

CHAMBAL Breweries & Distilleries Limited



REGISTERED OFFICE
H. NO. 30, 2ND FLOOR, DAV SCHOOL KEI PASS
TALWANDI, KOTA (RAJ.)
PHONE : 0744-3500607

Date: 03.07.2024

To,

BSE Limited,

Phiroze Jeejeebhoy Towers, Dalal Street,

Mumbai - 400 001 (Maharashtra)

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

SUB: Notice of 39th Annual General Meeting and Book closure.

Dear Sir/Ma'am,

Notice is hereby given that the **39th Annual General Meeting** ("AGM") of the Members of Chambal Breweries and Distilleries Limited will be held on Tuesday, the 30th Day of July 2024 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.

Further **Book Closure** for the purpose of AGM is from Wednesday, **the 24th day of July 2024 to Tuesday, the 30th Day of July 2024 (both days inclusive).**

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **39th Annual General Meeting** (“AGM”) of the Members of Chambal Breweries and Distilleries Limited will be held on Tuesday, the 30th Day of July 2024 at 12.30 P.M. at Registered office of the Company situated at House No. 30, 2nd Floor, DAV School Kei Pass, Talwandi, Kota, 32400 5 to transact the following business:

ORDINARY BUSINESS:

1. To adopt the **Audited Financial Statements** of the Company for the year ended on March 31, 2024, 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;
3. **To approve the appointment of M/s Lokesh Maheshwari & Associates, Chartered Accountants as the Statutory Auditors of the Company, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, and such other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Audit Committee and the Board of Director of the Company **M/s Lokesh Maheshwari & Associates, Chartered Accountants, Kota, (Firm Registration Number: 020075C)** be and is hereby appointed as Statutory Auditors of the Company for the first term of 5 (five) consecutive years, to hold the office from conclusion of the 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company, at such remuneration and terms and conditions mentioned in the Explanatory Statement.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including alteration in the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc. and necessary filings with appropriate authorities without being required to seek any further consent or approval of the members of the Company.”

SPECIAL BUSINESS:

4. **To re-appoint Ms. Amrita Modi (DIN:07761166) as a Non-Executive 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 152 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 recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company **Ms. Amrita Modi (DIN:07761166)**, who was appointed as a non- executive Director on the Board of the Company for a period upto 30th September 2024 in the **36th Annual General Meeting (“AGM”)** held on **Saturday, the 18th Day of September, 2021** and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from **Ms. Amrita Modi** proposing herself as candidature for appointment as non-executive director of the company, be and is hereby re-

appointed as a Non-Executive Director of the Company for a period upto 30th September 2029, whose period of office will be liable to determination by 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, matters and things as may be necessary, expedient and desirable in this regard.”

5. **To re- appoint Mr. Rinku Goyal (DIN: 10454843) as a Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Special Resolution :**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 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 recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company **Mr. Rinku Goyal (DIN: 10454843)**, who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting 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 **Mr. Rinku Goyal** proposing himself as candidature for appointment as Director of the company be and is hereby appointed as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive five years upto 11th February 2029.

“**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 : 30.05.2024

**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).

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.

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'. Members / Proxies/Authorized persons are requested to bring duly filled Attendance Slip to attend the Meeting, along with their copy of Annual Report.

- 2) 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.
- 3) 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.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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/RTA in prescribed Form ISR -1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
- 4) 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.
- 5) In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected 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 dematerialize 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.
- 6) 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.

- 7) 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.
- 8) 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
- 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 Wednesday, the 24th day of July 2024 to Tuesday, the 30th Day of July 2024 (both days inclusive) for the purpose of AGM.
- 12) 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.
- 13) The Notice of AGM along with the Annual Report 2023-24 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.
- 14) A copy of Audited Financial Statements for the year ended 31st March, 2024 together with the Board's and Auditor's Report thereon are enclosed herewith.
- 15) 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.
- 16) The route map showing the direction to reach the venue of AGM is attached at the end of the Report.
- 17) 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.
- 18) Remote e-voting facility would remain open from **Friday, 26th day of July 2024 at 9.00 A.M to Monday, 29th day of July 2024 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. Tuesday, 23rd July 2024, 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.

- 19) **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.
- 20) 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.
- 21) 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. Tuesday, 23rd July 2024, 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. Tuesday, 23rd July 2024, may follow steps mentioned in the Notice under “Instructions for e-voting”

22) 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.nsd.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.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.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.nsd.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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; chambalbreweries@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
4. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 : 30.05.2024

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

Item No. 3 (Ordinary business)

Appointment of M/s Lokesh Maheshwari & Associates, Chartered Accountants, Kota, (Firm Registration Number: 020075C), as Statutory Auditors of the Company in place of M/s VAG & Company, Chartered Accountants, Kota (Firm registration Number: 003014C).

M/s VAG & Company, Chartered Accountants, Kota (Firm registration Number: 003014C) was appointed by the shareholders of the Company in their 34th Annual General Meeting ("AGM") held on 11th September, 2019 for 2nd term for the period of five years from the conclusion of 34th (Thirty Fourth) Annual General Meeting to the conclusion of 39th (Thirty Ninth) Annual General Meeting of the company to be held for financial year ended on 31st March 2024.

The tenure/term of M/s VAG & Company, Chartered Accountants, Kota (Firm registration Number: 003014C) is coming to end at the conclusion of ensuing AGM. The existing auditors cannot be re-appointed as the Auditors for a further period of 5 years as per the provisions of Companies Act, 2013.

Further, as the tenure of the Statutory Auditors is expiring at the conclusion of the ensuing AGM of the Company and as they cannot be re-appointed as per the provisions of Companies Act, 2013, the Board of Directors has, based on the recommendation of the Audit Committee and subject to approval of the shareholders, had appointed **M/s Lokesh Maheshwari & Associates, Chartered Accountants, Kota, (Firm Registration Number: 020075C)** for a term of five (5) years to hold office from the conclusion of 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company.

As required under section 139 of the Companies Act, 2013, M/s Lokesh Maheshwari & Associates, Chartered Accountants, Kota have informed the Company that their appointment, if made, shall be in compliance of Section 139 and 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

There is no material change in the fees considering the size of the Company. The Notice of the ensuing AGM also contain a resolution for consideration and approval of the Members for their appointment as such in place of the existing Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution except to the extent of their shareholding if any.

Board recommends the resolution 3, for approval of the members.

Statement containing additional disclosure as required under Regulation 36(5) of the Listing Regulations:

Proposed fees payable to the statutory auditor for the financial year	Rs. 30,000/-
Term of appointment	Five years
in case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The fee agreed with new auditor is Equal fess being paid to outgoing auditor.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory auditor proposed to be	Given the nature, size and spread of Company's operations, and expansion in the business, it is required to have a competent, experienced and highly professional audit firm. The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment

appointed	of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder.
Brief Profile of Statutory Auditor	M/s Lokesh Maheshwari & Associates, Chartered Accountants, Kota, (Firm Registration Number: 020075C) providing the service of Auditing, Accounting, Taxation, and Business consulting. The Firm is professionally managed firm since year 2015 and consists of distinguished Chartered Accountants, Corporate Financial Advisors and Tax Consultants.

Item No. 4

The **Ms. Amrita Modi (DIN:07761166)**, was appointed as a non- executive Director on the Board of the Company in the **36th Annual General Meeting (“AGM”)** held on 18th Day of September, 2021 for a period upto 30th September 2024.

The Board of Directors and Nomination & Remuneration Committee of the Company (“the Board”) at its meeting held on 30.05.2024 approved and recommended the re-appointment of **Ms. Amrita Modi (DIN: 07761166)** as a Non Executive Director of the Company in terms of Section 152 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 for a period upto 30th September 2029.

The Company has received from her

- (i) consent in writing to act as Director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and
- (ii) intimation in Form DIR-8 pursuant to rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013.

In Compliance with SEBI Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018, your company has received confirmation from Ms. Amrita Modi that she 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, Ms. Amrita Modi fulfils the condition specified in the act for appointment as Non Executive Director of the Company and she is liable to retire by rotation.

Ms. Amrita Modi has done post Graduation and having good knowledge of corporate working.

Brief resume of the Ms. Amrita Modi and additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and per Clause 1.2.5 of SS-2 is enclosed as **Annexure-1**.

Keeping in view her vast expertise and knowledge, it will be in the interest of all the stakeholders that Ms. Amrita Modi is appointed as non executive Director. It is proposed to appoint her for a period upto 30th September 2029.

The Board of Directors have, subject to the approval of the Shareholders, appointed Ms. Amrita Modi as a Director of the Company designated as non Executive Director on the following terms and conditions :

- **Sitting Fee:** as to be the decided by the Board of Directors of Company time to time with the recommendation Nomination and remuneration committee of the company as per the provision of Companies Act, 2013 and applicable provisions for the time being in force.
- **Tenure of appointment:** upto 30th September 2029, liable to retire by rotation.
- **Role, duties and power:** those normally required of a Non-Executive Director under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Save and except Ms. Amrita Modi herself and Mr. Lalit Modi, Company Secretary (KMP) Spouse of the appointee, none of the other director or Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the aforesaid resolution

Board recommends the resolution 4, for approval of the members.

Item No. 5

The Board of Directors of the Company at Meeting held on 12th February, 2024 approved the appointment of **Mr. Rinku Goyal (DIN: 10454843)** as an Additional Director under the category of Independent Director of the Company w.e.f. 12th February 2024 to hold position upto the date of the ensuing Annual General meeting of the company Pursuant to Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013.

The Company has received Recommendation from Nomination and Remuneration Committee of the company under Section 160 of the Act regarding re-appointment of Mr. Rinku Goyal for the office of Independent Director of the Company.

Mr. Rinku Goyal is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and has given his consent to act as 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
- (iii) 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.

In Compliance with SEBI Circular No. LIST/COMP/14/2018-19 Dated June 20, 2018, your company has received confirmation from Mr. Rinku Goyal 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, he fulfils the condition specified in the Act and the rules made there under for re-appointment as an Independent Director of the Company and he is independent of the management.

Mr. Rinku Goyal has done CS and B.com and having good knowledge of corporate working.

On the basis of performance evaluation done by the Nomination and Remuneration committee and Board of Director, company decided to re-appoint him for next term.

Brief resume of the Mr. Rinku Goyal 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-2.

Keeping in view his vast expertise and knowledge and evaluating performance of Director by the Board of Director of the Company, it will be in the interest of all the stakeholders that Mr. Rinku Goyal is re-appointed as an Independent Director on the Board of the company. It is proposed to appoint him for a 1st term of 5 consecutive years.

The Board of Directors have, subject to the approval of the Shareholders, appointed Mr. Rinku Goyal as a Director of the Company designated as Independent Director on the following terms and conditions :

- **Sitting Fee:** as to be the decided by the Board of Directors of Company time to time with the recommendation Nomination and remuneration committee of the company as per the provision of Companies Act, 2013 and applicable provisions for the time being in force.
- **Tenure of appointment:** upto 11th February 2029 Not liable to retire by rotation.

- **Role, duties and power:** those normally required of a Independent Director under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in any way, in the aforesaid resolution

Board recommends the resolution 5, for approval of the members.

Annexure- "1"

Details of Directors seeking appointment, re-appointment pursuant to regulation 36(3) of (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings

Name of Director	Amrita Modi (DIN: 07761166)	Mr. Rinku Goyal (DIN: 10454843)
Age (in years)	33	41
Qualification	Post Graduate	CS and B.com
Experience	10 Years in Business operation	10 years in the Financial management
Nature of expertise in specific functional areas terms and conditions of Re-appointment	Business operation As per Explanatory statement	Financial management. As per Explanatory statement
Last Drawn Remuneration	No change	No change
Remuneration Sought To Be Paid	As decided by the board on the recommendation of nomination and remuneration committee	As decided by the board on the recommendation of nomination and remuneration committee
Date of first appointment on the Board	20.03.2017	12.02.2024
Disclosure of inter-se relationships between directors and Key Managerial Personnel	Spouse of Mr. Lalit Modi, Company Secretary & Compliance Officer	Not related to any Director of the Company
Number of Board Meetings attended during the - Financial year 2023-24	4	0
Number of shares held in the Company	Nil	Nil
Directorship in other Companies	Nil	Nil
Membership/ Chairmanship of Committees of other Boards	Nil	Nil
Shareholding in the Company as on 30.05.2024	Nil	Nil

PLACE : KOTA

DATE : 30.05.2024

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