

**ALLIED BLENDERS AND DISTILLERS PRIVATE LIMITED**

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE EQUITY  
SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON 04<sup>th</sup> JUNE, 2022 AT 05.00 P.M. AT ASHFORD CENTRE, 4<sup>TH</sup> FLOOR, SHANKARRAO NARAM MARG, LOWER PAREL (WEST), MUMBAI – 400 013 TO TRANSACT THE FOLLOWING MATTERS AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS:-

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. CONVERSION OF THE COMPANY FROM A PRIVATE LIMITED COMPANY TO A  
PUBLIC LIMITED 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 provisions of Section 13, Section 14, Section 15 and Section 18 read with Section 4 of the Companies Act, 2013 and all other applicable provision(s), if any of the Companies Act, 2013, Rule 33 of the Companies (Incorporation) Rules, 2014, as amended, and the applicable rules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the approval of Registrar of Companies, Maharashtra at Mumbai and any other necessary approval from any government, statutory or regulatory authority, the consent and approval of shareholders by way of special resolution be and is hereby accorded for conversion of the Company into a public limited company.”

RESOLVED FURTHER THAT subject to the approval of the Registrar of Companies, Maharashtra at Mumbai approving the change in the status of the Company from a private company limited by shares to a public company limited by shares, and consequently pursuant to the provisions of Section 13, Section 14, Section 15 and Section 18 of the Companies Act, 2013, the change in the name of the Company from “**ALLIED BLENDERS AND DISTILLERS PRIVATE LIMITED**” to “**ALLIED BLENDERS AND DISTILLERS LIMITED**”, be and is hereby approved

RESOLVED FURTHER THAT deletion of the word “Private” wherever it appears in the Memorandum of Association of the Company, Articles of Association of the Company, letterheads, name plates, website, etc., resulting from such change in status of the Company from a private company to a public company, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder the existing Clause No. I of the memorandum of association of the Company be and is hereby substituted by the following:

"The name of the Company is **Allied Blenders and Distillers Limited.**"

RESOLVED FURTHER THAT any one Director or Mr. Ritesh Shah – Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Maharashtra at Mumbai and issue of certified true copies of these resolutions to various authorities and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.

RESOLVED FURTHER THAT any of the Directors and/or Mr. Ritesh Shah, Company Secretary & Compliance Officer of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of anyone Director or Mr. Ritesh Shah, Company Secretary & Compliance Officer of the Company wherever required."

## **2. ADOPTION OF THE ARTICLES OF ASSOCIATION 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 applicable provisions of the Companies Act, 2013, and rules and regulations made thereunder, each as amended including the Companies (Incorporation) Rules, 2014, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities Contracts (Regulation) Act, 1956, as amended and the Securities Contracts (Regulation) Rules, 1957, as amended, in accordance with the enabling provisions of the Memorandum of Associations and Articles of Association, applicable provisions of any other applicable law and subject to the necessary approvals required, of the Registrar of Companies ("**ROC**"), and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the ROC, and the Securities and Exchange Board of India and stock exchanges in connection with listing of equity shares, and the consent and approval of the shareholders of the Company be and is hereby accorded for substitution of existing set of existing Articles of Association of the Company with a new set of Articles of Association of the Company in total exclusion and substitution of the existing Articles of Association of the Company."

RESOLVED FURTHER THAT, any one Director or Mr. Ritesh Shah – Company Secretary & Compliance Officer of the Company be and are hereby jointly or severally authorised to issue certified true copies of these resolutions and the same may be forwarded to the concerned authorities for necessary action, and to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolutions.

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of anyone Director or Mr. Ritesh Shah, Company Secretary & Compliance Officer of the Company wherever required.”

**3. APPOINTMENT OF MR. ARUN BARIK (DIN: 07130542) AS A DIRECTOR (EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY**

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 approval of the board of directors of the Company (“Board”) dated 02<sup>nd</sup> June 2022 and in accordance with the applicable provisions of the Articles of Association of the Company, Sections 149, 152, 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 (“SEBI Listing Regulations”) (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable provisions of law, if any, Mr. Arun Barik (DIN: 07130542), 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 signified his consent to act as an Director (Executive, Non-Independent) of the Company, be and is hereby appointed as an Executive Director of the Company. The remuneration payable to him is as under

<b>Employee Name</b>	<b>Arun Barik</b>	
	<b>Per Month</b>	<b>Per Annum</b>
<b>Pay Element</b>		
Basic	560569	6726828
HRA	280285	3363420
Special Allowance	580096	6961152
Education Allowance	200	2400
Leave Travel Allowance	70071	840852
Driver's Salary Reimbursement	18000	216000
Petrol Expenses Reimbursement	16500	198000
Residential Telephone Expenses Reimbursement	3250	39000
<b>Gross Salary</b>	<b>1528971</b>	<b>18347652</b>
Group Mediciam Premium	1778	21336
Personal Accident Mediciam Premium	96	1152
National Pension Scheme (NPS)	1000	12000

PF (Employer's Contribution)	67268	807216
<b>Fixed CTC</b>	<b>1599113</b>	<b>19189356</b>
<b>Rewards</b>	<b>479734</b>	<b>5756808</b>
<b>Total CTC</b>	<b>2078847</b>	<b>24946164</b>

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of anyone Director or Mr. Ritesh Shah, Company Secretary & Compliance Officer of the Company, which may be forwarded to any concerned authorities for necessary action wherever required."

**4. APPOINTMENT OF MS. RUKHSHANA JINA MISTRY (DIN: 08398795) 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 approval of the board of directors of the Company ("Board") dated 02<sup>nd</sup> June 2022 and in accordance with the applicable provisions of the Articles of Association of the Company, Sections 149 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 ("SEBI Listing Regulations") (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable provisions of law, if any, Ms. Rukhshana Jina Mistry (DIN: 08398795), 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 she meets the criteria for appointment as an Director (Non-Executive, Independent) as provided under the Companies Act and the SEBI Listing Regulations, and has signified her consent to act as an Director (Non-Executive, Independent) of the Company, be and is hereby appointed as an Independent Director on the Board, who shall hold office for a term of five years commencing on 02<sup>nd</sup> June, 2022, and shall not be liable to retire by rotation. She 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 02<sup>nd</sup> June 2022 issued 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 she is not disqualified under Section 164 of the Companies Act from acting as a Director (Non-Executive, Independent) of the Company, along with other applicable disclosures are received from Ms. Rukhshana Jina Mistry providing her consent and eligibility to act as an Director (Non-Executive, Independent) 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 Ms. Rukhshana Jina Mistry as Director (Non-Executive, Independent).

RESOLVED FURTHER THAT any one Director or Mr. Ritesh Shah – Company Secretary & Compliance Officer, be and are hereby severally authorised to file 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 Ms. Rukhshana Jina Mistry as a Director (Non-Executive, Independent) 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 anyone Director or Mr. Ritesh Shah, Company Secretary & Compliance Officer of the Company, which may be forwarded to any concerned authorities for necessary action wherever required."

**5. APPOINTMENT OF MR. VIVEK ANILCHAND SETT (DIN: 00031084) 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 approval of the board of directors of the Company ("Board") dated 02<sup>nd</sup> June 2022 and in accordance with the applicable provisions of the Articles of Association of the Company, Sections 149 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 ("SEBI Listing Regulations") (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable provisions of law, if any, Mr. Vivek Anilchand Sett (DIN: 00031084), 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 Director (Non-Executive, Independent) as provided under the Companies Act and the SEBI Listing Regulations, and has signified his consent to act as an Director (Non-Executive, Independent) of the Company, be and is hereby appointed as an Director (Non-Executive, Independent) on the Board, who shall hold office for a term of five years commencing on 02<sup>nd</sup> June 2022, and shall not be liable to retire by rotation. He 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 02<sup>nd</sup> June 2022 issued 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 (Non-Executive, Independent) of the Company, along with other applicable disclosures are received from Mr. Vivek Anilchand Sett, providing his consent and eligibility to act as an Director (Non-Executive, Independent) 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. Vivek Anilchand Sett as Director (Non-Executive, Independent).

RESOLVED FURTHER THAT any one Director or Mr. Ritesh Shah – Company Secretary & Compliance Officer, be and are hereby severally authorised to file 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. Vivek Anilchand Sett as a Director (Non-Executive, Independent) 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 anyone Director or Mr. Ritesh Shah, Company Secretary & Compliance Officer of the Company, which may be forwarded to any concerned authorities for necessary action wherever required."

**6. APPOINTMENT OF MR. PAUL HENRY SKIPWORTH, (DIN: 09623856) 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 approval of the board of directors of the Company ("Board") dated 02<sup>nd</sup> June 2022 and in accordance with the applicable provisions of the Articles of Association of the Company, Sections 149 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 ("SEBI Listing Regulations") (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable provisions of law, if any, Mr. Paul Henry Skipworth, (DIN: 09623856), 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 Director (Non-Executive, Independent) as provided under the Companies Act and the SEBI Listing Regulations, and has signified his consent to act as an Director (Non-Executive, Independent) of the Company, be and is hereby appointed as an Director (Non-Executive, Independent) on the Board, who shall hold office for a term of five years commencing on 02<sup>nd</sup> June 2022, and shall not be liable to retire by rotation. He 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 02<sup>nd</sup> June 2022 issued 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 (Non-Executive, Independent) of the Company, along with other applicable disclosures are received from Mr. Paul Henry Skipworth providing his consent and eligibility to act as an Director (Non-Executive, Independent) 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. Paul Henry Skipworth as Director (Non-Executive, Independent).

RESOLVED FURTHER THAT any one Director or Mr. Ritesh Shah, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to file 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. Paul

Henry Skipworth, as a Director (Non-Executive, Independent) 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 anyone Director or Mr. Ritesh Shah, Company Secretary & Compliance Officer of the Company, which may be forwarded to any concerned authorities for necessary action wherever required."

Date: 03<sup>rd</sup> June, 2022

**By Order of the Board**

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

**Ritesh Shah**  
**Company Secretary**  
**ACS-14037**

**CIN : U15511MH2008PTC187368**

**REGISTERED OFFICE:**

394-C Lamington Chambers

Lamington Road,

Mumbai – 400 011

Email id : [info@abdindia.com](mailto:info@abdindia.com)

Website : [www.abdindia.com](http://www.abdindia.com)

Tel No: 022-67779777

**NOTES:-**

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the 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. The documents referred to in the Resolutions can be inspected at the Registered Office of the Company in during 11 am to 5 pm on all working days of the Company.
4. 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.
5. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 10/2021 dated June 23, 2021 read with Circular No 33/2020 dated September 28, 2020 read with Circular No 22/2020 dated June 15, 2020, Circular No 14/2020 dated April 8, 2020, Circular No 17/2020 dated April 13, 2020 and Circular No 39/2020 dated December 31, 2020, respectively (collectively referred to as "MCA Circulars") permitted the holding of the EGM without the physical presence of the

members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("**Companies Act**"), MCA Circulars, the EGM of the Company is being held through video conferencing ("**VC**") facility. Hence, members must attend and participate in the ensuing EGM through VC.

6. 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.
7. The members can join the EGM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
8. The attendance of the members attending the EGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
9. Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. In compliance with the aforesaid MCA Circulars, Notice of the EGM as well as the weblink for joining the meeting is being sent only through electronic mode to those members whose email addresses are registered with the Company.
11. All documents referred to in the Notice will be open for inspection through electronic mode during the EGM.
12. The route map showing directions to reach the venue of the EGM is annexed.

**Date and Place:** 03<sup>rd</sup> June 2022, Mumbai

**CIN :** U15511MH2008PTC187368  
394-C, Lamington Chambers,  
Lamington Road, Mumbai – 400 004  
India  
Email id : [info@abdindia.com](mailto:info@abdindia.com)  
Website : [www.abdindia.com](http://www.abdindia.com)  
Tel No: 022-67779777

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



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRA ORDINARY GENERAL MEETING "EGM" OF ALLIED BLENDERS AND DISTILLERS PRIVATE LIMITED TO BE HELD ON 03RD JUNE, 2022 AT 05.00 P.M. AT ASHFORD CENTRE, 4TH FLOOR, SHANKARRAO NARAM MARG, LOWER PAREL (WEST), MUMBAI – 400 013**

**Item No. 1: CONVERSION OF THE COMPANY FROM A PRIVATE LIMITED COMPANY TO A PUBLIC LIMITED COMPANY**

The Company was incorporated as a private limited company on October 8, 2008. The Company is proposing to undertake an initial public offer of its equity shares of face value of ₹ 02/- each (the "**Equity Shares**") by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company for an aggregate amount of up to ₹ 10,000 million ("**Fresh Issue**") and/or an offer of sale of such number of Equity Shares by certain of the existing and eligible shareholders ("**Selling Shareholders**") of the Company who have indicated their intent to participate in the an offer for sale ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**") and the Equity Shares are proposed to be listed on one or more of the recognised stock exchanges in India.

In order to undertake the Offer, the Company is required to be converted from a private limited company to a public limited company, in accordance with the applicable laws.

The shareholders of the Company may note the change in name of the Company calls for alteration of the memorandum of association and consequently the articles of association wherever the old name "Allied Blenders and Distillers Private Limited" appears to "Allied Blenders and Distillers Limited". For the purposes as stated hereinabove, the word "private" will be deleted wherever it appears in memorandum of association of the Company, articles of association of the Company, letterheads, nameplates, website, etc. resulting from such change in status of the Company from a private company to a public company.

The Board recommends the resolutions set out in Item No.1 of the Notice for your approval as a Special Resolution.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding and in the ordinary course of business.

**Item No. 2: ADOPTION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

In order to undertake the proposed initial public offer of the equity shares of the Company ("**Equity Shares**") by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company for an aggregate amount of up to ₹ 10,000 million ("**Fresh Issue**") and/or an offer of sale of such number of Equity Shares by certain of the existing and eligible shareholders ("**Selling Shareholders**") of the Company who have indicated their intent to participate in the offer for sale ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"), the Company is required to ensure that the Articles of Association of the Company (the "**AOA**") conform to the requirements prescribed by relevant stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges. The Company therefore

proposes to adopt a new set of AOA that shall conform to the requirements and directions provided by the stock exchanges and contain such other articles as required by a public limited company under applicable laws (including the Companies Act, 2013 and rules and regulations made thereunder, as amended including the Companies (Incorporation) Rules, 2014, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities Contracts (Regulation) Act, 1956, as amended and the Securities Contracts (Regulation) Rules, 1957, as amended, in accordance with the enabling provisions of the Memorandum of Association and Articles of Association, applicable provisions of any other applicable law and subject to the necessary approvals required, of the shareholders of the Company by a special resolution and that of the Registrar of Companies (“**ROC**”), and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the ROC, and the Securities and Exchange Board of India and stock exchanges in connection with listing of equity shares). Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution.

Copy of existing Articles of Association and new set of Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting.

Pursuant to the provisions of the Companies Act, as applicable, any amendment in Articles of Association requires approval of the members of the company.

The Board recommends the resolutions set out in Item No.2 of the Notice for your approval as a Special Resolution.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding and in the ordinary course of business.

**Item No. 3: APPOINTMENT OF MR. ARUN BARIK (DIN: 07130542) AS A DIRECTOR (EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY**

Mr. Arun Barik was appointed as Additional Director with effect from 02<sup>nd</sup> June, 2022. In accordance with the provisions of Section 161 of the Companies Act, 2013, he holds office up to the date of ensuing Annual General Meeting. The company feels that it will be in the interest of the Company to appoint and designate Mr. Arun Barik, (DIN: 07130542) as a Director (Executive, Non-Independent) of the Company. The remuneration payable to him is as under

<b>Employee Name</b>	<b>Arun Barik</b>	
<b>Pay Element</b>	<b>Per Month (Rs.)</b>	<b>Per Annum (Rs.)</b>
Basic	560569	6726828
HRA	280285	3363420

Special Allowance	580096	6961152
Education Allowance	200	2400
Leave Travel Allowance	70071	840852
Driver's Salary Reimbursement	18000	216000
Petrol Expenses Reimbursement	16500	198000
Residential Telephone Expenses Reimbursement	3250	39000
<b>Gross Salary</b>	<b>1528971</b>	<b>18347652</b>
Group Mediclaim Premium	1778	21336
Personal Accident Mediclaim Premium	96	1152
National Pension Scheme (NPS)	1000	12000
PF (Employer's Contribution)	67268	807216
<b>Fixed CTC</b>	<b>1599113</b>	<b>19189356</b>
<b>Rewards</b>	<b>479734</b>	<b>5756808</b>
<b>Total CTC</b>	<b>2078847</b>	<b>24946164</b>

Arun Barik possesses a B.Sc. Degree from Utkal University and have over 32 years of work experience in the alcobev industry, having worked with names like Shaw & Wallace and Co, BDA Ltd, Seagram – Pernod Ricard India and Mason and Summers Alcobev Pvt. Ltd. Over a span of 5 years he worked on brands such as Officers Choice, Thousand Guineas, Calypso Rum, Class Whisky, and Mc Shaw Brandy.

Part of the Seagram founding team, Arun joined in 1994 as a Manufacturing Manager and set up the first manufacturing outlet at Duarala. He worked on the international product development of Blenders Pride, Royal Stag, Oaken Glow and Imperial Blue, alongside the local launches of international brands like Hundred Piper, Passport, Something Special Scotch and Seagram Extra Dry Gin.

As a second project, he worked towards establishing an integrated state-of-the-art Grain Distillery Blending and Bottling R&D Centre in 1998. He additionally introduced integrated risk management by ensuring that the project adhered to ISO 9001, ISO 14001, and OSHAS 18000 and HACCP standards in collaboration with Zurich Risk Engineering, to get the project certified under 4 standards.

Arun Barik who has been successfully leading the Manufacturing and Technical functions of the Company and has steered the teams successfully through many challenging periods, accordingly the Company will benefit from his vast experience and knowledge.

The Board recommends the resolutions set out in Item No.3 of the Notice for your approval as an Ordinary Resolution.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding and in the ordinary course of business.

**Item No. 4: APPOINTMENT OF MS. RUKHSHANA JINA MISTRY (DIN: 08398795) AS A DIRECTOR (NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY**

Ms. Rukhshana Jina Mistry, (DIN: 08398795), is proposed to be appointed 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 Ms. Rukhshana Jina Mistry fulfils the criteria for independent director, as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that Ms. Rukhshana Jina Mistry is independent of the management of the Company.

Ms. Rukhshana Jina Mistry has submitted a declaration in writing to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, The Company has received the consent in writing from Ms. Rukhshana Jina Mistry, (DIN: 08398795) to act as a Director in Form DIR-2, intimation to the effect that she is not disqualified to be appointed as a Director in other companies in Form DIR-8 along with other applicable disclosures.

The Board of Directors has recommended the appointment of Ms. Rukhshana Jina Mistry (DIN: 08398795) as an Independent Director for a term of five years' subject to her 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).**

Name of the Director	Ms. Rukhshana Jina Mistry
Directors Identification Number	08398795
Date of Birth (Age in years)	24-09-1956 (Age 66 years)
Original date of appointment	02 <sup>nd</sup> June 2022
Qualifications	B.Com & Chartered Accountant
Experience and expertise in specific functional area	Accounting, Company Law, Auditing, Direct and Indirect Taxation
Shareholding in the Company	NIL
Remuneration last drawn	Not Applicable
No. of Board meetings attended during the year	Not Applicable
Terms and conditions of appointment and remuneration	Term of 5 years with effect from 02 June 2022 Sitting Fees - as determined by the Board of Directors of the Company
Relationship with other Directors or KMPs	NIL

Directorships held in other companies in India	Sterling And Wilson Renewable Energy Limited
Membership / Chairmanship of committees in public limited and listed companies in India	Chairperson of the Audit Committee - Sterling and Wilson Renewable Energy Limited
Justification	To broad-base the board in compliance with the applicable provisions of SEBI Regulations
Brief Resume of the Director	She is a graduate from Bombay University and a Practicing Chartered Accountant and providing consultancy in Accounting, Company Law, Auditing, Direct and Indirect Taxation from last 31 years.

The Board recommends the resolutions set out in Item No.4 of the Notice for your approval as a Special Resolution.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding and in the ordinary course of business.

**Item No. 5: APPOINTMENT OF MR. VIVEK ANILCHAND SETT (DIN: 00031084) AS A DIRECTOR (NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY**

Mr. Vivek Anilchand Sett, (DIN: 00031084), is proposed to be appointed 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. Vivek Anilchand Sett 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. Vivek Anilchand Sett is independent of the management of the Company.

Mr. Vivek Anilchand Sett 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. Further, The Company has received the consent in writing from Mr. Vivek Anilchand Sett, (DIN: 00031084), to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a Director in other companies in Form DIR-8 along with other applicable disclosures.

The Board of Directors has recommended the appointment of Mr. Vivek Anilchand Sett (DIN: 00031084) 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).**

Name of the Director	Mr. Vivek Anilchand Sett
Directors Identification Number	00031084
Date of Birth (Age in years)	67 Years
Original date of appointment	02 <sup>nd</sup> June, 2022
Qualifications	Chartered Accountant with Honors degree in Commerce from Calcutta University.
Experience and expertise in specific functional area	<ul style="list-style-type: none"> <li>- Funding of complex, capital-intensive projects and restructured distressed assets,</li> <li>- lead the funding of a US\$ 5 billion initiatives to exploit the growth in the Indian Realty and Infrastructure Sectors</li> <li>- Implemented a US\$4.5 billion wireless telecommunication project across the country.</li> </ul> <p>Vivek has been nominated as member of various committees in leading trade and industrial associations</p>
Shareholding in the Company	NIL
Remuneration last drawn	Not Applicable
No. of Board meetings attended during the year	Not Applicable
Terms and conditions of re-appointment and remuneration	Term of 5 years with effect from 02 June 2022 Sitting Fees - as determined by the Board of Directors of the Company
Relationship with other Directors or KMPs	NIL
Directorships held in other companies in India	<ol style="list-style-type: none"> <li>1. GMS Edible Oils Private Limited</li> <li>2. 9X Telefilms Private Limited</li> <li>3. Vasudev Adigas Fastfood Private Limited</li> <li>4. 9X Media Private Limited New Silk Route Advisors Private Limited</li> </ol>
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 Regulations

Brief Resume of the Director	<p>He is a Chartered Accountant who joined New Silk Route Advisors Private Limited in February 2007 and focused on private equity opportunities in the Indian sub-continent.</p> <p>Till recently he was on the Board of two listed Companies, Nectar Lifesciences Ltd, and Rolex Rings Ltd, apart from other unlisted Companies. Vivek was Chief Financial Officer of Tata Realty and Infrastructure where he was mandated to lead the Tata Group's funding.</p>
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The Board recommends the resolutions set out in Item No.5 of the Notice for your approval as a Special Resolution.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding and in the ordinary course of business.

**Item No. 6: APPOINTMENT OF MR. PAUL HENRY SKIPWORTH, (DIN: 09623856) AS A DIRECTOR (NON-EXECUTIVE, INDEPENDENT) OF THE COMPANY**

Mr. Paul Henry Skipworth, (DIN: 09623856), is proposed to be appointed 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. Paul Henry Skipworth 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. Paul Henry Skipworth is Independent of the management of the Company.

Mr. Paul Henry Skipworth 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. Further, the Company has received the consent in writing from Mr. Paul Henry Skipworth, (DIN: 09623856), to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a Director in other companies in Form DIR-8 along with other applicable disclosures.

The Board of Directors has recommended the appointment of Mr. Paul Henry Skipworth (DIN: 09623856) as an Independent Director for a term of five years' subject 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).**

Name of the Director	Mr. Paul Henry Skipworth
Directors Identification Number	09623856

Date of Birth (Age in years)	54 years
Original date of appointment	02 <sup>nd</sup> June 2022
Qualifications	Masters in Chemical Engineering from Imperial College, London and has an MBA with Distinction from INSEAD
Experience and expertise in specific functional area	Corporate strategy consulting, building consumer brands and leading consumer companies globally.
Shareholding in the Company	NIL
Remuneration last drawn	Not Applicable
No. of Board meetings attended during the year	Not Applicable
Terms and conditions of re-appointment and remuneration	Term of 5 years with effect from 02 June 2022 Sitting Fees - as determined by the Board of Directors of the Company
Relationship with other Directors or KMPs	NIL
Directorships held in other companies in outside India	<ol style="list-style-type: none"> <li>1. Farmison Limited</li> <li>2. Farmison Holdings Limited</li> <li>3. Farmison Group Limited</li> <li>4. St Andrews Brewers Limited</li> <li>5. Blendworks Ltd</li> <li>6. Eden Mill Brewers Ltd</li> <li>7. Eden Mill Distillers Ltd</li> <li>8. Eden Mill St Andrews Ltd</li> <li>9. Rise Keto Limited</li> <li>10. Inverleith General Partner 1B LLP</li> <li>11. Inverleith GP 1B Limited</li> <li>12. Montane Ltd</li> <li>13. Inverleith (MT) Limited</li> <li>14. Montezuma's Chocolates Limited</li> <li>15. Montezuma's Limited</li> <li>16. Montezuma's Direct Limited</li> <li>17. Revenge Holdings Limited</li> <li>18. Inverleith (MZ) Limited</li> <li>19. Inverleith (PO) Limited</li> <li>20. Hothouse Brands Limited</li> <li>21. Hil (Nominees) Limited</li> <li>22. Hil BM Limited</li> <li>23. Inverleith (ASC) Limited</li> <li>24. Inverleith (B&amp;M) Limited</li> <li>25. Inverleith GP Limited</li> <li>26. Inverleith General Partner LLP</li> <li>27. Braham &amp; Murray Limited</li> <li>28. Inverleith LLP</li> <li>29. The Artisanal Spirits Company PLC</li> <li>30. The Scotch Malt Whisky Society Limited</li> </ol>
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 Regulations
Brief Resume of the Director	<p>Paul started his career in corporate strategy consulting for 10 years at LEK Consulting, and was then a Partner in an Asian based VC fund. Paul then spent 13 years building consumer brands and leading consumer companies globally at LVMH, working across consumer markets in Europe, Asia Pacific and the USA. Paul was CEO &amp; COO of Glenmorangie for 5 years; Regional Director Asia Pacific at Moet Hennessy, SVP Strategy for Moet Hennessy and was a Partner in L Capital, LVMH's sponsored private equity fund focused on the consumer sector. Paul was Chair of the Artisanal Spirits Company (SMWS) from 2015 up until its successful IPO on AIM in June 2021.</p> <p>Paul co-founded Inverleith private equity in 2016 with Ben Thomson. Paul has a Masters in Chemical Engineering from Imperial College, London and has an MBA with Distinction from INSEAD. Paul was the UK INSEAD Alumni President from 2014-2017 and is currently a member of the global Alumni Exco.</p>

The Board recommends the resolutions set out in Item No. 6 of the Notice for your approval as a Special Resolution.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act) are concerned or interested in the proposed resolution, except to the extent of their shareholding and in the ordinary course of business.

**By Order of the Board**

**-----Sd/-----**

**Ritesh Shah**  
**Company Secretary**  
**ACS-14037**

## ROUTE MAP TO THE VENUE OF EGM

