

NOTICE

NOTICE IS HEREBY GIVEN that the 29th Annual General Meeting of the members of Associated Alcohols & Breweries Limited will be held on Friday, August 24, 2018 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, 2018.
2. To declare dividend on Equity Shares for the financial year ending 31st March, 2018
3. To reappoint Mr. Manish Kumar Tibrewal (DIN 00747559) as Director, who is liable to retire by rotation has offered himself for reappointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at the Twenty Eighth Annual General Meeting appointing M/s. Singhi & Co., Chartered Accountants, Kolkata (Firm Registration No. 302049E) as Statutory Auditors of the Company to hold office until the conclusion of Thirty Third Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. Singhi & Co., as Statutory Auditors of the Company for the financial year ending 31st March, 2019 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provision of Section 13 read with Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) thereof or re-enactment thereof for the time being in force) read with Company (Incorporation) Rules 2014 and subject to the approval/sanction/permission of the Central Government, Registrar of Companies, Regional Director, Eastern Region Kolkata or any other appropriate authorities, statutory or otherwise, as are required, consent of the members of the company be and is hereby accorded to shift the registered office of the company from 106 A Shyam Bazaar Street, Kolkata -700005 State of West Bengal to 4th Floor, BPK Star Tower, A.B. Road, Indore – 452008, State of Madhya Pradesh i.e from jurisdiction of ROC-West Bengal to the jurisdiction of ROC-Madhya Pradesh and that clause II of the Memorandum of Association be altered accordingly to read as under:

II. The registered office of the company will be situated in the state of Madhya Pradesh."

6. 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 section 20 of the Companies Act, 2013 and other applicable provisions, if any of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made

by the shareholder for delivery of such document to him through a particular mode of service mentioned above provided such request along with the requisite fee had been duly received by the company at least one week advance of the dispatch of the document by the company and that no such request shall be entertained by the company to post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matter and things as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

Place: Indore
Date: 28th May, 2018

By Order of the Board of Directors

Registered office

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

Sumit Jaitely
Company Secretary
FCS 9194

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. 5 & 6 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 / 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.

3. 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 hereto.

4. 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.

5. The Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11:00 AM to 01:00 PM on all working days except Saturdays, Sundays and public holidays, up to the date of the Annual General Meeting.

6. 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.

7. 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 18th August, 2018 to 24th August, 2018 for the purpose of payment of the dividend for the financial year ended March 31, 2018 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 24th August, 2018.
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. An ECS mandate form attached herewith.
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 2017-18, the Notice of the 29th 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 29th AGM and the Annual Report 2017-18 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:
 - (i) **Instructions for E-Voting**
 - (i) The voting period begins on Monday 20th August, 2018 at 09:00 AM (IST) and ends on Thursday 23rd August, 2018 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 17th August, 2018 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.
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For Members holding shares in Demat Form and Physical Form

Dividend Bank Details	<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).
OR Date of Birth (DOB)	

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 website of CDSL viz. www.evotingindia.com Limited and made available on the Company's website viz.: www.associatedalcohols.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. 5

The registered office of the company is presently situated at 106A Shyam Bazaar Street, 1st Floor Kolkata. The corporate office is situated at 4th Floor, BPK Star Tower, A.B. Road, Indore – 452008 and all the operations of the company and administrative activities of the company are carried out from the corporate office. Almost all the meetings of the Board of Directors are held at the Corporate Office

In order to facilitate effective and efficient management of the day to day affairs of the company, optimal utilization of resources and with a view to consolidate administrative

activities and operation so as to lead to synergies and to eliminate duplication / multiplication of legal and regulatory compliances and in the existing circumstances, to carry on the business more economically and more efficiently, the Board of Directors of the company at their meeting held on 28th May, 2018 proposed to shift the registered office of the company from 106 A Shyam Bazar Street, 1st Floor, Kolkata – 700005 to BPK Star Tower 4th Floor A.B. Road, Indore – 452008 State of Madhya Pradesh i.e from jurisdiction of ROC-West Bengal to the jurisdiction of ROC-Madhya Pradesh

In terms of the provisions of Section 12 of the Companies Act, 2013 and the rules made thereunder, approval of the members is required by passing a Special Resolution and subsequent approval for the approval of the Central Government is also required pursuant to the provisions of Section 13(4) of the Companies Act and the Rules made thereunder.

Accordingly, consent of the members is sought by passing a Special Resolution as set out in Notice for shifting of Registered Office of the company from Kolkata, West Bengal to Indore, Madhya Pradesh

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned to interested in the proposed resolution as set out in Notice. The Board recommends the special resolution as set out in item no. 5 for approval of the members

Place: Indore
Date: 28th May, 2018

By Order of the Board of Directors

Registered office

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

Sumit Jaitely
Company Secretary
FCS 9194

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

Name of the Director	Mr. Manish Kumar Tibrewal
Date of Birth	05.07.1977
DIN	00747559
Date of Appointment on the Board	20.10.2001
Qualifications	Graduate in Commerce
Experience and Expertise	Rich exposure of industry and commercial transactions and having wide and vivid experience of 18 years of multi-dimensional and functional areas. Part of the Board and long associated with Core Management Team of the company.
No. of meetings of Board attended during the year.	5
List of Directorship/Membership/ Chairmanship of Committees of other Board.	Nil
Shareholding in AABL (Equity)	Nil
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 as displayed on the company's website viz. www.associatedalcohols.com

The route map for the venue of AGM

