



AURANGABAD DISTILLERY LIMITED

Notice of 20th Annual General Meeting

NOTICE is hereby given that the 20th Annual General Meeting (the "AGM") of the Members of Aurangabad Distillery Limited will be held on Tuesday, 29th September, 2020 at 1.00 P.M. at A/P Walchandnagar, Tal. Indapur, Pune 413114, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on 31st March 2020 together with the Report of Board of Directors and Report of Auditors thereon.
2. To appoint Mr. Dharampal Kimatram Kalani (DIN: 00041021), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mr. Tanaji Haribhau Yadav (DIN: 07989992), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. DILIP SHRINIWAS MUTALIK (DIN: 08846014) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, read with Schedule IV to the Companies Act, 2013 (the Act), Mr. Dilip Shrinivas Mutalik, (DIN: 08846014) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th August 2020 and who holds office until the date of ensuing Annual General Meeting in terms of Section 161 of the Act and has submitted declaration that he meets the criteria for independence as provided under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of (5) consecutive years with effect from 24th August 2020"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

5. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To consider and if thought fit to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, approval of members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan to Satyam Spirits Private Limited, being entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to sub-section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 25.00 Crore (Rupees Twenty Five Crore Only) per annum.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and decide from time to time, the terms and conditions, execute necessary documents, papers, agreements, etc. for the aforesaid grant of loans or issue of corporate guarantee or providing security to Satyam Spirits Private Limited and to do all such acts, deeds and things and to give such directions as may be necessary or expedient in its absolute discretion as it deems fit and to settle any question, difficulty that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or any other Officer in this regard.”

6. RATIFICATION OF REMUNERATION PAYABLE TO M/S. DARGAD AND ASSOCIATES., APPOINTED AS COST AUDITORS OF THE COMPANY FOR F.Y. 2020-21

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Dargad and Associates, Cost Accountants (Firm Registration No. 003482) appointed as Cost Auditors by the Board of Directors of the Company, be paid a remuneration of Rs.50,000/- (Rupees fifty thousand only) for the financial year ending March 31, 2021.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

By Order of the Board
For Aurangabad Distillery Limited

Amardeepsingh Sethi
Chairman & Whole time Director
DIN: 00097644

Date: 24/08/2020
Place: Aurangabad

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed.
2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Members and Transfer Books of the Company will be closed from 22nd September 2020 to 29th September 2020 (both days inclusive).
5. Duly completed and signed Ballot Forms should reach the Scrutinizer before the AGM date. Alternatively, the Ballot form can also be deposited in the box to be made available at the venue during the AGM. The Ballot Forms received after the AGM date shall be strictly treated as if the reply from the Member has not been received.
6. The Notice of the AGM along with the Annual Report of financial year 2019-20 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Private Limited/Depositories.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. Route Map showing directions to reach to the venue of the 20th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting."

**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

As required under provisions of Section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice:

Item No. 4

Mr. Dilip Shriniwas Mutalik, (DIN: 08846014) who was appointed as an Additional Independent Director on recommendation of the Nomination & Remuneration Committee of the Board w.e.f. 24th August 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act), can hold office up to the close of this annual general meeting and is eligible for appointment. He is acting as an Independent Director of the Company. In order to comply with the provisions of Section 149(4), (10) and (11) and 152 of the Companies Act 2013, read with the Rules of the said Act, it has been proposed to appoint Mr. Dilip Shriniwas Mutalik, (DIN: 08846014) as an Independent Director for a consecutive period of 5 years w.e.f. 24th August 2020.

The Company has received a declaration of independence from Mr. Dilip Shriniwas Mutalik. In the opinion of the Board, Mr. Dilip Shriniwas Mutalik fulfils the conditions specified in the Companies Act, 2013.

Except Mr. Dilip Shriniwas Mutalik, no other Director or Key Managerial Personnel or their relatives is directly or indirectly, concerned or interested, financial or otherwise, in the proposed resolution.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board recommends the resolution set forth at Item No.4 of this Notice for approval of the Members.

Item No. 5

M/s. Satyam Spirits Private Limited is in the business of trading of beer and Indian made Foreign Liquor (IMFL). They may require funds for its principal business activities. Accordingly, in order to meet these funding requirements and ensure necessary compliances of the provisions of the Act, the Board of Directors hereby proposes to grant loans or provide guarantee/security to the said Company upto an aggregate amount of Rs. 25.00 Crore (Rupees Twenty Five Crore Only).

In view of the amendments to Section 185 of the Act, vide the Companies (Amendment) Act, 2017, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any private company of which any such Director is a director or member, without the prior approval of the Shareholders by means of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Amardeepsingh Sethi, Mrs. Jagjitkaur Sethi, Mr. Ratansingh Sethi, Mrs. Baljitkaur Sethi, Mr.

Hirasingh Sethi, Mrs. Ramanjitkaur Sethi and Mrs. Memkur Sethi are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

The Board recommends the resolution at Item No. 5 of this Notice for approval of Members.

Item No. 6

The Board of Directors, on recommendation of the Audit Committee, have appointed M/s. Dargad and Associates., Cost Accountants (Firm Registration No. 003482), as the Cost Auditors for audit of cost accounting records of the Company for the financial year ended 31st March 2021, at a remuneration amount of Rs. 50,000/- (Rupees Fifty Thousand Only) excluding reimbursement of out of pocket expenses and applicable tax. In terms of provisions of Section 148 of the Companies Act, 2013, Members' ratification is required for remuneration payable to the Cost Auditor.

None of the Directors or Key Managerial Personnel or their relatives are in anyway concerned or interested in the above resolution.

Therefore, consent of the Members of the Company is sought for passing of an Ordinary Resolution as set out at Item No. 6 by the Board.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Profile of directors and additional information as required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; Clause 1.2.5 of Secretarial Standards-2 on General Meetings, for director seeking re-appointment are as under.

Name of the Director	Mr. Dharampal Kimatram Kalani	Mr. Tanaji Haribhau Yadav	Mr. Dilip Shrinivas Mutalik
DIN	00041021	07989992	08846014
Age	43 Years	66 Years	53 Years
Date of Birth	06/04/1977	01/06/1954	11/04/1967
Date of the first appointment at the Board	15/06/2007	13/11/2017	24/08/2020
Qualification	B.E., M.B.A.	B.SC and Diploma in Science and Diploma in Labour Laws & Labour Welfare	B.S.L., L.L.B
Experience	+17	+45	+20
Expertise	Expertise in the field of Distillery Industries.	Wide experience in the area of regulatory and governance matter.	Rich expertise in overseeing and managing a gamut of legal matters affairs and providing legal advisory services on all types of matters across India.
Relationship between Directors inter-se	Brother of Mr. Kanyalal Kalani	No relation	No relation
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	NA	NA	NA
Shareholding	10,62,000	4,000	NIL

ROUTE MAP OF VENUE OF ANNUAL GENERAL MEETING

