

# CHAMBAL Breweries & Distilleries Limited



REGISTERED OFFICE

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

PHONE & FAX : 0744-2362346

Date: 1<sup>ST</sup> October 2016

To,  
The Manager,  
Department of Corporate Services,  
BSE Ltd.,  
25th Floor, P. J. Towers, Dalal Street,  
Mumbai -400 001

Ref: Chambal Breweries & Distilleries Limited (Scrip Code: 512301)

Sub: Submission of Annual Report 2015-16 pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Ma'am,

Pursuant to Regulation 34, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed Annual Report 2015-16 which was approved and adopted in 31<sup>st</sup> Annual General Meeting ["AGM"] held on Thursday, 29th Day of September 2016 at 12.00 P.M. at Registered office of the Company situated at A/7, Shopping Center, Kota-324007

Kindly take the same on record and inform all those concerned.

Thanking You  
FOR CHAMBAL BREWERIES & DISTILLERIES LTD.

*Lalit Modi*

Lalit Modi  
Company Secretary  
Compliance officer





# Chambal

Breweries & Distilleries Limited

**Annual Report 2015-16**

# **ANNUAL REPORT 2015-16**

## **BOARD OF DIRECTORS**

### **Mr. Parasram Jhamnani**

Chairman & Non-Executive Director

**DIN: 01266196**

### **Mr. Raj Kumar Jain**

Non-Executive & Independent Director

**DIN: 05182042**

### **Mr. Gajraj Singh**

Non-Executive & Independent Director

**DIN: 01336015**

### **Mr. Anupam Garg**

Non-Executive & Independent Director

**DIN: 05182137**

### **Mr. Sameer Pravinkumar Waderiya**

Additional Director (Non Executive)

**DIN: 07434418**

## **COMPLIANCE OFFICER**

Mr. Lalit Modi

Company Secretary

## **STATUTORY AUDITORS**

M/s. VAG & Company

Chartered Accountants, Kota

## **REGISTERED OFFICE**

A-7, Shopping Centre, Kota, 324 007

Web: [www.chambalkota.com](http://www.chambalkota.com)

Email: [chambalbreweries@gmail.com](mailto:chambalbreweries@gmail.com)

## **BANKERS**

ICICI Bank Ltd.

## **BOARD COMMITTEES**

### **Audit Committee**

Mr. Raj Kumar Jain (Chairperson)

Mr. Parasram Jhamnani

Mr. Gajraj Singh

Mr. Anupam Garg

### **Shareholder's/ Investor's Grievance Committee**

Mr. Raj Kumar Jain (Chairperson)

Mr. Parasram Jhamnani

Mr. Gajraj Singh

Mr. Anupam Garg

### **Nomination & Remuneration Committee**

Mr. Raj Kumar Jain (Chairperson)

Mr. Gajraj Singh

Mr. Anupam Garg

## **SECRETARIAL AUDITORS**

M/s V. M. & Associates

Company Secretaries, Jaipur

## **REGISTRAR & SHARE TRANSFER AGENT**

Adroit Corporate Services Pvt. Ltd.

19/20 Jaferbhoy Industrial Estate, Kota

1<sup>st</sup> Floor, Makwana Road Marolnaka,

Mumbai- 400059

E-mail: [info@adroitcorporate.com](mailto:info@adroitcorporate.com)

## **NOTICE OF MEETING**

NOTICE is hereby given that the **31<sup>st</sup> Annual General Meeting (AGM)** of the Members of **Chambal Breweries and Distilleries Limited** will be held on Thursday, the **29<sup>th</sup> Day of September, 2016** at 12.00P.M. at Registered office of the Company at A-7 Shopping Centre, Kota, 324007 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To, consider and adopt the **Audited Financial Statements** of the Company for the year ended March 31, 2016, together with the reports of the Auditors and the Board of Directors thereon;
2. To appoint a Director in place of **Mr. Parasram Jhamnani** (DIN: 01266196), who retires by rotation and being eligible, offers himself for re-appointment as per Article 126 of Articles of Association of the Company.
3. To ratify the appointment of **M/s.VAG & Company**, Chartered Accountants , as Auditors 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 139, 142 and other applicable provisions if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for time being in force) and pursuant to the resolution passed by the shareholders in the 29<sup>th</sup> AGM of the Company held on 29<sup>th</sup> November, 2014 and as recommended by the Audit Committee, consent of the Company be and is hereby accorded ratifying the appointment ( for the financial year 2016-17) of M/s. VAG & Company Chartered Accountants, (Firm Registration Number: 003014C ) Kota, as the Statutory Auditors of the Company, to hold office till the conclusion of the thirty fourth Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2016-17".

### **SPECIAL BUSINESS:**

4. **To appoint Mr. Sameer Pravinkumar Waderiya (DIN:07434418) as an Independent Director and in this regard, to consider an if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with schedule IV and all other applicable provision, 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 Article of Association of the company and pursuant to Regulation 17 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **Mr. Sameer Pravinkumar Waderiya ( DIN:07434418)**, who was appointed as an Additional Director w.e.f. 30<sup>th</sup> May, 2016 to hold office till the date of 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 in respect of whom the Company has received a notice in writing under Section 160 of the

Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company designated as a non Executive & Independent Director for a period upto 29<sup>th</sup> May 2021, not liable to retire by rotation.

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

**5. To change designation of Mr. Parasram Jhamnani as Chairman Cum 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 section 196, 197, 203 read with schedule V and all other applicable provision, 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 Article of Association of the company and pursuant to Regulation 17 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the company be and is hereby accorded to the changed designation of Mr. Parasram Jhamnani (DIN: 01266196) as the Chairman cum Managing Director of the Company for the period of Three years with effect from 11<sup>th</sup> August 2016 on the terms and conditions and payment of remuneration and other perquisites/benefits to Mr. Parasram Jhamnani during the said period of 3 years as set out in the Explanatory Statement annexed to the Notice convening this meeting, and also in the agreement, copy whereof duly initialed by the Chairman for the purpose of identification is placed before this meeting including, inter-alia, payment and provision of the following remuneration, perquisites and benefits :

- a) Salary: Rs. 15000/- per month.
- b) Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund: Nil
- c) Gratuity payable: Nil
- d) Leave with full pay as per the Company's Rules including encashment of Leave at the end of the tenure.
- e) Provision of car with driver and all running and maintenance expenses of the same for company's business.
- f) Provision of telephone / communication media at residence for Company's business.
- g) Leave Travel concession as per rules of company subject to a maximum of one month's salary, two times in a block of four years as per income tax rules.

**RESOLVED FURTHER THAT** in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Chairman Cum 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 the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc.

within such prescribed limit or ceiling and the said agreement between the Company and Mr. Parasram Jhamnani be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

**RESOLVED FURTHER THAT** he is appointed as a Chairman Cum Managing Director on Board liable to retire by rotation.

**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.”

**6. To Adopt New Set of Articles of Association and in this regard, to consider an if though fit, to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (Including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the new set of Articles of Association, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**PLACE : KOTA**  
**DATE : 10.08.2016**

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

**Sd/-**  
**PARASRAM JHAMNANI**  
**CHAIRMAN**  
**DIN: 01266196**

**NOTES (Forming part of the Notice):**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE 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. 74 of Annual Report). THE PROXY FORM SHOULD 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 SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL 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) Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
- 3) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed hereto.
- 4) Shareholders can download Notice of AGM, Board Report and Draft new Set of Article of Association from Company website [www.chambalkota.com](http://www.chambalkota.com), and also on website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
- 5) The Company has engaged the services of CDSL as Agency to provide e-voting facility
- 6) Members are requested to:
  - a) Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
  - b) Bring their copy of the Annual Report and Attendance Slip with them at the AGM.
  - c) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
- 7) 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'
- 8) 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.
- 9) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, **22<sup>nd</sup> day of September, 2016 to Saturday, 29<sup>th</sup> day of September, 2016** (both days inclusive) for the purpose 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) Members are requested to address all correspondence to **Adroit Corporate Services Pvt. Ltd.**, 19/20 Jafer bhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road Marolnaka, Mumbai- 400 059, who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our Company's name in all your future correspondences.
- 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) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
- 14) In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to the Adroit Corporate Services Pvt. Ltd
- 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) Members are requested to immediately intimate change of address/bank mandate if any, to the Registrar and Share Transfer Agent quoting reference of the registered folio number.
- 17) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
- 18) The Notice of AGM along with the Annual Report 2015-16 is being sent by electronic mode to those members whose email address is registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies are being sent by the permitted mode.
- 19) The Members, who have not registered their email address so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 20) The facility for voting through polling paper shall 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.
- 21) In compliance with the provisions of Section 108, and other applicable provisions (if any) of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as substituted by The Companies (Management and Administration) Amendment Rules, 2015 & 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. The business may be transacted through remote e-voting services provided by Central Depository Services (India) Ltd.

- 22) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 22<sup>nd</sup> September 2016 (Cut -off date).
- 23) **CS Manoj Maheshwari**, FCS 3355, Practicing Company Secretary, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting & poll process to be carried out at the AGM in a fair and transparent manner.
- 24) The final results including the remote E-voting and poll results of the AGM shall be declared within two 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.com](http://www.chambalkota.com) immediately after the result is declared by the Chairman and also on the CDSL's website at [www.evotingindia.com](http://www.evotingindia.com) within two working days of passing of resolution of AGM and shall be communicated to the concerned stock exchange
- 25) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- 26) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. 22<sup>nd</sup> September 2016, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- 27) Details of Director seeking appointment, re-appointment at this AGM provided under Annexure-1 of Notice of AGM.
- 28) **The instructions for shareholders voting electronically are as under:**
- (i) Remote e-voting facility would remain open from 25<sup>th</sup> September.2016 at 9.00 A.M. to 28<sup>th</sup> September 2016 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. 22<sup>nd</sup> September, 2016, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Chambal **Breweries and Distilleries Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google PlayStore. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

**PLACE : KOTA**  
**DATE : 10.08.2016**

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

**Sd/-**  
**PARASRAM JHAMNANI**  
CHAIRMAN  
DIN: 01266196

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 4**

The Board of Directors of the Company ("the Board") at its meeting held on 30.05.2016 approved the appointment of Mr. Sameer Pravinkumar Waderiya (DIN: 07434418) as an Non Executive & Independent Director of the Company as Additional Independent Director of the Company in terms of Sections 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force). In terms of the provisions of Section 161(1) of the Act, Mr. Sameer Pravinkumar Waderiya as a Non Executive & Independent Director of the Company would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sameer Pravinkumar Waderiya for the office of Director of the Company. Mr. Sameer Pravinkumar Waderiya is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Independent Director.

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 Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification 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) a declaration to the effect that he meets with the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013

As per opinion of the Board, Mr. Sameer Pravinkumar Waderiya fulfils the condition specified in the act for appointment as Non Executive & Independent Director of the Company and he is not liable to retire by rotation.

Mr. Sameer Pravinkumar Waderiya (DIN: 07434418) has done Graduation and having good knowledge of corporate working.

The Board of Directors have, subject to the approval of the Shareholders, appointed Mr. Sameer Pravinkumar Waderiya (DIN: 07434418) as a Director of the Company designated as non Executive & Independent Director on the remuneration, terms and conditions recommended by the Nomination and Remuneration Committee as set out herein:

- a) Setting Fee: Nil
- b) Provision of car with driver and all running and maintenance expenses of the same for company's business.
- c) Provision of telephone / communication media at residence for Company's business.
- d) Mr. Sameer Pravinkumar Waderiya role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Brief resume of the Mr. Sameer Pravinkumar Waderiya and additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as Annexure-1 . Keeping in view his vast expertise and knowledge, it will be in the interest of all the stakeholders that Mr. Sameer Pravinkumar Waderiya is appointed as Independent Director. It is proposed to

appoint him for a period upto 29<sup>th</sup> May 2021.

Save and except Mr. Sameer Pravinkumar Waderiya and his relatives, to the extent of their shareholding interest, if any, in the Company, non of Directors or Key Managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in resolution set out at item No. 4 of this notice. Board recommends the resolution 4, for approval of the members.

#### Item No. 5.

The Board of Directors of the Company at its meeting held on 10<sup>th</sup> August 2016 has approved change the Designation of Mr. Parasram Jhamnani as Chairman Cum Managing Director of the Company.

Mr. Parasram Jhamnani has done Graduation and having good knowledge of corporate working.

The Board of Directors have, subject to the approval of the Shareholders, changed the Designation Mr. Parasram Jhamnani as a chairman Cum Managing Director of the Company w.e.f. 11.08.2016 for a period of 3 years on the remuneration, terms and conditions recommended by the Nomination and Remuneration Committee as set out herein:

- a) Salary: Rs. 15000/- per month.
- b) Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund: Nil
- c) Gratuity payable: Nil
- d) Leave with full pay as per the Company's Rules including encashment of Leave at the end of the tenure.
- e) Provision of car with driver and all running and maintenance expenses of the same for company's business.
- f) Provision of telephone / communication media at residence for Company's business.
- g) Leave Travel concession as per rules of company subject to a maximum of one month's salary, two times in a block of four years as per income tax rules.
- h) Mr. Parasram Jhamnani will perform the duties and exercise the power, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- i) Mr. Parasram Jhamnani giving the other party 15 days prior notice in writing to that effect may terminate the agreement.

The Company has received from Mr. Parasram Jhamnani consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

Brief resume of the Mr. Parasram Jhamnani and additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure- 1** . Keeping in view his vast expertise and knowledge, it will be in the interest of all the stakeholders that Mr. Parasram Jhamnani be appointed as Chairman cum Managing Director. It is proposed to appoint him for a period of 3 (Three) years, w.e.f. 11-08-2016.

Information require for the shareholders pursuant to Section II of Schedule V to the Companies Act, 2013 enclosed as **Annexure-2**

Save and except Mr. Parasram Jhamnani, being appointee and his relatives, to the extent of their shareholding interest, if any, in the Company, Except Mr. Vinod Jhammani, Chief Financial officer of the Company non of Directors

or Key Managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in resolution set out at item No. 5 of this notice. Board recommends the resolution 5, for approval of the members.

**Item No. 6**

The Articles of Association ("AoA") of the Company is presently in force since incorporation of the Company i.e. year 1985. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by adoption of new set of Articles., instead of amending the existing Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 10<sup>th</sup> August 2016 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. A copy of the proposed set of new Articles of Association of the Company would be available 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

Your Directors recommend resolution at item no. 6 for your approval by Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution. Your Directors recommend resolution at item no. 6 for your approval by Special Resolution.

**PLACE: KOTA**  
**DATE : 10.08.2016**

By Order Of The Board  
**For Chambal Breweries And Distilleries Limited**

**Sd/-**  
**PARASRAM JHAMNANI**  
**CHAIRMAN**  
**DIN: 01266196**

**Annexure- "1"**

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

<b>Name of Director</b>	<b>Mr. Sameer Pravinkumar waderiya</b>	<b>Mr. Parasram Jhamnani</b>
<b>Qualification</b>	B.com	B. tech
<b>Specialized Expertise</b>	He has a 5 years of Experience as Sr. relationship manager at Indiabulls Securities Ltd.	He has a morethen 25 years of experience in the business management.
<b>Number of shares held in the Company</b>	Nil	563639 (Equity shares)
<b>Directorship in other Companies</b>	Nil	1. Rajasthan Telematics Limited 2. K.K. Distilleries Pvt. Limited
<b>Committee Position held in other Company</b>	Nil	Nil

**Annexure-"2"**

**The following is the statement of information for the shareholders pursuant to of Section II of Schedule V to the Companies Act 2013**

**I. General Information**

Nature of Industry	Trading & Retailing
Date or expected date of Commercial Production	N.A. since the Company has already commenced its business activities
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A

Financial performance:

(Rs. In Lacs)

Particular	For the year ended		
	31.03.2016	30.03.2015	30.03.2014
Total Income	15.70	32.25	538.02
Total Expenses	12.73	29.64	559.48
Net Profit	2.97	2.61	-21.46
Paid up Capital	748.88	748.88	748.88
Reserves & Surplus	706.98	704.93	703.84

Foreign Investments or collaborations, if any- There is no direct foreign investment in the Company except to the extent shares held by Foreign Shareholders acquired through secondary market. There is no foreign collaboration in the Company

**II. Information about the appointee**

	<b>Mr. Parasram Jhamnani</b>
Background details	Given in the body of this statement
Past Remuneration	Nil
Recognition and Awards	Nil
Job profile and his suitability	Given in Annexure- "1"
Remuneration proposed	As per mention in resolution

<p>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person</p>	<p>During last decade, the Indian economy has seen increased spending on consumer goods. The size of the Trades &amp; retails industry in India has increased manifold during the past several years With increased size and turnover, it is also imperative for any Trades &amp; retails company to have highly experienced professionals having specialized knowledge and skills to understand and project the market trend, consumer behavior, consumption pattern and many relevant indicators for better product mix. It also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Mr. Parasram Jhamnani have successfully proved their expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them are justified commensurate with other organisations of the similar type, size and nature in the retail industry</p>
<p>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</p>	<p>Mr. Parasram Jhamnani, having Pecuniary relationship extent of their shareholding in the Company, and deemed to be relative of Mr. Vinod Jhammani, Chief Financial officer of the Company.</p>

III. Other information:

1. Reasons of loss or inadequate profits: Pressure on pricing, Government activity for closure the IMFL and Beer retails shops.
2. Steps taken or proposed to be taken for improvement: Board is in planning to starts trading & retailing of new products.
3. Expected increase in productivity and profits in measurable terms: Trading and retailing Industry of IMFL and Beer are downturn, in anticipation of revival of the market in the near future, the above steps taken/proposed to be taken by the Company are expected to increase the productivity and profits of the Company.

IV. Other Disclosures: The remuneration package of Mr. Parasram Jhamnani are given in the respective resolutions.



## BOARD'S REPORT

Dear Members,

## CHAMBAL BREWERIES &amp; DISTILLERIES LTD.

Your directors have immense pleasure in presenting their Annual Report on the business operations of the Company together with Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2016.

## FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

(Amount in Rs.)

PARTICULARS	F.Y. 2015-16	F.Y.14-15
Income from Operations	0	18,35,171.00
Less: Total Expenses	12,73,464.36	29,54,582.00
<b>Profit/(Loss) from operations before other Income, finance costs and exceptional items</b>	(12,73,464.36)	(11,19,411.00)
Add: Other Income	15,69,647.00	13,89,370.00
<b>Profit/(Loss) from ordinary activities before finance costs, exceptional items and Tax</b>	2,96,182.64	2,69,959.00
Less: Finance cost	0.00	9,195.54
<b>Profit/(Loss) from ordinary activities after finance costs but before exceptional items and Tax</b>	2,96,182.64	2,60,763.46
Less: Taxation (including FBT & Deferred Taxation)	90,000	75,000.00
<b>Net Profit / (Loss) after Tax &amp; exceptional items</b>	2,06,182.64	1,85,763.46
Amount to be carry to General Reserve	2,06,182.64	1,85,763.46

The Company is engaged in trading and retailing of **IMFL and beer**. The net receipts from Operations during the year under review 0/- as against 18,35,171.00/- in the previous year. The profit/ (Loss) after tax is Rs. 2,06,182.64/- as against Rs. 1,85,763.46/- in the previous year.

## TRANSFER TO RESERVES

During the F.Y. 2015-16 company net profits after tax were Rs. 2,06,182.64/- . For the expansion of business and operation of the Company your Company board proposes to transfer same to General Reserve.

## EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There are no material changes and commitments affecting financial position of the company between 31<sup>st</sup> March 2016 to the date of approval of Board's Report.

## DIVIDEND:

After evaluation of the financial position of the Company in the interest of the Company, your Directors do not recommend any dividend for the year ended 31<sup>st</sup> March, 2016.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particular of loans given, investment made, guarantees given and securities provided along with purpose for which the loan or guarantee or securities is proposed to be utilized by the receipts are provided in the financial statements.

#### **CAPITAL STRUCTURE**

During the FY 2015-16 there is no change in capital structure of the Company and paid up share capital of the company stands at Rs. 7,48,87,580/- (Rupees seven crore forty eight lakh eighty seven thousand and five hundred and eighty).

#### **FIXED DEPOSITS**

The Company has not invited, accepted or renewed any fixed deposits from public within the meaning of Section 73 of the Companies Act, 2013, read with The Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

**No such material legal decision has been passed during the year which may affect the going concern status of the company.**

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**Mr. Sameer Pravinkuma Waderiya** who was appointed as an Additional Independent Director of the Company holds office up to the date of ensuing Annual General Meeting of the Company. His appointment for the office of Independent Director for a term upto placed before the members for consideration and approval.

**Ms. Parasram Jhamnani** who is Chairman & Non Executive Director of the Company having more than 25 years experience in the field of operation of the Company and Board of Director has been changed Designation of Mr. Parasram Jhmanani as Chairman cum Managing Director of the Company.

#### **BOARD MEETINGS:**

The Board of Directors met four (4) times during this financial year 2015-16 on dated 30<sup>th</sup> May 2015, 8<sup>th</sup> August, 2015, 7<sup>th</sup> November 2015, 30<sup>th</sup> January 2016. Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements.) Regulations, 2015.

#### **DISCLOSURE / DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS**

Company has received the disclosure / declarations form entire Directors of Chambal Breweries & Distilleries Limited as per Section 149(7) of the Companies Act, 2013.

None of the directors are disqualified for appointment under the provisions of Companies Act, 2013 and all independent Director(s) of the company viz., Mr. Sameer Pravinkumar Waderiya, Mr. Raj Kumar Jain, Mr. Gajraj Singh and Mr. Anupam Garg have submitted the declaration of independence as required pursuant to section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

#### **EVALUATION OF PERFORMANCE OF BOARD/ COMMITTEES/ KMP/ INDIVIDUAL DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such

as their presence, leadership, level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

#### INTERNAL FINANCIAL CONTROL SYSTEMS :

The Company has put in place an adequate system of internal control commensurate with its size and nature of business. These systems provide a reasonable assurance in respect of providing financial and operational information, complying with applicable statutes, safeguarding of assets of the Company and ensuring compliance with corporate policies. The Audit Committee reviews adherence to internal control systems and internal audit reports

#### DETAILS OF SUBSIDIARY /JOINT VENTURES /ASSOCIATE COMPANIES:

Subsidiary Company:	Nil
Joint Venture:	Nil

During the financial year 2015-16 your company divested investment held in M/s Rajasthan Telematics Limited and K.K. Distilleries Pvt. Ltd. and as such the company has no Associate Companies as on March 31, 2016

#### AUDITOR AND AUDITOR'S REPORT

**M/s VAG & Company**, Chartered Accountants, Kota (**Firm registration Number: 003014C**), were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Thirty Fourth (34<sup>th</sup>) Annual General Meeting of the company subject to ratification of appointment by the members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members. The company has received letter from M/s. VAG & Company, Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of Section 141 of the said Act. The qualifications/observations of the Auditors are self-explanatory and have been explained / clarified wherever necessary in appropriate notes to Accounts.

#### RATIO OF REMUNERATION TO EACH DIRECTOR

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as (**Annexure "I"**).

#### INTERNAL AUDITOR

Pursuant to the provisions of Section 138 of the Companies Act 2013 read with The Companies (Accounts) Rules, 2014, every Listed Company is required to appoint an Internal Auditor to carry out Internal Audit of the Company.

The Board has appointed **M/s DCJ and Associates**, Chartered Accountants, Kota (FRN:015039c) as Internal Auditor of the Company to carry out the internal audit of the company for the F.Y. 2015-16.

The Board has also re- appointed **M/s DCJ and Associates**, Chartered Accountants, Kota (FRN: 015039c) as Internal Auditor of the Company for the F.Y. 2016-17.

**SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed **M/s V. M. & Associates**, Company Secretaries in Practice, Jaipur (FRN: P1984RJ039200) as Secretarial Auditor of the Company to carry out the secretarial audit of the company for the F.Y. 2015-16. The Secretarial Audit Report is annexed herewith as **(ANNEXURE "II")**.

The Secretarial Audit report for the financial year ended 31 March, 2016 is self explanatory and does not call for any further comments.

The board has also re-appointed **M/s V. M. & Associates**, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company for the F.Y. 2016-17.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

As per the Section 134 of the Companies Act, 2013 read with Rule of the Companies (Accounts) Rules, 2014. Information of energy, technology absorption and foreign exchange earnings and outgo is given in **(ANNEXURE "III") to this report**.

**RELATED PARTY TRANSACTIONS:**

There were no contracts or arrangements entered into by the company in accordance with provisions of Section 188 of the Companies Act, 2013. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The Report is annexed herewith as **(ANNEXURE "IV")**.

**NOMINATION & REMUNERATION POLICY:**

The Company follows a policy on "Nomination and Remuneration of Directors, Key managerial Personnel and Senior Management". The policy is approved by the Nomination & Remuneration Committee and the Board. More details on the same are given in **(Annexure "V")**

**EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of The Companies (Management and Administration) Rules, 2014, an extract of annual return in Form MGT- 9 as on the financial year ended 31<sup>st</sup> March, 2016 forms part of this Annual Report **(ANNEXURE "VI")**

**AUDIT COMMITTEE**

The company has constituted the audit committee in line with the provision of the Companies Act, 2013 and the Regulation 18 of SEBI (LODR) Regulation, 2015

**Composition :**

The Audit Committee consists of 4 (Four) directors out of which three (3) are Independent Director as on the last day of financial year 2015-16 and is chaired by Mr. Raj Kumar Jain, an Independent and non Executive Director. The composition is strictly according with the provision of the section 177 of the Companies Act, 2013 and the Regulation 18 of SEBI (LODR) Regulation, 2015

**HUMAN RESOURCE DEVELOPMENT**

Our employees are the most valuable asset of the Company. We encourage innovation, meritocracy and the pursuit of excellence; we are in continuous process to monitor individual performance. We continue to have cordial and harmonious relations with its employees.

**PARTICULARS OF EMPLOYEES**

The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report.

Top ten employees:      1. Mr. Lalit Modi (Company Secretary)  
   2. Mr. Vinod Jhamnani (Chief Financial Officer)

**EQUAL OPPORTUNITY TO ALL THE EMPLOYEES**

The Company has always provided a congenial atmosphere for work to all sections of the society. Your Company is committed to respect universal human right. To that end, the company practice and seeks to work with business associates who be live and promote these standards. The Company is committed to provide equal opportunities as all levels, safe and healthy work places and protection human health and environment. The Company provides opportunities to its entire employee to improve their skills and capabilities.

The Company's commitment extends to its neighboring communities to improve their educational, cultural, economic and social well-being. Your Company is an equal opportunity employer and does not discriminate on the grounds of race, religion, nationality, ethnic origin, color, gender, citizenship, sexual orientation, marital status or any disability not affecting the functional requirements of the position held.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

As per section 177 of the Companies Act, 2013 it is mandatory to establish a vigil mechanism for their director and employee to report their grievance by every listed Company

Your company has established a vigil mechanism; the details of vigilance officer is as under:

Name: Mr. Rajkumar Jain, Independent Director  
Address: 94, Jain Gali, Rampura, ward no. 50, Arysamaj Road, Rampura, Tehsil - Ladpura, Kota- 324009, and Rajasthan  
Email: cbdlrajkumarjain@gmail.com

With the rapid expansion of the Business in terms of volume, Value and geography, the risk associated with each of them has also increased considerably, one such risk identified is the risk of fraud and misconduct. To strengthen the process of conducting business in a fair, transparent and ethical manner the company has set up a vigil mechanism. The Company takes any activity of fraud or misconduct very seriously. This Policy is intended to govern reporting and investigation of allegation on violations of the Code of Conduct of the Company, for which a dedicated email idcbdrlrajkumarjain@gmail.com has been establish. Mr. Raj Kumar Jain, Chairman of Audit Committee of the Company has been nominated by the Board as Ombuds person for this purpose. No employee was denied access to the Audit committee during the year. Whistle Blower Policy is available on web link of the company on <http://www.chambalkota.com/download/WHISTLE%20BLOWER%20POLICY%20%20VIGIL%20MECHANISM.pdf> for information of all.

**RISK MANAGEMENT**

For the purpose of risk management your company has constituted Risk Management Committee on 22<sup>nd</sup> December 2014 whose primary responsibility is to:

- Discuss with senior management, the Company's Enterprise Risk Management (ERM) and provide Direction as may be needed;
- Reviewing risk disclosure statements in any public documents or disclosures

- The Risk management framework of the Company seeks to minimize adverse impact of risks on our key business objectives and enables the Company to leverage market opportunities effectively.
- The various key risks to key business objectives are as follows:

**Liquidity Risk:** It is the risk that the Company will be unable to meet its financial commitment to a Bank/ Financial Institution in any location, any currency at any point in time. Liquidity risk can manifest in three different dimensions for the Company.

**Funding Risk:** To replace net outflows due to unanticipated outflows.

**Time Risk:** To compensate for non receipt of expected inflows of funds.

**Call Risk:** Due to crystallization of contingent liabilities or inability to undertake profitable business opportunities when desirable.

**Interest Rate Risk:** It is the risk where changes in market interest rates might adversely affect the Company's financial condition. The short term/immediate impact of changes in interest rates are on the Company's Net Interest Income (NII). On a longer term, changes in interest rates impact the cash flows on the assets, liabilities and off-balance sheet items, giving rise to a risk to the net worth of the Company arising out of all re-pricing mismatches and other interest rate sensitive positions.

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (India) and the Rules thereunder and also set up committee for implementation of said policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16  
 No of complaints received: NIL No of complaints disposed off : NIL

#### **CODE FOR PREVENTION OF INSIDER TRADING PRACTICES:**

In compliance with SEBI regulations on prevention of insider trading, the Company has formulated and implemented a comprehensive code of conduct for prevention of insider trading by its management and employee. Which is available on web link of the company on <http://chambalkota.com/download/code%20of%20conduct.pdf>

The code lays down guidelines advising them on procedures to be followed and disclosures to be made dealing with shares of Company,

#### **LISTING OF SECURITIES:**

The equity shares of the company are listed with the **BSE Limited** and the listing fee for the financial year 2016-17 has been duly paid **Scrip Code: 512301**

#### **Postal Ballot**

During the financial year 2015-16, There is no resolution passed through Postal Ballot.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

In pursuance of section 134(3) (c) of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed and that there are no material departures from the same;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

#### MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE REPORT:

As per Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), compliance of provisions of Regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply, to the following class of companies:

- (a) the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year:
- (b) the listed entity which has listed its specified securities on the SME Exchange:

As such, our Company falls in the ambit of aforesaid exemption (a); hence compliance with the provisions of Regulation 27(2) of the Listing Regulations shall not apply on our Company.

Consequently Management Discussion & Analysis report and Corporate Governance Report under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the does not form part of the Annual Report for the Financial Year 2015-16

#### ACKNOWLEDGEMENT

The Board of Directors wish to place on record its sincere appreciation for due co-operation received from the Company's Bankers, Government, Advisors, Shareholders etc. The Directors are also thankful to the employees at all levels for their continued support.

**For and on Behalf of Board of Director of the  
Chambal Breweries & Distilleries Ltd.**

Place: Kota

SD/-

SD/-

Date: 10.08.2016

Raj Kumar Jain  
DIRECTOR  
DIN 05182042

ParasramJhamnani  
CHAIRMAN  
DIN: 01266196

## ANNEXURE "I"

## Analysis of Managerial Remuneration

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the statistical analysis of the remuneration paid to Directors and Key Managerial Personnel (KMP) as against the other employees of the company and with respect to the performance of the company (PAT) is given below:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16:

Name	Ratio
Ms. SwathiRajendraBetalkar	1: 0.47

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2015-16:

Name	Annual Performance appraisal increment ( % )
Lalit Modi ( Company Secretary )	36.36

3. The percentage increase in the median remuneration of employees in the financial year 2015-16: 18.18%

4. The number of permanent employees on the rolls of company: - 2

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration-

Average % increase in the salary of employees other than Managerial Personnel: - Nil

Average % increase in the Salary of the Managerial Personnel:-18.18%

Justification: KMP salary increases are decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks

6. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year: Nil

7. Affirmation: We hereby confirm that the remuneration paid to Directors and employees are as per the remuneration policy of the company

**For and on Behalf of Board of Director of the  
Chambal Breweries & Distilleries Ltd.**

Place: Kota

SD/-

SD/-

Date: 10.08.2016

Raj Kumar Jain  
DIRECTOR  
DIN 05182042

ParasramJhamnani  
CHAIRMAN  
DIN: 01266196



## ANNEXURE "II"

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2016

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of  
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
Chambal Breweries & Distilleries Limited  
A-7, Shopping Centre,  
Kota- 324 007 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Chambal Breweries & Distilleries Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (repealed w.e.f. 15<sup>th</sup> May, 2015)
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not Applicable to the Company during the Audit Period)**;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and as amended from time to time; **(Not applicable to the Company during the Audit Period)**;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**
  - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with BSE Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. as mentioned above.

**We further report that** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company has completely divested its shareholding in the Associate Companies viz. Rajasthan Telematics Limited and K.K Distilleries Private Limited and as such the company has no Associate Companies as on March 31, 2016.

Place: Jaipur  
Date: May 30, 2016

For V.M. & Associates  
Company Secretaries

Sd/-  
CS Vikas Mehta  
Partner  
ACS No.:28964  
C P No.: 12789

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**Annexure A**

To,  
The Members,  
Chambal Breweries & Distilleries Limited  
A-7, Shopping Centre,  
Kota - 324 007 (Rajasthan)

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: Jaipur**  
**Date: May 30, 2016**

**For V.M. & Associates**  
**Company Secretaries**

**Sd/-**  
**CS Vikas Mehta**  
**Partner**  
**ACS No.:28964**  
**C P No.: 12789**

## ANNEXURE "III"

REPORT ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND  
FOREIGNEXCHANGE EARNINGS AND OUTGO

## A) Conservation of energy:

- (i) The steps taken or impact on conservation of energy:

The operations of your company are not energy intensive. However adequate Measures have been initiated to reduce energy consumption further.

The Company is very conscious about conserving the energy resources and takes adequate steps to rationalize the consumption of energy i.e. most of bulbs is replaced by CFL/LED/tube-light and do the regularly maintenance work of electronic equipment.

- (ii) The steps taken by the company for utilizing alternate sources of energy: Nil

- (iii) The capital investment on energy conservation equipment: Nil

## (B) Technology absorption:

- (i) The efforts made towards technology absorption: The Company has not carried out any Technology absorption

- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: N.A.

- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): N.A.

- (a) The details of technology imported: Nil

- (b) The year of import: Nil

- (c) Whether the technology been fully absorbed: N.A.

- (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: N.A.

- (iv) The expenditure incurred on Research and Development: NIL

## (C) Foreign exchange earnings and Outgo:

There were no foreign exchange earnings and outgo during the financial year ended 31st March, 2016.

**For and on Behalf of Board of Director of the  
Chambal Breweries & Distilleries Ltd.**

Place: Kota

SD/-

SD/-

Date: 10.08.2016

Raj Kumar Jain  
DIRECTOR  
DIN 05182042

ParasramJhamnani  
CHAIRMAN  
DIN: 01266196

## ANNEXURE "IV"

## Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2)  
Of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis: Nil**

- (a) Name(s) of the related party and nature of relationship: N.A.  
 (b) Nature of contracts/arrangements/transactions: N.A.  
 (c) Duration of the contracts / arrangements/transactions: N.A.  
 (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.  
 (e) Justification for entering into such contracts or arrangements or transactions: N.A.  
 (f) Date(s) of approval by the Board: N.A.  
 (g) Amount paid as advances, if any: N.A.  
 (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.

**2. Details of material contracts or arrangement or transactions at arm's length basis: Nil**

- (a) Name(s) of the related party and nature of relationship: N.A.  
 (b) Nature of contracts/arrangements/transactions: N.A.  
 (c) Duration of the contracts / arrangements/transactions: N.A.  
 (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.  
 (e) Date(s) of approval by the Board, if any: N.A.  
 (f) Amount paid as advances, if any: N.A.

**For and on Behalf of Board of Director of the  
Chambal Breweries & Distilleries Ltd.**

Place: Kota

SD/-

SD/-

Date: 10.08.2016

Raj Kumar Jain  
DIRECTOR  
DIN 05182042

ParasramJhamnani  
CHAIRMAN  
DIN: 01266196

## Annexure "V"

## NOMINATION AND REMUNERATION POLICY

## PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. Hence Board of Director of the Company constituted Nomination and Remuneration Committee in their Board Meeting hold on dated 22th December 2014 comprising following three non-executive Independent Directors.

- |    |                   |          |
|----|-------------------|----------|
| 1. | Mr. Rajkumar Jain | Chairman |
| 2. | Mr. Anupam Garg   | Member   |
| 3. | Mr. Gajraj Singh  | Member   |

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013

## OBJECTIVE

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

## DEFINITIONS

- a) **"Board"** means Board of Directors of the Company.
- b) **"Company"** means "Chambal Breweries & Distilleries Limited."
- c) **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- d) **"Key Managerial Personnel" (KMP)** means
  - (i) Chief Executive Officer or the Managing Director or the Manager,
  - (ii) Company Secretary,
  - (iii) Whole-time Director,
  - (iv) Chief Financial Officer and
  - (v) Such other officer as may be prescribed.
- e) **"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- f) **"Policy or This Policy"** means, "Nomination and Remuneration Policy."
- g) **"Remuneration"** means any money or its equivalent given or passed to any Person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

## ROLE OF THE COMMITTEE

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) Formulate criteria for evaluation of Independent Directors and the Board.
- c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) To carry out evaluation of every Director's performance.
- e) To recommend to the Board the appointment and removal of Directors and Senior Management.

- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) To devise a policy on Board diversity.
- i) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### **MEMBERSHIP**

- a) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.

#### **CHAIRMAN**

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

#### **FREQUENCY OF MEETINGS**

The meeting of the Committee shall be held at such regular intervals as may be required.

#### **COMMITTEE MEMBERS' INTERESTS**

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

#### **VOTING**

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

#### **APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

##### **1. Appointment criteria and qualifications:**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

**2. Term / Tenure:****Managing Director/Whole-time Director/Manager (Managerial Person):**

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time.

**Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

**Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

**Retirement:**

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT****GENERAL:**

1. The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person.

**Remuneration to Managerial Person, KMP and Senior Management:****1. Fixed pay:**

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to



P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

**2. Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

**3. Provisions for excess remuneration:**

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**Remuneration to Non-Executive / Independent Director:**

**1. Remuneration / Commission:**

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

**2. Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**3. Limit of Remuneration /Commission:**

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

**4. Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

**MINUTES OF COMMITTEE MEETING**

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

**AMENDMENT**

Any change in the Policy shall, on recommendation of Nominations and Remuneration Committee, be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

## ANNEXURE "VI"

Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31<sup>st</sup> march, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. RESITRATION AND OTHER DETAILS :

i)	CIN	L99999RJ1985PLC046460
ii)	Registration Date	28/03/1985
iii)	Name of Company	CHAMBAL BREWERIES AND DISTILLERIES LIMITED
iv)	Category/sub-category of the company	Company limited by shares/ Indian Non-Government Company
v)	Address of the Registered office and contact details	A-7 Shopping Centre, Kota, Rajasthan-324007 India
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Pvt. Ltd. 17-20, Jafferbhoy Ind. Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059, India Tel: 022-42270400

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1.					

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	640200	0	640200	8.55	640200	0	640200	8.55	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other									
f-1) DIRECTORS	563639	0	563639	7.53	563639	0	563639	7.53	0.00
<b>Sub-total (A) (1)</b>	<b>1203839</b>	<b>0</b>	<b>1203839</b>	<b>16.08</b>	<b>1203839</b>	<b>0</b>	<b>1203839</b>	<b>16.08</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individ	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/ FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of promoter (A) = (A)(1)+(A)(2)</b>	<b>1203839</b>	<b>0</b>	<b>1203839</b>	<b>16.08</b>	<b>1203839</b>	<b>0</b>	<b>1203839</b>	<b>16.08</b>	<b>0.00</b>
<b>B.Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00

h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non - Institutions</b>									
a) Bodies Corp.									
i) Indian	1303426	14050	1317476	17.59	600418	13050	613468	8.19	-9.40
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	647575	711997	1359572	18.15	1451343	688697	2140040	28.58	10.42
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1669373	1929861	3599234	48.06	2299158	1219061	3518219	46.98	-1.08
c) Others (Specify)									
c-1) NON RESIDENT INDIANS(INDIVIDUALS)	0	0	0	0.00	8318	0	8318	0.11	0.11
c-2) CLEARING MEMBER	8637	0	8637	0.12	4874	0	4874	0.07	-0.05
<b>Sub-total (B)(2)</b>	<b>3629011</b>	<b>2655908</b>	<b>6284919</b>	<b>83.92</b>	<b>4364111</b>	<b>1920808</b>	<b>6284919</b>	<b>83.92</b>	<b>0.00</b>
<b>Total Public Shareholding(B)= (B)(1)+(B)(2)</b>	<b>3629011</b>	<b>2655908</b>	<b>6284919</b>	<b>83.92</b>	<b>4364111</b>	<b>1920808</b>	<b>6284919</b>	<b>83.92</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs.</b>									
Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
Public -	0	0	0	0	0	0	0	0	0
<b>Sub-total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>4832850</b>	<b>2655908</b>	<b>7488758</b>	<b>100</b>	<b>5567950</b>	<b>1920808</b>	<b>7488758</b>	<b>100</b>	<b>0</b>

ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	PARAS RAM JHAMNANI	563639	7.53	0.00	563639	7.53	0.00	0.00
2	BHARAT	329500	4.40	0.00	329500	4.40	0.00	0.00
3	VINODKUMAR JHAMNANI	300000	4.01	0.00	300000	4.01	0.00	0.00
4	JYOTI JHAMNANI	10700	0.14	0.00	10700	0.14	0.00	0.00
	<b>TOTAL</b>	<b>1203839</b>	<b>16.08</b>	<b>0.00</b>	<b>1203839</b>	<b>16.08</b>	<b>0.00</b>	<b>0.00</b>

iii) Change in Promoters' Shareholding ( please specify, if there is no change)

Sl No.		Name of Promoter's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	BHARAT	4/1/2015	329500	4.40	329500	4.40
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	329500	4.40
2	At the beginning of the year	PARAS RAM JHAMNANI	4/1/2015	563639	7.53	563639	7.53
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	563639	7.53

3	At the beginning of the year	VINOD KUMAR JHAMNANI	4/1/2015	300000	4.01	300000	4.01
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	300000	4.01
4	At the beginning of the year	JYOTI JHAMNANI	4/1/2015	10700	0.14	10700	0.14
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	10700	0.14

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.	For Each of the Top 10 Shareholders	Name of Shareholder's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	ANGEL BROKING PRIVATE LIMITED	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		08/01/2016	70144	0.94	70144	0.94
			15/01/2016	-22098	0.30	48046	0.64
			22/01/2016	-3969	0.05	44077	0.59
			05/02/2016	-12444	0.17	31633	0.42

			12/02/2016	-211	0.00	31422	0.42
			19/02/2016	-633	0.01	30789	0.41
			18/03/2016	-3500	0.05	27289	0.36
	<b>At the End of the year</b>		31/03/2016	0	0.00	27289	0.36
<b>2</b>	<b>At the beginning of the year</b>	<b>ANAND RATHI SHARE AND STOCK BROKERS LIM</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		10/04/2015	28000	0.37	28000	0.37
			17/04/2015	-10999	0.15	17001	0.23
			24/04/2015	7489	0.10	24490	0.33
			01/05/2015	8943	0.12	33433	0.45
			08/05/2015	-1257	0.02	32176	0.43
			15/05/2015	-7949	0.11	24227	0.32
			22/05/2015	242	0.00	24469	0.33
			29/05/2015	74381	0.99	98850	1.32
			05/06/2015	5865	0.08	104715	1.40
			12/06/2015	-73526	0.98	31189	0.42
			19/06/2015	13548	0.18	44737	0.60
			26/06/2015	-8390	0.11	36347	0.49
			30/06/2015	228	0.00	36575	0.49
			03/07/2015	10020	0.13	46595	0.62
			10/07/2015	-19371	0.26	27224	0.36
			17/07/2015	9207	0.12	36431	0.49
			24/07/2015	-9502	0.13	26929	0.36
			31/07/2015	8609	0.11	35538	0.47
			07/08/2015	-9846	0.13	25692	0.34
			14/08/2015	6046	0.08	31738	0.42
			21/08/2015	12125	0.16	43863	0.59
			28/08/2015	3092	0.04	46955	0.63
			04/09/2015	-3146	0.04	43809	0.58
			11/09/2015	-13189	0.18	30620	0.41
			14/09/2015	-899	0.01	29721	0.40
			16/09/2015	7100	0.09	36821	0.49
			25/09/2015	-11025	0.15	25796	0.34
			30/09/2015	14896	0.20	40692	0.54

			01/10/2015	-1478	0.02	39214	0.52
			09/10/2015	-15000	0.20	24214	0.32
			16/10/2015	2500	0.03	26714	0.36
			23/10/2015	-2486	0.03	24228	0.32
			30/10/2015	-14	0.00	24214	0.32
			06/11/2015	36	0.00	24250	0.32
			13/11/2015	-9	0.00	24241	0.32
			20/11/2015	-15	0.00	24226	0.32
			27/11/2015	1243	0.02	25469	0.34
			04/12/2015	266	0.00	25735	0.34
			11/12/2015	-1486	0.02	24249	0.32
			25/12/2015	180	0.00	24429	0.33
			31/12/2015	427	0.01	24856	0.33
			08/01/2016	4094	0.05	28950	0.39
			15/01/2016	1386	0.02	30336	0.41
			22/01/2016	1883	0.03	32219	0.43
			29/01/2016	-24	0.00	32195	0.43
			05/02/2016	-7946	0.11	24249	0.32
			12/02/2016	1	0.00	24250	0.32
			19/02/2016	-1	0.00	24249	0.32
			26/02/2016	96	0.00	24345	0.33
			04/03/2016	171	0.00	24516	0.33
			11/03/2016	4883	0.07	29399	0.39
			18/03/2016	-5000	0.07	24399	0.33
			<b>At the End of the year</b>				
			31/03/2016	0	0.00	24399	0.33
3	<b>At the beginning of the year</b>	<b>NIRMAL BANG SECURITIES PVT LTD</b>	4/1/2015	30243	0.40	30243	0.40
	Date wise Increase / Decrease in Share holding during the year						
			10/04/2015	-22001	0.29	8242	0.11
			17/04/2015	-3500	0.05	4742	0.06
			15/05/2015	-4600	0.06	142	0.00
			22/05/2015	-47	0.00	95	0.00
			29/05/2015	-10	0.00	85	0.00
			05/06/2015	-27	0.00	58	0.00
			19/06/2015	70431	0.94	70489	0.94



			26/06/2015	-100	0.00	70389	0.94
			03/07/2015	-305	0.00	70084	0.94
			10/07/2015	-68921	0.92	1163	0.02
			07/08/2015	44506	0.59	45669	0.61
			14/08/2015	12971	0.17	58640	0.78
			21/08/2015	2798	0.04	61438	0.82
			28/08/2015	-30086	0.40	31352	0.42
			04/09/2015	-6661	0.09	24691	0.33
			11/09/2015	-2425	0.03	22266	0.30
			14/09/2015	-314	0.00	21952	0.29
			16/09/2015	-8000	0.11	13952	0.19
			25/09/2015	-11159	0.15	2793	0.04
			30/09/2015	-2630	0.04	163	0.00
			01/10/2015	11000	0.15	11163	0.15
			09/10/2015	20428	0.27	31591	0.42
			16/10/2015	-10587	0.14	21004	0.28
			23/10/2015	10510	0.14	31514	0.42
			06/11/2015	82115	1.10	113629	1.52
			13/11/2015	-71550	0.96	42079	0.56
			20/11/2015	-5235	0.07	36844	0.49
			27/11/2015	3953	0.05	40797	0.54
			04/12/2015	30976	0.41	71773	0.96
			11/12/2015	-12043	0.16	59730	0.80
			18/12/2015	-13741	0.18	45989	0.61
			25/12/2015	6906	0.09	52895	0.71
			31/12/2015	-11086	0.15	41809	0.56
			08/01/2016	-3999	0.05	37810	0.50
			15/01/2016	-29911	0.40	7899	0.11
			22/01/2016	-5852	0.08	2047	0.03
			29/01/2016	-640	0.01	1407	0.02
			05/02/2016	-399	0.01	1008	0.01
			19/02/2016	-200	0.00	808	0.01
			26/02/2016	-50	0.00	758	0.01
			04/03/2016	-400	0.01	358	0.00
			18/03/2016	-50	0.00	308	0.00
			<b>At the End of the year</b>				
			31/03/2016	-250	0.00	58	0.00
4	At the beginning of the year	ULTIMATE MONEY MAKERS INDIA PVT.LTD.	4/1/2015	0	0.00	0	0.00

	Date wise Increase / Decrease in Share holding during the year		30/09/2015	299241	4.00	299241	4.00
			16/10/2015	-299000	3.99	241	0.00
			31/12/2015	-241	0.00	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
5	<b>At the beginning of the year</b>	<b>WAY2WEALTH BROKERS PRIVATE LIMITED</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		18/12/2015	73500	0.98	73500	0.98
			25/12/2015	-73500	0.98	0	0.00
			31/12/2015	43405	0.58	43405	0.58
			01/01/2016	-43405	0.58	0	0.00
			11/03/2016	2791	0.04	2791	0.04
			18/03/2016	-2791	0.04	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
6	<b>At the beginning of the year</b>	<b>COMPETENT FINMAN PVT. LTD</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		30/09/2015	50000	0.67	50000	0.67
			09/10/2015	125000	1.67	175000	2.34
			13/11/2015	-14677	0.20	160323	2.14
			20/11/2015	-500	0.01	159823	2.13
			15/01/2016	20000	0.27	179823	2.40
	<b>At the End of the year</b>		31/03/2016	0	0.00	179823	2.40

7	At the beginning of the year	EDELWEISS BROKING LTD	4/1/2015	1000	0.01	1000	0.01
	Date wise Increase / Decrease in Share holding during the year		17/04/2015	-491	0.01	509	0.01
			08/05/2015	-509	0.01	0	0.00
			05/06/2015	95100	1.27	95100	1.27
			12/06/2015	50000	0.67	145100	1.94
			19/06/2015	25000	0.33	170100	2.27
			26/06/2015	-100	0.00	170000	2.27
			11/09/2015	700	0.01	170700	2.28
			14/09/2015	-95700	1.28	75000	1.00
			25/09/2015	1926	0.03	76926	1.03
			09/10/2015	-1926	0.03	75000	1.00
			13/11/2015	1	0.00	75001	1.00
			20/11/2015	-1	0.00	75000	1.00
			04/12/2015	2150	0.03	77150	1.03
			11/12/2015	-280	0.00	76870	1.03
			18/12/2015	-1490	0.02	75380	1.01
			25/12/2015	-330	0.00	75050	1.00
			08/01/2016	10500	0.14	85550	1.14
			15/01/2016	200	0.00	85750	1.15
			22/01/2016	-500	0.01	85250	1.14
			29/01/2016	50	0.00	85300	1.14
			04/03/2016	43	0.00	85343	1.14
			11/03/2016	1006	0.01	86349	1.15
			18/03/2016	-1249	0.02	85100	1.14
	At the End of the year		31/03/2016	90	0.00	85190	1.14
8	At the beginning of the year	SWASTIKA INVESTMART LIMITED	4/1/2015	569283	7.60	569283	7.60

	Date wise Increase / Decrease in Share holding during the year		17/04/2015	-29008	0.39	540275	7.21
			01/05/2015	-280	0.00	539995	7.21
			08/05/2015	-16800	0.22	523195	6.99
			15/05/2015	-10000	0.13	513195	6.85
			26/06/2015	-13400	0.18	499795	6.67
			14/08/2015	-15000	0.20	484795	6.47
			28/08/2015	1700	0.02	486495	6.50
			04/09/2015	-10000	0.13	476495	6.36
			30/09/2015	-373241	4.98	103254	1.38
			09/10/2015	-20000	0.27	83254	1.11
			06/11/2015	-15000	0.20	68254	0.91
			13/11/2015	-1301	0.02	66953	0.89
			20/11/2015	-66953	0.89	0	0.00
			25/03/2016	1053	0.01	1053	0.01
	<b>At the End of the year</b>		31/03/2016	0	0.00	1053	0.01
9	<b>At the beginning of the year</b>	<b>PRL Stock And Share Brokers Pvt Ltd</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		23/10/2015	65000	0.87	65000	0.87
			30/10/2015	35000	0.47	100000	1.34
			20/11/2015	-5000	0.07	95000	1.27
			27/11/2015	-50001	0.67	44999	0.60
			04/12/2015	-34193	0.46	10806	0.14
			11/12/2015	-10806	0.14	0	0.00
			31/12/2015	30000	0.40	30000	0.40
			01/01/2016	-10000	0.13	20000	0.27
			08/01/2016	-20000	0.27	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00

10	At the beginning of the year	ASSOCIATED STOCK BROKING PRIVATE LIMITED	4/1/2015	83817	1.12	83817	1.12
	Date wise Increase / Decrease in Share holding during the year		10/04/2015	10000	0.13	93817	1.25
			24/04/2015	64000	0.85	157817	2.11
			08/05/2015	25000	0.33	182817	2.44
			05/06/2015	19500	0.26	202317	2.70
			12/06/2015	26033	0.35	228350	3.05
			19/06/2015	-34822	0.46	193528	2.58
			26/06/2015	13628	0.18	207156	2.77
			30/06/2015	-15001	0.20	192155	2.57
			10/07/2015	10000	0.13	202155	2.70
			17/07/2015	-18587	0.25	183568	2.45
			31/07/2015	-1510	0.02	182058	2.43
			21/08/2015	-2400	0.03	179658	2.40
			28/08/2015	-2490	0.03	177168	2.37
			04/09/2015	-7000	0.09	170168	2.27
			16/09/2015	1982	0.03	172150	2.30
			18/09/2015	-20252	0.27	151898	2.03
			25/09/2015	9908	0.13	161806	2.16
			30/09/2015	-27600	0.37	134206	1.79
			01/10/2015	1485	0.02	135691	1.81
			09/10/2015	-4461	0.06	131230	1.75
			16/10/2015	314492	4.20	445722	5.95
			23/10/2015	-15528	0.21	430194	5.74
			30/10/2015	-40083	0.54	390111	5.21
			06/11/2015	55965	0.75	446076	5.96
			13/11/2015	-27655	0.37	418421	5.59
			20/11/2015	-27392	0.37	391029	5.22
			27/11/2015	-16777	0.22	374252	5.00
			04/12/2015	-147082	1.96	227170	3.03
			11/12/2015	8958	0.12	236128	3.15
			18/12/2015	-103709	1.38	132419	1.77
			25/12/2015	-77264	1.03	55155	0.74
			31/12/2015	-39267	0.52	15888	0.21
			01/01/2016	17302	0.23	33190	0.44

			08/01/2016	27531	0.37	60721	0.81
			15/01/2016	-53552	0.72	7169	0.10
	<b>At the End of the year</b>		31/03/2016	0	0.00	7169	0.10
<b>11</b>	<b>At the beginning of the year</b>	<b>ARHAM SHARE CONSULTANT S PVT. LTD.</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		11/09/2015	71360	0.95	71360	0.95
			31/12/2015	-49622	0.66	21738	0.29
			08/01/2016	-20738	0.28	1000	0.01
			15/01/2016	1499	0.02	2499	0.03
	<b>At the End of the year</b>		31/03/2016	-2499	0.03	0	0.00
<b>12</b>	<b>At the beginning of the year</b>	<b>VIPUL THAKAR</b>	4/1/2015	314000	4.19	314000	4.19
	Date wise Increase / Decrease in Share holding during the year		08/05/2015	-314000	4.19	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
<b>13</b>	<b>At the beginning of the year</b>	<b>LESTER LESLIE FERNANDES</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		16/10/2015	10000	0.13	10000	0.13
			06/11/2015	142000	1.90	152000	2.03
			04/12/2015	50000	0.67	202000	2.70
			11/12/2015	25000	0.33	227000	3.03

			18/12/2015	-75000	1.00	152000	2.03
			25/12/2015	75000	1.00	227000	3.03
			31/12/2015	-59055	0.79	167945	2.24
			08/01/2016	-14920	0.20	153025	2.04
			22/01/2016	5000	0.07	158025	2.11
			05/02/2016	3000	0.04	161025	2.15
			11/03/2016	10513	0.14	171538	2.29
	<b>At the End of the year</b>		31/03/2016	0	0.00	171538	2.29
<b>14</b>	<b>At the beginning of the year</b>	<b>SUKUMAR NANDLAL SHAH</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		29/05/2015	14000	0.19	14000	0.19
			05/06/2015	14265	0.19	28265	0.38
			30/06/2015	14873	0.20	43138	0.58
			10/07/2015	5000	0.07	48138	0.64
			31/07/2015	1862	0.02	50000	0.67
			18/09/2015	11000	0.15	61000	0.81
			25/09/2015	2000	0.03	63000	0.84
			30/09/2015	-1205	0.02	61795	0.83
			16/10/2015	16000	0.21	77795	1.04
			06/11/2015	3999	0.05	81794	1.09
			20/11/2015	-2000	0.03	79794	1.07
			11/12/2015	-1000	0.01	78794	1.05
	<b>At the End of the year</b>		31/03/2016	0	0.00	78794	1.05
<b>15</b>	<b>At the beginning of the year</b>	<b>ARCH CAPITAL ADVISORS LLP</b>	4/1/2015	256500	3.43	256500	3.43
	Date wise Increase / Decrease in Share holding during the year		05/06/2015	-25000	0.33	231500	3.09
			12/06/2015	-22249	0.30	209251	2.79

			19/06/2015	-35000	0.47	174251	2.33
			10/07/2015	-21	0.00	174230	2.33
			24/07/2015	-20979	0.28	153251	2.05
			31/07/2015	-13251	0.18	140000	1.87
			07/08/2015	-40000	0.53	100000	1.34
			21/08/2015	-44537	0.59	55463	0.74
			28/08/2015	-9000	0.12	46463	0.62
			04/09/2015	-46463	0.62	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
<b>16</b>	<b>At the beginning of the year</b>	<b>SHRIKANT CHAWLA</b>	4/1/2015	96940	1.29	96940	1.29
	Date wise Increase / Decrease in Share holding during the year		10/04/2015	-29034	0.39	67906	0.91
			17/04/2015	-60000	0.80	7906	0.11
			24/04/2015	-5000	0.07	2906	0.04
	<b>At the End of the year</b>		31/03/2016	0	0.00	2906	0.04
<b>17</b>	<b>At the beginning of the year</b>	<b>NAMITA BHARGAVA VYAS</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		04/12/2015	18437	0.25	18437	0.25
			11/12/2015	13563	0.18	32000	0.43
			18/12/2015	32155	0.43	64155	0.86
			25/12/2015	-7450	0.10	56705	0.76
			31/12/2015	10000	0.13	66705	0.89
			01/01/2016	11000	0.15	77705	1.04
			08/01/2016	25000	0.33	102705	1.37
			15/01/2016	-51114	0.68	51591	0.69
			04/03/2016	-51591	0.69	0	0.00
			11/03/2016	51591	0.69	51591	0.69



	At the End of the year		31/03/2016	0	0.00	51591	0.69
18	At the beginning of the year	KALPANA MAHENDRA AVLANI	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		14/09/2015	95000	1.27	95000	1.27
	At the End of the year		31/03/2016	0	0.00	95000	1.27
19	At the beginning of the year	ASHISH JAIN	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		08/05/2015	314000	4.19	314000	4.19
			30/09/2015	-24302	0.32	289698	3.87
			01/10/2015	-25000	0.33	264698	3.53
			09/10/2015	-60000	0.80	204698	2.73
			16/10/2015	-25000	0.33	179698	2.40
			23/10/2015	-25000	0.33	154698	2.07
			27/11/2015	-30000	0.40	124698	1.67
			04/12/2015	-25000	0.33	99698	1.33
			18/12/2015	-25000	0.33	74698	1.00
			31/12/2015	-74698	1.00	0	0.00
	At the End of the year		31/03/2016	0	0.00	0	0.00
20	At the beginning of the year	KUSUM CHAWLA	4/1/2015	315000	4.21	315000	4.21

	Date wise Increase / Decrease in Share holding during the year		24/04/2015	-32500	0.43	282500	3.77
			22/05/2015	-70000	0.93	212500	2.84
			29/05/2015	-153000	2.04	59500	0.79
			05/06/2015	-59500	0.79	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
<b>21</b>	<b>At the beginning of the year</b>	<b>KARAN SINGH CHUNDAWAT</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		08/05/2015	69000	0.92	69000	0.92
			11/03/2016	-69000	0.92	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
<b>22</b>	<b>At the beginning of the year</b>	<b>PIYUSH THAKAR</b>	4/1/2015	314000	4.19	314000	4.19
	Date wise Increase / Decrease in Share holding during the year		08/05/2015	-314000	4.19	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
<b>23</b>	<b>At the beginning of the year</b>	<b>SHISHIR DUBEY</b>	4/1/2015	84500	1.13	84500	1.13

	Date wise Increase / Decrease in Share holding during the year		22/05/2015	-52000	0.69	32500	0.43
			29/05/2015	-10000	0.13	22500	0.30
			05/06/2015	-22500	0.30	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
<b>24</b>	<b>At the beginning of the year</b>	<b>ARPIT JAIN</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		08/05/2015	314000	4.19	314000	4.19
			30/09/2015	-48881	0.65	265119	3.54
			01/10/2015	-25000	0.33	240119	3.21
			09/10/2015	-51004	0.68	189115	2.53
			16/10/2015	-30000	0.40	159115	2.12
			23/10/2015	-25000	0.33	134115	1.79
			13/11/2015	-25000	0.33	109115	1.46
			27/11/2015	-10000	0.13	99115	1.32
			11/12/2015	-25000	0.33	74115	0.99
			18/12/2015	-10370	0.14	63745	0.85
			31/12/2015	-30000	0.40	33745	0.45
	<b>At the End of the year</b>		31/03/2016	0	0.00	33745	0.45
<b>25</b>	<b>At the beginning of the year</b>	<b>VISHAL S KOTHARI</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		07/08/2015	23056	0.31	23056	0.31
			14/08/2015	13216	0.18	36272	0.48
			21/08/2015	3468	0.05	39740	0.53

			28/08/2015	16274	0.22	56014	0.75
			04/09/2015	1783	0.02	57797	0.77
			25/09/2015	9930	0.13	67727	0.90
			30/09/2015	-6000	0.08	61727	0.82
			09/10/2015	5560	0.07	67287	0.90
			23/10/2015	1190	0.02	68477	0.91
			20/11/2015	210	0.00	68687	0.92
			27/11/2015	578	0.01	69265	0.92
			11/12/2015	1044	0.01	70309	0.94
			18/12/2015	1041	0.01	71350	0.95
			08/01/2016	-19122	0.26	52228	0.70
			15/01/2016	-52228	0.70	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
<b>26</b>	<b>At the beginning of the year</b>	<b>SNEHAL VISHAL NAIK</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		24/04/2015	14853	0.20	14853	0.20
			08/05/2015	63792	0.85	78645	1.05
			15/05/2015	82420	1.10	161065	2.15
			22/05/2015	-1901	0.03	159164	2.13
			29/05/2015	832	0.01	159996	2.14
			05/06/2015	22102	0.30	182098	2.43
			12/06/2015	14103	0.19	196201	2.62
			26/06/2015	8059	0.11	204260	2.73
			10/07/2015	1183	0.02	205443	2.74
			17/07/2015	-10300	0.14	195143	2.61
			31/07/2015	8982	0.12	204125	2.73
			07/08/2015	3314	0.04	207439	2.77
			14/08/2015	-13	0.00	207426	2.77
			21/08/2015	1	0.00	207427	2.77
			04/09/2015	-2780	0.04	204647	2.73
			14/09/2015	899	0.01	205546	2.74
			30/09/2015	-9919	0.13	195627	2.61
			09/10/2015	-26934	0.36	168693	2.25
			16/10/2015	30654	0.41	199347	2.66

			23/10/2015	-2278	0.03	197069	2.63
			30/10/2015	2201	0.03	199270	2.66
			13/11/2015	-200	0.00	199070	2.66
			20/11/2015	-1407	0.02	197663	2.64
			27/11/2015	1030	0.01	198693	2.65
			04/12/2015	-198693	2.65	0	0.00
			11/12/2015	12847	0.17	12847	0.17
			18/12/2015	-9696	0.13	3151	0.04
			25/12/2015	-2052	0.03	1099	0.01
			31/12/2015	4549	0.06	5648	0.08
			01/01/2016	5512	0.07	11160	0.15
			08/01/2016	-11160	0.15	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
<b>27</b>	<b>At the beginning of the year</b>	<b>NARENDRAR DUBEY</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		22/05/2015	37500	0.50	37500	0.50
			29/05/2015	32362	0.43	69862	0.93
			05/06/2015	88772	1.19	158634	2.12
			12/06/2015	-2464	0.03	156170	2.09
			10/07/2015	-1616	0.02	154554	2.06
			31/07/2015	-1010	0.01	153544	2.05
			07/08/2015	-70	0.00	153474	2.05
			09/10/2015	-79859	1.07	73615	0.98
			16/10/2015	-12090	0.16	61525	0.82
			23/10/2015	-39000	0.52	22525	0.30
			30/10/2015	-10753	0.14	11772	0.16
			06/11/2015	-10473	0.14	1299	0.02
			13/11/2015	-1299	0.02	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
<b>28</b>	<b>At the beginning of the year</b>	<b>HEMANT BOHRA</b>	4/1/2015	182811	2.44	182811	2.44

	Date wise Increase / Decrease in Share holding during the year		05/06/2015	-50000	0.67	132811	1.77
			16/09/2015	-10000	0.13	122811	1.64
			18/09/2015	-23000	0.31	99811	1.33
			16/10/2015	-30000	0.40	69811	0.93
			23/10/2015	-69811	0.93	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
<b>29</b>	<b>At the beginning of the year</b>	<b>KUMAR CHARANJIT LAL</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		11/12/2015	20000	0.27	20000	0.27
			18/12/2015	13000	0.17	33000	0.44
			31/12/2015	28000	0.37	61000	0.81
			08/01/2016	12000	0.16	73000	0.97
	<b>At the End of the year</b>		31/03/2016	0	0.00	73000	0.97
<b>30</b>	<b>At the beginning of the year</b>	<b>PRIYANKA VINAYAK GURAV</b>	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		19/02/2016	53822	0.72	53822	0.72
			26/02/2016	43327	0.58	97149	1.30
			04/03/2016	1009	0.01	98158	1.31
			11/03/2016	9742	0.13	107900	1.44
			18/03/2016	180	0.00	108080	1.44
			25/03/2016	10121	0.14	118201	1.58
	<b>At the End of the year</b>		31/03/2016	-641	0.01	117560	1.57

31	At the beginning of the year	YOGESH BHOJRAJ SHARMA	4/1/2015	371300	4.96	371300	4.96
	Date wise Increase / Decrease in Share holding during the year		09/10/2015	-60042	0.80	311258	4.16
			16/10/2015	-15000	0.20	296258	3.96
			06/11/2015	-296258	3.96	0	0.00
	<b>At the End of the year</b>		31/03/2016	0	0.00	0	0.00
32	At the beginning of the year	ADITYA SAHASRABU DDHE	4/1/2015	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year		17/04/2015	11293	0.15	11293	0.15
			08/05/2015	-5393	0.07	5900	0.08
			15/05/2015	1100	0.01	7000	0.09
			29/05/2015	-7000	0.09	0	0.00
			05/06/2015	29231	0.39	29231	0.39
			12/06/2015	1470	0.02	30701	0.41
			30/06/2015	6000	0.08	36701	0.49
			10/07/2015	18479	0.25	55180	0.74
			04/09/2015	1700	0.02	56880	0.76
			14/09/2015	-1700	0.02	55180	0.74
			18/09/2015	14000	0.19	69180	0.92
			25/09/2015	-2500	0.03	66680	0.89
			09/10/2015	12999	0.17	79679	1.06
			11/12/2015	-1679	0.02	78000	1.04
			31/12/2015	-1672	0.02	76328	1.02
	<b>At the End of the year</b>		31/03/2016	0	0.00	76328	1.02

33	At the beginning of the year	RAJENDRA	4/1/2015	123320	1.65	123320	1.65
	Date wise Increase / Decrease in Share holding during the year		10/04/2015	-44273	0.59	79047	1.06
			17/04/2015	-30211	0.40	48836	0.65
			24/04/2015	-43885	0.59	4951	0.07
			25/12/2015	-100	0.00	4851	0.06
	At the End of the year		31/03/2016	0	0.00	4851	0.06
34	At the beginning of the year	GIRISH CHAWLA	01/04/2015	70000	0.93	70000	0.93
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	70000	0.93
35	At the beginning of the year	SHUSHILA GIDWANI	01/04/2015	206000	2.75	206000	2.75
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2016	0	0.00	206000	2.75



(v) Shareholding of Directors and Key Managerial Personnel:

SI No.	for Each of the Director and KMP	Name of Director and KMP	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year ( 1.04.2015)	PARAS RAM JHAMNANI	563639	7.53	563639	7.53
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease		NIL	NIL	NIL	NIL
	At the End of the year (31.03.2016)				563639	7.53
2	At the beginning of the year ( 1.04.2015)	VINOD KUMAR JHAMNANI	300000	4.01	300000	4.01
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease		NIL	NIL	NIL	NIL
	At the End of the year (31.03.2016)				300000	4.01

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total ( i+ ii+ iii)</b>	Nil	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>				
Addition	Nil	Nil	Nil	Nil

Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	Nil	Nil	Nil	Nil
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i + ii+ iii)</b>	Nil	Nil	Nil	Nil

**(vi) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	Ms. Swathi Rajendra Betalkar  165000  Nil  Nil	  165000  Nil  Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission – as % of profit - Others, specify	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	165000	165000
	Ceiling as per the Act	Nil	Nil

**B. Remuneration to other directors:**

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Raj kumar Jain	Mr. Gajraj Singh	Mr. Anupam Garg	

Independent Directors					
• Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
• Commission	Nil	Nil	Nil	Nil	Nil
• Others, please specify	Nil	Nil	Nil	Nil	Nil
Total (1)	Nil	Nil	Nil	Nil	Nil
Other Non-Executive Directors	Mr. ParasramJhamnani				
• Fee for attending board / committee meetings	Nil				Nil
• Commission	Nil				Nil
• Others, please specify	Nil				Nil
Total (2)	Nil				Nil
Total (B)=(1+2)	Nil				Nil
Total Managerial Remuneration	Nil				Nil
Overall Ceiling as per the Act	Nil				Nil

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	156000	Nil	156000
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others, specify	Nil	Nil	Nil
5	Others, please Specify	Nil	Nil	Nil
	Total	156000	Nil	156000

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of The Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	N.A.	Nil	Nil	N.A.	N.A.
Punishment	N.A.	Nil	Nil	N.A.	N.A.
Compounding	N.A.	Nil	Nil	N.A.	N.A.
<b>B. DIRECTOR</b>					
Penalty	N.A.	Nil	Nil	N.A.	N.A.
Punishment	N.A.	Nil	Nil	N.A.	N.A.
Compounding	N.A.	Nil	Nil	N.A.	N.A.
<b>C. OTHER OFFICER IN DEFAULT</b>					
Penalty	N.A.	Nil	Nil	N.A.	N.A.
Punishment	N.A.	Nil	Nil	N.A.	N.A.
Compounding	N.A.	Nil	Nil	N.A.	N.A.

**For and on Behalf of Board of Director of the  
Chambal Breweries & Distilleries Ltd.**

Place: Kota

SD/-

SD/-

Date: 10.08.2016

Raj Kumar Jain  
DIRECTOR  
DIN 05182042

ParasramJhamnani  
CHAIRMAN  
DIN: 01266196

## **INDEPENDENT AUDITOR'S REPORT**

To,

The Members of

### **CHAMBAL BREWERIES & DISTILLERIES LIMITED**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of M/s. **CHAMBAL BREWERIES & DISTILLERIES LIMITED** (the "company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial

statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial

statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating

the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to our best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- (a) In case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2016.
- (b) In the case of the Statement of Profit and Loss, of the Profit of the company for the year ended 31st March, 2016.
- (c) In the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and

(f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, the company has, in all material respect an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at march 31, 2016. Based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in guidance note on audit of internal control over financial reporting issued by the institute of chartered accountants of India. Further Internal audit of the company was carried out by the separate professional firm.

(f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. the Company does not have any pending litigation which would impact its financial position.  
ii. the Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no amount to be transferred to the Investor Education and Protection Fund by the Company.

iii. There has been no amount to be transferred to the Investor Education and Protection Fund by the Company.

**For VAG & COMPANY  
CHARTERED ACCOUNTANTS  
(Registration No. 003014C)**

PLACE : KOTA  
DATED : 30/05/2016

Sd/-  
CA ARPIT JAIN  
(PARTNER)  
Membership No. 409781

**Annexure to the Auditors report of the even date to the members:**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) There are no immovable property in the name of company. Hence question of title deeds in the name of company does not arise.
- (ii) Based on the audit procedures and explanation given by the management there was no transactions held during the whole year of purchases and sales. Further there was no opening and closing inventory held by the company. Therefore clause 2 of the order is not applicable to the company.
- (iii) (a) The Company has granted loans to seven parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (b) In the case of the loans granted to the related party listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- (c) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the companies act, 2013 in respect of loans, investments, guarantees and security.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Act, for any of the activities done by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In our opinion and according to the information and explanation given to us, the company has not defaulted in the repayment of dues to banks. The company has not taken any loan either from financial institutions or from government and has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanation given by the management, the company has not raised money by way of initial public offer or further public offer including debt instrument and term loans. Accordingly the provisions of clause 3(ix) of the order are not applicable to the company and hence not commented upon.
- (x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) Based upon the audit procedures performed and the information and explanation given by the management, the company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the companies act.
- (xii) In our opinion the company is not a Nidhi company, therefore the provisions of clause 4(xii) of the order are not applicable to the company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of the Companies act 2013. And the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private Placement of shares or fully or partly convertible debentures during the year under review.  
Accordingly the provisions of clause 3(xiv) of the order are not applicable to the company.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non cash transactions with directors or persons connected with him.
- (xvi) In our opinion the company is not required to be registered under section 45 IA of the Reserve bank of india act,1934.

PLACE : KOTA  
DATED : 30/05/2016

For VAG & COMPANY  
CHARTERED ACCOUNTANTS  
FRN 003014C

Sd/-  
CA ARPIT JAIN  
(Partner)  
M.NO.409781



**Chambal Breweries & Distilleries Limited  
Balance Sheet as at 31 March, 2016**

Particulars		Note No.	As at 31 March, 2016	As at 31 March, 2015
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
1	<b>Shareholders' funds</b>			
	(a) Share capital	2	74,887,580.00	74,887,580.00
	(b) Reserves and surplus	3	70,698,926.49	70,492,743.85
2	<b>Non-current liabilities</b>			
	(a) Long-term borrowings		-	-
3	<b>Current liabilities</b>			
	(a) Short-term borrowings		-	-
	(b) Trade payables		-	-
	(c) Other current liabilities	4	106,402.00	70,708.00
	(d) Short Term Provisions	5	165,000.00	75,000.00
	<b>TOTAL</b>		<b>145,857,908.49</b>	<b>145,526,031.85</b>
<b>B</b>	<b>ASSETS</b>			
1	<b>Non-current assets</b>			
	(a) Fixed assets	6		
	(i) Tangible assets		119,907.00	119,907.00
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(b) Non - Current Investments	7	-	17,000,000.00
	(c) Loans, Advances & Deposits	8	74,205,860.00	54,655,860.00
2	<b>Current assets</b>			
	(a) Trade receivables	9	60,544,598.67	57,793,191.67
	(b) Cash and cash equivalents	10	4,652,269.03	1,240,977.39
	(c) Short-term loans and advances	11	6,335,273.79	14,716,095.79
	<b>TOTAL</b>		<b>145,857,908.49</b>	<b>145,526,031.85</b>
	<b>Summary of Significant accounting policies</b>	1	-	-

The accompanying notes are integral part of the financial statements.

As per our report of even date

For VAG & COMPANY

Chartered Accountants

FRN - 003014C

CA ARPIT JAIN

(PARTNER)

M.No. 409781

Place : Kota

Date : 30/05/2016

For and on behalf of the Board of Directors

**CHAMBAL BREWERIES AND DISTILLERIES LIMITED**

Sd/-  
Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Company secretary

**Chambal Breweries & Distilleries Limited**  
**Statement of Profit and Loss for the year ended 31 March, 2016**

	Note No.	For the year ended 31 March, 2016	For the year ended 31 March, 2015
<b>REVENUE</b>			
Revenue from operations (gross)			
Sale of Stock in Trade	12	-	1,835,171.00
Other Income	13	1,569,647.00	1,389,370.00
<b>Total revenue</b>		<b>1,569,647.00</b>	<b>3,224,541.00</b>
<b>Expenses</b>			
(a) Purchase of Stock in Trade	14	-	-
(b) Changes in inventories of finished goods	15	-	1,649,745.00
(c) Employee benefits expense	16	513,000.00	531,000.00
(d) Finance costs	17	-	9,195.54
(e) Depreciation and amortisation expense	7	-	-
(f) Other expenses	18	760,464.36	773,837.00
<b>Total expenses</b>		<b>1,273,464.36</b>	<b>2,963,777.54</b>
<b>Profit / (Loss) before exceptional and extraordinary items and tax</b>		<b>296,182.64</b>	<b>260,763.46</b>
Exceptional items		-	-
<b>Profit / (Loss) before extraordinary items and tax</b>		<b>296,182.64</b>	<b>260,763.46</b>
Extraordinary items		-	-
<b>Profit / (Loss) before tax</b>		<b>296,182.64</b>	<b>260,763.46</b>
<b>Tax expense:</b>			
(a) Current tax expense for current year		90,000.00	75,000.00
(b) Deferred tax		-	-
(c) Excess income tax Provision of Previous Year		-	-
		<b>90,000.00</b>	<b>75,000.00</b>
<b>Profit / (Loss) from continuing operations</b>		<b>206,182.64</b>	<b>185,763.46</b>
Profit / (Loss) from discontinuing operations (before tax)		-	-
Add / (Less): Tax expense of discontinuing operations		-	-
<b>Profit / (Loss) from discontinuing operations (After Tax)</b>		<b>-</b>	<b>-</b>
<b>Profit / (Loss) for the year</b>		<b>206,182.64</b>	<b>185,763.46</b>
<b>Earnings per equity share:-</b>	19		
1) Basic		0.03	0.02
2) Diluted		0.03	0.02

The accompanying notes are integral part of the financial statements.

As per our report of even date

For VAG & COMPANY

Chartered Accountants

FRN - 003014C

CA ARPIT JAIN

(PARTNER)

M.No. 409781

Place : Kota

Date : 30/05/2016

For and on behalf of the Board of Directors

**CHAMBAL BREWERIES AND DISTILLERIES LIMITED**

Sd/-  
Director

Sd/-  
Director

Sd/-  
Chief financial officer

Sd/-  
company secretary

**CHAMBAL BREWERIES & DISTILLERIES LIMITED****SCHEDULE FORMING PART OF AUDITED BALANCE SHEET AS AT MARCH 31, 2016  
AND AUDITED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE****Note 1 on financial statement - Significant Accounting Policies****1) Accounting convention :**

The Financial statements have been prepared in accordance with the applicable accounting standards specified by the institute of chartered accountants of india. The Financial statements have also been prepared in accordance with the relevant provisions of Companies Act, 1956.

**2) Recognition of Income & Expenditure :**

All Income and expenditure items having a material bearing on the financial statements are recognised on accrual basis.

Legal and Allied expenses are provided on accrual / payment basis.

**3) Fixed Assets and Depreciation :**

Fixed assets are stated at cost of acquisition less accumulated depreciation. Direct Cost are capitalised until the asset are ready to be put to use. These cost includes freight, installation cost. Duties and taxes and other allocated expenses including finance cost relating to specific borrowing incurred during the construction period.

As per schedule II of Companies act 2013, the useful life of office equipment(5 Years) and Refrigerator (10 Years) are over. Hence depreciation ceased to be charged. WDV shown as on 31/03/2016 is residual value(5% of cost) assumed as per the companies act. Please also refer disclosure in financial statement as on 31/03/2015

4) The balance are regrouped, rearranged wherever necessary for improved disclosure in the Financial statements.

**5) Investment**

Investments are valued at cost.

**6) Gratuity / Retirement Benefits**

These are accounted on cash basis.

**7) Taxation**

i) The Current charge for Income Tax is calculated on assessable profit of the company determine under Income Tax Act, 1961.

ii) The Company accounts for taxes on income to include the effect of timing difference in the tax expenses in the profit & loss account and the deferred tax assets and liabilities in the balancesheet in accordance with the Accounting Standard AS 22 "Accounting for Taxes on Income " issued by The Institute of Chartered Accountants of india, (ICAI). The company has evaluated various elements of tax computation to determine whether any deferred tax asset or liability needs to be recognized.

**M/S. CHAMBAL BREWERIES AND DISTILLERIES LTD.**

**Notes to Financial Statement for the year ended 31st March, 2016**

Particulars		As At 31-03-2016	As At 31-03-2015
		Rs.	Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>SHARE HOLDERS' FUNDS</b>			
<b>2 SHARE CAPITAL</b>			
<b>Authorised</b>			
<b>1000000 Equity Shares of Rs.10/-each</b> (1000000 Equity shares of Rs.10/-each)		100000000.00	100000000.00
<b>Issued, subscribed and Paid up capital</b>			
74,88,758 Equity Shares of Rs.10 /-each		74887580.00	74887580.00
(31st March-2016 : 7488758 Equity shares of Rs.10/-each)		74887580.00	74887580.00

**A) Terms / Right attached to equity shares**

The Company has one class of issued shares referred to as equity shares having a par value Rs 10/-eachholder of equity shares is entitled to one vote per share. The dividend proposed by the board of directors, If any, is subjected to the approval of shareholders in Annual General Meeting. In the event of liquidation of the Company the holder of the equity shares will be entitled to receive remaining assets of the Company after settlement of all preferential amount. The distribution will be in proportion to the number of equity shares held by the equity shareholders.

B) Reconciliation of the number of Shares outstanding and the amount of Share Capital as at March 31, 2015. and March31, 2016

Equity Shares (issued Capital)	As at 31-03-2016		As At 31-03-2015	
	In Numbers	Rs.	In Numbers	Rs.
Shares outstanding at the beginning of the year	7488758	74887580.00	7488758	74887580.00
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	7488758	74887580.00	7488758	74887580.00

C) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Equity Shares	31-03-16	31-03-15	31-03-14	31-03-13	31-03-12
Fully paid up pursuant to contract (S) without payment being received in cash *	-	-	-	-	-

D) Details of Shareholders holding more than 5% shares in the Company:

Sr.No	Name of Shareholder	Equity Shares			
		As at 31 March 2016		As at 31 March 2015	
		No of Shares held	% of Holding	No of Shares held	% of Holding
1	Parasram Jhamnani	563639	7.53	558300	7.46

**Notes to Financial Statement for the year ended 31st March, 2016**

**3) RESERVES AND SURPLUS**

	As at 31-03-16	As at 31-03-15
<b>A) SHARE PREMIUM :-</b>		
Balance as per last Financial Statement	73183440.00	73183440.00
<b>B) PROFIT AND LOSS ACCOUNT :-</b>		
Add:- Profit /(Loss) for the year	-2690696.15	-2799039.61
Less: Refrigerator Written off	206182.64	185763.46
	0.00	-77420.00
	70698926.49	70492743.85

**4) CURRENT LIABILITES**

Particulars	As at 31-03-16	As at 31-03-15
Sundry Creditors for Expenses	58344.00	25000.00
Audit Fees Payable	48058.00	33708.00
Statutory Dues Payable- TDS	0.00	12000.00
<b>Total Amount</b>	<b>106402.00</b>	<b>70708.00</b>

**5) SHORT TERM PROVISIONS**

Particulars	As at 31-03-16	As at 31-03-15
Provision for Income Tax	165,000.00	75,000.00
	-	-
<b>Total Amount</b>	<b>165,000.00</b>	<b>75000.00</b>

**NON CURRENT ASSETS**

**6-FIXED ASSETS**

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Balance as	Addition	Deletions	Balance as	Balance as	Depreciation/Written off	Deduction	Balance as	Balance as	Balance as
	at 01-04-2015			at 31-03-2016	at 01-04-2015	Charge for the year		at 31-03-2016	at 31-03-2016	at 31-03-2015
<b>A) Tangible Assets</b>										
Office Equipment	1299000.00	-	-	1299000.00	1239495.00	0.00	-	1239495.00	59505.00	59505.00
Refrigerator	1208000.00	-	-	1208000.00	1070180.00	77420.00	-	1147600.00	60400.00	60400.00
Computer	1303000.00	-	-	1303000.00	1302999.00	0.00	-	1302999.00	1.00	1.00
Furniture	1250000.00	-	-	1250000.00	1249999.00	0.00	-	1249999.00	1.00	1.00
<b>Total Assets</b>	<b>5060000.00</b>	<b>-</b>	<b>-</b>	<b>5060000.00</b>	<b>4862673.00</b>	<b>77420.00</b>	<b>-</b>	<b>4940093.00</b>	<b>119907.00</b>	<b>119907.00</b>
<b>Previous Year</b>	<b>5060000.00</b>	<b>-</b>	<b>-</b>	<b>5060000.00</b>	<b>4862673.00</b>	<b>0.00</b>	<b>-</b>	<b>4940093.00</b>	<b>119907.00</b>	<b>197327.00</b>

As per schedule II of Companies act 2013, the useful life of office equipment(5 Years) and Refrigerator (10 Years) are over. Hence depreciation ceased to be charged. WDV shown as on 31/03/2016 is residual value(5% of cost) assumed as per the companies act. Please also refer disclosure in financial statement as on 31/03/2015

**Notes to financial Statements for the year ended 31st March 2016**

	As at 31-03-16	As at 31-03-15
<b>NON CURRENT ASSETS</b>		
<b>7) NON CURRENT INVESTMENT(VALUED AT COST)</b>		
Investment in equity instruments (unquoted)		
In fully paid -up Equity shares of :		
Rajasthan Telematics Ltd.- 100000 shares of Rs.100/- each (Previous year 100000 shares of Rs.100/- each)	0.00	15000000.00
K.K Distilleries Pvt.Ltd. - 20000 shares of Rs.100/ - each (Previous year 20000 shares of Rs.100/- each)	0.00	2000000.00
<b>Total</b>	<b>0.00</b>	<b>17000000.00</b>
<b>NON CURRENT ASSETS</b>		
<b>8) LONG TERM LOANS, ADVANCES &amp; DEPOSITS</b> (Unsecured, Considered Good unless otherwise stated)		
Loans & Advances to related parties (Balance includes advance To Rajasthan telematics limited amounting Rs 28000000/- towards application money, which is partly paid up and further capital commitment is remaining to RTL)	33647860.00	34297860.00
Loans & Advances to be recovered in cash or in kind or for value to be received	20200000.00	0.00
Advance for Purchase of Land to related parties (There is no further capital commitment towards above purchase of land as informed by the management of the company)	19658000.00	19658000.00
Deposit with Bombay Stock Exchange	700000.00	700000.00
	<b>74205860.00</b>	<b>54655860.00</b>
	<b>As at 31-03-16</b>	<b>As at 31-03-15</b>
<b>CURRENT ASSETS</b>		
<b>9) SUNDRY DEBTORS/RECEIVABLE</b> (All are receivable from more than six months)		
Trade Receivable	60544598.67	57793191.67
	<b>60544598.67</b>	<b>57793191.67</b>
	<b>As at 31-03-16</b>	<b>As at 31-03-15</b>
<b>10)CASH AND CASH EQUIVALENTS</b>		
A) Balance with Banks	2228568.63	55916.99
B) Cash on Hand	2423700.40	1185060.40
	<b>4652269.03</b>	<b>1240977.39</b>
<b>11) SHORT-TERM LOANS AND ADVANCES</b> (Unsecured, Considered Good)		
Income Tax Refund Receivable	174291.00	185601.00
Advance to Vendor	391518.79	391518.79
Advance recovered in cash or in kind or for value to be received	5478426.00	14000039.00
TDS on Interest	291038.00	138937.00
	<b>6335273.79</b>	<b>14716095.79</b>

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016**

	31-03-16	31-03-15
<b>12) REVENUE FROM OPERATIONS:-</b>		
Details of Gross Sales under broad heads	0.00	1835171.00
<b>Total</b>	0.00	1835171.00
<b>13) OTHER INCOME</b>		
Interest Income	1569647.00	1389370.00
<b>Total</b>	1569647.00	1,389,370.00
<b>14) PURCHASE OF STOCK IN TRADE</b>		
	0	0
<b>Total</b>	0	0
<b>15) CHANGES IN INVENTORIES OF FINISHED GOODS</b>		
Details of changes in inventory		
Inventory at the end of the year	0.00	0.00
Less - Inventory at the beginning of the year	0.00	1649745.00
<b>Total</b>	0	-1649745
<b>16) EMPLOYEE BENEFITS EXPENSES</b>		
<b>Employee Benefits Expense</b>		
a) Salaries ,Wages and Bonus	513000.00	531000.00
b) Staff Welfare Expenses	0.00	0.00
<b>Total</b>	513000.00	531000.00
<b>17) FINANCE COST</b>		
Bank Charges	0.00	9195.54
<b>Total</b>	0.00	9195.54

**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016**

	<b>31-03-16</b>	<b>31-03-15</b>
<b>18) OTHER EXPENSES</b>		
Auditors Remuneration	34350.00	33708.00
Conveyance & Travelling Exp.	0.00	14985.00
Listing Fees	224720.00	112360.00
Office & General Exp.	239329.36	18633.00
Office Rent	0.00	118000.00
Printing & Stationery	0.00	41356.00
Legal & Professional fees	258065.00	377151.00
Sundry Balance Written off	4000.00	8191.00
Misc Expenses	0.00	49453.00
<b>Total</b>	<b>760464.36</b>	<b>773837.00</b>
<b>Payments to the Auditor as</b>		
a) For Statutory Audit	22900.00	22472.00
b) For Taxation Matters	11450.00	11236.00
<b>Total</b>	<b>34350.00</b>	<b>33708.00</b>
<b>19) EARNINGS PER SHARE</b>		
<b>Profit / Loss after taxation as per Profit &amp; Loss Account</b>		
Number of equity shares outstanding	7488758	7488758
Basic & Diluted Earnings per share in rupee (Face value of Rs 10/- Per shares )	0.03	0.02

20) The Balance in parties accounts are subject to confirmation and reconciliation , If any. In the opinion of the management all current assets including stock in trade / sundry debtors and loans and advances in the normal course of businee would realize the value at least to the extent stated in the Balance sheet.

21) Micro, Small and Medium Enterprises

There are no Micro,small and Medium enterprises in respect of whom the Company dues are outstanding for more than 45 days at the Balance sheet date.The above information regarding Micro,Small and medium enterprises have been determined to the extent such parties hav e been identified on the basis of infromation available with the Company and relied upon by the auditors.

22) Figures have been rounded of the nearest thousands and decimals thereof.

23) The Company has only one reportable business segment.

**24) CONTINGENT LIABILITIES ( to the extgent not provided for )**

	<b>31-03-16</b>	<b>31-03-15</b>
a) Guarantee given by Bankers and outstanding	Nil	Nil
b) Estimated amount of contracts remaining to be executed on Capital Accounts and not Provided for (net after advance Payment )	Nil	Nil
c) Counter guarantee given	Nil	Nil



**NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016**

**25) RELATED PARTY DISCLOSURES (As identified by the management and relied upon by Auditors)**

a) Name of related parties and nature of relationship where contrll exists are as under:-

**I) Associate Companies**

- 1) Rajasthan Telematics Ltd.
- 2) K.K Distilleries Pvt.Ltd.
- 3) K.K. Industries

**II) Key Management Personnel**

- 1) Parasram Jhamnani
- 2) Raj Kumar Jain
- 3) Gajraj Singh
- 4) Anupam Garg

**III) Relatives of Key Management Personnel**

- 1) Bharat Jhamnani
- 2) Smt Jyoti Jhamnani
- 3) Vinod Jhamnani

Transaction during the year with related parties /Key Management Personnels are as Under :-

Nature of Transactions	Associate Companies	Relatives of Key Managerial Personnel	Key Managerial Personnel	Total Rs
				15.16
Managerial Remuneration				
Purchases				
Sales				
Loan Advanced	NIL	NIL	NIL	NIL
Loan Advanced Received back	NIL	(NIL)	NIL	NIL
Advance for Purchase of Land	NIL	Rs 19658000	NIL	Rs 19658000
Amount Receivable as on Closing date (including application fee)	Rs 33647860	NIL	NIL	Rs 33647860
Investment in Equity Shares	NIL	NIL	NIL	NIL

26) Expenditure in Foreign currency

31-03-16

Nil

31-03-15

Nil

27) Earnings on Foreign currency

Nil

Nil

Signatures to Significant Accounting Policies and Notes 1 to 27 to the Financial Statements

As per our report of even date

**For VAG & COMPANY**

**Chartered Accountants**

FRN - 003014C

**For and on Behalf of Board of Director of the  
Chambal Breweries & Distilleries Ltd.**

Sd/-

**Director**

Sd/-

**Director**

**CA ARPIT JAIN**

(PARTNER)

M.No. 409781

Place : Kota

Date : 30/05/2016

Sd/-

Chief financial officer

Sd/-

Company secretary

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

<b>PARTICULARS</b>	<b>As At 31-03-2016 (Rs. In Lacs)</b>	<b>As At 31-03-2015 (Rs. In Lacs)</b>
<b>Cash Flow from Operating Activities</b>		
'Net Profit before Tax	296,182.64	260763.46
<b>Adjustment for :</b>		
'Depreciation	0	0
Preliminary Expenses Writtenoff	-	-
'Loss on sales of Fixed Assets	-	-
Profit/Loss on sales of Investments	-	-
'Dividend Income/ Interest Income	(1,569,647.00)	(1,389,370)
'Interest Expenses	-	-
'Operating Profit before Working Capital changes	(1273464)	(1128607)
<b>Adjustment for :</b>		
short term loan and advances	8,380,822	(7,305,143)
Trade receivables	(2,751,407)	1,649,745
Current liabilities	35,694	(52,332)
'Cash generated from Operation	4391645	(6836336)
<b>Less :</b>		
'Taxes Paid	-	-
<b>Net Cash from Operating Activities</b>	<b>4391645</b>	<b>(6836336)</b>
<b>Cash Flow from Investing Activities</b>		
'Purchase of Fixed Assets / Capital Expenditure	-	-
'Sale of fixed Assets	-	-
'Purchase/ Sale of Investments	(2,550,000.00)	-
'Profit on Sale of Investment	-	-
'Dividend received / Interest Received	1,569,647.00	1,389,370.00
'Net Cash from Investing Activities	-	-
<b>Cash Flow from Financing Activities</b>		
'Repayment of Long Term Loan	-	-
'Short Term borrowings	-	-
'Dividend Paid	-	-
'Interest Expenses	-	-
'Net Cash from Financing Activities	-	-
<b>Net decrease in cash &amp; cash Equivalents (A+B+C)</b>	<b>3411292</b>	<b>(5446966)</b>
Opening Balance of Cash & Cash Equivalents	1240977	6,687,944
Closing Balance of Cash & Cash Equivalents	4652269	1240977
VAG & COMPANY FRN - 003014C Chartered Accountants CA ARPIT JAIN Membership No. 409781	Sd/- <b>Director</b>	Sd/- <b>Director</b>
Place : KOTA Dated : 30/05/2016	Sd/- <b>Chief financial officer</b>	Sd/- <b>Company secretary</b>

## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at venue of the meeting.

NAME AND ADDRESS OF THE SHAREHOLDER/NO. OF SHARES	I hereby record my Presence at the 31 <sup>st</sup> Annual General Meeting of the company being held at Registered Office of the Company at A-7 Shopping Centre, Kota (Raj.) on Thursday, The 29 <sup>th</sup> Day Of September, 2016 At 12.00 P.M            Signature of Shareholder/proxy
FOLIO/DP/ CLIENT ID	
NAME OF PROXY (To be filled by the proxy who attends instead of the member.)	
Shareholders/Proxy holders are requested to bring the attendance slip with them duly completed when they come to the meeting and hand it over at the gate after affixing signature on it.	

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
4. In the case of joint holders, the signature of anyone holder will be sufficient, but names of all the joint holders should be stated.

Book Post

If undelivered please return to:

Chambal Breweries and Distilleries Limited  
A-7 Shopping Centre, Kota (Rajasthan)

**Form No. MGT-11  
PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) Of the Companies (Management and Administration) Rules, 2014]**

CIN: L99999RJ1985PLC046460  
Name of the company: Chambal Breweries And Distilleries Limited  
Registered office: A-7 Shopping Centre, Kota, 324007 (Rajasthan)

Name of the Member(s) \_\_\_\_\_  
Registered address \_\_\_\_\_  
E-mail ID \_\_\_\_\_  
Folio No. / DP ID and Client ID \_\_\_\_\_

I/We, being the Member(s) of..... shares of the above named Company, hereby appoint

1. Name: .....  
Address: .....  
E-mail ID: .....  
Signature ..... or failing him/her
2. Name: .....  
Address: .....  
E-mail ID: .....  
Signature ..... or failing him/her
3. Name: .....  
Address: .....  
E-mail ID: .....  
Signature ..... or failing him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company, to be held on Thursday, The 29th Day Of September, 2016 at 12.00 P.M at the Registered Office of the Company at A-7 Shopping Centre, Kota (Raj.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso No.	Description	For*	Against*
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31 <sup>st</sup> March, 2016.		
2.	Re-appointment of Directors eligible to retire by rotation: Mr. Parasram Jhamnani		
3.	Ratification of the appointment of M/s. VAG & Company Chartered Accountants , as Auditors of the Company		
4.	Appointment of Mr. Sameer Pravinkumar Waderiya (DIN: 07434418) as Non Executive & Independent Director of the Company		
5.	To change designation of Mr. Parasram Jhamnani as Chairman Cum Managing Director of the Company		
6	Adoption Of New Set Of Articles Of Association		

Signed this..... Day of .....2016.

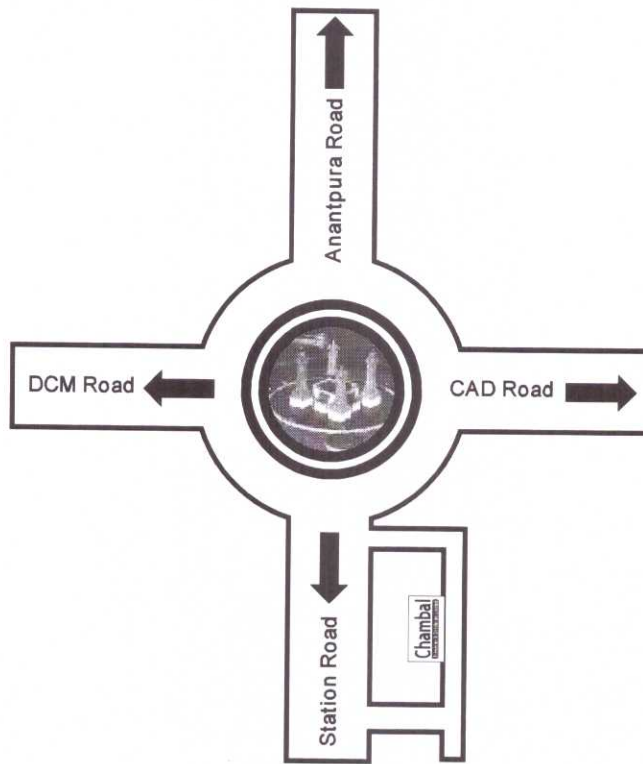
Signature of shareholder.....

Signature of proxy holder(s).....

Affix  
Rs. 1  
Revenue  
Stamp

**Note :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 before the commencement of the Meeting.
2. \*\* This is only optional, please put a "✓" in the appropriate columns against the resolutions indicated in the Box. If you leave the 'for' or 'against' columns blank against any or all the resolutions, your proxy will be entitled to vote in manner as he/she thinks appropriate.



Root Map

Note : .....

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# Chambal

Breweries & Distilleries Limited