



Chambal

Breweries & Distilleries Limited

Annual Report 2017-18

ANNUAL REPORT 2017-18**BOARD OF DIRECTORS**

Mr. Parasram Jhamnani
Chairman Cum Managing Director
DIN: 01266196

Mr. Raj Kumar Jain
Non-Executive & Independent Director
DIN: 05182042

Mr. Gajraj Singh
Non-Executive & Independent Director
DIN: 01336015

Mr. Anupam Garg
Non-Executive & Independent Director
DIN: 05182137

Ms. Amrita Modi
Non Executive Director
DIN: 07761166

COMPLIANCE OFFICER

Mr. Lalit Modi
Company Secretary

STATUTORY AUDITORS

M/s. VAG & Company
Chartered Accountants, Kota

REGISTERED OFFICE

A-7, Shopping Centre, Kota, 324 007
Web: www.chambalkota.com
Email: chambalbreweries@gmail.com

BANKERS

ICICI Bank Ltd.

BOARD COMMITTEES**Audit Committee**

Mr. Raj Kumar Jain (Chairperson)
Mr. Parasram Jhamnani
Mr. Gajraj Singh
Mr. Anupam Garg

Shareholder's/ Investor's Grievance Committee

Mr. Raj Kumar Jain (Chairperson)
Mr. Parasram Jhamnani
Mr. Gajraj Singh
Mr. Anupam Garg

Nomination & Remuneration Committee

Mr. Raj Kumar Jain (Chairperson)
Mr. Gajraj Singh
Mr. Anupam Garg

SECRETARIAL AUDITORS

M/s V. M. & Associates
Company Secretaries, Jaipur

REGISTRAR & SHARE TRANSFER AGENT

Adroit Corporate Services Pvt. Ltd.
19/20 Jaferbhoy Industrial Estate,
1st Floor, Makwana Road Marolnaka,
Mumbai- 400059
E-mail: info@adroitcorporate.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting ("AGM") of the Members of **Chambal Breweries and Distilleries Limited** will be held on Thursday, the 27th Day of September, 2018 at 2.00 P.M. at Registered office of the Company at A-7 Shopping Centre, Kota, 324007 (Rajasthan) to transact the following businesses:

ORDINARY BUSINESS:

1. To, consider and adopt the **Audited Financial Statements** of the Company for the year ended March 31, 2018, together with the reports of the Auditors and the Board of Directors thereon;
2. To appoint a Director in place of **Ms. Amrita Modi** (DIN: 07761166), who retires by rotation and being eligible, offers herself for re-appointment ;

SPECIAL BUSINESS:

3. To Re-appoint **Mr. Raj Kumar Jain** (DIN:05182042) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per Articles of Association of the company and pursuant to Regulation 25 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Raj Kumar Jain (DIN:05182042)**, who was appointed as an Independent Director in the 29th Annual General Meeting of the Company held on 29th November 2014 and whose term of appointment is going to expire on 31st March 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a Recommendation from Nomination and Remuneration Committee of the Company pursuant to provision of section 160 of the companies Act 2013 proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director for a second term of 5 years w.e.f. 1st April, 2019 on the Board of the company to hold office till 31st March 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

4. To Re-appoint **Mr. Gajraj Singh** (DIN: 01336015) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per Articles of Association of the company and pursuant to Regulation 25 of Securities And Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, **Mr. Gajraj Singh (DIN: 01336015)** who was appointed as an Independent Director in the 29th Annual General Meeting of the Company held on 29th November 2014 and whose term of appointment is going to expire on 31st March 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a Recommendation from Nomination and Remuneration Committee of the Company pursuant to provision of section 160 of the companies Act 2013 proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director for a second term of 5 years w.e.f. 1st April, 2019 on the Board of the company to hold office till 31st March 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

5. To Re-appoint Mr. Anupam Garg (DIN: 05182137) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per Articles of Association of the company and pursuant to Regulation 25 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Anupam Garg (DIN: 05182137)**, who was appointed as an Independent Director in the 29th Annual General Meeting of the Company held on 29th November 2014 and whose term of appointment is going to expire on 31st March 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a Recommendation from Nomination and Remuneration Committee of the Company pursuant to provision of section 160 of the companies Act 2013 proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director for a second term of 5 years w.e.f. 1st April, 2019 on the Board of the company to hold office till 31st March 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things as may be necessary, expedient and desirable in this regard."

6. To authorize for giving Loans, Guarantees and making Investment(s) by the company and/or providing security in connection with loan in excess of limits specified under section 186 of Companies Act, 2013 and in this regard, to consider an if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in terms of Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, and subject to such conditions as may be prescribed by the Concerned authority(ies), if any, while granting such approvals, the consent of the members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s)

authorized by the Board) to make/give from time to time any loans/investments/advances and to give on behalf of the Company, any guarantee and/or provide any security in connection of any loan(s) made by any other person to, or to such other person(s) by, any other person(s)/Company(ies)/Body Corporate(s) on such terms and conditions as to payment thereof and interest thereon which shall not be lower than the prevailing yield of one year, three year, five year or ten year government security closest to the tenor of the loan, aggregating to a limit of Rs. 25,00,00,000 (Rupees Twenty Five Crores only), notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees or securities so far given or to be given in connection of any loan(s) by the Company, may collectively exceed the limits as laid down u/s 186 of the Companies Act, 2013, provided that such providing of loans/investments/advances / guarantees/ securities, shall be made for furthering the business interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and for prescribing the limits of loans, investments, advances or guarantees, to be made or securities provided in connection with loan(s) to the companies to give effect to the said resolution including delegation of all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company and / or to any other director / directors or any other officer / employee / advisor of the Company, as it may consider appropriate and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

PLACE : KOTA

DATE : 10.08.2018

By The Order Of the Board

For Chambal Breweries and Distilleries Limited

Sd/-

PARASRAM JHAMNANI

MANAGING DIRECTOR

DIN: 01266196

NOTES

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY (A Copy of the Proxy Form is attached on Page no. 64 of Annual Report) . THE PROXY FORM IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, FILLED, SIGNED AND MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2) For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'Proxy'
- 3) Members/Proxies/Authorized representatives are requested to bring their Attendance Slip along with their copy of Annual Report at the Meeting.
- 4) Corporate members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution or Power of Authority authorizing their representative to attend and vote on their behalf at the AGM.
- 5) Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
- 6) Shareholders can download Notice of AGM, Board's Report from Company website www.chambalkota.com and also on website of CDSL at www.evotingindia.com.
- 7) Members are requested to:
 - a) Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
 - b) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its to **Adroit Corporate Services Pvt. Ltd.**, Registrar and Share Transfer Agent of The Company ("**RTA**") 19/20 Jaferbhoy Industrial Estate, 1st Floor, Makwana Road Marolnaka, Mumbai - 400 059, who is acting as our Registrar and Share Transfer Agent.
- 8) Non Resident Indian Members are requested to inform "**RTA**" of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
- 9) All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of AGM.
- 10) The Register of Directors and Key Managerial Personnel ("**KMP**") and their shareholding and Register of Contracts or Arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at AGM.
- 11) The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, the 21st Day of September 2018 to Thursday, 27th day of September, 2018**, (both days inclusive) for the purpose of AGM.

- 12) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
- 13) In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to the "RTA".
- 14) Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
- 15) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market/ Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
- 16) Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the "RTA". The Members holding shares in demat form may contact their respective depository participants for making such nominations/
- 17) The Notice of AGM along with the Annual Report 2017-18 is being sent by electronic mode to those members whose email address is registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies are being sent by the permitted mode.
- 18) The shareholders holding shares in physical form and electronic form, who have not registered their email address so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 19) A copy of Audited Financial Statements for the year ended 31st March, 2018 together with the Board's and Auditor's Report thereon are enclosed herewith.
- 20) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended) & Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility for the Members to enable them to cast their votes electronically from a place other than the venue of AGM. The business may be transacted through remote e-voting services provided by Central Depository Services (India) Ltd.
- 21) Remote e-voting facility would remain open from Sunday, 23rd September, 2018 at 9.00 A.M. to Wednesday, 26th September, 2018 at 5.00 P.M. During this period, shareholders of the company holding shares either in the physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 20th September, 2018, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

The facility for voting through polling paper shall also be made available at the AGM & members who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- 22) The voting rights of shareholders shall be in proportion to their shares held in the paid up equity share capital of the Company as on Thursday, 20th September, 2018 (Cut -off date).

- 23) **CS Manoj Maheshwari**, FCS 3355, Practicing Company Secretary, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting & poll process to be carried out at the AGM in a fair and transparent manner.
- 24) The final results including the remote E-voting and poll results of the AGM shall be declared within 48 hours from the conclusion of the AGM. The final results along with the scrutinizer's report shall be placed on the Company's website www.chambalkota.com immediately after the result is declared by the Chairman and also on the CDSL's website at www.evotingindia.com and shall be communicated simultaneously to the concerned stock exchange.
- 25) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. Thursday, 20th September, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- 26) Details of Director retiring by rotation and/or seeking re-appointment at this AGM as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 are provided under Annexure of Notice of AGM.
- 27) The route map showing the direction to reach the venue of AGM is attached at the end of the Report.
- 28) **The instructions for shareholders voting electronically are as under:**
- If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR	Details Date of Birth (DOB) (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Chabmal **Breweries and Distilleries Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed/ If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(XXI) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

PLACE : KOTA
DATE : 10.08.2018

By The Order Of the Board
for Chambal Breweries and Distilleries Limited

Sd/-
PARASRAM JHAMNANI
Managing Director
DIN: 01266196