

PUBLIC ANNOUNCEMENT (“PA”) UNDER REGULATION 4 READ WITH REGULATIONS 13(1) AND 15(1) OF 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 SUBSEQUENT AMENDMENTS THERETO.

**FOR 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, Rajasthan-324005, 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) fully paid-up equity shares of face value of ₹ 10.00/- each (Indian Rupees Ten) Equity Shares of Chambal Breweries And Distilleries Limited (“**Target Company**”) representing 26.00% 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(1) and 15(1) 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 as amended from time to time (“**Open Offer**”)*

On Friday, May 30, 2025 the Acquirer has entered into and executed a Share Purchase Agreement with the Sellers (as specified under the defined term Share Purchase Agreement) to acquire 12,03,839 (Twelve Lakhs Three Thousand Eight Hundred Thirty Nine Only) Equity Shares constituting 16.08% of the Equity and Voting Share Capital of the Target Company at a price of ₹5.50 per share (Rupees Five and Paise Fifty Only).

This Public Announcement (“PA” or “**Public Announcement**”) is being issued by **Gretex Corporate Services Limited** (“**Manager to the offer**”) for and on behalf of the Acquirer to the Public Shareholders (*as defined below*) of the Target Company in compliance with Regulation 4 read with Regulations 13(1) and 15(1) and other applicable provisions of 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.

1. Definitions:

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

- 1.2 **“Equity and Voting Share Capital”** means the total equity share capital of the Target Company as of the tenth (10th) working day from the closure of the Tendering Period of the Open Offer.
- 1.3 **“Equity Shares”** means the fully paid-up Equity shares of face value of ₹ 10/- (Rupees Ten Only) each of Target Company.
- 1.4 **“Offer Shares”** means 19,47,077 (Nineteen Lakhs Forty Seven Thousand Seventy Seven Only) Equity Shares constituting of 26.00% Equity and Voting Share Capital of the Target Company.
- 1.5 **“Public Shareholders”** means all the 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 persons deemed to be acting in concert with such parties.
- 1.6 **“Tendering Period”** means the period of 10 (ten) Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Open Offer, which shall be disclosed in the LoF (*as defined hereinbelow*).
- 1.7 **“SEBI (SAST) Regulations”** means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
- 1.8 **“Seller”** means a) Mr. Paras Ram Jhamnani b) Mr. Bharat Jhammani c) Mr. Vinod Jhamnani
- 1.9 **“Share Purchase Agreement” or “SPA”** means the Share Purchase Agreement dated Friday, May 30, 2025 whereby 12,03,839 (Twelve Lakhs Three Thousand Eight Hundred Thirty Nine Only) Equity Shares agreed to be acquired by the Acquirer at the price of ₹ 5.50/- (Rupees Five and paisa Fifty only) per Equity Shares Aggregating to ₹ 66,21,115 (Rupees Sixty Six Lakhs Twenty One Thousand One Hundred Fifteen only) from the Sellers.
- 1.10 **“Stock Exchange”** means BSE Limited (**“BSE”**).
- 1.11 **“Working Day”** means any working day of Securities and Exchange Board of India (**“SEBI”**).

2. Open Offer Details:

Particulars	Details
Open Offer Size	The Acquirer hereby makes this Open Offer to the Public Shareholders of the Target Company to acquire upto the Offer Shares i.e. 19,47,077 (Nineteen Lakhs Forty Seven Thousand Seventy Seven Only) Equity Shares held by the Public

	Shareholders, representing 26.00% of the Equity and Voting Share Capital of the Target Company, at a price of ₹ 6/- (Rupees Six Only) per equity share aggregating to a total consideration of ₹ 1,16,82,462 (Rupees One Crores Sixteen Lakhs Eighty Two Thousand Four Hundred Sixty Two Only) (assuming full acceptance) (“ Maximum Consideration ”) subject to the receipt of statutory approvals as may be required, and other terms and conditions mentioned in this Public Announcement, and as will be set out in the detailed public statement (“ DPS ”), and the letter of offer (“ LoF ”) that are proposed to be issued for the Open Offer in accordance with the SEBI (SAST) Regulations.
Open Offer price / Consideration	<p>The Equity Shares of the Target Company are frequently traded on the Stock Exchanges in terms of the SEBI (SAST) Regulations. Open Offer is being made at a price of ₹ 6.00/- (Rupees Six Only) per Equity Share (the “Offer Price”), which has been determined in accordance with Regulation 8(2)(d) of the SEBI (SAST) Regulations.</p> <p>Assuming full acceptance in the Open Offer, the total consideration payable by the Acquirer under the Open Offer will be the Maximum Consideration i.e. ₹ 1,16,82,462 (Rupees One Crores Sixteen Lakhs Eighty Two Thousand Four Hundred Sixty Two Only).</p>
Mode of Payment (Cash / Security)	The Offer Price will be paid in cash by the Acquirer in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
Type of Offer (Triggered offer—voluntary offer/ competing offer, etc.)	This Open Offer is a triggered open offer made by the Acquirer under Regulation 4 of the SEBI (SAST) Regulations read with Regulation 31(A)(5) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. This Open Offer is not subject to any minimum level of acceptance as per Regulation 19(1) of the SEBI (SAST) Regulations. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

3. Transaction which has triggered the open offer obligation (the “Underlying Transaction”):

- 3.1. The Acquirer has entered into the SPA, pursuant to which the Acquirer has agreed to purchase 12,03,839 (Twelve Lakhs Three Thousand Eight Hundred Thirty Nine Only) Equity Shares (“**Sale Shares**”) of the Target Company from the Seller. The sale of the Sale Shares under the SPA is proposed to be executed at the price of ₹ 5.50 (Rupees Five and Paise Fifty Only) per Sale Share, subject to the terms and conditions as set out in the SPA.
- 3.2. The Acquirer intends to reclassify its status as a Promoter of the Target Company in accordance with Regulation 31A(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3.3. A tabular summary of the underlying transaction is set out below:

Details of underlying transaction						
Type of Transaction (Direct / Indirect)	Mode of Transaction (Agreement / Allotment / market Purchase)	Shares / Voting rights acquired / proposed to be acquired		Total Consideration for shares / voting rights acquired (in INR)	Mode of Payment (Cash / Securities)	Regulation which has triggered
		Number	% vis-à-vis total equity and voting share capital			
Direct Acquisition	Share Purchase Agreement dated May 30, 2025	12,03,839 (Twelve Lakhs Three Thousand Eight Hundred Thirty Nine Only)	16.08% (Sixteen Point Zero Eight percent)	₹66,21,115 (Rupees Sixty Six Lakhs Twenty One Thousand One Hundred Fifteen only)	Cash	Regulation 4 of the SEBI (SAST) Regulations

4. Acquirer and PAC(s):

Details	Acquirer
Name of Acquirer/PAC	M/s. Invade Agro Limited (Acting through its Managing Director– Meenal Shrirang Patwardhan)
Principal Office/Residential Address of the Acquirer/PAC	Building No. 802, Embassy Centre, Plot No. 207, Jamnalal Bajaj Marg, Nariman Point, Mumbai-400021, Maharashtra, India
Name(s) of persons in control/promoters of Acquirers/PAC where Acquirers/PAC are companies	1. Invade Grow Limited 2. Meenal Shrirang Patwardhan
Any other interest in the Target Company	To the extent of shareholding and management control. The Acquirer will be forming part of Promoter Group of Target Company. To the extent of shareholding and management control. The Acquirer will be forming part of Promoter Group of Target Company.

Note: No person are acting in concert with the Acquirer for the purposes of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations (“**Deemed PACs**”), such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations.

The Acquirer is not prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

3. Details of selling shareholder (i.e. the Seller):

Name of the Seller	Part of promoter group (Yes/No)	Details of Shares / Voting rights held by the selling shareholder			
		Pre-Transaction		Post-Transaction	
		Number of Equity shares	%	Number of Equity shares	%
Mr. Bharat Jhamnani residing at 627, Shashtri Nagar, Dadabari Kota-324009, Rajasthan,	Yes	3,29,500 Equity Shares	4.40%	Nil	Nil
Mr. Parasram Jhamnani residing at 627, Main road, Shashtri nagar, Dadabari Kota- 324009, Rajasthan.	Yes	5,63,639 Equity Shares	7.53%	Nil	Nil
Mr, Vinod Jhamnani residing at 627, Shashtri Nagar, Dadabari Kota-324009, Rajasthan	Yes	3,10,700* Equity Shares	4.15%	Nil	Nil
Total		12,03,839 Equity Shares	16.08 %	Nil	Nil

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

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

4. Details of Target Company:

Name	Chambal Breweries and Distilleries Limited
CIN	L99999RJ1985PLC046460
Registered Office	House No. 30 2 nd Floor, DAV School Kei Pass, Talwandi, Kota, Rajasthan- 324005, India
Exchange where listed	The Equity Shares of the Target Company are listed on BSE Limited (Security Code: 512301) (Symbol: CHMBBRW). The ISIN of Equity Shares of the Target Company is INE417N01011.

5. Other details:

- a. The PA is made in compliance with Regulations 13, 14, and 15(1) of the SEBI (SAST) Regulations.
- b. The details of Open Offer will be published in the newspaper vide the DPS on or before Friday, June 06, 2025 i.e. within 5 (five) Working Days of this PA, in compliance with the Regulation 13(4) of the SEBI (SAST) Regulations.
- c. The Acquirer undertakes that it is aware of and will comply with its obligations under the SEBI (SAST) Regulations and has adequate financial resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- d. The Open Offer is not conditional upon any minimum level of acceptance in term of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- e. This Open Offer and the underlying transactions are subject to the satisfaction of certain conditions precedent as specified under the SPA, and receipt of statutory approvals, if any. This Open Offer is also subject to other terms and conditions mentioned in this PA, and as will be set out in the DPS, and the LoF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- f. The Acquirer does not intend to delist the Target Company pursuant to this Open Offer.
- g. This Public Announcement is expected to be available on the website of SEBI and on the website of the Stock Exchanges where the Target Company is listed.
- h. The Acquirer is severally responsible for ensuring compliance with the applicable provisions of the SEBI (SAST) Regulations and the obligations as stated in the SEBI (SAST) Regulations.

- i. All the information in this PA is true and correct.
- j. All the information pertaining to the Target Company contained in this PA has been compiled from information published or publicly available sources.

ISSUED BY MANAGER TO THE OFFER:



Gretex Corporate Services Limited

SEBI Registration No.: INM000012177

(CIN No.: L74999MH2008PLC288128)

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Tel. No.: 022 69308500;

Email: info@gretexgroup.com ;

Website: www.gretexcorporate.com;

Contact Person: Mr. Arvind Harlalka

For and on behalf of the Acquirer

Sd/-

Ms. Meenal Shrirang Patwardhan

Managing Director (DIN: 09000788)

M/s. Invade Agro Limited

Address: Building No. 802, Embassy Centre, Plot No. 207, Jamnalal Bajaj Marg, Nariman Point,
Mumbai-400021, Maharashtra, India

Place: Mumbai

Date: Friday, May 30, 2025