

May 23, 2025

To,

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Scrip Code (BSE): 544203	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: ABDL
Our Reference No. 16/ 2025-26	Our Reference No. 16/ 2025-26

Sub.: Notice of Postal Ballot - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

This is further to our letter dated May 13, 2025 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice of the Company dated May 13, 2025 along with Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Notice'), issued by the Company for seeking consent of the Members of the Company for the following Special Business:-

Particulars	Type of Resolution
Approval for the offer and grant of stock options to the employees of the Subsidiary Company(ies) (at present and / or in the future) under the Employee Stock Option Scheme 2024 ("ESOS 2024" / "Scheme").	Special Resolution
Approval for re-appointment of Mrs. Resham Chhabria J Hemdev (DIN: 00030608) as Whole-time Director designated as Vice Chairperson of the Company with effect from April 1, 2025.	Special Resolution
Approval for re-appointment of Mr. Arun Barik (DIN: 07130542) as Whole-time Director designated as Executive Director of the Company with effect from August 09, 2025.	Special Resolution

In accordance with the circulars issued by the Ministry of Corporate Affairs, from time to time, the Notice of Postal Ballot will be sent only through electronic mode to those Members who have registered their e-mail address with the Company/Depository and whose names appear in the Register of Members/ List of Beneficial Owners as on **Thursday, May 22, 2025 ('Cut-off date')**.

Further, the Company has availed remote e-voting facility from National Securities Depository Limited (NSDL) and below is the calendar of the events for remote e-voting:

Date and time of commencement of voting through electronic means.	Saturday, May 24, 2025, 9:00 A.M. (IST)
Date and time of end of voting through electronic means	Sunday, June 22, 2025 5.00 P.M (IST)
Date of declaration of result by the Chairman /Company Secretary.	Not later than two working days of the conclusion of the Postal Ballot through remote e-voting process.

The Notice of Postal Ballot is available on the Company's website at www.abdindia.com.

The above is for your information and record.

Thanking you,

For **Allied Blenders and Distillers Limited**

Ritesh Shah
Company Secretary and Compliance Officer
Membership no. ACS 14037

Allied Blenders and Distillers Limited

Ashford Centre, 3rd and 4th floor, Shankarrao Naram Marg, Lower Parel (W), Mumbai – 400013. T.: +91 22 4300 1111 Email : 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
www.abdindia.com CIN No: L15511MH2008PLC187368



**Allied Blenders
and Distillers**

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
Saturday, May 24, 2025	Sunday, June 22, 2025

Dear Member(s),

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

Pursuant to Section 102, Section 108, Section 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ("**Notice**") for your consideration and forms part of this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors vide its resolution dated Tuesday, May 13, 2025 has appointed Mrs. Kumudini Bhalerao (Certificate of Practice No.6690), Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries (e-mail: scrutinisers@mmjc.in), as the Scrutinizer of E-voting process for conducting the Postal Ballot in a fair and transparent manner.

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

In compliance with the MCA Circulars referred to as above, this Postal Ballot Notice is being sent by e-mail to only those shareholders, who have registered their e-mail addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the register of Members / List of beneficial owners of the Company provided by NSDL as on Thursday, May 22, 2025 (Cut- off date) and the physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the Members. 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 **Saturday, May 24 2025 at 9:00 A.M.** India Standard Time (IST) and concludes on **Sunday, June 22, 2025 at 5:00 P.M.** (both days inclusive). Members are requested to record their Assent or Dissent on the resolutions set out in this Postal Ballot Notice through remote e-voting only not later than **5:00 P.M. IST on Sunday, June 22, 2025** after which the remote e-voting facility shall be disabled by NSDL, and voting shall not be allowed beyond the said date and time. Members are requested to cast their votes through the remote e-voting process within the remote e-voting period, failing which it will be strictly considered that no vote has been received from the concerned Member.

Allied Blenders and Distillers Limited

Ashford Centre, 3rd and 4th floor, Shankarrao Naram Marg, Lower Parel (W), Mumbai – 400013. T.: +91 22 4300 1111 Email : info@abdindia.com
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The Scrutinizer will submit his report to the Chairman / Company Secretary of the Company or any other person duly authorized by him / or the Board, 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 **Sunday, June 22, 2025**. Additionally, the Scrutinizers Report along with the Voting Results will be uploaded on the Company's website www.abdindia.com and on the website of NSDL www.evoting.nsdl.com.

The Special Resolutions if passed as stated under Section 114(2) of the Companies Act, 2013, shall be deemed to have been passed on **Sunday, June 22, 2025**, being the last day of remote e-voting.

SPECIAL BUSINESS:

1. APPROVAL FOR THE OFFER AND GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) (AT PRESENT AND / OR IN THE FUTURE) UNDER THE EMPLOYEE STOCK OPTION SCHEME 2024 ("ESOS 2024" / "SCHEME").

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

"RESOLVED THAT that pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("**SBEB & SE Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, and pursuant to the approval of the ABD Employee Stock Option Scheme 2024 ("**ESOS 2024**") vide special resolution passed by the members of the Company through Postal Ballot dated March 15, 2025, and based on the recommendation of Nomination and Remuneration Committee("NRC") and approval of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the introduction and implementation of the ESOS 2024 and to offer and grant from time to time, in one or more tranches, not exceeding **1,39,85,508 (One Crore Thirty-nine Lakhs Eighty-five Thousand Five Hundred and Eight Only)** employee stock options ("**Options**") to the eligible employees of the subsidiary company(ies) of the Company, exclusively working in India or outside [other than employee who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company], as determined in terms of the ESOS 2024, exercisable into not more than **1,39,85,508 (One Crore Thirty-nine Lakhs Eighty-five Thousand Five Hundred and Eight Only)** shares of face value of Rs. 2/- (Rupees Two Only) each fully paid-up, where one Option would convert into One equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and ESOS 2024.

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

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

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

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

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

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including filing of any forms with relevant authorities in conformity with the provisions of the applicable laws in force as may be necessary to give full effect to the foregoing resolution.”

2. APPROVAL FOR RE-APPOINTMENT OF MRS. RESHAM CHHABRIA J HEMDEV (DIN: 00030608) AS WHOLE TIME DIRECTOR DESIGNATED AS VICE CHAIRPERSON OF THE COMPANY WITH EFFECT FROM APRIL 1, 2025.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the provision of the Articles of Association (“AOA”), the Company's Nomination and Remuneration Policy, based on the recommendation of Nomination and Remuneration Committee(“NRC”), approval of the Audit Committee and approval of the Board of Directors, the approval of the Members of the Company be and is hereby accorded to re-appoint Mrs. Resham Chhabria J Hemdev (DIN: 00030608) as a Whole-time Director designated as the Vice Chairperson of the Company for a further period of 3 (three) years with effect from April 01, 2025 to March 31, 2028 (both days inclusive), liable to retire by rotation on the terms and conditions, as set out in the explanatory statement annexed to this Notice which may exceed the overall limits prescribed under Section 197 of the Act read with Schedule V to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) without any further reference to the Shareholders of the Company in the General Meeting.

RESOLVED FURTHER THAT pursuant to the proviso to Section II(A) of Part II of Schedule V to the Act, in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration as determined in terms of this resolution and as set out in the explanatory statement annexed to this Notice subject to annual increment as may be approved by the NRC shall be paid to Mrs. Resham Chhabria J Hemdev, Whole-time Director as the minimum remuneration for each financial year.

RESOLVED FURTHER THAT pursuant to Section 2(60)(iv) of the Companies Act, 2013, read with Rule 12(3) of the Companies (Registration Offices and Fees) Rules, 2014, based on the recommendation of Nomination and Remuneration Committee(“NRC”) and approval of the Board of Directors of the Company, the approval of the Members of the Company is hereby accorded to authorize Mrs. Resham Chhabria J Hemdev to act as the Whole-Time Director of the Company for a period of three (3) years, to carry out all necessary acts, deeds, and matters in pursuance of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility) Rules, 2014, including the implementation and management of the Company's Corporate Social Responsibility (CSR) initiatives, ensuring compliance with applicable laws and regulations related to CSR.

RESOLVED FURTHER THAT any Director and/ or the Managing Director and/ or the Company Secretary & Compliance Officer and/ the Chief Financial Officer and / or the Chief Human Resources Officer of the Company be and are hereby severally authorized do all acts, deeds, and things necessary for the implementation of this resolution, including but not limited to the preparation and signing of any documents, agreements, and filings with regulatory authorities, if any, to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company, be and are hereby severally authorized to issue a certified true copy of the foregoing resolution.”

3. APPROVAL FOR RE-APPOINTMENT OF MR. ARUN BARIK (DIN: 07130542) AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM AUGUST 09, 2025.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the provision of the Articles of Association (**“AOA”**), the Company's Nomination and Remuneration policy, based on the recommendation of Nomination and Remuneration Committee (**“NRC”**) and approval of the Board of Directors (**“Board”**), the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Arun Barik (DIN: 07130542), as a Whole-time Director designated as Executive Director for a further period of three (03) years with effect from August 09, 2025 to August 08, 2028 (both days inclusive), liable to retire by rotation on the terms and conditions as set out in the explanatory statement annexed to this Notice which may exceed the overall limits prescribed under Section 197 of the Act read with Schedule V to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) without any further reference to the shareholders of the Company in the General Meeting.

RESOLVED FURTHER THAT pursuant to the proviso to Section II(A) of Part II of Schedule V to the Act, in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration as determined in terms of this resolution and as set out in the explanatory statement annexed to this Notice subject to annual increment as may be approved by the NRC shall be paid to Mr. Arun Barik, Whole-time Director as the minimum remuneration for each financial year.

RESOLVED FURTHER THAT Managing Director and /or the Company Secretary & Compliance Officer and/ or the Chief Financial Officer and /or the Chief Human Resources Officer of the Company be and are hereby severally authorized do all acts, deeds, and things necessary for the implementation of this resolution, including but not limited to the preparation and signing of any documents, agreements, and filings with regulatory authorities, if any, to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company, be and are hereby severally authorized to issue a certified true copy of the foregoing resolution.”

Registered Office:

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

CIN: L15511MH2008PLC187368

E-mail: complianceofficer@abdindia.com

Date: May 13, 2025

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

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

NOTES

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“**the Act**”) setting out material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
2. In compliance with the applicable regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to all those Members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories/Registrar and Share Transfer Agent as on **Thursday, May 22, 2025**, (“**Cut-off date**”) and whose e-mail IDs are registered with the Company/ Depositories. Therefore, those Members who have not yet registered/updated their e-mail addresses are requested to get their e-mail addresses registered/updated by following the procedure given below in e-voting Instructions. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with remote e-voting User ID and password will be sent to the registered e-mail address, upon request received from the Members.
3. In accordance with the applicable regulatory requirements, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
4. For the purpose of providing remote e-Voting facility, the Company has entered into an agreement with NSDL for facilitating e-Voting and enabling the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.abdindia.com/, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com, and National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
6. The voting rights of shareholders shall be in proportion to their shares in the Paid-Up Equity Share Capital of the Company as on **Thursday, May 22, 2025**, the cut-off date being fixed for the purpose. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to do e-voting on the resolution included in the Postal Ballot Notice.
7. The voting through electronic means will commence on **Saturday, May 24, 2025 at 9:00 A.M.** India Standard Time (IST) and concludes on **Sunday, June 22, 2025 at 5:00 P.M.** (IST) (both days inclusive). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change subsequently.
8. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
9. The Scrutinizer will submit their report to the Chairman or any other person authorized by him after completion of the scrutiny and the result of the Postal Ballot through e-voting process will be declared within two working days from the end of Postal Ballot, i.e. on or before **Tuesday, June 24, 2025**.
10. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at General Meeting of the Members.
11. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed, NSDL and shall also be published in the newspaper(s). The Resolution, if passed by the requisite majority, shall be deemed to have been passed on **Sunday, June 22, 2025**, being the last date specified by the Company for e-voting.
12. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Mr. Ritesh Shah, Company Secretary and Compliance Officer at E-mail: complianceofficer@abdindia.com or query / grievance with respect to E-voting, Members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of www.evoting.nsdl.com or send a request to NSDL at e-mail ID: evoting@nsdl.com or contact Mr. Abhijeet Gunjal, NSDL, C-31, G Block, G Block Rd, Opposite Bank of Baroda, G Block BKC, Bandra Kurla Complex, Bandra EAST, Mumbai, Maharashtra 400051.
13. For Members who hold shares in physical form, the Securities and Exchange Board of India (“SEBI”), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26th 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 dematerialized 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 March 16, 2023 to M/s MUFG Intime India Private Limited (formerly known as 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 May 17, 2023 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.abdindia.com and on the website of the Company's RTA, M/s. MUFG Intime India Private Limited at <https://web.in.mpms.mufig.com/client-downloads.html>.

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

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

3. However, as per above SEBI circular, the Company/Company's RTA will issue Letter of Confirmation (LOC) in lieu of share certificate, which should be dematerialised within 120 days from the date of issue of LOC. It may be noted that any service request can be processed only after the folio is KYC Compliant.
4. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at www.abdindia.com or from the website of the Company's RTA, M/s. MUFG Intime India Private Limited <https://web.in.mpms.mufig.com/client-downloads.html>.
5. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
6. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the address: M/s MUFG Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.
7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or send a request to Mr. Abhijeet Gunjal, NSDL at email id: evoting@nsdl.com.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING**Process and manner for members opting for E-Voting**

In compliance with the provisions of Sections 110 and 108 of the Act, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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"> Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:-

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN30***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 133809 then user ID is 1338096001***

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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Abhijeet Gunjal at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to complianceofficer@abindia.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@abindia.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

- i. Explanatory Statement setting out all material facts pursuant to Section 102 of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 for Item no. 1
- ii. Schedule V of the Companies Act, 2013 for Item nos. 2 & 3

Item Nos. 1:

APPROVAL FOR THE OFFER AND GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES) (AT PRESENT AND / OR IN THE FUTURE) UNDER THE EMPLOYEE STOCK OPTION SCHEME 2024 (“ESOS 2024” / “SCHEME”).

The Company appreciates the critical role that Employees play in the organizational growth. Accordingly, the shareholders of the Company vide resolution passed via Postal Ballot on March 15, 2025 had approved the ‘ABD Employee Stock Option Scheme 2024 (“ESOS 2024”/” Scheme”) for the employees of the Company.

Further, the group operates collectively through its subsidiaries Companies, hence the Company proposes to extend the benefits of its existing/approved Employee Stock Option Plan (“ESOP”) under the ‘ABD Employee Stock Option Scheme 2024’ (“ESOS 2024”/” Scheme”) for the benefit of the employees of its subsidiary company(ies). The objective of the ESOP Plan is to attract, retain, and motivate talented employees and align their interests with those of the Company and its shareholders by providing them with an opportunity to participate in the growth and success of the Company and its subsidiaries. However, the criteria to select eligible employees for grant would be determined by the Nomination and Remuneration Committee (“Compensation Committee”) based on factors such as tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth, or such other factors as the Compensation Committee may deem relevant.

As per the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”), a separate special resolution is required to be passed by the members of the Company for granting options to eligible employees of subsidiary company(ies). Further, the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”) of the Company have approved the introduction of the ESOS 2024, for the employees of the subsidiary company(ies), subject to the approval of the Members of the Company.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of SBEB & SE Regulations, the salient features of the ESOS 2024 are given as under:-

a. Brief Description of the Plan:

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

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

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

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

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

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

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

- (i) an employee as designated by the company, who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) and (ii), of the subsidiary company(ies), in India or outside India, but excludes
 - (i) an Employee who is a promoter or belongs to the promoter group;
 - (ii) a director who either by himself or through his relatives or through any body- corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the company.

d. Requirements of Vesting and period of Vesting:

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

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

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

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

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

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

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

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

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

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

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

f. Exercise price or pricing formula:

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

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

g. Exercise period and the process of exercise:

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

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

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

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

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

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

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

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

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

k. Route of the Plan implementation:

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

l. Source of acquisition of shares under the Plan:

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

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

This is currently not contemplated under ESOS 2024.

n. Maximum percentage of secondary acquisition:

This is currently not contemplated under ESOS 2024.

o. Accounting and Disclosure Policies:

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

p. Method of Option valuation:

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

q. Declaration:

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

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

r. Period of lock-in:

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

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

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

The Board recommends resolution at Item no. 1 of this Notice for noting, approval and confirmation by the members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company and the extent of units that may be granted to them under the ESOS -2024 and the resultant Equity Shares issued, as applicable.

Item No. 2:**RE-APPOINTMENT OF MRS. RESHAM CHHABRIA J HEMDEV (DIN: 00030608) AS WHOLE TIME DIRECTOR DESIGNATED AS VICE CHAIRPERSON OF THE COMPANY WITH EFFECT FROM APRIL 1, 2025.**

Bringing in a fresh perspective to business strategy, Resham Chhabria J Hemdev joined ABD as Executive Director in June 2021. Her vision is to create a dynamic and forward-thinking organization that is poised for success.

With a distinguished educational background, Mrs. Resham Chhabria J Hemdev has completed the Management Development Program at the Aresty Institute of Executive Education, The Wharton School (University of Pennsylvania), and holds a degree in Commerce from the University of Mumbai. She brings in a global and strategic perspective to her work. Her focus on sustainable business practices, and her commitment to corporate social responsibility reflect a deep understanding that business success must be aligned with societal well-being and environmental stewardship.

CSR Activities undertaken in last 5 years

Over five years, the company has driven impactful CSR through water access, rural infrastructure, education, agriculture, COVID relief, environmental sustainability, animal welfare, and youth sports promotion.

Way Forward of CSR Initiatives

The company is implementing initiatives to drive sustainable and inclusive development, especially in rural communities near its manufacturing facilities. These focus on improving access to quality education, sanitation, clean drinking water, and essential infrastructure.

In water conservation, investments aim to support rainwater harvesting and restoration of traditional water bodies to boost availability and support ecosystems.

To enhance recycling and packaging sustainability, a robust waste management model to be developed, targeting the reuse and proper disposal of PET bottles.

To promote safe alcohol use, plans are being considered for a collaborative campaign with traffic police and relevant agencies.

Environmental initiatives will focus on reducing carbon emissions through eco-friendly practices.

The company also plans to form strategic partnerships with government bodies to implement projects in education, skill development, and sanitation, ensuring alignment with community needs and long-term impact.

Considering her continued association with the Company, and her invaluable experience and expertise she brings with her, the Nomination and Remuneration Committee (NRC), through its resolution dated March 29, 2025, and the Audit Committee, at its meeting held March 31, 2025, recommended the re-appointment of Mrs. Resham Chhabria J. Hemdev to the Board. Accordingly, the Board of Directors, vide its resolution dated March 31, 2025 approved her re-appointment for a period of 3 (three) years, with effect from April 1, 2025 to March 31, 2028 (both days inclusive).

She will hold office for a period of 3 (three) years and shall be subject to retirement by rotation so long as she continues as Whole-time Director of the Company. Other disclosures to be provided in terms of Section 196 to 198 read with Schedule V and applicable Rules under the Companies Act, 2013 are given below:

I. Remuneration details:

1. Mrs. Resham Chhabria J. Hemdev shall, subject to such approvals as may be required, be entitled to a total annual compensation (CTC) of upto Rs. 3,83,12,568/- (Rupees Three Crores Eighty Three Lakhs Twelve Thousand Five Hundred and Sixty Eight only) , which includes components like Basic Salary, House Rent Allowance ('HRA'), Special Allowance, Leave Travel Allowance, Employer PF, and Gratuity.

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

1. The Whole Time Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by the Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof, except for material changes, which shall be subject to the approval of the shareholders of the Company in accordance with applicable laws and regulations."
2. The Whole Time Director shall not, so long as she functions as such, become interested or otherwise concerned directly or through her relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
3. In the event of absence or inadequacy of net profits in any financial year of the Company during the term of Whole-time Director, the remuneration payable to her shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or

any statutory modification thereof and/or any other applicable regulation and the same shall be treated as the Minimum Remuneration payable to the said Whole-time Director.

4. During the tenure of her office as Whole-time Director, she shall be liable to retire by rotation.
5. The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and other applicable regulations about the duties of directors.
6. The Whole Time Director shall adhere to the Company's Code of Business Conduct & Ethics.
7. The Whole Time Director is satisfying all the conditions of Schedule V of the Companies Act, 2013 and conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.
8. The above may be treated as a written memorandum setting out the terms of appointment of Mrs. Resham Chhabria J Hemdev, under Section 190 of the Act.
9. The Whole time Director shall be only responsible for looking after the implementation and management of the Corporate Social Responsibility (CSR) related activities as per Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014. She will not look after any other day-to-day management other than CSR related activities.

II. Profile:

Bringing in a fresh perspective to business strategy, Resham Chhabria J Hemdev joined ABD as Executive Director in June 2021. Her vision is to create a dynamic and forward-thinking organization that is poised for success.

With a distinguished educational background, Mrs. Resham Chhabria J Hemdev has completed the Management Development Program at the Aresty Institute of Executive Education, The Wharton School (University of Pennsylvania), and holds a degree in Commerce from the University of Mumbai. She brings in a global and strategic perspective to her work. Her focus on sustainable business practices, and her commitment to corporate social responsibility reflect a deep understanding that business success must be aligned with societal well-being and environmental stewardship.

III. Disclosures Pursuant to the third Sub-paragraph (iv) under second Proviso to Items (A) and (B) of section II of Part II of Schedule V to Companies Act 2013, the following statement is given:

Sr. No.	Particulars	Disclosures		
I	General information:			
1	Nature of industry	Alcoholic Beverages		
2	Date or expected date of commencement of commercial production	Existing Company		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4	Financial performance based on given indicators	(Rs. In lakhs)		
		Particulars	FY 2023-24 (Audited)	Nine months Ended December 2024 (Unaudited)
		Gross Turnover & Other Income	7,67,856.45	6,14,563.84

Sr. No.	Particulars	Disclosures		
		Net Profit as per statement of P&L (After tax)	671.57	11,900.14
		Computation of Net Profit in accordance with Section 198 of the Act	4,594.23	17,823.37
		Net Worth	43,006.99	149,196.09
5	Foreign investments or collaborations, if any.	Not Applicable		
II	Information about the appointee:			
1	Background details	Resham Chhabria J Hemdev serves as a Whole Time Director (Vice Chairperson) on the Board of our Company. She has completed the Management Development Program at the Aresty Institute of Executive Education, The Wharton School (University of Pennsylvania) and holds a Degree in Commerce from the University of Mumbai.		
2	Past remuneration	Mrs. Resham Chhabria J Hemdev was paid a total annual compensation (CTC) of Rs. 3,83,12,568/- which comprised components such as basic salary, house rent allowances (HRA), special allowance, leave travel allowance, Employer’s contribution to provident fund, and gratuity.		
3	Recognition or awards	-		
4	Job profile and her suitability	In view of the relevant experience possessed by Mrs. Resham Chhabria J Hemdev, she is best positioned to be a Whole Time Director of the Company to discharge the following job profile: She shall be only responsible for looking after the implementation and management of the Corporate Social Responsibility (CSR) related activities as per Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014. She will not look after any other day-to-day management other than CSR related activities.		
5	Remuneration proposed	There has been no revision in the remuneration paid to Mrs. Resham Chhabria J. Hemdev’s from the previous term.		
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Given the limited number of companies with comparable business synergies, the proposed remuneration of the appointee is considered to be in line with prevailing industry standards, taking into account the Company’s size, and the compensation typically offered for similar positions.		
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mrs. Resham Chhabria J Hemdev is daughter of Mr. Kishore Chhabria, Non-Executive Chairman (Father) and Mrs. Bina K. Chhabria, Non-Executive Co-Chairperson (Mother).		
III	Other information:			
1	Reasons of loss or inadequate profits	During the 9 months period ending 31 st December 2024, in addition to successful completion of IPO in July 2024, the Company has undertaken various initiatives including premiumization and cost optimization measures leading to significant improvement in profitability and further strengthening of Balance Sheet.		

Sr. No.	Particulars	Disclosures
2	Steps taken or proposed to be taken for improvement	Various measures have already been undertaken including premiumization and cost optimization measures leading to improvement in the financial performance as reflected in 9 months period performance
3	Expected increase in productivity and profits in measurable terms	The initiatives undertaken have started to deliver the expected outcomes and are expected to continue to contribute to improved Company performance, as evidenced by the results for the nine-month period referenced above.

Details of Director seeking Re-appointment

[In pursuance of Secretarial Standards on General Meetings ("SS-2") and Regulation 36(3) of the SEBI Listing Regulations]

Sr. No.	Particulars	Disclosures
1	Director Identification Number (DIN)	00030608
2	Category	Whole-time Director designated as Vice Chairperson
3	Date of Birth	September 9, 1977
4	Age	47 years
5	Nationality	Indian
6	Profile Including Qualification & Experience	Given above at point II
7	Date of first Appointment	June 14, 2021
8	No of shares held in the Company (directly or as a beneficial owner)	5,42,65,922 equity shares
9	Relationship with other Directors/ KMP	Mrs. Resham Chhabria J Hemdev is daughter of Mr. Kishore Chhabria, Non-Executive Chairman (Father) and Mrs. Bina K. Chhabria, Non-Executive Co-Chairperson (Mother).
10	Directorships held in other listed Companies	Nil
11	Listed companies from which resigned in the past three years	Nil
12	Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Nil
13	Membership/Chairmanship of Committees across other Public Companies (listed as well as unlisted)	Nil
14	Other Directorship	1) ABD Estates Private Limited 2) ABD Realtors Private Limited 3) ABD Dwellings Private Limited 4) Benco Properties Private Limited 5) BKC Dwellings Private Limited 6) BKC Estates Private Limited 7) Kartik Finance and Investments Private Limited 8) Marengo Investment & Trading Company Private Limited 9) Royal Spirits Private Limited 10) Sangmeshwar Realtors Private Limited 11) Shree Emati Investment Private Limited 12) Starvoice Investments Private Limited 13) Starvoice Trading Private Limited 14) Woodpecker Properties Private Limited 15) Borank Enterprises Private Limited 16) Krabon Enterprises Private Limited 17) Giribala Properties Private Limited 18) BKC Abode Private Limited

		19) Oriental Radios Private Limited
15	Member/ Chairmanship of Committees of the Boards	Mrs. Resham Chhabria J Hemdev is Chairperson of Corporate Social Responsibility ('CSR') Committee of the Company.
16	Terms and conditions of appointment / re-appointment	To be re-appointed as a Whole-time Director designated as Vice Chairperson for a period of 3 (three) years commencing from April 1, 2025 to March 31, 2028 (both days inclusive). (Refer Resolution no. 2 of this Notice read with the Explanatory Statement).
17	Remuneration sought to be paid	There has been no revision in the remuneration paid to Mrs. Resham Chhabria J. Hemdev's from the previous term. The details of the same are stated in the explanatory statement at item no 2 of this postal ballot notice.
18	Remuneration paid or last drawn, if any	Mrs. Resham Chhabria J Hemdev was paid a total annual compensation (CTC) of Rs. 3,83,12,568/- which comprised components such as basic salary, house rent allowances (HRA), special allowance, leave travel allowance, Employer's contribution to provident fund, and gratuity.
19	The number of Meetings of the Board attended during the Financial Year 2024-25	Mrs. Resham Chhabria J Hemdev has attended 14 meetings out of 17 meetings held in FY 2024-25.

IV. Other Disclosures:

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

Mrs. Resham Chhabria J Hemdev is Whole Time Director designated as Vice Chairperson of the Company and holds Directorship position in above mentioned entities.

Mrs. Resham Chhabria J Hemdev is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director. She is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority

Save and except Mrs. Resham Chhabria J Hemdev, and her relatives Mr. Kishore Chhabria, Non-Executive Chairman (Father) and Mrs. Bina K. Chhabria, Non-Executive Co-Chairperson (Mother) to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out at Item No.2 of the Notice for approval of the Members.

Item No. 3:**RE-APPOINTMENT OF MR. ARUN BARIK (DIN: 07130542) AS WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM AUGUST 09, 2025.**

The Board of Directors on recommendation of Nomination & Remuneration Committee ("NRC") had appointed Mr. Arun Barik (DIN: 07130542) as the Whole-time Director designated as Executive Director of the Company which was duly approved by the Members at the Annual General Meeting held on September 30, 2022, for a period of 3 (three) years effective August 9, 2022 to August 8, 2025, along with other terms & conditions of appointment, including payment of remuneration.

Based on the performance evaluation of Arun Barik (DIN: 07130542) as the Whole-time Director and considering his knowledge of various aspects relating to the Company's affairs and over three decades of business experience, given the background and contribution made by him during his tenure for smooth and efficient running of the business and as per the recommendation of the Nomination & Remuneration Committee, the Board considers that the continued association of Mr. Arun Barik would be beneficial to the Company. It is desirable to continue to avail his services as the Whole-time Director of the Company for a further period of 3 (three) years with effect from August 9, 2025 to August 8, 2028 (both days inclusive). The Board believes that Mr. Barik has a deep understanding of Alco-Beverage industry and his experience and expertise have been invaluable in navigating the Company through several challenges and opportunities over the years. In addition to his exceptional leadership skills and industry expertise, Mr. Barik has consistently demonstrated a strong commitment to our Company's values and mission. The Board also believes that the re-appointment of Mr. Arun Barik as the Whole-time Director is in the best interest of the Company.

Arun Barik plays a pivotal role within the organization, spearheading new acquisition opportunities and overseeing the end-to-end process from conducting due diligence and negotiating commercial terms to planning and operationalizing new manufacturing plants. His strategic insight has been instrumental in identifying and executing backward integration initiatives, such as the establishment of PET bottle plants and malt distilleries, expanding Extra Neutral Alcohol (ENA) manufacturing capacity, through greenfield, brownfield, or acquisition routes. He also actively engages with overseas partners for raw material sourcing and brand collaborations, strengthening the Company's global supply chain and innovation pipeline.

In addition to his operational leadership, Arun is a key contributor to the development of new in-house blends, aligning with the company's strategic focus on premiumization. His deep understanding of the manufacturing landscape, coupled with a creative approach to blending, has significantly enriched our product portfolio.

Arun's extensive knowledge of manufacturing operations, combined with his expertise in sourcing strategies and product innovation, has been invaluable in steering the organization through dynamic market conditions.

He will hold office for a period of 3 (three) years and shall be subject to retirement by rotation so long as he continues as Whole-time Director designated as Executive Director of the Company. Other disclosures to be provided in terms of Section 196 to 198 read with Schedule V and applicable Rules under the Companies Act, 2013 are given below:

I. Remuneration details:

Mr. Arun Barik shall, subject to such approvals as may be required, be entitled to a total annual compensation (CTC) of INR 2,72,91,301/- which includes components like Basic Salary, Special Allowance, Leave Travel Allowance, Rewards, other benefits like Medclaim, Employer PF and Gratuity, Flexi Pay Benefits, Insurance Coverages.

Other terms of Appointment of Whole time Directors are as follows:

1. The Whole Time Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by the Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof, except for material changes, which shall be subject to the approval of the shareholders of the Company in accordance with applicable laws and regulations.

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

I. Profile:

Mr. Arun Barik possesses over 37 years of work experience in the alcoholic industry, having worked with names like Shaw & Wallace and Co, BDA Ltd, Seagram – Pernod Ricard India and Mason and Summers Alcobev Pvt. Ltd. Arun joined Shaw & Wallace and Co's Liquor Division II as a trainee Blender in 1988 and rose to head the all-India Assignment of Blending, Quality, Project and Product Development. Over a span of 5 years, he worked on brands such as Officers Choice, Thousand Guineas, Calypso Rum, Class Whisky, and Mc Shaw Brandy. He spent a year at BDA Ltd. before moving on to Seagram – Pernod Ricard India for a period of 9 years.

He joined Seagram in 1994 as a Manufacturing Manager and was part of the founding team, playing a pivotal role in setting up the company's first manufacturing facility at Duarala. He worked on the international product development of Blenders Pride, Royal Stag, Oaken Glow and Imperial Blue, alongside the local launches of international brands like Hundred Piper, Passport, Something Special Scotch and Seagram Extra Dry Gin.

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

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

Mr. Arun Barik joined ABD in February 2009 and presently serves as Executive Director of the Company. He possesses a B.Sc. Degree from Utkal University. Arun Barik plays a pivotal role within our organization, spearheading new acquisition

opportunities and overseeing the end-to-end process from conducting due diligence and negotiating commercial terms to planning and operationalizing new manufacturing plants. His strategic insight has been instrumental in identifying and executing backward integration initiatives, such as the establishment of PET bottle plants and malt distilleries, expanding Extra Neutral Alcohol (ENA) manufacturing capacity, through greenfield, brownfield, or acquisition routes. He also actively engages with overseas partners for raw material sourcing and brand collaborations, strengthening our global supply chain and innovation pipeline.

In addition to his operational leadership, Arun is a key contributor to the development of new in-house blends, aligning with the company's strategic focus on premiumization. His deep understanding of the manufacturing landscape, coupled with a creative approach to blending, has significantly enriched our product portfolio.

Arun's extensive knowledge of manufacturing operations, combined with his expertise in sourcing strategies and product innovation, has been invaluable in steering the organization through dynamic market conditions.

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

Sr. No.	Particulars	Disclosures																	
I	General information:																		
1	Nature of industry	Alcoholic Beverages																	
2	Date or expected date of commencement of commercial production	Existing Company																	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																	
4	Financial performance based on given indicators	<div>(Rs. In Lakhs)</div> <table><tr><th>Particulars</th><th>FY 2023-24</th><th>Nine months Ended December 2024</th></tr><tr><td>Gross Turnover & Other Income</td><td>7,67,856.45</td><td>6,14,563.84</td></tr><tr><td>Net Profit as per statement of P&L (After tax)</td><td>671.57</td><td>11,900.14</td></tr><tr><td>Computation of Net Profit in accordance with Section 198 of the Act</td><td>4,594.23</td><td>17,823.37</td></tr><tr><td>Net Worth</td><td>43,006.99</td><td>149,196.09</td></tr></table>			Particulars	FY 2023-24	Nine months Ended December 2024	Gross Turnover & Other Income	7,67,856.45	6,14,563.84	Net Profit as per statement of P&L (After tax)	671.57	11,900.14	Computation of Net Profit in accordance with Section 198 of the Act	4,594.23	17,823.37	Net Worth	43,006.99	149,196.09
Particulars	FY 2023-24	Nine months Ended December 2024																	
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Computation of Net Profit in accordance with Section 198 of the Act	4,594.23	17,823.37																	
Net Worth	43,006.99	149,196.09																	
5	Foreign investments or collaborations, if any.	Not Applicable																	
II	Information about the Director:																		
1	Background details	Arun Barik possesses over 37 years of work experience in the alcobev industry, having worked with names like Shaw & Wallace and Co, BDA Ltd, Seagram – Pernod Ricard India and Mason and Summers Alcobev Pvt. Ltd. Over a period of 7 years, he worked on brands such as Officers Choice, Thousand Guineas, Calypso Rum, Class Whisky, and Mc Shaw Brandy.																	
2	Past remuneration	Mr. Arun Barik shall, subject to such approvals as may be required, be entitled to a total annual compensation (CTC) of Rs. 2,72,91,301/- which includes components like Basic Salary, Special Allowance, Leave Travel Allowance, Rewards, other benefits like Medclaim, Employer PF and Gratuity, Flexi Pay Benefits, Insurance Coverages.																	

Sr. No.	Particulars	Disclosures
3	Recognition or awards	NA
4	Job profile and his suitability	In view of the vast industry experience possessed by Mr. Arun Barik, he is best positioned to be the Executive Director of the Company.
5	Remuneration proposed	As stated in the Explanatory Statement at Item No. 3 of the Notice of this postal ballot.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Arun Barik, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior-level counterpart(s) in other companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Besides the remuneration paid/payable to him, he does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.
III	Other information:	
1	Reasons of loss or inadequate profits	During the 9 months period ending 31 st December 2024, in addition to successful completion of IPO in July 2024, the Company has undertaken various initiatives including premiumization and cost optimization measures leading to significant improvement in profitability and further strengthening of Balance Sheet.
2	Steps taken or proposed to be taken for improvement	Various measures have already been undertaken including premiumization and cost optimization measures leading to improvement in the financial performance as reflected in 9 months period performance.
3	Expected increase in productivity and profits in measurable terms	The initiatives undertaken have started to deliver the expected outcomes and are expected to continue to contribute to improved Company performance, as evidenced by the results for the nine-month period referenced above.

Details of Director seeking Re-appointment

[In pursuance of Secretarial Standards on General Meetings ("SS-2") and Regulation 36(3) of the SEBI Listing Regulations]

Sr. No.	Particulars	Disclosures
1	Director Identification Number (DIN)	07130542
2	Category	Executive Director
3	Date of Birth	March 16, 1962
4	Age	63 Years
5	Nationality	Indian
6	Profile Including Qualification & Experience	Give above at point II
7	Date of first Appointment	August 09, 2022
8	Shareholding in Company	689 equity shares
9	Relationship with other Directors/ KMP	Nil
10	Directorships held in other listed Companies	Nil
11	Listed companies from which resigned in the past three years	Nil
12	Directorships held in other Companies (excluding foreign, private and Section 8	Nil

Sr. No.	Particulars	Disclosures
	Companies)	
13	Membership/Chairmanship of Committees across other Public Companies (listed as well as unlisted)	Nil
15	Other Directorship/ partnership	1) Chitwan Blenders & Bottlers Private Limited 2) Sarthak Blenders & Bottlers Private Limited 3) Borank Enterprises Private Limited 4) Karbon Enterprises Private Limited 5) Krabon Enterprises Private Limited 6) Allied Blenders and Distillers (UK) Limited *Partnership / LLP's: 1) Minakshi Agro Industries LLP 2) Allied Blenders and Distillers Maharashtra LLP
16	Member/ Chairmanship of Committees of the Board	Nil
17	Terms and conditions of appointment	To be re-appointed as a Whole-time Director designated as Executive Director for a period of 3 (three) years commencing from August 9, 2025 to August 8, 2028 (both days inclusive). (Refer Resolution no. 3 of this Notice read with the Explanatory Statement).
18	Remuneration paid or last drawn, if any	Mr. Arun Barik shall, subject to such approvals as may be required, be entitled to a total annual compensation (CTC) of Rs. 2,72,91,301/- which includes components like Basic Salary, Special Allowance, Leave Travel Allowance, Rewards, other benefits like Mediclaim, Employer PF and Gratuity, Flexi Pay Benefits, Insurance Coverages.
19	The number of Meetings of the Board attended during the financial year 2024-25	Mr. Arun Barik has attended 15 meetings out of 17 meetings held in FY 2024-25.

**Represents the Company, as Designated Partner in a Supervisory capacity.*

II. Other Disclosures:

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

Mr. Arun Barik is an Executive Director of the Company and holds Directorship position in above mentioned entities.

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

None of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

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

Registered Office:

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

CIN: L15511MH2008PLC187368

E-mail: complianceofficer@abdindia.com

Date:- May 13, 2025

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

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