

Annexure 12

It is hereby certified that the draft Scheme of Amalgamation involving Associated Alcohols & Breweries Limited ('Transferor Company') and Mount Everest Breweries Limited ('Transferee Company') does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sr. No.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, Complied. Corporate Governance Report attached for the quarter ended as on 30 th June, 2022
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, Complied.
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Submitted.
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Yes, Complied.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, Submitted. Refer Annexure 3
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, Submitted. Refer Annexures 11-A & 11-B
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes, Refer Para 5.1.1(iii) of the Scheme.


Sumit Jaitely

Company Secretary


Tushar Bhandari

Whole Time Director

Certified that the transactions / accounting treatment provided in the draft Scheme of Arrangement involving Associated Alcohols & Breweries Limited and Mount Everest Breweries Limited are in compliance with all the Accounting Standards applicable to a listed entity.


Sanjay Kumar Tibrewal
Chief Financial Officer


Tushar Bhandari

Whole Time Director



General information about company	
Scrip code	507526
NSE Symbol	ASALCBR
MSEI Symbol	Notlisted
ISIN	INE073G01016
Name of the entity	Associated Alcohols & Breweries Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Quarterly
Date of Report	30-06-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Tushar Bhandari	AIZPB6555G	03583114	Executive Director	Chairperson		12-07-1981	NA		05-01-2017	04-01-2022		1	0	2	0			
2	Mr	Sanjay Kumar Tibrewal	ADEPT0433K	00737877	Executive Director	Not Applicable		21-07-1974	NA		13-04-2021			1	0	0	0			
3	Mr	Nitin Tibrewal	ADEPT8272C	01892892	Non-Executive - Independent Director	Not Applicable		10-03-1982	NA		01-04-2014	01-04-2019		99	1	1	2	2		
4	Mr	Debashis Das	AALPD0742R	08755043	Non-Executive - Non Independent Director	Not Applicable		04-10-1957	NA		16-05-2020			1	0	1	0			

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01892892	Nitin Tibrewal	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	03583114	Tushar Bhandari	Executive Director	Member	04-02-2017		
3	00365880	Homai Ardeshir Daruwalla	Non-Executive - Independent Director	Member	29-06-2020		
4	06608172	Apurva Pradeep Joshi	Non-Executive - Independent Director	Member	13-02-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01892892	Nitin Tibrewal	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00365880	Homai Ardeshir Daruwalla	Non-Executive - Independent Director	Member	29-06-2020		
3	08755043	Debashis Das	Non-Executive - Non Independent Director	Member	29-06-2020		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01892892	Nitin Tibrewal	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	03583114	Tushar Bhandari	Executive Director	Member	05-01-2017		
3	08755043	Debashis Das	Non-Executive - Non Independent Director	Member	29-06-2020		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03583114	Tushar Bhandari	Executive Director	Chairperson	13-08-2021		
2	00737877	Sanjay Kumar Tibrewal	Executive Director	Member	13-08-2021		
3	00365880	Homai Ardeshir Daruwalla	Non-Executive Independent Director	Member	13-08-2021		
4	00738754	Prasann Kumar Kedia	Senior Executive	Member	13-08-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03583114	Tushar Bhandari	Executive Director	Chairperson	04-02-2017		
2	01892892	Nitin Tibrewal	Non-Executive - Independent Director	Member	01-04-2019		
3	08755043	Debashis Das	Non-Executive - Non Independent Director	Member	29-06-2020		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	12-02-2022				Yes	4	3
2	Audit Committee	25-05-2022	101			Yes	4	3
3	Audit Committee	29-06-2022	34			Yes	4	3
4	Stakeholders Relationship Committee	25-05-2022				Yes	3	1
5	Nomination and remuneration committee	25-05-2022				Yes	3	2
6	Risk Management Committee	17-06-2022				Yes	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	CS Sumit Jaitely
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	CS Sumit Jaitely
Designation of person	Company Secretary and Compliance Officer
Place	Indore
Date	19-07-2022

