

ALLIED BLENDERS AND DISTILLERS LIMITED

(formerly known as Allied Blenders and Distillers Private Limited)

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON FRIDAY, DECEMBER 23, 2022 AT 11.00 A.M. AT ASHFORD CENTRE, 4TH FLOOR, SHANKARRAO NARAM MARG, LOWER PAREL (WEST), MUMBAI – 400 013 TO TRANSACT THE FOLLOWING MATTER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION:-

This notice is a shorter notice of 1 days and requisite consents have been obtained from the shareholders pursuant to Section 101(1) of the Companies Act, 2013 in accordance with the Articles of Association of the Company.

As Special Business:

1. **APPOINTMENT OF MR. NARAYANAN SADANANDAN (DIN: 07263104) AS A DIRECTOR (NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company (“the Board”) on 17th October, 2022 and in accordance with the applicable provisions of the Articles of Association of the Company, Sections 149, 150 and 152, read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, (collectively, “**Companies Act**”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force) (“**SEBI Listing Regulations**”), Mr. Narayanan Sadanandan (DIN: 07263104), who is not disqualified under Section 164(2) of the Companies Act from acting as a director of the Company, and who possesses relevant expertise and experience and has submitted a declaration that he meets the criteria for appointment as an independent director as provided under the Companies Act and the SEBI Listing Regulations, and has signified his consent to act as an independent director of the Company, be and is hereby appointed as an Independent Director on the Board, who shall hold office for a term of five consecutive years commencing on 16th October, 2022 and shall not be liable to retire by rotation and shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated 17th October, 2022 or as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Company does note that the consent letter under Section 152(5) in the Form DIR-2, declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1, confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company, and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, are received from Mr. Narayanan Sadanandan providing his consent and eligibility to act as an independent director of the Company.

RESOLVED FURTHER THAT the ‘code of conduct for the Board of Directors and the Senior Management’ pursuant to the Companies Act be and is hereby placed before the shareholders for information and for further compliance thereof by Mr. Narayanan Sadanandan as Independent Director.

RESOLVED FURTHER THAT any Director of the Company or Mr. Ritesh Shah, Company Secretary & Compliance Officer be and are hereby severally authorised to filed necessary forms with the Registrar of Companies, Maharashtra located at Mumbai and do all the acts, deeds and things which are necessary to the appointment of Mr. Narayanan Sadanandan as an Independent Director of the Company for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary which may be forwarded to any concerned authorities for necessary action wherever required.”

Date: 21st December, 2022
Place: Mumbai

By Order of the Board
-----Sd/-----
Ritesh Shah
Company Secretary
ACS-14037

REGISTERED OFFICE:

394-C Lamington Chambers
Lamington Road,
Mumbai – 400 011
Email: complianceofficer@abdindia.com
Date: December 22, 2022

NOTES:-

1. The Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) forms part of the Explanatory Statement forming part of this Notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE DATE OF THE EXTRAORDINARY GENERAL MEETING.**
3. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
4. This meeting is being called at a shorter notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting other than AGM may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote thereat. The members have accordingly given their consents to hold the meeting at a shorter notice.
5. All documents referred to in the Notice will be open for inspection through electronic mode during the EGM.

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), sets out all material facts relating to item No. 1 mentioned in accompanying notice.

Item No. 1:

APPOINTMENT OF MR. NARAYANAN SADANANDAN (DIN: 07263104) AS A DIRECTOR (NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY

The Board on the recommendation of Nomination and Remuneration Committee had appointed Mr. Narayanan Sadanandan, (DIN: 07263104), as an Additional Director (Non-Executive, Independent) of the Company with effect from 16th October, 2022. It is proposed to appoint him as a Director (Non-Executive, Independent) of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) each as amended, in connection with the Offer of the Equity Shares. In this connection, the Board is of the opinion that Mr. Narayanan Sadanandan fulfils the criteria for Independent Directors, as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that Mr. Narayanan Sadanandan is independent of the management of the Company.

Mr. Narayanan Sadanandan has submitted a declaration in writing to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations. Further, the Company has received intimation to the effect that he is not disqualified to be appointed as a Director in Form DIR-8 along with other applicable disclosures.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a shareholder signifying his candidature as a Director of the Company.

The Board of Directors has recommended the appointment of Mr. Narayanan Sadanandan (DIN: 07263104) as an Independent Director for a term of five years' subject to his continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

Information of director seeking appointment at the Extra-ordinary general meeting (pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India).

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| Name of the Director | Mr. Narayanan Sadanandan |
| Directors Identification Number | 07263104 |
| Date of Birth (Age in years) | 61 Years |
| Original date of appointment | October 16, 2022 |
| Qualifications | (i) B. Com. University of Madras (ii) Certificate Associate of Indian Institute of Bankers |
| Experience and expertise in specific functional area | He has over 35 years of experience in various fields, including capital market, supply, banking, fund management, etc. |
| Shareholding in the Company | NIL |
| Remuneration last drawn | Not Applicable |
| No. of Board meetings attended during the year | Mr. Narayanan Sadanandan attended one Board Meeting held on December 21, 2022. |
| Terms and conditions of re-appointment and remuneration | Term of 5 years with effect from October 16, 2022 He will eligible for Sitting Fees for attending the Board (including Committee Meetings, if case he is appointed as Member of any Committee) as determined by the Board of Directors of the Company |
| Relationship with other Directors or KMPs | He is not <i>inter-se</i> related to any Directors or KMPs of the Company |
| Directorships held in other companies in India | NIL |
| Membership / Chairmanship of committees in public limited and listed companies in India | NIL |
| Justification | To broad-base the board in compliance with the applicable provisions of SEBI Listing Regulations |

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| Brief Resume of the Director | Mr. Narayanan Sadanandan holds a bachelor's degree in commerce from University of Madras. He has also passed the Associate examination from the Indian Institute of Bankers and has successfully qualified the online proficiency self-assessment test for independent director's databank from Indian Institute of Corporate Affairs. Prior to joining our Company, he was associated with State Bank of India, SBI Capital Markets Limited and SBI Pension Funds Private Limited. He has over 35 years of experience in various fields, including capital market, supply, banking, fund management, etc. |
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The Board considers that Mr. Narayanan Sadanandan's association would be of immense benefit to the Company as an Independent Director.

Except Mr. Narayanan Sadanandan being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolution as set out as Item No.1 in the Notice for approval of Members as a Special Resolution.

Date: 21st December, 2022

Place: Mumbai

By Order of the Board

-----Sd/-----

Ritesh Shah

Company Secretary

ACS-14037

REGISTERED OFFICE:

394-C Lamington Chambers

Lamington Road,

Mumbai – 400 011

Email: complianceofficer@abdindia.com

Date: December 22, 2022