

DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 4 READ WITH REGULATIONS 13(4), 14(3) AND 15(2) AND OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 2011, AS AMENDED, (“SEBI (SAST) REGULATIONS, 2011”) AND REGULATION 31(A)(5) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

CHAMBAL BREWERIES AND DISTILLERIES LIMITED

Corporate Identification Number : L99999RJ1985PLC046460

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

Contact Number: +91 7443500607; Email Address: chambalbreweries@gmail.com; Website : www.chambalkota.in

Open Offer for acquisition of upto 19,47,077 (Nineteen Lakhs Forty Seven Thousand Seventy Seven only) fully paid-up equity shares of face value of ₹ 10.00/- each (Indian Rupees Ten) (“Offer Shares”) of Chambal Breweries And Distilleries Limited (“Target Company” or “TC”) representing 26.00% (Twenty Six Percent) of the Equity and Voting Share Capital (as defined below) from the Public Shareholders (as defined below) of the Target Company by M/s. Invade Agro Limited (“Acquirer”) pursuant to and in compliance with Regulation 4 read with Regulations 13(4), 14(3) and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 31(A)(5) Of Sebi (Listing Obligation And Disclosure Requirement) Regulations, 2015 as amended from time to time (“Open Offer” or “Offer”).

This detailed public statement (“DPS”) is being issued by Gretex Corporate Services Limited, (“the Manager to the Offer”), for and on behalf of the Acquirer to the public shareholders (as defined below) of the target company pursuant to and in compliance with Regulations 4 read with 13(4), 14(3), 15(2) and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI SAST Regulations”) along with Regulation 31(A)(5) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, pursuant to the public announcement dated May 30, 2025 (“PA” or “Public Announcement”) filed with BSE Limited (“BSE”) herein after referred to as the “Stock Exchange”, Securities and Exchange Board of India (“SEBI”) & sent to the registered office of the TC in compliance with Regulations 14(1) & 14(2) of the SEBI SAST Regulations 2011.

For the purpose of this DPS, the following terms shall have the meaning assigned to them below :

“Acquirer” means M/s. Invade Agro Limited (represented by its Managing Director – Mrs. Meenal Shrirang Patwardhan)

“Equity Shares” or “Shares” means the fully paid-up Equity Shares of the Target Company of the face value of ₹ 10/- (Rupees Ten Only) each.

“Identified Date” means the date falling on the 10th (tenth) working day prior to the commencement of the tendering period, for the purpose of determining the Public Shareholders to whom Letter of Offer shall be sent.

“Offer Period” has the same meaning as ascribed to it in the SEBI SAST Regulations.

“Tendering Period” means the period of 10 (ten) Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Offer, which shall be disclosed in the Letter of Offer;

“Public Shareholders” means all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer in compliance with the SEBI SAST Regulations, other than: (i) the Acquirer, (ii) Sellers, (iii) persons acting in concert with the Acquirer, (iv) the parties to any underlying agreement including the current Promoter of the Target Company and persons deemed to be acting in concert with such parties.

“Sellers” means Mr. Bharat Jhamnani, Mr. Parasram Jhamnani, Mr. Vinod Jhamnani,

“Share Purchase Agreement” or “SPA” means the share purchase agreement dated Friday, May 30, 2025, executed between the acquirer and sellers, pursuant to which the Acquirer have agreed to acquire 12,03,839 (Twelve Lakhs Three Thousand Eight Hundred and Thirty Nine Only) Equity Shares of the Target Company constituting 16.08% of the total voting share capital of the target company at the price of ₹ 5.50 (Indian Rupees Five and Paise Fifty Only) per Equity Shares Aggregating to ₹ 66,21,115 (Indian Rupees Sixty Six Lakhs Twenty One Thousand One Hundred Fifteen Only) from the Sellers.

“Working Day” means any working day of the SEBI.

Terms used but not defined herein shall have the same meaning as ascribed to them in the PA.

I. ACQUIRER, SELLERS, TARGET COMPANY AND OFFER

(A) DETAILS OF ACQUIRER

i. M/s. Invade Agro Limited (“Acquirer”)

- Name (Current name along with name changes in the past)** : The Company was originally incorporated on May 27, 2022, as a LLP in the name of “Invade Agro LLP” under the provisions of Limited Liability Partnership Act, 2008. Later on Company was converted from LLP to Unlisted Public Limited Company and consequently, the name of Company was changed to “M/s. Invade Agro Limited” and a Fresh Certificate of Incorporation consequent to Conversion was issued on March 16, 2024, by the Registrar of Companies, Central Registration Centre.
- Nature of Company** : M/s. Invade Agro Limited having CIN: U47214MH2024PLC421550 is a unlisted public limited company incorporated under the provisions of the Companies Act, 2013 situated at A-1110, Plot No. D-1, Centrum Business Square, Wagle Industrial Estate, Thane, Wagle I. E., Maharashtra-400 604, India, having permanent account number AAHCI5873P and represented by its Manging Director – Mrs. Meenal Shrirang Patwardhan, residing at Azad Nagar, D-2, 503/504, Brahmand CHS, Ghodbunder Road, Thane-400 610, Maharashtra, India.
- Nature of business** : The Company engages in the business of trading, import, export, marketing, supplying, retailers, whole-sellers and dealing, online, offline marketing, suppliers, distributors of agro products, chillies, pepper, cloves, turmeric, vegetables, herbs and other food items, cereal products, beverages, tea, coffee, cocoa, seeds, fruits, vegetable, milk products, poultry, animal husbandry and products thereof, dairy, and dairy products, vegetable and edible oils, provisions of all kinds, pickles, chutney, masalas, mixtures, vinegars, ketchups, juices, squashes, jams, jellies, custard powder, powder (edible) drinks, beverages, gelatines, essences, ice creams, milk, preparations, table delicacies and other eatables, table delicacies, fast food, frozen foods and other eatables, bakery products and confectionery items such as breads, biscuits, sweets, roti, pizza, papal, cakes, pastries, cookies, wafers, candoles, lemon drops, chocolate, chewing gum, to fees, lozenges, tinned, caned bottled products, milk cream, butter, butter scotch, sauce, ghee, cheese, condensed milk, milk powder, skimmed milk food, baby food, infant foods, milk products and milk preparation, soya milk products and preparation, soyabean based foods, protein foods, dietic products, health foods, cereal products, wheat lakes, poultry products, farm products, milk shakes, water ice products, yoghurt, mouth fresher, carbondioxide for beverages.
- Address** : A-1110, Plot No. D-1, Centrum Business Square, Wagle Industrial Estate, Thane, Wagle I. E., Maharashtra-400 604, India.
- Name of Group to which the Acquirer belongs** : The Acquire does not belong to any group.
- The Acquirer will form part of the Promoter Group of the Target Company, post the Open Offer.
- Name of shareholders of the Company:**
The Shareholders of the Company as on May 30, 2025 are as follows:

Sl. No.	Particulars	Shareholding as on 30-05-2025	
		Number of Equity Shares	Percentage Shareholding
(A) Promoters			
1.	Invade Grow Limited	80,14,034	19.44
2.	Meenal Shrirang Patwardhan	6,14,555	1.49
Total Promoters		86,28,589	20.93
(B) Public Shareholders		3,25,80,955	79.07
Total Shareholders (A+B)		4,12,09,544	100

- The Board of Directors of Acquirer comprises the following members:

Sl. No.	Name and Designation	DIN	Date of Appointment
1.	Meenal Shrirang Patwardhan (Managing Director)	09000788	16/03/2024
2.	Amey Sanjay Nimkar (Director)	10597462	20/04/2024
3.	Kumar Mahadeorao Masram(Director)	10671243	18/06/2024
4.	Trevor Valentine Dsouza(Director)	07047196	18/02/2025

- The key financial information of the Acquirer based on the audited financial statements a for the financial year ended March 31, 2024 and March 31, 2023 are as follows:

(in ₹ except EPS)

Particulars	Audited Financial Statements for the Financial Year Ended March 31	
	2024	2023*
Total Revenue from operations	-	1,50,000
Profit After Tax (PAT) & exceptional items	19,37,413	(24,73,998)
Earnings Per Share (₹)	0.39	-
Net worth / Shareholder's Fund	24,37,410	-

- The financial figures for 2023 reflect the performance of the LLP.**
- If the Acquirer is a listed entity, Stock Exchanges where its shares are listed** : Not applicable.
- Disclosures of relationship / interest, if any, of the Acquirer in the Target Company** : As on the date of this DPS, the Acquirer does not have any relationship / interest in the Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA. Further, the Acquirer does not hold any Equity Shares of the Target Company and does not belong to any group of the Target Company, however, it has agreed to buy 12,03,839 (Twelve Lakhs Three Thousand Eight Hundred and Thirty Nine Only) Equity Shares of the Target Company by way of the SPA. Consequent to the acquisition, the Acquirer will form part of the Promoter Group of the Target Company.
- The Net Worth as of March 31, 2025, stands at ₹ 30.96 Crores as certified by Mr. Manish R Bohra (Membership No. 058431), Partner of M/s. M R B & Associates, Chartered Accountants having office at A-102, 1st Floor, Shradha Heights Telly Gully Cross Road Andheri (E), Mumbai-400069, Maharashtra, India, Phone: (M) 9987030175, Mail : manish.b@mrbassociates.com. This certificate dated May 30, 2025, also confirms that the Acquirer has sufficient resources to meet the full obligations of the Offer.
- The “Acquirer” confirm that :
 - It has not been prohibited by SEBI from dealing in securities in terms of directions issued under section 11B of the SEBI Act, 1992 as amended (“SEBI Act”) or under any other regulation made under the SEBI Act.
 - It has not been categorized as a “willful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations, 2011.
 - It has not been declared as a “fugitive economic offender” under Section 12 of the Fugitive Economic Offenders Act, 2018.
 - The Acquirer undertake that it will not sell the equity shares of the Target Company, if any acquired during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations, 2011.
 - There are no pending litigations pertaining to the securities market where they are made party to, as on the date of this DPS
 - The representative of Acquirer is not in the Board of Director of the Target Company.

(B) DETAILS OF SELLERS:

The details of the Sellers as per the SPA are set out below:

Sl. No.	Name of Sellers	Changes in the name in the past	Nature of Entity / Individual	Part of Promoter Group (Yes / No)	Name of the stock Exchange in India or abroad where listed (if applicable)	Details of shares held by the Sellers			
						Pre-Transaction		Post Transaction	
						Number of Equity Shares	% of fully diluted Equity Share Capital of the Target Company	Number of Equity Shares	% of fully diluted Equity Share Capital of the Target Company
01.	Mr. Bharat Jhamnani residing at 627, Shashtri Nagar, Dadabari Kota- 324009, Rajasthan, India	Yes (Bharat)	Individual	Yes	Not Applicable	3,29,500 Equity Shares	4.40%	Nil	Nil
02.	Mr. Parasram Jhamnani residing at 627, Main road, Shashtri nagar, Dadabari Kota- 324009, Rajasthan.	No change in name	Individual	Yes	Not Applicable	5,63,639 Equity Shares	7.53%	Nil	Nil
03.	Mr. Vinod Jhamnani residing at 627, Shashtri Nagar, Dadabari Kota- 324009, Rajasthan	No change in name	Individual	Yes	Not Applicable	3,10,700* Equity Shares	4.15%	Nil	Nil

*Mr. Vinod Jhamnani is the beneficial owner of 10,700 equity shares currently held in the name of Ms. Jyoti Jhamnani. These shares are in the process of transmission to Mr. Vinod Jhamnani. Upon completion of the transmission process, Mr. Vinod Jhamnani will become the registered owner of the said shares.

Following the transmission, Mr. Vinod Jhamnani intends to sell these 10,700 equities shares along with the shares already held in his own name.

- Name of the group to which sellers belongs to** : The Sellers form part of the promoter group of the Target Company.
- In terms of the SPA, the Sellers has agreed to sell 12,03,839 (Twelve Lakhs Three Thousand Eight Hundred and Thirty Nine Only) representing 16.08% of Share Capital of the Target Company to the Acquirer. Post completion of the Open Offer, the Sellers ceases to be a shareholder and Promoters of the Target Company.
- The Sellers has not been prohibited by SEBI from dealing in securities in terms of direction issued under Section 11B of the SEBI Act, or under any of the regulations made under the SEBI Act.

(C) DETAILS OF TARGET COMPANY-CHAMBAL BREWERIES AND DISTILLERIES LIMITED (“CBDL”)

- The Target Company was originally incorporated on March 28, 1985, as a Public Limited Company in the name and style of “Pallicid Trades & Finance Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Maharashtra. Subsequently, the name of the Target Company was changed from “Pallicid Trades & Finance Limited” to “Chambal Breweries and Distilleries Limited” and a fresh Certificate of Incorporation was issued on March 11, 1994, by the Registrar of Companies, Mumbai. The Corporate Identification Number of the Target Company is L99999RJ1985PLC046460.
- The registered office of the Target Company is presently situated at House No. 30, 2nd Floor, DAV School Kei Pass, Talwandi, Kota, Rajasthan-324 005, India, Contact Number: +91 7443500607; Email Address: chambalbreweries@gmail.com; Website : www.chambalkota.in
- The Target Company is engaged in the business of -
 - Exporters, Importers, retailers, merchants, buyers, sellers, brokers, buying agents, selling agents, packers, re-packers, commission agents, factors, distributors, stockists, agents, traders and suppliers of and dealers of all classes and kinds of all or any chemicals (organic and / or inorganic, fire or heavy, their mixtures and formulation) its intermediates, pesticides and insecticides of all kinds including its formulations, jute, jute goods, jute cuttings, jute rejections, cotton, yarn wool, silk, handicraft, flax, hemp; rayon nylon and other fibrous materials and manmade fibres, textile fabrics, ready-made garments, food grains, foot products vegetable products, iron, steel, cement, paper, paper board, news print, stray board, hard board, tea, coffee, manures, fertilizers, electrical goods, sugar, sugarcane, malasses, plant and machinery, vehicles and other automobile pare parts, tractor and other agricultural implements, tyres, tubes, tyre cord sheets, rubber and rubber products plastic and plastic products, leather products, foot wear, hides, skins, metals and minerals and all other goods made thereof therefrom electricals, chemicals photographic, surgical and scientific equipments, instruments good and materials, cardials, drugs tanings, essence and pharmaceuticals, mineral and other water paints, pigments and varnishes. Compounds dye stuff, organic mineral intermediates, paint and colour grinders, oxygen, hydrogen, nitrogen, carbonic acid, acetylene dissolved or otherwise / and any other gases or any compounds or by products thereof engines, electropes, transformers, gas cylinders containers, compressors, welding machine and other apparatuses and machinery to be used for or in connection with the consumption gases directly or indirectly propertory articles of all kinds and for which generally to carry on business of merchants, traders, dealers, export house of any goods commodities and merchandise of any other description whatsoever as are incidental or conducive to the carrying on of all such business in India or abroad.
 - To carry on the business of financing in all its branches and in any moveable and immovable goods and property of any description and to carry on business as Mortgage Brokers, Financial Agents and to do all sorts of financing and guaranteeing business.
- As on date of this DPS, the authorized share capital of the Company is ₹ 10,00,00,000 (India Rupees Ten Crores only) divided into 1,00,00,000 (One Crores only) Equity Shares having face value of ₹ 10/- (Indian Rupees Ten only), and the total issued and paid-up share capital of the Company is ₹ 7,48,87,580 (Indian Rupees Seven Crore Forty Eight Lakhs Eighty Seven Thousand Five Hundred and Eighty only) divided into of 74,88,758 (Seventy Four Lakhs Eighty Eight Thousand Seven Hundred Fifty Eight only) Equity Shares of ₹ 10/- (Indian Rupees Ten only).
- Target Company has established its connectivity with both the National Securities Depository Limited and Central Depository Services (India) Limited under the ISIN INE417N01011.
- The entire issued, subscribed, paid up and voting equity capital of the Target Company is listed at BSE under Scrip Code of 512301 on BSE with effect from January 31, 1986.
- The Equity Shares of the Target Company are frequently traded on BSE (within the meaning of definition of “requently traded shares” under Regulation 2(1)(j) of the SEBI SAST Regulations).
- As of the date of this DPS, (i) there are no partly paid up Equity Shares; or (ii) it has not issued any convertible securities; (iii) it has not issued any warrants; (iv) there are no locked-in Equity Shares of the Target Company; and (v) there are no shares against which depository receipts have been issued.
- The present Board of Directors and KMP of Target Company are as follows:

Sr.	Name of Director	DIN/PAN	Designation	Sr.	Name of Director	DIN/PAN	Designation
01.	Mr. Parasram Jhamnani	01266196	Managing Director	04	Ms. Rinku Goyal	10454843	Non-Executive Independent Director
02.	Ms. Amrita Modi	07761166	Non-executive Director	05.	Mr. Vinod Jhamnani	AFHPJ6345G	Chief Financial Officer
03.	Mr. Anmol Jindal	07618593	Non-Executive Independent Director	06	Mr. Lalit Modi	CBPPM2302D	Company Secretary

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