SPECIAL BUSINESS

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

**“RESOLVED THAT** pursuant to the provision of Section 152 and any other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force) and Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), Ms. Homai Ardeshir Daruwalla (DIN:00365880) who was on the recommendation of the Nomination and Remuneration Committee appointed as an additional director of the company by the Board of Directors with effect from 16th May, 2020 in terms of section 161(1) of the Companies Act, 2013 and in accordance with the article of association of the company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the company has received a notice in writing from a member of the company under section 160 of the Companies Act, 2013 proposing her candidature be and is hereby appointed as director of the company.

**RESOLVED FURTHER THAT** pursuant to the provision of Section 149, 150, 152 and other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force) read with schedule IV, of the Companies Act, 2013 and Regulation 16 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force) Ms. Homai Ardeshir Daruwalla (DIN: 00365880), who has submitted a declaration that she meets the criteria for Independence and who is eligible for appointment, be and is hereby appointed as Independent Director not liable to retire by rotation of the company to hold office for a term of 3 Consecutive years from the date of appointment.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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

**“RESOLVED THAT** pursuant to the provision of Section 152 and any other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force) and Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), Mr. Debashis Das (DIN: 08755043), who was on the recommendation of the Nomination and Remuneration Committee appointed as an additional director of the company by the Board of Directors with effect from 16th May, 2020 in terms of section 161(1) of the Companies Act, 2013 in accordance with the article of association of the company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the company has received a notice in writing from a member of the company under section 160 of the Companies Act, 2013 proposing his candidature be and is hereby appointed as Non-Executive director of the company, whose office is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification(s) or re-enactment thereof for the time being in force) and as per recommendation and approval of the nomination and remuneration committee, the consent of Members be and is hereby accorded to the re-appointment and enhance salary of Mr. Harshan Kumar Bhandari who is father of Mr. Tushar Bhandari, Whole Time Director, at office or place of profit in the company, as

Senior Executive - Plant Head of the Company, w.e.f 01st October 2020 at an annual remuneration of ₹48,00,000 Lakhs (Rupees Forty Eight Lakhs only) together with other benefits, perquisites, allowances, amenities and facilities as applicable / payable to the other employees occupying similar position in the said cadre as per applicable rules, which is commensurate with his experience and as per relevant industry standards.

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in the range of 5,00,000-7,50,000 per month in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mr Harshan Kumar Bhandari holding office or place of profit, within the maximum limit approved by the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution"

Place: Indore  
Date: 29th June, 2020

By Order of the Board of Directors

**Registered office**

4th Floor, BPK Star Tower, AB Road,  
Indore - 452008  
CIN: L15520MP1989PLC049380

**Sumit Jaitely**  
Company Secretary  
FCS 9194

**NOTES:**

1. In view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 followed by Circular No. 20/2020 dated 5th May, 2020,(collectively refer to as 'MCA Circulars') permitted the holding of AGM through VC/OAVM, without physical presence of members at common venue, and Annual General Meeting (AGM) held through Video Conferencing (VC) or Other Audio Visual Means (OAVM) stands perfectly valid. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Since this AGM is being scheduled to be held through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxy by the members is not available for the AGM and hence the proxy form, attendance slip and route map are not annexed to this notice. However, the Body Corporates are entitled to appoint authorized representatives to attend

the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before or after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. 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 MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/ OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL
6. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
  7. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - <https://associatedalcohols.com> as soon as possible after the Meeting is over.
  9. In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated May 12, 2020, Notice of the 31st AGM along with the Annual Report for the Financial Year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019- 20 will also be available on the Company's website - <https://associatedalcohols.com>, websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE on [www.nseindia.com](http://www.nseindia.com), and on the website of CDSL <https://www.evotingindia.com>. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department looking to the prevailing Covid-19 situation.
  10. Pursuant to Finance Act, 2020, dividend income if any declared by the Company will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company shall be required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Ankit Consultancy Private Limited, the Share Transfer Agent (in case of shares held in physical mode) and to the concerned depositories. (in case of shares held in demat mode) A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [investorrelations@aabl.in](mailto:investorrelations@aabl.in) by 05:00 PM IST on 29th August, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [investorrelations@aabl.in](mailto:investorrelations@aabl.in). The aforesaid declarations and documents need to be submitted by the shareholders by 05:00 PM IST on 29th August, 2020.
  11. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
  12. Register of Members and Share Transfer Books of the Company will remain closed from **Sunday, 30th August, 2020 to Saturday, 05th September, 2020 (both days inclusive)** for the Annual General Meeting and ascertainment for entitlement of payment of dividend to the members whose names appear in the Register of members and the records of the beneficiaries of the CDSL and NSDL on the date of the Annual General Meeting. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 29th August, 2020.
  13. CS Ishan Jain, Practicing Company Secretary (F.R.No. I2014MP1139600, M. No. FCS 9978 & C.P. No. 13032) and Proprietor of M/s. Ishan Jain & Co., Company Secretaries, Indore has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

14. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID investorrelations@aabl.in so that the information required may be made available at the Meeting.

15. The Company's Statutory Auditors, M/s. Singhi & Co. Chartered Accountants, registered with the Institute of Chartered Accountants of India vide registration number FRN302049E, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the 28th Annual General Meeting ("AGM") of the Members held on August 05, 2017 until the conclusion of 33rd Annual General Meeting on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the members at every subsequent AGM held after the AGM held on August 05, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee

16. The Members are requested to:

- a) - Intimate changes, if any, in their registered addresses immediately.
- b) - Quote their ledger folio number in all their correspondence.
- c) - intimate their active E-Mail ID in respect of shares held in held in demat form/ physical form  
to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit\_4321@yahoo.com

17. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent

Ankit Consultancy Pvt.Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit\_4321@yahoo.com, to receive the soft copy of all communication and notice of themetings etc., of the Company.

18. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.

19. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the AGM. Members seeking to inspect such documents can send an email to investorrelations@aabl.in.

## **20. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM / AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM / AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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.
5. Shareholders who would have any queries or like to express their views/ask questions during the meeting may request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, at investorrelations@aabl.in. The queries will be replied by the company suitably by email.

## **21. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the 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 available during the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**22. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:-**

(i) The voting period begins on Wednesday, 02nd September, 2020 at 09:00 AM (IST) and ends on Friday, 04th September, 2020 at 05:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29th August, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

(iii) Click on Shareholders module

(iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

**NOTE: Please keep the sequence number in safe custody.**

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Associated Alcohols & Breweries Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**23. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ID'S ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE**

1. For Physical shareholders- please provide necessary details like 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 RTA at [ankit\\_4321@yahoo.co.in](mailto:ankit_4321@yahoo.co.in) or to the company at [investorrelations@aabl.in](mailto:investorrelations@aabl.in).

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 [ankit\\_4321@yahoo.co.in](mailto:ankit_4321@yahoo.co.in) or to the company at [investorrelations@aabl.in](mailto:investorrelations@aabl.in).

**24. NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

### Item No. 4

The Board of Directors appointed Ms. Homai Ardeshir Daruwalla (DIN 00365880) as an Additional and Independent Director of the Company with effect from 16th May, 2020 pursuant to the Section 149, 150, 152 and 161 of the Companies Act, 2013 read with the rules made thereunder and Article 112 of the Articles of Association of the Company.

Ms. Homai Ardeshir Daruwalla (DIN 00365880) holds office upto the date of AGM of the Company and is eligible to be appointed. Notice in writing has been received from a Member of the Company under Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Ms. Homai Ardeshir Daruwalla(DIN 00365880) for the office of the Director of the Company.

Ms. Homai Ardeshir Daruwalla(DIN 00365880) is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received declaration from Ms. Homai Ardeshir Daruwalla(DIN 00365880) that she meets with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015. In the opinion of the Board, Ms. Homai Ardeshir Daruwalla (DIN 00365880) fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations, 2015. The profile of Ms. Homai Ardeshir Daruwalla (DIN 00365880) is annexed to the Notice. The Board recommends the appointment of Ms. Homai Ardeshir Daruwalla (DIN 00365880) as an Independent Director for approval by Members of the Company by ordinary resolution. Copy of the draft letter for appointment of Ms. Homai Ardeshir Daruwalla (DIN 00365880) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office /Executive Office of the Company during normal business hours (11:00 AM to 02:00 PM) on any working day, upto the date of AGM of the Company.

Ms. Homai Ardeshir Daruwalla (DIN 00365880) is not related to any Director of the Company. Except Ms. Homai Ardeshir Daruwalla (DIN 00365880), none of the Directors and Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Resolution as set out in item no. 4 for approval of the members

### Item No. 5

The Board of Directors appointed Mr. Debashis Das (DIN 08755043) as an Additional Director of the Company with effect from 16th May, 2020 pursuant to the Section 152 and 161 of the

Companies Act, 2013 read with the rules made thereunder and Article 94 of the Articles of Association of the Company.

Mr. Debashis Das (DIN 08755043) holds office upto the date of AGM of the Company and is eligible to be appointed. Notice in writing has been received from a Member of the Company under Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Mr. Debashis Das (DIN 08755043) for the office of the Director of the Company.

Mr. Debashis Das (DIN 08755043) is not disqualified from being appointed as Director in terms of Section 164 of the Act. The profile of Mr. Debashis Das (DIN 08755043) is annexed to the Notice. Copy of the draft letter for appointment of Mr. Debashis Das (DIN 08755043) as Non Executive Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office /Executive Office of the Company during normal business hours (11:00 AM to 02:00 PM) on any working day, upto the date of AGM of the Company.

Mr. Debashis Das (DIN 08755043) is not related to any Director of the Company. Except Mr. Debashis Das (DIN 08755043), none of the Directors and Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

In the light of above, you are requested to accord your approval to the Resolution as set out at Agenda Item No.5 of the accompanying Notice.

The Board recommends the Resolution as set out in item no. 5 for approval of the members

### Item No. 6

Mr. Harshan Kumar Bhandari is the Senior Executive of the company and associated with company since its formation, Mr. Bhandari is in the core leadership team which drives the organisation. The salary and other facilities being enhanced that Mr. Harshan Kumar Bhandari is crossing the permissible limits and the enhancement of salary is falling under the provisions of office or place of profit falling in terms of Section 188 (1) f of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel except Mr. Tushar Bhandari including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolution as set out in item no. 6 for approval of the members

Place: Indore  
Date: 29th June, 2020

#### Registered office

4th Floor, BPK Star Tower, AB Road,  
Indore - 452008 MP  
CIN: L15520MP1989PLC049380

By Order of the Board of Directors

**Sumit Jaitely**  
Company Secretary  
FCS 9194

**DETAIL IN PURSUANCE OF REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 OF DIRECTORS/PERSONS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING.**

Name of the Director	Ms. Homai Ardeshir Daruwalla	Mr. Debashis Das	Manish Kumar Tibrewal
Date of Birth	19.12.1948	04.10.1957	05.07.1977
DIN	00365880	08755043	00747559
Date of Appointment on the Board	16.05.2020	16.05.2020	20.10.2001
Qualifications	Chartered Accountant	Graduate Engineer	Graduate in Commerce
Experience and Expertise	Ms Daruwalla is a qualified Chartered Accountant. In her career in Banking, spanning more than three decades, she has worked in various capacities in Union Bank of India, Oriental Bank of Commerce and retired as Chairman & Managing Director of Central Bank of India in December 2008. She also handled prestigious assignment as Region of India Director on the Board of 'The Institute of Internal Auditors', Florida, USA. In recognition of her excellent contribution in the field of Banking, Ms Daruwalla has been conferred with many prestigious awards. Presently, Ms. Daruwalla is an Executive Advisor / Consultant, her forte being financial sector.	Mr. Debashis Das is a graduate engineer. He has around 38 years of rich experience in manufacturing operations and projects in spirit industry  Mr Das has core expertise in project management, operations strategy innovation and cost control  Mr Das is operating as independent consultant providing management and consultancy services to several companies.	Rich Exposure of industry and commercial transaction and wide and vivid experience of 20 years. Part of Board and Long Associated with core management team of the company.
No. of meetings of Board attended during the year.	1	1	4
List of Directorship/ Membership/ Chairmanship of Committees of other Board.	9	0	0
Shareholding in AABL (Equity)	Nil	Nil	Nil
Terms & conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	As per Nomination and Remuneration Policy of the Company and terms of agreement with the Independent Director as displayed on the company's website viz. www.associatedalcohols.com	As per Nomination and Remuneration Policy of the Company and terms of agreement with the Director as displayed on the company's website viz. www.associatedalcohols.com	As per Nomination and Remuneration Policy of the Company and terms of agreement with the Director as displayed on the company's website viz. www.associatedalcohols.com