



Chambal

Breweries & Distilleries Limited

Annual Report 2014-15

ANNUAL REPORT 2014-2015

BOARD OF DIRECTORS**Mr. Parasram Jhamnani**

Chairman & Non-Executive Director

DIN: 01266196**Mr. Raj Kumar Jain**

Non-Executive & Independent Director

DIN: 05182042**Mr. Gajraj Singh**

Non-Executive & Independent Director

DIN: 01336015**Mr. Anupam Garg**

Non-Executive & Independent Director

DIN: 05182042**Ms. Swathi Rajendra Betalkar**

Additional Director (Executive)

DIN: 07138469**COMPLIANCE OFFICER**

Mr. Lalit Modi

Company Secretary**STATUTORY AUDITORS****M/s. VAG & Company**

Chartered Accountants, Kota

REGISTERED OFFICE

7-A, Shopping Centre, Kota, 324 007

Web: www.chambalkota.inEmail: 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. Gajraj Singh (Chairperson)

Mr. Parasram Jhamnani

Mr. Raj Kumar Jain

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 MEETING

NOTICE is hereby given that the **30thAnnual General Meeting (AGM)** of the Members of Chambal Breweries And Distilleries Limited will be held on Monday, the **21st Day of September, 2015** at 11:30A.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, 2015, including the audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss Account for the year ended on that date together with the reports of the Auditors and the Board of Directors thereon;
2. To appoint a Director in place of **Mr. Parasram Jhamnani** (DIN:01266196), who retires by rotation and being eligible, offers himself for re-appointment as per Article 126 of Articles of Association of the Company.
3. To ratify the appointment of **M/s. VAG & Company** Chartered Accountants , as Auditors and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and pursuant to the resolution passed by the shareholders in the 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 2015-16) 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 2015-16.

SPECIAL BUSINESS:

4. To appoint **Ms. Swathi Rajendra Betalkar** (DIN: 07138469) as a Whole Time Director of the Company 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 Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and subject to such sanctions as may be necessary, Ms. Swathi Rajendra Betalkar (DIN : 07138469) , who was appointed as an Additional Director of the company on 30th March, 2015 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and the Articles of Association of the

Company and who holds office up to the date of this AGM 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 Whole Time Director for a period of 3 years with effect from 30th March, 2015, on the terms and conditions and payment of remuneration and other perquisites/benefits to Ms. Swathi Rajendra Betalkar during the said period of 3 years as set out in the Explanatory Statement annexed to the Notice convening this meeting, and also in the agreement, copy whereof duly initialed by the Chairman for the purpose of identification is placed before this meeting including, inter-alia, payment and provision of the following remuneration, perquisites and benefits :

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

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Whole Time Director, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the company.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the Company and Ms. Swathi Rajendra Betalkar be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

RESOLVED FURTHER THAT she is appointed as a whole time Director on Board liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Sd/-

PARASRAM JHAMNANI
CHAIRMAN
DIN: 01266196

PLACE : KOTA
DATE : 08.08.2015

NOTES (Forming part of the Notice):

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY (A Copy of the Proxy Form is attached at the last Page of Annual Report).. THE PROXY FORM SHOULD BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2) Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
- 3) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed hereto.
- 4) 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.
- 5) 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'
- 6) 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.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, **17th day of September, 2015 to Monday, 21st day of September, 2015** (both days inclusive) for the purpose of AGM.
- 8) 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.

- 9) 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.
- 10) 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.
- 11) 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.
- 12) 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.**, 19/20 Jaferbhoy Industrial Estate, 1st Floor, Makwana Road Marolnaka, Mumbai- 400 059, whose acting as our Registrar and Share Transfer Agent.
- 13) Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
- 14) 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.
- 15) 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.
- 16) Members are informed that **Ministry of Corporate Affairs (MCA)** has taken a "Green Initiative in Corporate Governance" (**Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011**) allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices/documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders. Your company has also decided to be a part of this initiative and request the shareholders to send/update their email ID in the company's record. This initiative will enable better flow of the information required to be disseminated to the members and save the environment by saving the paper. We seek your whole-hearted support for this initiative.
- 17) The Notice of AGM along with the Annual Report 2014-15 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.
- 18) 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.

- 19) Annual Report and AGM Notice is available at the website of the Company at www.chambalkota.in
- 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 and substituted by The Companies (Management and Administration) Amendment Rules, 2015 & Clause 35B of the Listing Agreement, 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) **Remote e-voting** facility would remain open **from 17th September, 2015 at 9.00 A.M. to ended on 20th September, 2015 5.00 P.M.** During this period, shareholders of the company holding shares either in the physical form or in dematerialised form, as on the **cut-off date** i.e. **14th September, 2015**, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 23) 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, 14th September, 2015 (Cut -off date)**.
- 24) **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.
- 25) The final results including the E-voting results 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.in and CDSL's website within two working days of passing of resolution of AGM.
- 26) 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.
27. 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. **Monday, 14th September 2015**, 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.
- 28. The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on **Thursday, 17th September 2015 at 9.00 AM** and ends on **Sunday, 20th September 2015 at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 14th September 2015** 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 Log in.
- (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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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)	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. 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) 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.
- (xx) 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.

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

Sd/-

PARASRAM JHAMNANI
CHAIRMAN
DIN: 01266196

PLACE : KOTA
DATE : 08.08.2015

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 at its meeting held on 30th March 2015 has appointed **Ms. Swathi Rajendra Betalkar** as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 and as per Article of Association of the Company designated as a Whole Time Director.

The present term of appointment of **Ms. Swathi Rajendra Betalkar** as an Additional Executive Director would be expiring on the date of AGM. Under the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member along with the requisite deposit, proposing the candidature of Ms. Swathi Rajendra Betalkar for the office of Director of the Company.

Ms. Swathi Rajendra Betalkar has done Graduation and having good knowledge of corporate working.

The Board of Directors have, subject to the approval of the Shareholders, appointed **Ms. Swathi Rajendra Betalkar** as a Director of the Company designated as Whole Time Director with effect from **30th March, 2015** for a period of 3 years on the remuneration, terms and conditions recommended by the Nomination and Remuneration Committee as set out herein:

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

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

The following are the terms and conditions of appointment given hereunder:

- a) Salary: Rs. 15000/- per month.
- b) Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund: Nil

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

Save and except Ms. Swathi Rajendra Betalkar, being appointee and **Mr. Parasram Jhamnani**, Chairman & Non Executive Director of the Company and **Mr. Vinod Jhamnani**, Chief Financial Officer, being relatives, are deemed to be concerned or interested in this Resolution. The Board recommends the resolution 4, for approval of the members.

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

Sd/-

PARASRAM JHAMNANI
CHAIRMAN
DIN: 01266196

PLACE : KOTA
DATE : 08.08.2015

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, 2015.

FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

(Amount in Rs.)

PARTICULARS	F.Y. 2014-15	F.Y. 2013-14
Income from Operations	18,35,171.00	5,34,02,958.00
Less: Total Expenses	29,63,777.54	5,59,47,834.77
Profit/(Loss) from operations before other Income, finance costs and exceptional items	(11,28,606.54)	(25,44,876.77)
Add: Other Income	13,89,370.00	3,98,909.00
Profit/(Loss) from ordinary activities before finance costs, exceptional items and Tax	2,60,763.46	(21,45,967.77)
Less: Finance cost	0.00	0.00
Profit/(Loss) from ordinary activities after finance costs but before exceptional items and Tax	2,60,763.46	(21,45,967.77)
Less: Taxation (including FBT & Deferred Taxation)	75,000.00	(3372.97)
Net Profit / (Loss) after Tax & exceptional items	1,85,763.46	(21,42,594.80)
Amount to be carry to General Reserve	1,85,763.46	-

The Company is engaged in trading and retailing of **IMFL and beer**. The net receipts from Operations during the year under review 18,35,171.00/- as against 5,34,02,958.00/- in the previous year. The profit/ (Loss) after tax is Rs. 1,85,763.46/- as against Rs. (21,42,594.80)/- in the previous year.

TRANSFER TO RESERVES

During the F.Y. 2014-15 company net profits after tax were Rs. 1,85,763.46/- . For the expansion of business and operation of the Company your Company board proposes to transfersame 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 2015 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, 2015.

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

During the year under review, the company has not provided any loan to any person or other body corporate; neither it has given any guarantee or provided security in connection with a loan nor it has acquired by way of subscription, purchase or otherwise the securities of any other body corporate.

CAPITAL STRUCTURE

During the FY 2014-15 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 lac 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 PERSONEL:

Ms. Swathi Rajendra Betalkar who was appointed as an Additional Executive Director of the Company holds office up to the date of ensuing Annual General Meeting of the Company. Her appointment for the office of Whole Time Director for a term upto of Three years w.e.f. 30th March, 2015 is placed before the members for consideration and approval.

Ms. Parasram Jhamnani who is Chairman & Non Executive Director of the Company having more than 25 years experience in the field of operation of the Company.

During the year, **Mr. Lalit Modi** was appointed as Company Secretary of the Company, pursuant to Section 203 of the Companies Act, 2013 read with the rules made there under

During the year, **Mr. Vinod Jhamnani** was re-appointed as Chief Financial Officer (CFO) of the Company, pursuant to Section 203 of the Companies Act, 2013 read with the rules made there under.

BOARD MEETINGS:

The Board of Directors met eight(8) times during this financial year 2014-15 on dated 5th April 2014, 30th May 2014, 12th August, 2014, 18th October 2014, 15th November 2014, 22th December 2014, 10th February 2015 & 30th March 2015. Frequency and quorum at these meetings were in conformity with the provisions of the Companies Act, 2013 and the Listing Agreement entered into by the company with the Stock Exchanges.

DISCLOSURE / DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS

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

None of the directors are disqualified for appointment under the provisions of Companies Act, 2013 and all independent Director(s) of the company viz., Mr. 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
Associate Company: Two

Name	CIN	Address	% of shares held
RAJASTHAN TELEMATICS LIMITED	U64201RJ1986PLC003681	G - 247, ROAD NO 5, INDRAPRASTHA INDUSTRIAL AREA, KOTA, RAJASTHAN - 324005, INDIA	31.25
K.K.DISTILLERIES PVT. LTD.	U15511RJ1988PTC004659	E9, INDUSTRIAL AREA, KOTA RAJASTHAN, INDIA	33.33

AUDITOR AND AUDITOR'S REPORT

M/s VAG & Company, Chartered Accountants, Kota (**Firm registration Number: 003014C**), were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 29th November, 2014 for a period of five years 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")**.

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 "II")**

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. 2014-15.

The Internal Audit report for the financial year ended 31 March, 2015 is self explanatory and does not call for any further comments.

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. 2015-16.

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. 2014-15. The Secretarial Audit Report is annexed herewith as **(ANNEXURE "III")**.

The Secretarial Audit report for the financial year ended 31 March, 2015 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. 2015-16.

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

The operations of your company are not energy intensive, Furthermore, the Company does not have any manufacturing activity during financial year 2014-15. The Report is annexed herewith as **(ANNEXURE "IV")**.

Foreign exchange earnings and outgo is reported to be Nil during the financial year.

RELATED PARTY TRANSACTIONS:

There were no contracts or arrangements entered into by the company in accordance with provisions of Section 188 of the Companies Act, 2013. There are no materially significant related party transactions made by the

Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The Report is annexed herewith as **(ANNEXURE “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 MGT-9 as on the financial year ended 31st March, 2015 forms part of this Annual Report **(ANNEXURE “VI”)**

AUDIT COMMITTEE

The Audit Committee has been re-constituted as per Section 177 of the Companies Act, 2013 and the Listing Agreement with the Stock Exchange.

Composition

The Audit Committee consists of 4(Four) directors out of which three (3) are Independent Director on the last day of financial year 2014-15 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 Listing Agreement entered with Stock Exchange.

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

None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) read with rule 5, sub-rule 2 of The Companies (Appointment and Remuneration of Managerial Personnel) of the Companies Act, 2013 during the year under review.

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 live and promote these standards. The Company is committed to provide equal opportunities at 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 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: cbdl@chambalkota.in

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. The 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 cbdl@chambalkota.in has been establish. Mr. Raj Kumar Jain, Chairman of Audit Committee of the Company has been nominated by the Board as Ombuds person for this purpose. No employee was denied access to the Audit committee during the year.

RISK MANAGEMENT

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

- Discuss with senior management, the Company's Enterprise Risk Management (ERM) and provide Direction as may be needed;
- Reviewing risk disclosure statements in any public documents or disclosures
- The Risk management framework of the Company seeks to minimize adverse impact of risks on our key business objectives and enables the Company to leverage market opportunities effectively.
- The various key risks to key business objectives are as follows:

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

Funding Risk: To replace net outflows due to unanticipated out flows.

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 always believed in providing a safe and harassment free workplace for every individual through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15

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 website of the company on www.chambalkota.in

The code lays down guidelines advising them on procedure 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 year 2015-16 has been duly paid. **Scrip Code: 512301**

Postal Ballot

During the financial year 2014-15, Three (3) resolutions were passed through Postal Ballot. The said special resolutions were passed for authorizing the Board for following items:

- To shift Registered Office from the **STATE OF MAHARASHTRA TO STATE OF RAJASTHAN** pursuant to Section 12 of the Companies Act, 2013
- To sell, dispose off and / or transfer of whole or substantially whole of company's undertaking pursuant to u/s 180(1)(a) of the Companies Act, 2013
- To borrow money upto a sum of **Rs. 10,00,00,000/- (Rupees Ten Crores Only)** pursuant to u/s 180(1)(C) of the Companies Act, 2013

RESULT OF VOTING ARE AS BELOW:

Resolut- ion no	Total Votes	Votes in assent of proposed resolution	Votes in dissent of proposed resolution	Results
1	3241082	3234682	5400	99.80% in favor of the proposed resolution.
2	3241082	3234682	5400	99.80% in favor of the proposed resolution.
3	3241082	3234682	5400	99.80% in favor of the proposed resolution.

None of the business proposed to be transacted in the ensuing Annual General Meeting, requires passing through postal ballot.

DIRECTORS' RESPONSIBILITY STATEMENT

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

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed and that there are no material departures from the same;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

MANAGEMENT DISCUSSION & ANALYSIS AND CORPORATE GOVERNANCE REPORT:

As per the **SEBI Circular CIR/CFD/POLICY CELL/7/2014** dated **15th September, 2014**, compliance with the provisions of Clause 49 is not mandatory for the time being, in respect of the following class of companies:

- a. Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year;
- b. Companies whose equity share capital is listed exclusively on the SME and SME-ITP Platforms.

As such our Company falls in the ambit of aforesaid exemption (a); hence compliance with the provisions of Clause 49 of the Listing Agreement is not mandatory for our Company.

Consequently Management Discussion & Analysis report and Corporate Governance Report under Clause 49 of the Listing Agreement does not form part of the Annual Report for the Financial Year 2014-15

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: **8.08.2015**

Raj kumar Jain
DIRECTOR
DIN: 05182042

Parasram Jhamnani
CHAIRMAN
DIN: 01266196

ANNEXURE "I"

Analysis of Managerial Remuneration

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

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2014-15:

Name	Ratio
Mr. Parasram Jhamnani	Nil

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 2014-15: No increase in remuneration, during the year.

3. The percentage increase in the median remuneration of employees in the financial year 2014-15: No increase in remuneration of employees during the financial year 2014-15

4. The number of permanent employees on the rolls of company: - 8

5. The explanation on the relationship between average increase in remuneration and company performance: No increase in remuneration during the financial year 2014-15.

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:

The Company is engaged in trading and retailing of IMFL and beer. The net receipts from Operations during the year under review 18,35,171.00/- as against 5,34,02,958.00/- in the previous year. The profit/ (Loss) after tax is Rs. 1,85,763.46/- as against Rs. (21,42,597.80)/- in the previous year and no increase in remuneration during the financial year 2014-15.

7. variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:

Particular	31.03.2015	31.03.2014
Market Capitalization	Rs. 2.97 Crore	Rs. 0.74 Crore
Price earnings Ratio	196.5	Nil
Earnings Per Share	.02	(0.29)

8 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: NIL

9. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company: The Company is engaged in trading and retailing of IMFL and beer. The net receipts from Operations during the year under review 18,35,171.00/- as against 5,34,02,958.00/- in the previous year. The profit/ (Loss) after tax is Rs. 1,85,763.46/- as against Rs. (21,42,594.80)/- in the previous year and in the financial year only Rs. 42000/- (four Months) in paid to the Mr. Lalit Modi (Company Secretary).

10. The key parameters for any variable component of remuneration availed by the directors: No Key parameters.

11. 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: There is no such employee in the Company. Hence, this is not applicable.

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

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

Sd/-

PARASRAM JHAMNANI
CHAIRMAN
DIN: 01266196

PLACE : **KOTA**
DATE : **08.08.2015**

Annexure “II”

NOMINATION AND REMUNERATION POLICY Chambal Breweries & Distilleries Limited

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

To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.

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

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.

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:**Fixed pay:****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 "III"

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2015

[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
CIN: L99999RJ1985PLC046460
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 there on.

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, 2015 ('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, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 ;
 - (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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 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);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period).**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not notified hence not applicable to the Company during the audit period)**
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc.

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:

- duly passed the resolutions under section 180 of the Act, read with its applicable rules, as amended; and
- shifted its registered office from the state of Maharashtra to the state of Rajasthan.

Place: **Jaipur**
Date: **08.08.2015**

For V. M. & Associates
Company Secretaries

CS Vikas Mehta
ACS No.:28964
C P No.: 12789

ANNEXURE "IV"**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, 2015.

PLACE: KOTA

DATE : 08.08.2015

FOR AND ON THE BEHALF OF THE BOARD

FOR CHAMBAL BREWERIES AND DISTILLERIES LIMITED

Sd/-

PARASRAM JHAMNANI

CHAIRMAN

DIN: 01266196

ANNEXURE "V"**Form No. AOC-2**

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

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

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

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

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

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

PLACE: **KOTA**

for and on the behalf of the board

DATE : 08.08.2015**FOR CHAMBAL BREWERIES AND DISTILLERIES LIMITED**

Sd/-

PARASRAM JHAMNANI
CHAIRMAN
DIN: 01266196

**ANNEXURE “VI”
Form No. MGT-9**

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st march, 2015
[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
1	Sale of wine & Liquor	522008	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1.	RAJASTHAN TELEMATICS LIMITED G -247, ROAD NO 5,, INDRAPRASTHA INDUSTRIAL AREA, KOTA Rajasthan324005 INDIA	U64201RJ1986PLC003681	Associate	31.25	
2.	K.K.DISTILLERIES PVT LTD E9 INDUSTRIAL AREA , KOTA Rajasthan INDIA	U15511RJ1988PTC004659	Associate	33.33	

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	1198500	0	1198500	16	1203839	0	1203839	16.08	.08
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 /FII	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other									
Sub-total(A) (1)	1198500	0	1198500	16.00	1203839	0	1203839	16.08	.08
(2) Foreign									

a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individ	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/ FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of promoter (A)=(A)(1)+(A)(2)	1198500	0	1198500	16.00	1203839	0	1203839	16.08	.08
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	500	500	0.01	0	0	0	0.00	-0.01
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) FIIs	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	500	500	0.01	0	0	0	0.00	-0.01
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	1297334	14050	1311384	17.51	1312063	14050	1326113	17.71	0.20
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	340789	726697	1067486	14.25	647575	711997	1359572	18.15	3.90
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1981027	1929861	3910888	52.22	1669373	1929861	3599234	48.06	-4.16
c) Others (Specify)									
Sub-total (B)(2)	3619150	2670608	6289758	83.99	3629011	2655908	6284919	83.92	-0.06
Total Public Shareholding(B)=(B)(1)+(B)(2)	3619150	2671108	6290258	84.00	3629011	2655908	6284919	83.92	-0.07
C. Shares held by Custodian for GDRs & ADRs.	0	0	0	0	0	0	0	0	0
Sub-total (C)	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4817650	2671108	7488758	100	4832850	2655908	7488758	100	.01

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	558300	7.46	0.00	563639	7.53	0.00	0.07
2	BHARAT	329500	4.40	0.00	329500	4.40	0.00	0.00
3	VINOD KUMAR 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	1198500	16.00	0.00	1203839	16.08	0.00	0.07

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

Sl No.		Name of Promoter's	As On Date	Shareholding 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	PARASRAM JHAMNANI	01-04-14	558300	7.46	558300	7.46
	Date wise Increase / Decrease in Promoters Share holding during the year	+	13/06/2014	500	0.01	558800	7.46
		+	20/06/2014	1600	0.02	560400	7.48
		+	25/07/2014	1400	0.02	561800	7.50
		+	01/08/2014	100	0.00	561900	7.50
		+	08/08/2014	250	0.00	562150	7.51
		+	22/08/2014	289	0.00	562439	7.51
		+	29/08/2014	600	0.01	563039	7.52
		+	05/09/2014	600	0.01	563639	7.53
	At the End of the year		31/03/2015	0	0.00	563639	7.53
2	At the beginning of the year	BHARAT	01-04-14	329500	4.40	329500	4.40
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		

	At the End of the year		31/03/2015	0	0.00	329500	4.40
3	At the beginning of the year	VINOD KUMAR JHAMNANI	01-04-14	300000	4.01	300000	4.01
	Date wise Increase / Decrease in Promoters Share-holding during the year			NIL	NIL		
	At the End of the year		31/03/2015	0	0.00	300000	4.01
4	At the beginning of the year	JYOTI JHAMNANI	01-04-14	10700	0.14	10700	0.14
	Date wise Increase / Decrease in Promoters Share-holding during the year			NIL	NIL		
	At the End of the year		31/03/2015	0	0.00	10700	0.14

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

Sl No.	For Each of the Top 10 Shareholders	Name Of Shareholder's	As on DATE	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	SWASTIKA INVESTMART LIMITED	01/04/2014	631550	8.43	631550	8.43
	Date wise Increase/Decrease in Shareholding during the financial year		04/07/2014	-1001	0.01	630549	8.42
			11/07/2014	-2087	0.03	628462	8.39
			15/08/2014	-12000	0.16	616462	8.23
			29/08/2014	-800	0.01	615662	8.22
			05/09/2014	-13569	0.18	602093	8.04
			12/09/2014	-3225	0.04	598868	8.00
			19/09/2014	-2300	0.03	596568	7.97
			30/09/2014	-3700	0.05	592868	7.92
			10/10/2014	-11130	0.15	581738	7.77

			17/10/2014	-1800	0.02	579938	7.74
			24/10/2014	-400	0.01	579538	7.74
			31/10/2014	147	0.00	579685	7.74
			14/11/2014	-950	0.01	578735	7.73
			21/11/2014	-500	0.01	578235	7.72
			28/11/2014	-400	0.01	577835	7.72
			05/12/2014	-2060	0.03	575775	7.69
			12/12/2014	-2000	0.03	573775	7.66
			19/12/2014	-100	0.00	573675	7.66
			31/12/2014	-18400	0.25	555275	7.41
			20/02/2015	-5000	0.07	550275	7.35
			27/02/2015	-10000	0.13	540275	7.21
			06/03/2015	42707	0.57	582982	7.78
			13/03/2015	-12299	0.16	570683	7.62
			20/03/2015	-1400	0.02	569283	7.60
	At the End of the year		31/03/2015	0	0.00	569283	7.60
2	At the beginning of the year	YOGESH BHOJRAJ SHARMA	01/04/2014	371300	4.96	371300	4.96
	At the End of the year		31/03/2015	0	0.00	371300	4.96
3	At the beginning of the year	KUSUM CHAWLA	01/04/2014	315000	4.21	315000	4.21
	At the End of the year		31/03/2015	0	0.00	315000	4.21
4	At the beginning of the year	PIYUSH THAKAR	01/04/2014	314000	4.19	314000	4.19
	At the End of the year		31/03/2015	0	0.00	314000	4.19
5	At the beginning of the year	VIPUL THAKAR	01/04/2014	314000	4.19	314000	4.19
	At the End of the year		31/03/2015	0	0.00	314000	4.19
6	At the beginning of the year	ARCH CAPITAL ADVISORS LLP	01/04/2014	0	0.00	0	0.00
	Date wise Increase/ Decrease in Shareholding during the financial year		31/12/2014	100000	1.34	100000	1.34
			02/01/2015	100000	1.34	200000	2.67
			27/03/2015	56500	0.75	256500	3.43

	At the End of the year		31/03/2015	0	0.00	256500	3.43
7	At the beginning of the year	SHUSHILA GIDWANI	01/04/2014	206000	2.75	206000	2.75
	At the End of the year		31/03/2015	0	0.00	206000	2.75
8	At the beginning of the year	HEMANT BOHRA	01/04/2014	182811	2.44	182811	2.44
	At the End of the year		31/03/2015	0	0.00	182811	2.44
9	At the beginning of the year	RAJENDRA	01/04/2014	135000	1.80	135000	1.80
	Date wise Increase/Decrease in Shareholding during the financial year		21/11/2014	42400	0.57	177400	2.37
			27/02/2015	-19005	0.25	158395	2.12
			06/03/2015	-59400	0.79	98995	1.32
			27/03/2015	24325	0.32	123320	1.65
	At the End of the year		31/03/2015	0	0.00	123320	1.65
10	At the beginning of the year	SHRIKANT CHAWLA	01/04/2014	275000	3.67	275000	3.67
	Date wise Increase/Decrease in Shareholding during the financial year		27/02/2015	-14940	0.20	260060	3.47
			06/03/2015	-120100	1.60	139960	1.87
			13/03/2015	-19104	0.26	120856	1.61
			27/03/2015	-22329	0.30	98527	1.32
	At the End of the year		31/03/2015	-1587	0.02	96940	1.29
11	At the beginning of the year	ASSOCIATED STOCK BROKING PRIVATE LIMITED	01/04/2014	259462	3.46	259462	3.46
	Date wise Increase/Decrease in Shareholding during the financial year		18/04/2014	40029	0.53	299491	4.00
			02/05/2014	12000	0.16	311491	4.16
			30/05/2014	-800	0.01	310691	4.15
			06/06/2014	-500	0.01	310191	4.14
			13/06/2014	900	0.01	311091	4.15

			29/08/2014	-133231	1.78	177860	2.38
			13/03/2015	-79390	1.06	98470	1.31
			20/03/2015	16888	0.23	115358	1.54
			27/03/2015	-73263	0.98	42095	0.56
	At the End of the year		31/03/2015	38910	0.52	81005	1.08
12	At the beginning of the year	DEEPAK REAL ESTATE DEVELOPERS INDIA PRIV	01/04/2014	155556	2.08	155556	2.08
	Date wise Increase/Decrease in Shareholding during the financial year		10/10/2014	4101	0.05	159657	2.13
			20/03/2015	-155556	2.08	4101	0.05
	At the End of the year		31/03/2015	0	0.00	4101	0.05
13	At the beginning of the year	NEERAJ CHAWLA	01/04/2014	298750	3.99	298750	3.99
	Date wise Increase/Decrease in Shareholding during the financial year		16/01/2015	-10000	0.13	288750	3.86
			23/01/2015	-11700	0.16	277050	3.70
			20/02/2015	-100000	1.34	177050	2.36
			27/02/2015	-177050	2.36	0	0.00
	At the End of the year		31/03/2015	0	0.00	0	0.00

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding 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	Mr. PARASRAM JHAMNANI	558300	7.46	563639	7.53
2	Mr. VINOD KUMAR JHAMNANI	300000	4.01	300000	4.01
3.	MR. RAJ KUMAR JAIN	Nil	NIL	NIL	Nil
4.	MR. GAJRAJ SINGH	Nil	Nil	Nil	Nil

5.	MR. ANUPAM GARG	Nil	Nil	Nil	Nil
6.	MR. LALIT MODI	Nil	Nil	Nil	Nil
7.	MS. SWATHI RAJENDRA BATALKAR	Nil	Nil	Nil	Nil

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/WTG/ Manager	Total Amount

1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission – as % of profit - Others, specify	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act	Nil	Nil

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Raj kumar Jain	Mr. Gajraj Singh	Mr. Anupam Garg	
	Independent Directors				
	• Fee for attending board / committee meetings	Nil	Nil	Nil	Nil
	• Commission	Nil	Nil	Nil	Nil
	• Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
	Other Non-Executive Directors	Mr. Parasram Jhamnani			
	• Fee for attending board / committee meetings	Nil			Nil
	• Commission	Nil			Nil
	• Others, please specify	Nil			Nil
	Total (2)	Nil			Nil
	Total (B)=(1+2)	Nil			Nil
	Total Managerial Remuneration	Nil			Nil
	Overall Ceiling as per the Act	Nil			Nil

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	42000*	Nil	42000
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others, specify	Nil Nil	Nil Nil	Nil Nil
5	Others, please Specify	Nil	Nil	Nil
	Total	42000	Nil	42000

* The Salary mentioned is for a period of four months.

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.

PLACE: **KOTA**

for and on the behalf of the board

DATE : **08.08.2015****FOR CHAMBAL BREWERIES AND DISTILLERIES LIMITED**

Sd/-

PARASRAM JHAMNANI

CHAIRMAN

DIN: 01266196

INDEPENDENT AUDITOR'S REPORT

To,

The Members of

CHAMBAL BREWERIES & DISTILLERIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. **CHAMBAL BREWERIES & DISTILLERIES LIMITED** (the "company"), which comprise the Balance Sheet as at March 31, 2015, 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, 2015.
- (b) In the case of the Statement of Profit and Loss, of the Profit of the company for the year ended 31st March, 2015.
- (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, 2015 ("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 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and

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

i. the Company does not have any pending litigation which would impact its financial position.

ii. the Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

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

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

PLACE : KOTA

DATED: 30/05/2015

Sd/-

CA ARPIT JAIN
(PARTNER)
Membership No. 409781

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

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, 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.
- ii (a) The physical verification of inventory has been conducted at reasonable intervals by the management.
- (b) In our opinion and according to the information and explanation given to us, the procedure of physical verification of inventory followed by the management were found reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion the company has maintained proper records of the inventory. The discrepancies between physical stock and the book stock were not material and have properly dealt with in books of accounts.
- (iii) (a) The Company has granted loans to two 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, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of goods.. We have not observed any major weakness in the internal control system during the course of the audit.
- (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 2015 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.
- (c) According to the information and explanations given to us there were no amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act.
- (viii) The Company have accumulated losses of Rs. 2690696/- at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (x) In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) 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.

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

PLACE : **KOTA**

DATED: **30/05/2015**

Sd/-

CA ARPIT JAIN
(PARTNER)
Membership No. 409781

Chambal Breweries & Distilleries Limited
Balance Sheet as at 31 March, 2015

Particulars		Note No.	As at 31 March 2015	As at 31 March 2014
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2	74,887,580.00	74,887,580.00
	(b) Reserves and surplus	3	70,492,743.85	70,384,400.39
2	Non-current liabilities			
	(a) Long-term borrowings		-	-
3	Current liabilities			
	(a) Short-term borrowings		-	-
	(b) Trade payables			
	(c) Other current liabilities	4	70,708.00	123,040.00
	(d) Short Term Provisions	5	75,000.00	-
	TOTAL		145,526,031.85	145,395,020.39
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets	6		
	(i) Tangible assets		119,907.00	197,327.00
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(b) Non - Current Investments	7	17,000,000.00	17,000,000.00
	(c) Loans, Advances & Deposits	8	108,398,659.67	109,667,660.00
2	Current assets			
	(a) Inventories	9	-	1,649,745.00
	(b) Cash and cash equivalents	10	1,240,977.39	6,687,943.60
	(c) Short-term loans and advances	11	18,766,487.79	10,192,344.79
	TOTAL		145,526,031.85	145,395,020.39
	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

SD/-

CA ARPIT JAIN

(PARTNER)

M.No. 409781

Place : Kota

Date : 30/05/2015

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

SD/-

Director

SD/-

Director

SD/-

Chief Financial officer

SD/-

Company Secretary

Chambal Breweries & Distilleries Limited
Statement of Profit and Loss for the year ended 31 March, 2015

	Note No.	For the year ended 31 March, 2015	For the year ended 31 March, 2014
REVENUE			
Revenue from operations (gross)			
Sale of Stock in Trade	12	1,835,171.00	53,402,958.00
Other Income	13	1,389,370.00	398,909.00
Total revenue		3,224,541.00	53,801,867.00
Expenses			
(a) Purchase of Stock in Trade	14	-	47,629,464.36
(b) Changes in inventories of finished goods	15	1,649,745.00	1,345,747.00
(c) Employee benefits expense	16	531,000.00	1,120,700.42
(d) Finance costs	17	9,195.54	160,459.56
(e) Depreciation and amortisation expense	7	-	139,607.00
(f) Other expenses	18	773,837.00	5,551,856.43
Total expenses		2,963,777.54	55,947,834.77
Profit / (Loss) before exceptional and extraordinary items and tax		260,763.46	-2,145,967.77
Exceptional items		-	-
Profit / (Loss) before extraordinary items and tax		260,763.46	-2,145,967.77
Extraordinary items		-	-
Profit / (Loss) before tax		260,763.46	-2,145,967.77
Tax expense:			
(a) Current tax expense for current year		75,000.00	-
(b) Deferred tax		-	-
(c) Excess income tax Provision of Previous Year			-3,372.97
		75,000.00	-3,372.97
Profit / (Loss) from continuing operations		185,763.46	-2,142,594.80
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		185,763.46	-2,142,594.80
Earnings per equity share:-	19		
1) Basic		0.02	-0.29
2) Diluted		0.02	-0.29

The accompanying notes are integral part of the financial statements

As per our report of even date

For **VAG & COMPANY**

Chartered Accountants

FRN - 003014C

SD/

CA ARPIT JAIN

(PARTNER)

M.No. 409781

Place : Kota

Date : 30/05/2015

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

SD/-

Director

SD/-

Director

SD/-

Chief Financial officer

SD/-

Company Secretary

CHAMBAL BREWERIES & DISTILLERIES LIMITED
SCHEDULE FORMING PART OF AUDITED BALANCE SHEET AS AT MARCH 31, 2015
AND AUDITED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE

Note 1 on financial statement - Significant Accounting Policies

- 1) Accounting convention :
 The Financial statements have been prepared in accordance with the applicable accounting standards specified by the institute of chartered accountants of India.
 The Financial statements have also been prepared in accordance with the relevant provisions of Companies Act, 1956.
- 2) Recognition of Income & Expenditure :
 All Income and expenditure items having a material bearing on the financial statements are recognised on accrual basis.
 Dividend on shares held by the Company is accounted for as and when it is declared and interest on investment is accounted for 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 fright, 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 WDV of Office equipment of Rs 59505 is treated as residual value (Less than 5% of gross value) and depreciation ceased to be charged.
 In case of refrigerator management assume the residual value of Rs 60400/- (5% of 1208000/-).
 Hence rest of the amount of Rs 77420/- (137820-60400) is transfered to retained earnings.
- 4) Stock
 The stock in trade if any have been valued at cost or market price whichever is lower.
 statutes, shall be accounted for in the year of assessment.
- 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 balance sheet in accordance with the Accounting Standard AS 22 "Accounting for Taxes on Income" issued by The Institute of Chartered Accountants of India, (ICAI). The company has evaluated various elements of tax computation to determine whether any deferred tax asset or liability needs to be recognized.

M/S. CHAMBAL BREWERIES AND DISTILLERIES LTD.**Notes to Financial Statement for the year ended 31st March,2015**

Particulars	As At 31-03-2015	As At 31-03-2014
	Rs.	Rs.
EQUITY AND LIABILITIES		
SHARE HOLDERS' FUNDS		
2 SHARE CAPITAL		
Authorised		
10000000 Equity Shares of Rs.10/-each	100000000.00	100000000.00
(31st March-2013 :10000000 Equity shares of Rs.10/-each)		
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, 2015. and March31, 2014

	As at 31-03-2015		As At 31-03-2014	
	In Numbers	Rs.	In Numbers	Rs.
Shares outstanding at the beginning of the year	7488758	74887580.00	7488758	74887580.00
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	7488758	74887580.00	7488758	74887580.00

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

Equity Shares	31-03-2015	31-03-2014	31-03-2013	31-03-2012	31-03-2011
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 2015		As at 31 March 2014	
		No of Shares held	% of Holding	No of Shares held	% of Holding
1	Parasram Jhamnani	558300	7.46	558300	7.46

Notes to financial Statements for the year ended 31st March 2015

3) RESERVES AND SURPLUS

	As at 31-03-15	As at 31-03-14
A) SHARE PREMIUM :-		
Balance as per last Financial Statement	73183440.00	73183440.00
B) PROFIT AND LOSS ACCOUNT :-		
Add:- Profit /(Loss) for the year	-2799039.61	-656444.81
	185763.46	-2142594.80
Less: Refrigerator Written off	-77420.00	
	70492743.85	70384400.39

4) CURRENT LIABILITIES

Particulars	As at 31-03-15	As at 31-03-14
Sundry Creditors for Expenses	25000.00	72832.00
Audit Fees Payable	33708.00	33708.00
Statutory Dues Payable- TDS	12000.00	16500.00
Total Amount	70708.00	123040.00

5) SHORT TERM PROVISIONS

Particulars	As at 31-03-15	As at 31-03-14
Provision for Income Tax	75,000.00	0.00
	-	-
Total Amount	75,000.00	0.00

NON CURRENT ASSETS

6-FIXED ASSETS

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Balance as	Addition	Deletions	Balance as	Balance as	Depreciation/Writt-en off	Deduction	Balance as	Balance as	Balance as
	at 01-04-2014			at 31-03-2015	at 01-04-2014	Charge for the year		at 31-03-2015	at 31-03-2015	at 31-03-2014
A) Tangible Assets										
Office Equipment	1299000.00	-	-	1299000.00	1239495.00	0.00	-	1239495.00	59505.00	59505.00
Refrigerator	1208000.00	-	-	1208000.00	1070180.00	77420.00	-	1147600.00	60400.00	137820.00
Computer	1303000.00	-	-	1303000.00	1302999.00	0.00	-	1302999.00	1.00	1.00
Furniture	1250000.00	-	-	1250000.00	1249999.00	0.00	-	1249999.00	1.00	1.00
Total Assets	5060000.00	-	-	5060000.00	4862673.00	77420.00	-	4940093.00	119907.00	197327.00
Previous Year	5060000.00	-	-	5060000.00	4723066.00	139607.00	-	4862673.00	197327.00	N.A.

As per schedule II of Companies act 2013, the useful life of office equipment(5 Years) and Refrigerator (10 Years) are over. Hence WDV of Office equipment of Rs 59505 is treated as residual value(Less than 5% of gross value) and depreciation ceased to be charged.

In case of refrigerator management assume the residual value of Rs 60400/- (5% of 1208000/-) Hence rest of the amount of Rs 77420/- (137820-60400) is transferred to retained earnings.

Notes to financial Statements for the year ended 31st March 2015

	As at 31-03-15	As at 31-03-14
NON CURRENT ASSETS		
7) NON CURRENT INVESTMENT(VALUED AT COST)		
Investment in equity instruments (unquoted)		
<u>In fully paid -up Equity shares of :</u>		
Rajasthan Telematics Ltd.- 100000 shares of Rs.100/- each	15000000.00	15000000.00
(Previous year 100000 shares of Rs.100/- each)		
K.K Distilleries Pvt.Ltd. - 20000 shares of Rs.100/- each	2000000.00	2000000.00
(Previous year 20000 shares of Rs.100/- each)		
Total	17000000.00	17000000.00

	As at 31-03-15	As at 31-03-14
NON CURRENT ASSETS		
8) LONG TERM LOANS, ADVANCES & DEPOSITS		
(Unsecured, Considered Good unless otherwise stated)		
Loans & Advances to related parties	34370224.00	34482360
Loans & Advances to be recovered in cash or in kind or for value to be received	53670435.67	54677300
Advance for Purchase of Land to related parties	19658000.00	19808000.00
Deposit with Bombay Stock Exchange	700000.00	700000.00
	108398659.67	109667660.00
CURRENT ASSETS	As at 31-03-15	As at 31-03-14
9) INVENTORIES (Valued at lower of cost and net realisable value)		
Stock in Trade	0.00	1649745.00
	0.00	1649745.00

	As at 31-03-15	As at 31-03-14
10)CASH AND CASH EQUIVALENTS		
A) Balance with Banks	55916.99	375931.20
B) Cash on Hand	1185060.40	6312012.40
	1240977.39	6687943.60
11) SHORT-TERM LOANS AND ADVANCES		
(Unsecured, Considered Good)		
Income Tax Refund Receivable	185601.00	188571.00
Advance to Vendor	391518.79	391518.79
Advance recovered in cash or in kind or for value to be received	18050431.00	9572364.00
TDS on Interest	138937.00	39891.00
	18766487.79	10192344.79

Notes to financial statement for the year ended 31st March 2015

	31-03-2015	31-03-2014
12) REVENUE FROM OPERATIONS:-		
Details of Gross Sales under broad heads		
Sale of IMFL & Beer	1835171.00	53402958.00
Total	1835171.00	53402958.00

The contract of sale of IMFL and Beer has been originally granted to third person by the state of rajasthan. The company has entered into an agreement with the third party, whereby the contract is executed by the company.

	31-03-2015	31-03-2014
13) OTHER INCOME		
Interest Income	1389370.00	398909.00
Total	1389370.00	398,909.00

	3/31/2015	3/31/2014
14) PURCHASE OF STOCK IN TRADE		
Details of Gross Purchase under broad heads		
Purchase of IMFL & Beer	0	47629464.36
Total	0	47629464.36

	31-03-2015	31-03-2014
15) CHANGES IN INVENTORIES OF FINISHED GOODS		
Details of changes in inventory		
<u>Inventory at the end of the year</u>		
IMFL & Beer	0.00	1649745.00
<u>Less - Inventory at the beginning of the year</u>		
IMFL & Beer	1649745.00	2995492.00
Total	-1649745	-1345747

	31-03-2015	31-03-2014
16) EMPLOYEE BENEFITS EXPENSES		
Employee Benefits Expense		
a) Salaries ,Wages and Bonus	531000.00	1045000.00
b) Staff Welfare Expenses	0.00	75700.42
Total	531000.00	1120700.42

	31-03-15	31-03-14
17) FINANCE COST		
Bank Charges	9195.54	160459.56
Total	9195.54	160459.56

Notes to financial statement for the year ended 31st March 2015

	31-03-2015	31-03-2014
18) OTHER EXPENSES		
Auditors Remuneration	33708.00	33708.00
Conveyance & Travelling Exp.	14985.00	298490.00
Licence Fees Exp.	0.00	450000.00
Listing Fees	112360.00	28090.00
Office & General Exp.	18633.00	63575.96
Office Rent	118000.00	360000.00
Printing & Stationery	41356.00	93715.00
Legal & Professional fees	377151.00	315282.00
Repairs & Maintenance	0.00	56834.00
Tour & Travelling	0.00	234782.47
Sundry Balance Written off	8191.00	2595000.00
Excise Fees	0.00	247000.00
Insurance	0.00	10530.00
Administrative Expenses	0.00	18139.00
Misc Expenses	49453.00	245575.00
Postage & Courier Expenses	0.00	1135.00
Service Charges for use of Licence	0.00	500000.00
Total	773837.00	5551856.43
Payments to the Auditor as		
a) For Statutory Audit	22472.00	22472.00
b) For Taxation Matters	11236.00	11236.00
Total	33708.00	33708.00
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 (Face value of Rs 10/- Per shares)	0.02	-0.29

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 business 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 information available with the Company and relied upon by the auditors.

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

23) The Company has only one reportable business segment namely trading of IMFL and Beer

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

	31-03-2015	31-03-2014
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

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

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

I) Associate Companies

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

II) Key Management Personnel

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

III) Relatives of Key Management Personnel

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

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

Nature of Transactions	Associate Companies	Relatives of Key Managerial Personnel	Key Managerial Personnel	Total Rs
				14-15
Managerial Remuneration				
Purchases				
Sales				
Loan Advanced	NIL	NIL	NIL	NIL
Loan Advanced Received back	Rs 120000	(NIL)	NIL	Rs 120000
Advance for Purchase of Land received back	NIL	Rs 150000	NIL	Rs 150000
Amount Receivable as on Closing date	Rs 34370224	Rs 8636 Rs 19658000	NIL	Rs 54036860
Investment in Equity Shares	Rs.17000000/-			Rs.17000000/-

	<u>3/31/2015</u>	<u>3/31/2014</u>
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**

SD/-

CA ARPIT JAIN

(PARTNER)

M.No. 409781

Place : Kota

Date : 30/05/2015

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

SD/-

Director

SD/-

Director

SD/-

Chief Financial officer

SD/-

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	As At 31-03-2015 (Rs. In Lacs)	As At 31-03-2014 (Rs. In Lacs)
<u>Cash Flow from Operating Activities</u>		
'Net Profit before Tax	260,763.46	-2145967.77
<u>Adjustment for :</u>		
'Depreciation	0	139607
Preliminary Expenses Writtenoff	-	-
'Loss on sales of Fixed Assets	-	-
Profit/Loss on sales of Investments	-	-
'Dividend Income/ Interest Income	(1,389,370.00)	(398,909)
'Interest Expenses	-	-
'Operating Profit before Working Capital changes	(1128607)	(2405270)
<u>Adjustment for :</u>		
'Trade & Other receivables	(7,305,143)	2,260,654
'Inventories	1,649,745	1,345,747
'Trade Payable	(52,332)	46,851
'Cash generated from Operation	(6836336)	1247982
Less :		
'Taxes Paid	-	131,184.00
Net Cash from Operating Activities	(6836336)	1116798
<u>Cash Flow from Investing Activities</u>		
'Purchase of Fixed Assets / Capital Expenditure	-	-
'Sale of fixed Assets	-	-
'Purchase/ Sale of Investments	-	-
'Profit on Sale of Investment	-	-
'Dividend received / Interest Received	1,389,370.00	398,909.00
'Net Cash from Investing Activities	-	-
<u>Cash Flow from Financing Activities</u>		
'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)	(5446966)	1515707
Opening Balance of Cash & Cash Equivalents	6687944	5,172,237
Closing Balance of Cash & Cash Equivalents	1240977	6687944

VAG & COMPANY
FRN - 003014C
Chartered Accountants
CA ARPIT JAIN
Membership No. 409781

Place : KOTA
Dated : 30/05/2015

SD/-
Director

SD/-
Director

SD/-
Chief Financial officer

SD/-
Company Secretary

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 30 th Annual General Meeting of the company being held at Registered Office of the Company at A-7 Shopping Centre, Kota (Raj.) on Monday, 21 st September, 2015 at 11.30 A.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)

PROXY FORM

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

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

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

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

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

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

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Monday, 21st September, 2015 at 11.30 A.M. at the Registered Office of the Company at A-7 Shopping Centre, Kota (Raj.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso No.	Description	For*	Against*
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015.		
2.	Re-appointment of Directors eligible to retire by rotation: Mr. Parasram Jhamnani		
3.	Ratification of the appointment of M/s. VAG & Company Chartered Accountants, as Auditors of the Company		
4.	Appointment of Ms. Swathi Rajendra Betalkar (DIN: 07138469) as Whole Time Director of the Company		

Signed this..... Day of2015.

Signature of shareholder.....

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

**Affix
Rs.1
Revenue
Stamp**

Note: This form of Proxy, to be effective, should be deposited at the registered office of the Company not later than Forty- Eight Hours before the Commencement of the aforesaid meeting.



Chambal Breweries & Distilleries Limited