



## Allied Blenders and Distillers

### Allied Blenders and Distillers Limited

CIN No: L15511MH2008PLC187368

**Corporate Office:** Ashford Centre, 3<sup>rd</sup> and 4<sup>th</sup> floor, Shankarrao Naram Marg, Lower Parel (W), Mumbai - 400013. T.: +91 22 4300 1111

Email : [info@abdindia.com](mailto:info@abdindia.com)

**Registered Office:** 394/C, Ground Floor, Lamington Chambers, Lamington Road, Mumbai - 400004, India. T.: +91-22 6777 9777. F.: + 91-22 67779725 Website: [www.abdindia.com](http://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
Thursday, November 14, 2024	Friday, December 13, 2024

**Dear Member(s),**

**NOTICE** is hereby given to transact the business 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 October 29, 2024 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](mailto: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**, November 8, 2024 (“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 Thursday, November 14, 2024 at 9:00 A.M. India Standard Time (IST) and concludes on Friday, December 13, 2024 at 5:00 P.M. India Standard Time (IST), both days inclusive. Members are requested to record their Assent or Dissent on the resolution set out in this Postal Ballot Notice through remote e-voting only not later than 5:00 P.M. IST on December 13, 2024 after which the remote e-voting facility shall be disabled by NSDL, and voting shall not be allowed beyond 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 December 17, 2024. Additionally, the Scrutinizers Report along with the Voting Results will be uploaded on the Company’s website [www.abdindia.com](http://www.abdindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Resolutions if passed by requisite majority, shall be deemed to have been passed on December 13, 2024, being the last day of remote e-voting.

**SPECIAL BUSINESS:**

**1. APPOINTMENT OF MR. NASSER MUKHTAR MUNJEE (DIN: 00010180) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152,160 and 161 read with Schedule IV, and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Regulation 16(1)(b), 17 & 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and such other approval(s), consent(s) or permission(s), as may be required, and on the basis of recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Nasser Mukhtar Munjee (DIN: 00010180) who was appointed as an Additional Director (Non-executive, Independent) at its meeting held on October 11, 2024 in the capacity of Non-Executive Independent Director with effect from October 11, 2024 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from October 11, 2024 upto October 10, 2029, also he shall be entitled for applicable sitting fees and shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** any Director or Mr. Ritesh Shah , Company Secretary be and are hereby severally authorized to sign and submit all relevant e-forms, documents in respect of the aforesaid appointment with the Registrar of Companies and to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution 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:** October 29, 2024

**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 resolution 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 November 8, 2024, (“**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 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/](http://www.abdindia.com/), websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com), and National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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 November 8, 2024, being the cut-off date fixed for the purpose. In 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 Thursday, November 14, 2024 **9:00 A.M.** India Standard Time (IST) and concludes on Friday, December 13, 2024 **5 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 December 17, 2024.
10. Resolution 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 December 13, 2024 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@abndindia.com](mailto:complianceofficer@abndindia.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](http://www.evoting.nsdl.com) or send a request to NSDL at e-mail ID: [evoting@nsdl.com](mailto: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 17<sup>th</sup> May 2023 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26<sup>th</sup> September 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"); and
  - b. 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 16<sup>th</sup> March, 2023 to M/s Link 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 17<sup>th</sup> May, 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](http://www.abdindia.com) and on the website of the Company's RTA, M/s. Link Intime India Private Limited at <https://web.linkintime.co.in/KYC-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](http://www.abdindia.com) or from the website of the Company's RTA, M/s. Link Intime India Private Limited at <https://web.linkintime.co.in/KYC-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 Link 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 11<sup>th</sup> 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/](http://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](http://www.evoting.nsdl.com) or send a request to Mr. Abhijeet Gunjal, NSDL at email id: [evoting@nsdl.com](mailto: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 9<sup>th</sup> 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"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting</p>



	link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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'.
  - (ii) 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:
  - a) 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Abhijeet Gunjal at [evoting@nsdl.com](mailto: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@abndindia.com](mailto:complianceofficer@abndindia.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@abndindia.com](mailto:complianceofficer@abndindia.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](mailto: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 PURSUANT TO SECTIONS 102 OF THE COMPANIES  
ACT, 2013 ("ACT")**

**Item No. 1**

The members may kindly note that pursuant to the provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations") and based on recommendation of Nomination and Remuneration Committee (NRC) of the Company, the Board of Directors at its meeting held on October 11, 2024, has approved the appointment of Mr. Nasser Mukhtar Munjee (DIN: 00010180) as a Director in the capacity of Non-Executive Independent Director of the Company, not liable to retire by rotation, effective from October 11, 2024, to fill the vacancy caused by the resignation of Vinaykant Tanna, Non-executive, Independent Director w.e.f. October 10, 2024

Mr. Nasser Mukhtar Munjee (DIN: 00010180) holds a master's degree in economics from the London School of Economics. He held various positions, including executive director, at HDFC for over 20 years. He was the managing director of IDFC. Currently, Mr. Nasser Mukhtar Munjee (DIN: 00010180) is the chairman of DCB Bank Limited. He is also on the boards of various multinational companies like Cummins India Limited, The Indian Hotels Company Limited, Tata Motors Finance Limited, etc. Mr. Nasser Mukhtar Munjee (DIN: 00010180) has deep interest in rural development, housing finance, urban issues, infrastructure and humanitarian causes. He was a technical advisor to the World Bank's Public Private Partnership Infrastructure and Advisory Fund. Mr. Nasser Mukhtar Munjee (DIN: 00010180) was adjudged best Independent Director by the Asian centre for Corporate Governance and Sustainability. He was also awarded the Indian Business Leader of the year 2014 by Horasis in Switzerland.

The Nomination and Remuneration Committee ('NRC') has considered his knowledge, qualifications, skills, deep understating of governance & processes, expertise and deep interest in rural development, housing finance, urban issues, infrastructure and humanitarian causes , which aligns with the Company's strategic interests, and recommended to the Board, appointment of Mr. Nasser Mukhtar Munjee (DIN: 00010180) as an independent director, not liable to retire by rotation, for a term of five years effective from October 11, 2024, to October 10, 2029.

The Company has received (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Rules"), (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sections 164(1) and 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and qualifies for being appointed as a Non-Executive Independent Director of the Company.

Mr. Nasser Mukhtar Munjee (DIN: 00010180) shall be entitled to receive sitting fees for attending each meeting of the Board and any committees thereof as detailed in the letter of appointment to be issued to them on their appointment as may be determined by the Board from time to time.

The resolution seeks the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV thereto and the Rules made thereunder, and in terms of Regulation 17 read with Regulation 25 (2A) of SEBI Listing Regulations for appointment of Mr. Nasser Mukhtar Munjee (DIN: 00010180) as a Non-Executive Independent Director of the Company, who shall not be liable to retire by rotation, for a period commencing from October 11, 2024 upto October 10, 2029.

In the opinion of the Board, Mr. Nasser Mukhtar Munjee (DIN: 00010180) is a person of integrity, possesses appropriate skills, experience and knowledge and fulfils the conditions specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and is independent of the Management of the Company. The Board is of the view that the association of Mr. Nasser Mukhtar Munjee (DIN: 00010180) would benefit the Company and support the Board in discharging its responsibility, functions, and duties effectively.

A Copy of the draft letter of appointment of Non-Executive Independent Director setting out terms and conditions, would be available for inspection at the 'Investor Relations' section of the website of the Company.

Brief resume of Mr. Munjee nature of his expertise in specific functional areas and names of companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36(3) of SEBI Listing Regulations and the SS-2 issued by the ICSI has been annexed and forms part of this notice, are provided in "Annexure A" to the Notice of Postal Ballot.

In the opinion of the Board of Directors, Mr. Nasser Mukhtar Munjee (DIN: 00010180) is eligible to be appointed as an Independent Director for a term of 5 (five) consecutive years and fulfils the conditions specified in the Act and SEBI Listing Regulations for his appointment as an Independent Director of the Company and is independent of the Management.

Further, Mr. Nasser Mukhtar Munjee (DIN: 00010180) has declared that he is not debarred from accessing capital markets and/or restrained from holding any position/office of director in a Company pursuant to order of SEBI or any other such authority.

Except, Mr. Nasser Mukhtar Munjee (DIN: 00010180), being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

The Board of Directors recommends the resolution as set out in item no.1 in this notice for approval of the Members by way of a Special Resolution.

**Registered Office:**

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

**CIN:** L15511MH2008PLC187368

**E-mail:** complianceofficer@abdindia.com

**Date:** October 29, 2024

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



**Annexure A: Brief Resume of Director's seeking appointment.**

Details of Directors seeking appointment and re-appointment at the Postal Ballot pursuant to the provisions of (i) Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India and are provided herein below:

Name of the Director	Mr. Nasser Mukhtar Munjee
DIN	00010180
Category	Non-executive, Independent
Date of Birth	18-11-1952
PAN	AAFPM7588N
Age	72 years
Nationality	Indian
Date of appointment	October 11, 2024
Qualifications	BSc. and MSc. (Economics) from London School of Economics, United Kingdom
Nature of Expertise in specific functional areas	Accountancy & Audit, Economics, Finance, Banking, Agriculture and the Rural Economy
Experience	More than 40 years
Inter-se relationships with directors and key managerial personnel	N.A.
Details of Board Meetings attended during the year	October 29, 2024
Term and Condition of Re appointment along with Remuneration	N.A.
Remuneration last drawn (including sitting fees)	N.A.
Membership of Committee of Allied Blenders and Distillers Limited	1. Chairman of Stakeholder Relationship Committee 2. Member of Risk Management Committee
Directorship held in other entities	1. The Indian Hotels Company Limited 2. TMF Holdings Limited 3. Indian Institute for Human Settlements 4. MMTC - Pamp India Private Limited

	<p>5. DCB Bank Limited</p> <p>6. TMF Business Services Limited(Formerly known as 'TATA Motors Finance Limited')</p> <p>7. Anushkaa Foundation for Eliminating Clubfoot</p> <p>8. AGA Khan Rural Support Programme (India)</p>
Chairman/Member of the Committee of Directors of other Public Limited Companies in which he/she is a director	<p>1. The Indian Hotels Company Limited</p> <ul style="list-style-type: none"> <li>• Chairman of Audit Committee</li> <li>• Chairman of Risk Management Committee</li> <li>• Member of Corporate Social Responsibility Committee</li> </ul> <p>2. TMF Holdings Limited</p> <ul style="list-style-type: none"> <li>• Member of Nomination and Remuneration Committee</li> <li>• Chairman of Stakeholders Relationship Committee</li> <li>• Chairman of Corporate Social Responsibility Committee</li> </ul> <p>3. DCB Bank Limited</p> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> <li>• Chairman of Corporate Social Responsibility Committee</li> </ul> <p>4. TMF Business Services Limited (formerly Tata Motors Finance Limited)</p> <ul style="list-style-type: none"> <li>• Member of Nomination and Remuneration Committee</li> <li>• Chairman of Corporate Social Responsibility Committee</li> </ul>
No of Shares held in the Company	Nil
Shareholding in the Company of the spouse and immediate relatives of the Director	Nil
Remuneration proposed to be paid	Nil