

**VOTING RESULT OF 29<sup>TH</sup> ANNUAL GENERAL MEETING OF ASSOCIATED ALCOHOLS & BREWERIES LTD. HELD ON 24<sup>TH</sup> AUGUST, 2018 AT 10:00 AM AND CONCLUDED AT 11:05AM**

In accordance with the Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 Agreement, the details of business transacted at Extra Ordinary General Meeting of the Company are furnished below:

- Date of the AGM. : 24<sup>th</sup> August, 2018
- Total number of Shareholders on the record date : 11335  
(i.e. on 17<sup>th</sup> August, 2018 cut of date for e-voting purpose)
- No of Shareholders present in the meeting either in person  
Or through proxy :

Promoters and Promoter Group	4
Public	73

No of Shareholders attend the meeting through Video Conferencing:

Promoters and Promoter Group	Not arranged
Public	

Details of the Agenda

The following business was transacted by the Shareholders:

Mode of voting: E-Voting and Poll (Ballot Paper)

**Resolution 1: Received, Considered and Adoption of Annual Financial Statement of the Company together with Director's Report as also the Auditor's Report thereon for the year ended 31<sup>st</sup> March 2018.**

**Resolution required: Ordinary**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in Against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10566440	10566440	100%	10566440	0	100%	0.00
	Poll		0	0	0	0	0	0.00
	<b>Total</b>	<b>10566440</b>	<b>10566440</b>	<b>100%</b>	<b>10566440</b>	<b>0</b>	<b>100%</b>	<b>0.00</b>
Public Institutions	E-Voting	84930	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	<b>Total</b>	<b>84930</b>	<b>0</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>
Public Non Institutions	E-Voting	7427830	47148	0.63%	47148	0	100	0
	Poll		282	0.003%	269	13	95.39%	4.61%
	<b>Total</b>	<b>7427830</b>	<b>47430</b>	<b>0.633%</b>	<b>47417</b>	<b>13</b>	<b>99.97%</b>	<b>0.03%</b>
<b>Total</b>		<b>18079200</b>	<b>10613870</b>	<b>58.70%</b>	<b>10613857</b>	<b>13</b>	<b>99.99%</b>	<b>0.01%</b>



## Resolution 2: Declaration of Dividend on equity shares

### Resolution required: Ordinary

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in Against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10566440	10566440	100%	10566440	0	100%	0.00
	Poll		0	0	0	0	0	0.00
	<b>Total</b>		<b>10566440</b>	<b>10566440</b>	<b>100%</b>	<b>10566440</b>	<b>0</b>	<b>100%</b>
Public Institutions	E-Voting	84930	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>84930</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	7427830	47148	0.63%	47148	0	0	0
	Poll		282	0.003%	269	13	95.39%	4.69%
	<b>Total</b>		<b>7427830</b>	<b>47430</b>	<b>0.633%</b>	<b>47417</b>	<b>13</b>	<b>99.97%</b>
<b>Total</b>		<b>18079200</b>	<b>10613870</b>	<b>58.70%</b>	<b>10613857</b>	<b>13</b>	<b>99.99%</b>	<b>0.01%</b>

## Resolution 3 : To reappoint Mr. Manish Kumar Tibrewal, who is liable to retire by rotation and has offered himself for reappointment

### Resolution required: Ordinary

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in Against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10566440	10566440	100%	10566440	0	100%	0.00
	Poll		0	0	0	0	0	0.00
	<b>Total</b>		<b>10566440</b>	<b>10566440</b>	<b>100%</b>	<b>10566440</b>	<b>0</b>	<b>100%</b>
Public Institutions	E-Voting	84930	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>84930</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	7427830	47148	0.63%	46398	750	98.40%	1.60%
	Poll		282	0.003%	269	13	95.39%	4.61%
	<b>Total</b>		<b>7427830</b>	<b>47430</b>	<b>0.633%</b>	<b>46667</b>	<b>763</b>	<b>98.39%</b>
<b>Total</b>		<b>18079200</b>	<b>10613870</b>	<b>58.70%</b>	<b>10613107</b>	<b>763</b>	<b>99.99%</b>	<b>0.01%</b>



**Resolution 4: Re-Appointment of M/s. Singhi & Co, Chartered Accountants as Statutory Auditor of the company**

**Resolution required: Ordinary**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in Against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10566440	10566440	100%	10566440	0	100%	0.00
	Poll		0	0	0	0	0	0.00
	<b>Total</b>	<b>10566440</b>	<b>10566440</b>	<b>100%</b>	<b>10566440</b>	<b>0</b>	<b>100%</b>	<b>0.00</b>
Public Institutions	E-Voting	84930	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>84930</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	7427830	47148	0.63%	47148	0	100%	0
	Poll		282	0.003%	269	13	95.39%	4.61%
	<b>Total</b>	<b>7427830</b>	<b>47430</b>	<b>0.633%</b>	<b>47417</b>	<b>13</b>	<b>99.97%</b>	<b>0.03%</b>
<b>Total</b>		<b>18079200</b>	<b>10613870</b>	<b>58.70%</b>	<b>10613857</b>	<b>13</b>	<b>99.99%</b>	<b>0.01%</b>

**Resolution 5: To change Registered office of the company from one state to another i.e from jurisdiction of ROC Kolkata, West Bengal to ROC Gwalior, Madhya Pradesh**

**Resolution required: Special**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in Against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10566440	10566440	100	10566440	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	<b>Total</b>	<b>10566440</b>	<b>10566440</b>	<b>100</b>	<b>10566440</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	84930	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>84930</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	7427830	47148	0.63%	47148	0	100%	0
	Poll		282	0.003%	144	138	51.06%	48.94%
	<b>Total</b>	<b>7427830</b>	<b>47430</b>	<b>0.633%</b>	<b>47292</b>	<b>138</b>	<b>99.70%</b>	<b>0.30%</b>
<b>Total</b>		<b>18079200</b>	<b>10613870</b>	<b>58.70%</b>	<b>10613732</b>	<b>138</b>	<b>99.99%</b>	<b>0.01%</b>



**Resolution 6: To Pass resolution relating to service of documents**

**Resolution required: Ordinary**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in Against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10566440	10566440	100	10566440	0	100.00	0.00
	Poll		0	0	0	0	0	0.00
	<b>Total</b>	<b>10566440</b>	<b>10566440</b>	<b>100</b>	<b>10566440</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	84930	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>	<b>84930</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	7427830	47148	0.63%	47082	66	99.86%	0.14%
	Poll		272	0.003%	239	33	87.86%	12.14%
	<b>Total</b>	<b>7427830</b>	<b>47420</b>	<b>0.633%</b>	<b>47321</b>	<b>99</b>	<b>99.79%</b>	<b>0.21%</b>
<b>Total</b>		<b>18079200</b>	<b>10613860</b>	<b>58.70%</b>	<b>10613761</b>	<b>99</b>	<b>99.99%</b>	<b>0.01%</b>

For: ASSOCIATED ALCOHOLS & BREWERIES LTD.

  
SUMIT JAITLEY  
COMPANY SECRETARY & COMPLIANCE OFFICER

# K. ARUN & CO.

Company Secretaries

24<sup>th</sup> August, 2018

To,  
Mr. Tushar Bhandari  
The Chairman,  
Associated Alcohols & Breweries Ltd.  
CIN: L15520WB1989PLC047211  
106A Shyam Bazar Street 1<sup>st</sup> Floor  
KOLKATA-700005.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on voting through Remote E-voting and Polling Process conducted pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2015 for the 29<sup>th</sup> Annual General Meeting of Associated Alcohols & Breweries Ltd. held on Friday, 24<sup>th</sup> August, 2018 at 10.00 A.M**

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I, Arun Kumar Khandelia, Partner of K Arun & Co., Practicing Company Secretaries, appointed by the Board of Directors of **Associated Alcohols & Breweries Ltd. ("the Company")** to act as the Scrutinizer for the purpose of scrutinizing the voting process through Remote E-voting and polling process conducted pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 ("the Act") read with **Companies (Management and Administration) Amendment Rules, 2015** and Regulation 44(3) of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, in respect of the Resolutions mentioned in the Annual General Meeting ("AGM") Notice dated 28.05.2018.

The Management of the Company is responsible to ensure the compliance with the requirements of the Sections 108 and 109 of the Act read with Companies (Management and Administration) Amendment Rules, 2015. My responsibility as a Scrutinizer is only to the extent of making Scrutinizer Report for ascertaining the votes cast in "favour" or "against" for respective resolutions of the Annual General Meeting Notice.

A person whose name was recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 17<sup>th</sup> August, 2018 was entitled to vote on the resolutions of the Annual General Meeting Notice.

The Company had engaged the services of M/s. Central Depository Services (India) Ltd. for providing remote e-voting facility and the service provider had set up the remote e-voting facility on its website [www.evotingindia.com](http://www.evotingindia.com). The Service Provider has provided a system for recording the electronic votes of the shareholders on all the items of the business sought to be



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transacted at the Annual General Meeting. The shareholders who were present at the venue of the meeting and had not opted to vote through the remote e-voting were provided with the facility to exercise their vote through polling papers.

I hereby submit my Report as under:

- 1 The period for remote e-voting had commenced at 9.00 A.M. on Monday, 20<sup>th</sup> August, 2018 and closed at 5.00 P.M. on Thursday, 23<sup>rd</sup> August, 2018. At the end of the remote e-voting period, the facility was blocked by the Service Provider.
- 2 At the venue of the Annual General Meeting, the empty Ballot Box kept for voting through ballot papers was locked in my presence and members who were present at the meeting. The locked Ballot Box upon completion of the voting was unlocked in my presence. After the conclusion of the counting of votes through Ballot Papers, the votes cast through remote e-voting were unblocked in presence of 2 witnesses Mr. Shawant Raj and Mr. Yashraj Agarwalla who are not in the employment of the Company. The results of remote e-voting are based on the reports generated from Service Provider website [www.evotingindia.com](http://www.evotingindia.com).
- 3 We have collated the votes downloaded from the remote e-voting and ballot papers to declare the final results for each of the resolution forming part of the Annual General Meeting Notice and to ascertain the number of shares voted in "Favour" or "Against". The members who have abstained from the voting during the aforesaid voting process have not been considered in preparation of the Consolidated Report. The Ballot Papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I hereby submit Consolidated Scrutinizer Report as per the provisions of Section 108 and 109 of the Act read with Rule 20 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, containing the results of each of the resolutions of the Annual General Meeting as detailed in **Annexure A**.

I hereby confirm that the Registers and Records generated from the e-voting platform of the Service Provider are being maintained in the electronic form.

The Registers and all other records/ papers relating to Remote e-voting and polling process shall remain in our custody till the Chairman considers, approves and signs the Annual General Meeting Minutes and thereafter the same shall be returned.



You may accordingly declare the Result of Voting for each Resolution of the Annual General Meeting Notice as detailed in the attachment and marked as **Annexure-A**.

Thanking You.

Place: Kolkata  
Dated: 24.08.2018



For K ARUN & CO.  
Company Secretaries

(Arun Kumar Khandelia)  
Partner  
C.P. No. 2270

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of Associated Alcohols & Breweries Ltd were unblocked from e-voting website of Central Depository Services (India) Limited (CDSL) in our presence at 11:54 A.M. on 24<sup>th</sup> August, 2018.

Yashraj Agarwalla  
9/1B, Peary Mohan Paul Lane  
Girish Park  
Kolkata-700007

Shawant Raj  
13/2 I. R. Bellilious Lane  
Howrah- 711101

Countersigned by  
For ASSOCIATED ALCOHOLS & BREWERIES LTD.

Tushar Bhandari  
Chairman  
DIN: 03583114

## ANNEXURE A

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Polling Paners	Number of votes casted by Polling Papers	Total No. of votes cast through Remote-voting and Polling Papers	% of total number of valid votes cast
	1	2	3	4	5=(2) + (4)	6
<b>Item No.1 : To receive, consider and adopt the Audited Financial Statements together with Directors Report and also the Auditors Report thereon for the year ended March 31, 2018.</b>						
Voted in favour of the resolution	24	10613588	35	269	10613857	99.9999
Voted against the resolution	0	0	2	13	13	0.00012
<b>Total</b>	<b>24</b>	<b>10613588</b>	<b>37</b>	<b>282</b>	<b>10613870</b>	<b>100.00</b>
Invalid /Abstain votes	0	0	34	558	558	-
<b>Item No. 2 : To declare dividend on Equity Shares for the financial year ending 31st March, 2018.</b>						
Voted in favour of the resolution	24	10613588	35	269	10613857	99.9999
Voted against the resolution	0	0	2	13	13	0.00012
<b>Total</b>	<b>24</b>	<b>10613588</b>	<b>37</b>	<b>282</b>	<b>10613870</b>	<b>100.00</b>
Invalid /Abstain votes	0	0	34	558	558	-
<b>Item No. 3: To reappoint Mr. Manish Kumar Tibrewal (DIN: 00747559) as Director, who is liable to retire by rotation has offered himself for reappointment.</b>						
Voted in favour of the resolution	23	10612838	35	269	10613107	99.9928
Voted against the resolution	1	750	2	13	763	0.00719
<b>Total</b>	<b>24</b>	<b>10613588</b>	<b>37</b>	<b>282</b>	<b>10613870</b>	<b>100.00</b>
Invalid /Abstain votes	0	0	34	558	558	-
<b>Item No.4: To ratify and confirm the appointment of M/s Singhi &amp; Co.,Chartered Accountants (FRN: 302049E) as Statutory Auditors of the Company for the year ending 31st March, 2019 on such remuneration as recommended by the Audit Committee and as mutually agreed upon between the Auditors and the Board of Directors of the company.</b>						
Voted in favour of the resolution	24	10613588	35	269	10613857	99.9999
Voted against the resolution	0	0	2	13	13	0.00012
<b>Total</b>	<b>24</b>	<b>10613588</b>	<b>37</b>	<b>282</b>	<b>10613870</b>	<b>100.00</b>
Invalid /Abstain votes	0	0	34	558	558	-
<b>Item No.5 : To shift the registered office of the company from the state of West Bengal to the state of Madhya Pradesh and alter the Clause II of the Memorandum of Association accordingly.</b>						
Voted in favour of the resolution	24	10613588	30	144	10613732	99.9987
Voted against the resolution	0	0	7	138	138	0.00130
<b>Total</b>	<b>24</b>	<b>10613588</b>	<b>37</b>	<b>282</b>	<b>10613870</b>	<b>100.00</b>
Invalid /Abstain votes	0	0	34	558	558	-
<b>Item No.6 : To charge from the member in advance an amount equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of service provided such request along with the requisite fee had been duly received by the company at least one week advance of the dispatch of the document by the company.</b>						
Voted in favour of the resolution	23	10613522	34	239	10613761	99.9991
Voted against the resolution	1	66	3	33	99	0.00093
<b>Total</b>	<b>24</b>	<b>10613588</b>	<b>37</b>	<b>272</b>	<b>10613860</b>	<b>100.00</b>
Invalid /Abstain votes	0	0	35	568	568	-

Place: Kolkata  
Dated: 24.08.2018



For K ARUN & CO.  
Company Secretaries

Arun Kumar Khandelia  
Partner  
C.P. No. 2270