CHAMBAL
Breweries & Distilleries Limited

REGISTERED OFFICE
H. NO. 30, 2ND FLOOR, DAV SCHOOL KEI PASS
TALWANDI, KOTA (RAJ.) 324005
PHONE : 0744-3500607

SHORTER NOTICE OF THE BOARD MEETING OF CHAMBAL BREWERIES AND DISTILLERIES LIMITED

To,
The Board of Directors
Chambal Breweries and Distilleries Limited
House No. 30, 2nd Floor, DAV School Kei Pass,
Talwandi, Kota-324005, Rajasthan, India

Dear Sir(s) / Madam(s),

Shorter Notice is hereby given that the **51st Meeting of the Board of Directors** of Chambal Breweries and Distilleries Limited will be held on **Monday, the 29th day of June 2026, at 05:30 P.M.** at the registered office of the Company situated at House No. 30, 2nd Floor, DAV School Kei Pass, Talwandi, Kota-324005, Rajasthan, India through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, to transact business (or businesses) as set out in the agenda.

The agenda of the business (or businesses) to be transacted at the proposed meeting is enclosed herewith for your ready reference.

You are requested to kindly make it convenient to attend the meeting. In case leave of absence is required, we humbly request your good self, to kindly seek a written request for the same.

Thanking you,

For Chambal Breweries and Distilleries Limited

SHOBHANA SETHI
Digitally signed by SHOBHANA SETHI
Date: 2026.06.28 18:15:02 +05'30'

Shobhana Sethi
Company Secretary and
Compliance Officer
Membership No.: A44107

Date: 28.06.2026
Place: Pune
Encl: as above

CHAMBAL
Breweries & Distilleries Limited

REGISTERED OFFICE
H. NO. 30, 2ND FLOOR, DAV SCHOOL KEI PASS
TALWANDI, KOTA (RAJ.) 324005
PHONE : 0744-3500607

AGENDA OF THE BOARD MEETING TO BE HELD

ON MONDAY, 29TH JUNE, 2026, AT 5:30 P.M.

Sr. No.	Particulars	Purpose
1.	To elect the Chairperson of the meeting in case the existing Chairperson of the Committee is not present.	Election
2.	To ascertain the quorum of the meeting.	Noting
3.	To grant leave of absence to the member(s), if any. *[The Board is requested to consider granting of leave of absence to the Director(s) who may not be able to make it convenient to attend the meeting and have requested leave of absence.]*	Approval
4.	To take note of the 1. Signed Minutes of the previous Board Meeting held on 28.05.2026 2. Signed Minutes of Audit committee meeting held on 28.05.2026	Noting/Signature
5.	To consider and approve the Provisional Financial Statements of the Company for the period from 01st April 2026 to 04th June 2026.	Approval
6.	To Approval of Draft Scheme of Amalgamation between Chambal Breweries and Distilleries Limited ("Transferor") and Invade Agro Limited ("Transferee")	Approval
7.	To appoint M/s Mamta Binani & Associates, or such other professional(s) associated with the firm as may be authorised, to represent the Company before the National Company Law Tribunal (NCLT) in connection with the proposed Scheme.	Approval
8.	To Authorise Fixation of Cut-Off Date upon the Scheme becoming effective	Approval
9.	To approve any other matter with the approval of the board.	Approval
10.	Vote of thanks.	Discuss

For Chambal Breweries and Distilleries Limited

SHOBHANA SETHI
Digitally signed by SHOBHANA SETHI
Date: 2026.06.28 18:16:12 +05'30'

Shobhana Sethi
Company Secretary and
Compliance Officer
Membership No.: A44107
Date: 28.06.2026
Place: Pune

CHAMBAL
Breweries & Distilleries Limited
REGISTERED OFFICE
H. NO. 30, 2ND FLOOR, DAV SCHOOL KEI PASS
TALWANDI, KOTA (RAJ.) 324005
PHONE : 0744-3500607

Encl: as above

NOTES TO AGENDA

TEM NO. 1

To elect Chairman of the Company

The Committee members are requested to elect the Chairperson for the meeting in case the existing Chairperson of the Committee is not present.

ITEM NO. 2

To ascertain the Quorum of the Meeting

The quorum for meetings of the Board shall be at least one third (1/3) of the total number of Directors (fraction rounded off to the higher 1) or at least two (2) Directors, whichever is higher.

ITEM NO. 3

To grant leave of absence to the member(s), if any.

Leave of Absence may be granted to Director(s) from whom communication has/ have been received for the request for the grant of leave of absence.

ITEM NO. 4

To take note of the signed minutes

The Minutes of the following meetings:

1. Board Meeting held on 28th May, 2026; and
2. Audit Committee Meeting held on 28th May, 2026,

were duly prepared and circulated to all the Directors within the prescribed time. No comments or suggestions were received from the Directors.

Accordingly, the Minutes were entered in the Minutes Book within the time prescribed under the Companies Act, 2013 and Secretarial Standard-1 (SS-1), and were thereafter duly signed by the Chairperson.

Copies of the signed Minutes shall be placed before the Board at the Meeting for its noting.

The Board is requested to take note of the same.

Item No. 5

To consider and approve the Provisional Financial Statements of the Company for the period from 01 June 2026 to 04 June 2026.

The Board to informed that the Management has prepared the Provisional Financial Statements of the Company for the short period from 01st April 2026 to 04th June 2026.

These financial statements have been prepared to reflect the financial position and performance of the Company for the said period for internal review and statutory or regulatory requirements, as applicable.

The Board is requested to:

Review, consider and approve the Provisional Financial Statements for the period mentioned above;

The Board to consider, review and approve, if thought fit, to pass, with or without modification(s), the following resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the rules made thereunder and other applicable laws, if any, the Provisional Financial Statements of the Company for the period from 01st April 2026 to 04th June 2026, as reviewed and recommended by the Audit Committee and placed before the Board, be and are hereby considered and approved.

RESOLVED FURTHER THAT the Board takes note of the recommendation of the Audit Committee and the explanations and clarifications provided by the Management in respect of the said Provisional Financial Statements.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and is hereby severally authorized to sign, execute and file all such documents, returns, forms and writings, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution

ITEM NO. 6

To Approval of Draft Scheme of Amalgamation between Chambal Breweries and Distilleries Limited ("Transferor") and Invade Agro Limited ("Transferee")

The Chairman will place before the Board the draft Scheme of Amalgamation proposed between Chambal Breweries and Distilleries Limited and Invade Agro Limited and their respective shareholders and creditors.

The Chairman will explain the key features of the proposed Scheme and the rationale for the amalgamation, which is intended to consolidate business operations, improve efficiencies, and strengthen the overall financial position of the Company.

The Scheme is subject to approval of the shareholders, creditors, the Hon'ble National Company Law Tribunal, Jaipur Bench and Mumbai Bench, SEBI, BSE Limited, and other statutory or regulatory authorities, as may be required.

The Board to consider the proposal and, if thought fit, to pass, with or without modification(s), the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 179(3)(i) and 230 to 232 of the Companies Act, 2013 ("Act"), read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Act (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force) and the rules made thereunder, the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 on Schemes of Arrangement by Listed Entities dated June 20, 2023, and/or any other circulars or notifications issued by the Securities and Exchange Board of India ("SEBI"), the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents, sanctions, permissions and/or exemptions of the members, creditors (where applicable), and such other class(es)

of persons, if any, the sanction of the Hon'ble National Company Law Tribunal, Mumbai Bench and Jaipur Bench ("NCLT") or such other competent authority, as may be applicable, SEBI, BSE Limited ("Stock Exchange"), and such other statutory or regulatory authorities as may be required (collectively referred to as the "Regulatory Authorities"), and subject to such other approvals, consents, sanctions, permissions and/or exemptions as may be required under applicable laws, regulations, the Listing Regulations, and guidelines issued by the Regulatory Authorities, and subject further to such conditions, modifications, or amendments as may be prescribed or imposed by the NCLT or any of the Regulatory Authorities while granting such approvals, consents, sanctions, permissions and/or exemptions, and which may be accepted by the Board of Directors of the Company ("Board") (which term shall be deemed to include any committee(s) constituted or to be constituted by the Board, or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this resolution), and pursuant to the recommendations of the Audit Committee and the Committee of Independent Directors, the unanimous consent of the Board be and is hereby accorded to the draft Scheme of Amalgamation between Chambal Breweries and Distilleries Limited ("Transferor") and Invade Agro Limited ("Transferee") and their respective shareholders and creditors (hereinafter referred to as the "Scheme").

RESOLVED FURTHER THAT the appointed date of the Scheme shall be June 01st, 2026, or such other date as may be approved by the NCLT and/or the Regulatory Authorities.

RESOLVED FURTHER THAT the following documents as placed before the Board, the contents of which are noted, accepted and taken on record:

a.) Draft of the Proposed Scheme;
b.) Report on Share Entitlement Ratio issued by Mr. Manish Gadia, Registered Valuer having IBBI Registration No. IBBI/RV/06/2019/11646 recommending the share exchange ratio ("Valuation Report");
c.) Fairness Opinion Report dated June 29, 2026, issued by M/s Gretex Corporate Services Limited, a SEBI-registered Category-I Merchant Banker (SEBI Registration No. INM000012177), opining on the fairness of the Share Entitlement Ratio.
d.) Auditor's Certificate dated June 29, 2026, issued by Lokesh Maheshwari & Associates (Firm Registration No. 020076C), the Statutory Auditors of the Company, certifying that the accounting treatment prescribed in the draft Scheme is in conformity with the applicable accounting standards specified under Section 133 of the Companies Act, 2013.
e.) Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (A)(5) of Part I of SEBI Master Circular. SEBI/HO/CFD/POD-2/P/CIR/2023/93
f.) Report of the Committee of the Independent Directors of the Company dated June 29, 2026 recommending the draft of the Scheme for consideration and approval of the Board;
g.) Report of the Audit Committee of the Company dated June 29, 2026, recommending the draft Scheme for favourable consideration and approval by the Board of Directors of the Company, the Stock Exchanges, SEBI, and other appropriate authorities.

RESOLVED FURTHER THAT the report of the Board explaining the effect of the Scheme on each class of shareholders, Key Managerial Personnel, Promoters and non-promoter shareholders laying out the consideration and specifying the valuation difficulties, if any, as required to be annexed to the notice and explanatory statement as per Section 232(2)(c) of the Act, as may be placed before the Board, duly initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted and that any one of the Directors of the Company be and is hereby severally authorised to sign the same on behalf of the Board.

RESOLVED FURTHER THAT the BSE Limited be and is hereby designated as the stock exchange for coordinating with SEBI and for obtaining SEBI's comments / approval on the Scheme.

RESOLVED FURTHER THAT all necessary actions be initiated for obtaining the requisite approvals or consents of the members, creditors, debenture holders (as applicable) and other classes of persons, if any, sanction of the NCLT and/or the Regulatory Authorities, whose approval / consent / sanction / permission / exemption is required under the applicable laws for the Scheme.

RESOLVED FURTHER THAT Mrs. Meenal Shrirang Patwardhan (DIN: 09000788), Managing Director, Shobhana Sethi, Company Secretary & Compliance Officer, or any director of the Company, be and are hereby severally authorised (herein after referred to as "Authorised Persons"), for and on behalf of the Board and the Company, to do all things and take such steps as may be necessary/in connection with or incidental to giving effect to the above resolution or as may be otherwise required in relation to the Scheme, including the following:

(A) to engage, hire, appoint and remove one or more counsel, advocates, solicitor, pleader; merchant banker, advisor and/or valuer for the purpose of the Scheme, to represent and act on behalf of the Company in the proceedings before the NCLT and/or the Regulatory Authorities and to deal with the offices of the Regional Director of the Ministry of Corporate Affairs, Registrar of Companies, Official Liquidator, income tax authorities, Stock Exchanges, SEBI and other Regulatory Authorities in any matter related to the Scheme;

(B) to make necessary applications, petitions and appeals for the purpose for obtaining requisite approvals and to take all steps necessary in that regard including "in principle" approvals as and when required from SEBI, Stock Exchanges, Reserve Bank of India or other Regulatory Authorities, if any, approvals from banks, financial Institutions or entities or agencies or any other third parties as may be applicable;

(C) to make, prepare, swear, sign, affirm, declare, execute and file applications, petitions, affidavits, vakalatnamas, declarations, announcements and such other documents on behalf of the Company, jointly or severally with Invade Agro Limited, as may be necessary, with the NCLT and/or other Regulatory Authorities and to obtain directions for convening / dispensing meetings of the shareholders, creditors, debenture holders and / or any other class of persons for sanction of the Scheme and to sign and issue public advertisements and notices in connection with the Scheme;

(D) to make such amendment(s), alteration(s) and modification(s) in the Scheme or any part thereof, as may be expedient or necessary or suggested by the shareholders or creditors, If any, and/or for satisfying the conditions/requirement imposed by the SEBI, Stock Exchanges, NCLT, and/or any other Regulatory Authorities, as may be required, provided that prior approval of the Board shall be obtained for making any material changes in the said Scheme as approved in this meeting;

(E) to give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);

(F) to file requisite forms or replies with the Ministry of Corporate Affairs, Registrar of Companies, Regional Director, Official Liquidator or any Regulatory Authorities in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;

(G) to file the copy of the order of the NCLT and/or the Regulatory Authorities, if any, sanctioning the Scheme with the Registrar of Companies and such other authorities as may be required;

(H) to approve withdrawal (and where applicable, refiling) of the Scheme and to make changes in the Scheme at any stage, including but without limitation, in case any changes and/or modifications are suggested required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor,

SEBI, NCLT, and/or any other Regulatory Authority, which are acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds, matters and things as he / they may deem necessary and desirable in connection therewith and incidental thereto;

(I) to suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local or other Regulatory Authorities/ agencies, including but not limited to the Competition Commission of India, SEBI, Collector of Stamps, Office of Registrar/Sub-Registrar, Office of the Registrar of Trademarks, Central Board of Indirect taxes and Customs, Income-tax authorities, Provident Fund authorities, and all other Regulatory Authorities, agencies, etc. (as may be applicable), and/or to represent the Company before the said authorities and agencies;

(J) to obtain the certified copy of order passed by the NCLT, and file the same with the concerned Registrar of Companies, respective offices of Collector of Stamps for adjudication of stamp duty at applicable rates in force, and other statutory authorities;

(K) to make, prepare, sign, affirm, execute and file all agreements, contracts, deeds and such other documents on behalf of the Company, jointly or severally with Invade Agro Limited, in relation to transfer of assets and properties (movable or immovable) of the Company to Invade Agro Limited, upon the Scheme coming into effect with effect from the Appointed Date;

(L) to do all the acts, deeds, matters and things as may be required for seeking approval of the Members by postal ballot and/or e-voting in terms of the Act and applicable rules made thereunder and regulations, rules and/or circulars issued by the SEBI and any other circular(s), as may be applicable;

(M) to authenticate and register any document, agreement, instrument, proceeding and record of the Company;

(N) to incur such expenses as may be necessary with regard to the above transaction, including payment of fees to counsels, advocates, solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them; and

(O) to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient in connection with or incidental to giving effect to this resolution.

RESOLVED FURTHER THAT the certified copy of this resolution be issued under the signature of any one of the Directors of the Company or any of the Authorised Persons of the Company to the concerned appropriate authorities or entities as and when necessary."

ITEM NO. 7

To appoint M/s Mamta Binani & Associates, or such other professional(s) associated with the firm as may be authorised, to represent the Company before the National Company Law Tribunal (NCLT) in connection with the proposed Scheme.

In connection with the proposed Scheme to be filed before the National Company Law Tribunal (NCLT), it is proposed to appoint M/s. Mamta Binani & Associates, Practicing Company Secretaries, or such other professional(s) as may be authorised by the firm, to represent the Company before the NCLT and other competent authorities and to undertake all necessary acts for giving effect to the proposed Scheme.

The Board is requested to consider and, if thought fit, to pass, with or without modification(s), the following resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and other applicable laws, if any, and subject to such approvals as may be required, the Board of Directors of the Company do hereby authorise M/s Mamta Binani & Associates, Company Secretaries (ICSI Unique Code: P2016WB060900) or such other professional(s) associated with the firm as may be authorised, to represent the Company before the National Company Law Tribunal (NCLT) in connection with the proposed Scheme of Amalgamation, including but not limited to filing petitions, applications, affidavits and other pleadings, submitting documents, attending hearings, making representations and submissions, receiving notices, orders or directions, and generally taking all such steps as may be necessary, proper or incidental in relation to and for giving effect to the said Scheme.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and is hereby severally authorised to sign and execute vakalatnama, authorisation letters, affidavits, applications and such other documents as may be required and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

ITEM NO. 8

To determine the Cut-Off Date for identification of the shareholders of the Company

In connection with the proposed Scheme of Arrangement/Amalgamation, it is necessary to determine a Cut-Off Date for identifying the shareholders of the Company for the preparation and submission of the Scheme-related documentation.

The Board is requested to consider and approve **26th June, 2026** as the Cut-Off Date for the aforesaid purposes.

The Board to consider and, if thought fit, to pass, with or without modification(s), the following resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules, regulations and guidelines, 26th June, 2026 be and is hereby approved as the Cut-Off Date for identifying the shareholders of the Company for the preparation and submission of the Scheme-related documentation.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorised to take all such actions and execute all such documents, applications, declarations, letters and writings, and to do all such acts, deeds and things as may be necessary or expedient for giving effect to this resolution, including making such modifications as may be required by the Stock Exchange(s), SEBI or any other statutory or regulatory authority."

Item No 9. To approve any other matter with the approval of the board

To discuss any other matter with the permission of the Chair and consent of the majority of directors present at the meeting.

ITEM NO. 10

Vote of Thanks

The meeting will be concluded with a vote of thanks to the Chair.