

# MANOJ MAHESHWARI

COMPANY SECRETARY

( 2370 954; 93145 04821 (M)

E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

## SCRUTINIZER'S REPORT

To,

The Chairman of

33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Chambal Breweries & Distilleries Limited held on 27<sup>th</sup> September, 2018 at 02:00 P.M. at the registered office of the Company at A-7, Shopping Centre, Kota - 324007 (Rajasthan) ("AGM").

Sub: Consolidated Scrutinizer's report on remote e-voting and voting conducted at the AGM.

The Board of Directors of Chambal Breweries & Distilleries Limited (hereinafter referred to as "Company") at its meeting held on Friday, 10<sup>th</sup> August, 2018, has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms to be received from the Shareholders at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (hereinafter referred to as "Rule 20") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Report on Scrutiny:

- The Company had appointed Central Depository Services (India) Limited (hereinafter referred to as "CDSL / Service Provider") as the service provider for the purpose of extending the facility of remote e-voting to the Shareholders of the Company. Adroit Corporate Services P Ltd. is the Registrar and Share Transfer Agents (hereinafter referred to as "RTA") of the Company.
- The Service Provider had provided a system for recording the votes of the Shareholders electronically on all the items of the business (both Ordinary and Special Business) sought to be transacted at the AGM of the Company.
- The Service Provider had set up electronic voting facility on their website <https://www.evotingindia.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also the Service Provider to facilitate their Shareholders to cast their vote through remote e-voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 17<sup>th</sup> August, 2018 and as on that date, there were 3,108 Shareholders of the Company. The Company had sent the Notices of the AGM along with Annual Report and E-Voting details by email to 1,024 Shareholders whose email-IDs were made available by the two Depositories and for those Shareholders, holding shares in physical form, who had registered their email-IDs with the RTA. In respect of 2084 shareholders whose email-IDs were not available, notices were sent by courier. In respect of 188 cases where transmissions through email had failed, the company had sent the notice of the AGM along with Annual Report and e-voting details through physical form by courier.

Further, as confirmed by the management, there were 14 envelopes containing notice of AGM which were returned undelivered.



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- The notices sent (both through e-mail and physical mode) contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholders was Thursday, 20<sup>th</sup> September, 2018. The remote e-voting period remained open from Sunday, 23<sup>rd</sup> September, 2018 at 09:00 A.M. and ended on Wednesday, 26<sup>th</sup> September, 2018 at 05:00 P.M.
- The Company completed the dispatch of the notices to the Shareholders by Thursday, 30<sup>th</sup> August, 2018.
- As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in "The Free Press Journal" English newspaper in English language and in "Rashtradoot" Vernacular newspaper in Vernacular language dated Saturday, 01<sup>st</sup> September, 2018. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on Wednesday, 26<sup>th</sup> September, 2018 at 05:00 P.M., the voting portal of the Service Provider was blocked forthwith. The limited information for the shareholders who have cast their votes, such as name, folio number and number of shares held was obtained from the Service Provider.
- At the venue of the AGM of the Company, the facility to vote through ballot paper was provided to facilitate those Shareholders present in the meeting but could not participate in the Remote e-voting to record their votes.
- There were no votes cast at the venue of the AGM through ballot paper. The votes cast through remote e-voting were unblocked by me as a Scrutinizer in the presence of witnesses who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20.
- Thereafter, I as a scrutinizer duly compiled details of the remote e-voting carried out by the Shareholders and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:



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**Item No. 2: Ordinary Resolution:**

To appoint a Director in place of Ms. Amrita Modi (DIN: 07761166), who retires by rotation and being eligible, offers herself for re-appointment;

Total No. of Shareholders/Folios	3,114		
Total No. of Shares	74,88,758		
Remote E-voting Period	23 <sup>rd</sup> September, 2018 to 26 <sup>th</sup> September, 2018		
Total votes cast through remote e-voting	A	8	13,06,590
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM (A+B)	C	8	13,06,590
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM (C-D)	E	8	13,06,590

**NOTES:**

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

**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter group	12,03,839	11,93,139	99.11%	11,93,139	0	100%	0%
Public institutional holders	0	0	--	--	--	--	--
Public-others	62,84,919	1,13,451	1.81%	1,13,451	0	100%	0%
<b>Total</b>	<b>74,88,758</b>	<b>13,06,590</b>	<b>17.45%</b>	<b>13,06,590</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 10<sup>th</sup> August, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**Item No. 3: Special Resolution:**

**To Re-appoint Mr. Raj Kumar Jain (DIN: 05182042) as an Independent Director;**

**NOTES:**

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

## SUMMARY OF VOTING

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution under section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 10<sup>th</sup> August, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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**To Re-appoint Mr. Gajraj Singh (DIN: 01336015) as an Independent Director;**

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

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%

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**To Re-appoint Mr. Anupam Garg (DIN: 05182137) as an Independent Director;**

**NOTES:**

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

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	12,03,839	11,93,139	99.11%	11,93,139	0	100%	0%
Public institutional holders	0	0	--	--	--	--	--
Public-others	62,84,919	1,13,451	1.81%	1,13,451	0	100%	0%
<b>Total</b>	<b>74,88,758</b>	<b>13,06,590</b>	<b>17.45%</b>	<b>13,06,590</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%

Since, the number of votes cast in favour of the resolution is **100%**, I report that the special resolution under section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 10<sup>th</sup> August, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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All the Resolutions mentioned in the AGM Notice dated 10<sup>th</sup> August, 2018 as per the results above stand passed under remote e-voting and voting conducted at AGM with the requisite majority and deemed to be passed as on the date of the AGM.

A soft copy, containing a list of Equity Shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained, for each resolution is being handed over to the Company separately.

I hereby confirm that I am maintaining the Registers received from the RTA and the electronic voting data received from the Service Provider, in respect of the votes cast through remote e-voting. Relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

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

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

Yours Faithfully



**CS Manoj Maheshwari**  
**Scrutinizer**  
**FCS: 3355**  
**C.P. No. 1971**



**For Chambal Breweries and Distilleries Limited**

  
**Paragram Jhamnani**  
**Chairman**  
**DIN: 01266196**

**Place: Jaipur**  
**Date: 29.09.2018**