



Associated Alcohols & Breweries Limited

CIN: L15520MP1989PLC049380

NOTICE OF 01/2024-25 EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the **01/2024-25 Extra Ordinary General Meeting** of the Members of **Associated Alcohols & Breweries Limited** will be held on **Friday the 23rd August, 2024 at 11:00 A.M. (IST)** through **Video Conferencing (“VC”) or Other Audio Video Means (“OAVM”)** for which purposes the registered office of the company situated at 4th Floor, BPK Star Tower, A.B. Road, Indore (M.P.) 452008 shall be deemed as the venue for the meeting and the proceedings of the 1/2024-25 Extra Ordinary General Meeting to transact the following Special Businesses:

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

Item No.1: Issue of Convertible Warrants into Equity shares of Rs. 10/- each on a preferential basis to Promoters and Other Persons/ Non-Promoter.

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 23(1)(b), 42, 62(1)(c) and other applicable provision, if any, of the Companies Act, 2013 as amended and Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and as per the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, [SEBI (ICDR) Regulations] the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, [SEBI (LODR) Regulations], the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 [SEBI (SAST) Regulations], SEBI (Prohibition of Insider Trading) Regulations, 2015 [SEBI (PIT) Regulations] as amended from time to time and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the other appropriate authorities, if any (hereinafter collectively referred to as “the appropriate authorities”) and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as “the requisite approvals”), which may be agreed by the Board of Directors of the Company (hereinafter called ‘the Board’) which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution, **the approval of the members of the Company by way of Special Resolution** be and is hereby accorded to offer, issue and allot upto **11,00,000 (Eleven Lakhs) Warrants of Rs. 679/- (Rs. Six Hundred Seventy**

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Nine only each convertible into one Equity Share of 10/- (Rs. Ten only) of the Company at a premium of Rs. 669/- (Rs. Six Hundred Sixty Nine only) per share for every warrant each payable in cash aggregating upto **Rs. 74,69,00,000 (Seventy Four Crores Sixty Nine Lakhs)**, in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, the issue price is more than the minimum price and as certified (by Registered Valuer and practicing company secretary) in accordance with the SEBI (ICDR) Regulations, 2018 for Preferential Issues of Shares/ Securities as contained in Chapter V of the SEBI (ICDR) Regulations, 2018, to the following person being Promoters and Non-Promoters (**“Proposed Allottee”**) who are eligible to participate in the preferential issue in such a manner and on upon the following basic terms and conditions;

Sr. No.	Name of Proposed Allottee	Category of the proposed Allottees	No Warrants of Rs. 679/- proposed to be issued & allotted	No equity shares of Rs. 10/- each are to be issued and allotted upon conversion of the warrants at a premium of Rs. 669/-per share per warrant
1	Mr. Anand Kumar Kedia	Promoter	4,50,000	4,50,000
2	Mr. Parsann Kumar Kedia	Promoter	4,50,000	4,50,000
3	Mr. Nishid Babulal Shah	Other Person/Non-Promoter	1,00,000	1,00,000
4	Mr. Ashish Garg	Other Person/Non-Promoter	1,00,000	1,00,000
TOTAL			11,00,000	11,00,000

RESOLVED FURTHER THAT the aforesaid warrants shall be issued on the following terms and conditions:

- (a) The convertible warrants shall be issued on a preferential basis to the aforesaid allottees at a price of Rs. 679/- (Rs. Six Hundred Seventy-Nine only) per warrant and shall be issued and allotted by the Company to the Allottees within a period of Fifteen (15) days from the date of passing of a special resolution by the members at their meeting.

Provided that where the issue and allotment of the Convertible Warrants is pending on account of the pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals.



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- (b) Each Warrant is convertible into One (1) Equity Share and the option for conversion may be exercised by warrant holder(s), at any time during the period of Eighteen (18) months from the date of allotment of Convertible Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- (c) In accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, Convertible Warrant subscription price equivalent to 25% (Rs. 169.75/-) of the issue price (Rs.679/-) shall be payable at the time of subscription and allotment of Convertible Warrants, which would be adjusted by the Company and appropriated against the issue price of the resultant Equity Shares and the balance 75% (Rs. 509.25/-) of the Warrant issue price (Rs.679/-) shall be payable by the warrant holder(s) before exercising the option for conversion of Warrants into equity shares within a period of 18 months from the date of allotment of warrants in one or more than one tranches;
- (d) The warrant holder(s) shall be entitled to exercise the option of exercising any of the Convertible Warrants, thus applying for conversion of warrants in the ratio of one share of Rs. 10/- (Rupees Ten only) each per warrant in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Convertible Warrants proposed to exercise for conversion along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares of Rs. 10/- each at a premium of Rs. 669/- per share and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- (e) The Equity Shares to be so allotted on exercise of conversion of Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects, including dividend, with the existing equity shares of the Company;
Provided that in case the company proposes Bonus/Right shares during the Conversion period, in such case, the respective entitlement of warrant holders for equity shares upon conversion of warrants held by them shall be adjusted proportionately;
- (f) In the event that the entitlement against the warrants fails to exercise within the period of 18 (Eighteen) months from the date of allotment of the Convertible Warrants, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall lapse and expire and the amount paid on the allotment of warrants shall stand forfeited by the Company as per provisions of the SEBI (ICDR) Regulations, 2018;



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- (g) The Equity Shares so allotted upon arising from the exercise of the Conversion of Warrants shall be listed on Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- (h) The entire Pre-preferential holding of the equity shares held by the allottees, Convertible Warrants being issued and the Equity Shares so allotted pursuant to the exercise of such Conversion of Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations;
- (i) The Proposed Allottee shall pay the application money as well as the amount payable on conversion of Convertible Warrants into equity shares to the company from their respective bank account, and in case of joint holders, the consideration shall be paid from the bank account of the person whose name appears first in the application;
- (j) The Convertible Warrants allotted under this resolution shall not be tradable on any stock exchange.
- (k) The Convertible Warrants holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants on the payment of the specified consideration against such warrant;
- (l) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment if, during the interim period, the Company makes any issue of equity shares by way of capitalisation of profits or reserves upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- (m) The said Warrant holders, until the exercise of conversion option and Equity Shares allotted, do not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- (n) In accordance with the provisions of Regulation 162 of SEBI (ICDR) Regulations, 2018, the tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment;



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- (o) Other terms and conditions, if any, as may be prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SEBI (PIT) Regulations and SEBI (SAST) Regulations shall be applicable.

RESOLVED FURTHER THAT for the purpose of issuing warrants convertible into equity shares, the "**Relevant Date**" is determined as the **24th day of July 2024**, i.e., 30 (Thirty) days prior to the Extra-Ordinary General Meeting on 23rd August 2024.

RESOLVED FURTHER THAT the equity shares so allotted on exercise of warrants in terms of this Resolution shall rank pari passu in all respects (including as to entitlement to participate in voting powers, dividend, bonus shares and right entitlement, if any) with the existing fully paid-up equity shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of directors including a Committee thereof duly constituted by the Board (with power to delegate to any Officer of the Company), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription, listing and trading of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, RBI, SEBI, Stock Exchange(s) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint professional advisors, consultants and legal advisors, monitoring agency and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required and filing of corporate action for addition of new warrants and equity shares for change in the capital structure with the Central Depository Services (India) Ltd. and/or National Security Depository Limited and listing thereof with the stock exchange as may be required and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the aforesaid Securities, execution of documents related to utilization of the issue proceeds, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board



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or Committee in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise and it shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Date: 27th July, 2024

By order of the Board of Directors

Place: Indore

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Registered Office:

4th Floor, BPK Star Tower, A.B. Road,
Indore (M.P.) 452008

Sd/-

Sumit Jaitely

Company Secretary

FCS 9194



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NOTES:

1. Pursuant to general circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Extra Ordinary General Meeting (“EGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, and Circular SEBI/ HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 issued by SEBI (collectively referred to as “MCA Circulars”) permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
2. Pursuant to the MCA Circulars issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the MCA Circulars issued by the MCA the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the EGM will be provided by CDSL.
6. In accordance with the aforesaid MCA Circulars and Master Circular No. SEBI/HO/CFD/POD2/ CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as “SEBI



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Circulars”), the Notice calling the EGM along with the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and has also been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and the 1/2024-25 EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. www.evotingindia.com. However, if any specific request received from the members for demanding of the physical copy of the Notice of EGM will be provided by the company.

7. The recorded transcript of the forthcoming 01/2024-25 EGM shall also be made available on the website of the Company - <https://associatedalcohols.com/> as soon as possible after the Meeting is over.
8. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
9. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
10. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **16th August, 2024, (Friday)**.
11. CS Ishan Jain, Practicing Company Secretary and Proprietor of M/s. Ishan Jain & Co., Company Secretaries, Indore (F.R.No: S2021MP802300; M.No. FCS 9978 & C.P. No. 13032) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the 1/2024-25 EGM and remote e-voting process in a fair and transparent manner.
12. Members desirous of obtaining any information matters to be placed before the EGM are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting at its email ID investorrelations@aabl.in so that the information required may be made available at the Meeting.
13. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id investor@ankitonline.com, and compliance@ankitonline.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.



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14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
- **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May17, 2023 as per instructions mentioned in the form. The said form can be downloaded from the Members' Reference available on the Company's website <https://associatedalcohols.com/investor-relations-and-acknowledge/> under Standard documents for Investors and is also available on the website of the RTA.
15. SEBI, vide its master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May17, 2023, by rescinding earlier circulars, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://associatedalcohols.com/investor-relations-and-acknowledge/> or <https://www.ankitonline.com/documents.aspx> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.
16. In case a holder of physical securities whose folio do not have PAN, nomination, contact details, bank account details and specimen signature updated shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination and for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.
In compliance with SEBI guidelines, the Company sent communications intimating about the submission of above details to all the Members holding shares in physical form to the RTA/Company.



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17. VOTING THROUGH ELECTRONIC MEANS –

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:-

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

- i. The voting period begins on **20th August, 2024 (Tuesday)** and ends on **22nd August, 2024, (Thursday)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **16th August, 2024 (Friday)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to Master Circular No. SEBI/HO/CFD/POD2/CIR/P/2023/120 dated 11th July, 2023, under Regulation 44 of Securities and Exchange Board of India (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of Master Circular No. SEBI/HO/CFD/POD2/CIR/P/2023/120 dated 11th July, 2023, e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

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	<ol style="list-style-type: none">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL,/NSDL/KARVY/ LINKINTIME so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin.The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 4886 7000 and 022- 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	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.

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OR Date of Birth (DOB)	<ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- vii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN for the relevant **Associated Alcohols & Breweries Limited** on which you choose to vote.
- ix. 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.
- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv. 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.
- xv. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e. It is Mandatory that, 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.
 - f. Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly

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authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorrelations@aabl.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the 1/2024-25 EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@aabl.in The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investorrelations@aabl.in . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EGM.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

OTHER INSTRUCTION

Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. **16th August, 2024 (Friday)**, may obtain the login ID and password by sending a request at investor@ankitonline.com

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **16th August, 2024 (Friday)**, only shall be entitled to avail the facility of remote e-voting as well as e- voting at the EGM.

The Chairman shall, at the EGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the EGM but have not cast their votes by availing the remote e-voting facility.

The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company - <https://associatedalcohols.com/> and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd. and National Stock Exchange of India Limited.

- a. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:
M/s. Ankit Consultancy Pvt. Ltd.
60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010
Tel: 0731-4281333,4065797/99 E-mail: investor@ankitonline.com
- b. As the 01/2024-25 EGM is being held through VC, the route map is not annexed to this Notice.



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ANNEXURE TO NOTICE EXPLANATORY STATEMENT

[Pursuant to section 102 of the Companies Act, 2013, read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 13 of the Share Capital and Debenture) Rules, 2014 and applicable provisions of the SEBI (LODR) Regulations, 2015 and the SEBI (ICDR) Regulation, 2018 and Companies (Appointment and Qualification of Directors) Rules, 2014 which sets out details relating to special business.]

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice:

In respect of Item No.1:

The Board of Directors of the Company (“**Board**”) at their meeting held on 27th July, 2024, approved raising of funds aggregating upto Rs. 74,69,00,000 (Rupees Seventy Four Crores and sixty Nine Lakhs only) by way of issuance of upto 11,00,000 (Eleven Lakhs only) warrants, each convertible into, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each (“**Warrants**”) at a price of Rs. 679/- each payable in cash (“**Warrants Issue Price**”), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the Proposed Allottees, by way of a preferential issue through private placement offer (the “**Preferential Issue**”). In this regard, the Board, pursuant to its resolution dated 27th July, 2024, has noted and accepted the consent letter dated 26th July, 2024 issued by the Proposed Allottees, to the Company for investment of aggregate amount up to an amount of Rs. 74,69,00,000 in the Company, subject to customary closing conditions.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI (ICDR) Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI (ICDR) Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 74,69,00,000 by way of issuance of upto 11,00,000 (Eleven Lakhs only) warrants, each convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 679/- each payable in cash, on a



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preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI (ICDR) Regulations and the Act, are set out below:

1. Objects of the preferential issue

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) toward the following object:

- a. meeting the increased need for capital for future expansion projects, including major projects in the pipeline: the Malt plant and UP bottling cum distillery.
- b. Up to 25% (twenty-five per cent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “**General Corporate Purposes**”).

(collectively referred to below as the “**Objects**”)

Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary; therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

S.No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Capital for future expansion projects, including major projects in the pipeline: the Malt plant and UP bottling cum distillery	56,01,75,000	Within 12 months from receipt of funds for the Warrants (as set out herein)
2.	General Corporate Purposes	18,67,25,000	
	Total	74,69,00,000	

*considering 100% conversion of Warrants into equity shares within the stipulated time.



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Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI (ICDR) Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated 13 December 2022 and the BSE Circular No. 20221213-47 dated 13 December 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India as permitted under applicable laws.

2. Monitoring of utilisation of funds

Given that the issue size doesn't exceed Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company is not required to appoint a monitoring agency to monitor the use of the issue proceeds. However, the utilisation of the issue proceeds will be monitored by the audit committee.



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3. Relevant date

The “Relevant Date” as per Chapter V of the SEBI (ICDR) Regulations, for the determination of the floor price for Warrants to be issued is Wednesday, 24th July, 2024 i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting to be held on 23rd August 2024.

4. Particulars of the Preferential Issue, including the date of passing of the Board resolution

The Board, at its meeting held on 27th July 2024 has, subject to the approval of the Members and such other approvals as may be required approve the issuance of up to 11,00,000 Warrants to the Proposed Allottees, each at a price of Rs. 679/- per Warrant (including a premium of Rs. 669/- per Warrant), aggregating up to Rs. 74,69,00,000, for a cash consideration, by way of a preferential issue on a private placement basis.

5. Kinds of securities offered the price at which the security is being offered, and the total/ maximum number of securities to be issued

Up to 11,00,000 Warrants, at a price of Rs. 679/- per Warrant (including a premium of Rs. 669/- per Warrant) aggregating up to Rs. 74,69,00,000, such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations. Each warrant is convertible into 1 (one) equity share of the face value of 10/- each.

6. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made along with report of the Registered Valuer & pricing certificate obtained for the preferential issue;

According to the SEBI (ICDR) Regulations, company shares are frequently traded, and since the National Stock Exchange Limited (“NSE”) has the highest volume, the trading data of NSE has been considered for all the relevant calculations.

Further, the floor price at which the Warrants can be issued is Rs. 678.32/- per Warrant, as per the pricing formula prescribed under the SEBI (ICDR) Regulations for the Preferential Issue and is the highest of the following:

- a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 615.17/- per equity share;
- b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 678.32/- per equity share.



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- c) The Floor price is determined in accordance with the provisions of the company's articles of association. However, the company's articles of association do not provide for any method of determining the valuation of shares, which results in a floor price higher than the determined price pursuant to SEBI (ICDR) Regulations.

Since the Proposed Preferential Issue is expected to result in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the proposed allottee acting in concert the Company, obtained a valuation report from Independent registered valuer Mr. Ishan Jain, (RV Regd. No. IBBI/RV/ 03/2019/11503) and the floor price of Rs.678.32/- (Rs. Six Hundred Seventy-Eight and Thirty-Two Paise Only) has been considered as per his valuation report in accordance with Regulation 166A of the SEBI (ICDR) Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the members in the Company's website at <https://associatedalcohols.com/investor-contact/>

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI (ICDR) Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI (ICDR) Regulations.

If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI (ICDR) Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

7. Amount which the company intends to raise by way of such securities

Aggregating upto Rs. 74,69,00,000 (Rupee Seventy Four Crores and Sixty Nine Lakhs only).

8. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are Promoters and Non-Promoters.

9. The number of persons to whom allotment on a preferential basis have already been made during the year, in terms of number of securities as well as the price

The Company has not made any other preferential allotment during the current financial year FY 2024-25.

10. Maximum number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs. 74,69,00,000 crore by way of issuance of upto 11,00,000 warrants, each

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convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 679/- each payable in cash.

The minimum amount of Rs. 169.75/- (Rupees One Hundred Sixty Nine and Seventy-Five paise Only), equivalent to 25% (twenty-five per cent) of the Warrant Issue Price, shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 509.25/- (Rupees Five Hundred Nine and Twenty-Five Paise Only) for each Warrant, which is equivalent to 75% (seventy-five per cent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

11. Intent of the promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:

Out of the total preferential issue of 11,00,000 warrants, 9,00,000 warrants are being allotted to the Promoters namely Mr. Anand Kumar Kedia and Mr. Prasann Kumar Kedia to the extent of 4,50,000 warrants each respectively. The Company has received a consent letter dated 26th July 2024 from the Proposed Allottees, informing the Company of their intention to invest and aggregate amount up to Rs. 61,11,00,000 in the Company, subject to customary closing conditions. Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel or senior management of the Company intend to subscribe to the offer.

12. Shareholding pattern of the issuer before and after the preferential issue

S.No.	Category	Pre-Issue Shareholding as on 19th July, 2024 of Equity Shares of Rs. 10/- each				Post-Issue Shareholding**	
		Prior to conversion of Outstanding Warrants		Assuming full conversion of Outstanding Warrants*		Equity Shares of Rs. 10/-	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
A	Promoters Holding						
A-1.	Indian Promoters						
	1. Individual / HUF	1,07,19,840	59.29	1,16,19,840	61.22	1,25,19,840	62.35
A-2.	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	1,07,19,840	59.29	1,16,19,840	61.22	1,25,19,840	62.35
B-1	Public Shareholding						
	Foreign Portfolio Investors	1,59,162	0.88	1,59,162	0.84	1,59,162	0.79
	Financial Institutions / Banks	100	-	100	-	100	-
	Sub Total (B) (1)	1,59,262	0.88	1,59,262	0.84	1,59,262	0.79
B-2		-	-	-	-	-	-

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S.No.	Category	Pre-Issue Shareholding as on 19th July, 2024 of Equity Shares of Rs. 10/- each				Post-Issue Shareholding**	
		Prior to conversion of Outstanding Warrants		Assuming full conversion of Outstanding Warrants*		Equity Shares of Rs. 10/-	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
	Central Government / State Government (s) / President of India						
	Sub Total (B) (2)	-	-	-	-	-	-
B-3	Non-Institutions						
(a)	i. Individual Shareholders holding nominal share capital upto Rs.2.00 lakhs	41,62,581	23.02	41,62,581	21.93	41,62,581	20.73
	ii. Individual Shareholders holding nominal share capital in excess of Rs. 2.00 lakhs	14,05,233	7.78	14,05,233	7.41	16,05,233	7.99
(b)	NBFCs Registered with RBI	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-
(d)	Overseas Depositories(Holding DRs)(Balancing figure)	-	-	-	-	-	-
(e)	Any Other						
	Trusts	14,492	0.08	14,492	0.08	14,492	0.07
	Directors and Their Relatives	21,527	0.12	21,527	0.11	21,527	0.11
	Hindu undivided Family	2,46,099	1.36	2,46,099	1.30	2,46,099	1.23
	Clearing Members	74,300	0.41	74,300	0.39	74,300	0.37
	Non-Resident Indian	3,23,501	1.79	3,23,501	1.70	3,23,501	1.61
	Key Managerial Personnel	10	-	10	-	10	-
	Bodies Corporates	6,84,576	3.79	6,84,576	3.61	6,84,576	3.41
	IEPF	2,67,779	1.48	2,67,779	1.41	2,67,779	1.33
	Sub Total (B) (3)	72,00,098	39.83	72,00,098	37.94	74,00,098	36.85
	Total Public Shareholding (B)=(B1+B2+B3)	73,59,360	40.71	73,59,360	38.78	75,59,360	37.65
C	Non Promoter-Non Public Shareholders						
1	Custodian/DR Holder	-	-	-	-	-	-
2	Employee Benefit Trustee (Under SEBI(Share based Employee Benefits) Regulations,2014)	-	-	-	-	-	-

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S.No.	Category	Pre-Issue Shareholding as on 19th July, 2024 of Equity Shares of Rs. 10/- each				Post-Issue Shareholding**	
		Prior to conversion of Outstanding Warrants		Assuming full conversion of Outstanding Warrants*		Equity Shares of Rs. 10/-	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
	Total Non-Promoter- Non Public Shareholder(C=C1+C2)	-	-	-	-	-	-
	Grand Total (A+B+C)	1,80,79,200	100.00	1,89,79,200	100.00	2,00,79,200	100.00

*Assuming that the proposed allottee of the warrants shall subscribe to the entire proposed issue, give the option of converting warrants in one or more than one tranche, and exercise their rights for converting the outstanding 9,00,000 warrants issued on 28 March 2024. It is also assumed that there would be no significant change in another category of shareholding due to the allotment of the shares upon the conversion of the warrants.

** The post-preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares

13. Time frame within which the preferential allotment shall be completed:

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

14. Principal terms of assets charged as securities

Not Applicable

15. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

(a). Tenure:

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

(b). Conversion and other related matters:

- The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupees Ten only) each, in one or



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- more tranches, by delivering a notice of conversion (“Conversion Notice”) to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice (“Conversion Date”).
- ii. The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
 - iii. Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.
 - iv. The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI (ICDR) Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
 - v. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to the conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder’s demat account within 7 (seven) business days from the Conversion Date.
 - vi. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
 - vii. The procedure for converting warrants into equity shares set out above shall apply to each Warrant, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

(c). Lock-in:

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI (ICDR) Regulations.

(d). Rights:

The Warrants shall not carry any voting rights until they are converted into equity shares.



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16. Identity of Natural Persons who are the ultimate Beneficial Owners of the shares proposed to be allotted and/or having ultimate control of the proposed allottees:

Not Applicable

17. The percentage of Post Preferential issue capital that may be held by allottee and change in control, if any, consequent to preferential issue:

Sr. No.	Name of the proposed Allottee	Category	Pre-preferential holding				No of Warrants to be allotted	Holding post preferential issue after conversion of warrants (assuming full conversion of current proposed warrants)*	
			Equity Shares held Prior to conversion of Outstanding Warrants		Assuming full conversion of Outstanding Warrants			No. of Shares	%
			No. of Shares	%	No. of Shares	%			
1.	Shri Anand Kumar Kedia	Promoter	7,27,400	4.02	11,77,400	6.20	4,50,000	16,27,400	8.10
2.	Shri Prasann Kumar Kedia	Promoter	9,56,200	5.29	14,06,200	7.41	4,50,000	18,56,200	9.24
3.	Mr. Nishid Babulal Shah	Other Person/Non-Promoter	89,250	0.34	89,250	0.33	1,00,000	1,89,250	0.81
4.	Mr. Ashish Garg	Other Person/Non-Promoter	-	-	-	-	1,00,000	1,00,000	0.50

* The post-preferential shareholding percentage has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.

There shall be no change in the management or control of the company pursuant to the proposed issue and allotment of convertible warrants, including subsequent conversion into equity shares.

18. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

Upto Rs. Rs. 61,11,00,000



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19. Undertaking as specified in Schedule VI of the SEBI (ICDR) Regulation:

The Company hereby undertakes that:

- a. None of the Company, its Directors or its Promoters have been declared as willful defaulters or fraudulent borrowers as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- b. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI (ICDR) Regulations;
- c. As the Equity Shares have been listed for a period of more than ninety days as of the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable;
- d. The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so;
- e. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked in until the warrant holder pays such amount.

20. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Mr. Anand Kumar Kedia	Promoter	Promoter
Mr. Prasann Kumar Kedia	Promoter	Promoter
Mr. Nishid Babulal Shah	Other Person/Non-Promoter	Other Person/Non-Promoter
Mr. Ashish Garg	Other Person/Non-Promoter	Other Person/Non-Promoter

21. Valuation and Justification for the allotment proposed to be made for consideration other than cash

As the proposed preferential allotment is to be made in cash, the said provision is not applicable.



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22. Certificate of Practicing Company Secretary

The Company has obtained a certificate from M/s Ishan Jain & Co., Company Secretaries (FCS: 9978; CP: 13032) Indore, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations. The certificate shall be made available online for inspection to the Members at the meeting and on the Company's website at link <https://associatedalcohols.com/investor-contact/>

23. Lock-in Period:

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

24. Other Disclosures:

- a. During the period from 1st April, 2024 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares.
- b. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.
- c. Neither the Company nor any of its Directors or Promoters are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI (ICDR) Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI (ICDR) Regulations are not applicable.
- d. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- e. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- f. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI (ICDR) Regulations to undertake the Preferential Issue.



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Mr Prasann Kumar Kedia (DIN: 00738754), Managing Director and Mr Anshuman Kedia (DIN: 07702629), Whole-Time Director (being the relative of Mr Anand Kumar Kedia) of the company and their relatives are concerned or interested financially or otherwise in the proposed Resolution to the extent of the warrants as may be issued and upon conversion of warrants into the equity shares as may be allotted to them and resulting changes in the voting rights. Except that none of the other Directors and KMPs and their relatives are interested or concerned in any manner in the said resolution.

The Board of Directors recommends the **Special Resolution** as set out in Item No.1 of the Notice for the approval of the members of the Company.

In accordance with the provisions of Sections 23, 42, and 62 of the Act, read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in item no. 1 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the company's authorised share capital.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Company's members as a Special Resolution.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Company's members as per applicable law.

Date: 27th July, 2024

Place: Indore

Associated Alcohols & Breweries Limited

CIN: L15520MP1989PLC049380

Registered Office:

4th Floor, B.P.K. Star Tower,

A.B. Road, Indore, (M.P.) 452008

By order of the Board of Directors

Sd/-

Sumit Jaitely

Company Secretary

FCS 9194