



**Allied Blenders
and Distillers**

November 4, 2025

To,

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400001 Scrip Code (BSE): 544203 Our Reference: 79/2025-26	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051 Symbol: ABDL Our Reference: 79/2025-26
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Sub: Outcome of the Board Meeting held on November 4, 2025

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Sections 230 to 232 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act - Scheme of Amalgamation (Merger by Absorption)

Dear Sir/Madam,

Pursuant to Regulations 30 and other applicable Regulations of the SEBI Listing Regulations, we wish to inform you that the Board of Directors of the Company at its Meeting held today i.e. November 4, 2025 has considered and approved the **Scheme of Amalgamation (Merger by Absorption) of Deccan Star Distilleries India Private Limited ("DDPL"/"Transferor Company 1") and Sarthak Blenders & Bottlers Private Limited ("SBBPL"/"Transferor Company 2")** (hereinafter collectively referred to as the "Transferor Companies"), Wholly-Owned Subsidiaries of the Company, with and into **Allied Blenders and Distillers Limited** (hereinafter referred to as the "Transferee Company" or the "Company" or "ABDL") ("Scheme") under Section 230 to 232 of the Companies Act, 2013.

The salient features of the proposed Scheme, inter alia, are as under:-

- The Appointed Date of the Scheme would be 1st April 2025.
- The entire Assets and Liabilities of the Transferor Companies are to be transferred to and recorded by the Company at their carrying values.
- The entire Share Capital of the Transferor Companies is held by the Company. Upon the Scheme becoming effective, no Equity Shares of the Company shall be allotted in lieu or Exchange of the Holding of the Company in Transferor Companies and accordingly, Equity Shares held by the Company in Transferor Companies shall be cancelled on the Effective Date without any further act, instrument or deed.
- Basis specific exemption for Merger of Wholly Owned Subsidiaries with its Holding Company in terms of the SEBI Listing Regulations, the Company is not required to obtain No-objection letter from the Stock Exchanges before filing such Scheme with any Court or Tribunal.

Further, the details required to be disclosed in terms of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed as Annexure A.

The Board Meeting commenced at 4:30 p.m. (IST) and concluded on 6:50 p.m. (IST).

Thanking you.

Yours sincerely,

For **Allied Blenders and Distillers Limited**

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

Encl: a/a

Allied Blenders and Distillers Limited

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ANNEXURE A

DETAILS REQUIRED UNDER REGULATION 30 OF THE LISTING REGULATIONS READ WITH SEBI CIRCULAR NO. SEBI /HO /CFD /POD2 /CIR /P /0155 DATED NOVEMBER 11, 2024:

Sr. No.	Particulars	Description								
1	Name of the entity(ies) forming part of the Amalgamation/Merger, details in brief such as, size, turnover etc.	Deccan Star Distilleries India Private Limited ("DDPL"/ "Transferor Company 1")								
		<table><tr><th>Particulars</th><th>Amount in Rs. (as on 30th September 2025)</th></tr><tr><td>Paid up Capital</td><td>1,00,000</td></tr><tr><td>Net Worth</td><td>(4,52,000)</td></tr><tr><td>Total Income</td><td>Nil</td></tr></table>	Particulars	Amount in Rs. (as on 30 th September 2025)	Paid up Capital	1,00,000	Net Worth	(4,52,000)	Total Income	Nil
		Particulars	Amount in Rs. (as on 30 th September 2025)							
		Paid up Capital	1,00,000							
		Net Worth	(4,52,000)							
		Total Income	Nil							
		Sarthak Blenders & Bottlers Private Limited ("SBBPL"/ "Transferor Company 2")								
		<table><tr><th>Particulars</th><th>Amount in Rs. (as on 30th September 2025)</th></tr><tr><td>Paid up Capital</td><td>52,21,000</td></tr><tr><td>Net Worth</td><td>(10,71,54,862)</td></tr><tr><td>Total Income</td><td>32,04,834</td></tr></table>	Particulars	Amount in Rs. (as on 30 th September 2025)	Paid up Capital	52,21,000	Net Worth	(10,71,54,862)	Total Income	32,04,834
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		Paid up Capital	52,21,000							
		Net Worth	(10,71,54,862)							
		Total Income	32,04,834							
		Allied Blenders and Distillers Limited ("ABDL"/ "Transferee Company")								
<table><tr><th>Particulars</th><th>Amount in Rs. (as on 30th September 2025)</th></tr><tr><td>Paid up Capital</td><td>55,94,20,302</td></tr><tr><td>Net Worth</td><td>16,06,44,32,333</td></tr><tr><td>Total Income</td><td>37,28,90,97,456</td></tr></table>	Particulars	Amount in Rs. (as on 30 th September 2025)	Paid up Capital	55,94,20,302	Net Worth	16,06,44,32,333	Total Income	37,28,90,97,456		
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Paid up Capital	55,94,20,302									
Net Worth	16,06,44,32,333									
Total Income	37,28,90,97,456									
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	Transferor Companies are Wholly Owned Subsidiaries of the Transferee Company and accordingly are Related Parties to each other.								
		However, the said transaction shall not attract compliance with the requirements of Section 188 of the Companies Act, 2013 pursuant to the clarification issued by the Ministry of Corporate Affairs, vide its General Circular No. 30/2014 dated 17 th July 2014.								
		Further, pursuant to Regulation 23(5)(b) of the SEBI Listing Regulations, Related Party Transaction provisions are not applicable to the said Scheme, as the same is between the Holding Company and its Wholly Owned Subsidiary and that the Scheme is also exempt from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.								
3	Area of business of the entities	<ul style="list-style-type: none">▪ Transferee Company is engaged in the business of manufacture, purchase and sale of Alcoholic Beverages/ liquids.▪ Transferor Company 1 is currently a non-operating Company, and its main object of business is manufacturing and selling alcoholic beverages.▪ Transferor Company 2 is engaged in the business of bottling alcoholic beverages/liquids.								

Sr. No.	Particulars	Description
4	Rationale for Amalgamation/ Merger	<p>The Transferor Companies are Wholly Owned Subsidiaries of the Transferee Company. With the objective of reducing the number of entities and to have administratively efficient structure, the Management of respective Companies are contemplating to Amalgamate the Wholly Owned Transferor Companies with and into the Transferee Company, which, inter alia, would have the following benefits:</p> <ul style="list-style-type: none"> i. Reducing the number of entities, simplification of group structure and thereby reducing the legal and regulatory compliances required at present to be carried out by both the Transferor Companies and the Transferee Company. The proposed Amalgamation will also reduce the managerial overlaps, which are necessarily involved in running multiple entities. ii. Consolidation would provide economies in costs by combining the functions and related operations and activities. iii. The proposed Amalgamation will result in elimination of administrative duplications of multiple record keeping and other functions involved in maintaining separate companies, thus economizing and reducing administrative, managerial and other common cost. <p>Accordingly, the Scheme is in the interest of the companies involved as part of the Scheme and their respective stakeholders.</p>
5	In case of cash consideration – amount or otherwise share Exchange ratio	Not Applicable since the Transferor Companies are Wholly Owned Subsidiaries of the Transferee Company. Accordingly, upon the Scheme becoming effective, no Shares of the Transferee Company shall be allotted, nor any other consideration will be paid in lieu or Exchange of the Holding of the Transferee Company in Transferor Companies.
6	Brief details of change in shareholding pattern (if any) of listed entity	Not Applicable since there will be no change in the shareholding pattern of the Company pursuant to the Scheme as the Transferor Companies are Wholly Owned Subsidiaries of the Transferee Company and accordingly there shall not be any Share issuance by the Transferee Company.