

# CHAMBAL Breweries & Distilleries Limited



REGISTERED OFFICE

A/7, SHOPPING CENTRE, KOTA (RAJ.)

PHONE & FAX : 0744-2362346

## **GIST OF THE PROCEEDING OF 30<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, 21<sup>ST</sup> SEPTEMBER, 2015**

30<sup>th</sup> Annual General Meeting (AGM) of the Members of **Chambal Breweries And Distilleries Limited** was held on **Monday, the 21<sup>st</sup> Day of September, 2015** at 11:30 A.M. at Registered office of the Company at A-7 Shopping Centre, Kota, 324007.

The meeting commenced at 11.30 A.M. and concluded at 1.00 P.M., which was chaired by Mr. Parasram Jhamnani, Chairman & Non Executive Director of the Company.

The Chairman of the Company extended a warm welcome to the members, Directors, Statutory Auditors, Secretarial Auditor and others present at the 30<sup>th</sup> AGM of the Company,

The Chairman explained that, Ms. Swathi Rajendra Betalkar who is an additional Executive Director of the Company is unable to attend the Annual General meeting due to Maternity period.

Total 16 (Sixteen) Members were present in person as per the record of attendance. The Statutory Auditors, Secretarial Auditors and the Scrutinizer were also present at the AGM.

After ascertaining the presence of the requisite quorum, he called the meeting to order. He presented a brief overview of the financial performance of the Company for the year ended on March 31, 2015 and future outlook. He informed the Members that:

- Notice convening the AGM was sent to all members by e-mail whose e-mail address were registered with the Company/ Depository Participant(s). the all the other members who have not registered their email address, physical copy of the notice has been send by post & notice of AGM was also available on the Company's Website: [www.chambalkota.in](http://www.chambalkota.in).
- In compliance with the law, all the members were given an option to vote through remote e-voting on all the resolutions of the notice using the CDSL platform. The remote e-voting period commenced on Thursday, 17<sup>th</sup> September 2015 at 9.00 A.M. and ended on Sunday, 20<sup>th</sup> September 2015 at 5.00 P.M.
- The compliance with the provision of section 108 of the companies act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by Companies (Management and Administration) Amendment Rules, 2015 and clause 35B of the amended Listing Agreement the company has made available remote e-voting facility to its members. Voting facility on all the resolutions by the members present at the AGM was also available through poll but nil folios casted their vote through physical polling.

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- On the invitation of the Chairman, several members addressed the meeting. Gave in their suggestions and raised queries on the Company's Accounts and businesses, which were replies to by the Chairman satisfactorily.
- CS Manoj Maheshwari, Practicing Company Secretary, Jaipur (FCS: 3355) was appointed as the scrutinizer by the Board for scrutinizing the remote e-voting process and physical poll process .and has submitted the scrutinizer's report dated September 23, 2015.
- The Chairman announced that the remote e-voting results along with the consolidated scrutinizer report will be announced on Wednesday 23, 2015 at the registered office of the Company as 5.00 P.M. and shall also be placed on the website of the Company and the website of CDSL.

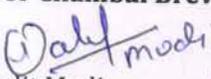
The Chairman invited CS Lalit Modi, Company Secretary to commence the further proceedings.

The Resolution passed by the members of the Company with requisite majority relating to the following.

Item No.	Description	Ordinary / special resolution
	Ordinary Business	
1.	Adoption of Audited Financial Statements together with the Reports of Directors and Auditors thereon for the financial year ended 31st March, 2015.	Ordinary Resolution
2.	Re-appointment of Mr. Parasram Jhamnani as a Director liable to retire by rotation.	Ordinary Resolution
3.	Ratification of the appointment of M/s. VAG & Company, Chartered Accountants, Kota, as Auditors of the Company.	Ordinary Resolution
	Special Business	
4.	Appointment of Ms. Swathi Rajendra Betalkar (DIN:07138469) as Whole Time Director of the Company	Ordinary Resolution

You are requested to take the above on record.

**For Chambal Breweries & Distilleries Limited**

  
Lalit Modi  
Company Secretary &  
Compliance officer



Encl: Scrutinizer's Report

**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

( 2370 954; 93145 04821 (M)

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**Scrutinizer's Report**

To,  
Chairman of  
30<sup>th</sup> Annual General Meeting of the Equity Shareholders of Chambal Breweries And Distilleries Limited held on Monday, 21<sup>st</sup> September, 2015 at 11.30 A.M. at A-7, Shopping Centre, Kota (Rajasthan)- 324 007.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Remote E-voting and Poll for 30<sup>th</sup> Annual General Meeting of Equity Shareholders held on 21<sup>st</sup> September, 2015.**

Pursuant to the resolution passed by the Board of Directors of **CHAMBAL BREWERIES AND DISTILLERIES LIMITED** (hereinafter referred to as "Company") on Saturday, 08<sup>th</sup> August, 2015, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 30<sup>th</sup> Annual General Meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the 30<sup>th</sup> AGM of the members of the Company.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder vide The Companies (Management and Administration) Rules, 2014 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on Recognized Stock Exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meetings or through postal ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The Company accordingly made arrangements with the system provider Central Depository Services Limited (herein after referred as "CDSL"), Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, M/s Adroit Corporate Services Pvt. Ltd. (herein after referred as "RTA") to set up the e-voting facility on the CDSL e-voting Website <https://www.evotingindia.com>.

The Company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 08<sup>th</sup> August, 2015 sent to all the shareholders by electronic means via e-mail and through registered post. The members of the Company as on the cut-off date i.e. 14<sup>th</sup>



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September, 2015 were entitled to vote on the resolutions contained in the Notice to the 30<sup>th</sup> AGM of the members of the Company.

REFERENCE TO THE COMPANIES ACT, 2013	TYPE AND DESCRIPTION OF THE RESOLUTION
1) Ordinary Resolution: Adoption of Audited Financial Statements.	Ordinary Resolution under Section 129 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Accounts) Rules, 2014 to consider and adopt the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2015 together with the reports of the Board of Directors and Auditors thereon.
2) Ordinary Resolution: Appointment of Director, liable to retire by rotation	Ordinary Resolution under Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to re-appoint Mr. Parasram Jhamnani (DIN: 01266196) as a Director, liable to retire by rotation.
3) Ordinary Resolution: Ratification of Appointment of Statutory Auditors	Ordinary Resolution under Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to ratify the appointment of M/s VAG & Company, Chartered Accountants, Kota as Statutory Auditors of the Company.
<b>Special Business</b>	
4) Ordinary Resolution: Appointment of Whole Time Director	Ordinary Resolution under Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to appoint Ms. Swathi Rajendra Betalkar (DIN: 07138469) as a Whole Time Director of the Company.



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Further to the above, I submit my report as under:-

- 1) That the AGM notice dated 08<sup>th</sup> August, 2015 under section 101 of the Companies Act, 2013 was dispatched to 715 (Seven Hundred and Fifteen) shareholders by means of electronic means via e-mail and to 1,879 (One Thousand Eight Hundred and Seventy Nine) shareholders by registered post respectively on or before 27<sup>th</sup> August, 2015. As confirmed by management, there were no such envelopes containing notice of AGM which were returned undelivered but there were 21 (Twenty one) e-mails which were bounced back and notices were not re-sent to such shareholders.
- 2) As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of The (Management and Administration) Rules, 2014, an advertisement was published by the company on 28<sup>th</sup> August, 2015 in "The Free Press Journal", English newspaper and in "Rashtrdoot Kota", vernacular newspaper in English language, informing about the completion of the dispatch of the AGM notices, by means of registered post and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period remained open from Thursday, 17<sup>th</sup> September, 2015 at 9.00 A.M. and ended on Sunday, 20<sup>th</sup> September, 2015, at 5.00 P.M.
- 4) The members of the Company as on the cut-off date i.e. Monday, 14<sup>th</sup> September, 2015 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, it was confirmed that 0 (nil) votes were cast at the meeting and the votes cast through remote e-voting were unblocked next day in the presence of 2 witnesses who are not in the employment of the Company.
- 6) The total number of fully paid up shares of the company outstanding as on 14<sup>th</sup> September, 2015 were 74,88,758. As on cut-off date, out of 2,606 shareholders, 9 (Nine) shareholders have exercised their votes through remote e-voting and 0 (Nil) shareholder has exercised their vote through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below:



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**Item No 1: Ordinary Resolution for Adoption of Audited Financial Statements**

Total No. of Shareholders	2,606		
Total No. of Shares	74,88,758		
Remote E-voting Period	17 <sup>th</sup> September, 2015 to 20 <sup>th</sup> September, 2015		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	9	12,17,323
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM (A+B)	C	9	12,17,323
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	9	12,17,323

**NOTES:**

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING:**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	12,03,839	12,03,839	100	12,03,839	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	62,84,919	13,484	0.21	13,484	0	100	0
<b>Total</b>	<b>74,88,758</b>	<b>12,17,323</b>	<b>16.26</b>	<b>12,17,323</b>	<b>0</b>	<b>100</b>	<b>0</b>

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**

**RESULT:-**

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 08<sup>th</sup> August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 2: Ordinary Resolution for Appointment of Director, liable to retire by rotation**

Total No. of Shareholders	2,606		
Total No. of Shares	74,88,758		
Remote E-voting Period	17 <sup>th</sup> September, 2015 to 20 <sup>th</sup> September, 2015		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	9	12,17,323
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM (A+B)	C	9	<b>12,17,323</b>
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	9	<b>12,17,323</b>

**NOTES:**

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING:**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2)/( 1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4) /(2)]*10 0	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter group	12,03,839	12,03,839	100	12,03,839	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	62,84,919	13,484	0.21	13,484	0	100	0
<b>Total</b>	<b>74,88,758</b>	<b>12,17,323</b>	<b>16.26</b>	<b>12,17,323</b>	<b>0</b>	<b>100</b>	<b>0</b>

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 08<sup>th</sup> August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 3: Ordinary Resolution for Ratification of Appointment of Statutory Auditor**

Total No. of Shareholders	2,606		
Total No. of Shares	74,88,758		
Remote E-voting Period	17 <sup>th</sup> September, 2015 to 20 <sup>th</sup> September, 2015		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	9	12,17,323
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM (A+B)	C	9	<b>12,17,323</b>
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	9	<b>12,17,323</b>

**NOTES:**

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING:**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2)/( 1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4) /(2)]*10 0	% of votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter group	12,03,839	12,03,839	100	12,03,839	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	62,84,919	13,484	0.21	13,484	0	100	0
<b>Total</b>	<b>74,88,758</b>	<b>12,17,323</b>	<b>16.26</b>	<b>12,17,323</b>	<b>0</b>	<b>100</b>	<b>0</b>

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**

**RESULT:-**

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 139 of the Companies Act, 2013 as set out in the notice of AGM dated 08<sup>th</sup> August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No 4: Ordinary Resolution for Appointment of Whole Time Director.**

Total No. of Shareholders	2,606		
Total No. of Shares	74,88,758		
E-voting Period	17 <sup>th</sup> September, 2015 to 20 <sup>th</sup> September, 2015		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	9	12,17,323
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM (A+B)	C	9	<b>12,17,323</b>
Less: Invalid remote e-voting/ Polls at AGM*(On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	9	<b>12,17,323</b>

**NOTES:**

- i. Invalid voting was not taken into account for counting of votes.
- ii. Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- iii. There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

**SUMMARY OF VOTING:**

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	12,03,839	12,03,839	100	12,03,839	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	62,84,919	13,484	0.21	13,484	0	100	0
<b>Total</b>	<b>74,88,758</b>	<b>12,17,323</b>	<b>16.26</b>	<b>12,17,323</b>	<b>0</b>	<b>100</b>	<b>0</b>

Percentage of Votes cast in favour: **100%**

Percentage of votes cast against: **0.00**

**RESULT:-**

Since, the number of votes cast in favour of the resolution is **100%**, I report that the ordinary resolution under section 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V, as set out in the notice of AGM dated 08<sup>th</sup> August, 2015 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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I further report that as per the AGM notice dated 08<sup>th</sup> August, 2015, the Chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website [www.chambalkota.in](http://www.chambalkota.in) and on the website of CDSL and shall also be communicated to the Stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from CDSL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and rule 21(2) of The Companies (Management and Administration) Rules, 2014.

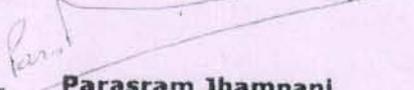
I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

Yours Faithfully,

For Chambal Breweries And Distilleries Limited

  
CS Manoj Maheshwari  
Scrutinizer  
FCS: 3355



  
Parasram Jhamnani  
Chairman  
DIN: 01266196

Place: Jaipur  
Date: 23<sup>rd</sup> September, 2015