

# CHAMBAL Breweries & Distilleries Limited



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

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS (THE “SHAREHOLDERS” OR THE “MEMBERS”) OF CHAMBAL BREWERIES AND DISTILLERIES LIMITED (“COMPANY”) THAT AN EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE COMPANY WILL BE HELD AT THE FERN JAIPUR AIRPORT PLAZA, PLOT NO. 3, TONK RD, CHANDRAKALA COLONY, DURGAPURA, JAIPUR-302018, RAJASTHAN, INDIA, ON FRIDAY, 12<sup>TH</sup> DAY OF DECEMBER, 2025, AT 9:00 A.M, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

**01. To consider and approve the remuneration to the Managing Director, Whole Time Director, and the sitting fees payable to the Independent Directors.**

To consider, and, if thought fit, approve the remuneration to the Managing Director, Whole-Time Director and the sitting fees payable to the Independent Directors and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the Members of the Company hereby consider and approve the remuneration payable to the Managing Director at Rs. 25,000 per month, and Whole-Time Director at Rs. 25,000 per month.

**RESOLVED FURTHER THAT** the sitting fees payable to the Independent Directors for attending the meetings of the Board and its Committees be and are hereby approved at Rs. 20,000 per meeting in accordance with the limits prescribed under Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and other applicable rules.

**RESOLVED FURTHER THAT** the Board of Directors or the Key Managerial Personnel be and is hereby authorized to take all such steps as may be necessary for obtaining any approvals- statutory, contractual, or otherwise, in relation to the above, and to do all the acts, deeds, matters and things which are necessary, proper, expedient, and incidental for giving to this resolution.”

**02. To consider and approve the appointment and change in designation of Mrs Meenal Shrirang Patwardhan (DIN: 09000788) as Managing Director and Chairman.**

To consider, and, if thought fit, approve the appointment and change in designation of Mrs Meenal Shrirang Patwardhan as Managing Director, and Chairman and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and hereby accorded, for the appointment and change in designation of Mrs. Meenal Shrirang Patwardhan (DIN:09000788), from

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Additional Executive Director to Managing Director and Chairman of the Company for a period of 5 years from December 12, 2025 to December 11, 2030, (both days inclusive), upon the following terms and conditions including remuneration as follows:

## A. Remuneration:

### Basic Salary:

Current basic salary of Rs. 25,000/- (Rupees Twenty-Five Thousand Only) per month.

## B. Other Terms:

Mrs Meenal Shrirang Patwardhan shall not during the continuance of her employment or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for her own or for whatever purpose, of any confidential information or knowledge obtained by her during her employment as to the business or affairs of the company or as to any trade secrets or secret processes of the company and shall during the continuance of her employment hereunder also use her best endeavours to prevent any other person from doing so.

So long as Mrs Meenal Shrirang Patwardhan discharges the functions of the Managing Director and Chairman, she shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

Subject as aforesaid, she shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

**C. Termination:** The employment may be terminated by either party, giving to the other party one month's notice or gross salary in lieu thereof."

**RESOLVED FURTHER THAT** the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board, if any, be and is hereby authorized to alter, amend, may vary the terms and conditions of re-appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act, in such manner as may be agreed between the Board and Mrs Meenal Shrirang Patwardhan.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of tenure of Mrs Meenal Shrirang Patwardhan as Managing Director and Chairman, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mrs Meenal Shrirang Patwardhan, minimum remuneration by way of salary, allowances, and perquisites within the limit specified in Part II of Schedule V of the said Act.

**RESOLVED FURTHER THAT** the Board of Directors or the Key Managerial Personnel be and is hereby authorized to take all such steps as may be necessary for obtaining any approvals- statutory, contractual, or otherwise, in relation to the above, and to do all the acts, deeds, matters and things which are necessary, proper, expedient, and incidental for giving to this resolution."

**03. To consider and approve the appointment and change in designation of Mr Trevor Valentine Dsouza (DIN:07047196) as Whole-time Director of the Company.**

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To consider, and, if thought fit, approve the appointment and change in designation of Mr Trevor Valentine Dsouza as Whole-Time Director, and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and hereby accorded, for the appointment and change in designation of Mr Trevor Valentine Dsouza (DIN:07047196) as Whole-time Director of the Company for a period of 5 years from December 12, 2025 to December 11, 2030, (both days inclusive), upon the following terms and conditions including remuneration as follows:

## **A. Remuneration:**

### **Basic Salary:**

Current basic salary of Rs. 25,000/- (Rupees Twenty-Five Thousand Only) per month.

## **B. Other Terms:**

Mr Trevor Valentine Dsouza shall not during the continuance of his employment or at any time thereafter divulge or disclose to any person whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the company or as to any trade secrets or secret processes of the company and shall during the continuance of his employment hereunder also use his best endeavours to prevent any other person from doing so.

So long as Mr Trevor Valentine Dsouza discharges the functions of Whole Time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

Subject as aforesaid, he shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

## **C. Termination:** The employment may be terminated by either party giving to the other party one month's notice or gross salary in lieu thereof.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board, if any, be and is hereby authorized to alter, amend, may vary the terms and conditions of re-appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act, in such manner as may be agreed between the Board and Mr Trevor Valentine Dsouza.”

**“RESOLVED FURTHER THAT** where in any financial year, during the currency of tenure of Mr Trevor Valentine Dsouza as Whole Time Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr Trevor Valentine Dsouza, minimum remuneration by way of salary, allowances, and perquisites within the limit specified in Part II of Schedule V of the said Act.”

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**“RESOLVED FURTHER THAT** the Board of Directors or the Key Managerial Personnel be and is hereby authorized to take all such steps as may be necessary for obtaining any approvals- statutory, contractual, or otherwise, in relation to the above, and to do all the acts, deeds, matters and things which are necessary, proper, expedient, and incidental for giving to this resolution.”

#### **04. To consider and approve the appointment of Neha Shukla (DIN: 11230754) as an Independent Director of the Company.**

To consider, and, if thought fit, approve the appointment and change in designation of Mrs Neha Shukla as Independent Director, and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to appoint Mrs. Neha Shukla (DIN: 11230754), as an Independent Director of the Company for a period of five years from December 12, 2025 to December 11, 2030 (both days inclusive).”

**RESOLVED FURTHER THAT** where in any financial year, during the currency of tenure of Mrs Neha Shukla as Independent Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mrs Neha Shukla, the sitting fees within the limit specified in Part II of Schedule V of the said Act.

**RESOLVED FURTHER THAT** the Board of Directors or the Key Managerial Personnel, be and is hereby authorized to take all such steps as may be necessary for obtaining any approvals- statutory, contractual, or otherwise, in relation to the above, and to do all the acts, deeds, matters and things which are necessary, proper, expedient, and incidental for giving to this resolution.”

#### **05. To consider and approve the appointment of Mr Jay Kumar Shaw (DIN: 09627535) as an Independent Director of the Company.**

To consider, and, if thought fit, approve the appointment of Mr Jay Kumar Shaw as Independent Director, and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)(including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and hereby accorded to appoint Mr Jay Kumar Shaw (DIN: 09627535), as an Independent Director of the Company.

**RESOLVED FURTHER THAT** where in any financial year, during the currency of tenure of Mr Jay Kumar Shaw as Independent Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr Jay Kumar Shaw, the sitting fees within the limit specified in Part II of Schedule V of the said Act.



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**RESOLVED FURTHER THAT** the Board of Directors or the Key Managerial Personnel be and is hereby authorized to take all such steps as may be necessary for obtaining any approvals- statutory, contractual, or otherwise, in relation to the above, and to do all the acts, deeds, matters and things which are necessary, proper, expedient, and incidental for giving to this resolution.”

**For Chambal Breweries and Distilleries Limited**

**Mrs. Meenal Shrirang Patwardhan**

**Additional Director**

**DIN:09000788**

**Date: 17.11.2025**

**Place: Mumbai**

Encl: as above

## NOTES

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on poll instead of themselves/and the proxy need not be a member of the company (a copy of the proxy form is attached to the Notice).  
The proxy form, in order to be effective, should be duly stamped, filled, signed and must be deposited with the company at its registered office at least 48 hours before the commencement of the AGM.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total paid-up share capital of the company carrying voting rights. A member holding more than ten per cent of the total paid-up share capital of the company carrying voting rights may appoint a single person as proxy, and such person shall not act as a proxy for any other person or shareholder.
3. For the convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'Proxy'. Members / Proxies/Authorised persons are requested to bring a duly filled Attendance Slip to attend the Meeting.

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4. Corporate members, Karta of HUF and Trustee intending to send their authorised representatives to attend the EGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution or Power of Attorney / Authority Letter authorising their representative to attend and vote on their behalf at the EGM.
5. Members are informed that in case of joint holders attending the meeting, only such a joint holder who is higher in the order of the names will be entitled to vote.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a. For shares held in electronic form: to their Depository Participants ("DPs")
  - b. For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <http://www.chambalkota.in/> and on the website of the Registrar and Transfer Agents, Adroit Corporate Services Pvt. Ltd., at <https://www.adroitcorporate.com/>. It may be noted that any service request can be processed only after the folio is KYC-compliant.
8. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Adroit Corporate Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company ("RTA"), 19/20 Jaferbhoy Industrial Estate, Ist Floor, Makwana Road, Marolnaka, Mumbai- 400 059, who is acting as our Registrar and Share Transfer Agent for assistance in this regard.
9. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios, along with share certificates, to the Company.

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10. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14, as the case may be. The said forms can be downloaded from the Company's website <http://www.chambalkota.in/> and on the website of the Company's Registrar and Transfer Agents, Adroit Corporate Services Pvt. Ltd., at <https://www.adroitcorporate.com/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form, and to Adroit Corporate Services Pvt. Ltd in case the shares are held in physical form.
11. Shareholders can download the Notice of EGM from the CDSL website at [www.evotingindia.com](http://www.evotingindia.com), and Company's website [www.chambalkota.in](http://www.chambalkota.in) and the websites of the Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
12. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of EGM.
13. 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 the meeting to enable us to keep the information ready at the meeting.
14. The Notice of EGM is being sent by electronic mode to those members whose email address is registered with the Company / Depositories, unless any member has requested a physical copy of the same. For members who have not registered their email address, physical copies are being sent by the permitted mode.
15. The route map showing the direction to reach the venue of the EGM is attached at the end of the Notice.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended) & Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility for the Members to enable them to cast their votes electronically from a place other than the venue of EGM. The business may be transacted through remote e-voting services provided by Central Depository Services (India) Ltd.
17. M/s Mamta Binani and Associates, Company Secretary, Kolkata, has been appointed as a scrutinizer to scrutinise the remote e-voting & poll process to be carried out at the EGM in a fair and transparent manner.
18. The final results, including the remote E-voting and poll results of the EGM, will be declared within two working days from the conclusion of the EGM. The final results, along with the scrutinizer's report, shall be placed on the Company's website [www.chambalkota.in](http://www.chambalkota.in)

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immediately after the result is declared by the Chairman and also on the CDSL's website at [www.evotingindia.com](http://www.evotingindia.com) and shall be communicated simultaneously to the concerned stock exchange.

19. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. Friday, 05<sup>th</sup> December 2025, may obtain the login ID and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with CDSL/NSDL for remote voting, then he/she can use his/her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. Friday, 05<sup>th</sup> December 2025, may follow the steps mentioned in the Notice under "Instructions for e-voting"

**20. The instructions for shareholders voting electronically are as under:**

**Step 1:** Access through the Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 09<sup>th</sup> day of December 2025 at 9:00 A.M. and ends on Thursday, 11<sup>th</sup> day of December 2025 at 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date "Friday, 05<sup>th</sup> December 2025", 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide a remote e-voting facility to their shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without



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having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

**Step 1:** Access through the Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile numbers and email IDs in their demat accounts in order to access the e-voting facility.

Pursuant to the above-said SEBI Circular, the Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholder	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for the CDSL Easi / Easiest facility can log in through their existing user ID and password. The option will be made available to reach the e-Voting page without any further authentication. The users to log in to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the login icon &amp; My Easi New (Token) Tab.</p> <p>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the eVoting service provider for casting their vote during the remote e-Voting period or joining a virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, an option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on the registration option.</p> <p>4) Alternatively, the user can directly access the e-Voting page by providing the Demat Account Number and PAN No. from an e-Voting link available on <a href="http://the www.cdslindia.com">the www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on the registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-</p>

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	Voting option where the e-Voting is in progress and also be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for the NSDL [DeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile device. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login”, which is available under the ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see the e-Voting services. Click on “Access to e -e-e-e-e-e-e-Voting” under e-Voting services, and you will be able to see the e-Voting page. Click on the company name or the e-Voting service provider name, and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, the option to register is available at <a href="https://eservicesnsdl.com">https://eservicesnsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile device. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the e-Voting page. Click on the company name or e-Voting service provider name, and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login, you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code, and generate OTP. Enter the OTP received on the registered email ID/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the Voting page. Click on the company name or e-Voting service provider name, and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period or joining a virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders	You can also log in using the login credentials of your demat account through your Depository Participant registered with

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(holding securities in demat mode) log in through their Depository Participants (DP)	NSDL/CDSL for the e-Voting facility. After a Successful login, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider name, and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important Note: Members who are unable to retrieve their User ID/Password are advised to use Forget User ID and Forget Password options available at the above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login ID: ie, CDSL and NSDL

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat Mode with <b>CDSL</b> .	Members facing any technical issue in login can contact CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll-free no. 1800 21 09911
Individual Shareholders holding securities in Demat Mode with <b>NSDL</b> .	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022-2499 7000

**Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individuals holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.eevotingindia.com](http://www.eevotingindia.com).
  - 2) Click on the "Shareholders" module.
  - 3) Now enter your User ID
    - a) For CDSL: 16-digit beneficiary ID,
    - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c) Shareholders holding shares in Physical Form should enter the Folio Number registered with the Company.
  - 4) Next, enter the Image Verification as displayed and click on Login.
  - 5) If you are holding shares in demat form and have logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user, follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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# CHAMBAL Breweries & Distilleries Limited



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PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact the Company/RTA</li> </ul>
Dividend Bank Details OR 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 log in.</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.</li> </ul>

- (vi) After entering these details appropriately, click on the “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the ‘Password Creation’ menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the ` for the relevant Chambal Breweries & Distilleries Limited on which you choose to vote.
- (x) 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 the option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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”, to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on the “Click here to print” option on the Voting page.
- (xv) 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.



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- (xvi) There is also an optional provision to upload BR/POA if any are uploaded, which will be made available to the scrutinizer for verification.
- (xvii) **Additional Facility for Non - Non-Individual Shareholders and Custodians -For Remote Voting only:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - The login details for 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.
  - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
  - It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [chambalbreweries@gmail.com](mailto:chambalbreweries@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL evoting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the **Company/RTA email id**.
2. For Demat shareholders -Please update your email ID & mobile no with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email ID & mobile no with your respective Depository Participant (DP), which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll-free no. 1800 21 09911.

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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

<b>Place: Mumbai</b>	<b>By the order of the Board of Directors</b>
<b>Date: 17.11.2025</b>	<b>For Chambal Breweries and Distilleries Limited</b>  <b>Mrs. Meenal Shrirang Patwardhan</b> <b>Additional Director</b>

# CHAMBAL Breweries & Distilleries Limited

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## EXPLANATORY STATEMENT Pursuant to Section 102 of the Companies Act, 2013

### Item No 01.

**To consider and approve the remuneration to the Managing Director, Whole Time Director, and the sitting fees payable to the Independent Directors.**

Given their respective roles, responsibilities, and the experience they bring to the Company, the NRC and the Board have recommended that the Managing Director and Whole-Time Director be paid a remuneration of Rs. 25,000 per month each.

The proposed remuneration is considered fair and reasonable, keeping in view the size of the Company, the scope of duties entrusted to them, and industry practices.

Further, for the Independent Directors, the Board proposes sitting fees of Rs. 20,000 per meeting for attending meetings of the Board and its Committees. This is in line with the limits prescribed under Section 197 read with Schedule V of the Act and applicable rules, and is intended to compensate them for the time, expertise, and oversight they will contribute to the Company's governance.

The approval of the Members by way of a Special Resolution is therefore sought to confirm and approve the remuneration payable as above.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except the MD and WTD to the extent of their remuneration, and the Independent Directors to the extent of the sitting fees proposed, are concerned or interested financially or otherwise in the resolution.

The Board recommends the Special Resolution set out in the Notice for approval by the Members.

I.	General Information			
1.	Nature of Industry	Trading of IMFL, Beer and country liquor		
2.	Date or expected date of commencement of commercial production	1985		
3.	In case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial performance based on given indicators	Particulars	For the Year ended (in lacs)	
			2024-25	2023-24
			2022-23	
		Total Income	8.95	11.04
				10.71

# CHAMBAL

## Breweries & Distilleries Limited



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		Total Expense	17.27	31.36	21.36
		PAT	(8.32)	(246.75)	(37.34)
		Paid-up Capital	748.88	748.88	748.88
		Reserves and Surplus	(636.85)	(628.53)	(381.77)
5.	Foreign investments or collaborations, if any.	Not Applicable			

II.	Information about the appointee				
		Meenal Shrirang Patwardhan	Trevor Valentine Dsouza	Neha Shukla	Jay Kumar Shaw
1.	Background Details				
2.	Past remuneration	Nil	Nil	Nil	Nil
3.	Recognition or awards	Nil	Nil	Nil	Nil
4.	Job Profile and its suitability				
5.	Remuneration proposed	As set out in the Explanatory Statement and the Resolution.			
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, the relevant details would be with respect to the country of their origin)	The proposed remuneration and sitting fees are commensurate with the size and nature of the business of the Company and the functions and responsibilities of the appointee. The remuneration and sitting fees are comparable with the remuneration drawn by the peers and are necessitated due to the complexities of business.			
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	The proposed appointee is a Managing Director in the Shareholder of the Company and draws remuneration from there.	The proposed appointee is a Director of the Shareholder of the Company and draws remuneration from there.	Apart from receiving sitting fees as stated above, they do not receive any emoluments from the Company.	
III.	Other Information				
1.	Reasons for loss or inadequate Profits	Pricing pressure and government action for the closure of IMFL and Beer retail outlets have impacted the Company's financial performance.			
2.	Steps taken or proposed to be taken for improvement	The Company is planning to diversify into trading and retailing of new product lines to revive growth and profitability.			
3.	Expected increase in productivity and profits in measurable terms	Although the IMFL and Beer sector remains under stress, with planned diversification and anticipated revival in			



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		demand, the Company expects gradual improvement in productivity and profits in the medium term.
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## Item No. 2

**To consider and approve the appointment and change in designation of Mrs Meenal Shrirang Patwardhan (DIN: 09000788) as Managing Director and Chairman.**

Considering the overall business objectives and future growth of the Company, it is proposed to appoint Mrs Meenal Shrirang Patwardhan as the Managing Director and Chairman of the Company as per the provisions of the Companies Act, 2013. The Board, in its meeting dated November 17, 2025, approved the appointment of Mrs Meenal Shrirang Patwardhan as the Managing Director and Chairman of the Company's Board of Directors.

None of the Directors / Key Managerial Personnel other than Mrs Meenal Shrirang Patwardhan, of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution.

## Item No. 3

**To consider and approve the appointment and change in designation of Mr Trevor Valentine Dsouza (DIN:07047196) as Whole-time Director of the Company.**

Considering the overall business objectives and future growth of the Company, it is proposed to appoint Mr Trevor Valentine Dsouza as the Whole Time Director of the Company as per the provisions of the Companies Act, 2013. The Board, in its meeting dated November 17, 2025, approved the appointment of Mr Trevor Valentine Dsouza as the whole-time director of the Company's board of directors.

None of the Directors / Key Managerial Personnel other than Mr Trevor Valentine Dsouza, of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution.

## Item No. 4

**To consider and approve the appointment of Mrs Neha Shukla (DIN: 11230754) as an Independent Director of the Company.**

It is proposed to appoint Mrs Neha Shukla as an Independent Director of the Company as per the provisions of the Companies Act, 2013, considering her vast profile, which can ensure the growth of the business in the near future. The consent of the Board is given for the appointment of Mrs Neha Shukla as an Independent Director of the Company at its meeting dated November 17, 2025, subject to the approval of shareholders by way of passing a Special Resolution.

None of the Directors / Key Managerial Personnel, other than Mrs Neha Shukla of the Company and their relatives, is in any way, concerned or interested, financially or otherwise, in the Special Resolution.

## Item No. 5

**To consider and approve the appointment of Mr Jay Kumar Shaw (DIN: 09627535) as an Independent Director of the Company.**

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It is proposed to appoint Mr Jay Kumar Shaw as an Independent Director of the Company as per the provisions of the Companies Act, 2013, considering his vast profile, which can ensure the growth of the business in the near future. The consent of the Board is given for the appointment of Mr Jay Kumar Shaw as an Independent Director of the Company at its meeting dated November 17, 2025, subject to the approval of shareholders by way of passing a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution.

# CHAMBAL Breweries & Distilleries Limited

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## CHAMBAL BREWERIES AND DISTILLERIES LIMITED

### ATTENDANCE SLIP

Folio No.		D.P. Id.*		Client Id.*	
No. of Shares					
Name of the Shareholder					
Address of the Shareholder					

I/We hereby record my/our presence at the Extraordinary General Meeting held on Friday, December 12, 2025, of the Company at The Fern Jaipur Airport Plaza, Plot No. 3, Tonk Rd, Chandrakala Colony, Durgapura, Jaipur- 302018, Rajasthan, India, at 9:00 A.M.

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Signature of the Shareholder / Proxy

#### NOTES:

1. You are requested to fill out this attendance slip and hand it over at the entrance of the hall.
2. If you are attending the Meeting in person or by proxy, a copy of the Notice may please be brought by you/your proxy for reference at the Meeting.

\*Applicable for investor(s) holding share(s) in demat form.

# CHAMBAL Breweries & Distilleries Limited



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## 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]

**Name of the company:** Chambal Breweries and Distilleries Limited

**CIN:** L99999RJ1985PLC046460

**Registered office:** House No. 30, 2nd Floor, DAV School Kei Pass, Talwandi, Kota- 324005, Rajasthan

Name of the member (s):  
Registered address:  
E-mail ID:  
Folio No/ Client Id:  
DP ID:

I/We, being the member(s) holding ..... Equity shares of the above-named company, hereby appoint

1. Name: .....  
Address: .....  
Email ID: .....  
Signature: .....

Or failing him/her

2. Name: .....  
Address: .....  
E-mail Id: .....  
Signature: .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on December 12, 2025, at The Fern Jaipur Airport Plaza, Plot No. 3, Tonk Rd, Chandrakala Colony, Durgapura, Jaipur- 302018, Rajasthan, India, at 9:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To consider and approve the remuneration to the Managing Director, Whole Time Director, and the sitting fees payable to the Independent Directors.
2. To consider and approve the appointment and change in designation of Mrs Meenal Shrirang Patwardhan (DIN: 09000788) as Managing Director and Chairman.
3. To consider and approve the appointment and change in designation of Trevor Valentine Dsouza (DIN:07047196) as Whole-time Director of the Company.
4. To consider and approve the appointment of Neha Shukla (DIN: 11230754) as an Independent Director of the Company.



# CHAMBAL Breweries & Distilleries Limited



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5. To consider and approve the appointment of Mr Jay Kumar Shaw (DIN: 09627535) as an Independent Director of the Company.

Signed this ..... day of .....2025

AFFIX REVENUE STAMP

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

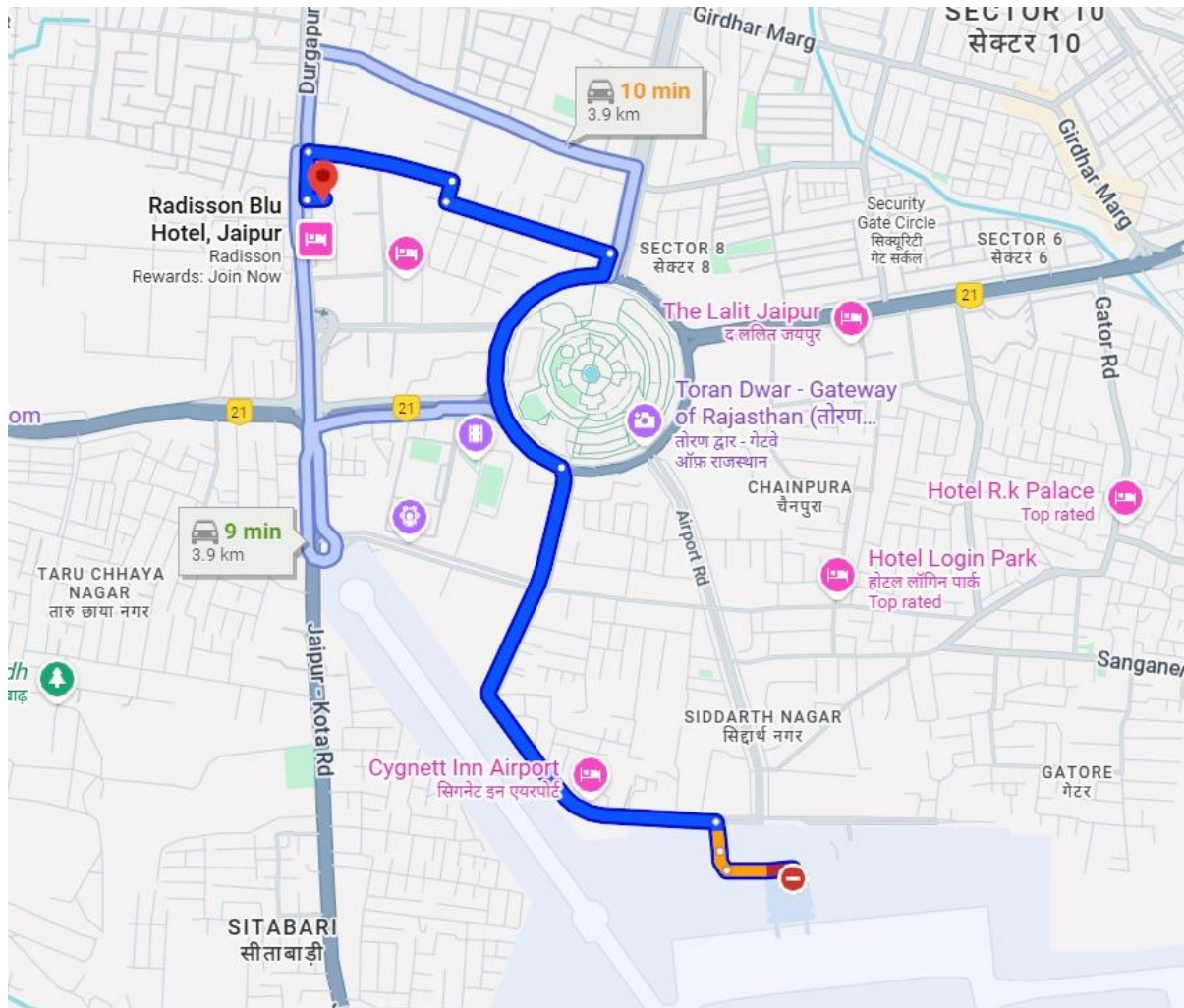
Note: This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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## Route Map from Jaipur International Airport to the Venue



# CHAMBAL

## Breweries & Distilleries Limited

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### Route Map from Jaipur Railway Station to the venue

