

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Allied Blenders and Distillers Limited ('the Company') will be held on Monday July 31, 2023, at 3.00 p.m. at Ashford Centre, 4th Floor, Shankarrao Naram Marg, Lower Parel (West), Mumbai – 400 013, India to transact the following business:

Ordinary Business:

- 1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the financial year ended 31st March 2023 together with the Reports of the Directors and the Auditors thereon.**
- 2. To re-appoint Mrs. Resham Chhabria Jeetendra Hemdev (DIN:00030608) as Director, who retires by rotation and being eligible, offers herself for re-appointment**

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, Mrs. Resham Chhabria Jeetendra Hemdev (DIN:00030608) who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

- 3. To re-appoint Mr. Shekhar Ramamurthy, (DIN:00504801) as Director who retires by rotation and being eligible, offers himself for re-appointment**

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, if any (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, Mr. Shekhar Ramamurthy (DIN: 00504801) who retires by rotation and being eligible, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To re-appoint M/s Walker Chandiook & Co LLP (Firm Registration Number: 001076N / N500013) as a Statutory Auditors of the Company for a second term of five years and to fix their remuneration.

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 sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company M/s Walker Chandiook & Co LLP” Chartered Accountants, Mumbai (Firm Registration Number: 001076N / N500013) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of the 15th Annual General Meeting of the Company and continue until the conclusion of the 20th Annual General Meeting of the Company to be held in the year 2028 at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the audit.

FURTHER RESOLVED THAT the Board of Directors of the Company (including any Committee thereof), be authorised on behalf of the Company, including but not limited to determine role and responsibilities/ scope of work of the Statutory Auditors, to negotiate, finalise, amend, sign, deliver and execute the terms of appointment, including any contract or document in this regard and to alter and vary the terms and conditions of remuneration arising out of increase in scope of work, amendments to the Accounting Standards or the Companies Act, 2013 or Rules framed thereunder and such other requirements resulting in any change in the scope of work, etc., without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution.”

Date: June 14, 2023

Place: Mumbai

CIN: U15511MH2008PLC187368

REGISTERED OFFICE:

By Order of the Board

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

Ritesh Shah

Company Secretary

ACS-14037

394-C Lamington Chambers

Lamington Road,

Mumbai – 400 011

Email id : info@abdindia.com

Website : www.abdindia.com

Tel No: 022-67779777

NOTES:-

1. **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 ANNUAL GENERAL MEETING.**
2. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the paid up share capital of the Company may appoint a single person as proxy and such person appointed cannot act as proxy for any other Member.
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. The attendance of the members attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
5. All documents referred to in the Notice pursuant to provisions of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays between 11.00 a.m. to 5.00 p.m. up to the date of the Annual General Meeting.
6. Members/Proxies should fill the Attendance Slip for attending the meeting and bring their attendance slips along with their copy of the Annual Report to the meeting.
7. Bodies Corporate Members are requested to send a Certified Copy of the Board Resolution authorizing their Representative(s) to attend and vote at the meeting pursuant to provisions of Section 113 of the Companies Act, 2013.
8. The route map showing directions to reach the venue of the AGM is annexed.

Date : June 14, 2023

Place: Mumbai

CIN: U15511MH2008PLC187368
394-C, Lamington Chambers,
Lamington Road, Mumbai – 400 004
India

Email id : info@abdingia.com

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Tel No: 022-67779777

By the Order of the Board of Directors of

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

Ritesh Shah

Company Secretary

ACS – 14037

Additional Information for Item Nos. 2, 3 and 4

Item No. 2 - To re-appoint Mrs. Resham Chhabria Jeetendra Hemdev (DIN:00030608) as Director, who retires by rotation and being eligible, offers herself for re-appointment

Mrs. Resham Chhabria Jeetendra Hemdev, 45 years, (DIN:00030608) was appointed as an additional director of the Company on June 14, 2021. She was later appointed as an Executive Vice Chairperson with effect from 1st April, 2022, with a vision to usher in an exciting age of innovation and forward-thinking. She aims to build a connect for the Company with younger consumers who are a core target group for the alcobev industry.

She has passed the third year of bachelor's degree in commerce (three-year integrated degree) from University of Mumbai. She has experience in various fields, including business strategy for the organization. She also brings to the table experience in the fields of advertising and consumer durables.

The Company has received disclosure in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 of the Act.

The remuneration of Mrs. Resham Chhabria Jeetendra Hemdev would be governed as per the approval granted by the Members of the Company at the Extra Ordinary General Meeting held on April 1, 2022. The remuneration paid to her during the Financial Year 2022-23 is Rs. 36.96 lakhs.

During the year April 1, 2022 to March 31, 2023, 6 Board Meetings of the Company were held, and she had attended 5 Meetings.

She holds 58,714,320 equity shares of the Company.

Mrs. Resham Chhabria Jeetendra Hemdev is also director in the following Private Companies:

1. ABD Dwellings Private Limited;
2. ABD Estates Private Limited;
3. ABD Realtors Private Limited;
4. Benco Properties Private Limited;
5. BKC Abode Private Limited;
6. BKC Dwellings Private Limited;
7. BKC Estates Private Limited;
8. Borank Enterprises Private Limited;
9. Giribala Properties Private Limited;
10. Kartik Finance and Investments Private Limited;
11. Krabon Enterprises Private Limited;
12. Marengo Investment & Trading Company Private Limited;
13. Oriental Radios Private Limited;
14. Royal Spirits Private Limited;
15. Sangmeshwar Realtors Private Limited;
16. Shree Emati Investments Private Limited;
17. Starvoice Investments Private Limited;
18. Starvoice Trading Private Limited; and
19. Woodpecker Properties Private Limited.

She is Chairperson of the Corporate Social Responsibility Committee and a member of IPO Committee of the Board.

The Board considers that Mrs. Resham Chhabria Jeetendra Hemdev association would be of immense benefit to the Company as a Director.

Mrs. Resham Chhabria Jeetendra Hemdev is the daughter of Mr. Kishore Rajaram Chhabria and Mrs. Bina Kishore Chhabria, who are directors of the Company. She is not *inter se* related to any other Directors or Key Managerial Personnel of the Company. None of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice

The Board of Directors recommends the resolution as set out in Item No.2 of the Notice for approval of Members as an Ordinary Resolution.

Item No. 3 – To re-appoint Mr. Shekhar Ramamurthy, (DIN:00504801) as Director who retires by rotation and being eligible, offers himself for re-appointment

Mr. Shekhar Ramamurthy, 61 years, (DIN: 00504801) was appointed as an additional director of the Company on July 1, 2021. He was later appointed as a Whole-Time Director (Executive Deputy Chairman) with effect from 1st April, 2022, on the Board of the Company.

He holds a post-graduate diploma in Management from Indian Institute of Management, Calcutta. Prior to joining our Company, he was previously associated with United Spirits Limited and United Breweries Limited. He has over 31 years of experience in various roles, including marketing, corporate planning and sales.

The Company has received disclosure in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act.

During the year April 1, 2022 to March 31, 2023, 6 Board Meetings of the Company were held, and he had attended all the Meetings.

He does not hold any shares in the Company.

Mr. Shekhar Ramamurthy is not a director in any other company.

He Chairman of the Risk Management Committee, IPO Committee and Management Committee of the Board.

The Board considers that Mr. Shekhar Ramamurthy association would be of immense benefit to the Company as a Director.

Save and except Mr. Shekhar Ramamurthy and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice. He is not *inter se* related to any other Directors or Key Managerial Personnel of the Company

The Board of Directors recommends the resolution set out as Item No.3 of the Notice for approval of Members as an Ordinary Resolution.

Item No. 4 - M/s Walker Chandiook & Co LLP (Firm Registration Number: 001076N / N500013) as a Statutory Auditors of the Company for a second term of five years

M/s Walker Chandiook & Co LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 10th Annual General Meeting (AGM) held on September 29, 2018 for a period of 5 (five) years, until the conclusion of 15th to be held in the year 2023.

M/s. Walker Chandiook & Co LLP are eligible for re-appointment for a second term of 5 (five) years and have given their consent for their re-appointment as Statutory Auditors of the Company and have issued a certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of section 139 read with section 141 of the Companies Act, 2013 ('the Act') and the rules made thereunder.

M/s. Walker Chandiook & Co LLP have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiaries according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

Considering their performance for the last 5 years, the Audit Committee has recommended the re-appointment of M/s. Walker Chandiook & Co LLP to the Board of Directors of the Company, which the Board has accepted and approved, subject to the approval of the Members. The recommendation is based on various factors like Audit Methodology, Controls, Knowledge and Reputation of the Firm.

It is hereby proposed to re-appoint M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration Number: 001076N / N500013), as the Statutory Auditors of the Company for a second consecutive term of 5 (five) years, who shall hold office from the conclusion of this 15th AGM until the conclusion of the 20th AGM of the Company.

None of the Directors, Key Managerial Personnel of the Company and 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 Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Date : June 14, 2023

Place: Mumbai

CIN: U15511MH2008PLC187368
394-C, Lamington Chambers,
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India

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By the Order of the Board of Directors of

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Ritesh Shah

Company Secretary

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ROUTE MAP TO THE VENUE OF AGM

