



AURANGABAD DISTILLERY LIMITED

Notice of 19th Annual General Meeting

NOTICE is hereby given that the 19th Annual General Meeting (the "AGM") of the Members of Aurangabad Distillery Limited will be held on Saturday, 28th September, 2019 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, 2019 together with the Report of Board of Directors and Report of Auditors thereon.
2. To appoint Mr. Kanyalal Kimatram Kalani (DIN: 00282182), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mr. Amardeepsingh Triloksingh Sethi (DIN: 00097644), who retires by rotation and being eligible, offers himself for re-appointment.
4. APPOINTMENT OF STATUTORY AUDITOR

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

"RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules framed thereunder, (including any statutory modification or reenactment thereof) and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Kale & Associates, Chartered Accountants (Firm Registration No. 114144W), be and are hereby appointed as Statutory Auditors of the Company for a period of 5 (Five) years from the conclusion of this Annual General Meeting till the conclusion of Twenty Fourth Annual General Meeting and that the Board of Directors be and is hereby authorized to fix and revise their remuneration as may be recommended by the Audit Committee in consultation with the Statutory Auditors every year till the completion of term as fixed by this resolution."

SPECIAL BUSINESS:

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

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

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, approval of members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan to Satyam Spirits Private Limited, being entity covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to sub-section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 5.00 Crores (Rupees Five Crores Only) per annum."

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

6. RATIFICATION OF REMUNERATION PAYABLE TO M/S. A. J. PARANJAPE & CO., APPOINTED AS COST AUDITORS OF THE COMPANY FOR F.Y. 2019-20

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, 2020."

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

By Order of the Board
For Aurangabad Distillery Limited

Amardeepsingh Sethi
Chairman & Whole time Director
DIN: 00097644

Date: 21.08.2019
Place: Walchandnagar

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. 4 to 6 of the Notice, is annexed hereto. The profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.
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 20th September 2019 to 28th September 2019 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 2018-19 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 19th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting."

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

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

Item No. 4

M/s. Natesh & Associates, Chartered Accountants (Firm Registration No. 106957W), were appointed as the Statutory Auditors of the Company, for a period of 5 years from the 14th Annual General Meeting till the ensuing 19th Annual General Meeting pursuant to provisions of Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. Further, in terms of the provisions of the Companies Act, 2013, since they have completed tenure of 5 years, they will not be eligible to for re-appointment as Statutory Auditors of the Company. The Board of Directors based on the recommendation of the Audit Committee proposes to appoint M/s. Kale & Associates, Chartered Accountants (Firm Registration No. 114144W) as Statutory Auditors of the Company in place of retiring auditors i.e., M/s. Natesh & Associates, Chartered Accountants, for a period of 5 (Five) years to hold the office from the conclusion of this Annual General Meeting till the conclusion of Twenty Fourth Annual General Meeting.

Information pursuant to Regulation 36 (5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), 2015

a. Proposed fees payable to the statutory auditor(s) along with terms of appointment.	Proposed fee: Rs.1,50,000/- for FY 2019-20 plus out of pocket expenses. The fee paid to M/s. Natesh & Associates, Statutory Auditors for FY 2018-19 was Rs. 1,05,000/- plus out of pocket expenses.
b. Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	Kale & Associates has extensive experience of Auditing and Assurance services. The firm was established in the year 1979.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution.

The Board recommends passing of the proposed resolution stated in Item No. 4 as an Ordinary Resolution.

Item No. 5

Satyam Spirits Private Limited is in the business of trading of beer and Indian Made Foreign Liquor (IMFL). They may require funds for its principal business activities. Accordingly, in order to meet these funding requirements and ensure necessary compliances of the provisions of the Act, the Board of Directors, hereby proposes to grant loans or provide

guarantee/security to the said Company upto an aggregate amount of Rs. 5.00 Crores (Rupees Five Crores Only).

In view of the recent amendments to Section 185 of the Act, vide the Companies (Amendment) Act, 2017, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any private company of which any such director is a director or member without the prior approval of the Shareholders by means of a Special Resolution. The Board recommends the resolution at Item No. 5 of this Notice for approval of Members.

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

Item No. 6

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, 2020, at a remuneration amounting to Rs. 50,000/- (Rupees Fifty Thousand Only) excluding reimbursement of out of pocket expenses and applicable tax. In terms of provisions of Section 148 of the Companies Act, 2013, Members' ratification is required for remuneration payable to the Cost Auditor.

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

Therefore, consent of the members of the Company is sought for passing of an Ordinary Resolution as set out in Item No. 6 for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

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

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

Name of the Director	Mr. Kanyalal Kimatram Kalani	Mr. Amardeepsingh Triloksingh Sethi
DIN	00282182	00097644
Age	55	46
Date of Birth	12/03/1964	13/09/1972
Date of the first appointment at the Board	01/03/2010	25/04/2016
Qualification	B.Com	Diploma in Chemical Engineering
Experience	Having more than 30 years' experience in field of distillery and alcohol manufacturing.	Having more than 20 years' experience in field of distillery industry.
Relationship between Directors inter-se	Brother of Mr. Dharampal Kalani.	Husband of Mrs. Jagjitkaur Sethi.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	N.A.	N.A.
Shareholding	10,20,000	5,97,000

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

19th Annual General Meeting – September 28, 2019

Name of the member(s)

Registered address

Email

Folio no. / Client ID

DP ID

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 19th Annual General Meeting of the Members of Aurangabad Distillery Limited to be held on Saturday, the 28th day of September, 2019 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, 2019 together with the Report of Board of Directors and Report of Auditors thereon			
2	To re-appoint Mr. Kanyalal Kimatram Kalani, who retires by rotation and, being eligible, seeks re-appointment			
3	To re-appoint Mr. Amardeepsingh Triloksingh Sethi, who retires by rotation and, being eligible, seeks re-appointment			
4	Appointment of Statutory Auditor			
Special Business				
5	Approval of Loans, Investments, Guarantee or Security under Section 185 of the Companies Act, 2013			
6	Ratification of remuneration payable to M/s. A. J. Paranjape & Co. appointed as Cost Auditors of the Company for FY 2019-20			

Signed this day of 2019.

.....
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

19th Annual General Meeting – September 28, 2019

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

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Number of shares held

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

I hereby record my presence at the 19th Annual General Meeting of the Company at the A/P Walchandnagar, Tal. Indapur, Pune 413114 on Saturday, September 28, 2019 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.