



# ASSOCIATED ALCOHOLS & BREWERIES LTD.







ASSOCIATED ALCOHOLS & BREWERIES LTD.

**NOTICE**

NOTICE IS HEREBY GIVEN that the 27th Annual General Meeting of the members of Associated Alcohols & Breweries Limited will be held on Tuesday, September 13, 2016 at 11:00 AM at Shripati Singhanian 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, 2016.
2. To declare dividend on Equity Shares for the year ending 31st March, 2016
3. To appoint a Director, Mr. Ashish Kumar Gadia (DIN: 00736991) who is liable to retire by rotation and being eligible, offers 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 provision of section 139 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, M/s. B.K Agrawal & Company, Chartered Accountants (FRN 314202E), And M/s. M.D. Agrawal & Company, Chartered Accountants (FRN 001177C), be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution  
 "RESOLVED THAT in supersession of earlier passed resolution if any and pursuant to section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the company, provided however that the total amount so borrowed and remaining outstanding at any point of time, shall not exceed Rs. 500.00 crores (Rupees Five Hundred Crores Only)."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution  
 "RESOLVED THAT consent of the Company be and is hereby accorded in terms of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, if any, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of Directors of the Company (hereinafter referred to as "the Board") to mortgaging and/hypothecation, pledge or charging by the Board of directors of the Company of all or any of the immovable and movable properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company in such form and in such manner as the Board of directors may think fit for securing any loans and/or advances already obtained or that may be obtained time to time from any financial Institutions/banks/insurance companies, bodies corporate, firms or association or person or persons, and/or to secure any debentures issued, deposits and/or that may be issued and all



interest, compounding interest/additional interest, commitment charge, cost, charges, expenses and all other moneys payable by the Company to the concerned secured lenders within the overall borrowing limit as per the special resolution passed by the members as per provisions of section 180(1)(c) of the Companies Act, 2013 as may be applicable from time to time.

RESOLVED FURTHER THAT the securities created or to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to between the Board of Directors of the Company and the concerned parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized create or revise / renew the securities / or release the securities and to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution

"RESOLVED THAT pursuant to the provisions of Section 186 read with Rules framed there under and any other applicable provisions if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions, as may be necessary and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas in excess of the 60% of the aggregate of the paid-up share capital and free reserve and/or upto 100% of the aggregate of free reserves of the Company up to maximum amount of Rs. 100 Crores (Rupees One Hundred Crores only) outstanding at any point of time not withstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

Place: Indore

Date: 30th May, 2016

CIN : L15520WB1989PLC047211

Registered office

106A, Shyam Bazar, Street

Kolkata – 700 005

By Order of the Board of Directors

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. 5 to 7 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.  
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. 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 of resolution authorizing their representative to attend and vote on their behalf at the meeting.
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. 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 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 07th September, 2016 to 13th September, 2016 (both days inclusive) for the purpose of the AGM and payment of the dividend for the financial year ended 31st March, 2016 if any.
10. Subject to the provisions of the companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, 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 13th September, 2016.
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.
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 Obligation and Disclosures Requirement) Regulation, 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 2015-16, the Notice of the 27th 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 members has requested for a physical copy of the documents. For members who have not registered their e-mail ID, physical copy of the documents are being sent by the permitted mode.
16. Members may also note that the Notice of the 27th AGM and the Annual Report 2015-16 will be available on the Company's website, [www.associatedalcohols.com](http://www.associatedalcohols.com) the physical copies of documents will also be available at the Company's registered office for inspection during normal business hours on working days. 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](mailto:investorrelations@aabl.in).
17. Additional information, pursuant to regulation 36 of the SEBI (Listing Obligation 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 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 Saturday 10th September, 2016 at 09:00 AM (IST) and ends on Monday 12th September, 2016 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 06th September, 2016 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](http://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](http://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"> <li>• 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.</li> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

Note : Please keep the sequence no. 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 of Associated Alcohols & Breweries Ltd. 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 on or after 30th June 2016. 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Other Instructions

- (1) The chairman shall, at the AGM at the end of the discussion on the resolution on which voting has to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their vote by availing the remote e-voting facility.
- (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 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](http://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

Looking to the prospect of business opportunities and growth, the company strives continuously with its defined strategy on expansion/diversification plans, further to meet and align the same the existing borrowing bar has to be raised.

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of special resolution.

It is therefore necessary that the members pass a special resolution under section 180(1)(c) and other applicable provisions of the Companies Act, 2013 as set out in item No. 5 of the notice, to enable to the Board of Director to borrow money in excess of the aggregate of the paid up share capital and free reserves of the company. Approval of members is being sought to borrow money in excess of the aggregate paid up share capital and free reserves of the company, provided however that the total amount so borrowed and remaining outstanding at any point of time, shall not exceed Rs. 500 crores (Rupees Five Hundred Crores Only).

None of the Directors / Key Managerial Personnel of the company and their relatives are in any way concerned or interested, financial or otherwise, in the resolutions set out at item No. 5.

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

#### Item No. 6

In view of the same, the company may require to create charge in favour of Lenders/Banks for the financial assistance to raise the finance for the project(s) from time to time.

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of directors of Company shall not, without the approval of shareholders in general meeting by way of special resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The Company has earlier passed ordinary resolution as per provisions of section 293(1)(a) of the Companies Act, 1956, and now it is required to pass a special resolution. As the assistance from the institutions/banks provided/agreed to be provided to the Company have to be secured by the mortgage and charge of the assets of the Company, both present and future and the whole of the undertaking of the Company and the aforesaid institutions would like to retain a power to take over the management of the business and concern of the Company in certain events, it is necessary for the members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013. Hence, the members are required to authorize to the Board to create/renew charges on the movable and immovable assets and properties of the Company in favor of the lenders in accordance with the terms and conditions of the Loans and security documents as stated in the Resolution of item No. 6.

The Board accordingly recommends the Special Resolution at item no. 6 of this Notice for your approval. Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial Personnel and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution except in capacity of shareholder.

#### Item No. 7

As part of expansion/diversification plans of the company sometimes due to legal/operational reason the project may require to be implemented in separate entities and in that connection the company may require to make investments/loans, give guarantee /provide securities in that connection (apart from deployment/investment of surplus fund of the company from time to time)

Accordingly, as per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a



Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up share capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to any person or other body corporate for an amount not exceeding Rs. 100 crore.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under. These investments are proposed to be made out of own/surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

None of the Directors / Key Managerial Personnel of the company and their relatives are in any way concerned or interested, financial or otherwise, in the resolutions set out at item No. 7.

The Board recommends the special resolution as set out in Item No. 7 of the notice for approval.

Place: Indore

By Order of the Board of Director

Date: 30th May, 2016

Registered office

106A, Shyam Bazar, Street

Kolkata – 700 005

CIN: L15520WB1989PLC047211

Sumit Jaitely

Company Secretary

(ACS 29954)

#### Brief Resume of Directors/persons seeking appointment/re-appointment at this AGM

Name of Director/person	Mr. Ashish Kumar Gadia
Date of Birth	06.05.1977
Educational Qualification	Graduation
Date of Appointment of the Board	01.01.2004
Brief Profile	Rich exposure of industry and commercial transactions and having wide and vivid experience of 15 years of multi-dimensional and functional areas. Part of the Board and long associated with Core Management Team of the company.
Directorship held in other companies (excluding Section 25 and foreign companies)	NIL
Membership of Committees across companies (includes only Audit & Stakeholders Relationship Committee /Corporate Social Responsibilities Committee)	3
Shareholding in the Company (Equity)	NIL
Relationship between directors inter-se	N.A.



## DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting their 27th Annual Report together with the Audited Accounts and Auditor's Report of the Company for the year ended on 31st March, 2016.

### FINANCIAL RESULTS

₹ in Lakh

PARTICULARS	2015-2016	2014-2015
Turnover	28752.40	29848.68
Profit/(Loss) before Interest, Depreciation & Tax	3865.40	3506.65
Less: Interest	518.96	653.63
Profit before Depreciation	3346.44	2853.02
Less: Depreciation	1034.16	1010.01
Profit / (Loss) before Tax	2312.28	1843.01
Provision of Tax	883.13	609.36
Net Profit/Loss	1429.15	1233.64

### APPROPRIATIONS

General Reserve	100.00	100.00
Proposed Dividend	90.40	45.20
Tax on Dividend	18.40	09.20
Amount carried to next year	5329.76	4109.41

### RESULTS OF OPERATIONS

Your Company has achieved a turnover of ₹ 28752.40 lakhs in the current year against ₹ 29848.68 lakhs in the previous year, inspite of adverse market scenario of the industry.

Operating Profit (EBIDTA) for the year stood at ₹ 3865.40 lakhs, an increase of 10.2% from ₹ 3506.65 lakhs in comparison to 2014-15. Your Directors consider overall performance of the Company is satisfactory.

### MODERNISATION AND EXPANSION

The SAP ERP implementation/system development project undertaken by the company successfully completed and which has improved the performance and operating effectiveness of the company at functional levels.

### SHARE CAPITAL

During the year under review Company has allotted 9039600 fully paid up equity share of face value Rs. 10/- each aggregating Rs. 9,03,96,000/- for issuance of 1 (one) fully paid-up equity shares of Rs. 10/- each held for the every one equity shares of Rs.10/- each fully paid up by the Member (i.e. in the proportion of 1:1) pursuant to a bonus issue approved by the shareholders in their Extraordinary General Meeting held on 22nd February, 2016.

### DIVIDEND

Your directors have pleasure in recommending Dividend of 5% i.e. Rs. 0.50/- each on Equity Shares for approval of the members (previous year 2014-15 dividend per Share Rs. 0.50/- each ) at the ensuing Annual General meeting.



## DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 134(5) of the Companies Act, 2013 the Directors confirm:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) that appropriate accounting policies have been selected and applied consistently and that judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on 31st March, 2016 and of its profit for the year ended on that date.
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records under the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) that the annual financial statements have been prepared on a going concern basis.
- e) that the directors had laid down internal financial control to be followed by the company and that such internal financial control is adequate and were operating effectively.
- f) that the director had devised proper system to ensure compliance with the provision of all applicable laws and that such system were adequate and operating effectively.

## COMPOSITION OF BOARD

In terms of section(s) 149, 152 and all other applicable provisions of the Companies Act, 2013 for the purpose of determining the Directors liable to retire by rotation, the Independent Directors are not included in the total number of Directors of the Company. Accordingly, Mr. Ashish Kumar Gadia (DIN: 00736991) shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offers himself for re-appointment as a Director of the Company.

The Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its fiduciary responsibilities thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board has constituted Audit Committee, Stakeholder Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee.

## DECLARATION BY INDEPENDENT DIRECTORS

Necessary declarations have been obtained from all the Independent Directors under sub section (7) of section 149 of the Companies Act, 2013.

## KEY MANAGERIAL PERSONNEL

During the year under review Mr. Sumit Jaitely, was appointed as Company Secretary with effect from 14.09.2015 of the Company.

## MEETING

During the year Eleven Board Meetings, Four Audit Committee, Eight Stakeholders Relationship committee, One Nomination & Remuneration Committee and two CSR Committee Meeting were convened and held.

## PERFORMANCE EVALUATION OF BOARD, COMMITTEES & DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and stipulated under clause 49 of listing agreement with stock exchange as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors adopted a formal mechanism for evaluating its performance and as well as that of its committees and individual Director.

The Directors were satisfied with the evaluation results, which reflected overall engagement of the Board and its Committees with the Company.



#### CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As part of its initiatives under “Corporate Social Responsibility” (CSR), the company has constituted Corporate Social Responsibility Committee. The CSR Committee has framed the CSR policy of the company. As the Committee was unable to get user / activities identified, hence the company has not spent any amount for CSR activities during the year.

Annual Report on CSR activities is annexed herewith as: “Annexure A”

#### CORPORATE GOVERNANCE

The Company has complied with the mandatory provisions of Corporate Governance as prescribed in the clause 49 of the listing agreement with the Stock Exchange as well as the SEBI (LODR) Regulations, 2015 as applicable to the Company since 1st December, 2015. A separate report on Corporate Governance and Auditors Report there on are included as part of the Annual Report.

#### RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

#### RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company's system of financial and compliance controls with reference to the financial statements and risk management is embedded in the business process by which the Company pursues its objectives.

Management is responsible for establishing and maintaining adequate disclosure controls and procedures and adequate internal controls over financial reporting with respect to financial statements besides its effectiveness in the context of applicable regulations.

The Internal Auditor, the Audit Committee as well as the Board of Directors conduct from time to time an evaluation of the adequacy and effectiveness of the system of internal controls for financial reporting with respect to financial statements.

#### AUDITORS

Pursuant to the provision of section 139 (2) and other applicable provisions of the companies act 2013 and the rules made thereunder M/s. B. K. Agrawal & Co., Chartered Accountants (FRN 314202E) and M/s. M. D. Agrawal & Co., Chartered Accountants (FRN 001177C), Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

#### SECRETARIAL AUDIT

As required under section 204(1) of the companies Act, 2013 and the Companies (Appointment and Remuneration of management Personnel) Rules, 2014 the Company has appointed M/s K. Arun & Co. (Company Secretaries) Kolkata – 700017, Secretarial Auditor of the company. Secretarial Audit report is annexed herewith as “Annexure B”

#### EXTRACT OF ANNUAL RETURN

The detail forming part of the extract of the Annual Return in form MGT – 9 is annexed herewith as “Annexure C”

#### SUBSIDIARY COMPANY:

The continuation of investment in subsidiary M/s Vedant Energy Pvt. Ltd. was not relevant for the company, hence the company dispose of the shares of the subsidiary during financial year.



#### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO

Information required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Account) Rules, 2014 with respect to conservation of energy, technology absorption and foreign exchange earnings/outgo is appended hereto as "Annexure D" and forms part of this report.

#### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of Loans, guarantees and Investment in pursuance to Section 186 of the Companies Act, 2013 are given in the Notes to the financial statements.

#### FIXED DEPOSITS

During the year your company has not accepted any deposit from public under Section 73 of the Companies Act, 2013 and Companies (Acceptance of Deposit) Rules, 2014.

#### LISTING AGREEMENT

The Securities and Exchange board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The Company entered into Listing Agreement with BSE Limited during March, 2016.

#### GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from its subsidiary.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

#### PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE

The relation between the employees and the management has been cordial throughout the year under review and the Directors place on record their appreciation for the efficient services rendered by the employees at all levels.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto and forms part of this report

#### DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULES 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(I) The remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, are as under:



₹ in Lakh

Sr.	Name of Director /KMP and Designation	Remuneration of Director /KMP for Financial Year 2015-16	% increase in Remuneration in the Financial Year 2015-16
1	Mr. Ashish Gadia Whole Time Director	3.94	NA
2	Mr. Manish Tibrewal Non Executive Director	NIL	NIL
3	Mr. Nitin Tibrewal Non Executive Director	NIL	NIL
4	Mrs. Dishita Tibrewal Non Executive Director	NIL	NIL
5	Mr. Tushar Bhandari Chief Financial officer	5.78	NIL
6	Mr. Sumit Jaitely Company Secretary (Appointed wef 14.09.15)	3.46	NIL

- II. There were 295 permanent employees on the roll of the company as on 31st March, 2016
- III. Median Remuneration of the employee of the Company during the financial year was Rs. 1.45 Lakh.
- IV. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year 2014-15 was 12.5%.
- V. The parameters for the variable component of remuneration availed by the directors are considered by the board of directors base on the recommendation of Nomination and Remuneration Committee as per the Remuneration Policy of the Directors, Key managerial personnel and other employees.
- VI. It is hereby affirm that the remuneration paid is as per the Remuneration Policy for the Directors, key managerial Personnel and other employees.

STATEMENT OF PARTICULARS OF EMPLOYEE PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 EMPLOYED THROUGHOUT THE FINANCIAL YEAR 2015-16

Name Age Qualification Designation Date of Commencement of the employment Experience (Years) Gross Remuneration Previous Employment Previous Designation

Mr Anand Kumar Kedia, 51, M Com. Chairman – Business Promotion & Development, 01/04/1990, 26 years, Rs. 286.90 Lakh, Mr Prasann Kumar Kedia, 44, MBA, Vice Chairman – Operation & Business Development, 01/04/1994, 22 years, Rs. 286.90 Lakh.

#### ACKNOWLEDGEMENT

Your Directors express their sincere appreciation for the co-operation and support received from shareholders, bankers, financial institutions, regulatory bodies, customers, suppliers, employees and other business constituents during the year under review.

FOR AND ON BEHALF OF THE BOARD

Ashish Gadia Nitin Tibrewal  
Director Director

DIN: 00736991 DIN: 01892892

Place: Indore

Dated: 30th May, 2016



Annexure A  
To the Directors' Report  
**COPRPORATE SOCIAL RESPONSIBILITY POLICY**

(Approved by the Board of Directors on 14.08.2014)

### 1. CSR Policy & Philosophy

AABL is committed to operate and grow its business in a socially responsible way with a vision to be an environmental friendly corporate citizen. The Company is committed to Social service, ecological balance and environmental protection, AABL has taken up various Corporate Social Responsibility (CSR) initiatives earlier and will continue to do so in future.

CSR activities at AABL reflect its commitment to make things happen at every project we undertake.

Our passion in these activities make us more responsible year after year. As a responsible corporate citizen, we try to contribute for possible social, educational and environmental causes on a regular basis. We firmly believe that to succeed, an organisation must maintain highest standards of corporate behavior towards its investors, stakeholders, employees and societies in which it operates.

Constitution of a Corporate Social Responsibility Committee of the Board and formulation of a Corporate Social Responsibility Policy has become mandatory under the Companies Act, 2013. Accordingly, our Company has formulated this CSR Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs.

### 2. CSR Vision

Improve quality of life for all our communities through integrated and sustainable development in every possible way.

### 3. Constitution of CSR Committee

In terms of section 135 of the Companies Act, 2013 and the Rules made thereunder, Board of Directors of the Company at its meeting held on 4th April, 2014 has constituted a CSR Committee and the following are its members;

Sr.No.	Name	Status	Designation
1	Shri Nitin Tibrewal	Independent Director	Chairman
2	Shri Manish Tibrewal	Independent Director	Member
3	Shri Ashish Gadia	Executive Director	Member

4. Average Net Profit of the Company for last three financial years: Rs. 1124.12 Lakh
5. Prescribed CSR Expenditure (Two percent of amount as in item no. 4 above): Rs. 22.48 Lakh
6. Detail of CSR spends for the financial year:
  - a. Total Amount Spent for the Financial Year: NIL
  - b. Amount Unspent if any: Rs 22.48 Lakh
  - c. Manner in which the amount spent during the financial year: NA
7. Reason for amount unspent: the company is at the verge of finalizing water harvesting project in the identifiable areas and hopeful for execution of same in coming years.

Nitin Tibrewal  
Chairman  
DIN: 01892892

Ashish Gadia  
Member  
DIN -00736991



Annexure B  
To the Directors' Report  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st Day of March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Amendment Rules, 2015]

To,  
The Members,  
Associated Alcohols & Breweries Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Associated Alcohols & Breweries Ltd. (hereinafter called "the Company"). The Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2016 according to the provisions of:

- I. The Companies Act, 2013(the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 :-
  - (a). The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b). The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (c). The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992 and Securities and Exchange Board of India(Prohibition of Insider Trading) Regulation, 2015;
  - (d). The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- V. The Following Industry Specific law(s)
  - (a) Madhya Pradesh Excise Act, 1915 and Madhya Pradesh Distillery Rules, 1995.

We have also examined the compliance by the company of the following statutory provisions/standards /regulations:



- (a) The Listing Agreement entered into by the Company, with BSE Limited (as applicable till 30th November, 2015);
- (b) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable w.e.f. 01.12.2015)
- (c) The Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and Listing Agreement and/or SEBI (LODR) Regulations, 2015.

Adequate Notice is given to all Directors to schedule the Board Meetings. Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as also represented by the management.

We further report that during the period under review the following major events took place:

- (a) Amendment of clause V of the Memorandum of Associations of the Company, for increasing the Authorised Capital of the Company from Rs. 11,00,00,000/- to Rs. 25,00,00,000/- by creating 1,40,00,000 new equity shares of the company at their meeting held on the 22nd February, 2016.
- (b) Issue of Bonus shares in ration of 1:1 to the members whose name appeared on the register of members on the record date.

Place: Kolkata

Date: 30.05.2016

For K. Arun & Co  
Company Secretaries

Arani Guha  
Partner  
C.P. No.: 9573



Annexure C  
To the Directors' report  
Form No. MGT 9  
Extract of Annual Return

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.

**I REGISTRATION & OTHER DETAILS:**

I	CIN	L15520WB1989PLC047211
li	Registration Date	07.07.1989
lii	Name of the Company	Associated Alcohols & Breweries Limited
lv	Category/Sub-category of the Company	Limited by Shares
V	Address of the Registered office & contact details	106A, Shyam Bazar Street, 1st Floor, Kolkata - 700005 (W.B) E-mail: cs@aabl.in Ph. No. (033) 32511422
Vi	Whether listed company	Yes
Vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, Pardeshipura, Indore - 452010 Ph. (0731) 2551745, 2551746 E-mail: ankit_4321@yahoo.com

**II-PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY-**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Liquor	22082099	100

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
	NA	NA	NA	NA	NA

**IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

**I Category wise Shareholders**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters (1) Indian									



a) Individual/HUF	5283220	NIL	5283220	58.45	10566440	NIL	10566440	58.45	
b) Central Govt. or State Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corporates	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bank/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>SUB TOTAL:(A) (1)</b>	<b>5283220</b>	<b>NIL</b>	<b>5283220</b>	<b>58.45</b>	<b>10566440</b>	<b>NIL</b>	<b>10566440</b>	<b>58.45</b>	
(2) Foreign									
a) NRI- Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any other...	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>SUB TOTAL (A) (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Total Shareholding of Promoter									
<b>(A)=(A)(1)+(A)(2)</b>	<b>5283220</b>	<b>NIL</b>	<b>5283220</b>	<b>58.45</b>	<b>10566440</b>	<b>NIL</b>	<b>10566440</b>	<b>58.45</b>	

**B. PUBLIC SHAREHOLDING**

(1). Institution									
a) Mutual Funds	NIL	1200	1200	0.01	NIL	NIL	NIL	NIL	-0.01
b) Banks/FI	NIL	1000	1000	0.01	NIL	2400	2400	0.01	NIL
c) Central govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Fund	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIIS	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>SUB TOTAL (B)(1):</b>	<b>NIL</b>	<b>2200</b>	<b>2200</b>	<b>0.02</b>	<b>NIL</b>	<b>2400</b>	<b>2400</b>	<b>0.01</b>	<b>-0.01</b>
(2) Non Institutions									
a) Bodies corporates	2115419	47500	2162919	23.93	3727833	89400	3817233	21.11	-2.82
i) Indian	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	609108	596700	1199808	13.27	1657515	1080000	2737515	15.14	1.87
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	299547	13500	313047	3.46	697143	84800	781943	4.33	0.87
c) Others (NRI/OCB)	8672	62100	70772	0.78	37500	124200	161700	0.89	0.11



d) Any other (clearing member)	1634	NIL	1634	0.02	11969	NIL	11969	0.07	0.05
SUB TOTAL (B)(2):	3028380	719800	3748180	41.46	6131960	1378400	7510360	41.54	0.08
Total Public Shareholding									
(B)= (B)(1)+(B)(2)	3028380	722000	3750380	41.49	6131960	1380800	7512760	41.55	0.07
C. Shares held by Custodian for									
GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	8317600	722000	9039600	100	16698400	1380800	18079200	100	0.00

## ii. PROMOTERS SHAREHOLDING

Sl. No.	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Chang in share-holding during the year
		No. of Shares	% of total shares of the company	% of Shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares pledged/ encumbered to total shares	
1	Anand Kumar Kedia	363700	4.02	NIL	727400	4.02	NIL	NIL
2	Prasann Kumar Kedia	478100	5.29	NIL	956200	5.29	NIL	NIL
3	Ram Dulari Kedia	985800	10.91	NIL	1971600	10.91	NIL	NIL
4	Sangita Kedia	743200	8.22	NIL	1486400	8.22	NIL	NIL
5	Sweta Kedia	771000	8.53	NIL	1542000	8.53	NIL	NIL
6	Anshuman Kedia	451900	5.00	NIL	903800	5.00	NIL	NIL
7	Prasann Kumar Kedia HUF	448300	4.96	NIL	896600	4.96	NIL	NIL
8	Bhagwati Prashad Prasann kumar HUF	394820	4.37	NIL	789640	4.37	NIL	NIL
9	Bhagwati Prashad kedia HUF	246200	2.72	NIL	492400	2.72	NIL	NIL
10	Ram Dulari Anand Kumar HUF	240000	2.65	NIL	480000	2.66	NIL	NIL
11	Anand kumar Kedia HUF	160200	1.77	NIL	320400	1.77	NIL	NIL
	Total	5283220	58.45	NIL	10566440	58.45	NIL	NIL

## (iii) Change in promoters' shareholding (please Specify, if there is no change)

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	5283220	58.45	5283220	58.45
	Date wise increase/Decrease in Promoters share holding during the year specifying the reasons for increase/ Decrease(e.g. allotment/				



transfer /bonus/ Sweat equity shares etc.	5283220	Bonus	10566440	58.45
At the end of the year	10566440	58.45	10566440	58.45

(iv) Shareholding pattern of top ten shareholders (other than Directors, promoters and Holders of GDRs and ADRs)

Sl. No	For each of the top 10 Shareholders of the year	Shareholding at the beginning of the year		Shareholding at the End of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Garnet Tradlink Private Limited	900000	9.96	1800000	9.96
2	Attic Dealcom Private Limited	800000	8.85	1372366	7.59
3	Suniket Developers Pvt. Ltd.	81631	0.90	109975	0.61
4	Satya Prakash Mittal (HUF)	54801	0.61	0.00	0.00
5	Samridhi Tracom Private Limited	51554	0.57	0.00	0.00
6	Highgrowth Merchant Private Limited	49255	0.54	0.00	0.00
7	Rashmi Tibrewal	42455	0.47	21892	0.12
8	Sanjay Kumar Sarawagi	40439	0.45	24000	0.13
9	Satabdi Tradecom Private Limited	39943	0.44	0.00	0.00
10	Adya Merchant Private Limited	33836	0.37	0.00	0.00
11	Suresh Kumar Poddar	26168	0.29	50028	0.28
12	Manoj Kumar Bhura(HUF)	23108	0.26	67400	0.37
13	Jyothna Amin	23000	0.25	46000	0.25
14	Upendra Amin	23000	0.25	46000	0.25
15	Gayatri Devi Tibrewal	21400	0.24	53902	0.30
16	Pritty Devi Sarawagi	12085	0.13	81210	0.45
	Total	2222675	24.58	3672773	20.31

(v) Shareholding of Directors & KMP

Sl. No	For each of the Directors & KMP	Shareholding at the beginning of the year		Shareholding at the End of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Ashish Kumar Gadia Whole Time Director				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	NIL	NIL	NIL	NIL



2	<b>Nitin Tibrewal</b>				
	At the beginning of the year	100	0.00	200	0.00
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	100	0.00	200	0.00
3	<b>Manish Kumar Tibrewal (Director)</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	NIL	NIL	NIL	NIL
4	<b>Tushar Bhandari (CFO)</b>				
	At the beginning of the year	2184	0.024	4368	0.024
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	2184	0.024	4368	0.024
5	<b>Dishita Tibrewal (Director)</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	NIL	NIL	NIL	NIL
6	<b>Sumit Jaitely (Company Secretary)</b>				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year	NIL	NIL	NIL	NIL



## V INDEBTEDNESS

₹ in Lakh

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3972.14	526.63	NIL	4498.77
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Additions	140.13	107.01		247.14
Reduction	(520.42)	(355.01)		(875.43)
Net Change	(380.31)	(248)		(628.30)
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	3591.83	278.63		3870.48

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No	Particulars of Remuneration	Ashish Gadia (WTD)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	3.94	3.94
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	00	00
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL
2	Stock option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	as % of profit	NIL	NIL
	others (specify)	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	3.94	3.94



## B. Remuneration to other directors:

				₹ in Lakh	
Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors	Nitin Tibrewal	Manish Tibrewal	Dishita Tibrewal	NIL
	(a) Fee for attending board committee meetings	0.15	0.08	0.04	NIL
	(b) Commission		NIL		NIL
	(c) Others, please specify		NIL		NIL
	Total (1)		0.27		NIL
2	Other Non Executive Directors		NIL		NIL
	(a) Fee for attending board committee meetings		NIL		NIL
	(b) Commission		NIL		NIL
	(c) Others, please specify.		NIL		NIL
	Total (2)		NIL		NIL
	Total (B)=(1+2)		0.27		0.27

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

₹ in Lakh

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
1	Gross Salary	Tushar (CFO) Bhandari	Sumit Jaitely (Company Secretary)	Total
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	5.78	3.46	9.24
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission as % of profit	NIL	NIL	NIL
	others, specify	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL
	Total	5.78	3.46	9.24

## VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description Compounding fees imposed	Details of Penalty/ Punishment/ Court)	Authority (RD/NCLT/ (give details)	Appeal made if any
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

Place: Indore  
Dated: 30th May, 2016

FOR AND ON BEHALF OF THE BOARD  
Ashish Gadia Nitin Tibrewal  
Director Director  
DIN: 00736991 DIN: 01892892

#### Annexure D

### To the Directors' report

Information required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Account) Rules, 2014

#### A) CONSERVATION OF ENERGY

Your Company continues to give the highest priority to the conservation of the energy. All aspects of generation and usage are regularly reviewed. The Company has been generating the Biogas from the industrial effluents of the Distillery which has resulted in substantial savings in primary fuel.

#### B) TECHNOLOGY ABSORPTION

The Company has adopted the latest technology in its production process. The Company has an inbuilt system of research and development and has not imported any technology.

#### C) FOREIGN EXCHANGE EARNINGS AND OUTGO

₹ in Lakh

Particular	2015-16	2014-15
Foreign Exchange Earned (Export Sales)	0.00	0.00
Foreign Exchange Outgo/ Expenditure in foreign currency		
(Professional Development Expenses)	2.67	24.12
(Travelling Expenses)	8.37	32.43
(Salary)	0.00	0.00

Place: Indore  
Dated: 30th May, 2016

FOR AND ON BEHALF OF THE BOARD  
Ashish Gadia Nitin Tibrewal  
Director Director  
DIN: 00736991 DIN: 01892892



## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Associate Alcohols & Breweries Limited (AABL) is committed to the adoption of best governance practices. The company's vision document spells out a direction for the policies and procedures which ensure long term sustainability. Value creation for stakeholders is thus a continuous endeavor at AABL.

On the same lines the Company has always followed fair business and corporate practices while dealing with the shareholders, employees, customers, creditors, lenders and the society at large. In harmony with this philosophy, the Company relentlessly strives for excellence by benchmarking itself with esteemed companies with good corporate governance.

Your company is compliant with all the provisions of Clause 49 of the Listing Agreement of the Stock Exchange as well as the SEBI (LODR) Regulations, 2015 as applicable to the Company since 1st December, 2015

The details of which are as follows:

#### 1. THE GOVERNANCE STRUCTURE:

AABL's governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles, the Company has formed three tiers of Corporate Governance structure, viz.:

- (i) The Board of Directors - The primary role of the Board is to protect the interest and enhance value for all the stakeholders. It conducts overall strategic supervision and control by setting the goals & targets, policies, governance standards, reporting mechanism & accountability and decision making process to be followed.
- (ii) Committees of Directors - such as Audit Committee, Nomination & Remuneration Committee, CSR Committee and Risk Management Committee etc. are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors and Senior Management Employees, implementation and monitoring of CSR activities and the risk management framework.
- (iii) Executive Management – The entire business including the support services are managed with clearly demarcated responsibilities and authorities at different levels.

#### 2. BOARD OF DIRECTORS

##### A. Composition of the Board

The Board of directors of the company consists of an optimum combination of executive, non-executive and independent directors, to ensure the independent functioning of the Board. The composition of the Board also complies with the provisions of the Companies Act, 2013 and the Listing Regulations. As at the end of corporate financial year 2015-16, the total Board consists of Four (4) directors, out of which for (3) are non-executive independent directors who are having expertise in their respective functional areas and capable of bringing in a wide range of managerial skills, business and professional acumen.

The composition of the Board of directors and the number of Board Committee in which they are chairman/member as on 31st March, 2016 are as under:



Name of Director	Category	Total Number of other Public Ltd/Private Ltd. Directorship as on date	No. of Committee position held in other public Companies	
			Chairman	Member
Mr. Ashish Kumar Gadia	WTD & Executive Director	Nil	Nil	Nil
Mr. Manish Kumar Tibrewal	Non Executive & Independent Director	Nil	Nil	Nil
Mr. Nitin Tibrewal	Non Executive & Independent Director	1	Nil	Nil
Mrs. Dishita Tibrewal	Non Executive & Independent Director	Nil	Nil	Nil

#### B. Selection and Appointment/Reappointment of Director:

The Nomination & Remuneration Committee have approved a policy for the selection, appointment and remuneration of Directors. In line with the said policy, the committee facilitates the Board in identification and selection of the Directors who shall be of high integrity with relevant expertise and experience so as to have well diverse Board. The abstract of the said policy forms part of the Directors' report. Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law and the retirement policy laid down by the Board from time-to-time.

#### C. Meetings, agenda and proceedings etc. of the Board Meeting:

During the financial year 2014-15 the Board of Directors met eleven times on- 20th April, 2015, 5th May, 2015, 30th May, 2015, 20th June, 2015, 14th August, 2015, 14th November, 2015, 22nd January, 2016, 12th February, 2016, 20th February, 2016, 12th March, 2016 and 29th March, 2016. The details of Board attendance are as under:

Name of Director	No. of Board Meeting held during the year	No. of Board Meeting Attended	Attendance at the last AGM
Mr. Ashish Kumar Gadia	11	11	No
Mr. Manish Kumar Tibrewal	11	04	No
Mr. Nitin Tibrewal	11	11	Yes
Mrs. Dishita Tibrewal	11	04	No

#### D. Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 14th November, 2015 to review the performance of Executive Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its' Committees which is necessary to effectively and reasonably perform and discharge their duties.



#### E. Agenda:

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board, Committees and Subsidiaries for the information of the Board.

#### F. Support and Role of Company Secretary:

The Company Secretary is responsible for convening the Board and Committee meetings, preparation and distribution of Agenda and other documents and recording of the Minutes of the meetings. He acts as interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

#### G. Board Evaluation:

During the year, the Board adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its Committees and individual Directors, including the Chairman of the Board. For Board and its Committees, the exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. In case of evaluation of the individual Directors, one to one meeting of each Director with the Chairman of the Board and the Chairman of the Nomination & Remuneration Committee was held.

The Directors were satisfied with the evaluation results, which reflected the overall engagement and effectiveness of the Board and its Committees.

#### H. Code of Conduct:

All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the WTD & CFO is attached and forms part of the Annual Report of the Company.

#### I. Prevention of Insider Trading Code:

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Company Secretary as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the said code.

#### J. Disclosure of Relationship between Directors inter-se:

None of the directors are related inter-se

#### K. No. of Shares held By Non- Executive Director

Name of Director	No. of Shares Held
Mr. Manish Kumar Tibrewal	Nil
Mr. Nitin Tibrewal	200
Mrs. Dishita Tibrewal	Nil



L. Web link where detail of familiarization programmed is disclosed: [www.associatedalcohols.com](http://www.associatedalcohols.com)

### 3. AUDIT COMMITTEE

#### (a) Terms of reference:

The Board has constituted a well-qualified Audit Committee. All the members of the Committee are Non-Executive Directors with majority of them are Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc.

The Company Secretary acts as secretary to the committee.

The Audit Committee has adequate powers and detailed terms of reference to play effective role as required under the provisions of section 149 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Audit Committee reviews reports of the internal auditor, meets statutory auditors as and when required and discuss their findings, suggestions, observations, and other related matters.

#### (b) Composition, Meeting and attendance during the year:

The Audit Committee of the Company as on 31st March, 2016 comprises of the following Directors of the Company. The Committee met four times during the year under review. The said meetings were held on 30th May, 2015, 14th August, 2015, 14th November, 2015 and 12th February, 2016.

Name	Designation	No. of meeting attended
Mr. Nitin Tibrewal	Chairman	4
Mr. Manish Kumar Tibrewal	Member	4
Mr. Ashish Gadia	Executive Member	4

Two out of three members of the audit committee are non-executive independent directors.

### 4. NOMINATION & REMUNERATION COMMITTEE

#### (a) Terms of reference:

The Remuneration Committee recommends remuneration, promotions, increments etc. for the whole time directors to the Board for approval.

#### (b) Composition, Meeting and attendance during the year:

The Remuneration Committee of the Company as on 31st March, 2016 comprises of the following Directors of the Company.

Name of Directors	Designation	Total Meetings 2015 -2016	Nos. of meetings attended
Mr. Nitin Tibrewal	Chairman	1	1
Mr. Manish Tibrewal	Member	1	1
Mrs. Dishita Tibrewal	Member	1	1

#### (c) Performance Evaluation for Independent Directors:

Pursuant to the Provisions of the Companies Act, 2013 and as stipulated under regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board of Directors adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors. A structured evaluation process covering various aspects of the Boards functioning such as Composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.



## (d) Remuneration Policy:

The Company follows a policy on remuneration of Directors and Senior Management Employees.

Details of Remuneration to Whole Time Director & Non-Executive Director:

The terms of remuneration of Mr. Ashish Kumar Gadia, Whole Time director was approved by the shareholders of the company.

During the financial year 2015-16, the particulars of remuneration paid to Whole-time Director is as under: -

Name of the Director	Salary (Rs. In Lacs)	Perquisites	Commission	Stock option Details	Period of Contract
Mr. Ashish Kumar Gadia	3.94	-	-	-	5 years from 01.04.2014

Remuneration/Sitting fee to Other Non Executive Directors:

The details of sitting fee paid to each of the other non executive/Independent Directors during the year 2015-16 ended on 31st March, 2016 are given below: (Amt. in lacs)

Name	Sitting Fee	Other Payment	Total
Mr. Nitin Tibrewal	0.15	-	0.15
Mr. Manish Kumar Tibrewal	0.08	-	0.08
Mrs. Dishita Tibrewal	0.04	-	0.04

## 5. STAKEHOLDER RELATIONSHIP COMMITTEE:

The Committee constituted under section 178(5) of the companies Act, 2013 and Regulation 20 of (Listing Obligation and Disclosure Requirement) Regulation, 2015 to attend and address the Shareholders' and Investors' grievances. This Committee meets periodically to approve transfer of shares and resolve investor's grievances, if any. The Committee oversees the performance of Registrars and Transfer Agents and recommends measures for overall improvement of the quantity of investor services.

Name of Directors	Category	Total Meetings 2015-2016	Nos. of meetings attended
Mr. Manish Tibrewal	Chairman	8	8
Mr. Nitin Tibrewal	Member	8	8
Mr. Ashish Gadia	Executive	8	8

b) CS Sumit Jaitely, acts as Company Secretary of the company is designated as compliance officer.

c) Share holder Compliant Status during the financial year 2015-16:

No. of Shareholder Compliant received	No. of Complaint resolved	No. of Compliant Pending.
21	21	0

## 6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Committee constituted under section 135(1) of the Companies Act, 2013 to consideration and approval of fund to be decided and application thereof.



S.No	Name of Directors	Category	Total Meetings 2015-2016	Nos. of meetings attended
1.	Mr. Nitin Tibrewal	Chairman	2	2
2.	Mr. Manish Tibrewal	Member	2	2
3.	Mr. Ashish Gadia	Member	2	2

#### 7. WTD / CFO Certification

The Whole Time Director and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (LODR) Regulations, 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

#### 8. INFORMATION ON GENERAL BODY MEETINGS

The details of location and time where last three Annual General Meetings were held:

AGM No.	Place	Date	Time
26th	"Shripati Singhanian Hall" , Rotary Sadan, 94/2, Chowranghee Road, Kolkata – 700 020	28.09.2015	03.00 pm
25th	Dum Dum Municipality Town Hall, Dum Dum municipality, 44, Sailen Das Sarani, Dum Dum, Kolkata – 700028	30.09.2014	11.30 am
24th	"Shripati Singhanian Hall" , Rotary Sadan, 94/2, 94/2, Chowranghee Road, Kolkata – 700 020	02.09.2013	03.30 pm

Last Extraordinary General Meeting (EGM) held on 22.02.2016 at 3:00 pm at "Shripati Singhanian Hall" , Rotary Sadan, 94/2, Chowranghee Road, Kolkata – 700 020

#### 9. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after these are approved by the Board. These are widely published in following newspapers. These results are simultaneously posted on the website of the Company at [www.associatedalcohols.com](http://www.associatedalcohols.com) and also uploaded on the website of the BSE Ltd.

Quarterly Results	News papers Publication	Displayed at Website
31.03.2016	Financial Express & kalantar	<a href="http://www.associatedalcohols.com">www.associatedalcohols.com</a>
31.12.2015	Financial Express & kalantar	<a href="http://www.associatedalcohols.com">www.associatedalcohols.com</a>
30.09.2015	The Echo of India & Arthik Lipi	<a href="http://www.associatedalcohols.com">www.associatedalcohols.com</a>
30.06.2015	The Echo of India & Arthik Lipi	<a href="http://www.associatedalcohols.com">www.associatedalcohols.com</a>

#### 10. GENERAL SHAREHOLDER INFORMATION.

##### a. Annual General Meeting

Date	: 13th September, 2016
Venue	: " Shripati Singhanian Hall" Rotary Sadan, 94/2, Chowranghee Road, Kolkata – 700 020
Time	: 11:00 AM

b. Dividend payment date : Dividend will be paid within 30 days after approval of the same at the ensuing Annual General Meeting.



- c. Financial Year : Financial Year 2016-17 from April 01, 2016 to March 31, 2017

The tentative due dates for declaration of quarterly results:

Unaudited Financial Results for the 1st Quarter ended 30th June, 2016	Within 45 days from the end of quarter
Unaudited Financial Results for the 2nd Quarter ended 30th September, 2016	Within 45 days from the end of quarter
Unaudited Financial Results for the 3rd Quarter ended 31st December, 2016	Within 45 days from the end of quarter
Audited Financial Results for the 4th Quarter ended 31st March, 2017	Within 60 days from the end of financial Year

- d. Book Closure date : 07th September, 2016 to 13th September, 2016

- e. Listing in Stock Exchange : Bombay Stock Exchange

Stock Code : 507526

ISIN : INE073G01016

- f. Annual Listing Fee : Annual listing fee for the Year 2016-17 of the Stock Exchange have been paid.

- g. Custodial Fees to Depositories : Fee for the year 2016-17 to NSDL and CDSL has been paid.

- h. Market Price Data : High & Low of each month in the last Financial Year- 2015-16

Month	High	Low
April 2015	108.00	83.10
May 2015	98.00	75.00
June 2015	111.90	67.10
July 2015	132.00	98.20
August 2015	191.00	93.00
September 2015	106.70	86.10
October 2015	113.00	96.00
November 2015	135.00	96.20
December 2015	159.00	113.60
January 2016	204.90	128.20
February 2016	215.00	137.00
March 2016	187.00	74.10

- i. Registrar & Transfer Agents:

Ankit Consultancy Pvt. Ltd., 60, Electronics Complex, Pardeshipura, Indore – 452010.

Phone No. 0731-2551745 / 2551746, E-mail: ankit\_4321@yahoo.com

- j. Share Transfer System:

The Share transfer/transmission work and dematerialization/ re-materialization work is assigned to M/s. Ankit Consultancy Private Limited, the Registrars and Share transfer Agent. Shares in physical form for transfer/transmission are normally registered and issued within 15 days from lodgment, subject to the



documents being in order. The board has delegated the authority for approval of transfer, transmission etc. to stakeholder relationship committee comprising two non-executive directors and one executive director. A summary of transfer/transmission of shares so approved by committee if placed before the Board. The Company has entered into agreement with CDSL and NSDL to facilitate holding of shares of the Company in dematerialized form.

k. Distribution of Shareholding as on 31st March, 2016

Range in No. of Shares	Number of Holders	% to Total Holders	Shares Amount in ?	% to total Capital
Up to 1000	1298	17.75	587550	0.32
1001 to 2000	4015	54.92	7918400	4.38
2001 to 3000	181	2.48	479230	0.27
3001 to 4000	543	7.43	2150060	1.19
4001 to 5000	94	1.29	447830	0.25
5001 to 10000	597	8.17	4607340	2.55
10001 to 20000	298	4.08	4876680	2.70
20001 to 30000	84	1.15	2102240	1.16
30001 to 40000	51	0.70	1866080	1.03
40001 to 50000	26	0.36	1174560	0.65
50001 to 100000	62	0.85	4421030	2.45
100000 above	62	0.85	150161000	83.06

l. Categories of Equity Shareholders as on 31st March, 2016:

Sr. No	Particulars	No. of Shares	% to the total Paid up Share Capital
1.	Promoters/Directors & Relatives	105,66,440	58.45
2.	Mutual Funds/ UTI, FIs, Banks	2400	0.01
3.	Bodies Corporate	3817233	21.11
4.	Indian Public	3519458	19.47
5.	NRIs/ OCBs	161700	0.89
6.	Any other (clearing member)	11969	0.07
	TOTAL	1,80,79,200	100.00

m. Dematerialization of shares and liquidity:

92.37 % of the Company's share capital is held in dematerialized form as on 31st March, 2016. The company's shares are being regularly traded on the Bombay Stock Exchange., ISIN in CDSL and NSDL for Company's equity shares is INE073G01016.

The code for the Share on Bombay Stock Exchange is 507526.

n. Plant Location: Khodigram, Tehsil- Barwaha, Distt. Khargone – 451115 (Madhya Pradesh)

o. Correspondence address: BPK Star Tower, 4th Floor, A. B. Road, Indore – 452008 (Madhya Pradesh)



#### 11. DISCLOSURES:

a. Details of materially significant related party transactions:

The Company does not have any related party transaction that may have a potential conflict with interests of the Company.

b. The Company has complied with all the requirements of regulatory authorities on capital market and no penalties or strictures have been imposed against it by Stock Exchange or SEBI or other Statutory Authorities during last three years.

c. Vigil Mechanism/Whistle Blower Policy:

The company has a vigil mechanism named fraud and risk management policy to deal with instance of fraud and mismanagement, if any. In staying true to our values of strength, performance and passion and in line with our vision of being one of the most respected companies in India, the company is committed to high standard of corporate governance and stakeholder responsibility. The company has a fraud risk management policy to deal with instance of fraud and mismanagement, if any the fraud risk management policy ensures that strict confidentiality is maintained while dealing with concern and also that no discrimination will be meted out to any person for genuinely raised concern.

d. Web link where, policy for determining material subsidiaries, policy on dealing with related party transactions, is disclosed: [www.associatedalcohols.com](http://www.associatedalcohols.com)

Place: Indore

Dated: 30th May, 2016

FOR AND ON BEHALF OF THE BOARD

Ashish Gadia      Nitin Tibrewal

Director            Director

DIN: 00736991    DIN: 01892892



**Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification**  
**[Issued in accordance with the provisions of Regulation 17(8) of SEBI (LODR), 2015]**

**To the Board of Directors of Associated Alcohols & Breweries Limited.**

Dear Sirs,

We have reviewed the financial statements and the cash flow statement for the quarter and year ended 31st March, 2016 and to the best of our knowledge and belief :

- a). (i) These statements do not contain any material untrue statement or omit any material fact or contain statements that may be misleading;  
(ii). These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, and steps taken or propose to be taken for rectifying these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
  - (i). Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
  - (iii) There have been no instances of fraud.

Yours sincerely,

**Tushar Bhandari**  
**Chief Financial Officer**

**Ashish Gadia**  
**Whole Time Director**  
**DIN: 00736991**

**Date: 30th May, 2016**

**Place: Indore**



## AUDITORS' REPORT ON CORPORATE GOVERNANCE TO THE MEMBERS OF ASSOCIATED ALCOHOLS & BREWERIES LIMITED

We have examined the compliance of conditions of Corporate Governance by Associated Alcohols & Breweries Limited for the year ended March 31, 2016 as stipulated in Chapter IV of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with the stock exchange(s).

The compliance of the conditions of the Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note of Corporate Governance (as stipulated in the Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate Governance. It is neither an audit nor an expression of the opinion on the financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that Company has complied with all mandatory conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligation & Disclosure Requirements) regulations, 2015 pursuant to Listing Agreement of the said Company with the stock exchange(s).

For B.K. Agrawal & Co.  
Chartered Accountants

(CAB.K. Agrawal)  
Partner  
M.No. 51873  
FRN 314202E

Place: Indore  
Date: 30th May, 2016



## MANAGEMENT DISCUSSION AND ANALYSIS

### ECONOMY AND MARKETS

The trend of slowdown in global economic growth continued during the year. The below par performance of global economy was reflected in a continued growth deceleration in most emerging and developing economies, driven by low commodity prices, weaker capital inflows and subdued global trade. Unfavorable demographic trends, low productivity growth and legacies from the global financial crisis continued to impact the pickup in activity for the advanced economies.

Against this global backdrop, the growth in India stayed fairly resilient. India was the fastest growing large economy with a stable currency that performed better than most of the emerging market currencies. The domestic macro-economic conditions also remained stable. A significant drop in commodity costs led by crude oil and other interventions resulted in lower consumer inflation which allowed easing of interest rates in the economy.

In addition, various initiatives undertaken by the government such as 'Jan DhanYojana" and the direct transfer of subsidies are expected to provide impetus to the growth. Easing of inflation is also anticipated to have a positive effect on the purchasing power and support the consumer growth story.

### INDUSTRY STRUCTURE AND DEVELOPMENT

Associated Alcohols and Breweries Ltd. is engaged in the manufacture of alcoholic liquor. Though the company has got the facility to blend and bottle both India made foreign liquor and country liquor, the core and focus has been mainly on country liquor segment. The company has added a premium range of IMFL brands to its portfolio.

The Indian spirits industry has slowed down in recent years from double digits to single digit growth in volumes. As such, the slowdown has been felt entirely in the regular segment, where profitability is significantly lower. The operating environment has not been supportive to the industry performance. Increase in excise duties and input costs without corresponding price increases have been some of the key issues faced by the industry. Furthermore, a partial ban in the states of Kerala and most recently Bihar has had a negative impact on the industry volumes, particularly in the regular category. However looking to demographic window and socio-economic changes of the country leading to increase in consumption factor, the consistent growth of industry as a whole cannot be ignored.

### OPPORTUNITIES, THREATS AND CONCERNS.

The company's products have been enjoying consistently good brand image and loyalty from the consumers for the past several years and the company enjoys leading position in the allocated districts in which it operates and state of M.P. as a whole.

The company has created capacities at its existing facilities couple with technological improvements & cost efficiencies with minimal capital expenditure. With these improvements company is expecting an increase in its market share in line with its planned strategy.

Even though stringent steps have been taken by the various government agencies, the parallel duty evaded market which eats into company's market share as well as government's revenue continue to be the main threat to the company.



#### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company has engaged the services of independent professional to carry out the internal audit and ensure that recording and reporting are adequate and proper, the internal controls existing in the system and further that sufficient measures are taken to improve, update and strengthen the internal control system.

In addition to statutory audit, the financial controls are also reviewed by the Internal auditors, who report their findings to the Board and the Audit Committee.

The committee ensures the progress of the internal audit initiatives, significant and major audit observations and further planning and implementation of follow up action required.

#### INFORMATION & TECHNOLOGY

In line with overall growth objectives and strengthening of infrastructure base, the company continues to invest in IT (Information Technology) viz SAP Enterprising Resource Planning System and with the implementation of these software's the company has improved its operational efficiencies through various functional integration.

#### HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The company constantly facilitates and encourages its employees at all levels to enhance their knowledge and skills and also firmly believes that Human Resource Development (HRD) strategies and practices will continue to provide a sustained competitive advantage. The management of your company deeply appreciate the spirit and commitment of its dedicated team of 295 Employees as on 31.03.2016

#### CAUTIONARY STATEMENT

Estimates and expectations stated in this Management Discussion and Analysis Report may be "forward-looking statements" within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your company's operations include economic conditions affecting demand / supply and price conditions in the domestic and international markets, changes in the governments regulations, tax laws and other statutes and incidental factors.



## Independent Auditor's Report

To the Members of Associated Alcohols & Breweries Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Associated Alcohols & Breweries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Profit and Loss Statement, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

While Conducting the Audit we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid



financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order 2015 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013, we give in the Annexure A, a statement on the matter specified in Para 3 and 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. the Balance Sheet, the Profit and Loss Statement, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. on the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. in our opinion, the company has, in all material respects, an adequate internal financial controls, system over financial reporting and such internal financial control over financial reporting were operating effectively as at March 31, 2016 based on the internal control over financial reporting criteria established by the company.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) the Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 27 I (B) to the financial statements.
    - (ii) the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts.
    - (iii) there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

For B. K. Agrawal & Co.  
Chartered Accountants  
Firm's Registration No. 314202E

For M.D. Agrawal & Co.  
Chartered Accountants  
Firm's Registration No. 001177C

(CAB. K. Agrawal)  
PARTNER  
M. No. 51873  
Place : Indore  
Dated : 30th May, 2016

(CA M.P. Agrawal)  
PARTNER  
M.No. 016736



## Annexure A to the Auditor's Report

The Annexure referred to in Independent Auditor's Report to the members of the company on the financial statements for the year ended 31st March, 2016, we report that:

(i) In respect of its Fixed Assets:

(a) The Company has maintained proper records of fixed assets showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us these fixed assets have been physically verified by the management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us and on the basis of our examination, the title deeds of immovable properties are held in the name of the company.

(ii) In respect of its inventory:

According to the information and explanation given to us, physical verification of the inventory has been conducted at reasonable interval by the management and discrepancies noticed were corrected on such physical verification during the year.

(iii) According to the information and explanation given to us, the company has not granted loans, secured or unsecured companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(iv) According to the information and explanation given to us, the company has complied with the provision of section 185 and 186 of the companies act, 2013, as applicable, in respect of loans, investments, guarantees, and security.

(v) According to the information and explanation given to us the company has not accepted deposits to which provisions of Section 73 to 76 of the Companies Act, 2013 are applicable.

(vi) According to the information and explanation given to us, the central government has not prescribed maintenance of cost records under sub-section (1) Section 148 of the Companies Act, 2013.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of excise, Value Added Tax, cess and other statutory dues to the appropriate authorities and there were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of excise, Value Added Tax, cess and other statutory dues in arrears as at 31st March, 2016 for period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, the dues of Income tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added tax, have not been deposited as on 31st March, 2016 on account of dispute are as under.

Sr. No.	Name of the Statute	Nature of dues	Amount (Rs. in Lacs)	Forum where dispute is pending
1	Income Tax Act, 1961	Income Tax Demand - AY 2011-12	7.64	Commissioner of Income Tax (Appeals)
2	Income Tax Act, 1961	Income Tax Demand - AY 2012-13	6.28	Commissioner of Income Tax (Appeals)
3	Income Tax Act, 1961	Income Tax Demand - AY 2013-14	2.68	Commissioner of Income Tax (Appeals)
4	Entry Tax Act 2012-13	Entry Tax	74.35	MP Commercial Tax, Appellate Board, Bhopal
5	Central Sales Tax Act 2006	07 Central Sales Tax	702.33	M.P. High Court



6	Central Sales Tax Act 2007-08	Central Sales Tax	311.36	M.P. High Court
7	Central Sales Tax Act 2008-09	Central Sales Tax	244.51	M.P. High Court
8	Central Sales Tax Act 2009-10	Central Sales Tax	177.41	M.P. High Court
9	Central Sales Tax Act 2010-11	Central Sales Tax	214.75	M.P. High Court
10	Central Sales Tax Act 2011-12	Central Sales Tax	232.31	M.P. High Court
11	Central Sales Tax Act 2012-13	Central Sales Tax	206.54	M.P. High Court
12	Madhya Pradesh VAT Act 2012-13	M.P. VAT	93.38	M.P. High Court
13	Madhya Pradesh VAT Act 2013-14	M.P. VAT	271.55	Addl. Commissioner, Commercial Tax, Indore
14	Central Sales Tax Act 2013-14	Central Sales Tax	3.61	Addl. Commissioner, Commercial Tax, Indore
15	Entry Tax Act 2013-14	Entry Tax	0.77	Addl. Commissioner, Commercial Tax, Indore
16	The Madhya Pradesh Excise Act	State Excise Duty	6.63	Board of Revenue
17	The Madhya Pradesh Excise Act	State Excise Duty	262.40	M.P. High Court
18	The Madhya Pradesh Excise Act	State Excise Duty	334.95	Excise Commissioner, Gwalior

- (viii) The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holders.
- (ix) The company has not raised moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the Company has generally applied the term loans for the purpose for which the loans were obtained.
- (x) We have not noticed or reported any fraud by the company or any fraud on the company by its officers or employees during the year.
- (xi) The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
- (xii) The company has not been a Nidhi Company and as such, requirement for comments as applicable to Nidhi Company is not applicable.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards
- (xiv) According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanation given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 are not applicable.
- (xvi) The company has not been registered under section 45-IA of the Reserve Bank of India Act, 1934 and as such, the requirements for comments as applicable to such companies is not required.

For B. K. Agrawal & Co.  
Chartered Accountants  
Firm Registration No. 314202E

For M.D. Agrawal & Co.  
Chartered Accountants  
Firm Registration No. 001177C

(CA B. K. Agrawal)  
PARTNER  
M. No. 51873  
Place : Indore  
Dated : 30th May, 2016

(CA M.P. Agrawal)  
PARTNER  
M.No. 16736



ASSOCIATED ALCOHOLS & BREWERIES LIMITED  
BALANCE SHEET AS AT 31ST MARCH, 2016

₹ in Lacs

PARTICULARS	NOTE NO.	As at 31.03.2016	As at 31.03.2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholder's Funds</b>			
Share Capital	1	1807.92	903.96
Reserves & Surplus	2	6281.94	5865.55
<b>2 Non-current Liabilities</b>			
Long Term Borrowings	3	1808.38	2506.00
Deffered Tax Liabilities (net)	4	1078.80	1061.42
Other Long Term Liabilities	5	0.00	134.78
<b>3 Current Liabilities</b>			
Short Term Borrowings	6	1463.59	1335.78
Trade Payables	7	2432.07	2656.99
Other Current Liabilites	8	1607.34	1778.67
Short Term Provisions	9	1027.99	730.46
<b>Total</b>		<b>17508.02</b>	<b>16973.62</b>
<b>II. ASSETS</b>			
<b>1 Non Current Assets</b>			
Fixed Assets			
Tangible Assets	10	9189.83	9277.17
Intangible Assets	10	72.00	72.00
Capital Work-in-progress	10	155.69	161.37
Non Current Investments	11	200.01	336.34
Long Term Loans & Advances	12	301.41	275.32
<b>2 Current Assets</b>			
Inventories	13	2881.87	3168.63
Trade Receivables	14	1160.55	817.91
Cash And Bank Balances	15	705.90	1226.10
Short Term Loans And Advances	16	2138.47	1637.28
Other Current Assets	17	702.29	1.50
<b>Total</b>		<b>17508.02</b>	<b>16973.62</b>

Significant Accounting Policies Notes On Financial Statement 1 to 31  
As Per Our Report Of Even Date Attached Here to

For B.K. Agrawal & Co.,  
Chartered Accountants  
(CA B.K. Agrawal)  
Partner M.No.- 51873  
FRN -314202E

On Behalf Of The Board

Ashish Kumar Gadia  
Director  
DIN: 00736991

Nitin Tibrewal  
Director  
DIN: 01892892

For M.D. Agrawal & Co.,  
Chartered Accountants  
(CAM.P. Agrawal)  
Partner M.No.- 16736  
FRN -001177C

Tushar Bhandari  
Chief Financial Officer

Sumit Jaitely  
Company Secretary

Dated : 30th May, 2016  
Place : Indore



## ASSOCIATED ALCOHOLS &amp; BREWERIES LIMITED

PROFIT &amp; LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2016

₹ in Lacs

PARTICULARS	NOTE NO.	For the Year 31.03.2016	For the Year 31.03.2015
Income			
I. Revenue From Operations	18	28752.40	29848.68
II. Other Income	19	58.69	165.59
III. Total Revenue (I + II)		28811.09	30014.27
IV. Expenditure			
Cost Of Materials Consumed	20	15457.97	16140.08
Purchase Of Stock-in-trade	21	337.49	2089.70
Changes In Inventories Of Finished Goods And Stock In Process	22	35.38	113.87
Employee Benefits Expense	23	1700.36	1665.85
Finance Costs	24	518.96	653.63
Depreciation And Amortisation Expense		1034.16	1010.01
Other Expenses	25	7414.50	6742.98
Total Expenses		26498.82	28416.12
V. Profit Before Exceptional And Extraordinary Items And Tax (III- IV)		2312.27	1598.15
VI. Exceptional Items		0.00	(244.86)
VII. Profit Before Extraordinary Items And Tax (V - VI)		2312.27	1843.01
VIII. Extra Ordinary Item		0.00	0.00
IX. Profit Before Tax (VII + VIII)		2312.27	1843.01
X. Tax Expense			
1) Current Tax		832.42	547.05
2) Deferred Tax		17.38	67.02
XI. Profit After Tax (IX - X)		1462.47	1228.93
XII. Tax For Prior Period		33.33	(4.71)
XIII. Profit For The Year (XI - XII)		1429.15	1233.64
Earning Per Equity Share Of Face Value Of Rs. 10/- Each			
Basic (adjusted) And Diluted (excluding Extra Ordinary Item)		7.90	6.82
Basic (adjusted) And Diluted (including Extra Ordinary Item)		7.90	6.82

Significant Accounting Policies Notes On Financial Statement 1 to 31  
As Per Our Report Of Even Date Attached Here To

For B.K. Agrawal & Co.,  
Chartered Accountants  
(C.A.B.K. Agrawal)  
Partner M.No.- 51873  
FRN -314202E

On Behalf Of The Board

Ashish Kumar Gadia  
Director  
DIN: 00736991

Nitin Tibrewal  
Director  
DIN: 01892892

For M.D. Agrawal & Co.,  
Chartered Accountants  
(C.A.M.P. Agrawal)  
Partner M.No.- 16736  
FRN -001177C

Tushar Bhandari  
Chief Financial Officer

Sumit Jaitely  
Company Secretary

Dated : 30th May, 2016  
Place : Indore



## ASSOCIATED ALCOHOLS &amp; BREWERIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2016

₹ in Lacs

A. Cash Flow From Operating Activities		2015-2016	2014-2015
Net Profit Before Tax		2312.27	1843.01
Adjustment For Depreciation & Amortisation Expenses		1034.16	1010.12
Profit On Sale Of Capital Assets		(1.60)	(244.86)
Loss On Sale Of Capital Assets/ Investment		60.06	31.69
Interest Paid		488.44	630.75
Operating Profit Before Working Capital Changes		3893.33	3270.72
Adjustment For Change In Trade And Other Receivables		(1478.01)	1800.61
Inventories		286.76	(543.29)
Trade Payables And Other Payables		(521.56)	1056.59
Cash Generated From Operations		2180.52	5584.63
Interest Paid		(488.44)	(630.75)
Direct Tax Paid		(717.76)	(211.31)
Net Cash Flow From Operations	(A)	974.32	4742.58
B. Cash Flow From Investments			
Purchase Of Fixed Assets		(945.24)	(938.47)
Sales Of Fixed Assets		5.90	358.34
(purchase)/ Sale Of Investments		76.34	4.24
Net Cash Used In Investments	(B)	(863.00)	(575.89)
C. Cash Flow From Finance			
Proceeds From Long Term Borrowings		(756.10)	(3793.41)
Proceeds From Short Term Borrowings		127.81	(862.80)
Dividend Paid (including Corporate Dividend Distribution Tax)		(54.14)	
Tax Provision Of Earlier Year		0	4.71
Net Cash Flow From Finance	(C)	(682.43)	(4651.50)
Net Cash Flow / Outflow	(A+B+C)	(571.11)	(484.82)
Cash And Cash Equivalents			
(Opening Balance)		1023.63	1508.44
(closing Balance)		452.52	1023.63
Net Increase / Decrease In Cash		(571.11)	(484.82)

Notes : 1. The Cash Flow Statement has been prepared under the " Indirect Method" as set out in Accounting Standard - 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

2. The following have been considered under financing activities :- Cash credit / Working capital demand loan and other borrowings being source of finance.

3. Proceeds from borrowings are shown net of repayments.

4. Purchase of fixed assets are shown inclusive of movements in capital work - in - progress.

5. Cash and cash equivalents represent cash & bank balances and bank deposits.

6. Previous year's figures have been regrouped wherever necessary.

On Behalf Of The Board

Ashish Kumar Gadia  
Director  
DIN: 00736991

Nitin Tibrewal  
Director  
DIN: 01892892

Tushar Bhandari  
Chief Financial Officer

Sumit Jaitely  
Company Secretary

Dated : 30th May 2016

Place : Indore



## Notes forming part of the Balance Sheet as at 31st March, 2016 and Profit & Loss Account for the year ended on 31st March, 2016.

### PART – A - SIGNIFICANT ACCOUNTING POLICIES

#### (a) Basis of Preparation of Financial Statements:

The company adopts the mercantile system of Accounting and recognizes, Income and expenditure on accrual basis except where stated specifically. The financial statements have been prepared by following a going concern approach and are in conformity with the statutory provisions, accounting standards issued by the Institute of Chartered Accountants of India and referred to Section 129 & 133 of the Companies Act, 2013 and the relevant provisions thereof and generally accepted practices prevailing in India except as otherwise stated.

#### (b) Fixed Assets :

Fixed assets are stated at cost inclusive of inward freight, duties, taxes, financial cost and other expenses up to putting the assets in use.

#### (c) Investments:

Current investments are carried at lower of cost and quoted/fair value, computed category wise, Long Term Investments are stated at cost. Provisions for diminution in the value of the long-term investments is made only if such a decline is other than temporary.

#### (d) Inventories:

Inventories are valued at lower of cost or net realizable value except cost of work in progress, which is determined on absorption costing method.

#### (e) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

##### Sale of Goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Gross turnover includes excise duty on sales but does not include VAT and CST.

##### Income from Services

Revenue from service contracts are recognized pro-rata over the period of the contract as and when services are rendered and are net of service tax.

##### Interest

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

##### Dividend

Dividend is recognized when the shareholders' right to receive payment is established by the Balance Sheet Date.

#### (f) Depreciation:

Depreciation has been provided on based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013, except in respect of some assets where useful life is different than those prescribed in Schedule II. Certificate from Chartered Engineer is taken in this respect. Leasehold land is being amortized over the period of lease.



(g) Bottling Business:

The company is having arrangement for manufacturing of the products of certain brand owners on fixed charge basis. In view of state excise laws, these transactions have taken place in the name of the company and accordingly accounted for in the books of accounts of the company notwithstanding the risks and rewards being with respective brand owners.

(h) Employee Benefits:

(i) The company's contribution to Provident Fund and Employees State Insurance Scheme are charged to profit & loss account.

(ii) Short-term employee benefits are recognized as an expense at the un-discounted amount in the profit and loss account of the year in which the related service is rendered.

(iii) Post employment and other long-term employee benefits including gratuity are recognized as an expense in the profit and loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques.

(iv) Encashment of leave is recognized and provided on yearly basis. There is accumulation of leave encashment and same are paid upon accumulation at year end of the accumulated leaves in excess of 90 days or upon cessation of employment.

(i) Impairment of Assets:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior years is reversed if there has been a change in the estimate of recoverable amount.

(j) Earning Per Share:

The earning considered in ascertaining the company's earning per share (EPS) comprise of the net profit after tax. The number of shares used in computing diluted EPS comprise of weighted average shares considered for deriving basic EPS and also the weighted average number of Equity Shares which could have been issued on the conversion of all dilutive potential Equity Shares.

(k) Foreign Currency Transaction:

(i) Foreign currency transactions are recorded at the exchange rate prevailing on the date of transaction.

(ii) Monetary items denominated in foreign currencies (such as cash, receivables, payables etc.) outstanding at the year end, are translated at exchange rates applicable as on that date.

(iii) Non-monetary items denominated in foreign currency, (such as fixed assets) are valued at transaction cost.

(iv) Any gains or losses arising due to exchange differences at the time of translation or settlement are accounted for in the Profit and Loss Account.

(l) Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements. .



(m) Lease Assets:

Leases where the lessor effectively retain substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss Account on a Straight-line basis over the lease term. Lease income is recognized in the Profit and Loss Account on an accrual basis.

(n) Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

(o) Taxation:

i) Provision for Income Tax is determined in accordance with the provisions of Income Tax Act, 1961.

ii) Deferred tax for timing differences between tax profits and book profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the Balance Sheet date. Deferred tax assets are recognized to the extent there is reasonable certainty that these assets can be realized in future.

(p) Export Benefits :

The benefits accrued (if any) under the Duty Draw Back Scheme as per the Export and Import Policy in respect of exports made under the said Scheme are recognized.



(₹ in Lacs)

31.03.2016

31.03.2015

**PART-B : NOTE**

**1. SHARE CAPITAL**

**A) AUTHORISED:**

2,50,00,000 (31.03.2015 - 1,10,00,000) EQUITY SHARES OF ₹10/- EACH	2500.00	1100.00
<b>TOTAL</b>	<b>2500.00</b>	<b>1100.00</b>

**B) ISSUED**

1,80,79,200 (31.03.2015 - 90,39,600) EQUITY SHARES OF ₹10/- EACH	1807.92	903.96
--	---------	--------

**C) SUBSCRIBED AND FULLY PAID UP :**

1,80,79,200 (31.03.2015 - 90,39,600) EQUITY SHARES OF ₹ 10/- EACH (Refer Note 1.1, 1.2, 1.3)	1807.92	903.96
<b>TOTAL</b>	<b>1807.92</b>	<b>903.96</b>

**1.1 Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period**

	No. of Shares	No. of Shares
Equity shares at the beginning of the year	9039600	9039600
Add: Equity Shares issued during the Year	9039600	-
<b>Equity shares at the end of the year</b>	<b>18079200</b>	<b>9039600</b>

1.2 1. The company has only one class of equity shares having par value of ₹ 10 each. Each holder of equity share is entitled to one vote per share.

2. During the Year Company has issued Bonus shares in the ratio of 1:1 to all the existing shareholders.

**1.3 Details of shares in the company held by each shareholder holding more than 5% shares**

Sr. No	Name of Shareholder	31.03.2016		31.03.2015	
		No. of Equity Shares	% of total subscribed and fully paid up shares	No. of Equity Shares	% of total subscribed and fully paid up shares
1	Mrs. Ramdulari Kedia	1971600	10.91	985800	10.91
2	Garnet Tradelink Pvt. Ltd.	1800000	9.96	900000	9.96
3	Attic Dealcom Pvt. Ltd.	1372366	7.59	800000	8.85
4	Mrs. Shweta Kedia	1542000	8.53	771000	8.53
5	Mrs. Sangita Kedia	1486400	8.22	743200	8.22
6	Mr. Prasann Kumar Kedia	956200	5.29	478100	5.29

**2. RESERVE & SURPLUS**

**A) SECURITIES PREMIUM RESERVE**

Opening Balance	1067.06	1067.06
Less: Issue of Bonus Shares	(903.96)	0
<b>Amount</b>	<b>163.10</b>	<b>1067.06</b>

**B) GENERAL RESERVE**

Opening Balance	689.07	686.34
Add: Transferred from Capital Reserve	0	24.00
Less: Adjustment related to Fixed Assets	0	(121.27)
Add: Transferred from surplus	100.00	100.00
	<b>789.07</b>	<b>689.07</b>

NOTE					(₹ in Lacs)	
	31.03.2016		31.03.2015			
C) SURPLUS						
Opening Balance	4109.41		3030.17			
Add: Profit for the year transferred from Statement of Profit & Loss	1429.15		1233.64			
Amount available for appropriation	5538.56		4263.81			
Appropriations:						
Amount transferred to General Reserve	100.00		100.00			
Proposed Dividend on Equity Shares						
(Dividend per Share ₹ 0.50 (Previous Year ₹ 0.50))	90.40		45.20			
Tax on Dividend	18.40		9.20			
	5239.76		4109.41			
<b>TOTAL</b>	<b>6281.94</b>		<b>5865.55</b>			
3 LONG TERM BORROWINGS	31.03.2016		31.03.2015			
	NON CURRENT	CURRENT	NON CURRENT	CURRENT		
TERM LOANS FROM BANKS (Secured)	1529.74	598.52	1979.37	657.00		
LOANS FROM RELATED PARTIES (Unsecured)	48.37	0.00	46.14	0.00		
LOANS FROM OTHERS (Unsecured) (Refer Note 3.1)	230.27	0.00	480.49	0.00		
<b>TOTAL</b>	<b>1808.38</b>	<b>598.52</b>	<b>2506.00</b>	<b>657.00</b>		
The above amount includes						
Secured borrowings	1529.74	598.52	1979.37	657.00		
Unsecured borrowings	278.63	0.00	526.63	0.00		
<b>TOTAL</b>	<b>1808.38</b>	<b>598.52</b>	<b>2506.00</b>	<b>657.00</b>		
3.1 Details of loans taken from banks	31.03.2016		31.03.2015			
	NON CURRENT	CURRENT	NON CURRENT	CURRENT		
Term Loan from Canara Bank (Repayable in 23 quarterly installments, last installment falling due in December, 2018. Interest rate as at 31.03.2016 - 12.90% p.a.)	1223.77	400.00	1623.77	400.00		
Term Loan from Canara Bank (Repayable in 23 quarterly installments, last installment falling due in March, 2019. Interest rate as at 31.03.2016 - 12.90% p.a.)	146.97	97.98	242.92	100.00		
Term Loan from IDBI Bank (Repayable in 24 quarterly installments, last installment falling due in March, 2018. Interest rate as at 31.03.2016 - 13.00% p.a.)	37.36	37.52	74.88	37.52		
Term Loan from IDBI Bank (Repayable in 24 quarterly installments, last installment falling due in March, 2016. Interest rate as at 31.03.2015 - 13.75% p.a.)	0.00	0.00	0.00	93.80		
Vehicle Loan from ICICI Bank (Repayable in 35 monthly installments, last installment falling due in July, 2015. Interest rate - 10.52% fixed)	0.00	0.00	0.00	1.39		
Vehicle Loan from ICICI Bank (Repayable in 35 monthly installments, last installment falling due in August, 2015. Interest rate - 10.57% fixed)	0.00	0.00	0.00	1.36		



NOTE	(₹ in Lacs)			
		31.03.2016		31.03.2015
Vehicle Loan from ICICI Bank (Repayable in 35 monthly installments, last installment falling due in May, 2016. Interest rate - 9.11% fixed)	0.00	0.78	0.78	4.63
Vehicle Loan from ICICI Bank (Repayable in 35 monthly installments, last installment falling due in June, 2016. Interest rate - 9.35% fixed)	0.00	1.26	1.26	4.96
Vehicle Loan from ICICI Bank (Repayable in 35 monthly installments, last installment falling due in December, 2016. Interest rate - 10.74% fixed)	0.00	3.80	3.80	4.62
Vehicle Loan from ICICI Bank (Repayable in 35 monthly installments, last installment falling due in July, 2017. Interest rate - 10.86% fixed)	0.73	2.13	2.86	1.91
Vehicle Loan from ICICI Bank (Repayable in 60 monthly installments, last installment falling due in August, 2019. Interest rate - 10.22% fixed)	21.54	7.56	29.10	6.83
Vehicle Loan from ICICI Bank (Repayable in 36 monthly installments, last installment falling due in April, 2018. Interest rate - 10.80% fixed)	3.67	3.07	0.00	0.00
Vehicle Loan from Axis Bank (Repayable in 36 monthly installments, last installment falling due in March, 2019. Interest rate - 9.65% fixed)	26.50	12.26	0.00	0.00
Vehicle Loan from Axis Bank (Repayable in 36 monthly installments, last installment falling due in March, 2019. Interest rate - 9.65% fixed)	69.20	32.17	0.00	0.00
<b>Total</b>	<b>1529.74</b>	<b>598.52</b>	<b>1979.37</b>	<b>657.00</b>

Details of Unsecured loans taken from body corporate: Maturity Profile of Unsecured loans taken from body corporate				
	NON CURRENT	CURRENT	NON CURRENT	CURRENT
Loans with residual maturity between 1 and 3 years	278.63	0	526.63	0
<b>Total</b>	<b>278.63</b>	<b>0</b>	<b>526.63</b>	<b>0</b>

**3.2 a)** Term loan includes ₹ 184.78 Lacs (previous year ₹ 63.49 Lacs) as car loan, secured by hypothecation on assets acquired under the scheme and personal guarantee of a director.

**b)** Financial assistance of ₹ 1943.59 Lacs (previous year ₹ 2572.88 Lacs) as term loan, secured by pari passu first charge on entire fixed assets, present & future, of the company through hypothecation for movable assets and mortgage of immovable assets, pledge of FDRs of ₹ 105.80 Lacs (previous year ₹ 172.20 Lacs) and personal guarantee of a director.

**c)** Financial assistance of ₹ 278.63 Lacs (previous year ₹ 526.63 Lacs) are unsecured loans.

#### 4 DEFERRED TAX LIABILITY

Fixed Assets: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting

	1078.80	1061.42
<b>TOTAL</b>	<b>1078.80</b>	<b>1061.42</b>

#### 5 OTHER LONG TERM LIABILITIES

Trade Payables

	0.00	134.78
<b>TOTAL</b>	<b>0.00</b>	<b>134.78</b>



	(₹ in Lacs)	
NOTE	31.03.2016	31.03.2015
<b>6 SHORT TERM BORROWINGS</b>		
LOANS REPAYABLE ON DEMAND		
FROM BANKS (Secured) (Refer Note No. 6.1)	1463.59	1335.78
<b>TOTAL</b>	<b>1463.59</b>	<b>1335.78</b>
<b>6.1</b> Financial assistance of ₹ 1460.99 Lacs (previous year ₹ 1335.78 Lacs) as cash credit facility, repayable on demand, secured by first charge by way of hypothecation of inventory and book debts and second charge by way of hypothecation of movable and mortgage of immovable on entire present and future assets and personal guarantee of a director.		
<b>7 TRADE PAYABLES</b>		
MICRO, SMALL AND MEDIUM ENTERPRISES	0	25.63
(Refer Note 7.1)		
OTHERS	2432.07	2631.36
<b>TOTAL</b>	<b>2432.07</b>	<b>2656.99</b>
<b>7.1:</b> The details of amount outstanding to Micro, Small and Medium Enterprises based on available information with the company is as under:		
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-
<b>8 OTHER CURRENT LIABILITIES</b>		
CURRENT MATURITIES OF LONG TERM DEBT	598.52	657.00
(Refer Note 3)		
CREDITORS FOR CAPITAL EXPENDITURE	136.77	370.12
UNPAID DIVIDEND (Refer Note 8.1)	2.63	2.37
OTHER PAYABLES (Refer Note 8.2)	869.42	749.18
<b>TOTAL</b>	<b>1607.34</b>	<b>1778.67</b>
<b>8.1</b> Unpaid dividend has been accounted for with enhanced amount ₹ 2.63 Lacs ( Previous Year ₹ 2.37 Lacs).		
<b>8.2</b> Other Payables includes expenses payables, statutory liabilities payables, proposed dividend and advance from debtors.		
<b>9 SHORT TERM PROVISIONS</b>		
PROVISIONS FOR EMPLOYEE BENEFITS (Refer Note 23.1)	86.78	135.52
PROPOSED DIVIDEND	90.40	45.20
TAX ON DIVIDEND	18.40	9.20
PROVISION FOR TAXATION	832.42	540.54
<b>TOTAL</b>	<b>1027.99</b>	<b>730.46</b>



NOTE 10 FIXED ASSETS

NAME OF ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	ASON 01.04.2015	ADDITION DURING THE YEAR	SALES / TRANSFER/ WRITTEN OFF DURING THE YEAR	OTHER ADJUSTMENT	ASON 31.03.2016	UPTO 31.03.2015	DURING THE YEAR	WRITE BACK	TOTAL UPTO 31.03.2016	ASON 31.03.2016	ASON 31.03.2015
TANGIBLE ASSETS											
LAND											
LEASEHOLD LAND	24.26	0.00	0.00	0.00	24.26	8.74	2.74	0.00	11.48	12.78	15.52
FREEHOLD LAND	205.06	214.88	0.00	0.08	420.01	0.00	0.00	0.00	0.00	420.01	205.06
BUILDINGS	1312.10	103.90	0.00	0.00	1416.00	313.29	53.90	0.00	367.19	1048.81	998.81
PLANT AND EQUIPMENT	11203.47	196.70	3.44	0.00	11396.73	3790.47	840.53	3.27	4627.73	6769.00	7413.00
FURNITURE AND FIXTURES	160.95	7.46	0.00	0.00	168.42	53.85	16.24	0.00	70.08	98.34	107.11
VEHICLES	343.67	190.99	33.43	0.00	501.23	151.48	41.67	29.49	163.66	337.58	192.19
OFFICE EQUIPMENT	92.94	11.90	0.00	0.00	104.84	63.37	13.27	0.00	76.64	28.20	29.57
WIND POWER PLANT	413.54	0.00	0.00	0.00	413.54	104.43	17.31	0.00	121.74	291.80	309.11
COMPUTERS	31.78	225.01	0.00	0.00	256.80	24.98	48.51	0.00	73.48	183.31	6.80
TOTAL (A)	13787.77	950.85	36.94	0.08	14701.76	4510.60	1034.16	32.76	5512.01	9189.83	9277.17
INTANGIBLE ASSETS											
GOODWILL	72.00	0.00	0.00	0.00	72.00	0.00	0.00	0.00	0.00	72.00	72.00
TOTAL (B)	72.00	0.00	0.00	0.00	72.00	0.00	0.00	0.00	0.00	72.00	72.00
TOTAL (A + B)	13859.77	950.85	36.94	0.08	14773.76	4510.60	1034.16	32.76	5512.01	9261.83	9349.17
CAPITAL WORK IN PROGRESS	161.37	155.69	161.37	0.00	155.69	0.00	0.00	0.00	0.00	155.69	161.37
TOTAL (C + D)	14021.14	1106.54	198.31	0.08	14929.45	4510.60	1034.16	32.76	5512.01	9417.44	9510.54
PREVIOUS YEAR'S FIGURE	14066.66	1380.44	1425.95	0.00	14021.14	4248.90	1131.28	869.57	4510.60	9510.54	9817.76



(₹ in Lacs)

NOTE	31.03.2016	31.03.2015
11 NON-CURRENT INVESTMENT		
A. Long Term - Trade		
INVESTMENT IN EQUITY INSTRUMENTS - (Fully Paid Up)		
Unquoted		
In Others		
2,00,000 (31.03.2015 - 2,00,000), M/s Mount Everest Breweries Limited		
shares of ₹10/- each	200.00	200.00
In Subsidiary Company		
Nil (31.03.2015 - 1,36,330), M/s Vedant Energy Pvt. Ltd. of ₹10/- each	-	136.33
B. Long Term - Other than Trade		
INVESTMENT IN EQUITY INSTRUMENTS - (Fully Paid Up)		
Unquoted		
100 (31.03.2015 - 100), M/s Associated Infrastructure & Housing Limited		
shares of ₹10 each	0.01	0.01
TOTAL	200.01	336.34
12 LONG TERM LOANS & ADVANCES (Unsecured and Considered Good)		
CAPITAL ADVANCES	143.53	8.23
SECURITY DEPOSIT	107.24	89.42
OTHER LOAN & ADVANCES (Refer note 12.1)	50.64	177.67
TOTAL	301.41	275.32
12.1		
Other loan & Advances include non current portion of loans to employees and loans to body corporates.		
13 INVENTORIES		
RAW MATERIAL	321.35	613.12
SEMI FINISHED GOODS (including Stock in Process)	287.12	173.26
FINISHED GOODS (Refer Note 13.1)	1689.35	1838.58
STORES & SPARES (including Coal)	228.44	232.29
PACKAGING MATERIAL	300.04	255.55
CONSUMABLES	55.58	55.82
TOTAL	2881.87	3168.63
13.1		
Finished Goods includes Goods In Transit	39.34	33.37
Semi Finished Goods includes Goods in Transit	10.01	20.41
13.2		
Inventories are valued at lower of cost or net realizable value except cost of work in progress, which is determined on absorption costing method. By-Products are valued at net realizable value.		
14 TRADE RECEIVABLES (Unsecured and Considered Good)		
OVER SIX MONTHS	376.85	179.99
OTHERS	783.70	637.92
TOTAL	1160.55	817.91



NOTE	(₹ in Lacs)	
	31.03.2016	31.03.2015
<b>15 CASH &amp; BANK BALANCES</b>		
CASH & CASH EQUIVALENTS		
BALANCE WITH BANKS (Refer note 15.1)	155.04	122.21
CASH ON HAND	177.50	776.19
FIXED DEPOSITS WITH BANKS (Refer Note 15.2)	119.98	125.23
OTHER BANK BALANCES		
FIXED DEPOSITS WITH BANKS (Refer Note 15.2)	253.38	202.48
<b>TOTAL</b>	<b>705.90</b>	<b>1226.10</b>
<b>15.1</b>		
Balance of ₹ 2.63 Lacs (previous year ₹ 2.37 Lacs) with IDBI Bank Limited earmarked for unpaid dividend.		
<b>15.2</b>		
Fixed Deposits with banks include deposits of ₹ 61.33 Lacs (previous year ₹ 161.88 Lacs) with maturity of more than 12 months.		
Fixed Deposits with banks amount to ₹ 147.58 Lacs (previous year ₹ 83.28 Lacs) earmarked for issuance of Bank Guarantees and ₹ 105.80 Lacs (previous year ₹ 172.20 Lacs) earmarked for borrowings of ₹ 1868.71 Lacs (previous year ₹ 2366.68 Lacs).		
<b>16 SHORT TERM LOAN &amp; ADVANCES</b>		
(Unsecured and Considered Good)		
OTHERS (Refer Note 16.1)	2138.47	1637.28
<b>TOTAL</b>	<b>2138.47</b>	<b>1637.28</b>
<b>16.1</b>		
Other loans & advances include prepaid expenses, statutory receivables, deposits with government departments, advance to employees, advance to suppliers and to service providers.		
<b>17 OTHER CURRENT ASSETS</b>		
OTHER CURRENT ASSETS (refer Note No. 17.1)	702.29	1.50
<b>TOTAL</b>	<b>702.29</b>	<b>1.50</b>
<b>17.1</b>		
Other Current assets includes receivables on account of sale of investment & other receivables		
<b>18 REVENUE FROM OPERATIONS</b>	<b>For the Year</b>	<b>For the Year</b>
	<b>31.03.2016</b>	<b>31.03.2015</b>
SALE OF PRODUCTS	28445.26	29784.99
SALE OF SERVICES	319.78	83.72
OTHER OPERATING REVENUES	12.00	0.92
	28777.04	29869.64
Less: Excise Duty	24.64	20.96
<b>TOTAL</b>	<b>28752.40</b>	<b>29848.68</b>
<b>19 OTHER INCOME</b>		
INTEREST INCOME	74.89	155.20
PROFIT/ (LOSS) ON SALE OF INVESTMENT	(59.99)	(30.77)
OTHER NON-OPERATING INCOME (Refer Note 19.1)	43.78	41.16
<b>TOTAL</b>	<b>58.69</b>	<b>165.59</b>

**19.1** Other Non operating Income includes profit/loss on sale of assets, Misc. income, balances written off/written back.



	(₹ in Lacs)	
	For the Year 31.03.2016	For the Year 31.03.2015
20 COST OF MATERIAL CONSUMED		
MATERIALS CONSUMED (Refer Note 20.1)	15457.97	16140.08
TOTAL	15457.97	16140.08
20.1 PARTICULARS OF MATERIAL CONSUMED		
RAW MATERIAL	11427.38	12108.08
PACKING MATERIAL	3429.09	3246.35
CONSUMABLES	601.50	785.65
TOTAL	15457.97	16140.08
21 PURCHASE OF STOCK-IN-TRADE		
PURCHASE OF STOCK IN TRADE / SEMI FINISHED GOODS	337.49	2089.70
TOTAL	337.49	2089.70
22 CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN PROCESS		
INVENTORIES (OPENING)		
FINISHED GOODS	1838.58	2048.66
SEMI FINISHED GOODS (including Stock in Process)	173.26	77.05
INVENTORIES (CLOSING)		
FINISHED GOODS	1689.35	1838.58
SEMI FINISHED GOODS (including Stock in Process)	287.12	173.26
TOTAL	35.38	113.87
23 EMPLOYEE BENEFITS EXPENSE		
SALARY & WAGES	1630.64	1475.27
CONTRIBUTION TO PROVIDENT AND OTHER FUNDS (Refer Note 23.1)	37.11	158.34
STAFF WELFARE EXPENSES	32.61	32.24
TOTAL	1700.36	1665.85
23.1		
As per Accounting Standard 15 " Employee Benefits ", the disclosures of Employee benefits as defined in the Accounting Standard are given below :		
A) Defined Contribution Plan		
Contribution to Defined Contribution Plan, recognized as expense for the year are as under		
	2015-16	2014-15
Employer's Contribution to Provident Fund	₹ 25.27 Lacs	₹ 21.57 Lacs
B) Defined Benefit Plan		
i) The obligation of leave encashment is recognized, provided and paid on yearly basis. There is no accumulation of the same except current year		
ii) The Company has taken Group Gratuity Policy of Insurance Companies. The Present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.		
I. Reconciliation of opening and closing balances of obligation	2015-16	2014-15
Liability at the beginning of the year	225.20	85.70
Current Service Cost	17.53	23.06
Interest Cost	18.02	6.59
Benefits paid	(7.23)	(6.54)
Actuarial (gain)/ Loss on obligations	(82.29)	116.39
Liability at the end of the year	171.22	225.20



	(₹ in Lacs)	
	2015-16	2014-15
II. Reconciliation of opening and closing balances of fair value of plan assets		
Fair value of plan assets at the beginning of the year	86.28	75.07
Expected return on plan assets	7.77	6.76
Contribution by the employer	49.59	1.53
Benefits paid	(7.23)	(6.54)
Actuarial (gain)/Loss	1.28	9.47
Fair value of plan assets at the end of the year	137.68	86.28
III. Expenses recognized in Profit & Loss Account	2015-16	2014-15
Current Service Cost	17.53	23.06
Interest Cost	10.25	6.59
Expected return on plan assets	0.00	(6.76)
Total Actuarial (gain)/loss	(83.57)	106.92
Total Expenses included in employee cost	(55.79)	129.81
IV. Principal actuarial assumptions	2015-16	2014-15
Discount rate	8%	8%
Expected rate of return on plan of assets	8%	9%
Salary increment rate	7%	7%
Composition of plan assets		
Investment with insurer	100%	100%

**NOTE**

	For the Year 31.03.2016	For the Year 31.03.2015
24 FINANCE COST		
INTEREST EXPENSE	488.44	630.75
OTHER BORROWING COSTS	30.52	22.88
TOTAL	518.96	653.63
25 OTHER EXPENSE		
MANUFACTURING EXPENSES		
CONSUMPTION OF STORES AND SPARE PARTS	347.81	298.79
POWER & FUEL	3985.64	3530.23
REPAIRS - BUILDINGS	13.36	28.11
REPAIRS - MACHINERY	66.07	96.98
INSURANCE	34.35	28.55
OTHER MANUFACTURING EXPENSES	1044.59	744.61
SELLING AND DISTRIBUTION EXPENSES		
FREIGHT OUTWARD	444.53	396.37
LABOUR CHARGES	243.43	233.19
ADMINISTRATION EXPENSES		
RENT	53.44	53.55
RATES & TAXES	0.60	2.08
PAYMENT TO AUDITOR (Refer Note 25.1)	9.63	8.59
OTHER SELLING & ADMINISTRATION EXPENSES (Refer Note 25.2)	1171.05	1321.91
TOTAL	7414.50	6742.98
25.1 Payment to Auditor as:		
(a) Audit Fees	8.30	5.39
(b) For taxation matters	1.00	2.43
(c) For management services	0.00	0.00
(d) For other certifications	0.34	0.77
TOTAL	9.63	8.59



(₹ in Lacs)

31.03.2016

31.03.2015

**NOTE**

25.2

Other Selling & Administration expenses includes prior period expenses (net of income) of ₹ 3.56 Lacs (previous year ₹ 3.21 Lacs).

## 26 CORPORATE SOCIAL RESPONSIBILITY

Year	CSR Amount	Spent	Unspent
2014-15	12.28	0	12.28
2015-16	22.48	0	22.48

Expenditure on account of corporate Social Responsibility as per Section 135 of Companies Act, 2013 amounting to ₹ 22.48 Lacs (previous year ₹ 12.28 Lacs) has not been spent by the company during the financial year.

## 27 CONTINGENT LIABILITIES AND COMMITMENTS

## I Contingent Liabilities

## (A) Guarantees

(i) Guarantees to Banks and Financial Institutions against credit facilities extended to third parties

6400.00

3200.00

(ii) Bank Guarantees to other parties

325.97

223.97

## (B) Dues

(iii) Entry Tax payable

75.12

133.62

(iv) State Excise Duty payable

603.98

536.18

(v) MPGATSAVA Tax

19.00

13.65

(vi) Income Tax demand

16.60

13.92

(vii) Central Sales Tax Payable

2092.82

2089.21

(viii) M.P. VAT Payable

364.93

93.38

## II Commitments

(A) Estimated amount of contracts remaining to be executed on capital account and not provided for

262.14

47.30

## 28 EARNING PER SHARE

Face Value per Share

10.00

10.00

a Weighted average number of Equity Shares

180.79

90.40

1. Number of Equity Shares at the beginning of the year

90.40

90.40

2. Number of Equity Shares at the end of the year

180.79

90.40

3. Weighted average number of Equity Shares outstanding during the year

(on annualized basis)

180.79

180.79\*\*

b Net Profit after tax available for Equity Share holders

1429.15

1233.64

c Net Profit after tax available for Equity Share holders

(excluding Extra Ordinary Item)

1429.15

1233.64

d Basic (adjusted) and diluted Equity per share (in ₹) annualized

(excluding Extra Ordinary Item)

7.90

6.82

\*\* In order to make EPS comparable for previous year, effect of Bonus shares taken for calculating weighted average outstanding Equity shares in previous year also as per Accounting Standard 20.



(₹ in Lacs)

31.03.2016

31.03.2015

**NOTE****29 EARNING AND EXPENDITURE IN FOREIGN CURRENCY**

Earnings		
Export Sales	0	0
Expenditure		
Professional Development Expenses	2.67	24.12
Travelling Expenses & Business Promotion	8.37	32.43
Salary	0.00	0.00

**30 RELATED PARTY DISCLOSURE**

A List of Related Parties where control exists and related parties with whom transactions have taken place.

Name of Related Party	Relationship
Mr.Ashish Kumar Gadia	Key Managerial Personnel
Mr.Anand Kumar Kedia	Individual owning voting power giving control or significant influence.
Mr.Prasann Kumar Kedia	Individual owning voting power giving control or significant influence.
Mrs.Ram Dulari Kedia	Individual owning voting power giving control or significant influence.
Mrs.Sangita Kedia	Individual owning voting power giving control or significant influence.
Mrs.Sweta Kedia	Individual owning voting power giving control or significant influence.
Mr. Anshuman Kedia	Relative of individual owning voting power giving control or significant influence.
Ms Ravisha Kedia	Relative of individual owning voting power giving control or significant influence.
Mr. Vedant Kedia	Relative of individual owning voting power giving control or significant influence.
Venkareshwar Inv. & Fin. (P) Ltd	Enterprise over which persons referred hereinabove have been able to exercise significant influence.
Snehsil Hirise (P) Ltd	Enterprise over which persons referred hereinabove have been able to exercise significant influence.

**B. Related Party Transaction**

Particulars	Key Managerial Personnel		Voting power giving control of		giving control of significant		Persons referred		Subsidiary Company	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Managerial Remuneration	3.94	3.57	-	-	-	-	-	-	-	-
Salary	-	-	5.07	4.92	611.84	629.96	-	-	-	-
Rent	-	-	-	-	2.40	2.40	-	-	-	-
Professional Development Expenses	-	-	2.57	27.11	-	-	-	-	-	-
Loan Taken	-	-	-	-	-	-	48.36	46.14	-	-
Investment	-	-	-	-	-	-	-	-	-	136.33

Guarantees obtained from certain key managerial personnel for the financial facilities availed from Banks/FI's to the extent of Rs. 6175 Lacs (Previous Year Rs. 6175 Lacs)

**31 RELATED PARTY DISCLOSURE**

The company has identified primarily reportable segment viz. Potable Alcohol segment same has been identified and reported taking into account nature of product and service, the differing risks and returns and the internal business reporting systems.

The company is not having more than one reportable business segment so segment information as per AS 17 is not required.



## Board of Directors

1. Mr. Ashish Kumar Gadia (Whole time Director)
3. Mr. Manish Kumar Tibrewal

2. Mr. Nitin Tibrewal
4. Mrs. Dishita Tibrewal

Chief Financial Officer : Mr. Tushar Bhandari

Company Secretary : Mr. Sumit Jaitely

## Auditors

M/s B.K. Agrawal & Company

M/s M.D. Agrawal & Company

Registrar and Share Transfer Agent (RTA)

M/s Ankit Consultancy Pvt. Ltd., 60, Electronics Complex, Pardeshipura, Indore

Ph.: 0731-2551745, e-mail : ankit\_43218@yahoo.com

Bankers : IDBI Bank Ltd., Canara Bank

Registered Office : 106-A, Shyam Bazar Street, Kolkata- 700 005

Corporate Office : 4th Floor, BPK Star Tower, A.B. Road, Indore - 452 008



## 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. Bank Account Number : \_\_\_\_\_
7. IFSC Code : \_\_\_\_\_
8. PAN : \_\_\_\_\_
9. E-mail ID : \_\_\_\_\_

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 hold 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)



## 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) Rule, 2014

Associated Alcohols & Breweries Limited	CIN : L15520WB1989PLC047211
Registered office 106A, Shyam Bazar Street, Kolkata – 700 005	Email id : investorrelations@aabl.in
Folio no. / Client id DP ID	

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

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

as my /our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 27th Annual General Meeting (AGM) of the Company, to be held on the 13th day of September, 2016 at 11.00 AM at “Shripati Singhanian Hall” Rotary Sadan, 94/2, Chawranghee Road, Kolkata–700 020. And at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
Ordinary Business	
1	Adoption of Financial Statement and Report of Board of Directors for the year ended 31st March, 2016
2	Declaration of Dividend on Equity Shares for the Financial Year 2015-16
3	Appointment of a Director, Mr. Ashish Kumar Gadia (DIN: 00736991) who retires by rotation and being eligible, offers himself for re-appointment
4	Re-appointment of Auditors M/s BK Agrawal & Co. and M/s M.D. Agrawal & Co. and fix their remuneration
Special Resolution	
5	For borrowing limits under section 180(1)(c) of the Companies Act, 2013
6	For creation of charge/mortgage under section 180(1)(a) of the Companies Act, 2013
7.	For making intercorporate loans / guarantees and investments u/s 186 of the Companies Act, 2013

Signed this ..... day of ..... 2015 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 Annual General Meeting (AGM)

27th ANNUAL GENERAL MEETING  
ATTENDANCE SLIP

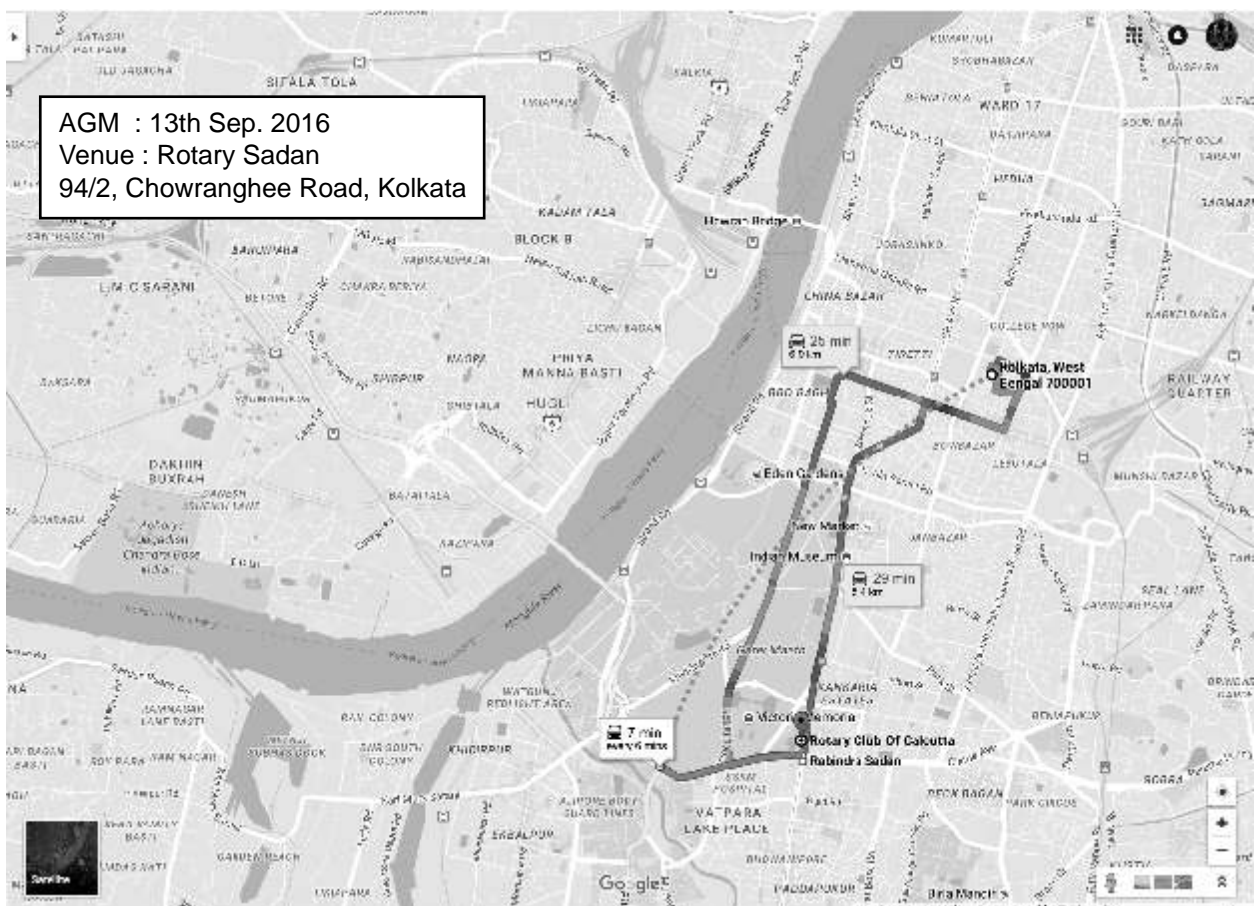
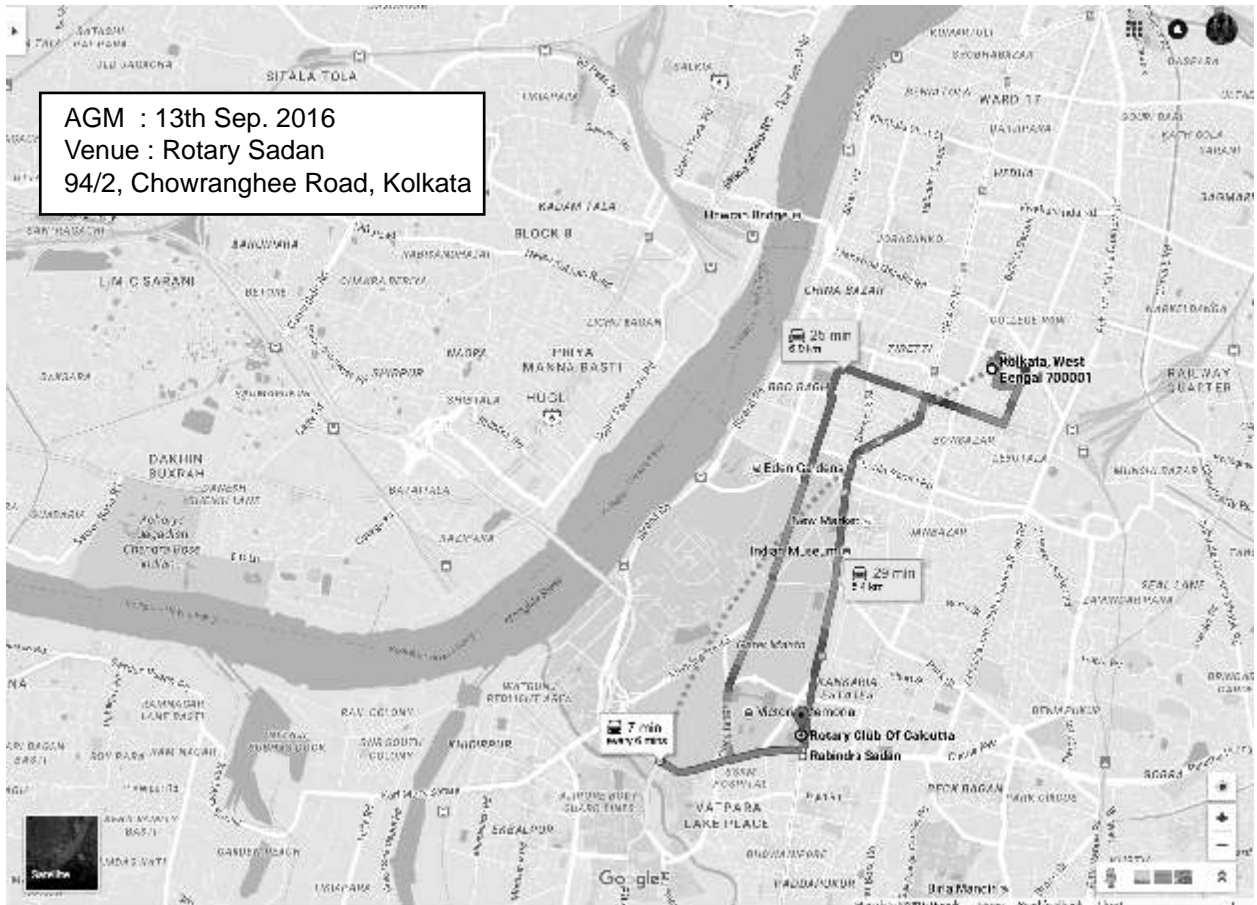
Mr./Mrs./Miss \_\_\_\_\_

Folio / DPID / CLID / User Id: \_\_\_\_\_

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.  
I/We hereby record my/our presence at the 27th Annual General Meeting of the company at “Shripati Singhanian Hall” Rotary Sadan, 94/2, Chawranghee Road, Kolkata–700 020

Signature of Member(s) / Proxy Present:

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





**JO DIL KI  
BAAT  
SAMAJH  
JAAYE  
WO HAI**

**DIL SE  
CROREPATI**



If undelivered, please return at this address:

**Associated Alcohols & Breweries Limited**  
**Registrar and Share Transfer Agent**  
M/s. Ankit Consultancy Pvt. Ltd.  
60, Electronics Complex, Pardeshipura, Indore - 452 010 (M.P.)