



ASSOCIATED ALCOHOLS & BREWERIES LTD.

Regd. Office: 106A Shyam Bazar Street, Kolkata – 700005 (W.B.)

Address for Communication & Corporate Office: 4th Floor, BPK Star Tower, A.B. Road, Indore-452008 (M.P.)

Phone : 0731 6662400 E-mail : investorrelations@aabl.in Website: www.associatedalcohols.com

CIN : L15520WB1989PLC047211

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the members of **ASSOCIATED ALCOHOLS & BREWERIES LIMITED** will be held on **Monday, the 22nd day of February, 2016 at 3:00 PM at “Shripati Singhania Hall”, Rotary Sadan, 94/2 Chowranghee Road, Kolkata-700020 (W.B.)** to transact the following special businesses:

Item No. 1 - For Increase in the Authorized Share Capital:

To consider and, if though fit, to pass with or without modification, if any, the following resolutions as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, the Authorized Share Capital of the company be and is hereby increased to ₹ 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs only) equity shares of ₹ 10 (Rupees Ten Only) by creating an additional 1,40,00,000 (One Crore Forty Lakhs only) equity shares of ₹ 10 (Rupees Ten Only) each aggregating to ₹ 14,00,00,000 (Rupees Fourteen Crores Only).”

Item No. 2 - For alteration of Capital Clause V of Memorandum of Association:

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013, clause V of the Memorandum of Association of the Company be and is hereby amended and be substituted by the following:

“V. The Authorized Share Capital of the company is ₹ 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each with power to the Company to increase or decrease in accordance with the provisions of the Companies Act, 2013”

Item No. 3 - Approval for authority to the Board for the issue of Bonus Equity Shares by capitalization of reserves:

To consider and if though fit, to pass with or without modification, if any, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in accordance with Section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules thereof (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), read with Articles 138(1) of the Articles of Association of the company together with the applicable regulations/guidelines issued by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and BSE Ltd. in this behalf and subject to all such approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company including any committee thereof (hereinafter referred to as the Board) for capitalization of sum ₹ 9,03,96,000/- (Rupees Nine Crores Three Lakhs Ninety Six Thousand) from the security premium account and/or free reserves of the company built out of the genuine profits over the previous years or any other permitted reserves/surplus of the company for the purpose of issue of Bonus Equity Shares of ₹ 10/- (Rupees Ten only) each, for issuance of 1(one) fully paid-up equity shares of ₹ 10/- (Rupees Ten Only) each held for the every one equity share of ₹ 10/- each fully paid up by the Member (i.e in the proportion of 1:1) to such member whose name appears on the Register of Members/List of Beneficial Owners on the “Record Date”, as may be decided in consultation with BSE Ltd. and the Bonus Shares so distributed shall for all purpose be treated as an increase in the paid-up share capital of the Company held by each such member, and not as income or in lieu of dividend.

RESOLVED FURTHER THAT all such new Bonus Equity Shares so issued and allotted shall rank pari-passu in all respects, including the full dividend for the financial year in which the shares are allotted with the existing equity shares of the company.

RESOLVED FURTHER THAT fractions, if any arising out of the issue and allotment of the Bonus Shares shall be allotted by the company and the company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus shares, in lieu thereof shall be allotted by the Board to nominee(s) to be appointed by the Board, who shall hold the same as trustee(s) for the members entitled thereto, and sell the said shares so arising at the prevailing market rate and pay to members in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the issue and allotment of such Bonus Shares to Non Resident Members, Foreign Institutional Investors (FII) and other foreign investors shall be subject to provisions of the FEMA and/or approval of the Reserve Bank of India (RBI), or any other authority as may be necessary to implement the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue and allotment of the Bonus Shares including but without limitation to filing of any documents with any statutory/other concerned authorities if any and to settle any question, difficulty or doubt that may arise in regard thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things to give such directions as may be necessary or desirable and its decision shall be final or binding”.

By order of the Board of Directors

Indore, 22nd January, 2016
Registered Office:
106-A, Shyam Bazar Street,
Kolkata - 700005 (W.B.)

Sumit Jaitely
Company Secretary
ACS 29954

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the proposed resolutions at Item Nos. 1 to 3 above, are appended herein for your consideration.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A person can act as a proxy on behalf of a member not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person/ shareholder.
4. The instrument of proxy in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting.
5. The Notice of Extraordinary General Meeting is being sent by Electronic mode only to the members whose email addresses are registered with the company/Depository Participant(s) for communication purpose unless any member has requested for hard copy of same. For members who have not registered their Email addresses physical copies of the notice of Extraordinary General Meeting are being sent separately to all the members along with Notice.
6. Corporate members intended to send their authorised representative to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturdays, Sundays and public holidays, up to the date of the Extra Ordinary General Meeting.
8. The Security Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding share in electronic form, has to submit their PAN to the depository participants with whom they maintain their demat accounts, member holding share in physical form can submit their PAN to the Company/Ankit Consultancy Pvt. Ltd.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitle to vote.
10. Members holding share in single name and physical form are advised to make nomination in respect of their shareholding in the company the nomination form can be downloaded from the company's website www.associatedalcohols.com under the section “Investor Relation”
11. Members who hold share in physical form in multiple folios in identical name or joint holding in the same order of name are requested to send the share certificate to the Ankit Consultancy Pvt. Ltd. for consolidation in to single folio.
12. Members are requested to send in their queries at least a week in advance to the Compliance Officer at the Registered Office of the Company to facilitate clarifications during the meeting.
13. In compliance with the provisions of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 the Company is pleased to provide the members the facility to exercise their vote for business to be transacted in this notice of the Extra Ordinary General Meeting by electronic means through e-voting facility provided by Central Depository Services Limited (CDSL). Members who are holding shares in physical or dematerialized form as on 15th February, 2016 shall exercise their vote by electronic means.
14. E-voting: The e-voting instructions for members receiving an e-mail or a physical copy of this notice of Extra Ordinary General Meeting are as under:

Instructions for E-Voting

- (i) The voting period begins on Thursday 18.02.2016 at 9:00 A.M. (IST) and ends on Sunday 21.02.2016 at 5:00 P.M. (IST) during this period shareholders' of the Company, Holding shares either in physical form or in dematerialized form, as on the cut-off date 15.02.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form PAN

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable numbers of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Associated Alcohols & Breweries Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print option on the Voting page."
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to logon to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to tohelpdesk.evoting@cdslindia.com.

Other Instructions:

- (1) In case of Members who are attending the Extra Ordinary General Meeting and are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Meeting will order a poll on his own motion for all businesses specified in the accompanying Notice. For clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report there on will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
- (2) Mr. Arun Kumar Khandelia, Practising Company Secretary (CP No. 2270), has been appointed as the Scrutinizer to scrutinize the e-voting process as well as the voting by way of poll, to be conducted at the Extra Ordinary General Meeting, in a fair and transparent manner.
- (3) The Scrutinizer shall within a period not exceeding two working days from the date of close of e-voting unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Meeting.
- (4) The results of e-voting and poll on resolutions shall be aggregated and these resolutions will be deemed to be passed on the Extra Ordinary General Meeting date, subject to receipt of the requisite numbers of votes in favour of the said resolutions.
- (5) The results declared along with the Scrutinizer 's report shall be communicated to BSE Limited and made available on the Company's website viz.: www.associatedalcohols.com and on the website of CDSL viz.: www.cdslindia.com, within two days of passing of the resolutions at the Extra Ordinary General Meeting of the Company.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

Item No. 1 & 2:

As per the provision contained in Article of Association for capitalization of reserve and in order to share part of the reserves accumulated by the company, the Board of Directors have recommended the resolution for issue of 1(one) Equity Shares to all the shareholders as on Record Date for every 1 (one) Equity Shares held by them, by issuance of 9039600 fully paid Equity Shares of ₹ 10/- each by way of Bonus Equity Shares the paid up Equity Share Capital of the Company will increase from ₹ 9,03,96,000/- to ₹ 18,07,92,000/-

Since the aforesaid proposed increase in the paid up capital is not within the Authorized Capital of the company, therefore, a requisite resolution for increase in the Authorized Share Capital has been recommended by the Board for approval as set out in the Item No. 1 of this notice further this will subsequently lead to alteration of capital clause V of Memorandum of Association hence the Item No. 2 is recommended. Resulting the authorizing share capital of the Company shall be increased from ₹ 11.00 Crores divided into 110 Lakhs equity shares of ₹ 10/- each to ₹ 25.00 Crores divided into 250 Lakhs equity shares of ₹ 10/- each by addition of 140 Lakhs equity shares of ₹ 10/- each.

The draft of the altered Memorandum of Association is available for inspection at the Registered Office of the Company till the date of the Extra Ordinary General Meeting.

The Board recommends the resolution set forth in Items Nos 1 & 2 for approval of the Members.

None of the Directors/Key Managerial Personnel or their relatives is concerned or interested in the resolution financially or otherwise in at the item 1 to 2 of the Notice except to the extent of their shareholding in the company, if any.

Item No. 3:

The equity share of the company are listed and actively traded on BSE Limited (BSE). The members are aware that the operation and performance of the company has grown significantly over the past few years and the company has accumulated reasonable amount of free reserves generated out of the profits of the company over the years as well as security premium reserves.

In order to reward the shareholders of the company, the Board of Directors at their meeting held on January 22, 2016 considered that it desirable to recommend issue of Bonus Equity Shares in the ratio of 1:1(one bonus share of Rs. 10/- each for every one equity share of ₹ 10/- each fully paid up held by the members) subject to approval of the shareholders to all the equity shareholders as may be held by them on Record Date as may be determined with the consultation of the BSE Ltd.

The Bonus Equity Shares so allotted will rank pari-passu in all respects including dividend with the existing Equity Shares of the company.

The said proposal for issuance of Bonus Equity Shares is beneficial to the members of the company as well as to the Company.

The Board recommends the aforesaid resolution as set out in the Item No.3 of the notice for the approval of the Members as Special Resolution.

The Directors and Key Managerial Personnel or their relatives may be considered as financially interested to the extent of the bonus shares as may be issued to them.

By order of the Board of Directors

Indore, 22nd January, 2016
Registered Office:
106-A, Shyam Bazar Street,
Kolkata - 700005 (WB)

Sumit Jaitely
Company Secretary
ACS 29954

PROXY FORM
[FORM NO. MGT - 11]

Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN	L15520WB1989PLC047211
Name of the Company	Associated Alcohols & Breweries Limited
Registered office	106-A, Shyam Bazar Street, Kolkata - 700 005
Email id	cs@aabl.in
Folio No./Client id	DP ID

I/we, being the member(s) ofShares of the above named Company, hereby appoint

1.	Name	Signature
	Address	
	E-mail Id	
	Or failing him	
2.	Name	Signature
	Address	
	E-mail Id	
	Or failing him	
3.	Name	Signature
	Address	
	E-mail Id	
	Or failing him	

as my /our proxy to attend and vote(on a poll)for me/us and on my/ our behalf at the Extra Ordinary General Meeting (EGM) of the Company, to be held on the 22nd day of February, 2016 at 3:00 PM at “Shripati Singhanian Hall” Rotary Sadan, 94/2 Chowranghee Road, Kolkata -700 020. And at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Nature of Resolution	Description	Option	
			For	Against
Special Business				
1.	Ordinary	Increase in Authorized Share Capital from ₹ 1100.00 Lakhs to ₹ 2500.00 Lakhs by creation of 140 Lakhs Equity Shares of ₹ 10/- each		
2.	Special	Alteration of Capital Clause V of Memorandum of Association to substitute the existing Clause V for reflecting the increased authorized share capital		
3.	Special	Authority to the Board of directors for capitalisation of the reserves of ₹ 9,03,96,000 by way of issuance and allotment of the bonus equity shares in the proportion of 1:1 to the existing members on the record date as may be determined by the Board of directors		

Signed thisday of Feb., 2016

Signature of Shareholder.

**Affix
Revenue
Stamp**

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hour before the commencement of the Extra Ordinary General Meeting (EGM) i.e. by 1:59 PM on 20th February, 2016.

EXTRA ORDINARY GENERAL MEETING ATTENDANCE SLIP

(To be surrendered at the time of entry)

EGM Date : Monday, the 22nd day of February, 2016 at 3:00 PM
Venue : “Shripati Singhanian Hall” Rotary Sadan, 94/2 Chowranghee Road, Kolkata - 700 020

I hereby record my presence at the Extra Ordinary General Meeting of the Company

Name :
Folio / DPID / CLID / User Id:

Name of the joint Holders:

Name of Proxy / Representative, if any

Signature of Member(s) / Proxy Present:

- Note:** (1) This attendance slip should be signed and handed over at the entrance of the meeting hall.
(2) The admission may, however, be subjected to further verification/checks as may be deemed necessary, under no circumstances, will any duplicate attendance slip be issued at the entrance to the meeting hall .

ECS MANDATE FORM

I hereby authorised you to make all payment in respect of my holding in your Company to my bankers for crediting to my account as detail below:

1. Shareholder Name : _____
(In Block Letters) (First holder)
2. Folio Number / DPID& Client ID No. : _____
(Joint holder, if any)
3. No. of shares held : _____
4. Name of the Bank : _____
5. Branch Name & Address : _____
6. Account type : SB A/c Current A/c Other
(Please Specify)
7. Bank Account Number : _____
8. IFSC Code : _____
9. PAN : _____
10. E-mail ID : _____
11. Consent to receive documents in Soft Form

I/We hereby declare that the particulars given above are correct and complete, if credit is not effected for the reason (s) of incomplete or incorrect information I/We would not hod the Company responsibility.

Note: Please attach cancelled cheque issued by your bank relating to your above account for verifying the accuracy of the code number.

Date:

Signature of the first holder
(As appearing in the Company records)

Certificate of the Investor's Bank

Certified that the particulars of the bank account furnished above are correct as per our records.

Signature of the first holder
(As appearing in the Company Records)