



## AURANGABAD DISTILLERY LIMITED

CIN: U55000MH2000PLC128084

(Formerly known as Aurangabad Distillery Private Limited)

Registered Office:-UG 109, UPPER GROUND, DREAMS MALL LBS ROAD, BHANDUP (WEST) MUMBAI 400078

Tel: 91 20118-252507

[cs@aurangabaddistillery.com](mailto:cs@aurangabaddistillery.com) | <http://aurangabaddistillery.com/>

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 ('the Rules') and other applicable laws, rules and regulations, if any, (including any statutory modification thereto or re-enactment thereof for the time being in force) Aurangabad Distillery Limited (the 'Company') hereby seeks your approval by way of Special Resolution through Postal Ballot.

The Explanatory Statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

#### Special Business

#### Shifting of the registered office of the Company from Mumbai to Walchandnagar within the State of Maharashtra

To consider and, if thought fit, to give assent or dissent to the following resolutions as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 12 and other applicable provisions of the Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the confirmation from the Office of Regional Director, Western Region, Mumbai, and such other approvals, permissions and sanctions, as may be required, consent of the Members of the Company be and is hereby accorded to shift the Registered Office of the Company from 'UG 109, Upper Ground, Dreams Mall, LBS Road, Bhandup (West) Mumbai 400078' i.e. within the jurisdiction of Registrar of Companies, Mumbai, Maharashtra to "Gat No. 45/2, 47/2, 48/2, and 50/2, Village Rangaon (Ranmodwadi), Walchandnagar, Indapur, District Pune, PIN - 413114" i.e. within the jurisdiction of Registrar of Companies, Pune, Maharashtra."

**"RESOLVED FURTHER THAT** Clause II of the Memorandum of Association of the Company be substituted and replaced as under:

II. "The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies, Pune."

**"RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorized to file necessary e-forms, documents, arrange to issue newspaper advertisements, submit, alter and modify all the documents to be submitted with the concerned authorities from time to time, to represent, either in person or authorise under a power of attorney, such other persons as may be deemed necessary and generally to do all such acts, things, deeds and to take necessary steps for giving effect to the aforesaid resolution."

By Order of the Board  
For Aurangabad Distillery Limited

Amardeepsingh Sethi  
Chairman & Whole Time Director  
DIN: 00097644

Date: 13<sup>th</sup> November, 2017  
Place: Walchandnagar

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with the Rules made thereunder, setting out material facts in respect of the proposed Special Resolution as set out in the Notice, is annexed hereto.
2. In compliance of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot is being sent via Electronic Mode (e-mail) to the Members whose e-mail IDs are made available to us by the Depository Participants and Company's Registrar and Transfer Agent. For those Members who have not registered their e-mail IDs, the Notice of Postal Ballot along with Postal Ballot Form and postage prepaid self-addressed business reply envelope is being sent by Post.
3. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners, received from the Depository Participants viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on close of working hours on Friday, 17<sup>th</sup> November, 2017 (Record date). The date of completion of dispatch of Notices/ e-mails will be announced through advertisement in Newspapers.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.  
The voting period begins on **Thursday, 30<sup>th</sup> November, 2017 and ends on Friday, 29<sup>th</sup> December, 2017**. A copy of this Postal Ballot Notice alongwith the Postal Ballot Form have been placed on the website of the Company at <http://aurangabaddistillery.com/>, and will remain on such website until the last date of receipt of Postal Ballot from the Members.
5. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, Envelope containing Postal Ballots, if sent by Courier or by Post or by Registered Post at the expense of the registered Member will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. In any event, the **Postal Ballot should reach the Company not later than the close of working hours, i.e. 5.00 pm, on Friday, the 29<sup>th</sup> December, 2017. If the ballots are received thereafter they shall be deemed to have been not received.**
6. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.
7. In case shares are jointly held, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
8. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory / ies, giving requisite authority to the person voting on the Postal Ballot Form.
9. The Board of Directors of the Company has appointed Mr. Ganesh Hedau, Practicing Company Secretary, Pune, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on Friday, 29<sup>th</sup> December, 2017.
10. The vote in this Postal Ballot cannot be exercised through proxy.
11. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final. The Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary, after completion of the Scrutiny of the Postal Ballots.
12. The Scrutinizer will submit his report to the Chairman or in his absence, to the Company Secretary of the Company. The result of postal ballot shall be declared on 31<sup>st</sup> December 2017 at 5.00 p.m. at the Company's corporate office. In addition to the results being communicated to the Stock Exchange it shall also be displayed at the Company's corporate office and will be displayed on the Company's website at <http://aurangabaddistillery.com/>

**THE EXPLANATORY STATEMENT UNDER SECTION 102(1) READ WITH SECTION 110 OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to Special Business of the accompanying Notice dated 13<sup>th</sup> November, 2017.

Currently the Registered Office of the Company is situated at UG 109, Upper Ground, Dreams Mall, LBS Road, Bhandup (West), Mumbai - 400078. Now it is proposed to shift the existing address of Registered Office of the Company to Gat No. 45/2, 47/2, 48/2, and 50/2, Village Rangaon (Ranmodwadi), Walchandnagar, Indapur, District Pune, PIN – 413114, where factory of the Company is located.

In order to exercise better administrative, operational and economic control which will reduce overheads and enable the Company to rationalize and streamline its operations as well as for better management of affairs of its business, the Board of Directors of the Company at its meeting held on 13<sup>th</sup> November, 2017, approved the shifting of the Registered Office of the Company from Mumbai to Walchandnagar within the State of Maharashtra. The shifting of the registered office as aforesaid is in the best interest of the Company, its Members and all other stakeholders concerned. The proposed shifting of the office is not prejudicial to the interest of any party.

Pursuant to the provisions of Section 12 and other applicable provisions of the Companies Act, 2013, read with the Rules framed thereunder, shifting of the registered office of the Company from the jurisdiction of RoC Mumbai to the jurisdiction of RoC Pune, outside the local limits of city and consequent alteration of the clause of Memorandum of Association pertaining to place of registered office of the Company requires approval of Members by Special Resolution through Postal Ballot and that of the Central Government.

Accordingly, approval of the Members is being sought by way of a Special Resolution through Postal Ballot for shifting of the Registered Office from Mumbai to Walchandnagar and consequential amendment to Memorandum of Association.

The Board recommends passing of the aforesaid resolution set out herein above as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board  
For Aurangabad Distillery Limited

Amardeepsingh Sethi  
Chairman and Whole Time Director  
DIN: 00097644

Date: 13<sup>th</sup> November, 2017  
Place: Walchandnagar

## AURANGABAD DISTILLERY LIMITED

CIN: U55000MH2000PLC128084

UG 109, Upper Ground, Dreams Mall LBS Road, Bhandup (West) Mumbai- 400078

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### BALLOT FORM

Sr. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No.  (*Applicable to investors holding shares in dematerialized form)	
4	No. of shares held	

I / We hereby exercise my / our vote in respect of the below mentioned Resolution to be passed through Postal Ballot for the business stated in the Notice of the Postal Ballot dated 13th November, 2017 of the Company by sending my/ our assent (For) or dissent (Against) to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Sr. No	Resolution	No. of Shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	Shifting of the registered office of the Company from UG 109, Upper Ground, Dreams Mall, LBS Road, Bhandup (West), Mumbai 400078 to Gat No 45/2, 47/2, 48/2, and 50/2, Village Rangaon (Ranmodwadi), Walchandnagar, Indapur, District Pune, PIN-413114, within the State of Maharashtra			

Place: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
(Signature of the shareholder)

## INSTRUCTIONS

1. Members desiring to exercise their votes by Postal Ballot Form are requested to read these instructions carefully and those given in the Postal Ballot Notice and return the Form duly completed and signed in the attached self-addressed postage prepaid business reply envelope. However, envelope(s) containing Postal Ballot Form, if sent by courier or registered/ speed post at the expense of the Members will also be accepted. The envelopes may also be deposited at the address mentioned thereon.
2. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in the both column will render the form invalid. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
3. Voting in this Postal Ballot cannot be exercised through proxy.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, 17<sup>th</sup> November, 2017 (Record Date).
5. This Form should be completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. A Member may sign the Postal Ballot Form through an Attorney; however, in such case, certified true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority letter together with specimen signature(s) of the duly authorized signatories.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 5.00 p.m. on Friday, 29<sup>th</sup> December, 2017.
8. All Postal Ballot Forms received after this date will be treated as if the reply from the Member(s) has not been received.
9. Members who do not receive the Postal Ballot Form and wish to obtain the same may download the Postal Ballot Form from the Company's website at <http://aurangabaddistillery.com/> or may send an email to the Company at [cs@aurangabaddistillery.com](mailto:cs@aurangabaddistillery.com).
10. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
11. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.