



ASSOCIATED ALCOHOLS & BREWERIES LTD.

Registered office:
106A, Shyam Bazar, Street Kolkata – 700 005
CIN: L15520WB1989PLC047211

Notice

NOTICE IS HEREBY GIVEN that the 28th Annual General Meeting of the members of Associated Alcohols & Breweries Limited will be held on **Saturday, August 05, 2017 at 10:00 AM** at Shripati Singhania Hall, 'Rotary Sadan, 94/2, Chowranghee Road, Kolkata-700020 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements together with Directors Report as also the Auditors Report thereon for the year ended March 31, 2017.
2. To declare dividend on Equity Shares for the financial year ending 31st March, 2017
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of section 139, 142 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, and pursuant to recommendation of the Audit Committee of the Board of Directors M/s. Singhi & Co, Chartered Accountants registered with Institute of Chartered Accountants of India (ICAI) vide registration number FRN302049E, be and are hereby appointed as Statutory Auditors of the Company (in place of M/s B.K. Agrawal & Company & M/s M.D. Agrawal & Company, the retiring Auditors) for a term of five years commencing from the financial year ending March 31, 2018 to hold office from the conclusion of the 28th Annual General Meeting until the conclusion of 33rd Annual General Meeting (subject to ratification of their appointment by the members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus applicable taxes, out of pocket expenses if any, and that such remuneration

may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company (including its Committee thereof) and / or Mr. Sumit Jaitely, Company Secretary be and are hereby severally authorised to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

4. Appointment of Mr. Tushar Bhandari (DIN:03583114) as Whole Time Director of the Company for a period of 5 years

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded for the appointment of Mr. Tushar Bhandari (DIN: 03583114) as a Whole-time Director, of the Company, for a period of 5 (Five) years with effect from 05th January, 2017 on the terms and conditions including remuneration as set out in the Statement

annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deemed and as may be acceptable to Mr. Tushar Bhandari, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof; the company has received a notice in writing from a member proposing his candidature for the office of director.

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do all acts, and take all such steps as may be necessary for the purpose of giving effect to the aforesaid resolution along with filing of necessary forms and return of appointment with the Registrar of Companies."

5. Appointment of Mrs. Abhijit Nagee (DIN: 07724108) as Independent Director of the company.

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

"RESOLVED THAT pursuant to provisions of sections

149,152,169 and other applicable provisions if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules,2014 and as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Mrs. Abhijit Nagee (DIN:07724108), who was appointed as an Additional Director of the company and in respect of whom the company has received a notice in writing from a member proposing her candidature for the office of director, and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the act and who is eligible for appointment, be and is hereby appointed as an Independent Director not liable to retire by rotation of the company to hold office for a term of 3 (three) consecutive years.

By Order of the Board of Directors

Place: Indore
Date: 26th May, 2017

Sumit Jaitely
Company Secretary
FCS 9194

Registered office

106A, Shyam Bazar, Street, Kolkata – 700 005
CIN: L15520WB1989PLC047211

NOTES:

- 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. 4 to 5 above, are appended herein for your consideration.
- 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/ HERSELF. AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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.
- 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. A Proxy Form is attached here to.
- 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.
- The relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11 a.m. to 1 p.m. on all working days except Saturdays, Sundays and public holidays, up to the date of the Annual General Meeting.
- Members/Proxies/Authorised Representatives are requested to bring the Attendance Slip duly filled in for attending the meeting and also their copy of the Annual Report.
- The Register of Directors and Key Managerial Personnel

and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM

8. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Members and Share Transfer Books will remain closed from 31st July, 2017 to 05th August, 2017 for the purpose of payment of the dividend for the financial year ended March 31, 2017 and the AGM
10. Subject to the provisions of the companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 05th August, 2017.
11. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of saving bank account details to their respective Depository Participant (s). Members are encouraged to utilize the Electronic Clearing System(ECS) for receiving dividends. A ECS Mandate Form is attached here to.
12. Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Transfer Agent, M/s Ankit Consultancy Private Limited, Unit; Associated Alcohols & Breweries Ltd. 60, Electronic Complex, Pardeshipura, Indore – 452010.
13. With a view to using natural resource responsibly, we request shareholders to update their email address with their Depository Participant to enable the company to send communication electronically.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) amendment Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by the Central Depository Securities Limited. The facilities to voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
15. The Annual Report 2016-17, the Notice of the 28th AGM and instruction for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to all members whose email address are registered with the company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their e-mail address, physical copies of the documents are being sent by the permitted mode.
16. Members may also note that the Notice of the 28th AGM and the Annual Report 2016-17 will be available on the Company's website, www.associatedalcohols.com. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at investorrelations@aabl.in.
17. Additional information, pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the rules made thereunder.
18. 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 are, therefore, requested to submit their PAN to their Depository Participant(s). Member holding share in physical form are required to submit their PAN details to the Company's Registrar and Transfer Agent viz. Ankit Consultancy Pvt. Limited, 60, Electronic Complex, Pardeshipura, Indore – 452010.
19. E-voting: The e-voting instructions for members receiving an e-mail or a physical copy of this notice of Annual General Meeting are as under:

Instructions for E-Voting

- (i) The voting period begins on Tuesday 01st August, 2017 at 09:00 AM (IST) and ends on Friday 04th August, 2017 at 05:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29th July,

2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 number 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)	<p>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.</p> <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 (iv).

NOTE: Please Keep the sequence number in safe custody.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Associated Alcohols & Breweries Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the

instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on 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 helpdesk.evoting@cdslindia.com.

Other Instructions

- (1) The Chairman shall, at the AGM at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of "poling Paper" for all those member who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (2) Mr. Arun Kumar Khandelia, Practicing 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 Annual General Meeting, in a fair and transparent manner.
- (3) 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 website of CDSN: www.evotingindia.com within two days of passing of the resolutions at the Annual General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 4

On 05th January, 2017 Mr. Ashish Kumar Gadia has resigned and the Board on the recommendation of the Nomination & Remuneration Committee has shouldered the responsibilities to Mr. Tushar Bhandari who was acting as CFO till date

Mr. Tushar Bhandari who was appointed as additional director in the mid of the year was designated as Whole Time Director upto the ensuing General Meeting whose tenure will further be confirmed subject to approval of shareholders in the meeting.

Mr. Tushar Bhandari is an MBA with specialization in finance having 7+ years of experience. He was working as Investment Banker prior joining the core team of Associated Alcohols & Breweries Ltd.

The terms and condition of appointment of Mr. Tushar Bhandari and detail of remuneration as specified in the agreement entered into with him are as follows.

- (a) Salary: ₹1,31,000/- (Rupees One Lakhs thirty one thousand only) per month with the annual increment.
- (b) Perquisites & Allowance: The perquisites and allowances shall include House Rent Allowances, Medical Allowances and Leave Travel concession
- (c) For the purpose of calculating the above ceiling, the perquisites shall be evaluated as per the Income-Tax Rules, 1962, wherever applicable.

Reimbursement and other facilities not considered as perquisites

- (i) Reimbursement of expenses incurred for travelling, boarding and lodging during business trips, expenses of telephone at residence and cell phone.
 - (ii) Provision of car with driver.
 - (iii) The Whole-time Director shall be entitled to Company's contribution to Provident Fund, Superannuation Fund, benefits of Gratuity and Pension Scheme for Senior Management Staff, earned leave and encashment of earned leave at the end of the tenure and long service awards, as per the rules of the Company. These shall not be included in the computation of perquisites.
- (d) No sitting fees shall be payable for attending the Board meeting or committee meeting thereof.

The company has received notice in writing from member along with the deposit of requisite amount under section

160 of the Companies Act, 2013 proposing the candidature of Mr. Tushar Bhandari

None of the Directors / Key Managerial Personnel of the company and their relatives is in any way concerned or interested, financial or otherwise, in the resolution set out in item no. 4.

The Board recommends the ordinary resolution as set out in Item No. 4 of the Notice for approval.

Item No. 5

In terms of section 161 of the Companies Act, 2013 and on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the company at its meeting held on 04th February, 2017 appointed Mrs. Abhijit Nagee (DIN:07724108) as an Additional Director (Non-Executive Independent) and she hold office up to the date of ensuing Annual General Meeting.

Mrs. Abhijit Nagee has given a declaration that she met the criteria for Independence and is not disqualified from being appointed as Director and given her consent to act as Director.

In the opinion of the Board Mrs. Abhijit Nagee fulfills the condition specified in the Companies Act, 2013 and the Rules framed thereunder and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is Independent to the management.

The company has received notice in writing from member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Abhijit Nagee.

Mrs. Abhijit Nagee is an Associate Member of the Institute of Company Secretaries of India and she holds master degree in Commerce. Mrs. Nagee has rich experience in the legal compliance relating to ROC, RD, NCLT, RBI, Stock Exchange, SEBI and other regulatory /government authorities.

None of the Directors / Key Managerial Personnel of the company and their relatives is in any way concerned or interested, financial or otherwise, in the resolution set out in item no. 5, except to the extent of sitting fee for attending the Board and other meetings from time to time payable to him.

The Board recommends the ordinary resolution as set out in Item No. 5 of the Notice for approval.

DETAIL IN PURSUANCE OF REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 OF DIRECTORS/PERSONS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING.

Name of the Director	Mr. Tushar Bhandari	Mrs. Abhijit Nagee
Date of Birth	12.07.1981	13.09.1989
DIN	03583114	07724108
Date of Appointment on the Board	05.01.2017	04.02.2017
Qualifications	MBA	Master Degree in Commerce & Company Secretary
Experience and Expertise	7+ years of experience as an Investment Banker prior joining the core team of Associated Alcohols & Breweries Ltd. and having specialization in finance.	She has rich experience in the legal compliance relating to ROC, RD, NCLT, RBI, Stock Exchange, SEBI and other regulatory /government authorities.
No. of meetings of Board attended during the year.	2	1
List of Directorship/Membership/ Chairmanship of Committees of other Board.	Nil	Nil
Shareholding in AABL (Equity)	4868	Nil
Relationship with other directors, managers, and other Key Managerial Personnel of the company.	N.A.	N.A.
Terms & conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	As per Nomination and Remuneration Policy of the Company and terms of agreement with Whole Time Director, are displayed on the company's website viz. www.associatedalcohols.com	As per Nomination and Remuneration Policy of the Company for Independent Director as displayed on the company's website viz. www.associatedalcohols.com

By Order of the Board of Directors

Place: Indore
Date: 26th May, 2017

Sumit Jaitely
Company Secretary
FCS 9194

Registered office

106A, Shyam Bazar, Street, Kolkata – 700 005
CIN: L15520WB1989PLC047211

The route map for the venue of AGM

