



Chambal

Breweries & Distilleries Limited

Annual Report 2019-20

ANNUAL REPORT 2019-20**BOARD OF DIRECTORS**

Mr. Parasram Jhamnani
Chairman and Managing Director
DIN: 01266196

Mr. Raj Kumar Jain
Independent Director
DIN: 05182042

Mr. Gajraj Singh
DIN: 01336015
Independent Director

Ms. Amrita Modi
Non executive Director
DIN: 07761166

KEY MANAGERIAL PERSONNEL

Mr. Lalit Modi
Company Secretary
M.No. A37353

Mr. Vinod Jhamnani
Chief Financial officer

STATUTORY AUDITORS

M/s. VAG & Company
Chartered Accountants, Kota
FRN: 003014C

REGISTERED OFFICE

A-7, Shopping Centre, Kota, 324 007
CIN: L99999RJ1985PLC046460
Web: www.chambalkota.in
Email: chambalbreweries@gmail.com
Contact Number 0744-2362346

BANKERS

ICICI Bank Ltd.

BOARD COMMITTEES**Audit Committee**

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

Stakeholder's Relationship Committee

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

Nomination & Remuneration Committee

Mr. Raj kumar Jain (Chairperson)
Mr. Parasram Jhamnani
Mr. Gajraj Singh

SECRETARIAL AUDITORS

M/s V. M. & Associates
Company Secretaries, Jaipur
FRN: P1984RJ039200

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 **35th Annual General Meeting** ("AGM") of the Members of Chambal Breweries and Distilleries Limited will be held on Friday, the 25th Day of September, 2020 at 12.00 P.M. at Registered office of the Company at A-7 Shopping Centre, Kota, 324007 (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To adopt the **Audited Financial Statements** of the Company for the year ended on March 31, 2020, 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 appoint **Mr. Anmol Jindal** (DIN: 07618593) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 150 and 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. Anmol Jindal (DIN: 07618593)**, 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 notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as an Independent Director for a term of 5 years w.e.f. 25th September 2020 to 24th September 2025, on the Board of the company and his term shall not be subject to retirement 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, matters and things as may be necessary, expedient and desirable in this regard."

PLACE : KOTA

DATE : 10.08.2020

**By The Order Of the Board
For Chambal Breweries and Distilleries Limited**

Sd/-

**PARASRAM JHAMNANI
Chairman and
Managing Director
DIN: 01266196**

REGISTERED OFFICE:

A/7, Shopping Centre Kota, 324007

CIN: L99999RJ1985PLC046460

Website: www.chambalkota.in

Email id: chambalbreweries@gmail.com

Contact no. : 0744-2362346

NOTES :

- 1) In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) in physical presence of the members with the permission of the concerned authority. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 35th AGM of the Company is being convened in physical presence of members.
- 2) **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. ...60.....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.
- 3) 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'
- 4) Members / Proxies/Authorized persons are requested to bring duly filled Attendance Slip to attend the Meeting, along with their copy of Annual Report.
- 5) Corporate members, Karta of HUF and Trustee intending to send their authorized 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.
- 6) 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.
- 7) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NRE account with a Bank in India, if not furnished earlier
- 8) Shareholders can download Notice of AGM, Board's Report from CDSL website at www.evotingindia.com and Company's website www.chambalkota.in
- 9) Members are requested to notify the change in address if any, with Pin Code numbers immediately (in case of shares held in physical mode). Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the **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.

- 10) 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.
- 11) 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.
- 12) The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, the 19th day of September 2020 to Friday, 25th Day of September 2020 (both days inclusive)** for the purpose of AGM.
- 13) 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.
- 14) As per Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Securities and Exchange Board of India ("SEBI") clarification dated 27th March 2019 PR No.: 12/2019 securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the R&T Agent of the company for assistance in this regard
- 15) 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.
- 16) 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.
- 17) 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."
- 18) The Notice of AGM along with the Annual Report 2019-20 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.
- 19) 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.
- 20) A copy of Audited Financial Statements for the year ended 31st March, 2020 together with the Board's and Auditor's Report thereon are enclosed herewith.
- 21) 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.

- 22) Remote e-voting facility would remain open from Monday, 21st Day of September 2020 at 9.00 A.M to Thursday, 24th Day of September 2020 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. Friday, 18th September, 2020, 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.

- 23) **CS Manoj Maheshwari**, FCS 3355, Practicing Company Secretary, Jaipur, partner of M/s V. M. & Associates, Company Secretaries 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 will 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.in 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. Friday, 18th September, 2020, 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/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:**

- (i) 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.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

or

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you

successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are a first time user follow the steps given below:

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) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details Date of Birth (DOB)	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. 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).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant **Chambal Breweries and Distilleries Limited** on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile..

(xix) **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self

attested scanned copy of Aadhar Card) by email to Adroit Corporate Services Pvt. Ltd. Registrar and shares transfer agent of the company on info@adroitcorporate.com.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Adroit Corporate Services Pvt. Ltd. Registrar and shares transfer agent of the company on info@adroitcorporate.com.

(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) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

PLACE : KOTA

DATE : 10.08.2020

**By The Order Of the Board
For Chambal Breweries and Distilleries Limited**

Sd/-

**PARASRAM JHAMNANI
Chairman and
Managing Director
DIN: 01266196**

REGISTERED OFFICE:

A/7, Shopping Centre Kota, 324007

CIN: L99999RJ1985PLC046460

Website: www.chambalkota.in

Email id: chambalbreweries@gmail.com

Contact no. : 0744-2362346

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**Item No. 3**

The Company has received a notice in writing from member under Section 160 of the Act proposing the candidature of Mr. Anmol Jindal for the office of Independent Director of the Company.

The Company has received from him (i) consent in writing to act as Director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in pursuant to rule 14(1) of Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013; and (3) a Declaration that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (4) Independent director data bank registration certificate with successfully qualified the Online Proficiency Self Assessment Test For Independent Director's Databank.

In Compliance with SEBI Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018, your company has also received confirmation from Mr. Anmol Jindal that he is not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

As per opinion of the Board, Mr. Anmol Jindal fulfils the condition specified in the Act and the rules made there under for appointment as an Independent Director of the Company and he is independent of the management.

Mr. Anmol Jindal has done Graduation and having good knowledge of corporate working.

Brief resume of the Mr. Anmol Jindal and additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per SS-2 is enclosed as Annexure-1.

It will be in the interest of all the stakeholders that Mr. Anmol Jindal is appointed as an Independent Director on the Board of the company. It is proposed to appoint him for a term of 5 consecutive years w.e.f 25th September 2020 to 24th September 2025.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise with the resolution in Item no. 3.

The Board recommends the Ordinary Resolution set out at Item Nos. 3 of the Notice for approval by the members.

PLACE : KOTA
DATE : 10.08.2020

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

Sd/-

PARASRAM JHAMNANI
Chairman and
Managing Director
DIN: 01266196

REGISTERED OFFICE:
A/7, Shopping Centre Kota, 324007
CIN: L99999RJ1985PLC046460
Website: www.chambalkota.in
Email id: chambalbreweries@gmail.com
Contact no. : 0744-2362346

Annexure- "1"

Details of Director seeking appointment, re-appointment pursuant to regulation 36(3) of (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-on General Meetings

Name of Director	Amrita Modi (DIN: 07761166)	Mr. Anmol Jindal (DIN: 07618593)
Age (in years)	29	30
Qualification	Post Graduate	Graduate
Experience	6 Years in Business operation	6 Years in Business operation and management
Nature of expertise in specific functional areas	Business operation	Business operation and management
terms and conditions of Re-appointment	No change	As detailed in the respective resolutions and explanatory statement
Remuneration Sought To Be Paid	Nil	Nil
Last Drawn Remuneration	Nil	Nil
Date of first appointment on the Board	20.03.2017	Nil
Number of Board Meetings attended during the -Financial year 2019-20	4	Not applicable
Disclosure of inter-se relationships between directors and Key Managerial Personnel	Spouse of Mr. Lalit Modi, Company Secretary & Compliance officer of the Company	None
Number of shares held in the Company	Nil	Nil
Directorship in other Companies	Nil	Nil
Committee Position held in other Company	Nil	Nil
Shareholding in the Company as on March 31, 2020	Nil	Nil

PLACE : KOTA
DATE : 10.08.2020

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

Sd/-

PARASRAM JHAMNANI
Chairman and
Managing Director
DIN: 01266196

REGISTERED OFFICE:

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