



Registered Office: Gat No 45/2, 47/2, 48/2, and 50/2, Rangaon (Ranmodwadi) Walchandnagar, Indapur, Pune 413114
CIN: L55000PN2000PLC177314 **Email ID:** csaurangabaddistillery@gmail.com **Tel No:** +91-02118-252507
Web Site - www.aurangabaddistillery.com

AURANGABAD DISTILLERY LIMITED

NOTICE OF 21ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 21st Annual General Meeting (the "AGM") of the Members of Aurangabad Distillery Limited will be held on Thursday, 30th September, 2021 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 2021 together with the Report of Board of Directors and Report of Auditors thereon.
2. To appoint Mrs. Jagjitkaur Amardeepsingh Sethi (DIN: 01825035), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Mr. Karan Vallabh Yadav (DIN: 07587347), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To re-appoint Mr. Dharampal Kimatram Kalani (DIN: 00041021) as a Managing Director

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

"RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of if any, of the Companies Act, 2013 ("The Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof or the time being) and subject to approval of members consent of the Board be and is hereby accorded for re appointment of Mr. Dharampal Kimatram Kalani (DIN:00041021) as the Managing Director of the Company for a period of 5 (five) years commencing from 13th June 2021 to 12th June 2026."

"RESOLVED FURHTER THAT a remuneration up to Rs.2,00,000 (Rupees Two Lakhs only) per month including all the perquisites and benefits if any, paid to Mr. Dharampal Kimatram Kalani, except the perquisites falling outside the purview of the ceiling limit of remuneration as per applicable provisions of Schedule V of the Act, be allowed to Mr. Dharampal Kimatram Kalani and in the event of inadequacy of profits the Board shall be authorized to adjust the above remuneration in accordance with the provisions of Schedule V of the Act,



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however, in the event of inadequacy of profits the remuneration so paid shall be subject to review after the expiry of such period of 5 (Five) years”.

“RESOLVED FURTHER THAT any of the Director of the Company be authorized to give effect to this resolution and to do all the acts, deeds, matters and things as may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and-execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient and to digitally sign all the e Forms required to be filed with Registrar of Companies, Pune.”

“RESOLVED FURTHER THAT any Director/s and/or Company Secretary of the Company be and is/are hereby authorized to give certified true copy of this resolution whenever required.”

The material terms of remuneration are given below: -

Salary, Allowances and Commission (hereinafter referred to as “Managerial Remuneration”):

- Salary not exceeding Rs. 2,00,000/- per month, be given to Mr. Dharampal Kimatram Kalani.
- The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.
- Subject to the superintendence, control and direction of the Board of Directors, Mr. Dharampal Kimatram Kalani shall manage and conduct the business and affairs of the Company.

5. To re-appoint Mr. Amardeepsingh Triloksingh Sethi (DIN: 00097644) As A Whole-Time Director

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

“RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of if any, of the Companies Act, 2013 (“The Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof or the time being) and subject to approval of members consent of the Board be and is hereby accorded for reappointment of Mr. Amardeepsingh Sethi (DIN: 00097644) as Whole Time Director of the Company for a period of 5 (five) years commencing from 13th June 2021 to 12th June 2026”.

“RESOLVED FURHTER THAT a remuneration upto Rs.2,00,000 (Rupees Two Lakhs only) per month including all the perquisites and benefits if any, paid to Mr. Amardeepsingh Sethi, except the perquisites falling outside the purview of the ceiling limit of remuneration as per applicable provisions of Schedule V of the Act, be allowed to Mr. Amardeepsingh Sethi and in the event of inadequacy of profits the Board shall be authorized to adjust the above remuneration in accordance with the provisions of Schedule V of the Act, however, in the event of inadequacy of profits the remuneration so paid shall be subject to review after the expiry of such period of 5 (Five) years”.



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"RESOLVED FURTHER THAT any of the Director of the Company be authorized to give effect to this resolution and to do all the acts, deeds, matters and things as may in his absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and-execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient and to digitally sign all the e Forms required to be filed with Registrar of Companies, Pune."

"RESOLVED FURTHER THAT any Director/s and/or Company Secretary of the Company be and is/are hereby authorized to give certified true copy of this resolution whenever required."

The material terms of remuneration are given below: -

Salary, Allowances and Commission (hereinafter referred to as "Managerial Remuneration"):

- Salary not exceeding Rs. 2,00,000/- per month, be given to Mr. Amardeepsingh Sethi.
- The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.
- Subject to the superintendence, control and direction of the Board of Directors, Mr. Amardeepsingh Sethi shall manage and conduct the business and affairs of the Company.

6. To re-appoint Mr. Karan Vallabh Yadav (DIN: 07587347) as a Whole-Time Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, the consent of the members be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Karan Yadav (DIN:07587347) as the Whole-Time Director the Company, liable to retire by rotation, for a period of three years from 1st September 2021 to 31st August 2024 and payment of remuneration for the aforesaid period, on terms and conditions as set out hereunder:

Remuneration: Rs. 50,000/- per month including all the perquisites and benefits, if any.

"RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and is hereby authorised to take such steps and do all such acts, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

7. To re-appoint Mr. Tanaji Haribhau Yadav (DIN: 07989992) as a Whole-Time Director

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



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“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, the consent of the members be and is hereby accorded for the re-appointment and payment of remuneration to Mr. Tanaji Haribhau Yadav (DIN:07989992) as the Whole-time Director of the Company, liable to retire by rotation, for a period of three years from 1st September, 2021 to 31st August 2024 and payment of remuneration for the aforesaid period, on terms and conditions as set out hereunder:

Remuneration: Rs. 50,000/- per month including all the perquisites and benefits, if any.

“RESOLVED FURTHER THAT the Board of Directors or Company Secretary be and is hereby authorised to take such steps and do all such acts, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

8. To consider re-appointment of Mr. Prakash Madhavrao Sawant (DIN: 07618451) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of members of the Company be and is hereby accorded for reappointment of Mr. Prakash Madhavrao Sawant (DIN:07618451), as an Independent Director of the Company to hold the office for a period of five [5] years from 19th September 2021 to 18th September 2026 (both days inclusive), subject to Mr. Prakash Madhavrao Sawant (DIN: 07618451) satisfying the criteria of independence in terms of the Companies Act, 2013, Rules made there under and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Mr. Prakash Madhavrao Sawant shall not be entitled to any stock option and may receive remuneration by way of fee provided under sub-section (5) of section 197 of the Companies Act, 2013 and reimbursement of expenses for participation in the Board and other meetings, and profit related commission as may be approved by the members.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign and file necessary e-Forms with respect to this re-appointment with Registrar of Companies, Pune.”

“RESOLVED FURTHER THAT any Director of the Company/Company Secretary be and is hereby authorized to give true copy of this resolution whenever required and to do such other acts, deeds and things as may be required to give effect to aforesaid resolution.”



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9. Ratification of remuneration payable to M/S. Dargad & Associates., Cost Auditors of the Company for the Financial Year 2021-22.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the members of the Company hereby approves the aggregate remuneration of Rs.50,000/- plus applicable taxes and out of pocket expenses, as recommended by the Audit Committee and approved by the Board of the Company, payable to M/s. Dargad & Associates, Cost Accountants (Firm Registration No. 003482) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of construction division of the Company for the financial year ending March 31, 2021, be and is hereby ratified."

For Aurangabad Distillery Limited

Amardeepsingh Sethi
Chairman & Whole time Director
DIN: 00097644

Date: 7th September 2021
Place: Aurangabad



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NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and to vote only on a poll instead of himself / herself and such proxy need not be a member of the company. A proxy form in order to be effective shall be deposited at the corporate office of the company not less than 48 hours before the meeting.
2. Members / Proxies should bring the attendance slip duly filled in for attending the Annual General Meeting. Corporate members are requested to send certified true copy of the board resolution authorizing their representative.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 9 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.
4. 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 Annual General Meeting.
5. 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.
6. The Register of Members and Transfer Books of the Company will be closed from 23rd September 2021 to 30th September 2021 both days inclusive.
7. Duly completed and signed Ballot Forms shall 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.
8. The Notice of the AGM along with the Annual Report of Financial Year 2020-21 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.
9. 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.
10. Route Map showing directions to reach to the venue of the 21st AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting."



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**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 9 of the accompanying Notice:

Item No. 4

Board of Directors in its meeting held on 30th June 2021, has approved the re-appointment of Mr. Dharampal Kalani (DIN: 00041021) as the Managing Director of the Company a further period of five years. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company.

Mr. Dharampal Kimatram Kalani (DIN: 00041021) is not disqualified from being re-appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as a Managing Director of the Company. He satisfies all the conditions as set out in Section 196 (3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for re-appointment.

A brief profile of Mr. Dharampal Kimatram Kalani (DIN: 00041021) is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of the Company Secretaries of India.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to Mr. Dharampal Kimatram Kalani (DIN: 00041021) as a Managing Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

Broad Particulars of the terms of re-appointment of and remuneration payable to Mr. Dharampal Kimatram Kalani (DIN: 00041021) are as under:

(a) Salary;

Basic Salary: Rs. 2,00,000/- per month;

(b) Perquisites and Allowances:

- i. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable, statutory contribution to retirement funds and encashment of leave, as per the rules of the company, shall be in addition to the basic salary mentioned under (a) above, and as per the limits prescribed under the applicable laws of the Country.



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- ii. The Managing Director shall be entitled to perquisites for a maximum sum of (amount) per annum, which includes rent free accommodation (furnished or otherwise) for self with family or house rent allowance in lieu thereof, company car with chauffer, house maintenance allowance together with reimbursement of expenses and /or allowances for telephone at residence/cellular phones, utilization of gas, electricity, water, furnishing and repairs, club membership fees, medical assistance coverage, leave travel concession For self and family including dependents and other benefits /allowances in accordance with scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits.

(c) Reimbursement of Expenses:

The Managing Director Shall be reimbursed at actuals for all the expenses incurred by him for travelling, boarding and lodging including for his spouse and attendant(s) during business trips conducted on behalf of the company. These reimbursement of expenses will not be included in the calculation of the remuneration or prerequisites of the Managing Director.

(d) Bonus/ Employee Stocks Options:

The Managing Director shall be paid Performance linked Bonus in each financial year, based on the performance parameters as may be determined by the Board of Director or any of its Committee. These Bonuses shall not be considered as part of prerequisites under (a) above.

The Managing Director may be granted employees stock options from time to time, which shall not be considered as a part of prerequisites under (a) above.

(e) Minimum Remuneration:

In the in the event of loss or inadequacy of profits in any financial year, during the currency of the terms of the Managing Director, the company will pay remuneration to the Managing Director, within the maximum ceiling per annum as per Section II Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the company.



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(f) Commission on Profits:

The Managing Director may be paid during a financial year Commission on profits for that year at a rate as may be determined by the Board of Directors or its Committees. Such Commission on profits shall be included in the calculation for the aggregate remuneration payable to the Managing Director and the Whole-Time Director in the financial year by way of salary, salary, perquisites and allowances, incentive/bonus/performance linked incentive, remuneration based on the profits, etc. which shall not exceed in the aggregate one percent of the net profits of the Company in that financial year as computed in the manner laid down in the section 198 of the Companies Act, 2013 Including any statutory modification(s) or re-enactment(s) thereof.

Mr. Dharampal Kimatram Kalani (DIN: 00041021), Managing Director holds 10,62,000 Equity Shares of the face value of rupees 10/- each in the company, which amount to 12.95 % of the total number of equity shares of the Company.

Mr. Dharampal Kimatram Kalani (DIN: 00041021), Managing Director has been associated with the company for the last 14 years and has contributed a great value in the growth and success of the company with his rich expertise in the in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to reappoint him as the Managing Director.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of Mr. Dharampal Kimatram Kalani (DIN: 00041021) as the Managing Director of the company.

Save and except Mr. Dharampal Kimatram Kalani (DIN: 00041021), Managing Director, and their relatives to the extent of their shareholding interest, if any, in the company, none of other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

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



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Item No. 5

The Board of Directors of the Company, in its meeting held on 30th June 2021, has approved the re-appointment of Mr. Amardeepsingh Triloksingh Sethi (DIN: 00097644) as the Whole-Time Director of the Company a further period of five years. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company.

Mr. Amardeepsingh Triloksingh Sethi (DIN: 00097644) is not disqualified from being re-appointed as a Director or Whole-Time Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as a Whole-Time Director of the Company. He satisfies all the conditions as set out in Section 196 (3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for re-appointment.

A brief profile of Mr. Amardeepsingh Triloksingh Sethi (DIN: 00097644) is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of the Company Secretaries of India.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to Mr. Amardeepsingh Triloksingh Sethi (DIN: 00097644) as a Whole-Time Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

Broad Particulars of the terms of re-appointment of and remuneration payable to Mr. Amardeepsingh Triloksingh Sethi (DIN: 00097644) are as under:

(a) Salary;

Basic Salary: Rs. 2,00,000/- per month;

(b) Perquisites and Allowances:

- iii. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable, statutory contribution to retirement funds and encashment of leave, as per the rules of the company, shall be in addition to the basic salary mentioned under (a) above, and as per the limits prescribed under the applicable laws of the Country.
- iv. The Managing Director shall be entitled to perquisites for a maximum sum of (amount) per annum, which includes rent free accommodation (furnished or otherwise) for self with family or house rent allowance in lieu thereof, company car with chauffer, house maintenance allowance together with reimbursement of expenses and /or allowances for telephone at residence/cellular phones, utilization of gas, electricity, water, furnishing and repairs, club membership fees, medical assistance coverage, leave travel concession For self and family including dependents



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and other benefits /allowances in accordance with scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits.

(c) Reimbursement of Expenses:

The Whole-Time Director Shall be reimbursed at actuals for all the expenses incurred by him for travelling, boarding and lodging including for his spouse and attendant(s) during business trips conducted on behalf of the company. These reimbursement of expenses will not be included in the calculation of the remuneration or prerequisites of the Whole-Time Director.

(d) Bonus/ Employee Stocks Options:

The Whole-Time Director shall be paid Performance linked Bonus in each financial year, based on the performance parameters as may be determined by the Board of Director or any of its Committee. These Bonuses shall not be considered as part of prerequisites under (a) above.

The Whole-Time Director may be granted employees stock options from time to time, which shall not be considered as a part of prerequisites under (a) above.

(e) Minimum Remuneration:

In the in the event of loss or inadequacy of profits in any financial year, during the currency of the terms of the Whole-Time Director, the company will pay remuneration to the Whole-Time Director, within the maximum ceiling per annum as per Section II Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the company.

(f) Commission on Profits:

The Whole-Time Director may be paid during a financial year Commission on profits for that year at a rate as may be determined by the Board of Directors or its Committees. Such Commission on profits shall be included in the calculation for the aggregate remuneration payable to the Whole-Time Director and the Whole-Time Director in the financial year by way of salary, salary, perquisites and allowances, incentive/bonus/performance linked incentive, remuneration based on the profits, etc. which shall not exceed in the aggregate one percent of the net profits of the Company in that financial year as computed in the manner laid down in the section 198 of the Companies Act, 2013 Including any statutory modification(s) or re-enactment(s) thereof.

Mr. Amardeepsingh Triloksingh Sethi (DIN: 00097644), Whole-Time Director holds 5,97,000 Equity Shares of the face value of rupees 10/- each in the company, which amount to 7.28 % of the total number of equity shares of the Company.



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Mr. Amardeepsingh Triloksingh Sethi (DIN: 00097644), Whole-Time Director has been associated with the company for the last 5ss years and has contributed a great value in the growth and success of the company with his rich expertise in the in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to reappoint him as the Whole-Time Director.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of Mr. Amardeepsingh Triloksingh Sethi (DIN: 00097644) as the Whole-Time Director of the company.

Save and except Mr. Amardeepsingh Triloksingh Sethi (DIN: 00097644), Whole-Time Director, and their relatives to the extent of their shareholding interest, if any, in the company, none of other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

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

Item No. 6

The Board of Directors of the Company, in its meeting held on 7th September 2021, has approved the re-appointment of Mr. Karan Vallabh Yadav (DIN: 07587347) as the Whole-Time Director of the Company a further period of three years from 1st September, 2021 to 31st August 2024. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company.

Mr. Karan Vallabh Yadav (DIN: 07587347) is not disqualified from being re-appointed as a Director or Whole-Time Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as a Whole-Time Director of the Company. He satisfies all the conditions as set out in Section 196 (3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for re-appointment.

A brief profile of Mr. Karan Vallabh Yadav (DIN: 07587347) is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of the Company Secretaries of India.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to Mr. Karan Vallabh Yadav (DIN: 07587347) as a Whole-Time Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.



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Broad Particulars of the terms of re-appointment of and remuneration payable to Mr. Karan Vallabh Yadav (DIN: 07587347) are as under: Remuneration: Rs. 50,000/- per month including all the perquisites and benefits, if any.

Save and except Mr. Karan Vallabh Yadav (DIN: 07587347), Whole-Time Director, and their relatives to the extent of their shareholding interest, if any, in the company, none of other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution set out at Item No.6 for the approval of Members.

Item No. 7

The Board of Directors of the Company, in its meeting held on 7th September 2021, has approved the re-appointment of Mr. Tanaji Haribhau Yadav (DIN: 07989992) as the Whole-Time Director of the Company a further period of three years from 1st September, 2021 to 31st August 2021. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company.

Mr. Tanaji Haribhau Yadav (DIN: 07989992) is not disqualified from being re-appointed as a Director or Whole-Time Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as a Whole-Time Director of the Company. He satisfies all the conditions as set out in Section 196 (3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for re-appointment.

Mr. Tanaji Haribhau Yada (DIN: 07989992), Whole Time Director holds 4,000 Equity Shares of the face value of rupees 10/- each in the company, which amount to 0.05 % of the total number of equity shares of the Company.

A brief profile of Mr. Tanaji Haribhau Yadav (DIN: 07989992) is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of the Company Secretaries of India.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to Mr. Tanaji Haribhau Yadav (DIN: 07989992) as a Whole-Time Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

Broad Particulars of the terms of re-appointment of and remuneration payable to Mr. Tanaji Haribhau Yadav (DIN: 07989992) are as under: Remuneration: Rs. 50,000/- per month including all the perquisites and benefits, if any

Save and except Mr. Tanaji Haribhau Yadav (DIN: 07989992), Whole-Time Director, and their relatives to the extent of their shareholding interest, if any, in the company, none



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of other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution set out at Item No.7 for the approval of Members.

Item No. 8

The Board of Directors had received recommendation from the Nomination and Remuneration Committee regarding the re-appointment of Mr. Prakash Sawant (DIN: 07618451) as an Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. After considering the performance evaluation of Mr. Prakash Sawant, the Board of Directors at its meeting held on 7th September, 2021 recommended the re-appointment of Mr. Prakash Sawant as an Independent Director for the second term of 5 (Five) years with effect from 19th September 2021 up to 18th September 2026 (both days inclusive).

The Company has received from Mr. Prakash Sawant consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. The Resolution seeks the approval of members for the re-appointment of Mr. Prakash Sawant.

Pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation. In the opinion of the Board of Directors, Mr. Prakash Sawant who is proposed to be re-appointed, as an Independent Director, fulfil the conditions specified in the Companies Act, 2013 and the Rules made hereunder and he is independent.

The Board seeks approval of the members for the re-appointment of Mr. Prakash Sawant as an Independent Director of the Company.

The Board recommends the Special Resolution set out at Item No.8 for the approval of Members.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Prakash Sawant for whom the Resolution relates, are interested or concerned in the Resolution.



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Item No. 9

The Board of Directors, on recommendation of the Audit Committee have appointed M/s. Dargad & Associates., Cost Accountants (Firm Registration No. 003482), Cost Accountants, as the Cost Auditors for audit of cost accounting records of the Company for the financial year ended 31st March 2022, at a remuneration amounting to 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.

The Board commends the Special Resolution set out at Item No. 9 for the approval of Members.



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"ANNEXURE"

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 and Schedule V of the Companies Act, 2013, for director seeking appointment/ re-appointment are as under.

Name of the Director	Mr. Dharampal Kalani	Mr. Amardeepsingh Sethi
DIN	00041021	00097644
Date of Birth	06/04/1977	13/09/1972
Age	44	48
Qualifications	B.E., M.B.A.	Diploma in Chemical Engineering
Experience	+15	+20
Expertise	Expertise in the field of distillery industry.	Expertise in the field of distillery industry.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	As per Nomination and Remuneration Policy of the Company. Last remuneration drawn Rs. 2,00,000/- per month.	As per Nomination and Remuneration Policy of the Company. No remuneration drawn in previous year. Last remuneration drawn Rs. 2,00,000/- per month.
Date of first Appointment on the Board	15/07/2007	25/04/2016
Number of Meetings of the Board attended during the year	5 out of 5	5 out of 5
Shareholding in Company	10,62,000	5,97,000
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Brother of Mr. Kanyalal Kalani.	Husband of Mrs. Jagjitkaur Sethi.
List of Directorship/ Membership/ Chairmanship of Committees of other Board:	Kanuhira Finance Private Limited; Karan Liquors Private Limited; Kalani Packaging Industries Private Limited; Karan Distilleries Private Limited; Machpack Enterprises Private Limited; Karan Sugars Private Limited	Triloksons Resources Private Limited; Satyam spirits Private Limited; Metri spirits Private Limited



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Name of the Director	Mr. Karan Vallabh Yadav	Mr. Tanaji Haribhau Yadav
DIN	07587347	07989992
Date of Birth	25/05/1972	01/06/1954
Age	49	67
Qualifications	Diploma in Industrial Engineering & Export Management	B.sc and Diploma in Science and Diploma in Labour laws & Labour welfare
Experience	+20 Years	+45 Years
Expertise	Expertise in the field of distillery industry.	Expertise in the field of distillery industry.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	As per Nomination and Remuneration Policy of the Company. Last remuneration drawn Rs. 50,000/- per month.	As per Nomination and Remuneration Policy of the Company. No remuneration drawn in previous year. Last remuneration drawn Rs. 50,000/- per month.
Date of first Appointment on the Board	30/08/2016	13/11/2017
Number of Meetings of the Board attended during the year	5 out of 5	5 out of 5
Shareholding in Company	NIL	4,000
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA	NA
List of Directorship/ Membership/ Chairmanship of Committees of other Board:	None	None



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Name of the Director	Mr. Prakash Madhavro Sawant	Mrs. Jagjitkaur Amardeepsingh Sethi
DIN	07618451	01825035
Date of Birth	28/10/1949	22/06/1977
Age	71	44
Qualifications	Diploma In Dairy Technology	B.A.
Experience	+35 Years	+10 Years
Expertise	Expertise in the field of Dairy Technology.	-
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	As per Nomination and Remuneration Policy of the Company.	As per Nomination and Remuneration Policy of the Company. No remuneration drawn in previous year.
Date of first Appointment on the Board	19/09/2016	22/01/2008
Number of Meetings of the Board attended during the year	4 out of 5	4 out of 5
Shareholding in Company	NIL	5,25,000 Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA	Wife of Mr. Amardeepsingh Sethi
List of Directorship/ Membership/ Chairmanship of Committees of other Board:	None	Satyam Spirits Private Limited



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The statement containing additional information as required in Schedule V of Companies Act, 2013:-

I. GENERAL INFORMATION:

Nature of industry:	The Company is engaged in the business of manufacturing of Rectified Spirit, Denatured Spirit and Extra Neutral Alcohol.
Date or expected date of commencement of commercial production:	N.A.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	N.A.
Financial performance based on given indicators:	The Company generated revenue of Rs. 70,04,04,895/- during the current year financial year 2020-21 as against revenue of Rs. 56,42,21,146/- generated in the preceding financial year 2019-20. The operations of the Company have resulted into post tax profit of Rs. 3,06,64,489/- against post tax profit of Rs. 4,11,18,758/- in the preceding year.
Foreign investments or collaborations:	N.A.

II. INFORMATION ABOUT THE APPOINTEE:

A. Dharampal Kalani

- a. Background details:** Mr. Dharampal Kalani, aged 44 years, holds Bachelor of Engineering and Master of Business Administration. He has been associated with our company from 2007 and has been re designated as Managing Director on June 13, 2016. He has more than 15 years of experience in handling Distillery Industry. He looks after overall management and operations of the Company. Under his guidance our Company has witnessed continuous growth. He manages the day-to-day affairs of the Company and is responsible for business policies, strategic decisions, business development etc. As a strategic planner with a hands-on approach, he has been instrumental in the growth of the Company to this level. He looks after overall management and operations of the Company. Under his guidance our Company has witnessed continuous growth.



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- b. Past remuneration:** He has drawn remuneration of Rs. 2,00,000/- per month.
- c. Recognition or awards:** Not Applicable
- d. Job profile and his suitability:** Mr. Dharampal Kalani is the Managing Director of the Company and devotes whole attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
- e. Remuneration proposed:** The Company proposes to paid remuneration of Rs. 2,00,000/- per month.
- f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Not Applicable.
- g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Mr. Dharampal Kalani is a promoter director and holds 10,62,000 equity shares of the Company.

B. Amardeepsingh Sethi

- a. Background details:** Mr. Amardeepsingh Triloksingh Sethi, aged 48 years, holds Diploma in Chemical Engineering. He joined our Company as Additional Director on 25.04.2016 and then redesignated as Chairman Cum Whole Time Director on June 13, 2016. He is promoter of our Company since the company was taken over by present promoter in the year 2005. He has an overall experience of more than 20 years in the business of Distillery operation and had been a key figure in promoting the business of the Company to the current status. His main role in the Company is to strategies new business plans with industry trends and consumer preference in mind. He has also leaded us for all the technical advancements made by our Company in its products and method of manufacturing and also looks after the production and factory related activities.
- b. Past remuneration:** He has drawn remuneration of Rs. 1,00,000/- per month.
- c. Recognition or awards:** N.A.
- d. Job profile and his suitability:** Mr. Amardeepsingh Sethi is the Whole Time Director of the Company and devotes whole attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
- e. Remuneration proposed:** The Company proposes to paid remuneration of Rs. 2,00,000/- per month.



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f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Not Applicable.

g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Amardeepsingh Sethi is a promoter director and holds 5,97,000 equity shares of the Company.

C. Tanaji Yadav

a. Background details: Mr. Tanaji Yadav, aged 67 years, holds a degree in Science and Diploma in Labour Laws & Labour Welfare. He has an experience of 45 in Distillery and Allied Industries.

b. Past remuneration: Rs. 50,000 per month.

c. Recognition or awards: Not Applicable

d. Job profile and his suitability: Mr. Tanaji Yadav is the Whole Time Director of the Company and devotes whole attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.

e. Remuneration proposed: The Nomination and Remuneration Committee recommends to the Board and subject to approval of shareholders Rs. 50,000/- per month.

f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Not Applicable.

g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Tanaji Yadav does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel, except holding 4000 equity shares and remuneration to be paid to him in the Company.

D. Karan Yadav

a. Background details: Mr. Karan Yadav, aged 46 years, holds Diploma in Industrial Electronics Engineering and also holds Diploma in Export Management. He has overall more than 25 years' experience in Corporate Sector.

b. Past remuneration: Rs. 50,000 per month.

c. Recognition or awards: Not Applicable



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- d. Job profile and his suitability:** Mr. Karan Yadav is the Whole Time Director of the Company and devotes whole attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
- e. Remuneration proposed:** The Nomination and Remuneration Committee recommends to the Board and subject to approval of shareholders Rs. 50,000/- per month.
- f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Not Applicable.
- g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Mr. Karan Yadav does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel

E. Prakash Madhavro Sawant

- a. Background details:** Mr. Prakash Madhavro Sawant, aged 71 years, holds Diploma in Dairy technology.
- b. Past remuneration:** Not Applicable
- c. Recognition or awards:** Not Applicable
- d. Job profile and his suitability:** Mr. Prakash Madhavro Sawant is the Independent Director of the Company and devotes independent judgments to the Board of the Company.
- e. Remuneration proposed:** Not Applicable
- f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Not Applicable.
- g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Not Applicable



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ROUTE MAP OF VENUE OF ANNUAL GENERAL MEETING

