



Allied Blenders and Distillers

Allied Blenders and Distillers Limited

CIN: L15511MH2008PLC187368

Corporate Office: Ashford Centre, 3rd and 4th floor, Shankarrao Naram Marg, Lower Parel (W), Mumbai – 400013.

Registered Office: 394/C, Ground Floor, Lamington Chambers, Lamington Road, Mumbai – 400004, India.

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Website: www.abdindia.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India.]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Friday, February 14, 2025	Saturday, March 15, 2025

Dear Member(s),

NOTICE is hereby given to transact the businesses as set out hereunder proposed to be passed by Special Resolution by Members of Allied Blenders and Distillers Limited (“**the Company**”) through Postal Ballot (“**Postal Ballot**”) only by way of remote e-voting facility (“**remote e-voting facility**”) pursuant to the provisions of Section 110 read with Section 108, 102 of the Companies Act, 2013, (‘the Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014, (“**the Rules**”), as amended from time to time, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 (collectively, the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Secretarial Standard on General Meetings (“**SS-2**”), issued by The Institute of Company Secretaries of India (“**ICSI**”) as amended and pursuant to any other applicable laws, rules or regulations for the time being in force,

Pursuant to Section 102, Section 108, Section 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on January 29, 2025 has appointed Mrs. Kumudini Bhalerao (Certificate of Practice No.6690), Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries (e-mail: scrutinisers@mmjc.in), as the Scrutinizer of E-voting process for conducting the Postal Ballot in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rule 18 of the Rules, the Company is providing the facility of remote e-voting to its Members on the item of business set out in this Notice and has engaged the services of National Securities Depository Limited (“**NSDL**”) for this purpose.

In compliance with the MCA Circulars referred to as above, this Postal Ballot Notice is being sent by e-mail to only those shareholders, who have registered their e-mail addresses with the

Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the register of Members / List of beneficial owners of the Company provided by NSDL as on **Friday, February 7, 2025** (Cut- off date). In case the Member's e-mail address is not registered or updated with the Company, they can follow the process mentioned in the Notes to this Postal Ballot Notice for receiving the Notice, login ID and password for e-voting on the proposed resolutions.

The Members are requested to read the Instructions given in the Notes under the Section 'Instructions of E-voting' of the Notice to cast their votes electronically from respective locations. The communication of assent or dissent of the Members would only take place through remote E-voting facility.

The e-voting period shall commence on **Friday, February 14, 2025 at 09:00 A.M.** India Standard Time (IST) and concludes on **Saturday, March 15, 2025 at 05.00 P.M.**, both days inclusive. Members are requested to record their Assent or Dissent on the resolutions set out in this Postal Ballot Notice through remote e-voting only not later than 05.00 P.M. IST on March 15, 2025 after which the remote e-voting facility shall be disabled by NSDL, and voting shall not be allowed beyond the said date and time. Members are requested to cast their votes through the remote e-voting process within the remote e-voting period, failing which it will be strictly considered that no vote has been received from the concerned Member.

The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorized by him, after completion of scrutiny of votes casted electronically. The results of Postal Ballot will be declared to the Stock Exchanges where the Equity shares of the Company are listed within two working days from the conclusion of Postal Ballot through remote e-voting process i.e. on or before Tuesday, March 18, 2025. Additionally, the Scrutinizers Report along with the Voting Results will be uploaded on the Company's website www.abdindia.com and on the website of NSDL www.evoting.nsdl.com.

The Special Resolutions if passed as stated under Section 114(2) of the Companies Act, 2013, shall be deemed to have been passed on Saturday, March 15, 2025, being the last day of remote e-voting.

SPECIAL BUSINESS:

1. APPROVAL OF ABD EMPLOYEE STOCK OPTION SCHEME 2024("ESOS 2024"/"SCHEME")

To consider and if deemed fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("**SBEB & SE Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, approval of the members of the Company be and is hereby accorded to the introduction and implementation of '**ABD Employee Stock Option Scheme 2024**' ("**ESOS 2024**" / "**Scheme**"), the salient features of which are furnished in the explanatory statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the "**Board**" which shall deem to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding **1,39,85,508 (One Crore Thirty-nine Lakhs Eighty-five Thousand Five Hundred and Eight Only)** employee stock options ("**Options**") to the eligible employees of the Company, exclusively working in India or outside [other than employee who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) holding directly or

indirectly more than 10% of the outstanding equity shares of the Company], as determined in terms of the ESOS 2024, exercisable into not more than **1,39,85,508 (One Crore Thirty-nine Lakhs Eighty-five Thousand Five Hundred and Eight Only)** equity shares of face value of Rs. 2/- (Rupees Two Only) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the ESOS 2024.

RESOLVED FURTHER that the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.

RESOLVED FURTHER that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Options granted or equity shares are issued by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted or equity shares issued.

RESOLVED FURTHER that in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the ESOS 2024 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER that the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2024.

RESOLVED FURTHER that the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the ESOS 2024 on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB & SE Regulations and other applicable laws.

RESOLVED FURTHER that the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2024 subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB & SE Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOS 2024 and do all other things incidental and ancillary thereof including filing of any forms with relevant authorities in conformity with the provisions of the applicable laws in force to give effect to this resolution.”

2. APPROVAL OF GRANT OF EMPLOYEE STOCK OPTIONS UNDER ‘ABD EMPLOYEE STOCK OPTION SCHEME 2024’ UP TO 1.5% OF ISSUED CAPITAL TO THE IDENTIFIED EMPLOYEES

To consider and if deemed fit, to pass, the following resolution as a **Special Resolution:**

“**RESOLVED** that pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)

Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB & SE Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “**Board**” which shall deem to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (“**Options**”) under ‘**ABD Employee Stock Option Scheme 2024**’ (“**ESOS 2024**” / “**Scheme**”), exercisable into such number of equity shares of face value Rs. 2/- (Rupees Two Only) each fully paid up in the Company, which may individually be up to 1.5% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options to Mr. Alok Gupta, Managing Director of the Company, on such terms and conditions as may be determined in accordance with the provisions of the Scheme and in due compliance with the applicable laws and regulations including SBEB & SE Regulations.

RESOLVED FURTHER that the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.

RESOLVED FURTHER that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Options granted or equity shares are issued by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted or equity shares issued.

RESOLVED FURTHER that in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the ESOS 2024 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER that the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOS 2024.

RESOLVED FURTHER that the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the ESOS 2024 on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB & SE Regulations and other applicable laws.

RESOLVED FURTHER that the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2024 subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB & SE Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation,

alteration, amendment, suspension or termination of the ESOS 2024 and do all other things incidental and ancillary thereof including filing of any forms with relevant authorities in conformity with the provisions of the applicable laws in force to give effect to this resolution.”

3. APPROVAL FOR RE-APPOINTMENT OF MR. SHEKHAR RAMAMURTHY (DIN: 00504801) AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DEPUTY CHAIRMAN AND REVISION IN HIS REMUNERATION WITH EFFECT FROM SEPTEMBER 01, 2024

To consider and if deemed fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, the Company's Nomination and Remuneration Policy, based on the recommendation of Nomination and Remuneration Committee(“NRC”) and approval of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Shekhar Ramamurthy (DIN: 00504801) as Whole time Director, designated as the Executive Deputy Chairman of the Company for a period of 2 (Two) years with effect from April 01, 2025 to March 31, 2027, liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, the Company's Nomination and Remuneration Policy, based on the recommendation of Nomination and Remuneration Committee(“NRC”) and approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded to revise the remuneration of Mr. Shekhar Ramamurthy (DIN: 00504801) from INR. 3,05,77,200/- (Rupees Three Crore Five Lakh Seventy Seven Thousand Two Hundred only) to INR.5,09,62,000/- (Rupees Five Crore Nine Lakh Sixty Two Thousand only) including, perquisites and additional benefits, Stock options, if any, over and above the Remuneration as stated in item no. 3 of Explanatory statement with effect from September 1, 2024 as detailed in the explanatory statement forming part of this Postal Ballot Notice on such terms and conditions as per the provisions of Section 197 read with Section 198 and Schedule V of the Act, which shall be payable to him as minimum remuneration even in the situation of inadequacy of profits and also proposed to pay Mr. Ramamurthy a one-time ex-gratia amount of INR 2,00,00,000 (Rupees two crore only) in the month of April 2025 in recognition of his exceptional leadership in safeguarding the organization's stability and performance in the past.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to revise, enhance, alter and vary from time to time, the terms and conditions of appointment and remuneration by seeking further consent and approval of the shareholders of the Company and to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution including filing of any forms with relevant authorities and for matters connected therewith or incidental thereto.”

4. APPROVAL FOR REVISION IN REMUNERATION OF MR. ALOK GUPTA (DIN: 02330045), MANAGING DIRECTOR WITH EFFECT FROM SEPTEMBER 01, 2024:

To consider and if deemed fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies

Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, the Company's Nomination and Remuneration Policy, based on the recommendation of Nomination and Remuneration Committee("NRC") and approval of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for revision in remuneration of Mr. Alok Gupta (DIN: 02330045), Managing Director of the company from INR. 10,55,39,204/- (Rupees Ten Crore Fifty Five Lakh Thirty Nine Thousand Two Hundred Four) to INR.11,50,37,732/- (Rupees Eleven Crore Fifty Lakh Thirty Seven Thousand Seven Hundred Thirty Two) including perquisites and additional benefits stock options over and above the Remuneration as stated in item no. 4 of Explanatory statement with effect from September 1, 2024, as detailed in the explanatory statement forming part of this Postal Ballot Notice, on such terms and conditions as per the provisions of Section 197 read with Section 198 and Schedule V of the Act, which shall be payable to him as minimum remuneration even in the situation of inadequacy of profits.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to revise, enhance, alter and vary from time to time, the terms and conditions of remuneration by seeking further consent and approval of the shareholders of the Company and to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution including filing of any forms with relevant authorities and for matters connected therewith or incidental thereto."

5. APPROVAL FOR REVISION IN REMUNERATION OF MR. ARUN BARIK (DIN: 07130542), WHOLE TIME DIRECTOR WITH EFFECT FROM APRIL 01, 2024

To consider and if deemed fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, the Company's Nomination and Remuneration Policy, based on the recommendation of Nomination and Remuneration Committee("NRC") and approval of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for revision in remuneration of Mr. Arun Barik (DIN: 07130542), Whole-time Director of the company from INR.2,52,69,723/- (Rupees Two Crore Fifty Two Lakh Sixty Nine Thousand Seven Hundred And Twenty Three Only) to INR.2,72,91,301 /- (Rupees Two Crore Seventy Two Lakh Ninety One Thousand Three Hundred And One Only) including perquisites and additional benefits, stock options, if any, over and above the Remuneration as stated in item no. 5 of Explanatory statement with effect from April 1, 2024, as detailed in the explanatory statement forming part of this Postal Ballot Notice, on such terms and conditions as per the provisions of Section 197 read with Section 198 and Schedule V of the Act, which shall be payable to him as minimum remuneration even in the situation of inadequacy of profits.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to revise, enhance, alter and vary from time to time, the terms and conditions of remuneration

by seeking further consent and approval of the shareholders of the Company and to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution including filing of any forms with relevant authorities and for matters connected therewith or incidental thereto.”

Registered Office:

394-C Lamington Chambers Lamington
Road, Mumbai City- 400004, Maharashtra,
India,

CIN: L15511MH2008PLC187368

E-mail: complianceofficer@abdindia.com

Date: 29th January, 2025

By Order of the Board of Directors

For Allied Blenders and Distillers Limited

Sd/-

Ritesh Shah

Company Secretary and Compliance Officer

Membership No. ACS 14037

NOTES

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“**the Act**”) setting out material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
2. In compliance with the applicable regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to all those Members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories/Registrar and Share Transfer Agent as on **Friday, February 7, 2025, (“Cut-off date”)** and whose e-mail IDs are registered with the Company/ Depositories. Therefore, those Members who have not yet registered/updated their e-mail addresses are requested to get their e-mail addresses registered/updated by following the procedure given below in e-voting Instructions. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Members.
3. In accordance with the applicable regulatory requirements, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
4. For the purpose of providing remote e-Voting facility, the Company has entered into an agreement with NSDL for facilitating e-Voting and enabling the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.abdindia.com/, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com, and National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
6. The voting rights of shareholders shall be in proportion to their shares in the Paid-Up Equity Share Capital of the Company as on Friday, February 7, 2025, the cut-off date being fixed for the purpose. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-voting on the resolution included in the Postal Ballot Notice.
7. The voting through electronic means will commence on **Friday, February 14, 2025 at 09:00 a.m.** India Standard Time (IST) and concludes on **Saturday, March 15, 2025 at 05.00 p.m.** The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change

subsequently.

8. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
9. The Scrutinizer will submit their report to the Chairman or any other person authorized by him after completion of the scrutiny and the result of the Postal Ballot through e-voting process will be declared within two working days from the end of Postal Ballot, i.e. on or before Tuesday, March 18, 2025.
10. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at General Meeting of the Members.
11. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, NSDL and shall also be published in the newspaper(s). The Resolution, if passed by the requisite majority, shall be deemed to have been passed on **Saturday, March 15, 2025**, being the last date specified by the Company for e-voting.
12. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Mr. Ritesh Shah, Company Secretary and Compliance Officer at E-mail: complianceofficer@abdindia.com or query / grievance with respect to E-voting, Members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of www.evoting.nsdl.com or send a request to NSDL at e-mail ID: evoting@nsdl.com or contact Mr. Abhijeet Gunjal, NSDL, C+-31, G Block, G Block Rd, opposite Bank of Baroda, G Block BKC, Bandra Kurla Complex, Bandra EAST, Mumbai, Maharashtra 400051
13. For Members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023, has mandated furnishing of PAN linked with Aadhaar, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details, etc.) and nomination by holders of securities. In case any of the aforesaid documents/details are not available by December 31, 2023 in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), our RTA will be required to freeze such Members' folio(s) impending submission. In view of the above, new share certificate(s) to be issued by the Company shall not be dispatched to those Members holding shares in physical form until their KYC is completed. For Members who hold shares in demat form, they should keep their bank details, e-mail address, postal address and contact number updated in their demat account(s) maintained with Depository Participant(s). Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialize form. To avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.

PROCEDURE FOR KYC UPDATION AS MANDATED BY SEBI

1. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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.
 - a. For shares held in electronic form: to their Depository Participants ("DPs");
 - b. and For shares held in physical form: submit Form ISR-1 and other forms as prescribed by SEBI Circular No. SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 to M/s MUFG Intime India Private Limited (the Company's "RTA") at C 101, Embassy 247, L.B.S Marg, Vikhroli (West), Mumbai – 400083. The Members are requested to update their KYC details with Company/Company's RTA. The Company has dispatched reminder letters along with Business Reply Envelopes, providing instruction for submitting the required documents.

2. Members may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/CIR/2023/70 dated May 17, 2023 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at www.abdindia.com and on the website of the Company’s RTA, M/s. MUFG Intime India Private Limited at <https://web.in.mpms.mufig.com/client-downloads.html>

However, as per above SEBI circular, the Company/Company’s RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC.

It may be noted that any service request can be processed only after the folio is KYC Compliant.

3. However, as per above SEBI circular, the Company/Company’s RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC. It may be noted that any service request can be processed only after the folio is KYC Compliant.
4. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website at www.abdindia.com or from the website of the Company’s RTA, M/s. MUFG Intime India Private Limited at <https://web.in.mpms.mufig.com/client-downloads.html>
5. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
6. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the address: M/s MUFG Intime India Private Limited C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.
7. SEBI vide its Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated 11th August 2023, has introduced Online Dispute Resolution (“**ODR**”), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login> and also on Company’s Website at www.abdindia.com/ .
8. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or send a request to Mr. Abhijeet Gunjal, NSDL at email id: evoting@nsdl.com.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

Process and manner for members opting for E-Voting

In compliance with the provisions of Sections 110 and 108 of the Act, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and SS-2 issued by the ICSI, the Company is pleased to provide remote e-Voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

The instructions for e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. 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. 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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinisers@mmjc.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Abhijeet Gunjal at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 complianceofficer@abndia.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (complianceofficer@abdindia.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement under Section 102 of the Companies Act, 2013 read with:

- i. Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for item nos. 1 & 2**
- ii. Schedule V of the Companies Act, 2013 for item nos. 3 to 5**

Item Nos. 1:

Approval of the 'ABD Employee Stock Option Scheme 2024'

Your Company believes that equity-based compensation schemes are an effective tool to attract, retain, motivate and reward the talents working exclusively with the Company. With the objective to motivate key employees for their contribution to the corporate growth on a sustained basis, to create an employee ownership culture, to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, your Company intends to implement an Employee Stock Option Scheme namely '**ABD Employee Stock Option Scheme 2024**' ("**ESOS 2024**" / "**Scheme**") seeking to cover eligible employees.

At this juncture, the Company has transited to the next phase of leveraging market opportunities and business growth including addressing business competition which has resulted in consistent demand for talent for critical roles. Apart from this, the emergence of skillsets relevant for the Company's business coupled with industry practice as to equity compensation has resulted in changed dynamics of the talent market. This has necessitated in bringing out a meaningful reward strategy for attraction, retention, motivation and incentivization of critical resources in the leadership positions or holding critical roles as required in the business. Further, given the nature of the business, the Company is required to stay aligned with the sector/ industry wherein most of the cases, equity compensation is made attractive for eligible personnel.

The Company proposes to implement an employee stock option scheme namely '**ABD Employee Stock Option Scheme 2024**' ("**ESOS 2024**" / "**Scheme**"), contemplating grant of employee stock options ("**Options**") to a select band of employees of the Company. However, the criteria to select eligible employees for grant would be determined by the Nomination and Remuneration Committee ("**NRC**") based on factors such as tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth, or such other factors as the Compensation Committee may deem relevant.

Accordingly, the NRC and the Board of Directors of the Company at their respective meetings held on December 2, 2024 and December 24, 2024, approved the introduction of the ESOS 2024, subject to your prior approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, ("**SBEB & SE Regulations**"), the salient features of the ESOS 2024 are given as under:

a. Brief Description of the Plan:

Keeping in view, the aforesaid objectives, the ESOS 2024 contemplates grant of Options to the eligible employees of the Company, exclusively working in India or outside India, as may be determined in due compliance of SBEB & SE Regulations and provisions of the ESOS 2024.

The NRC will administer ESOS 2024. All questions of interpretation of ESOS 2024 shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the ESOS 2024.

b. Total number of options to be offered and granted:

The total number of Options to be offered and granted under the ESOS 2024 shall not exceed **1,39,85,508 (One Crore Thirty-nine Lakhs Eighty-five Thousand Five Hundred and Eight Only)**. Each Option when exercised would be converted into one equity share of face value of Rs. 2/- (Rupees Two Only) each fully paid-up.

Further, SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the NRC shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under ESOS 2024 remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options granted.

c. Identification of classes of employees entitled to participate in the Plan:

Subject to determination or selection by the NRC, the following classes of employees are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director;
- (iii) an employee of Subsidiary Company(ies), in India or outside India, as defined in sub-clauses (i) and (ii)

but excludes

- (i) an Employee who is a promoter or belongs to the promoter group;
- (ii) a director who either by himself or through his relatives or through any body-corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the company.

d. Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest not earlier than the minimum vesting period of **1 (one) year** and not later than **4 (Four) years** from the date of grant.

The Options would vest essentially on the basis of continued tenure with the Company and other than in case of retirement from the company, as the case may be. Apart from this, the Compensation Committee shall prescribe achievement of mandatory performance condition(s), the criteria being a mix of corporate, business unit/segment, and individual performance for vesting. The corporate or business unit/ segment performance conditions shall be determined by the NRC basis one or more corporate parameters including but not limited to:

- a) EBITDA targets as outlined in the Company's annual budget.
- b) Free cash flow as per the Company's annual budget.
- c) Net sales value as projected in the Company's annual budget
- d) Volume of cases as forecasted in the Company's annual budget.
- d) Any other financial/operational parameters as the Compensation Committee may deem appropriate based upon annual operating plan.

The relative weightage of performance conditions shall be determined by the NRC on each occasion of grant which may differ from employee to employee or classes thereof depending on the existing and expected role of the employees concerned.

The NRC shall have the authority to determine the performance parameters for an employee or class thereof depending on the specific roles and the relative weightages assigned to each parameter. For employees at relatively senior levels, there will be higher weightages for the corporate and business unit/segment performance conditions.

The NRC shall assign mandatory performance conditions when Options are granted at a discount percentage equal to or more than 10% of the market price at the time of grant. The performance conditions attached to the vesting of Options shall be in minimum proportion to the percentage of discount at the market price offered at the time of grant.

In the event of death or permanent incapacity, the minimum vesting period of 1 (One) year shall not be applicable and in such instances, the Options shall vest on the date of death or permanent incapacity.

In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the NRC in accordance with the Company's Policies and provisions of the then prevailing Applicable Law.

Further, in case of an eligible employee who has been granted benefits under the ESOS 2024 is deputed or transferred (including resignation in connection with transfer) prior to vesting or exercise, vesting schedule and exercise period to remain same as per the terms of the grant.

e. Maximum period within which the options shall be vested:

All the Options granted on any date shall vest within maximum **4 (Four)** years from the date of grant.

f. Exercise price or pricing formula:

The exercise price per option shall be neither less than the face value of shares of the Company nor higher than its prevailing market price as on the date of grant. The exercise price shall be decided by the NRC as on date of grant.

Explanation: The market price for the purposes of the above clause shall be the closing market price, on a Stock Exchange where the highest trading volume is registered, on the date immediately prior to the date when the NRC finalizes the number of Options to be granted.

g. Exercise period and the process of exercise:

The exercise period in respect of the vested option shall be subject to a maximum period of **4 (Four) years** from the date of each vesting of Options.

The vested Options shall be exercisable by the eligible employees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the NRC from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the eligible employee. The Options shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of employees under the Plan:

The appraisal process for determining eligibility shall be decided from time to time by the NRC. The broad criteria for appraisal and selection may include parameters such as tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth and such other criteria as may be determined by the NRC at its sole discretion, from time to time.

i. Maximum number of options to be issued per employee and in aggregate:

The number of Options that may be granted under the Scheme per employee and in aggregate for such an employee shall not exceed **45,00,000 (Forty-five Lakhs Only)** Options per eligible employee.

j. Maximum quantum of benefits to be provided per employee under the Plan:

The maximum quantum of benefits that will be provided to any eligible employee under the ESOS 2024 will be the difference between the market value of the Company's equity shares on the Stock Exchanges as on the date of exercise of Options and the exercise price paid by the employee as specified in the letter of grant.

Apart from the grant of Options as stated above, no other benefits are contemplated under ESOS 2024.

k. Route of the Plan implementation:

ESOS 2024 shall be implemented and administered directly by the Company.

l. Source of acquisition of shares under the Plan:

ESOS 2024 contemplates the issue of fresh/ primary equity shares by the Company.

m. Amount of loan to be provided for implementation of the Plan(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under ESOS 2024.

n. Maximum percentage of secondary acquisition:

This is currently not contemplated under ESOS 2024.

o. Accounting and Disclosure Policies:

The Company shall follow the requirements including the disclosure requirements and IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 or any other appropriate authority, from time to time, including any guidance note on accounting for employee share-based payments issued in that regard from time to time and the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SBEB & SE Regulations.

p. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

The said Statement is not applicable to the Company since the Company is opting for the fair value method.

r. Period of lock-in:

The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. However, usual restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. Terms & conditions for buyback, if any, of specified securities/ options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOS 2024.

A draft copy of the ESOS 2024 is available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the e-voting.

Pursuant to Section 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the SBEB & SE Regulations, Your Board of Directors recommends the Special Resolutions set forth as Item No. 1 of the notice for your approval.

Item No. 2:

Approval of grant of employee stock options under 'ABD Employee Stock Option Scheme 2024' up to 1.5% of Issued Capital to the identified employees

The Board has sought your approval to implement '**ABD Employee Stock Option Scheme 2024**' ("**ESOS 2024**" / "**Scheme**"). The Company consistently believes in the philosophy of creating entrepreneurial teams to operate its businesses and create superior shareholder return. It would be implemented keeping in view the incentivization requirements of the eligible employees through equity-based compensation. It is imperative that the teams have substantial interest in the business and for that reason grant of the employee stock options ("**Options**") have been proposed to retain and incentivize driving performance leading to improved corporate growth and profitability.

Also, it is to be noted that pursuant to resolutions dated September 1, 2023 passed by our Board, special resolution dated September 18, 2023, passed by the Shareholders of our Company, contract of employment dated September 25, 2023, the remuneration and other benefits of Mr. Alok Gupta (DIN: 02330045), Managing Director, included entitlement to 30% of the ESOP Scheme (five percent of the ESOP pool) which may be implemented by the company and this fact was disclosed by the Company in its Prospectus. The current proposal is in line with the same.

Pursuant to Regulation 6(3)(d) of SEBI Regulations, the approval of the shareholders by way of separate resolution shall be obtained for grant of option to identified employees, during any one year, equal to or exceeding one per cent of the issued capital of the company at the time of grant of option.

The Company is seeking shareholders' approval to grant stock options up to 1.5% under ABD ESOP 2024 to Mr. Alok Gupta, Managing Director of the Company.

Under the leadership of the Managing Director, Mr. Alok Gupta, the company is actively driving its transformation agenda. Mr. Alok Gupta along with the management team is spearheading the development of a premium to luxury portfolio through a strategic approach that includes building proprietary brands, forming alliances with global brands, and investing in innovative startup brands.

In addition, Mr. Gupta is closely working with the team, ensuring the security of our supply chain by focusing on the procurement of key raw materials and enhancing backward integration capabilities, which are critical for improving profitability. The company's financial performance is further strengthened by targeted capital expenditure programs and initiatives aimed at boosting operational efficiency. Moreover, he is playing a key role in shaping a cultural framework that prioritizes innovation, collaboration, and accountability. These efforts are fundamental to the company's long-term growth and success, providing a clear direction for our transformation journey. He also has recruited individuals with great caliber to the existing competent team of top management.

Considering this, the Company proposes granting options to Mr. Alok Gupta, Managing Director, up to 1.5% of the issued capital of the Company.

It is to be noted that the grant shall not exceed the maximum number of options (45,00,000) that may be granted to any employee in aggregate under the Scheme.

Except Mr. Alok Gupta, None of the Directors, Key Managerial Personnel or their relatives is interested or concerned financially or otherwise in this Resolution.

In view of the above, the approval of the shareholders is being sought by way of a special resolution as set out in item no. 2 of the notice.

Item No. 3:

Re-appointment of Mr. Shekhar Ramamurthy (DIN: 00504801) as Whole Time Director designated as Executive Deputy Chairman for a period of 2 years and revision in his remuneration with effect from September 01, 2024

Mr. Shekhar Ramamurthy (DIN: 00504801), was appointed as the Whole Time Director designated as Executive Deputy Chairman of the Company at the Extraordinary General Meeting of the Members of the Company held on April 1, 2022. His current term is set to expire on March 31, 2025.

Mr. Shekhar Ramamurthy is pivotal to the company's success due to his extensive industry experience and proven leadership skills. With a career spanning 34 years, Mr. Ramamurthy is well-regarded for his ability to identify opportunities and drive growth and value. His critical role in the company's fundraising efforts has significantly strengthened the balance sheet, providing a solid foundation for the company's transformation agenda. The various cost reduction and business improvement measures he has implemented are yielding positive results, enhancing the company's overall performance. Given his expertise and track record, Mr. Ramamurthy is exceptionally well-suited to serve and continue as a Whole Time Director, guiding the company towards sustained growth and success.

Considering his continued association with the Company, his invaluable experience and expertise he brings with him, the NRC at its meeting held on held on January 27, 2025 recommended to the Board and the Board of Directors vide its resolution dated January 29, 2025 approved the re-appointment of Mr. Shekhar Ramamurthy for a period of 2 years with effect from April 1, 2025 to March 31, 2027 and based on his overall performance and achievement of milestones during the course of the year, a revision in the remuneration payable to him with effect from September 01, 2024.

He will hold office for a period of two years and shall be subject to retirement by rotation so long as he continues as Whole Time Director designated as Executive Deputy Chairman of the Company. Other disclosures to be provided in terms of Section 196 to 198 read with Schedule V and applicable Rules under the Companies Act,2013 are given below:

I. Remuneration details:

1. The Board has proposed a revision in the remuneration of Mr. Shekhar Ramamurthy, effective from September 1, 2024. Currently, his total annual compensation (CTC) is INR 30,577,200, which includes components like basic salary, HRA, special allowance, Mediclaim premium, employer PF, and gratuity.
2. The proposed revised CTC of Mr. Ramamurthy will be INR 50,962,000 annually, with increases in all the components. The basic salary will rise from INR 12,000,000 to INR 20,000,000, HRA from INR 5,970,828 to INR 10,000,000, and special allowance from INR 10,544,340 to INR 17,531,900. Other benefits like Mediclaim premium, employer PF, and gratuity will also see corresponding increases. Additionally, Mr. Ramamurthy will continue to receive insurance coverages, including Group Medical Coverage (GMC) of INR 20 lakhs, Group Personal Accident Insurance (GPA) of INR 2.5 crores, and Group Term Life Insurance (GTLI) of INR 2.5 crores, along with a notice period of three months (90 days). This revision aims to recognize his contributions to the organization.

3. Additionally, in recognition of his exceptional leadership in safeguarding the organization's stability and performance in the past, it is proposed to pay Mr. Ramamurthy a one-time ex-gratia amount of INR 2,00,00,000 (Rupees two crore only) in the month of April 2025.

Other terms of the Appointment of Whole Time Director are as follows:

1. The Whole Time Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by the Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof but not exceeding the limit passed by shareholders. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof within the limits approved by the shareholders.
2. The Whole Time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
3. In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Whole Time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and/or any other applicable regulation and the same shall be treated as the Minimum Remuneration payable to the said Whole Time Director.
4. During the tenure of his office as a Whole Time Director, he shall be liable to retire by rotation
5. The Whole Time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time given and made by the Board and the functions of the Director will be under overall authority of the Board of Directors.
6. The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and other applicable regulations about the duties of directors.
7. The Whole Time Director shall adhere to the Company's Code of Business Conduct & Ethics.
8. The Whole Time Director is satisfying all the conditions of Schedule V of the Companies Act, 2013 and conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
9. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Shekhar Ramamurthy, under Section 190 of the Act.

II. Profile:

Over a career spanning 34 years, of which 31 years were spent with the United Breweries Group in a variety of leadership roles, Mr. Shekhar Ramamurthy is well recognized for his leadership skills, ability to identify opportunities and drive growth and value. During his tenure as Managing Director of United Breweries Limited (a joint venture with Heineken) the company witnessed rapid growth and transformation.

Mr. Ramamurthy has also been the Chairman of All India Brewer's Association (AIBA) for 10 years.

He has a B Tech from IIT, Delhi, a PGDM from IIM Calcutta and has completed an Executive Development Programme from Wharton Business School.

III. Disclosures as per Schedule V of the Companies Act, 2013:

Sr. No.	Particulars	Disclosures										
I	General information:											
1	Nature of industry	Alcoholic Beverages										
2	Date or expected date of commencement of commercial production	Existing Company										
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable										
4	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th>Particulars for FY 2023-24</th> <th>Amount in (INR Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Gross Turnover & Other Income</td> <td>7,66,857.03</td> </tr> <tr> <td>Net Profit as per statement of P&L (After tax)</td> <td>671.57</td> </tr> <tr> <td>Computation of Net Profit in accordance with Section 198 of the Act</td> <td>4,594.23</td> </tr> <tr> <td>Net Worth</td> <td>43,006.99</td> </tr> </tbody> </table>	Particulars for FY 2023-24	Amount in (INR Lakhs)	Gross Turnover & Other Income	7,66,857.03	Net Profit as per statement of P&L (After tax)	671.57	Computation of Net Profit in accordance with Section 198 of the Act	4,594.23	Net Worth	43,006.99
Particulars for FY 2023-24	Amount in (INR Lakhs)											
Gross Turnover & Other Income	7,66,857.03											
Net Profit as per statement of P&L (After tax)	671.57											
Computation of Net Profit in accordance with Section 198 of the Act	4,594.23											
Net Worth	43,006.99											
5	Foreign investments or collaborations, if any.	Not Applicable										
II	Information about the appointee:											
1	Background details	Shekhar Ramamurthy is a Whole Time Director (Executive Deputy Chairman) on the Board of our Company. He holds a post graduate diploma in Management from the Indian Institute of Management, Calcutta. Prior to joining our Company, he was associated with United Spirits Limited and United Breweries Limited. He has over 34 years of experience in various roles, including marketing, corporate planning and sales.										
2	Past remuneration	Mr. Shekhar Ramamurthy was paid total remuneration of INR.5,91,40,000/- as under: From April 1, 2023 to August 31, 2023 – INR 4,16,66,665, as per his previous terms of employment, and										

		From September 1, 2023 to March 31, 2024 – INR 17,473,848, as per his existing terms of employment.
3	Recognition or awards	NA
4	Job profile and his suitability	<p>In view of the vast industry experience possessed by Mr. Shekhar Ramamurthy, he is best positioned to be a Whole Time Director of the Company to discharge the following job profile:</p> <ol style="list-style-type: none"> I. Work in tandem with the Managing Director and the senior management team on the strategic plan for the Company, identifying growth opportunities, and addressing the risks and challenges facing the business both currently and in the near future. II. Support the establishment and enablement of relationships with external forums such as industry chambers, institutions, government bodies, and other agencies on policy matters. III. Assist in brand and image-building efforts for the Company, in addition to advising the Board on any other areas where their guidance is sought. IV. Provide timely advice on matters related to expansion projects, product development, and other technical or management matters as needed. V. Contribute to the establishment and enablement of relationships with external forums on policy matters. VI. Participate in the Chairman’s monthly review meetings, offering necessary inputs to the management team.
5	Remuneration proposed	As per the details given in Resolution under item no. 3 of this Postal Ballot Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Shekhar Ramamurthy, the responsibilities shared by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior-level counterpart(s) in other companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	No pecuniary relationship other than the remuneration as stated above.
III	Other information:	
1	Reasons of loss or inadequate profits	The Company has been consistently making profits, but are inadequate in terms of section 197, 198 of

		the Companies Act, 2013 read with the Rules made thereunder.
2	Steps taken or proposed to be taken for improvement	Various measures are being undertaken for cost reduction and improvement in the business.
3	Expected increase in productivity and profits in measurable terms	The initiatives that are being taken will start showing results in the near future and are expected to result in an improvement in the performance of the Company.

IV. Disclosures as per Secretarial Standard – 2:

Sr. No.	Particulars	Disclosures
1	Age	63
2	Profile Including Qualification & Experience	Given above at point II
3	Date of first Appointment	01/07/2021
4	Shareholding in Company	Nil
5	Relationship with other Directors/ KMP	Nil
6	Other Directorship/ partnership	<u>Directorship:</u> Allied Blenders and Distillers (UK) Limited <u>Partnership:</u> Allied Blenders and Distillers Maharashtra LLP
7	Member/ Chairmanship of Committees of other Boards	Nil
8	Terms and conditions of appointment	Appointment as Whole Time Director designated as Executive Deputy Chairman for a period of 2 years till March 31, 2027. (Refer Resolution no. 3 of this Notice read with the Explanatory Statement).
9	Remuneration paid or last drawn, if any	Mr. Shekhar Ramamurthy was paid total remuneration of INR.5,91,40,000/- as under: From April 1 to August 31, 2023 – INR 4,16,66,665 as per his previous terms of employment, and From September 1, 2023 to March 31, 2024 – INR 17,473,848 as per his existing terms of employment.
10	The number of Meetings of the Board attended during the FY 2023-24	9

V. Other Disclosures:

1	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director	Refer disclosures mentioned in the explanatory statement for resolution no. 3 of this notice which include the elements of remuneration package such as salary, benefits, bonuses, stock options, if any etc.
2	Details of fixed component, and performance linked incentives along with the performance criteria	
3	Service contracts, notice period, severance fees; and	
4	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	

Mr. Shekhar Ramamurthy is Whole Time Director and Executive Deputy Chairman of the Company and holds Directorship position in Allied Blenders and Distillers (UK) Limited.

Mr. Shekhar Ramamurthy is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority. He does not hold any shares in the Company.

Save and except Mr. Shekhar Ramamurthy, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No.3 of the Notice for approval of the Members.

Item No. 4:

Approval for revision in remuneration of Mr. Alok Gupta (DIN: 02330045), Managing Director with effect from September 01, 2024

Mr. Alok Gupta (DIN: 02330045), was appointed as the Managing Director of the Company for a period of 3 years with effect from September 01, 2023 to August 31, 2026 at the Extraordinary General Meeting of the Members of the Company held on September 01, 2023.

The NRC in its meeting held on January 27, 2025, considered his performance and the achievement of agreed milestones and recommended to the Board, for revision in Remuneration payable to Mr. Alok Gupta with effect from September 01, 2024, which was approved by the Board of Directors at its meeting held on January 29, 2025.

I. Remuneration details:

The board has proposed a revision in the remuneration of Mr. Alok Gupta, effective from September 1, 2024. Currently, his total annual compensation (CTC) is INR 10,55,39,204, which includes components like basic salary, HRA, special allowance, Mediclaim premium, employer PF, and gratuity.

The proposed revised CTC will be INR 11,50,37,732 annually, with increases in all components. The basic salary will rise from INR 3,20,00,000 to INR 3,48,80,004, HRA from INR 1,60,00,008 to INR 1,74,40,008, special allowance from INR 2,28,52,997 to INR 2,50,27,397, Leave Travel Allowance from INR 40,00,000 to INR 43,59,996 and Rewards from ₹2,40,00,000/- to ₹2,61,60,000/-. Other benefits like employer PF and gratuity will also see corresponding increases and flexi pay reimbursements remain unchanged. Additionally, Mr. Alok Gupta will continue to receive insurance coverages. This revision aims to align his remuneration with industry standards and recognize his contributions to the organization.

II. ESOP under ABD Employee Stock Option Scheme, 2024

In addition to the Total Remuneration and other allowances payable or allowable to Mr. Alok Gupta, Managing Director of the company, he is being granted Employee Stock Options (ESOP) up to 1.5% of the issued capital (excluding outstanding warrants and conversions) of the Company, under the ABD Employee Stock Option Scheme, 2024. Also, it is to be noted that pursuant to resolutions dated September 1, 2023 passed by our Board, special resolution dated September 18, 2023, passed by the Shareholders of our Company, contract of employment dated September 25, 2023, the remuneration and other benefits of Mr. Alok Gupta, Managing Director, included entitlement to 30% of the ESOP Scheme (five percent of ESOP pool) which may be implemented by the company. The current proposal is in line with the same.

III. Other terms of Appointment of Managing Directors are as follows:

1. The Managing Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by the Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof not exceeding the limit approved by the shareholders. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof not exceeding the limit approved by the shareholders.
2. The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
3. In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and/or any other applicable regulation and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.
4. The Managing Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any committee thereof.
5. During the tenure of his office as a Managing Director, he shall be liable to retire by rotation
6. The Managing Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time given and made by the Board and the functions of the Director will be under overall authority of the Board of Directors.
7. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and other applicable regulations about duties of directors.

8. The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics.
9. The Managing Director is satisfying all the conditions of Schedule V of the Companies Act, 2013 and conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
10. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Alok Gupta (DIN: 02330045), under Section 190 of the Act.

IV. Profile:

Mr. Alok Gupta has over 35 years of experience in diverse industries wherein he has held leadership roles and has managed global markets. He has worked in organizations spread across diverse industries i.e. Dabur, United Spirits, Whyte & MacKay, Café Coffee Day, Essar Retail and Essar Capital.

Prior to taking the helm at ABD, Mr. Gupta was a Partner with Essar Capital leading the technology & services vertical with investment in Green-Tech and B2C&B Tech businesses. He has previously spent 13 years with United Spirits Limited in various leadership roles and is a familiar name in the alcohol beverage industry. Mr. Gupta believes in the principle of unlearning and embracing change but at the same time learning from the best business practices as well. He is an alumnus of Harvard Business School and holds a management degree.

Under the leadership of the Managing Director, Mr. Alok Gupta, the company is actively driving its transformation agenda. Mr. Alok Gupta along with the management team is spearheading the development of a premium-to luxury portfolio through a strategic approach that includes building proprietary brands, forming alliances with global brands, and investing in innovative startup brands.

In addition, Mr. Gupta is closely working with the team, ensuring the security of our supply chain by focusing on the procurement of key raw materials and enhancing backward integration capabilities, which are critical for improving profitability. The company's financial performance is further strengthened by targeted capital expenditure programs and initiatives aimed at boosting operational efficiency. Moreover, he is playing a key role in shaping a cultural framework that prioritizes innovation, collaboration, and accountability. These efforts are fundamental to the company's long-term growth and success, providing a clear direction for our transformation journey. He also has recruited individuals with great caliber to the existing competent team of top management.

V. Disclosures as per Schedule V of the Companies Act, 2013:

Sr. No.	Particulars	Disclosures
I	General information:	
1	Nature of industry	Alcoholic Beverages
2	Date or expected date of commencement of commercial production	Existing Company
3	In case of new companies, expected date of commencement of activities as per project approved	Not Applicable

	by financial institutions appearing in the prospectus											
4	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th>Particulars for FY 2023-24</th> <th>Amount in (INR Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Gross Turnover & Other Income</td> <td>7,66,857.03</td> </tr> <tr> <td>Net Profit as per statement of P&L (After tax)</td> <td>671.57</td> </tr> <tr> <td>Computation of Net Profit in accordance with Section 198 of the Act</td> <td>4,594.23</td> </tr> <tr> <td>Net Worth</td> <td>43,006.99</td> </tr> </tbody> </table>	Particulars for FY 2023-24	Amount in (INR Lakhs)	Gross Turnover & Other Income	7,66,857.03	Net Profit as per statement of P&L (After tax)	671.57	Computation of Net Profit in accordance with Section 198 of the Act	4,594.23	Net Worth	43,006.99
Particulars for FY 2023-24	Amount in (INR Lakhs)											
Gross Turnover & Other Income	7,66,857.03											
Net Profit as per statement of P&L (After tax)	671.57											
Computation of Net Profit in accordance with Section 198 of the Act	4,594.23											
Net Worth	43,006.99											
5	Foreign investments or collaborations, if any.	Not Applicable										
II	Information about the Director:											
1	Background details	<p>Alok Gupta is the Managing Director of the Company. Alok is an alumnus of Harvard Business School and holds a management degree. Alok has over 35 years of experience in diverse industries wherein he has held leadership roles and has managed global markets.</p> <p>Prior to taking the helm at ABD, Alok was a Partner with Essar Capital leading the technology & services vertically with investment in Green-Tech and Business to Consumer and Business to Business Tech businesses. He has previously spent 13 years with United Spirits Limited in various leadership roles and is a familiar name in the alcohol beverage industry.</p>										
2	Past remuneration	Mr. Alok Gupta was paid INR. 6,29,00,000/- during fiscal year 2023-24.										
3	Recognition or awards	NA										
4	Job profile and his suitability	In view of the vast industry experience possessed by Mr. Alok Gupta, he is best positioned to be the Managing Director of the Company.										
5	Remuneration proposed	As per the details given in Resolution under item no.4 of this Postal Ballot Notice.										
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Alok Gupta, the responsibilities shared by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior-level counterpart(s) in other companies.										
7	Pecuniary relationship directly or indirectly with the company, or	No pecuniary relationship other than the remuneration as stated above.										

	relationship with the managerial personnel or other director, if any.	
III	Other information:	
1	Reasons of loss or inadequate profits	The Company has been consistently making profits, but are inadequate in terms of section 197, 198 of the Companies Act, 2013 read with the Rules made thereunder.
2	Steps taken or proposed to be taken for improvement	Various measures are being undertaken for cost reduction and improvement in the business.
3	Expected increase in productivity and profits in measurable terms	The initiatives that are being taken will start showing results in the near future and are expected to result in an improvement in the performance of the Company.

VI. Disclosures as per Secretarial Standard – 2:

Sr. No.	Particulars	Disclosures
1	Age	58
2	Profile Including Qualification & Experience	Given above at point II
3	Date of first Appointment	01/09/2023
4	Shareholding in Company	1908 equity shares
5	Relationship with other Directors/ KMP	Nil
6	Other Directorship/ partnership	Nil
7	Member/ Chairmanship of Committees of other Boards	Chairman –Risk & Management Committee
8	Terms and conditions of appointment	As disclosed in point no I, II & III above and as per Resolution passed at item no. 4 of this notice for revision in remuneration of Mr. Alok Gupta, Managing Director of the Company.
9	Remuneration paid or last drawn, if any	INR. 6,29,00,000/-
10	The number of Meetings of the Board attended during the year	6

VII. Other Disclosures:

1	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director	Refer disclosures mentioned at point I & II above and as disclosed in resolution no. 4 of this notice which include the elements of remuneration package such as salary, benefits, bonuses, stock options, etc.
2	Details of fixed component, and performance linked incentives along with the performance criteria	
3	Service contracts, notice period, severance fees; and	

4	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	
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Mr. Alok Gupta is the Managing Director of the Company and is the Chairman of Risk and Management Committee of the Company.

He holds 1908 shares in the Company.

Save and except Mr. Alok Gupta, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP“) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5

Approval for Revision in Remuneration of Mr. Arun Barik (DIN: 07130542), Whole Time Director with effect from April 01, 2024

Mr. Arun Barik (DIN: 07130542) was appointed as the Whole Time Director of the Company for a period of 3 years with effect from August 9, 2022 to August 8, 2025 at the Annual General Meeting of the Members of the Company held on September 30, 2022.

As part of the annual appraisal process, Mr. Arun Barik is eligible for a revision in remuneration for the Financial Year ended March 31, 2024. Accordingly, the NRC in its meeting held on January 27, 2025, considered his performance and the achievement of agreed milestones and recommended to the Board, for revision in Remuneration payable to Mr. Arun Barik with effect from April 1, 2024. The Board of Directors at its meeting held on January 29, 2025 subsequently approved the revision in remuneration of Mr. Barik with effect from April 1, 2024.

The remuneration proposed to be paid to him is detailed in the table of disclosures as per Secretarial Standard – 2 stated below.

I. Remuneration Details:

The board has proposed a revision in the remuneration of Mr. Arun Barik, with effect from April 1, 2024. Currently, his total annual compensation (CTC) is INR 2,52,69,723/-, which includes components like basic salary, HRA, special allowance, Medclaim premium, employer PF, and gratuity.

The proposed revised CTC will be INR 2,72,91,301/- annually, with increase in all components. The basic salary will rise from INR 67,26,828 to INR 72,64,974/-, special allowance from INR 96,25,571 to INR 1,04,72,355/- and Leave Travel Allowance from INR 8,40,852 to INR 9,08,120 and Rewards from INR 57,56,808/- to INR 62,17,353/-. Other benefits like Medclaim, employer PF and gratuity will also see corresponding increases and flexi pay reimbursements remain unchanged. Additionally, Mr. Barik will continue to receive insurance coverages. This revision aims to align his remuneration with industry standards and recognize his contributions to the organization.

II. Other terms of the Appointment of Whole Time Director are as follows:

1. The Whole Time Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by the Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof not exceeding the limit approved by the shareholders. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof not exceeding the limit approved by the shareholders.
2. The Whole Time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
3. In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Whole Time Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and/or any other applicable regulation and the same shall be treated as the Minimum Remuneration payable to the said Whole Time Director.
4. During the tenure of his office as an Whole Time Director, he shall be liable to retire by rotation
5. The Whole Time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time given and made by the Board and the functions of the Director will be under overall authority of the Board of Directors.
6. The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and other applicable regulations about the duties of directors.
7. The Whole Time Director shall adhere to the Company's Code of Business Conduct & Ethics.
8. The Whole Time Director is satisfying all the conditions of Schedule V of the Companies Act, 2013 and conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
9. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Arun Barik, under Section 190 of the Act.

III. Profile:

Arun Barik possesses over 32 years of work experience in the alcohol industry, having worked with names like Shaw & Wallace and Co, BDA Ltd, Seagram – Pernod Ricard India and Mason and Summers Alcobev Pvt. Ltd.

Arun joined Shaw & Wallace and Co's Liquor Division II as a trainee Blender in 1988 and rose to head the all-India Assignment of Blending, Quality, Project and Product Development. Over a span of 5 years, he worked on brands such as Officers Choice, Thousand Guineas, Calypso Rum, Class Whisky, and Mc Shaw Brandy.

He spent a year at BDA Ltd. before moving on to Seagram – Pernod Ricard India for a period of 9 years.

Part of the Seagram founding team, Arun joined in 1994 as a Manufacturing Manager and set up the first manufacturing outlet at Duarala. He worked on the international product development of Blenders Pride, Royal Stag, Oaken Glow and Imperial Blue, alongside the local launches of international brands like Hundred Piper, Passport, Something Special Scotch and Seagram Extra Dry Gin.

As a second project, he worked towards establishing an integrated state-of-the-art Grain Distillery Blending and Bottling R&D Centre in 1998. He additionally introduced integrated risk management by ensuring that the project adhered to ISO 9001, ISO 14001, and OSHAS 18000 and HACCP standards in collaboration with Zurich Risk Engineering, to get the project certified under 4 standards.

He was also part of the founding team and head of manufacturing at Mason and Summers Alcobev Pvt. Ltd., where he was instrumental to international collaboration for the introduction of the first ever locally bottled Single Malt – Glen Drummond in three variants.

Arun joined ABD in February 2009 and presently serves as Executive Director of the Company. He is a master blender who is responsible for curation and refinement of product blends.

He possesses a B.Sc. Degree from Utkal University.

IV. Disclosures as per Schedule V of the Companies Act, 2013:

Sr. No.	Particulars	Disclosures										
I	General information:											
1	Nature of industry	Alcoholic Beverages										
2	Date or expected date of commencement of commercial production	Existing Company										
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable										
4	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th>Particulars for FY 2023-24</th> <th>Amount in (INR Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Gross Turnover & Other Income</td> <td>7,66,857.03</td> </tr> <tr> <td>Net Profit as per statement of P&L (After tax)</td> <td>671.57</td> </tr> <tr> <td>Computation of Net Profit in accordance with Section 198 of the Act</td> <td>4,594.23</td> </tr> <tr> <td>Net Worth</td> <td>43,006.99</td> </tr> </tbody> </table>	Particulars for FY 2023-24	Amount in (INR Lakhs)	Gross Turnover & Other Income	7,66,857.03	Net Profit as per statement of P&L (After tax)	671.57	Computation of Net Profit in accordance with Section 198 of the Act	4,594.23	Net Worth	43,006.99
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Net Profit as per statement of P&L (After tax)	671.57											
Computation of Net Profit in accordance with Section 198 of the Act	4,594.23											
Net Worth	43,006.99											
5	Foreign investments or collaborations, if any.	Not Applicable										
II	Information about the Director:											
1	Background details	Arun Barik possesses over 32 years of work experience in the alcobev industry, having worked										

		with names like Shaw & Wallace and Co, BDA Ltd, Seagram – Pernod Ricard India and Mason and Summers Alcobev Pvt. Ltd. Over a period of 7 years, he worked on brands such as Officers Choice, Thousand Guineas, Calypso Rum, Class Whisky, and Mc Shaw Brandy.
2	Past remuneration	Mr. Arun Barik was paid INR. 1,81,60,000/-during fiscal year 2023-24
3	Recognition or awards	NA
4	Job profile and his suitability	In view of the vast industry experience possessed by Mr. Arun Barik, he is best positioned to be the Whole Time Director of the Company.
5	Remuneration proposed	As per the details given in Resolution under item no. 5 of this Postal Ballot Notice.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Arun Barik, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior-level counterpart(s) in other companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	No pecuniary relationship other than the remuneration as stated above.
III	Other information:	
1	Reasons of loss or inadequate profits	The Company has been consistently making profits, but are inadequate in terms of section 197, 198 of the Companies Act, 2013 read with the Rules made thereunder.
2	Steps taken or proposed to be taken for improvement	Various measures are being undertaken for cost reduction and improvement in the business.
3	Expected increase in productivity and profits in measurable terms	The initiatives that are being taken will start showing results in the near future and are expected to result in an improvement in the performance of the Company.

V. Disclosures as per Secretarial Standard – 2:

Sr. No.	Particulars	Disclosures
1	Age	62
2	Profile Including Qualification & Experience	Give above at point II
3	Date of first Appointment	09/08/2022
4	Shareholding in Company	689
5	Relationship with other Directors/ KMP	Nil
6	Other Directorship/ partnership	<u>Directorship:</u> 1) Chitwan Blenders & Bottlers Private Limited 2) Sarthak Blenders & Bottlers Private Limited 3) Borank Enterprises Private Limited 4) Karbon Enterprises Private Limited 5) Krabon Enterprises Private Limited 6) Allied Blenders and Distillers (UK) Limited <u>Partnership:</u> 1) Minakshi Agro Industries LLP 2) Allied Blenders and Distillers Maharashtra LLP
7	Member/ Chairmanship of Committees of other Boards	Nil
8	Terms and conditions of appointment	As disclosed at the point no I & II above and as per resolution passed at item no.5 of this notice.
9	Remuneration paid or last drawn, if any	INR. 1,81,60,000/-
10	The number of Meetings of the Board attended during the year	7

VI. Other Disclosures:

1	All elements of the remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of the Director	Refer to the disclosures mentioned at point I above and as disclosed in resolution no.5 of this notice which include the elements of remuneration package such as salary, benefits, bonuses, stock options, if any, etc.
2	Details of fixed component, and performance linked incentives along with the performance criteria	
3	Service contracts, notice period, severance fees; and	
4	Stock option details, if any, and whether the same has been issued at a discount	

	as well as the period over which accrued and over which exercisable	
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Save and except Mr. Arun Barik, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Registered Office:

394-C Lamington Chambers Lamington Road, Mumbai City-400004, Maharashtra, India.

CIN: L15511MH2008PLC187368

E-mail: complianceofficer@abdindia.com

Date: 29th January, 2025

By Order of the Board of Directors
For Allied Blenders and Distillers Limited

Sd/-
Ritesh Shah
Company Secretary and Compliance Officer
Membership No. ACS 14037