

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India.]

| E-VOTING COMMENCES ON                       | E-VOTING CONCLUDES ON                     |
|---------------------------------------------|-------------------------------------------|
| Saturday, October 11, 2025 at 9:00 AM (IST) | Sunday, November 9, 2025 at 5:00 PM (IST) |

Dear Member(s),

**NOTICE** is hereby given to transact the businesses as set out hereunder proposed to be passed by Special Resolution(s) by the Members of Allied Blenders and Distillers Limited (**"the Company"**) through Postal Ballot (**"Postal Ballot"**) by way of remote E-voting facility (**"remote E-voting facility"**) pursuant to the provisions of Section 110 read with Sections 102 and 108 of the Companies Act, 2013, (**"the Act"**) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and other applicable provisions, if any read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**"the Rules"**), as amended from time to time, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (collectively referred to as the **"MCA Circulars"**), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations/SEBI LODR Regulations"**) and the Secretarial Standard on General Meetings (**"SS-2"**), issued by The Institute of Company Secretaries of India (**"ICSI"**) as amended and pursuant to any other applicable laws, rules or regulations for the time being in force.

Pursuant to Section 110 read with Sections 102 and 108 of the Act and other applicable provisions of the Act, an Explanatory Statement pertaining to the said Special Resolution(s) setting out the material facts and the reasons / rationale thereof are annexed to this Postal Ballot Notice (**"Notice"**) for your consideration and forms part of this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its Meeting held on September 26, 2025 has appointed Mr. Vaibhav Dandawate (Membership Number: A51538 and Certificate of Practice No. 27947), failing him Ms. Deepti Kulkarni (Membership Number: A34733 and Certificate of Practice No. 22502), Partners of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries (e-mail: [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in)), as the Scrutinizer of remote E-voting process for conducting the Postal Ballot in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rule 20 and 22 of the Rules, the Company is providing the facility of remote E-voting to its Members on the item of business set out in this Notice and has engaged the services of National Securities Depository Limited (**"NSDL"**) for this purpose.

In compliance with the MCA Circulars, this Notice is being sent by e-mail to only those Members, who have registered their e-mail addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the Register of Members / List of Beneficial Owners of the Company provided by Depositories as on **Thursday, October 9, 2025 ("cut-off date")**. In case the Member's e-mail address is not registered or updated with the Company, they can follow the process mentioned in the Notes to this Notice for receiving the copy of Notice, login ID and password for E-voting on the proposed Resolutions.

The Members are requested to read the instructions given in the Notes under the Section **'Instructions of E-voting'** of the Notice to cast their votes electronically. The communication of Assent or Dissent of the Members would only take place through remote E-voting facility.

The remote E-voting period shall commence on **Saturday, October 11, 2025 at 9:00 A.M. (IST)** and concludes on **Sunday, November 9, 2025 at 5:00 P.M. (IST)** (both days inclusive). The Members are requested to record their Assent or Dissent on the Special Resolution(s) set out in this Notice through remote E-voting only not later than **5:00 P.M. (IST)** on **Sunday, November 9, 2025** after which the remote E-voting facility shall be disabled by NSDL, and voting shall not be allowed beyond the said date and time. Members are requested to cast their votes through the remote E-voting process within the remote E-voting period, failing which it will be strictly considered that no vote has been received from the concerned Member.

### Allied Blenders and Distillers Limited

Ashford Centre, 3<sup>rd</sup> and 4<sup>th</sup> floor, Shankarrao Naram Marg, Lower Parel (W), Mumbai – 400013. T.: +91 22 4300 1111 Email : [info@abdindia.com](mailto:info@abdindia.com)  
Reg Office:394/C, Ground Floor, Lamington Chambers, Lamington Road, Mumbai – 400004, India. T.: +91-22 6777 9777. F.:+91-22 67779725  
[www.abdindia.com](http://www.abdindia.com) CIN No: L15511MH2008PLC187368

The Scrutinizer will submit their report to the Chairman and / or the Company Secretary of the Company, after completion of scrutiny of votes casted electronically. The results of Postal Ballot will be declared to the Stock Exchanges where the Equity Shares of the Company are listed within two working days from the conclusion of Postal Ballot through remote E-voting process i.e. on or before **Tuesday, November 11, 2025**. Additionally, the Scrutinizers Report along with the Voting Results will be uploaded on the Company's website [www.abdindia.com](http://www.abdindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Special Resolutions, if passed as stated under Section 114(2) of the Act, read with Rule 20 of the Rules shall be deemed to have been passed on **Sunday, November 9, 2025**, being the last day of remote E-voting.

**SPECIAL BUSINESS:**

**1. APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. ALOK GUPTA (DIN:02330045), MANAGING DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** in partial modification to the Resolution No. 4 approved by the Members on March 15, 2025, through Postal Ballot and pursuant to the provisions of Sections 188, 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) as amended, from time to time, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and based on the recommendation of Nomination and Remuneration Committee (**"NRC"**) and approval of the Board of Directors of the Company, the approval of Members be and is hereby accorded for the following:-

- a) additional payment of Reward of ₹26,16,000 payable to Mr. Alok Gupta (DIN:02330045), Managing Director of the Company for the Financial Year 2024-25, which is in excess to the reward, i.e. ₹2,61,60,000, approved by the Members of the Company, as part of his overall remuneration of ₹11,50,37,732; and
- b) revision in the remuneration payable to Mr. Alok Gupta (DIN:02330045), Managing Director of the Company for the remaining term of his office with effect from September 1, 2025, from ₹11,50,37,732 to ₹12,53,91,129, as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** pursuant to the proviso to Section II(A) of Part II of Schedule V to the Act, in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration as determined in terms of this Resolution and as set out in the Explanatory Statement annexed to this Notice shall be paid to Mr. Alok Gupta (DIN:02330045), Managing Director of the Company as the minimum remuneration for the remaining term of his office.

**RESOLVED FURTHER THAT** that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, including to delegate all or any of its powers conferred herein to any Officer(s) of the Company.

**RESOLVED FURTHER THAT** any of the Director and/ or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all acts, deeds, and things necessary for the implementation of this Resolution, including but not limited to the preparation and signing of any documents, agreements, and filings with regulatory authorities, if any, to give effect to this Resolution."

**2. APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. ARUN BARIK (DIN:07130542), EXECUTIVE DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** in partial modification to the Resolution No. 3 approved by the Members on June 22, 2025, through Postal Ballot and pursuant to the provisions of Sections 188, 196, 197, 198 and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) as amended, from time to time and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the provision of the Articles of Association of the Company, Nomination and Remuneration Policy of the Company, and based on the recommendation of Nomination and Remuneration Committee (**“NRC”**) and approval of the Board of Directors, the approval of Members be and is hereby accorded for the following:-

- a) additional payment of Reward of ₹6,21,739 payable to Mr. Arun Barik (DIN:07130542), Executive Director of the Company for the Financial Year 2024-25, which is in addition to the reward i.e. ₹62,17,353, approved by the Members, as part of his overall remuneration of ₹2,72,91,301; and
- b) revision in the remuneration payable to Mr. Arun Barik (DIN:07130542), Executive Director of the Company for the Financial Year 2025-26, from ₹2,72,91,301 to ₹3,50,00,000, as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** Mr. Arun Barik (DIN:07130542), Executive Director of the Company shall be eligible for an annual increment, as may be recommended by the NRC and approved by the Board of Directors, subject to a maximum of 15% (Fifteen Percent) of the Fixed Compensation and Reward (at performance factor of 100%), as set out in the Explanatory Statement annexed to this Notice, of the immediately preceding year, during his tenure as the Executive Director of the Company which may exceed the overall limits prescribed under Section 197 of the Act read with Schedule V to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) without any further reference to the Members of the Company in the General Meeting.

**RESOLVED FURTHER THAT** pursuant to the proviso to Section II(A) of Part II of Schedule V to the Act, in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration as determined in terms of this Resolution and as set out in the Explanatory Statement annexed to this Notice shall be paid to Mr. Arun Barik (DIN:07130542), Executive Director of the Company as the minimum remuneration for the remaining term of his office.

**RESOLVED FURTHER THAT** that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, including to delegate all or any of its powers conferred herein to any Officer(s) of the Company.

**RESOLVED FURTHER THAT** any of the Director and/ or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all acts, deeds, and things necessary for the implementation of this Resolution, including but not limited to the preparation and signing of any documents, agreements, and filings with regulatory authorities, if any, to give effect to this Resolution.”

**Registered Office:**

394-C Lamington Chambers Lamington Road,  
Mumbai – 400 004, Maharashtra, India,

**CIN:** L15511MH2008PLC187368

**E-mail:** complianceofficer@abdindia.com

**Website:** <https://www.abdindia.com>

**Date:** September 26, 2025

**Place:** Mumbai

**By Order of the Board of Directors  
For Allied Blenders and Distillers Limited**

Sd/-  
**Sumeet Maheshwari**  
**Company Secretary & Compliance Officer**  
**Membership No. ACS 15145**

**NOTES:**

1. The Explanatory Statement pursuant to Section 110 read with Section 102 of the Companies Act, 2013 (“**the Act**”) setting out material facts and reasons in respect of the Resolution(s) as set out above, is annexed hereto and forms part of this Notice.
2. In compliance with the applicable regulatory requirements, the Notice is being sent only through electronic mode to all Members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories/Registrar and Share Transfer Agent as on **Thursday, October 9, 2025 (“Cut-off date”)** and whose e-mail IDs are registered with the Company/ Depositories. Therefore, Members who have not yet registered/updated their e-mail addresses are requested to get their e-mail addresses registered/updated by following the procedure given below in E-voting Instructions. After successful registration of the e-mail address, a copy of this Notice along with remote E-voting User ID and password will be sent to the registered e-mail address, upon request received from the Members.
3. In accordance with the applicable regulatory requirements, Members can vote only through the E-voting process. Members are requested to provide their assent or dissent through E-voting only. A person who is not a Member as on the Cut-off Date should treat this Notice for informational purposes only.
4. For the purpose of providing remote E-voting facility, the Company has entered into an agreement with NSDL for facilitating E-voting and enabling the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.abdindia.com/](http://www.abdindia.com/), websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com), and National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The voting rights of Members shall be in proportion to their shares in the Paid-Up Equity Share Capital of the Company as on **Thursday, October 9, 2025**, the cut-off date being fixed for the purpose. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to do E-voting on the Resolution included in the Postal Ballot Notice.
7. The voting through electronic means will commence on **Saturday, October 11, 2025 at 9:00 A.M. (IST)** and concludes on **Sunday, November 9, 2025, at 5:00 P.M. (IST)** (both days inclusive). The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change subsequently.
8. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
9. The Scrutinizer will submit their report to the Chairman or any other person authorized by him after completion of the scrutiny and the result of the Postal Ballot through E-voting process will be declared within two working days from the end of Postal Ballot, i.e. on or before **Tuesday, November 11, 2025**.
10. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at General Meeting of the Members.
11. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the Equity Shares of the Company are listed along with NSDL. The Resolution, if passed by the requisite majority, shall be deemed to have been passed on **Tuesday, November 11, 2025**, being the last date specified by the Company for e-voting.
12. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Mr. Sumeet Maheshwari, Company Secretary and Compliance Officer at E-mail: [complianceofficer@abdindia.com](mailto:complianceofficer@abdindia.com) or query / grievance with respect to E-voting, Members may refer to the Frequently Asked Questions (FAQs) for Members and E-voting User Manual for Members available under the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request to NSDL at e-mail ID: [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact Mr. Abhijeet Gunjal, NSDL, C-31, G Block, G Block Rd, Opposite Bank of Baroda, G Block BKC, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051.

**PROCEDURE FOR KYC UPDATION AS MANDATED BY SEBI**

1. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (‘PAN’), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- a. For shares held in electronic form: to their Depository Participants (“DPs”); and
  - b. For shares held in physical form: submit Form ISR-1 and other forms as prescribed by SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 to M/s MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (the Company’s “RTA”) at C 101, Embassy 247, L.B.S Marg, Vikhroli (West), Mumbai – 400083. The Members are requested to update their KYC details with Company/Company’s RTA.
2. Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/CIR/2023/70 dated May 17, 2023 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at [www.abdindia.com](http://www.abdindia.com) and on the website of the Company’s RTA, M/s. MUFG Intime India Private Limited at <https://web.in.mpms.mufig.com/client-downloads.html>.
  3. However, as per above SEBI circular, the Company/Company’s RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialized within 120 days from the date of issue of LOC. It may be noted that any service request can be processed only after the folio is KYC Compliant.
  4. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website at [www.abdindia.com](http://www.abdindia.com) or from the website of the Company’s RTA, M/s. MUFG Intime India Private Limited <https://web.in.mpms.mufig.com/client-downloads.html>.
  5. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
  6. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agent of the Company at the address: M/s MUFG Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
  7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and E-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request to Mr. Abhijeet Gunjal, NSDL at email id: [evoting@nsdl.com](mailto:evoting@nsdl.com).

## **SAKSHAM NIVESHAK - EMPOWERING SHAREHOLDERS**

The Investor Education and Protection Fund Authority (“IEPFA”) alongwith Ministry of Corporate Affairs (“MCA”), has launched a nationwide 100-day campaign titled “Saksham Niveshak – Empowering Shareholders” from July 28, 2025 to November 6, 2025. This campaign aims to encourage shareholders across companies to update their KYC details and claim unpaid or unclaimed dividends to avoid transfer of such dividends and related shares to the Investor Education and Protection Fund (“IEPF”), as per the provisions of the Act. In this campaign, shareholders are advised to update their KYC details and nomination information with the Company’s Registrar and Transfer Agent or their Depository Participant, as applicable. Kindly note that dividends remaining unpaid or unclaimed for seven consecutive years are liable to be transferred to the IEPF in accordance with the law, and shareholders will need to approach the IEPF Authority to reclaim such dividends or shares. Shareholders are encouraged to review and update their records timely to safeguard their interests.

## **GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING**

### **Process and manner for members opting for E-Voting**

In compliance with the provisions of Sections 110 and 108 of the Act, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SS-2 issued by the ICSI, the Company is pleased to provide remote e-Voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

The instructions for e-voting are as under:

### **How do I vote electronically using NSDL E-voting system?**

The way to vote electronically on NSDL E-voting system consists of “Two Steps” which are mentioned below:

#### **Step 1: Access to NSDL E-voting system**

##### **A) Login method for E-voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access E-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or <b>E-voting service provider i.e. NSDL</b> and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-voting services under Value added services. Click on “<b>Access to E-voting</b>” under E-voting services and you will be able to see E-voting page. Click on company name or <b>E-voting service provider i.e. NSDL</b> and you will be re-directed to E-voting website of NSDL for casting your vote during the remote E-voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the E-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or <b>E-voting service provider i.e. NSDL</b> and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |

|                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting your vote during the remote E-voting period. Additionally, there is also links provided to access the system of all E-voting Service Providers, so that the user can visit the E-voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from a E-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the evoting is in progress and also able to directly access the system of all E-voting Service Providers.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. Upon logging in, you will be able to see E-voting option. Click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or E-voting service provider i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type                                                         | Helpdesk details                                                                                                                                                                                                           |
|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000                                            |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL E-voting website?**

1. Visit the E-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of E-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on E-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:                                                                                                                                               |
|----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.    |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.                                                     |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 137420 then user ID is 137420001***. |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for E-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL E-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of E-voting will open.

## **Step 2: Cast your vote electronically on NSDL E-voting system.**

### **How to cast your vote electronically on NSDL E-voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote E-voting period.
3. Now you are ready for E-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "E-voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Abhijeet Gunjal at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for E-voting for the Resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [complianceofficer@abdindia.com](mailto:complianceofficer@abdindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [complianceofficer@abdindia.com](mailto:complianceofficer@abdindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for E-voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for E-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access E-voting facility.

**EXPLANATORY STATEMENT SETTING OUT ALL MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESSES SET OUT IN THIS POSTAL BALLOT NOTICE**

**Item No. 1:**

**APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. ALOK GUPTA (DIN:02330045), MANAGING DIRECTOR OF THE COMPANY**

Mr. Alok Gupta (DIN: 02330045), was appointed as the Managing Director of the Company for a period of 3 years with effect from September 01, 2023 to August 31, 2026 at the Extraordinary General Meeting of the Members of the Company held on September 18, 2023, based on the recommendation of Nomination and Remuneration Committee ("NRC") and Board of Directors of the Company at their Meetings held on August 23, 2023 and September 1, 2023, respectively.

Thereafter, pursuant to the recommendation of the NRC and Board of Directors, the Members of the Company, approved on March 15, 2025, through postal ballot, the revision in total Remuneration of Mr. Alok Gupta, for the period September 1, 2024 to August 31, 2025 at a total annual compensation (CTC) of ₹11,50,37,732, including reward of ₹2,61,60,000 (at performance factor of 100%).

**Performance Evaluation and Justification for Payment of Additional Reward for FY 2024-25**

FY2025 was our first financial year as a listed company. It has been a transformational year for ABD marked by record-breaking financial performance and the successful execution of key growth and margin expansion initiatives that set the foundation for our sustainable growth agenda. The Company delivered a record performance at the consolidated level with its highest-ever annual EBITDA of ₹451 crores (up 81.7%) and highest-ever annual PAT of ₹195 crores (up from ₹2 crores in FY24), driven by strong premium and above (P&A) volume growth and improved margins. Income from operations at ₹3,541 crores (up 6.2%) while EBITDA margin expanded significantly to 12.7% vs 7.5% in FY24, supported by supply chain efficiencies and margin-accretive initiatives.

Further, the Company successfully completed IPO in July 2024 of ₹1,500 crores, strengthen the balance sheet with proceeds from IPO, besides strong growth in profitability, the overall business performance led to improvement in key financial indicators such as: Net Debt/EBITDA improving to 1.7x vs 3.0x in FY24 and Net Debt/Equity to 0.5x vs 1.8x in FY24, ROCE at 22.6% vs 16.7% in FY24 and the Company receiving a credit rating upgrade from BBB+ to IND A- with a positive outlook in October, 24.

Mr. Alok Gupta led the transformation journey of premiumization, backward integration, margin expansion and cultural framework. Overall, Prestige & Above (P&A) salience improved to 40.4% in FY25 from 37.3% in FY24 and also adopted 'Build, Buy Partner' strategy to scale our premium-to-luxury play. Margin accretive backward integration program was initiated for key raw material and packing material. Multiple cost optimization initiatives were undertaken including adoption of margin governance framework, packing material cost optimization measures which led to significant improvement in margins as stated above. Also, initiatives undertaken for working capital optimization including receivables and inventory management. Strong focus on improvement stakeholder relationship management including business partners, media and financial community.

Parallely, he is building a culture that promotes innovation, teamwork, and accountability, which is key to the Company's long-term growth strategy and is reinforcing the leadership team by bringing in high-caliber professionals to complement the existing senior management.

Accordingly, based on recommendation of the NRC, the Board of Directors at their Meetings held on September 25, 2025 and September 26, 2025, respectively, considered and approved the payment of ₹2,87,76,000 as Reward to Mr. Alok Gupta, which is in excess of ₹2,61,60,000, primarily on account of Above Expectation – Individual Performance and shall be payable upon approval by the Members.

**Revision in Remuneration effective from September 1, 2025 to remainder of his tenure**

In recognition of his contributions, and based on the recommendation of the NRC, the Board of Directors, at their Meetings held on September 25, 2025 and September 26, 2025, respectively, considered and approved revision in the remuneration payable to Mr. Alok Gupta for the period September 1, 2025 to August 31, 2026, as follows:

| <b>Revised Remuneration for the period September 1, 2025 to August 31, 2026</b> |                                             |                                   |                                                                                                                 |
|---------------------------------------------------------------------------------|---------------------------------------------|-----------------------------------|-----------------------------------------------------------------------------------------------------------------|
| <b>Sr. No</b>                                                                   | <b>Category</b>                             | <b>Proposed Amount<br/>(in ₹)</b> | <b>Remarks</b>                                                                                                  |
| <b>A</b>                                                                        | <b>Fixed Compensation</b>                   |                                   |                                                                                                                 |
| a                                                                               | Basic Salary                                | 3,80,19,204                       | Nil                                                                                                             |
| b                                                                               | Other Allowances/ Perquisites               | 5,24,66,497                       | As per Company's Policy applicable to all employees                                                             |
| c                                                                               | Retiral Benefits                            | 63,91,028                         | As per applicable laws                                                                                          |
|                                                                                 | <b>Total Fixed Compensation (a + b + c)</b> | <b>9,68,76,729</b>                |                                                                                                                 |
| <b>B</b>                                                                        | <b>Reward</b>                               |                                   |                                                                                                                 |
| d                                                                               | Reward Compensation (at 100% payout)        | 2,85,14,400                       | Payout based on operating metrics and such other parameters as determined by NRC; maximum payout capped at 175% |
| <b>A + B</b>                                                                    | <b>Total Compensation</b>                   | <b>12,53,91,129</b>               |                                                                                                                 |

Apart from above Mr. Alok Gupta is also entitled for Club Membership(s) in accordance with the Company's Policy.

**Fixed Compensation**

An annual salary of ₹9,68,76,729 (Rupees Nine Crores Sixty Eight Lakhs Seventy -Six Thousand Seven Hundred Twenty Nine only) will be payable as remuneration and it includes retiral benefits and perquisites as valued under Income Tax rules.

**Variable Compensation (Reward)**

An annual Reward of ₹2,85,14,400 (Rupees Two Crores Eighty Five Lakhs Fourteen Thousand Four Hundred only) be payable, subject to the Company's achievement of certain targets as determined by the Board from time to time (the "Target Reward Pay"). The actual payout shall be at Performance Factor of 100% with maximum payout of 175% of Performance Factor, subject to the recommendation of NRC and approval of Board of Directors.

**Key Performance Metrics**

The achievement targets include growth in Topline and Profitability, adherence to the Company's Capital Allocation Policy, enhancement of cash flow from operations, and execution of Business Process Re-engineering (BPR) initiatives aimed at improving operational efficiencies. Additional performance parameters may be considered as determined by the NRC.

**Justification for Revision of Remuneration**

The Board of Directors, on the recommendation of the NRC, has acknowledged the exemplary leadership and strategic direction provided by Mr. Alok Gupta. His deep understanding of the Company's affairs and over three decades of business experience have been instrumental in the Company's steady progress.

Mr. Alok Gupta has effectively led the team to achieve significant milestone over previous year in PAT & EBITDA and operational excellence through relentless and sharp focus on cost & process efficiencies.

Mr. Gupta has been actively working with the team to strengthen the security of the supply chain, with a strong focus on securing key raw materials and advancing backward integration, both essential for driving profitability. Under his leadership, the Company's financial position has also benefited from strategic capital investments and initiatives designed to enhance operational efficiency. Parallely, he is building a culture that promotes innovation, teamwork, and accountability, which is key to the Company's long-term growth strategy and is reinforcing the leadership team by bringing in high-caliber professionals to complement the existing senior management.

Under Mr. Gupta's leadership, the Company is driving a broad transformation agenda focused on sustainable, high-value growth. He is leading the development of a premium-to-luxury brand portfolio through proprietary brand building, strategic global alliances, etc.

**Long Term Incentives - ESOP under ABD Employee Stock Option Scheme, 2024 (ESOS-2024)**

In addition to Remuneration and other allowances payable or allowable to Mr. Alok Gupta, Managing Director of the Company, he is also eligible for Employee Stock Options ("Options") under 'ABD Employee Stock Option Scheme 2024'

(“ESOS 2024” / “Scheme”), exercisable into such number of equity shares of face value ₹2 (Rupees Two Only) each fully paid up in the Company, which may individually be up to 1.5% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options, allotted from time to time, in one or more tranches, which was approved by the Members on March 15, 2025, through postal ballot.

The Board believes that the proposed remuneration commensurate with the roles and responsibilities carried out by the Managing Director.

#### **Other Key Terms**

1. The Managing Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by the Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof not exceeding the limit approved by the Members.
2. The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
3. In the event of absence or inadequacy of net profits in any financial year during the currency of the tenure of service of the Managing Director, the remuneration payable shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and/or any other applicable regulation and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.
4. The Managing Director shall not, so long as he functions as such, be paid any sitting fees for attending Meetings of the Board of Directors or any Committee of the Company and / or any of its subsidiaries.
5. During the tenure of his office as a Managing Director, he shall be liable to retire by rotation.
6. The Managing Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time given and made by the Board and the functions of the Director will be under overall authority of the Board of Directors.
7. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and other applicable regulations about duties of directors.
8. The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics.
9. The Managing Director is satisfying all the conditions of Schedule V of the Companies Act, 2013 and conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
10. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Alok Gupta, Managing Director, under Section 190 of the Act.
11. Any variation to the terms and conditions of his appointment and remuneration, including Fixed Compensation and Variable Compensation (Reward), will be subject to review and approval of the Board (or its Committee) and the Members (if applicable) in accordance with the applicable law, including the Companies Act, 2013 and the SEBI Listing Regulations.

#### **Profile**

Mr. Alok Gupta has over 37 years of experience in diverse industries wherein he has held leadership roles and has managed global markets. He has worked in organizations spread across diverse industries i.e. Dabur, United Spirits, Whyte & MacKay, Café Coffee Day, Essar Retail and Essar Capital.

Prior to taking the helm at ABD, Mr. Gupta was a Partner with Essar Capital leading the technology & services vertical with investment in Green-Tech and B2C and B Tech businesses. He has previously spent 13 years with United Spirits Limited in various leadership roles and is a familiar name in the Alcohol Beverage Industry.

Mr. Gupta is an alumnus of Harvard Business School and holds a Management Degree.

For details Pursuant to the third Sub-paragraph (iv) under second Proviso to Items (A) and (B) of section II of Part II of Schedule V to Companies Act 2013, the following statement is given:

| Sr. No.                                                             | Particulars                                                                                                                                         | Disclosures                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
|---------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|------------------------|-------------------------------|------------|------------------------------------------------|-----------|---------------------------------------------------------------------|-----------|-----------|-------------|
| I                                                                   | General information:                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| 1                                                                   | Nature of industry                                                                                                                                  | Alcoholic Beverages                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| 2                                                                   | Date or expected date of commencement of commercial production                                                                                      | Existing Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| 3                                                                   | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| 4                                                                   | Financial performance based on given indicators                                                                                                     | <table><tr><th>Particulars for FY 2024-25</th><th>Amount in (₹ in Lakhs)</th></tr><tr><td>Gross Turnover &amp; Other Income</td><td>807,296.11</td></tr><tr><td>Net Profit as per statement of P&amp;L (After tax)</td><td>20,082.13</td></tr><tr><td>Computation of Net Profit in accordance with Section 198 of the Act</td><td>29,204.65</td></tr><tr><td>Net Worth</td><td>1,57,408.05</td></tr></table>                                                                                                                                                                                                                                                                                                                                                | Particulars for FY 2024-25 | Amount in (₹ in Lakhs) | Gross Turnover & Other Income | 807,296.11 | Net Profit as per statement of P&L (After tax) | 20,082.13 | Computation of Net Profit in accordance with Section 198 of the Act | 29,204.65 | Net Worth | 1,57,408.05 |
| Particulars for FY 2024-25                                          | Amount in (₹ in Lakhs)                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| Gross Turnover & Other Income                                       | 807,296.11                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| Net Profit as per statement of P&L (After tax)                      | 20,082.13                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| Computation of Net Profit in accordance with Section 198 of the Act | 29,204.65                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| Net Worth                                                           | 1,57,408.05                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| 5                                                                   | Foreign investments or collaborations, if any.                                                                                                      | NA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| II                                                                  | Information about the Director:                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| 1                                                                   | Background detail                                                                                                                                   | <p>Mr. Alok Gupta has over 37 years of experience in diverse industries wherein he has held leadership roles and has managed global markets. He has worked in organizations spread across diverse industries i.e. Dabur, United Spirits, Whyte &amp; MacKay, Café Coffee Day, Essar Retail and Essar Capital.</p> <p>Prior to taking the helm at ABD, Mr. Gupta was a Partner with Essar Capital leading the technology &amp; services vertical with investment in Green-Tech and B2C and B Tech businesses. He has previously spent 13 years with United Spirits Limited in various leadership roles and is a familiar name in the Alcohol Beverage Industry.</p> <p>Mr. Gupta is an alumnus of Harvard Business School and holds a Management Degree.</p> |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| 2                                                                   | Past remuneration                                                                                                                                   | Mr. Alok Gupta was paid ₹11,54,75,358 as remuneration for FY 2025*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| 3                                                                   | Recognition or awards                                                                                                                               | NA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |
| 4                                                                   | Job profile and his suitability                                                                                                                     | <p>Mr. Alok Gupta, Managing Director under the directions of the Board of Directors of the Company will be taking care of all its day-to-day operations.</p> <p>Given Mr. Alok Gupta’s extensive industry experience and proven leadership across diverse sectors, he is exceptionally well-suited to serve as the Managing Director of the Company.</p>                                                                                                                                                                                                                                                                                                                                                                                                    |                            |                        |                               |            |                                                |           |                                                                     |           |           |             |

\*Part of Mr. Alok Gupta's approved FY 2024 CTC was paid in FY 2025, and since the revised terms became effective from September 1, 2024, the variance between approved and actual CTC for FY 2025 reflects this timing difference.

| Sr. No.    | Particulars                                                                                                                              | Disclosures                                                                                                                                                                                                                                                                                  |
|------------|------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5          | Remuneration proposed                                                                                                                    | As stated in the Explanatory Statement at Item No. 1 of this Notice.                                                                                                                                                                                                                         |
| 6          | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person                       | Taking into consideration the size of the Company, the profile of Mr. Alok Gupta, the responsibilities shared by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior-level counterpart(s) in other companies. |
| 7          | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any. | Besides the remuneration paid/payable to him, he does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.                                                                                                                              |
| <b>III</b> | <b>Other information:</b>                                                                                                                |                                                                                                                                                                                                                                                                                              |
| 1          | Reasons of loss or inadequate profits                                                                                                    | Not Applicable as the Company has made profit before tax of ₹27,081.85 lakhs for the year ended March 31, 2025. However, minimum remuneration in the event of inadequate profit is being proposed as abundant caution.                                                                       |
| 2          | Steps taken or proposed to be taken for improvement                                                                                      | The Company has undertaken various initiatives including premiumization and cost optimization measures leading to significant improvement in profitability and further strengthening of Balance Sheet.                                                                                       |
| 3          | Expected increase in productivity and profits in measurable terms                                                                        | The initiatives undertaken have started to deliver the expected outcomes and are expected to continue to contribute to improved Company performance, as evidenced by the results for FY 2025 as referred above.                                                                              |

The remuneration details of Mr. Alok Gupta are provided in the respective Special Resolution and Explanatory Statements annexed to this Notice. Disclosures as required under Schedule V, Part II Section II Para (B)(iv)(IV) shall form part of Board of Director's Report under the heading Corporate Governance for F.Y. 2025-26.

The detailed profile of Mr. Alok Gupta and other requisite details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the ICSI are provided in **Annexure A** to this Notice.

Mr. Alok Gupta is the Managing Director of the Company as well as Chairman of Risk Management Committee and Management Committee of the Company. During the financial year 2024-25, he attended 16 out of 17 Board Meetings and was present at all Meetings of the Risk Management Committee.

Mr. Alok Gupta possesses the core skills/expertise/competencies identified in the Company's business and sectors for it to function effectively. Details of the skills possessed by him forms part of the Corporate Governance Report for FY 24-25.

Mr. Alok Gupta satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act and is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

Save and except Mr. Alok Gupta, 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. 1 of the Notice.

The Board of Directors recommends the payment of additional reward for FY 2024-25 and revision in remuneration to Mr. Alok Gupta effective September 1, 2025 as set forth in Item No.1 of the Notice for approval of the Members of the Company as a Special Resolution.

## Item No. 2

**APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO MR. ARUN BARIK (DIN:07130542), EXECUTIVE DIRECTOR OF THE COMPANY**

Mr. Arun Barik (DIN: 07130542) was appointed as the Executive Director of the Company for a period of three years, from August 9, 2022 to August 8, 2025, by the Members at the Annual General Meeting held on September 30, 2022.

Thereafter, based on the recommendation of the Board of Directors and the Nomination and Remuneration Committee (NRC), the Members of the Company, through a postal ballot passed on March 15, 2025, approved the revision in the total remuneration of Mr. Arun Barik, effective from April 1, 2024 at a total annual compensation (CTC) of ₹2,72,91,301, including reward of ₹62,17,353 (*at Performance Factor of 100%*).

Subsequently, based on the recommendation of NRC, the Board of Directors at its Meeting held on March 31, 2025 approved the re-appointment of Mr. Arun Barik (DIN:07130542), as the Executive Director for a further period of three years, i.e., from August 9, 2025 to August 8, 2028, at the aforesaid remuneration i.e. ₹2,72,91,301, including reward of ₹62,17,353 (*at Performance Factor of 100%*), which was approved by the Members of the Company on June 22, 2025, through a postal ballot.

**Performance Evaluation and Justification for Payment of Additional Reward for FY 2024-25**

FY2025 was our first financial year as a listed company. It has been a transformational year for ABD marked by record-breaking financial performance and the successful execution of key growth and margin expansion initiatives that set the foundation for our sustainable growth agenda. The Company delivered a record performance at the consolidated level with its highest-ever annual EBITDA of ₹451 crores (up 81.7%) and highest-ever annual PAT of ₹195 crores (up from ₹2 crores in FY24), driven by strong premium and above (P&A) volume growth and improved margins. Income from operations at ₹3,541 crores (up 6.2%) while EBITDA margin expanded significantly to 12.7% vs 7.5% in FY24, supported by supply chain efficiencies and margin-accretive initiatives.

Further, the Company successfully completed IPO in July 2024 of ₹1,500 crores, strengthen the balance sheet with proceeds from IPO, besides strong growth in profitability, the overall business performance led to improvement in key financial indicators such as: Net Debt/EBITDA improving to 1.7x vs 3.0x in FY24 and Net Debt/Equity to 0.5x vs 1.8x in FY24, ROCE at 22.6% vs 16.7% in FY24 and the Company receiving a credit rating upgrade from BBB+ to IND A- with a positive outlook in October, 24.

Mr. Arun Barik played a critical role in the initiatives undertaken as a part of ABD's transformational journey of premiumization and backward integration. Mr. Barik is a key contributor to the development of new in-house blends, aligning with the company's strategic focus on premiumization. He successfully led Innovation and New Product Development (NPD) initiatives across categories during the year, creating new Scotch blends and extensions under some flagship brands. The new products launched included Company's first luxury brand - Arthaus Blended Malt Scotch Whisky and variants of Zoya Special Batch Gin. He successfully led the team in the acquisition of brands such as Woodburns Contemporary Indian Whisky, Pumori Gin and Segredo Aldiea Rum in January 2025. The brands have received national and international recognitions during the course of the year. Key recent awards include 'Monde Selection Awards 2025', 'International Whisky Competition 2025', Indian Wines and Spirits Awards 2024'.

Also, he was instrumental in establishing partnership with Roust Corporation for introducing Russian Standard Vodka in the Indian market.

He is driving the backward integration capital expenditure program undertaken in FY2025. As a part of ENA integration strategy, the Company acquired Minakshi Agro Industries LLP, a distillery based in Maharashtra and currently it is being expanded. The company recently commissioned PET bottle manufacturing unit in Telangana to cater to captive requirement. Also, construction of Single Malt Distillery is under progress and expected to be operational in Q4FY26. Additionally, bottling capacities are being expanded across various locations.

Accordingly, based on recommendation of the NRC, the Board of Directors at its Meeting held on September 26, 2025, considered and approved the payment ₹ 68,39,092 as Reward to Mr. Arun Barik, which is in excess of ₹ 62,17,353 primarily on account of Above Expectation – Individual Performance and shall be payable upon approval by the Members.

#### Revision in Remuneration for the Financial Year 2025-26

In recognition of his contributions, and based on the recommendation of the NRC and the Board of Directors, at their Meetings held on September 25, 2025 and September 26, 2025, respectively, considered and approved revision in the remuneration payable to Mr. Arun Barik for the FY 2025-26, as follows:

#### Revised Remuneration for FY 2025-26

| Sr. No       | Category                                    | Proposed Amount (in ₹) | Remarks                                                                                                         |
|--------------|---------------------------------------------|------------------------|-----------------------------------------------------------------------------------------------------------------|
| <b>A</b>     | <b>Fixed Compensation</b>                   |                        |                                                                                                                 |
| a            | Basic Salary                                | 93,17,038              | Nil                                                                                                             |
| b            | Other Allowances/ Perquisites               | 1,61,43,265            | As per Company's Policy applicable to all employees                                                             |
| c            | Retiral Benefits                            | 15,66,191              | As per applicable laws                                                                                          |
|              | <b>Total Fixed Compensation (a + b + c)</b> | <b>2,70,26,494</b>     |                                                                                                                 |
| <b>B</b>     | <b>Reward</b>                               |                        |                                                                                                                 |
| d            | Reward Compensation (at 100% payout)        | 79,73,506              | Payout based on operating metrics and such other parameters as determined by NRC; maximum payout capped at 175% |
| <b>A + B</b> | <b>Total Compensation</b>                   | <b>3,50,00,000</b>     |                                                                                                                 |

Apart from the above, Mr. Arun Barik will also be entitled to benefits including accommodation, amenities, and other facilities as per the Company's Policy.

#### Fixed Compensation

An annual salary of ₹2,70,26,494 (Rupees Two Crores Seventy Lakhs Twenty Six Thousand Four Hundred Ninety-Four only) will be payable as remuneration and it includes retiral benefits and perquisites as valued under Income Tax rules.

#### Variable Compensation (Reward)

An annual Reward of ₹79,73,506 (Rupees Seventy Nine Lakhs Seventy Three Thousand Five Hundred Six only) be payable, subject to the Company's achievement of certain targets as determined by the Board from time to time (the "Target Reward Pay"). The actual payout shall be at Performance Factor of 100% with maximum payout of 175% of Performance Factor, subject to the recommendation of NRC and approval of Board of Directors.

Annual increments to the Fixed Compensation and Reward shall be determined by the Board of Directors and/or NRC at their sole discretion, taking into account general increases applicable to other executives and the prevailing business scenario.

#### Key Performance Metrics

The achievement targets include commissioning of the PET bottling unit, operational rollout of the Malt Distillery, capacity expansion of the existing distillery in Maharashtra, identification and onboarding of new bottling and distillery units, along with any other performance parameters as may be determined by the NRC.

#### Justification for Revision of Remuneration for FY 2025-26

Mr. Arun Barik has been instrumental in driving ABD's strategic backward integration, a key lever for future profitability. His leadership spans project execution, product innovation, and full compliance oversight across all manufacturing units. As the designated occupier, he ensures adherence to complex regulatory frameworks, safeguarding operational continuity. Additionally, at the time of being appointed as an Executive Director on the Board and designated as Occupier for all our own manufacturing units, there was no significant change in compensation made in line with these new responsibilities.

**Long Term Incentives - ESOP under ABD Employee Stock Option Scheme, 2024 (ESOS-2024)**

In addition to Remuneration and other allowances payable or allowable to Mr. Arun Barik, Executive Director of the Company, he is eligible for Employee Stock Options ("Options") under 'ABD Employee Stock Option Scheme 2024' ("ESOS 2024" / "Scheme"), exercisable into such number of Equity Shares of face value ₹2/- (Rupees Two Only) each fully paid up in the Company, as may be approved by the NRC, from time to time.

**Other terms of the Appointment of Whole Time Director / Executive Director are as follows**

1. The Whole Time Director / Executive Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by the Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof not exceeding the limit approved by the Members.
2. The Whole Time Director / Executive Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
3. In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Whole Time Director / Executive Directors shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and/or any other applicable regulation and the same shall be treated as the Minimum Remuneration payable to the said Whole Time Director.
4. The Whole Time Director / Executive Director shall not, so long as he functions as such, be paid any sitting fees for attending Meetings of the Board of Directors or any Committee of the Company and / or any of its subsidiaries.
5. During the tenure of his office as Whole Time Director / Executive Director, he shall be liable to retire by rotation.
6. The Whole Time Director / Executive Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time given and made by the Board and the functions of the Director will be under overall authority of the Board of Directors.
7. The Whole Time Director / Executive Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and other applicable regulations about the duties of Directors.
8. The Whole Time Director / Executive Director shall adhere to the Company's Code of Business Conduct & Ethics.
9. The Whole Time Director / Executive Director is satisfying all the conditions of Schedule V of the Companies Act, 2013 and conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
10. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Arun Barik, under Section 190 of the Act.
11. Any variation to the terms and conditions of his appointment and remuneration, including Fixed Compensation and Variable Compensation (Reward), will be subject to review and approval of the Board (or its Committee) and the Members (if applicable) in accordance with the applicable law, including the Companies Act, 2013 and the SEBI Listing Regulations.

**Profile**

Mr. Arun Barik possesses over 37 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. Arun joined Shaw & Wallace and Co's Liquor Division II as a trainee Blender in 1988 and rose to head the all-India Assignment of Blending, Quality, Project and Product Development. Over a span of 5 years, he worked on brands such as Officers Choice, Thousand Guineas, Calypso Rum, Class Whisky, and Mc Shaw Brandy. He spent a year at BDA Ltd. before moving on to Seagram – Pernod Ricard India for a period of 9 years.

He joined Seagram in 1994 as a Manufacturing Manager and was part of the founding team, playing a pivotal role in setting up the company's first manufacturing facility 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.

He was also part of the founding team and Head of Manufacturing at Mason and Summers Alcobev Pvt. Ltd., where he was instrumental to international collaboration for the introduction of the first ever locally bottled Single Malt – Glen Drummond in three variants.

Mr. Arun Barik joined ABD in February 2009 and presently serves as Executive Director of the Company. He is a Master Blender who is responsible for curation and refinement of product blends. He possesses a B.Sc. Degree from Utkal University. He plays a pivotal role within our organization, spearheading new acquisition opportunities and overseeing the end-to-end process from conducting due diligence and negotiating commercial terms to planning and operationalizing new manufacturing plants. His strategic insight has been instrumental in identifying and executing backward integration initiatives, such as the establishment of PET bottle plant and malt distillery, expanding Extra Neutral Alcohol (ENA) manufacturing capacity, through greenfield, brownfield, or acquisition routes. He also actively engages with overseas partners for raw material sourcing and brand collaborations, strengthening our global supply chain and innovation pipeline.

In addition to his operational leadership, Mr. Arun is a key contributor to the development of new in-house blends, aligning with the company's strategic focus on premiumization. His deep understanding of the manufacturing landscape, coupled with a creative approach to blending, has significantly enriched our product portfolio.

Mr. Arun's extensive knowledge of manufacturing operations, combined with his expertise in sourcing strategies and product innovation, has been invaluable in steering the organization through dynamic market conditions.

**For details Pursuant to the third Sub-paragraph (iv) under second Proviso to Items (A) and (B) of Section II of Part II of Schedule V to the Companies Act 2013, the following statement is given:**

| Sr. No.  | Particulars                                                                                                                                         | Disclosures                                                         |                                   |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------|
| <b>I</b> | <b>General information:</b>                                                                                                                         |                                                                     |                                   |
| 1        | Nature of industry                                                                                                                                  | Alcoholic Beverages                                                 |                                   |
| 2        | Date or expected date of commencement of commercial production                                                                                      | Existing Company                                                    |                                   |
| 3        | In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable                                                      |                                   |
| 4        | Financial performance based on given indicators                                                                                                     | <b>Particulars for FY 2024-25</b>                                   | <b>Amount in<br/>(₹ in Lakhs)</b> |
|          |                                                                                                                                                     | Gross Turnover & Other Income                                       | 807,296.11                        |
|          |                                                                                                                                                     | Net Profit as per statement of P&L (After tax)                      | 20082.13                          |
|          |                                                                                                                                                     | Computation of Net Profit in accordance with Section 198 of the Act | 29,204.65                         |
|          |                                                                                                                                                     | Net Worth                                                           | 1,57,408.05                       |
| 5        | Foreign investments or collaborations, if any.                                                                                                      | NA                                                                  |                                   |

| <b>II Information about the Director:</b> |                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                  |
|-------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                         | Background details                                                                                                                       | Mr. Arun Barik possesses over 37 years of work experience in the Alcobeve industry, having worked with names like Shaw & Wallace and Co, BDA Ltd, Seagram – Pernod Ricard India and Mason and Summers Alcobeve Pvt. Ltd. Over a period of 7 years, he worked on brands such as Officers Choice, Thousand Guineas, Calypso Rum, Class Whisky, and Mc Shaw Brandy. |
| 2                                         | Past remuneration                                                                                                                        | Mr. Arun Barik was paid ₹2,09,69,403 as remuneration for FY 2025.                                                                                                                                                                                                                                                                                                |
| 3                                         | Recognition or awards                                                                                                                    | NA                                                                                                                                                                                                                                                                                                                                                               |
| 4                                         | Job profile and his suitability                                                                                                          | In view of the vast industry experience possessed by Mr. Arun Barik, he is best positioned to be the Executive Director of the Company.                                                                                                                                                                                                                          |
| 5                                         | Remuneration proposed                                                                                                                    | As stated in the Explanatory Statement at Item No. 2 of the Notice of this postal ballot                                                                                                                                                                                                                                                                         |
| 6                                         | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person                       | Taking into consideration the size of the Company, the profile of Mr. Arun Barik, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior-level counterpart(s) in other companies.                                                                 |
| 7                                         | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any. | Besides the remuneration paid/payable to him, he does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.                                                                                                                                                                                                  |
| <b>III Other information:</b>             |                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                  |
| 1                                         | Reasons of loss or inadequate profits                                                                                                    | Not Applicable as the Company has made profit before tax of ₹27,081.85 lakhs for the year ended March 31, 2025. However, minimum remuneration in the event of inadequate profit is being proposed as abundant caution.                                                                                                                                           |
| 2                                         | Steps taken or proposed to be taken for improvement                                                                                      | The Company has undertaken various initiatives including premiumization and cost optimization measures leading to significant improvement in profitability and further strengthening of Balance Sheet.                                                                                                                                                           |
| 3                                         | Expected increase in productivity and profits in measurable terms                                                                        | The initiatives undertaken have started to deliver the expected outcomes and are expected to continue to contribute to improved Company performance, as evidenced by the results for FY 2025 as referred above.                                                                                                                                                  |

The remuneration details of Mr. Arun Barik are provided in the respective Resolution and Explanatory Statements annexed to this Notice. Disclosures as required under Schedule V, Part II Section II Para (B)(iv)(IV) shall form part of Board of Director's Report under the heading Corporate Governance for F.Y. 2025-26.

The detailed profile of Mr. Arun Barik and other requisite details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by ICSI are provided in **Annexure A** to this Notice.

During the financial year 2024–25, Mr. Arun Barik attended 15 out of 17 Board Meetings.

Mr. Arun Barik possesses the core skills/expertise/competencies identified in the Company's business and sectors for it to function effectively. Details of the skills possessed by him forms part of the Corporate Governance Report for FY 24-25.

Mr. Arun Barik satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section 3 of section 196 of the Act and is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

Save and except Mr. Arun Barik, 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. 2 of the Notice.

The Board recommends the payment of additional reward for FY 2024-25 and revision in remuneration to Mr. Arun Barik for FY 2025-26 as set forth in Item No. 2 of the Notice for approval of the Member of the Company as a Special Resolution.

**Registered Office:**

394-C Lamington Chambers Lamington Road,  
Mumbai -400 004, Maharashtra, India.

**CIN:** L15511MH2008PLC187368

**E-mail:** [complianceofficer@abdindia.com](mailto:complianceofficer@abdindia.com)

**Website:** <https://www.abdindia.com>

**Date:** September 26, 2025

**Place:** Mumbai

**By Order of the Board of Directors  
For Allied Blenders and Distillers Limited**

**Sd/-  
Sumeet Maheshwari  
Company Secretary and Compliance Officer  
Membership No. ACS 15145**

**Details of Director seeking Re-appointment/ Revision in Remuneration**

[In pursuance of Secretarial Standards on General Meetings ("SS-2") and Regulation 36(3) of the SEBI Listing Regulations]

| Sr. No. | Particulars                                                                                      | Mr. Alok Gupta                                                                 | Mr. Arun Barik                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|---------|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1       | Director Identification Number (DIN)                                                             | 02330045                                                                       | 07130542                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 2       | Category                                                                                         | Managing Director                                                              | Executive Director                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 3       | Date of Birth                                                                                    | May 2, 1966                                                                    | March 16, 1962                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 4       | Age                                                                                              | 59 Years                                                                       | 63 Years                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 5       | Nationality                                                                                      | Indian                                                                         | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 6       | Profile Including Qualification & Experience                                                     | Refer to the Explanatory Statement No 1 of this Notice                         | Refer to the Explanatory Statement No 2 of this Notice.                                                                                                                                                                                                                                                                                                                                                                                                      |
| 7       | Date of first Appointment                                                                        | September 1, 2023                                                              | August 9, 2022                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 8       | No. of shares held in the Company (directly or as a beneficial owner)                            | 1908 Equity Shares                                                             | 689 Equity Shares                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 9       | Relationship with other Directors/ KMP                                                           | Nil                                                                            | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 10      | Directorships held in other listed Companies                                                     | Nil                                                                            | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 11      | Listed companies from which resigned in the past three years                                     | Nil                                                                            | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 12      | Directorships held in other Companies (excluding foreign, private and Section 8 Companies)       | Nil                                                                            | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 13      | Membership/Chairmanship of Committees across other Public Companies (listed as well as unlisted) | Nil                                                                            | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 14      | Other Directorship                                                                               | ABD Maestro Private Limited                                                    | 1) Chitwan Blenders & Bottlers Private Limited<br>2) Sarthak Blenders & Bottlers Private Limited<br>3) Borank Enterprises Private Limited<br>4) Karbon Enterprises Private Limited<br>5) Krabon Enterprises Private Limited<br><b>Partnership / LLP's*:</b><br>1) Minakshi Agro Industries LLP<br>2) Allied Blenders and Distillers Maharashtra LLP<br><b>Foreign Companies</b><br>1) UTO Asia Pte Limited<br>2) Allied Blenders and Distillers (UK) Limited |
| 15      | Member/ Chairmanship of Committees of the Boards                                                 | Chairman of Risk Management Committee and Management Committee                 | Member of Management Committee                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 16      | Terms and conditions of appointment / re-appointment                                             | NA                                                                             | NA                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 17      | The number of Meetings of the Board attended during the Financial Year 2024-25                   | Mr. Alok Gupta has attended 16 Meetings out of 17 Meetings held in FY 2024-25. | Mr. Arun Barik has attended 15 Meetings out of 17 Meetings held in FY 2024-25.                                                                                                                                                                                                                                                                                                                                                                               |

\*Represents the Company as Designated Partner in a supervisory capacity.

**Registered Office:**394-C Lamington Chambers Lamington Road,  
Mumbai City-400004, Maharashtra, India.**CIN:** L15511MH2008PLC187368**E-mail:** complianceofficer@abdindia.com**Website:** https://www.abdindia.com**Date:** September 26, 2025**Place:** Mumbai**By Order of the Board of Directors  
For Allied Blenders and Distillers Limited****Sd/-****Sumeet Maheshwari****Company Secretary and Compliance Officer  
Membership No. ACS 15145**