

Registered / Corporate Office : 4th Floor, BPK Star Tower, A.B. Road, Indore - 452 008, (M.P.) India Contact No. +91 731 4780400/490 Fax : +91 731 4780410 E-mail : info@aabl.in CIN : L15520MP1989PLC049380

## Annexure 12

It is hereby certified that the draft Scheme of Amalgamation involving Associated Alcohols & Breweries Limited ('**Transferer 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:

Associated

Alcohols & Breweries Ltd.

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 <sup>th</sup> June, 2022
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, Complied.
Requ	irements 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.

June Junin Sumit Jaitely

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.

ວັດທາງເປັນເອີດ Sanjay Kumar Tibrewal Chief Financial Officer



Tushar Bhandari

Whole Time Director



Plant : Khodigram, Tehsil Barwaha, Distt. Khargone - 451 115 (M.P.)

**Company Secretary** 

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						olanatory													
	Whether the listed entity has a Regular Chairperson																			
	-1	1	I		Г				Whe	ther Chair	person is re	lated to MD	or CEO	No					1	
Sı	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			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		

Au	dit Commit	tee Details					
		Whe	ther the Audit Committee has a F	Regular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remark
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		



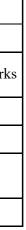
No	mination a	nd remuneration comm	ittee				
	W	hether the Nomination a	nd remuneration committee has a R	egular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01892892	Nitin Tibrewal	Non-Executive - 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		



Sta	akeholders ]	Relationship Committee					
		Whether the Stakeholde	ers Relationship Committee has a R	egular 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		



Ris	sk Managen	nent Committee					
		Whether the Risk	Management Committee has a I	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		



Co	Corporate Social Responsibility Committee											
	Whe											
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							

Ot	her 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

		Ι	Disclosure of notes of	on meeting of	f committee	s 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	Reson for not providing date	of Quorum	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



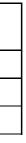
	Annexure 1								
V.	Related Party Transactions								
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.						
1	Whether prior approval of audit committee obtained	Yes							
2	Whether shareholder approval obtained for material RPT	NA							
3	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

