

CHAMBAL BREWERIES AND DISTILLERIES LIMITED

CIN: L99999RJ1985PLC046460

Address: House No. 30, 2nd Floor, DAV School Kei Pass, Talwandi, Kota- 324 005 (Rajasthan)
Email Id: chambalbreweries@gmail.com **contact Number: 0744-3500607**

Date: 25/08/2022

To
BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001 (Maharashtra)

Ref: Chambal Breweries and Distilleries Limited, (Scrip Code 512301)

SUB: Notice of 37th Annual General Meeting and the Annual Report for the FY 2021-22.

Dear Sir/Ma'am,

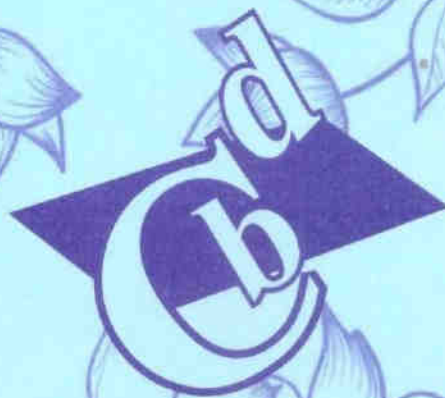
Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, find enclosed herewith Notice of 37th Annual general meeting alongwith Annual Report 2021-22 will be held on Monday, the 19th Day of September, 2022 at 12.30 P.M. at Registered office of the Company situated at House No. 30, 2nd Floor, DAV School Kei Pass, Talwandi, Kota, 324005, Rajasthan.

You are kindly requested to take the same on record.

Thanking You,
Yours Faithfully,

FOR CHAMBAL BREWERIES & DISTILLERIES LIMITED.

Lalit Modi
Company Secretary &
Compliance officer
Membership No. A37353



Chambal

Breweries & Distilleries Limited

Annual Report 2021-22

ANNUAL REPORT 2021-22**BOARD OF DIRECTORS****Mr. Parasram Jhamnani**

Chairman and Managing Director

DIN: 01266196**Mr. Raj Kumar Jain**

Independent Director

DIN: 05182042**Mr. Anmol Jindal**

Independent Director

DIN: 07618593**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 OFFICEHouse No. 30, 2nd Floor, DAV School Kei Pass,
Talwandi, Kota, 324005

CIN: L99999RJ1985PLC046460

Web: www.chambalkota.inEmail: chambalbreweries@gmail.com

Contact Number 0744-3500607

BANKERS

ICICI Bank Ltd.

BOARD COMMITTEES**Audit Committee**

Mr. Raj Kumar Jain (Chairperson)

Mr. Parasram Jhamnani

Mr. Anmol Jindal

Stakeholders' Relationship Committee

Mr. Raj Kumar Jain (Chairperson)

Mr. Parasram Jhamnani

Mr. Anmol Jindal

Nomination & Remuneration Committee

Mr. Raj kumar Jain (Chairperson)

Mr. Amrita Modi

Mr. Anmol Jindal

SECRETARIAL AUDITORS**M/s Bharat Rathore & Associates**

Company Secretaries, Kota

FRN: S2018RJ589300

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 **37th Annual General Meeting** ("AGM") of the Members of Chambal Breweries and Distilleries Limited will be held on Monday, the 19th Day of September, 2022 at 12.30 P.M. at Registered office of the Company situated at House No. 30, 2nd Floor, DAV School Kei Pass, Talwandi, Kota, 324005 to transact the following business:

ORDINARY BUSINESS:

1. To adopt the **Audited Financial Statements** of the Company for the year ended on March 31, 2022, 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:

2. **To Re-appoint Mr. Parasram Jhamnani (DIN: 01266196) as Chairman and Managing Director of the Company 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and such other approvals as may be required and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent and approval of the Members of the Company be and is hereby accorded to Re-appoint Mr. Parasram Jhamnani (DIN: 01266196) who has already attained the age of 70 years, as the Chairman and managing director of the Company, for the period of 3 (Three) years with effect from 11th August 2022 on the terms and conditions including remuneration as set out below:

a) **Salary:** Rs. 15000/- per month.

b) **Perquisites and Allowances:** In addition to the salary, he shall also be entitled to perquisites and allowances like car with driver and all running and maintenance expenses of the same and telephone / communication media for company's business.

c) **Tenure of appointment:** three year from 11th August 2022 to 10th August 2025, subject to liable to retire by rotation.

d) **Role, duties and power:** those normally required of a chairman and Managing Director under the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and which from time to time may be assigned to or vested in him by the Board of Directors of the Company

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the chairman and managing director, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the company.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by Central Government to Schedule V of the Companies Act, 2013 the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites allowances etc. within such amended limits subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Parasram Jhamnani, Chairman and Managing Directors of the Company be

suitably amended to give effect to such modification, relaxation or variation without any further reference to the members/shareholders of the Company in General Meeting.

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

PLACE : KOTA
DATE : 10.08.2022

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

**Sd/-
PARASRAM JHAMNANI
Chairman and
Managing Director
DIN: 01266196**

REGISTERED OFFICE:
House No. 30, 2nd Floor, DAV School Kei Pass,
Talwandi, Kota, 324005
Website: www.chambalkota.in
Email id: chambalbreweries@gmail.com
Contact no. : 0744-3500607

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. 56.....of annual report)

members are requested to follow the COVID -19 protocols during the AGM.

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 persons are requested to bring duly filled Attendance Slip to attend the Meeting, along with their copy of Annual Report.
- 4) 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 Attorney / Authority Letter 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) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
 - a. **For shares held in electronic form:** to their Depository Participants (DPs)
 - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR -1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details. Members may also refer to circular on Company's website <http://www.chambalkota.in/>
- 7) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR -4, the format of which is available on the Company's website at <http://www.chambalkota.in/> and on the website of the Registrar and Transfer Agents, Adroit Corporate Services Pvt. Ltd. at <https://www.adroitcorporate.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- 8) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization Members are advised to dematerialise the shares held by them in physical form. Members can contact 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 for assistance in this regard.

- 9) 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
- 10) As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <http://www.chambalkota.in/> and on the website of the Company's Registrar and Transfer Agents, Adroit Corporate Services Pvt. Ltd. at <https://www.adroitcorporate.com/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Adroit Corporate Services Pvt. Ltd in case the shares are held in physical form
- 11) Shareholders can download Notice of AGM, Board's Report from CDSL website at www.evotingindia.com and Company's website www.chambalkota.in and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com
- 12) 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.
- 13) 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.
- 14) The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, the 12th day of September 2022 to Monday, the 19th Day of September 2022 (both days inclusive)** for the purpose of AGM.
- 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 Notice of AGM along with the Annual Report 2021-22 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.
- 17) A copy of Audited Financial Statements for the year ended 31st March, 2022 together with the Board's and Auditor's Report thereon are enclosed herewith.
- 18) 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.
- 19) The route map showing the direction to reach the venue of AGM is attached at the end of the Report.
- 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 Thursday, 15th Day of September 2022 at 9.00 A.M to Sunday, 18th Day of September 2022 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, 9th September, 2022, 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.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. 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) **CS Bharat Rathore**, ACS 48426, Practicing Company Secretary, Kota 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.
- 23) The final results including the remote E-voting and poll results of the AGM will be declared within two working days 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.
- 24) Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. Friday, 9th September, 2022, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL/NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. Friday, 9th September, 2022, may follow steps mentioned in the Notice under "Instructions for e-voting"
- 25) **The instructions for shareholders voting electronically are as under:**

- i. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- ii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to above said SEBI Circular, Login method for e-Voting Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	<p>2) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>3) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evoting_Login. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e -Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e -Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

*Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
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Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- iii. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> ● 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 OR 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. <ul style="list-style-type: none"> ● 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).

- iv. After entering these details appropriately, click on "SUBMIT" tab.
- v. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- vi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- vii. Click on the EVSN for the relevant **Chambal Breweries and Distilleries Limited** on which you choose to vote.
- viii. 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.
- ix. Click on the "Resolutions File Link" if you wish to view the entire Resolution details.
- x. 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.
- xi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiii. 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.
- xiv. **Additional Facility for Non Individual Shareholders and Custodians Remote Voting**