

ALLIED BLENDERS AND DISTILLERS LIMITED

(formerly known as 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 14th JUNE, 2022 AT 05.00 P.M. AT ASHFORD CENTRE, 4TH 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. AUTHORITY TO APPROVE VARIATION IN THE TERMS OF ISSUE OF
COMPULSORILY CONVERTIBLE DEBENTURES**

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 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded to variation in the terms of conversion of 85,47,000 “8.5% Compulsorily Convertible Debentures” (CCDs) of the face value of Rs. 117/- each allotted to Oriental Radios Private Limited (ORPL) as mentioned below:

10	conversion	A. The holder (ORPL) shall have the right to exercise the conversion option of all or part of the CCDs any time after the expiry of 6 months from the date of allotment of CCDs at a conversion ratio of 1:1, i.e. each CCD of Rs. 117/- each shall be convert into 1 equity share of Rs. 02/- each fully paid-up at a premium of Rs. 115 per share (conversion ratio), exercisable with a written notice of 30 (thirty) Business Days.
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RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents, and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms etc. as required with the regulatory/statutory authorities and authorised the officials of the Company for the aforesaid purpose, as deemed fit.

RESOLVED FURTHER THAT anyone Director of the Company or Mr. Ritesh Shah – Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to forward the certified true copy of the foregoing resolution to such parties as may be necessary or incidental thereto.”

Date: 13th June 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: June 13, 2022

NOTES:-

1. The Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102 of the Act setting out material facts are amended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosures 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:

Item No. 1: AUTHORITY TO APPROVE VARIATION IN THE TERMS OF ISSUE OF COMPULSORILY CONVERTIBLE DEBENTURES

The Board was informed that the Company has issued 85,47,000 8.5% Compulsorily Convertible Debentures of the face value of Rs.117/- each (CCD) to Oriental Radios Private Limited and the tenure is 10 years from the date of allotment. In terms of the SEBI ICDR Regulations, 2018 and other applicable laws, the company shall not be eligible to file its Draft Red Herring Prospectus with SEBI in connection with its Initial Public Offer (IPO) if there are any outstanding convertible securities or any other right which would entitle any person with an option to receive equity shares in the company.

At the request of the Company, Oriental Radios Private Limited has accorded its consent for pre-mature conversion of the CCDs into equity shares before the expiry of 60 months to enable the Company to file its Draft Red Herring Prospectus with SEBI. Compensation for pre-mature conversion is to be negotiated and finalized.

The proposed variation in the terms of CCDs has been approved by the Board at its meeting held on 13th June 2022 subject to approval of shareholders as well as the debenture holder in its meeting held earlier during the day as under:

10	Conversion	A. The holder (ORPL) shall have the right to exercise the conversion option of all or part of the CCDs any time after the expiry of 6 months from the date of allotment of CCDs at a conversion ratio of 1:1, i.e. each CCD of Rs. 117/- each shall be converted into 1 equity shares of Rs. 02/- each fully paid-up at a premium of Rs. 115 per share (conversion ratio), exercisable with a written notice of 30 (thirty) business days.
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The consent of the members of the Company is sought to the proposed variation in the terms of conversion of 85,47,000 "8.5% Compulsorily Convertible Debentures" (CCDs) of the face value of Rs. 117/- each allotted to Oriental Radios Private Limited.

None of the Directors or the Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

The Board of Directors recommends that Item No. 1 be passed by the members of the Company as Special Resolution.

Date: 13th June 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: 13th June 2022

ROUTE MAP TO THE VENUE OF EGM

