



Chambal

Breweries & Distilleries Limited

Annual Report 2016-17

ANNUAL REPORT 2016-2017

BOARD OF DIRECTORS

Mr. Parasram Jhamnani
Chairman Cum Managing 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

Ms. Amrita Modi
Additional Non Executive Director
DIN: 07761166

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
Email: 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
1st Floor, Makwana Road Marolnaka,
Mumbai-400059
E-mail: info@adroitcorporate.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **32nd Annual General Meeting (AGM)** of the Members of **Chambal Breweries and Distilleries Limited** will be held on **Monday, the 25th Day of September, 2017** at 3.00P.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, 2017, 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 100 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 the time being in force) and pursuant to the resolution passed by the shareholders in the 29th AGM of the Company held on 29th 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 2017-18) 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 2017-18".

SPECIAL BUSINESS:

4. To appoint **Ms. Amrita Modi** (DIN:07761166) as an Non Executive 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 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment & Qualifications 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, **Ms. Amrita Modi (DIN:07761166)**, who was appointed as an Additional Director w.e.f. 20th March, 2017 to hold office till the date of Annual General Meeting 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company designated as a non Executive Director for a period upto 19th March 2019, 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."

PLACE : KOTA
DATE : 10.08.2017

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

Sd/-

PARASRAM JHAMNANI
MANAGING DIRECTOR
DIN: 012 66196

NOTES

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL 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. 60 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 PAID UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT 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.
- 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 from Company website www.chambalkota.com and also on website of CDSL at 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 **Tuesday, the 19th Day of September 2017 to Monday, 25th day of September, 2017**, (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 Jaferbhoy Industrial Estate, 1st 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 2016-17 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 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. 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 Monday, 18th September 2017 (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 immediately after the result is declared by the Chairman and also on the CDSL's website at www.evotingindia.com within two working days of passing of resolutions 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 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. 18th September 2017, may obtain the login ID and password by sending a request at 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 Thursday, 21st September 2017 at 9.00 A.M. to Sunday, 24th September 2017 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. 18th September 2017, 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.
 - (iv) Click on Shareholders.

- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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:

For Members holding shares in Demat Form and Physical Form	
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"> 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. 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.
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 login.</p> <ul style="list-style-type: none"> 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).

- (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 Play Store. 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 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.
 - 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

PLACE : KOTA
DATE : 10.08.2017

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

Sd/-
PARASRAM JHAMNANI
Managing Director
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 20.03.2017 approved the appointment of Ms. Amrita Modi (DIN: 07761166) as an Non Executive Director of the Company as Additional Director of the Company in terms of, 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, Ms. Amrita Modi (DIN: 07761166) as a Non Executive 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 Ms. Amrita Modi for the office of Director of the Company. Ms. Amrita Modi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Non Executive Director of the company.

The Company has received from her (i) consent in writing to act as Director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment and Qualifications of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in pursuant to rule 14(1) of Companies (Appointment and Qualifications of Directors) Rules, 2014 to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013; and

As per opinion of the Board, Ms. Amrita Modi fulfils the condition specified in the act for appointment as Non Executive Director of the Company and she is liable to retire by rotation.

Ms. Amrita Modi has done post Graduation and having good knowledge of corporate working.

The Board of Directors have, subject to the approval of the Shareholders, appointed Ms. Amrita Modi as a Director of the Company designated as non Executive 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) Ms. Amrita Modi role and duties will be those normally required of a Non-Executive Director under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Brief resume of the Ms. Amrita Modi 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 her vast expertise and knowledge, it will be in the interest of all the stakeholders that Ms. Amrita Modi is appointed as non executive Director. It is proposed to appoint her for a period upto 19th March 2019.

Save and except Ms. Amrita Modi and her relatives, to the extent of their shareholding interest, if any, in the Company, Except Mr. Lalit Modi, company Secretary of the Company none 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.

PLACE: KOTA

By Order Of The Board

DATE : 10.08.2017

For Chambal Breweries And Distilleries Limited

Sd/-
PARASRAM JHAMNANI
Managing Director
DIN: 01266196

Annexure- "1"

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

Name of Director	Ms. Amrita Modi (DIN:077 61166)
Qualification	M.com
Specialized Expertise	She has morethan 3 years of Experience in Business operation.
Relationships between directors inter-se	Nil
Number of shares held in the Company	Nil
Directorship in other Companies	Nil
Committee Position held in other Company	Nil

BOARD'S REPORT

Dear Members,

CHAMBAL BREWERIES & 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 31st March, 2017.

FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

(Amount in Rs.)

PARTICULARS	F.Y. 2016-17	F.Y. 2015-16
Income from Operations	0	0
Less: Total Expenses	11,23,776.00	12,73,464.36
Profit/(Loss) from operations before other Income, finance costs and exceptional items	(11,23,776.00)	(12,73,464.36)
Add: Other Income	13,13,382.00	15,69,647.00
Profit/(Loss) from ordinary activities before finance costs, exceptional items and Tax	1,89,606.00	2,96,182.64
Less: Finance cost	0.00	0.00
Profit/(Loss) from ordinary activities after finance costs but before exceptional items and Tax	1,89,606.00	2,96,182.64
Less: Taxation (including FBT & Deferred Taxation)	60,000.00	90,000
Net Profit / (Loss) after Tax & exceptional items	1,29,606.00	2,06,182.64
Amount to be carry to General Reserve	1,29,606.00	2,06,182.64

The Company is engaged in trading and retailing of IMFL and beer. None of business activity carried out by the company during the financial year hence income from operation of the company is nil during the financial year. but The profit/ (Loss) after tax is Rs. 1,29,606.00/- as against Rs. 2,06,182.64/- in the previous year.

TRANSFER TO RESERVES

During the F.Y. 2016-17 company net profits after tax were Rs. 1,29,606.00/- . 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 31st March 2017 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 31st March, 2017.

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 2016 -17 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:

The Board of Directors of the Company ("the Board") at its meeting held on 20.03.2017 approved the appointment of Ms. Amrita Modi (DIN: 07761166) as an Non Executive Director of the Company as additional Director of the Company w.e.f. 20.03.2017 to holds office up to the date of ensuing Annual General Meeting of the Company 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 her candidature for the office of Director.

Ms. Swathi Rajendra Betalkar, Whole Time Director of the Company resigned from the Board of the company w.e.f. 06th April 2016

BOARD MEETINGS:

The Board of Directors met four (6) times during this financial year 2016-17 on dated 6th April 2016, 30th May, 2016, 10th August, 2016, 10th November 2016, 25th January 2017 and 20th March 2017. Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013 and Secretarial Standard -1 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 from entire Independent Directors of Chambal Breweries & Distilleries Limited as per Section 149(7) of the Companies Act, 2013.

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

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 34th (Thirty Fourth) 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. 2016-17.

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. 2017-18.

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. 2016-17. The Secretarial Audit Report is annexed herewith as (ANNEXURE "II").

The Secretarial Audit report for the financial year ended 31st March, 2017 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. 2017-18.

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 which covered under the provisions of Section 188 of the Companies Act, 2013. Hence 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. Consequently Form No. AOC-2 does not the part of the annual report for the F.Y. 2016-17

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 "IV")

MANAGEMENT DISCUSSION & ANALYSIS

A detailed discussion on the industrial structure, development, opportunities, threats, review of operational performance and risks, as required, forms part of this report (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 31st March, 2017 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 2016-17 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 Jhamnai (Chief Financial officer)
3. Mr. Parasram Jhamnani (Chairman Cum Managing Director)

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. Raj kumar Jain, Independent Director

Address: 94, Jain Gali, Rampura, ward no. 50, Arysamaj Road, Rampura, Tehsil - Ladpura, Kota- 324009, and Rajasthan

Email: chdlraj कुमारjain@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 id chdl@chambalkota.in has been establish. Mr. Raj Kumar Jain, Chairman of Audit Committee of the Company has been nominated by the Board as Ombudsperson 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://chambalkota.com/download/WHISTLE%20BLOWER%20POLICY%20%20VIGIL%20MECHANISM.pdf> information of all.

RISK MANAGEMENT

For the purpose of risk management your company has adopted Risk Management policy and framework.

- 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 2016-17

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 2017-18 has been duly paid **Scrip Code: 512301**

Postal Ballot

During the financial year 2016-17, 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.

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 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 2016-17

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: 10.08.2017

RajKumar Jain
DIRECTOR
DIN: 05182042

Parasram Jhamnani
Managing Director
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 2016-17:

Name	Ratio
Parasram Jhamnani	1: 1.06
Swathi Rajendra Betalkar	1: 6.08

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 2016-17:

Name	Annual Performance appraisal increment (%)
Lalit Modi (Company Secretary)	36.54
Parasram Jhamnani (Managing Director)	0
Mr. Vinod Jhamnani (Chief Financial officer)	0
Swathi Rajendra Betalkar	0

3. The percentage increase in the median remuneration of employees in the financial year 2016-17: 18.27%.

4. The number of permanent employees on the rolls of company: - 3

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: -18.27%

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:

Name	Ratio
Parasram Jhamnani	1:2.13

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

Date: 10.08.2017

SD/-
Raj Kumar Jain
Director
DIN : 05182042

SD/-
Parasram Jhamnani
Managing Director
DIN : 01266196

ANNEXURE "II"

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2017

[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 And 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 And 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, 2017 ('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, 2017 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, 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; **(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)** and
 - (i) 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 Agreements 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, Standards, etc. 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 period under review 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 not undertaken any events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Jaipur
Date: 24.05.2017

For V.M. & Associates
Company Secretaries
(ICSI Unique Code P1984R)039200)

Sd/-
CS Vikas Mehta
Partner
ACS 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 And 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. Where ever 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: 24.05.2017

For V.M. & Associates
Company Secretaries
(ICSI Unique Code P1984R)039200)

Sd/-
CS Vikas Mehta
Partner
ACS28964
CP No.: 12789

ANNEXURE "III"

REPORT ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE 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, 2017.

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

Place: Kota

SD/-

SD/-

Date: 10.08.2017

Raj Kumar Jain
DIRECTOR
DIN: 05182042

Parasram Jhamnani
Managing Director
DIN: 01266196

Annexure "IV"
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. Raj kumar 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")

MANAGEMENT DISCUSSION AND ANALYSIS

As management of the company offer readers of financial statements this narrative overview and analysis of the financial activities of the company for the financial year ended 31st March, 2017. We encourage readers to read the information presented here in conjunction with additional information that we have furnished in the financial statements, which follow this narrative.

OUTLOOK

The Company is striving hard to improve cost efficiency, widen its reach to new consumer segments and consolidate further on its image. Barring unforeseen circumstances, the Company expects to improve its march towards improved profitability. Given the numerous initiatives that are being implemented combined with strong operational foundation of our business we remain confident about our growth prospects going forward.

RISKS & CONCERNS

The nature of our business is such that it is subject to certain risks at different points of time. Some of these include escalation in the cost of raw materials and other inputs, increasing competitive intensity from other players, changes in regulation from central and state governments, changes in supplier distributor relationship, labor shortage. Your company has a proactive approach when it comes to risk management where it periodically reviews the risks and strives to develop appropriate risk mitigation measures for the same.

INTERNAL CONTROL SYSTEMS

The Company has a well established and comprehensive internal control system. Documents, policies and authorization guidelines comply with the level of responsibility and standard operating procedures specific to the respective businesses. Observation made in internal audit reports on business processes, systems, procedures and internal control and implementation status of recommended remedial measures by Ernst & Young, Internal Auditors, are regularly

Presented to and reviewed by the Audit Committee of the Board. The system of internal control is being improved to ensure that all assets are safe and protected against loss from unauthorized use or disposition, and that all transactions are authorized, recorded and reported correctly. The Company regularly conducts internal check, using external and internal resources to monitor the effectiveness of internal control in the organization. It strictly adheres to corporate policy with respect to financial reporting and budgeting functions. The Audit Committee of the Board of Directors deals with significant control issues and instructs further areas to be covered.

FINANCIAL CONTROLS

The Company's management is committed to evolve strategy to achieve enhancement in the shareholders value through the adoption of strong fiscal discipline, improvement in operating efficiencies and resource utilization.

HUMAN RESOURCES

The Company treats its human resources the most important assets and believes in its contribution to the all round growth of the Company. Human capital continues to be a vital resource for the Company. The Company has a continuous process to monitor individual performance. The Company continued to have cordial and harmonious relations with its employees.

FINANCIAL PERFORMANCE

The summarized financial performance of the Company as compared to last year is shown as under:

Particular	2016-17	2015-16
Total Revenue	13,13,382.00	15,69,647.00
Total expenses	11,23,776.00	12,73,464.36
Profit Before tax	1,89,606.00	2,96,182.64
Profit after tax	1,29,606.00	2,06,182.64

CAUTIONARY STATEMENT

Statements in the Management Discussions and Analysis describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied.

ANNEXURE "VII"

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st march, 2017

[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

- During the year company has not undertaken any business activity.

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
	Nil	Nil	Nil	Nil	Nil

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	
A. Promoters									
(1) Indian									
a) Individual/HUF	1203839	0	1203839	16.08	1203839	0	1203839	16.08	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	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(1):-	1203839	0	1203839	16.08	1203839	0	1203839	16.08	0.00
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	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
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of promoter (A) = (A)(1)+(A)(2)	1203839	0	1203839	16.08	1203839	0	1203839	16.08	0.00
B. Public Shareholding									
(1) Institutions									
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
Sub-total (B) (1)	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non - Institutions									
a) Bodies Corp.									
i) Indian	600418	13050	613468	8.19	335968	12350	348318	4.65	-3.54
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	1451343	688697	2140040	28.58	1205397	675297	1880694	25.11	-3.46
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	2299158	1219061	3518219	46.98	2897886	1152061	4049947	54.08	7.10
c) Others (Specify)									
c-1) NON RESIDENT INDIANS(INDIVIDUALS)	8318	0	8318	0.11	5749	0	5749	0.08	-0.03
c-2) CLEARING MEMBER	4874	0	4874	0.07	211	0	211	0.00	-0.06
Sub-total (B) (2)	4364111	1920808	6284919	83.92	4445211	1839708	6284919	83.92	0.00
Total Public Shareholding(B) = (B)(1)+(B)(2)	4364111	1920808	6284919	83.92	4445211	1839708	6284919	83.92	0.00
C. Shares held by Custodian for GDRs & ADRs.	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	5567950	1920808	7488758	100	5649050	1839708	7488758	100	0

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	BHARA T	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
	TOTAL	1203839	16.08	0.00	1203839	16.08	0.00	0.00

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

Sl No.		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	BHARAT				
	At the beginning of the year	329500	4.4	329500	4.4
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	No change	No change		
	At the End of the year	0	0	329500	4.4
2	PARAS RAM JHAMNANI				
	At the beginning of the year	563639	7.53	563639	7.53
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	No change	No change		
	At the End of the year	0	0	563639	7.53
3	VINOD KUMAR JHAMNANI				
	At the beginning of the year	300000	4.01	300000	4.01
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	No change	No change		
	At the End of the year	0	0	300000	4.01
4	JYOTI JHAMNANI				

	At the beginning of the year	10700	0.14	10700	0.14
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	No change	No change		
	At the End of the year	0	0	10700	0.14

(vi)

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	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	LESTER LESLIE FERNANDES				
	At the beginning of the year	171538	2.29	171538	2.29
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)				
	22-04-2016	3007	0.04	174545	2.33
	29-04-2016	-3000	0.04	171545	2.29
	20-05-2016	25000	0.33	196545	2.62
	03-06-2016	-5000	0.07	191545	2.56
	24-06-2016	50000	0.67	241545	3.23
	30-06-2016	-19963	0.27	221582	2.96
	08-07-2016	44663	0.6	266245	3.56
	15-07-2016	-66242	0.88	200003	2.67
	22-07-2016	-6200	0.08	193803	2.59
	12-08-2016	86894	1.16	280697	3.75
	19-08-2016	-87501	1.17	193196	2.58
	26-08-2016	-930	0.01	192266	2.57
	02-09-2016	90000	1.2	282266	3.77
	30-09-2016	110000	1.47	392266	5.24
	07-10-2016	-123490	1.65	268776	3.59
	28-10-2016	55000	0.73	323776	4.32
	04-11-2016	-87	0	323689	4.32
	11-11-2016	-33811	0.45	289878	3.87
	18-11-2016	435	0.01	290313	3.88
	20-01-2017	-2000	0.03	288313	3.85
	At the end of the year	0	0	288313	3.85

2	PRIYANKA VINAYAK GURAV				
	At the beginning of the year	117560	1.57	117560	1.57
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)				
	29-04-2016	16927	0.23	134487	1.8
	06-05-2016	157	0	134644	1.8
	20-05-2016	18950	0.25	153594	2.05
	27-05-2016	1650	0.02	155244	2.07
	03-06-2016	20625	0.28	175869	2.35
	10-06-2016	13592	0.18	189461	2.53
	17-06-2016	-6945	0.09	182516	2.44
	24-06-2016	6602	0.09	189118	2.53
	30-06-2016	-9612	0.13	179506	2.4
	08-07-2016	10046	0.13	189552	2.53
	22-07-2016	19578	0.26	209130	2.79
	29-07-2016	1011	0.01	210141	2.81
	05-08-2016	154	0	210295	2.81
	19-08-2016	-2118	0.03	208177	2.78
	26-08-2016	3380	0.05	211557	2.82
	02-09-2016	3589	0.05	215146	2.87
	16-09-2016	-8637	0.12	206509	2.76
	30-09-2016	-35533	0.47	170976	2.28
	07-10-2016	11	0	170987	2.28
	21-10-2016	-405	0.01	170582	2.28
	28-10-2016	3222	0.04	173804	2.32
	11-11-2016	5275	0.07	179079	2.39
	18-11-2016	6041	0.08	185120	2.47
	25-11-2016	1	0	185121	2.47
	09-12-2016	-1001	0.01	184120	2.46
	03-02-2017	2	0	184122	2.46
	10-02-2017	2	0	184124	2.46
	At the End of the year	1	0	184125	2.46
3	SHUSHILA GIDWANI				
	At the beginning of the year	206000	2.75	206000	2.75
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	NIL	NIL		
	At the End of the year	0	0	206000	2.75

4	COMPETENT FINMAN PVT. LTD				
	At the beginning of the year	179823	2.4	179823	2.4
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)				
	06-05-2016	8	0	179831	2.4
	27-05-2016	-1	0	179830	2.4
	03-06-2016	-7	0	179823	2.4
	17-06-2016	-41461	0.55	138362	1.85
	24-06-2016	-3539	0.05	134823	1.8
	30-06-2016	210	0	135033	1.8
	01-07-2016	-200	0	134833	1.8
	08-07-2016	-10	0	134823	1.8
	21-09-2016	606	0.01	135429	1.81
	22-09-2016	5731	0.08	141160	1.88
	23-09-2016	-145	0	141015	1.88
	30-09-2016	-702	0.01	140313	1.87
	07-10-2016	-5490	0.07	134823	1.8
	28-10-2016	4976	0.07	139799	1.87
	04-11-2016	-4976	0.07	134823	1.8
	16-12-2016	-40000	0.53	94823	1.27
	At the End of the year	0	0	94823	1.27
5	VINAY PANDURANG GURAV				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)				
	10-06-2016	1	0	1	0
	27-01-2017	134370	1.79	134371	1.79
	03-02-2017	-146	0	134225	1.79
	At the End of the year	0	0	134225	1.79
6	USHA MAHENDRAKUMAR TIWARI				
	At the beginning of the year	1000	0.01	1000	0.01
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)				
	20-05-2016	4000	0.05	5000	0.07
	27-05-2016	-1	0	4999	0.07
	03-06-2016	41001	0.55	46000	0.61
	17-06-2016	7000	0.09	53000	0.71

	15-07-2016	7000	0.09	60000	0.8
	05-08-2016	6524	0.09	66524	0.89
	12-08-2016	476	0.01	67000	0.89
	02-09-2016	32000	0.43	99000	1.32
	09-09-2016	1000	0.01	100000	1.34
	30-09-2016	3500	0.05	103500	1.38
	07-10-2016	2500	0.03	106000	1.42
	At the End of the year	0	0	106000	1.42
7	PRAVIN VASANT MEHTA				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)				
	03-06-2016	100000	1.34	100000	1.34
	At the End of the year	0	0	100000	1.34
8	KALPANA MAHENDRA AVLANI				
	At the beginning of the year	95000	1.27	95000	1.27
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	NIL	NIL		
	At the End of the year	0	0	95000	1.27
9	TIWARI MAHENDRAKUMAR VISHWAMBHARNATH				
	At the beginning of the year	13000	0.17	13000	0.17
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)				
	03-06-2016	18425	0.25	31425	0.42
	17-06-2016	7000	0.09	38425	0.51
	30-06-2016	575	0.01	39000	0.52
	15-07-2016	6000	0.08	45000	0.6
	02-09-2016	39800	0.53	84800	1.13
	09-09-2016	500	0.01	85300	1.14
	16-09-2016	700	0.01	86000	1.15
	07-10-2016	2000	0.03	88000	1.18
	27-01-2017	218	0	88218	1.18
	At the End of the year	782	0.01	89000	1.19
10	EDELWEISS BROKING LTD				
	At the beginning of the year	85245	1.14	85245	1.14

	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)				
	08-04-2016	-100	0	85145	1.14
	29-04-2016	405	0.01	85550	1.14
	06-05-2016	-450	0.01	85100	1.14
	03-06-2016	-10000	0.13	75100	1
	10-06-2016	100	0	75200	1
	17-06-2016	-25080	0.33	50120	0.67
	24-06-2016	-120	0	50000	0.67
	29-07-2016	250	0	50250	0.67
	05-08-2016	500	0.01	50750	0.68
	12-08-2016	-750	0.01	50000	0.67
	17-02-2017	50	0	50050	0.67
	24-02-2017	100	0	50150	0.67
	At the End of the year	100	0	50250	0.67
11	SUKUMAR NANDLAL SHAH				
	At the beginning of the year	78794	1.05	78794	1.05
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)				
	29-04-2016	-10000	0.13	68794	0.92
	06-05-2016	-2206	0.03	66588	0.89
	20-05-2016	-5000	0.07	61588	0.82
	27-05-2016	-1588	0.02	60000	0.8
	07-10-2016	-14979	0.2	45021	0.6
	14-10-2016	-28976	0.39	16045	0.21
	21-10-2016	-16045	0.21	0	0
	At the End of the year	0	0	0	0
12	ADITYA SAHASRABUDDHE				
	At the beginning of the year	76328	1.02	76328	1.02
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)				
	15-07-2016	-51328	0.69	25000	0.33
	22-07-2016	-16000	0.21	9000	0.12
	29-07-2016	-9000	0.12	0	0
	At the End of the year	0	0	0	0
13.	Kumar Charanjit Lal				

	At the beginning of the year	73000	0.97	73000	0.97
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)				
	26-08-2016	-29958	0.4	43042	0.57
	16-09-2016	-14979	0.2	28063	0.37
	21-09-2016	-2100	0.03	25963	0.35
	At the End of the year	0	0	25963	0.35
14	GIRISH CHAWLA				
	At the beginning of the year	70000	0.93	70000	0.93
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	NIL	NIL		
	At the End of the year	0	0	70000	0.93

(v) Shareholding of Directors and Key Managerial Personnel:

SI No.	for Each of the 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 (1.04.2016) PARAS RAM JHAMNANI , Managing Director	563639	7.53	563639	7.53
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	NIL	NIL	NIL	NIL
	At the End of the year (31.03.2017)			563639	7.53
2	At the beginning of the year (1.04.2016) VINOD KUMAR JHAMNANI (Chief Financial officer)	300000	4.01	300000	4.01
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.)	NIL	NIL	NIL	NIL
	At the End of the year (31.03.2017)			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
Indebtedness at the beginning of the financial year				
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
Total (i+ ii+ iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
Addition	Nil	Nil	Nil	Nil
Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
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
Total (i + ii+ iii)	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
		Ms. Swathi Rajendra Betalkar (Whole Time Director)	Mr. Parasram Jhamnani (Managing Director)	
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	17,500 Nil Nil	1,00,000 Nil Nil	117500 Nil Nil
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 (A)	17,500	1,00,000	117500
Ceiling as per the Act		10 % of profit after tax i.e. 1.30 lacs		

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Raj kumar Jain	Mr. Gajraj Singh	Mr. Anup am Garg	Mr. sameer pravinkumar waderiya	
1.	Independent Directors <ul style="list-style-type: none"> Fee for attending board / committee meetings Commission Others, please specify 	Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil	Nil
2.	Other Non -Executive Directors <ul style="list-style-type: none"> Fee for attending board / committee meetings Commission Others, please specify 	Ms. Amrita Modi				Nil
		Nil				Nil
		Nil				Nil
		Nil				Nil
	Total (2)	Nil				Nil
	Total (B)=(1+2)	Nil				Nil
	Total Managerial Remuneration	Nil				Nil
	Overall Ceiling as per the Act	1 % of profit after tax i.e. 1.30 lacs				

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, 19 61 (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	213000	Nil	213000
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	213000	Nil	213000

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)
A. COMPANY					
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. DIRECTOR					
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.
C. OTHER OFFICER IN DEFAULT					
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

Date: 10.08.2017

SD/-
Raj Kumar Jain
Director
DIN 05182042

SD/-
Parasram Jhamnani
Managing Director
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, 2017, 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, 2017.

- (b) In the case of the Statement of Profit and Loss, of the Profit of the company for the year ended 31st March, 2017.
- (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, 2017 ("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 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 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, refer to our separate report in Annexure B

(g) 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.
- iv. The company has provided requisite disclosures in its financial statements as to holding as well as dealing in specified bank notes during the period from 8 november, 2016 to 30 December 2016 and these are in accordance with the books of accounts maintained by the company.

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

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

PLACE : KOTA
DATED : 24/05/2017

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 2017, 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 2017 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.

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

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

**PLACE : KOTA
DATED : 24/05/2017**

"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements of Chambal breweries and distilleries limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting Chambal breweries and distilleries limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

**PLACE : KOTA
DATED : 24/05/2017**

Chambal Breweries & Distilleries Limited
Balance Sheet as at 31 March, 2017

Particulars		Note No.	As at 31 March, 2017	As at 31 March, 2016
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2	74,887,580.00	74,887,580.00
	(b) Reserves and surplus	3	42,828,532.49	70,698,926.49
2	Non-current liabilities			
	(a) Long-term borrowings		-	-
3	Current liabilities			
	(a) Short-term borrowings		-	-
	(b) Trade payables		-	-
	(c) Other current liabilities	4	130,248.00	106,402.00
	(d) Short Term Provisions	5	60,000.00	165,000.00
	TOTAL		117,906,360.49	145,857,908.49
B	ASSETS			
1	Non-current assets			
	(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	-	-
	(c) Loans, Advances & Deposits	8	92,660,860.00	74,205,860.00
2	Current assets			
	(a) Trade receivables	9	15,550,856.67	60,544,598.67
	(b) Cash and cash equivalents	10	437,830.03	4,652,269.03
	(c) Short-term loans and advances	11	9,136,906.79	6,335,273.79
	TOTAL		117,906,360.49	145,857,908.49
	Summary of Significant accounting policies	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

For and on behalf of the Board of Directors
CHAMBAL BREWERIES AND DISTILLERIES LIMITED

Sd/-
Director

Sd/-
Director

CA ARPIT JAIN
(PARTNER)
M.No. 409781

Sd/-
Chief Financial Officer

Sd/-
Company secretary

Place : Kota

Date : 24/05/2017

Chambal Breweries & Distilleries Limited

Statement of Profit and Loss for the year ended 31 March, 2017

	Note No.	For the year ended 31 March, 2017	For the year ended 31 March, 2016
REVENUE			
Revenue from operations (gross)			
Sale of Stock in Trade	12	-	-
Other Income	13	1,313,382.00	1,569,647.00
Total revenue		1,313,382.00	1,569,647.00
Expenses			
(a) Purchase of Stock in Trade	14	-	-
(b) Changes in inventories of finished goods	15	-	-
(c) Employee benefits expense	16	358,500.00	513,000.00
(d) Finance costs	17	-	-
(e) Depreciation and amortisation expense	7	-	-
(f) Other expenses	18	765,276.00	760,464.36
Total expenses		1,123,776.00	1,273,464.36
Profit / (Loss) before exceptional and extraordinary items and Tax		189,606.00	296,182.64
Exceptional items		-	-
Profit / (Loss) before extraordinary items and tax		189,606.00	296,182.64
Extraordinary items		-	-
Profit / (Loss) before tax		189,606.00	296,182.64
Tax expense:			
(a) Current tax expense for current year		60,000.00	90,000.00
(b) Deferred tax		-	-
(c) Excess income tax Provision of Previous Year		-	-
		60,000.00	90,000.00
Profit / (Loss) from continuing operations		129,606.00	206,182.64
Profit / (Loss) from discontinuing operations (before tax)		-	-
Add / (Less): Tax expense of discontinuing operations		-	-
Profit / (Loss) from discontinuing operations (After Tax)		-	-
Profit / (Loss) for the year		129,606.00	206,182.64
Earnings per equity share:-	19		
1) Basic		0.02	0.03
2) Diluted		0.02	0.03

The accompanying notes are integral part of the financial statements.

As per our report of even date

For VAG & COMPANY
Chartered Accountants
FRN - 003014C

For and on behalf of the Board of Directors
CHAMBAL BREWERIES AND DISTILLERIES LIMITED

Sd/-
Director

Sd/-
Director

CA ARPIT JAIN
(PARTNER)
M.No. 409781

Place : Kota
Date : 24/05/2017

Sd/-
Chief Financial Officer

Sd/-
Company secretary

M/S. CHAMBAL BREWERIES AND DISTILLERIES LTD.

Notes to Financial Statement for the year ended 31st March, 2017

Particulars	As At 31-03-2017	As At 31-03-2016
	Rs.	Rs.
EQUITY AND LIABILITIES		
SHARE HOLDERS' FUNDS		
2) SHARE CAPITAL		
Authorised		
10000000 Equity Shares of Rs.10/-each (10000000 Equity shares of Rs.10/-each)	100000000.00	100000000.00
Issued, subscribed and Paid up capital		
74,88,758 Equity Shares of Rs. 10 /-each	74887580.00	74887580.00
(31st March-2013 : 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/-each holder 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, 2016 and March 31, 2017

Equity Shares (issued Capital)	As at 31-03-2017		As At 31-03-2016	
	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	3/31/2017	3/31/2016	3/31/2015	3/31/2014	3/31/2013
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 2017		As at 31 March 2016	
		No of Shares held	% of Holding	No of Shares held	% of Holding
1	Parasram Jhamnani	563639	7.53	563639	7.53

3) RESERVES AND SURPLUS

	As at 31-03-17	As at 31-03-16
A) SHARE PREMIUM :-		
Balance as per last Financial Statement	73183440.00	73183440.00
Less: Application money written off	-28000000.00	
	45183440.00	
B) PROFIT AND LOSS ACCOUNT :-		
Add:- Profit /(Loss) for the year	-2484513.51	-2690696.15
	129606.00	206182.64
	42828532.49	70698926.49

4) CURRENT LIABILITIES

Particulars	As at 31-03-17	As at 31-03-16
Sundry Creditors for Expenses	47690.00	58344.00
Audit Fees Payable	82558.00	48058.00
Statutory Dues Payable- TDS	0.00	0.00
Total Amount	130248.00	106402.00

5) SHORT TERM PROVISIONS

Particulars	As at 31-03-17	As at 31-03-16
Provision for Income Tax	60,000.00	165,000.00
	-	-
Total Amount	60,000.00	165000.00

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

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
	at 01-04-2016			at 31-03-2017	at 01-04-2016	Charge for the year		at 31-03-2017	at 31-03-2016
A) Tangible Assets									
Office Equipment	1299000.00	-	-	1299000.00	1239495.00	0.00	-	1239495.00	59505.00
Refrigerator	1208000.00	-	-	1208000.00	1147600.00	0.00	-	1147600.00	60400.00
Computer	1303000.00	-	-	1303000.00	1302999.00	0.00	-	1302999.00	1.00
Furniture	1250000.00	-	-	1250000.00	1249999.00	0.00	-	1249999.00	1.00
Total Assets	5060000.00	-	-	5060000.00	4940093.00	0.00	-	4940093.00	119907.00
Previous Year	5060000.00	-	-	5060000.00	4862673.00	0.00	-	4940093.00	197327.00

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 31/03/2017 is residual value(5% of cost) assumed as per the companies act.

	As at 31-03-17	As at 31-03-16
NON CURRENT ASSETS		
7) NON CURRENT INVESTMENT(VALUED AT COST)		
Investment in equity instruments (unquoted)		
	0.00	0.00
Total	0.00	0.00

	As at 31-03-17	As at 31-03-16
NON CURRENT ASSETS		
8) LONG TERM LOANS, ADVANCES & DEPOSITS		
(Unsecured, Considered Good unless otherwise stated)		
Loans & Advances to related parties	1107860.00	33647860.00
Loans & Advances to be recovered in cash or in kind or for value to be received	71195000.00	20200000.00
Advance for Purchase of Land to related parties	19658000.00	19658000.00
(There is further capital commitment towards above purchase of land as informed by the management of the company)		
Deposit with Bombay Stock Exchange	700000.00	700000.00
	92660860.00	74205860.00

Notes to financial Statements for the year ended 31st March 2017

	As at 31-03-17	As at 31-03-16
CURRENT ASSETS		
9) SUNDRY DEBTORS/RECEIVABLE		
(All are receivable from more than six months)		
Trade Receivable	15550856.67	60544598.67
	15550856.67	60544598.67

	As at 31-03-17	As at 31-03-16
10) CASH AND CASH EQUIVALENTS		
A) Balance with Banks	91560.63	2228568.63
B) Cash on Hand	346269.40	2423700.40
Balance of cash as on 08/11/2016 Rs 475743 includes Rs 50000/- of specifies bank notes. Balance as on 30/12/2016 is Rs 419143/-		
	437830.03	4652269.03
11) SHORT-TERM LOANS AND ADVANCES		
(Unsecured, Considered Good)		
Income Tax Refund Receivable	174291.00	174291.00
Advance to Vendor	391518.79	391518.79
Advance recovered in cash or in kind or for value to be received	8348463.00	5478426.00
TDS on Interest	222634.00	291038.00
	9136906.79	6335273.79

	3/31/2017	3/31/2016
12) REVENUE FROM OPERATIONS:-		
	0.00	0.00
Total	0.00	0.00

	3/31/2017	3/31/2016
13) OTHER INCOME		
Interest Income	1313382.00	1569647.00
Total	1313382.00	1,569,647.00

	3/31/2017	3/31/2016
14) PURCHASE OF STOCK IN TRADE		
	0	0
Total	0	0

Notes to financial Statements for the year ended 31st March 2017

	3/31/2017	3/31/2016
15) CHANGES IN INVENTORIES OF FINISHED GOODS		
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	0.00
Total	0	0

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

	3/31/2017	3/31/2016
16) EMPLOYEE BENEFITS EXPENSES		
Employee Benefits Expense		
a) Salaries ,Wages and Bonus	358500.00	513000.00
b) Staff Welfare Expenses	0.00	0.00
Total	358500.00	513000.00

	3/31/2017	3/31/2016
17) FINANCE COST		
Bank Charges	0.00	0.00
Total	0.00	0.00

	3/31/2017	3/31/2016
18) OTHER EXPENSES		
Auditors Remuneration	34500.00	34350.00
Listing Fees	229000.00	224720.00
Office & General Exp.	248966.00	239329.36
Legal & Professional fees	252810.00	258065.00
Sundry Balance Written off	0.00	4000.00
Total	765276.00	760464.36
Payments to the Auditor as		
a) For Statutory Audit	23000.00	22900.00
b) For Taxation Matters	11500.00	11450.00
Total	34500.00	34350.00
19) EARNINGS PER SHARE		
Profit / Loss after taxation as per Profit & Loss Account		
Number of equity shares outstanding	7488758	7488758
Basic & Diluted Earnings per share in rupee	0.02	0.03
(Face value of Rs 10/- Per shares)		

Notes to financial Statements for the year ended 31st March 2017

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 have been identified on the basis of infromation available with the Company and relied upon by the auditors.

22) The company is not involved in its principle objective and there is no activities carried out during the year. funds of the company is applied in such investments whichwill generate returns in due course.

23) The Company has only one reportable business segment.

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

	3/31/2017	3/31/2016
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 2017

25) RELATED PARTY DISCLOSURES (As identified by the mánagement 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.

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

3) Vinod Jhamnani

Notes to financial Statements for the year ended 31st March 2017

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
				16.17
Managerial Remuneration				
Purchases				
Sales				
Loan Advanced	NIL	NIL	NIL	NIL
Loan Advanced Received back	NIL	(NIL)	NIL	NIL
Advance for Purchase of Land received back	NIL	NIL	NIL	NIL
Amount Receivable as on Closing date	1180224	Rs 8636 Rs 19658000	NIL	20846860
Investment in Equity Shares	NIL			NIL

	3/31/2017	3/31/2016
26) Expenditure in Foreign currency	NIL	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 the Board of Directors
CHAMBAL BREWERIES AND DISTILLERIES LIMITED

Sd/-
Director

Sd/-
Director

CA ARPIT JAIN
(PARTNER)
M.No. 409781

Place : Kota
Date : 24/05/2017

Sd/-
Chief financial officer

Sd/-
Company secretary

CHAMBAL BREWERIES & DISTILLERIES LIMITED**7 SCHEDULE FORMING PART OF AUDITED BALANCE SHEET AS AT MARCH 31, 2017
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, 2013

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 31/03/2017 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

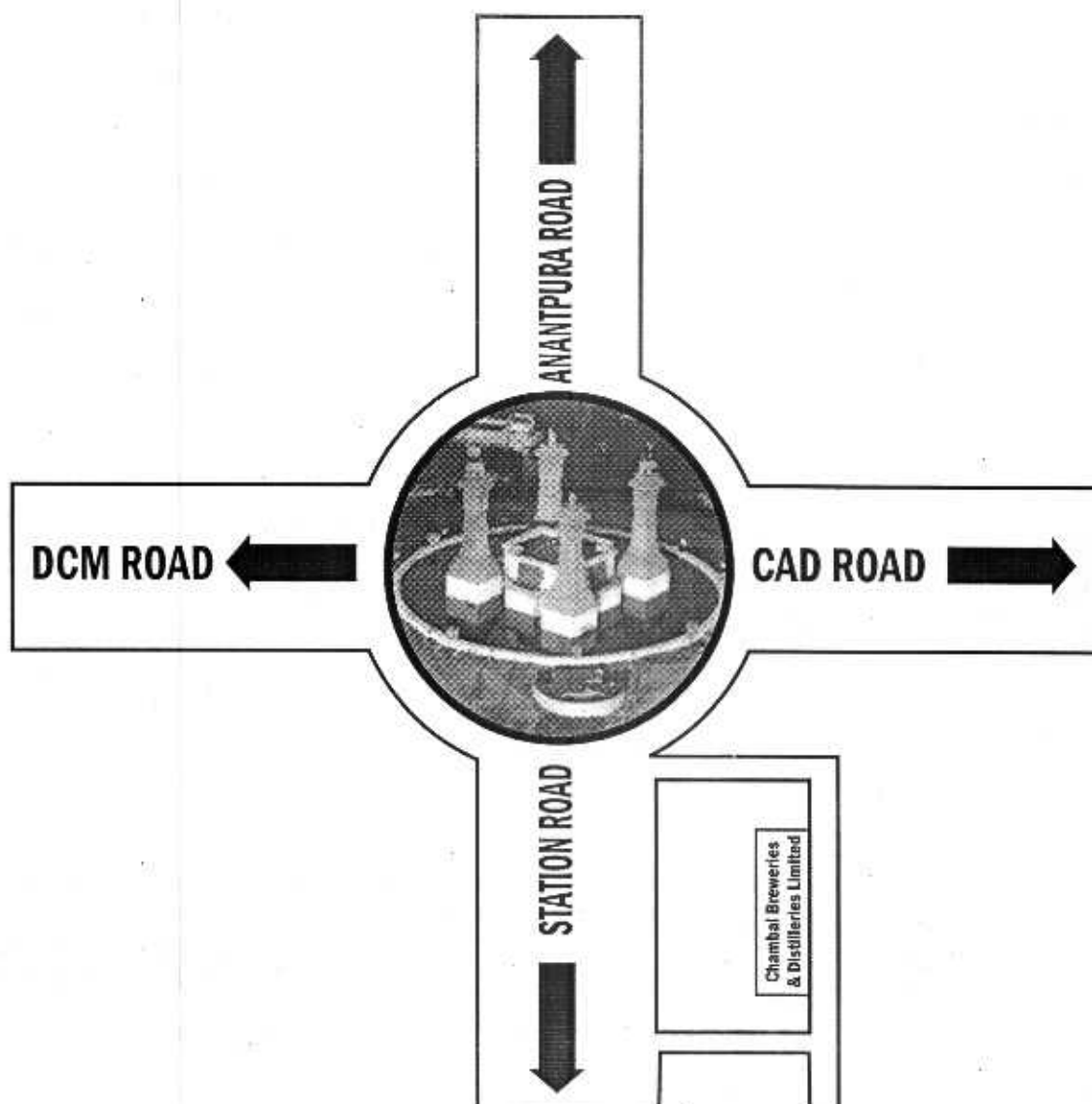
i) The Current charge for Income Tax is calculated on assessable profit of the company determine under Income Tax Act, 1961.

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.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

PARTICULARS	As At 31-03-2017 (Rs. In Lacs)	As At 31-03-2016 (Rs. In Lacs)
Cash Flow from Operating Activities		
'Net Profit before Tax	189,606.00	296182.64
Adjustment for :		
'Depreciation	0	0
Preliminary Expenses Writtenoff	-	-
'Loss on sales of Fixed Assets	-	-
Profit/Loss on sales of Investments	-	-
'Dividend Income/ Interest Income	(1,313,382.00)	(1,569,647)
'Interest Expenses	-	-
'Operating Profit before Working Capital changes	(1123776)	(1273464)
Adjustment for :		
short term loan and advances	(2,801,633)	8,380,822
Trade receivables	44,993,742	(2,751,407)
Current liabilities	(141,154)	35,694
'Cash generated from Operation	40927179	4391645
Less :		
'Taxes Paid	-	-
Net Cash from Operating Activities	40927179	4391645
Cash Flow from Investing Activities		
'Purchase of Fixed Assets / Capital Expenditure	-	-
'Sale of fixed Assets	-	-
'Purchase/ Sale of Investments	-	(2,550,000.00)
Loans and advances	(46,455,000.00)	-
'Dividend received / Interest Received	1,313,382.00	1,569,647.00
'Net Cash from Investing Activities	-	-
Cash Flow from Financing Activities		
'Repayment of Long Term Loan	-	-
'Short Term borrowings	-	-
'Dividend Paid	-	-
'Interest Expenses	-	-
'Net Cash from Financing Activities	-	-
Net decrease in cash & cash Equivalents (A+B+C)	(4214439)	3411292
Opening Balance of Cash & Cash Equivalents	4652269	1,240,977
Closing Balance of Cash & Cash Equivalents	437830	4652269
VAG & COMPANY FRN - 003014C Chartered Accountants Membership No. 409781 Place : KOTA Dated : 24/05/2017	Sd/- Director Sd/- Chief financial officer	Sd/- Director Sd/- Company secretary



Root Map AGM

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 32 nd Annual General Meeting of the company being held at Registered Office of the Company at A-7 Shopping Centre, Kota (Raj.) on Monday, The 25 th Day Of September, 2017 At 3.00 P.M
FOLIO/DP/ CLIENT ID	
NAME OF PROXY (To be filled by the proxy who attends instead of the member.)	
Signature of Shareholder/proxy	
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 any one 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. / Client ID _____

DP 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

As my /our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 32nd Annual General Meeting of the Company, to be held on Monday, The 25th Day Of September, 2017 at 3.00 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:

Re so. No.	Description	For*	Against*
1	Consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, together with the reports of the Auditors and the Board of Directors thereon		
2.	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 100 of Articles of Association of the Company		
3.	Ratify the appointment of M/s. VAG & Company, Chartered Accountants, as Auditors		
4.	Appoint Ms. Amrita Modi (DIN:07761166) as an Non Executive Director of the Company		

Signed this..... Day of2017.

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.



Chambal Breweries & Distilleries Limited