



AURANGABAD DISTILLERY LIMITED

Notice of 18th Annual General Meeting

NOTICE is hereby given that the 18th Annual General Meeting (the “AGM”) of the Members of Aurangabad Distillery Limited will be held on Saturday, 29th September, 2018 at 12.00 Noon at A/P Walchandnagar, Tal. Indapur, Pune 413114 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2018 together with the Report of Board of Directors and Report of Auditors thereon.
2. To appoint Mrs. Jagjitkaur Sethi (DIN: 00041021), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Avinash Salunkhe (DIN: 03586610) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, read with Schedule IV to the Companies Act, 2013 (the Act), Mr. Avinash Salunkhe, (DIN: 03586610) who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 13, 2017 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and has submitted declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director along with the deposit of one lakh rupees, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of (5) consecutive years with effect from 13th November 2017.”

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

4. Appointment of Mr. Tanaji Yadav (DIN: 07989992) as a Whole-time Director of the Company for term of three years

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

“RESOLVED THAT Mr. Tanaji Yadav be and is hereby appointed as a Director of the Company.”

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for the appointment and payment of remuneration to Mr. Tanaji Yadav (DIN: 07989992) as the Whole-time Director the Company, liable to retire by rotation, for a period of three years from 1st September, 2018 and payment of remuneration for the aforesaid period, on terms and conditions as set out hereunder:

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

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

5. Appointment of Mr. Karan Yadav (DIN: 07587347) as a Whole-time Director of the Company for term of three years

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

“RESOLVED THAT Mr. Karan Yadav be and is hereby appointed as a Director of the Company.”

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for the appointment and payment of remuneration to Mr. Karan Yadav (DIN: 075873472) as the Whole-time Director the Company, liable to retire by rotation, for a period of three years from 1st September, 2018 and payment of remuneration for the aforesaid period, on terms and conditions as set out hereunder:

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

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

6. Revision in the terms of payment of remuneration to Mr. Dharampal Kalani (DIN: 00041021), Managing Director of the Company

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder read with Schedule V of the Act, approval of the Members be and is hereby accorded to the revision in remuneration of Mr. Dharampal Kalani (DIN: 00041021) with effect from 1st September, 2018 for the remaining period of his present term as follows:

Remuneration: Rs. 2,00,000/- per month including all the perquisites and benefits, if any.

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

7. Revision in the terms of payment of remuneration to Mr. Amardeepsingh Sethi (DIN: 00097644), Whole-time Director of the Company

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to provisions of Sections 197 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder read with Schedule V of the Act, approval of the Members be and is hereby accorded to the revision in remuneration of Mr. Amardeepsingh Sethi (DIN: 00097644) with effect from 1st September, 2018 for the remaining period of his present term as follows:

Remuneration: Rs. 2,00,000/- per month including all the perquisites and benefits, if any.

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

8. Additions in Main Objects of Memorandum of Association of the Company

To consider and if thought fit to pass the following resolution as special resolution:

“RESOLVED THAT pursuant to provisions of Section 13 of the Companies Act, 2013 (the Act) and other applicable provisions of the Act, the main object clause of the Memorandum of Association of the Company shall be altered and amended as required for the purpose of carrying on the business of the Company.”

“RESOLVED FURTHER THAT following clauses shall be substituted for the existing Main Object clause:

1. To carry on the business of Wine & Liquor Manufacturing, Marketing, Purchase and Sale thereof either wholesale or retail and to run Business of Distilleries or Breweries, to manufacture, wine spirits and Brew Beer, mineral waters, aerated waters, drinkables and from starch bearing materials, like ethyl alcohol, Acetic acid, Acetates, benzenes, glycols of ethylene and other derivatives there from and other liquids and processed items of every description and to carry on business of toddy and other liquor and toddy operations thereof and to run permit rooms within the republic of India.
2. To carry on the business as manufacturers, dealers, agents, importers and exporters of all kinds all organic and inorganic chemicals derived from molasses, sugar cane, grains, sugar and sugar beets.
3. To carry on the business as manufacturers, dealers, agents, importers and exporters of perfumes, deodorants, specialty chemicals, salts and fine chemicals derived from alcohol, industrial effluents, distillery effluents etc.

“RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary to give effect to the resolution.”

9. Ratification of remuneration payable to M/s. A. J. Paranjape & Co., appointed as Cost Auditors of the Company for F.Y. 2018-19

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. A. J. Paranjape & Co., Cost Accountants (Firm Registration No. 100480) appointed as Cost Auditors by the Board of Directors of the Company, be paid a remuneration of Rs. 50,000/- (Rupees fifty thousand only) for the financial year ending March 31, 2019.

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

**By Order of the Board
For Aurangabad Distillery Limited**

Amardeep Singh Sethi
Chairman & Whole time Director
DIN: 00097644

Date: 16.08.2018
Place: Pune

NOTES:

1. ***A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.*** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 3 to 9 of the Notice, is annexed hereto. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and Transfer Books of the Company will be closed from 22nd September 2018 to 29th September 2018 both days inclusive.
6. Duly completed and signed Ballot Forms shall reach the Scrutinizer before the AGM date. Alternatively, the Ballot form can also be deposited in the box to be made available at the venue during the AGM. The Ballot Forms received after the AGM date shall be strictly treated as if the reply from the Member has not been received.
7. The Notice of the AGM along with the Annual Report of FY 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Private Limited/Depositories.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. Route Map showing directions to reach to the venue of the 18th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting."

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

As required under provisions of Section 102 of the Companies Act, 2013 the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 9 of the accompanying Notice:

Item No. 3

Mr. Avinash Salunkhe, (DIN: 03586610) who was appointed as an Additional Director of the Company w.e.f. November 13, 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 (the Act), can hold office up to the close of this AGM and is eligible for appointment. In terms of Section 160 of the Act, the Company has received a Notice along with a deposit of Rs. 1,00,000/- from a member signifying his intension to propose the candidature of Mr. Avinash Salunkhe for the office of Director. He is acting as an Independent Director of the Company. In order to comply with the provisions of Section 149(4), (10) and (11) and 152 of the Act read with the Rules of the Act, it has been proposed to appoint Mr. Avinash Salunkhe as an Independent Director for a consecutive period of 5 years w.e.f. 13th November 2017. The appointee has given a declaration under Section 149(7) of the Act, that he meets the criteria of independence as provided in the Section 149(6) of the Act.

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

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

The Board recommends the resolution set forth in Item No. 3 for approval of the members.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Tanaji Yadav was appointed as an Additional Director on the Board of the Company with effect from 13th November, 2017 to hold the office upto the date of the Annual General Meeting. It is proposed to confirm his appointment as a Director of the Company and subsequently his appointment as a Whole-time Director from 1st September, 2018 until 31st August, 2021 and payment of remuneration for the aforesaid period, subject to the approval of shareholders.

Mr. Tanaji Yadav is having more than 40 years' experience of working in the distillery industries.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Tanaji Yadav as a Director of the Company.

The remuneration and other terms and conditions of Mr. Tanaji Yadav appointment as Whole Time Director as set out in the resolution is subject to your approval.

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

The Board recommends the resolution set forth in Item No. 4 for approval of the members.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Karan Yadav was appointed as an Additional Director on the Board of the Company with effect from 16th August, 2018 to hold the office till

upto the date of the Annual General Meeting. It is proposed to confirm his appointment as a Director of the Company and subsequently his appointment as a Whole-time Director from 1st September, 2018 until 31st August, 2021 and payment of remuneration for the aforesaid period remuneration, subject to the approval of shareholders.

Mr. Karan Vallabh Yadav is having more than 20 years of experience in the field of Import and Export Department and Alternative power solutions.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Karan Yadav as a Director of the Company.

The remuneration and other terms and conditions of Mr. Karan Yadav appointment as Whole Time Director as set out in the resolution is subject to your approval.

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

The Board recommends the resolution set forth in Item No. 5 for approval of the members.

Item No. 6

The members of the Company at an Extra Ordinary General Meeting held on 13th June, 2016 had approved appointment of Mr. Dharampal Kalani as the Managing Director of the Company effective from 13th June, 2016 for a period of five years.

Further on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 16th August, 2018 recommended the revised remuneration payable to Mr. Dharampal Kalani effective from 1st September, 2018 till the completion of his term of Rs. 2,00,000/- p.m. (Rupees Two Lakhs Only per month).

All other terms & conditions of his appointment remain unchanged.

In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director, salary and perquisites subject to the limits stipulated under Schedule V read with section 196 and 197 of the Companies Act, 2013, shall be payable.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Dharampal Kalani, Mr. Kanyalal Kalani and Mr. Hiralal Kalani are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

The Board recommends the resolution set forth in Item No. 6 for approval of the members.

Item No. 7

The members of the Company at an Extra Ordinary General Meeting held on 13th June, 2016 had approved appointment of Mr. Amardeepsingh Sethi as the Whole Time Director of the Company effective from 13th June, 2016 for a period of five years.

Further on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 16th August, 2018 recommended the revised remuneration payable to Mr. Amardeepsingh Sethi effective from 1st September, 2018 till the completion of his term of Rs. 2,00,000/- p.m. (Rupees Two Lakhs Only per month).

All other terms & conditions of his appointment remain unchanged.

In the event of absence or inadequacy of profits in any financial year during the tenure of the Whole Time Director, salary and perquisites subject to the limits stipulated under Schedule V read with section 196 and 197 of the Companies Act, 2013, shall be payable.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Amardeepsingh Sethi, Mrs. Jagjitkaur Sethi, Mr. Ratansingh Sethi, Mrs. Baljitkaur Sethi, Mr. Hirasingsh Sethi, Mrs. Ramanjitkaur Sethi and Mrs. Memkur Sethi and are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

The Board recommends the resolution set forth in Item No. 7 for approval of the members.

Item No. 8

The Company is engaged in the business of distillery business. During the process of manufacturing of distillery products many allied products and effluents are generated which can be used as raw material for manufacturing of other products. Now the Company has taken up a project in which components can be extracted from effluents which are generated at the time of distillery process. Those components can be used for revenue generation.

To enable the Company commence the aforesaid business, it is proposed to amend the Main Objects under Object Clause of the Memorandum of Association of the Company.

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

The Board recommends the resolution set forth in Item No.8 for approval of the members.

Item No. 9

The Board of Directors, on recommendation of the Audit Committee have appointed M/s. A. J. Paranjape & Co., Cost Accountants (Firm Registration No. 100480), Cost Accountants, as the Cost Auditors for audit of cost accounting records of the Company for the financial year ended 31st March, 2019, at a remuneration amounting to Rs. 50,000/- (Rupees Fifty Thousand Only) excluding reimbursement of out of pocket expenses and applicable tax. In terms of provisions of Section 148 of the Companies Act, 2013, members' ratification is required for remuneration payable to the Cost Auditor.

Therefore, consent of the members of the Company is sought for passing of an Ordinary Resolution as set out in Item No. 9 for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

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

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

Profile of directors and additional information as required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; 2015; Clause 1.2.5 of Secretarial Standards-2 on General Meetings and Schedule V of the Companies Act, 2013, for director seeking appointment/ re-appointment are as under.

Name of the Director	Mrs. Jagjitkaur Sethi	Mr. Avinash Salunkhe	Mr. Tanaji Yadav
DIN	01825035	03586610	07989992
Date of Birth	22/06/1977	24/05/1968	01/06/1954
Age	41	50	64
Qualifications	B.A	MBA	B.SC and Diploma in Science and Diploma in Labour Laws & Labour Welfare
Experience	+5	+20	+43
Expertise	Expertise in the field of distillation and spirit manufacturing.	Expertise in the field of agro products.	Wide experience in the area of regulatory and governance matters.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	As per Nomination and Remuneration Policy of the Company. No remuneration drawn in previous year.	As per Nomination and Remuneration Policy of the Company. No remuneration drawn in previous year.	As per Nomination and Remuneration Policy of the Company. No remuneration drawn in previous year.
Date of first Appointment on the Board	22/01/2008	13/11/2017	13/11/2017
Number of Meetings of the Board attended during the year	5 out of 5	1 out of 1	1 out of 1
Shareholding in Company	5,25,000	Nil	4,000
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Wife of Mr. Amardeepsingh Sethi	No Relation	No Relation
List of Directorship/ Membership/ Chairmanship of Committees of other Board:	1. Satyam Spirits Private Limited; 2. Metri Spirits Private Limited.	Innovative Hydroponics Private Limited	Nil

Name of the Director	Mr. Karan Yadav	Mr. Dharampal Kalani	Mr. Amardeepsingh Sethi
DIN	07587347	00041021	00097644
Date of Birth	25/05/1972	06/04/1977	13/09/1972
Age	46	41	45
Qualifications	Diploma in Industrial Engineering & Export Management	B.E., M.B.A.	Diploma in Chemical Engineering
Experience	+20	+15	+20
Expertise	Expertise in the field of alternate power	Expertise in the field of distillery industry.	Expertise in the field of distillery industry.

	solutions business.		
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	As per Nomination and Remuneration Policy of the Company. No remuneration drawn in previous year.	As per Nomination and Remuneration Policy of the Company. Last remuneration drawn Rs. 1,00,000/- per month.	As per Nomination and Remuneration Policy of the Company. No remuneration drawn in previous year. Last remuneration drawn Rs. 1,00,000/- per month.
Date of first Appointment on the Board	30.08.2016	15/07/2007	25/04/2016
Number of Meetings of the Board attended during the year	N.A.	5 out of 5	5 out of 5
Shareholding in Company	Nil	9,90,000	5,25,000
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No Relation	Brother of Mr. Kanyalal Kalani.	Husband of Mrs. Jagjitkaur Sethi.
List of Directorship/ Membership/ Chairmanship of Committees of other Board:	Nil	Kanuhira Finance Private Limited; Karan Liquors Private Limited; Kalani Packaging Industries Private Limited; Karan Distilleries Private Limited; Machpack Enterprises Private Limited; Karan Sugars Private Limited	Triloksons Resources Private Limited; Satyam spirits Private Limited; Metri spirits Private Limited

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

I. GENERAL INFORMATION:

Nature of industry:	The Company is engaged in the business of manufacturing of Rectified Spirit, Denatured Spirit and Extra Neutral Alcohol.
Date or expected date of commencement of commercial production:	N.A.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	N.A.
Financial performance based on given indicators:	The Company generated revenue of Rs. 50,67,70,559/- during the current year financial year 2017-18 as against revenue of Rs. 40,91,15,345/- generated in the preceding financial year 2016-17. The operations of the

	Company have resulted into post tax profit of Rs. 3,00,59,191/- against post tax profit of Rs. 68,44,090/- in the preceding year.
Foreign investments or collaborations:	N.A.

II. INFORMATION ABOUT THE APPOINTEE:

A. Mr. Tanaji Yadav

- a. **Background details:** Mr. Tanaji Yadav, aged 64 years, holds a degree in Science and Diploma in Labour Laws & Labour Welfare. He has an experience of 43 in Distillery and Allied Industries.
- b. **Past remuneration:** Not Applicable
- c. **Recognition or awards:** Not Applicable
- d. **Job profile and his suitability:** Mr. Tanaji Yadav proposed to be appointed as Whole Time Director of the Company and will devote whole attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
- e. **Remuneration proposed:** The Nomination and Remuneration Committee recommends to the Board and subject to approval of shareholders Rs. 50,000/- per month.
- f. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Not Applicable.
- g. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Mr. Tanaji Yadav does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel, except holding 4,000 equity shares and remuneration to be paid to him in the Company.

B. Mr. Karan Yadav

- a. **Background details:** Mr. Karan Yadav, aged 46 years, holds Diploma in Industrial Electronics Engineering and also holds Diploma in Export Management. Expertise in the field of alternate power solutions business. He has overall more than 20 years' experience in Corporate Sector.
- b. **Past remuneration:** Not Applicable
- c. **Recognition or awards:** Not Applicable
- d. **Job profile and his suitability:** Mr. Karan Yadav proposed to be appointed as Whole Time Director of the Company and will devote whole attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
- e. **Remuneration proposed:** The Nomination and Remuneration Committee recommends to the Board and subject to approval of shareholders Rs. 50,000/- per month.
- f. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Not Applicable.

- g. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Mr. Karan Yadav does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel

C. **Mr. Dharampal Kalani**

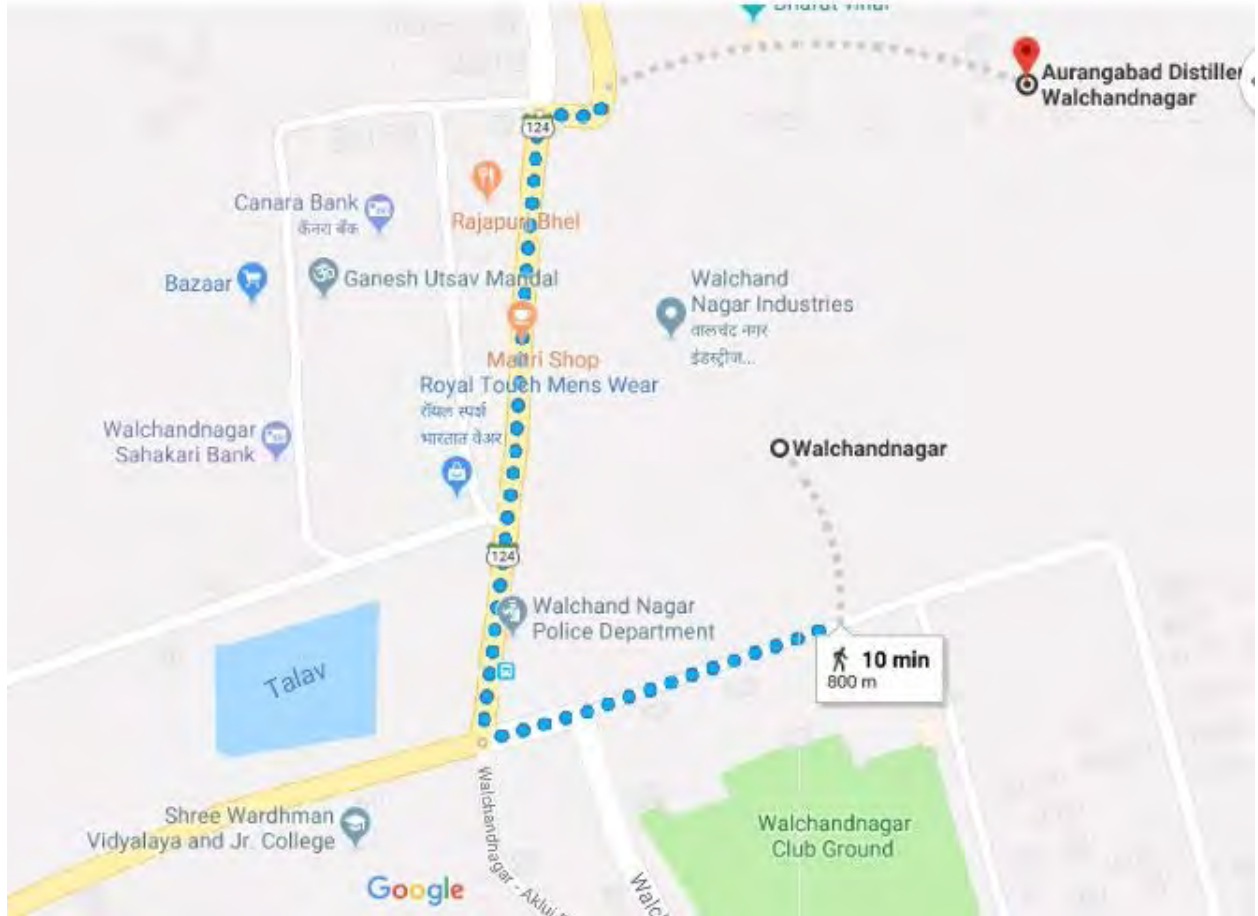
- a. **Background details:** Mr. Dharampal Kalani, aged 41 years, holds Bachelor of Engineering and Master of Business Administration. He has been associated with our company from 2007 and has been redesignated as Managing Director on June 13, 2016. He has more than 15 years of experience in handling Distillery Industry. He looks after overall management and operations of the Company. Under his guidance our Company has witnessed continuous growth. He manages the day-to-day affairs of the Company and is responsible for business policies, strategic decisions, business development etc. As a strategic planner with a hands-on approach, he has been instrumental in the growth of the Company to this level. He looks after overall management and operations of the Company. Under his guidance our Company has witnessed continuous growth.
- b. **Past remuneration:** He has drawn remuneration of Rs. 1,00,000/- per month in the financial year 2017-18.
- c. **Recognition or awards:** Not Applicable
- d. **Job profile and his suitability:** Mr. Dharampal Kalani is the Managing Director of the Company and devotes whole attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
- e. **Remuneration proposed:** The Company proposes to paid remuneration of Rs. 2,00,000/- per month w.e.f. 1st September, 2018.
- f. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Not Applicable.
- g. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Mr. Dharampal Kalani is a promoter director and as at 31st March, 2018 he held 9,90,000 equity shares of the Company.

D. **Mr. Amardeepsingh Sethi**

- a. **Background details:** Mr. Amardeepsingh Triloksingh Sethi, aged 45 years, holds Diploma in Chemical Engineering. He joined our Company as Additional Director on 25.04.2016 and then redesignated as Chairman Cum Whole Time Director on June 13, 2016. He is promoter of our Company since the company was taken over by present promoter in the year 2005. He has an overall experience of more than 20 years in the business of Distillery operation and had been a key figure in promoting the business of the Company to the current status. His main role in the Company is to strategize new business plans with industry trends and consumer preference in mind. He has also leaded us for all the technical advancements made by our Company in its products and method of manufacturing and also looks after the production and factory related activities.
- b. **Past remuneration:** He has drawn remuneration of Rs. 1,00,000/- per month in the financial year 2017-18.
- c. **Recognition or awards:** N.A.

- d. **Job profile and his suitability:** Mr. Amardeepsingh Sethi is the Whole Time Director of the Company and devotes whole attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
- e. **Remuneration proposed:** The Company proposes to paid remuneration of Rs. 2,00,000/- per month w.e.f. 1st September, 2018.
- f. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Not Applicable.
- g. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Mr. Amardeepsingh Sethi is a promoter director and as at 31st March, 2018 he held 5,25,000 equity shares of the Company.

ROUTE MAP OF VENUE OF ANNUAL GENERAL MEETING



PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

AURANGABAD DISTILLERY LIMITED

CIN: L55000PN2000PLC177314

A/P Walchandnagar, Tal. Indapur, Pune 413114

Tel: +91 – 02118-252507, +91-02118-252504

csaurangabaddistillery@gmail.com | www.aurangabaddistillery.com

18th Annual General Meeting – September 29, 2018

Name of the member(s)	<input type="text"/>																		
Registered address	<input type="text"/> <input type="text"/>																		
Email	<input type="text"/>																		
Folio no. / Client ID	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>																		
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I / We, being the member(s) of shares of the above named company, hereby appoint:

1. Name_____Address_____
E-mail Id_____Signature_____
or failing him/ her;
2. Name_____Address_____
E-mail Id_____Signature_____
or failing him/ her;
3. Name_____Address_____
E-mail Id_____Signature_____
or failing him/ her;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 18th Annual General Meeting of the Members of Aurangabad Distillery Limited to be held on Saturday, the 29th day of September, 2018 at 12.00 Noon at A/P Walchandnagar, Tal. Indapur, Pune 413114 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution number	Resolution	Vote (Optional see Note 2)		
		(Please mention no. of shares)		
		For	Against	Abstain
Ordinary business				
1	To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2018 together with the Report of Board of Directors and Report of Auditors thereon.			
2	To re-appoint Mrs. Jagjitkaur Sethi, who retires by rotation and, being eligible, seeks re-appointment.			
Special business				
3	Appointment of Mr. Avinash Salunkhe (DIN- 03586610) as an Independent Director of the Company			
4	Appointment of Mr. Tanaji Yadav (DIN-07989992) as a Whole-time Director of the Company			
5	Appointment of Mr. Karan Yadav (DIN-07587347) as a Whole-time Director of the Company			
6	Revision in the terms of payment of remuneration to Mr. Dharampal Kalani (DIN- 00041021), Managing Director of the Company			
7	Revision in terms of payment of remuneration to Mr. Amardeepsingh Sethi (DIN- 00097644), Whole-time Director of the Company			
8	Additions in Main Objects of Memorandum of Association of the Company			
9	Ratification of remuneration payable to M/s. A. J. Paranjape & Co. appointed as Cost Auditors of the Company for FY 2018-19			

Signed this day of 2018.

.....
Signature of the
member

.....
Signature of the proxy
holder(s)

Affix
revenue
stamp of
not less
than Rs. 1

Notes:

- 1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company at A/P Walchandnagar, Tal. Indapur Pune - 413114 and addressed to "The Company Secretary", not less than 48 hours before the Annual General Meeting.***
- 2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.***

ATTENDANCE SLIP
AURANGABAD DISTILLERY LIMITED

CIN: L55000PN2000PLC177314

A/P Walchandnagar, Tal. Indapur, Pune 413114

Tel: +91 – 02118-252507, +91-02118-252504

csaurangabaddistillery@gmail.com | www.aurangabaddistillery.com

18th Annual General Meeting – September 29, 2018

Registered Folio no. / DP ID no. / Client ID no. :

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Number of shares held

--	--	--	--	--	--	--	--	--	--

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 18th Annual General Meeting of the Company at the A/P Walchandnagar, Tal. Indapur, Pune 413114 on Saturday, September 29, 2018 at 12.00 Noon. IST.

.....
Name of the member / proxy
(in BLOCK letters)

.....
Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

AURANGABAD DISTILLERY LIMITED

CIN: L55000PN2000PLC177314

A/P Walchandnagar, Tal. Indapur, Pune 413114

Tel: 91 02118-252507, +91-02118-252504

csaurangabaddistillery@gmail.com | www.aurangabaddistillery.com**BALLOT FORM****18th Annual General Meeting – September 29, 2018**

Sr. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Client ID No.	
4	No. of shares held	

I/We hereby exercise my/our vote in respect of Ordinary Resolutions and Special Resolution enumerated below by recording my/our assent or dissent to the said resolutions stated in the Notice of 18th Annual General Meeting (AGM) by placing the tick (✓) mark at the resolution below:

Resolution No.	Resolution	No. of shares held	I assent to the Resolution (For)	I dissent from the resolution (Against)
Ordinary Business				
1	To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2018 together with the Report of Board of Directors and Report of Auditors thereon.			
2	To re-appoint Mrs. Jagitkaur Amardeepsingh Sethi, who retires by rotation and, being eligible, seeks re-appointment.			
Special Business				
3	Appointment of Mr. Avinash Salunkhe (DIN- 03586610) as an Independent Director of the Company			
4	Appointment of Mr. Tanaji Haribhau Yadav (DIN- 07989992) as a Whole-time Director of the Company			
5	Appointment of Mr. Karan Yadav (DIN- 07587347) as a Whole-time Director of the Company			
6	Revision in the terms of payment of remuneration to Mr. Dharampal Kalani (DIN- 00041021), Managing Director of the Company			
7	Revision in terms of payment of remuneration to Mr. Amardeepsingh Sethi (DIN- 00097644), Whole-time Director of the Company			
8	Additions in Main Objects of Memorandum of Association of the Company			
9	Ratification of remuneration payable to M/s. A. J. Paranjape & Co. appointed as Cost Auditors of the Company for FY 2018-19			

Place: _____

Date: _____

(Signature of the shareholder)

INSTRUCTIONS

1. Members may fill up the ballot form printed overleaf and submit the same in a sealed envelope to the scrutinizer, **Mr. Ganesh Hedau, Practicing Company Secretary, Pune (appointed as scrutinizer of the Company** in a fair and transparent manner) at the **M/s. Ganesh Hedau & Co., Company Secretary**, Plot No. 6B, C.T.S. No. 587/2/6 at Parvati, Parvati Darshan Co-Operative Society Limited, Near Sane Guruji Smarak, Pune- 411030 or to his email id csganeshhedau@gmail.com.
 2. Duly completed and signed Ballot Forms shall reach the Scrutinizer before the AGM date. Alternatively, the Ballot form can also be deposited in the box to be made available at the venue during the AGM. The Ballot Forms received after the AGM date shall be strictly treated as if the reply from the Member has not been received.
 3. The Company will not be responsible if the envelope containing the ballot form is lost in transit.
 4. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
 5. The right of voting by ballot form shall not be exercised by a proxy.
 6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. Bigshare Services Private Limited). Members are requested to keep the same updated.
 7. There will be only one ballot form for every Folio/DP ID Client ID irrespective of the number of joint holders.
 8. In case of joint holders, the ballot form should be signed by the first named member and in his/her absence by the next named member. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such ballot form from other joint holders.
 9. Where the ballot form has been signed by an authorized representative of the body corporate/trust/society, etc. a certified copy of the relevant authorisation/board resolution to vote should accompany the ballot form.
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