

Industries Limited

**THIRTY-FIFTH ANNUAL REPORT
2023-2024**

BLOSSOM

Industries Limited

35th Annual Report 2023-24

BOARD OF DIRECTORS

Mr. Satan S. Bharwani	(DIN: 00183286)	Chairman Emeritus
Mr. Nihar Jambusaria (w.e.f. 1 st April 2024)	(DIN: 01808733)	Chairman & Additional (Independent) Director
Mr. Amit Khemani	(DIN: 00057283)	Managing Director
Mr. Vincent Vaz	(DIN: 02067875)	Whole-time Director-cum-CFO
Mr. Satyan Israi (w.e.f. 25 th November 2023)	(DIN: 01174081)	Additional (Independent) Director
Ms. Bhakti Shah (w.e.f. 1 st April 2024)	(DIN: 07638958)	Additional (Independent) Director
Dr. Keshava Patkar (w.e.f. 6 th June 2024)	(DIN: 07672085)	Additional (Independent) Director
Late Dr. S. D. Israni (Upto 25 th August 2023)	(DIN: 00125532)	Independent Director
Upto 31 st March 2024:		
Mr. P. R. Barpande	(DIN: 00016214)	Independent Director
Mr. D. T. Khilnani	(DIN: 01824655)	Independent Director
Padmashree Ms. Lila Poonawalla	(DIN: 00074392)	Independent Director
Dr. P. Kotaiah	(DIN: 00038420)	Independent Director
Mr. Harsh Vardhan Jajoo	(DIN: 00758308)	Independent Director

COMPANY SECRETARY

Mr. Haresh Thakkar

STATUTORY AUDITORS

M/s. CNK & Associates LLP

Chartered Accountants,
Mumbai

INTERNAL AUDITOR

Aneja Associates

Chartered Accountant,
Mumbai

REGISTRAR AND TRANSFER AGENT (R & TA)

M/s. Link Intime India Pvt. Ltd

C 101, 247 Park, L B S Marg,
Vikhroli - West, Mumbai - 400 083

Tel No: 022 - 4918 6270

Fax No: 022 - 4918 6060

Email: rnt.helpdesk@linkintime.co.in

SECRETARIAL AUDITOR

M/s. VPP & Associates

Practising Company Secretaries,
Mumbai

REGISTERED OFFICE & PLANT

Village Jani Vankad,
Nani Daman, Daman - 396210 (U.T.)

COST AUDITOR

Mr. GirikrishnaManiar

Cost Accountant,
Mumbai

NOTICE

To,
The Members,
BLOSSOM INDUSTRIES LIMITED

Notice is hereby given that the **Thirty-Fifth** Annual General Meeting of the Members of **BLOSSOM INDUSTRIES LIMITED** will be held on **Friday, 30th August 2024 at 10.30 a.m.** through video conference (VC)/ other audio visual means (OAVM), to transact the business mentioned hereunder:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement comprising of the Balance Sheet as at March 31, 2024, Statement of Profit & Loss, Cash Flow Statement for the year ended on that date together with the Notes and the Reports of the Board of Directors (the Board) and the Auditor thereon.
2. To appoint a Director in place of Mr. Amit Khemani (DIN: 00057283), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Vincent Vaz, (DIN: 02067875) as the Whole-time Director-cum-Chief Financial Officer (CFO) of the Company, liable to retire by rotation, for a period of three (3) years with effect from 28th January, 2025 till 27th January, 2028, on the terms and conditions, including remuneration, as stated in the explanatory statement annexed to this Notice;

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Vincent Vaz as the Whole-time Director-cum-CFO, the Company has no profits or its profits are inadequate, he shall be paid remuneration including perquisites as permitted under Schedule V of the Companies Act, 2013, as amended from time to time, subject to the approval of the Central Government, if and to the extent necessary and applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which shall include duly authorized Nomination and Remuneration Committee thereof for the time being in force exercising the powers conferred upon it by the Board) be and is hereby

authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid re-appointment, including but not limited to the remuneration payable to Mr. Vincent Vaz, from time to time, in accordance with and subject to the limits as stated in the explanatory statement annexed to this Notice or as may be stipulated by the Central Government, if and to the extent necessary and applicable and to do all such acts, deeds, matters and things for giving effect to this resolution.

RESOLVED LASTLY THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person, to give effect to the aforesaid resolution.”

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (hereinafter referred to as ‘the Act’) and based on the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. Satyan Israni** (DIN: 01174081), who was appointed as an Additional Director (in the capacity of an Independent Non-executive Director) of the Company by the Board of Directors with effect from November 25, 2023, and who is not disqualified to become a Director under the Act and who meets the criteria of independence as provided in Section 149 of the Act and who has submitted a declaration to that effect and who is eligible for appointment as the Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company and being eligible, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years commencing from November 25, 2023 to November 24, 2028, on the terms and conditions as set out in the Explanatory Statement pursuant to Section 102 of the Act annexed to this Notice;

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable, including filing the required forms or documents with regulatory authorities, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (hereinafter referred to as ‘the Act’) and based on the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. Nihar Jambusaria** (DIN: 01808733), who was appointed as an Additional Director (in the capacity of an Independent Non-executive Director) of the Company by the Board of Directors with effect from April 01, 2024, and who is not disqualified to become a Director under the Act and who meets the criteria of independence as provided in Section 149 of the Act and who has submitted a declaration to that effect and who is eligible for appointment as the Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company and being eligible, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years commencing from April 01, 2024 to March 31, 2029, on the terms and conditions as set out in the Explanatory Statement pursuant to Section 102 of the Act annexed to this Notice;

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable, including filing the required forms or documents with regulatory authorities, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (hereinafter referred to as ‘the Act’) and based on the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Ms. Bhakti Shah** (DIN: 07638958), who was appointed as an Additional Director (in the capacity of an Independent Non-executive Director) of the Company by the Board of Directors with effect from April 01, 2024, and who is not disqualified to become a Director under the Act and who meets the criteria of independence as provided in Section 149 of the Act and who has submitted a declaration to that

effect and who is eligible for appointment as the Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director of the Company and being eligible, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years commencing from April 01, 2024 to March 31, 2029, on the terms and conditions as set out in the Explanatory Statement pursuant to Section 102 of the Act annexed to this Notice;

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable, including filing the required forms or documents with regulatory authorities, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

7. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) (hereinafter referred to as ‘the Act’) and based on the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Dr. Keshava Patkar** (DIN: 07672085), who was appointed as an Additional Director (in the capacity of an Independent Non-executive Director) of the Company by the Board of Directors with effect from June 6, 2024, and who is not disqualified to become a Director under the Act and who meets the criteria of independence as provided in Section 149 of the Act and who has submitted a declaration to that effect and who is eligible for appointment as the Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of a Director of the Company and being eligible, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years commencing from June 6, 2024 to June 5, 2029, on the terms and conditions as set out in the Explanatory Statement pursuant to Section 102 of the Act annexed to this Notice;

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable, including filing the required forms or documents with regulatory authorities, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”



**By Order of the Board of Directors of
Blossom Industries Limited**

Amit A. Khemani
Managing Director
DIN: 00057283

Date: 06th June, 2024

Place: Mumbai

CIN: U31200DD1989PLC003122

Registered Office:

Village Jani Vankad, Nani Daman,
Daman - 396 210 (U.T.)

NOTES:

- A.** The Ministry of Corporate Affairs ("MCA") has, vide its circular dated September 25, 2023 read with circulars dated December 28, 2022, May 5, 2020, April 8, 2020 & April 13, 2020 (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue upto September 30, 2024. In accordance with, the said circulars of MCA and applicable provisions of the Act, the 35th AGM of the Company shall be conducted through VC / OAVM. National Securities Depository Limited (NSDL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The venue of the meeting shall be deemed to be the Registered Office of the Company at Village Jani Vankad, Nani Daman, Daman - 396210 (U.T.).
- B.** As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- C.** The Members can join the 35th AGM in the VC/OAVM mode 20 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- D.** The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 23rd August 2024 to Friday, 30th August 2024, inclusive of both the days.
- E.** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out above is annexed hereto
- F.** In accordance with the MCA circulars, the 35th Annual Report inclusive of the Notice of AGM, Board Report, Auditor's report, Financial Statements and other documents are being sent in electronic mode only to those Members whose e-mail address is registered with the Company or the Depository Participant(s).
- G.** Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Transfer Agent at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name, folio no. and address of the Member, self-attested copy of the PAN card, and self-attested copy of any address proof (eg.: Driving License, Election Identity Card, Passport). Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. Members whose email id are not registered and wish to receive the 35th Annual Report of the Company are requested to refer point R.II.
- H.** The attendance of the Members present at the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- I.** The Notice of AGM along with Annual Report for the financial year 2023-24, is available on the website of the Company at <https://blossombeverages.in/investors.html>. AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- J.** As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance along with their name, demat account number / folio number, email id, mobile number at blossom@bildaman.com to register themselves as speaker attendee. Questions / queries should be sent during Friday, 23rd August 2024 to Tuesday, 27th August 2024. Only those queries which are registered during the said period will be answered to during the AGM. The Company reserves the right to restrict the number of questions, depending upon availability of time as appropriate for smooth conduct of the AGM.
- K.** The voting rights shall be as per the number of equity shares held by the Member(s) as on Friday, 23rd August 2024, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- L.** All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on blossom@bildaman.com.
- M.** During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, Audit Reports and all other statutory documents shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.

N. Members are requested to:

1. Intimate to the Company or its Registrar and Share Transfer Agent immediately, of any change in their address.
2. Send all correspondence to the Registrar and Share Transfer Agent at the following address upto the date of book closure to:

M/s. Link Intime India Pvt. Ltd

C 101, 247 Park, L B S Marg,

Vikhroli - West, Mumbai – 400 083

Tel No: 022 - 4918 6270

Fax No: 022 - 4918 6060

Email: rnt.helpdesk@linkintime.co.in

3. Quote Registered Folio Numbers/ DP ID/ Client ID in all the correspondence.
4. Members holding shares in dematerialized form (electronic form) are requested to intimate any change in their address directly to their respective Depository Participants.
5. Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registered Office or from its R & TA at either of the aforesaid addresses.
6. The Ministry of Corporate Affairs had vide its Notification dated September 10, 2018 made it mandatory w.e.f. October 2, 2018 for the Unlisted Public Company to have connectivity with the depository i.e. NSDL or CDSL, for dematerialization of securities to enable security holders to hold their securities in dematerialized mode. Further, transfer as well as issue of securities of Unlisted Public Company on or after October 2, 2018 can only be done in dematerialized form. Thus, shareholders can hold shares in demat or physical mode, however, in case of request for transfer, it can be proceeded only in demat mode. In view of the above and to avail benefits of dematerialization, members are advised to dematerialize shares held by them in physical mode.

Kindly note that the Company has connectivity with CDSL as well as NSDL and its ISIN is **INE264D01026**.

O. As required under Secretarial Standards 2, the details of Mr. Amit Khemani, Mr. Vincent Vaz, Mr. Satyan Israni, Mr. Nihar Jambusaria, Ms. Bhakti Shah and Mr. Keshava Patkar, Directors proposed to be appointed/re-appointed at this Annual General Meeting is annexed as Annexure A to this Notice.

P. The Company is providing e-voting facility to transact all the resolutions mentioned in the Notice of this meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under before the AGM as well as at the AGM for the members attending through Video Conferencing.

Q. In case of any queries relating to e-voting or attending AGM through VC/OAVM, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mr. Abhijeet Gunjal at evoting@nsdl.co.in or Mr. Bharat Gopalani, Sr. Manager – Accounts & Finance, Blossom Industries Limited, Village Jani Vankad, Nani Daman, Daman – 396210 (U.T.) on 0260 – 6687800 or email on bharat@bildaman.com.

R. Process for attending the AGM and voting through electronic means is as under:

I. The instructions for members for Remote E-Voting are as under:-

The remote e-voting period begins on Tuesday, 27th August 2024 at 9:00 A.M. and ends on Thursday, 29th August 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step I: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="592 993 1015 1235" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

1. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

2. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the

email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

3. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

4. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
5. Now, you will have to click on "Login" button.
6. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step I, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@hkacs.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mr. Abhijeet Gunjal at evoting@nsdl.co.in

II. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to blossom@bildaman.com

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to blossom@bildaman.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step I (A)** i.e. **Login method for e-Voting and**

joining virtual meeting for Individual shareholders holding securities in demat mode.

Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

III. The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

IV. Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further, Members are requested to use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance during period mentioned above, mentioning their name, demat account number/folio number, email id, mobile number at blossom@bildaman.com. The same will be replied by the company suitably.

- S.** The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, 23rd August, 2024.
- T.** The Board of Directors of the Company at their meeting held on 06th June, 2024 has appointed Mr. Hemanshu Kapadia, Practising Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- U.** The Scrutinizer shall immediately after the conclusion of the general meeting held through Video Conferencing, scrutinize the entire e-voting process and make, within a period not exceeding three (3) days from the conclusion of the meeting a Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- V.** The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared alongwith the report of the scrutinizer shall be placed on the website of the Company i.e. <http://www.blossombeverages.in>.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 3:

Mr. Vincent Vaz (DIN: 02067875), Whole-time Director-cum-CFO of the Company, is a qualified Chartered Accountant having experience of over two decades in the field of finance, accounts and taxation. He has been associated with Blossom Industries Limited for more than 25 years. Over the years, his knowledge, expertise and understanding of beer industry has immensely benefited in the Company's progress. His tenure as the Whole-time Director-cum-CFO of the Company expires on the 27th January, 2025. Taking into account his vast experience in the Brewery industry, the Board in its Meeting held on the 06th June 2024, based on the recommendation of Nomination and Remuneration Committee proposed his re-appointment as the Whole-time Director-cum-CFO w.e.f. 28th January, 2025 for a period of 3 years and liable to retire by rotation, subject to approval of the members of the Company.

The remuneration shall be as under:

- a) Salary: Rs. 4,75,016/- per month
- b) Commission: 1% p.a. of the Net Profit calculated u/s 198 of the Companies Act, 2013.
- c) The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as the Whole-time Director of the Company.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, he shall be paid remuneration as per provision of Section II of Part II of Schedule V of the Companies Act, 2013 as the Minimum Remuneration. The additional information as required under Part II of Schedule V to the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

- (1) Nature of Industry: Manufacture of Beer
- (2) Date of Commencement of commercial production: November 17, 1994
- (3) In case of new Companies, expected date of Commencement of activities as per project approved by Financial Institutions appearing in the Prospectus: Not Applicable
- (4) Financial Performance based on given indicators:
(Rs. in lakhs)

Particulars	Year ended 31st March		
	2023	2022	2021
Financial Parameters			
Turnover	30,764.71	21,734.71	19,863.29
Other Income	2,549.57	2,488.34	1,953.16
Profit before tax	3,560.81	2,687.90	1,576.30
Profit after tax (as per Profit & Loss Account)	2,710.02	2,009.06	1,153.37
Net Worth	20,098.00	17,387.97	15,424.72

- (5) Foreign Investments or Collaborations, if any: There is no foreign investment or collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

Mr. Vincent Vaz (DIN: 02067875):

- (1) Background details: Mr. Vincent Vaz, Whole-time Director-cum-CFO of the Company is a qualified Chartered Accountant with over two decades of experience in the field on finance, accounts and taxation.
- (2) Past Remuneration:
 - a) Salary: Rs. 4,75,016/- per month
 - b) Commission: 1% p.a. of the Net Profit calculated u/s 198 of the Companies Act, 2013.
 - c) The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as the Whole-time Director of the Company.

- (3) Recognition/Awards: With his continued support and expertise during his association with Blossom, the Company has been presented with various awards.
- (4) Job Profile and Suitability: He has been associated with Blossom Industries Limited for more than 25 years including 16 years of association as the Whole-time Director. Over the years, his expertise, knowledge and understanding of liquor and beer industry has immensely benefited in the Company's progress.
- (5) Remuneration proposed w.e.f. 28th January, 2025:
 - a) Salary: Rs.4,75,016/- per month
 - b) Commission: 1% p.a. of the Net Profit calculated u/s 198 of the Companies Act, 2013.
 - c) The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as the Whole-time Director of the Company.
- (6) Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person: The remuneration payable to Mr. Vincent Vaz commensurate with his qualification, experience, the duties and responsibilities entrusted to him.
- (7) Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any: Mr. Vincent Vaz has no pecuniary relationship, directly or indirectly with the Company or with any managerial personnel, other than his present office as the Whole-time Director-cum-CFO and he does not hold any shares in the Company.

III OTHER INFORMATION:

1. Reason for loss or inadequate profits: Currently, the Company does not have inadequate profit; this disclosure is for abundant precaution.
2. Steps taken or proposed to be taken for improvement: The Management always strives for improvement and increased return.
3. Expected increase in productivity and profits in measurable terms: The Company is taking all steps to utilise its optimum production capacity and has recently ventured into non-alcoholic beverages and alcoholic ready to drink and is also sustaining its margin on sale of beer as well as other beverages.

The Board of Directors recommends this resolution to the members for their approval by way of a special resolution. The details of the Director as per Secretarial Standards – 2 are annexed to the Notice of this Meeting as Annexure A. The relevant resolution/documents and draft agreement for his re-appointment are available for e-inspection by the Members of the Company by sending an email to the Company on blossom@bildaman.com upto the date of 35th AGM.

None of the Directors or Key Managerial Personnel of the Company are interested financially or otherwise, in the proposed resolution except Mr. Vincent Vaz, Whole-time Director-cum-CFO.

Item No. 4:

The Board of Directors, on the basis of recommendation of the Nomination and Remuneration Committee, passed a resolution in their meeting held on November 25, 2023 appointing Mr. Satyan Israni (DIN: 01174081) as an Additional Director (in the capacity of Independent Non – Executive director) of the Company, not liable to retire by rotation, for a term of 5 (five) years w.e.f. November 25, 2023 to November 24, 2028, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, he holds office up to the date of this Annual General Meeting (“AGM”) and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing candidature of Mr. Satyan Israni (DIN: 01174081) for the office of Director.

The Company has received declaration from Mr. Satyan Israni (DIN: 01174081) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder. In the opinion of the Board, he fulfills the conditions specified in the Act and Rules for appointment as an Independent Director and he is independent of the Management of the Company.

The Company has also received following documents from Mr. Satyan Israni (DIN: 01174081):

- (i) Letter of consent to act as a Director in the prescribed Form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Letter of intimation in the prescribed Form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a Director under the Act;

The Nomination and Remuneration Committee has recommended appointment of Mr. Satyan Israni (DIN: 01174081) as an Independent Director for a term of 5 (five) consecutive years. In the opinion of the Board of Directors, Mr. Satyan Israni (DIN: 01174081) fulfills the conditions specified in the Act and Rules made thereunder, for his appointment as an Independent Director of the Company and that he is independent of the Management and is not disqualified to become Director under the Act. The Board believes that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board of Directors recommends his appointment as an Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) years w.e.f. November 25, 2023 to November 24, 2028.

The brief profile of Mr. Satyan Israni (DIN: 01174081), nature of his expertise, names of Companies in which he holds Directorships, shareholding in the Company, etc. pursuant to Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company

Secretaries of India is given in the Annexure A to the Notice convening this AGM.

The terms & conditions of his appointment, consent to act as a Director, declaration by proposed appointee and notice received u/s 160 of the Companies Act, 2013, will be available electronically for inspection by the Members during the AGM. The said documents will also be available for electronic inspection without any fee by the Members by sending an email to the Company on blossom@bildaman.com upto the date of 35th AGM.

The Board recommends the Ordinary Resolution at Item No. 4 for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company except Mr. Satyan Israni, himself, are in any way, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Nihar Jambusaria (DIN: 01808733) with effect from April 01, 2024, as an Additional Director (in the capacity of Independent Non – Executive director) of the Company, not liable to retire by rotation, for a term of 5 (five) years w.e.f. April 01, 2024 to March 31, 2029, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, he holds office up to the date of this Annual General Meeting (“AGM”) and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing candidature of Mr. Nihar Jambusaria (DIN: 01808733) for the office of Director.

The Company has received declaration from Mr. Nihar Jambusaria (DIN: 01808733) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder. In the opinion of the Board, he fulfills the conditions specified in the Act and Rules for appointment as an Independent Director and he is independent of the Management of the Company.

The Company has also received following documents from Mr. Nihar Jambusaria (DIN: 01808733):

- (i) Letter of consent to act as a Director in the prescribed Form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Letter of intimation in the prescribed Form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a Director under the Act;

The Nomination and Remuneration Committee has recommended appointment of Mr. Nihar Jambusaria (DIN: 01808733) as an Independent Director for a term of 5 (five) consecutive years. In the opinion of the Board of Directors, Mr. Nihar Jambusaria (DIN: 01808733) fulfills the conditions specified in the Act and Rules made

thereunder, for his appointment as an Independent Director of the Company and that he is independent of the Management and is not disqualified to become Director under the Act. The Board believes that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board of Directors recommends his appointment as an Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) years w.e.f. April 01, 2024 to March 31, 2029.

The brief profile of Mr. Nihar Jambusaria (DIN: 01808733), nature of his expertise, names of Companies in which he holds Directorships, shareholding in the Company, etc. pursuant to Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given in the Annexure to the Notice convening this AGM.

The terms & conditions of his appointment, consent to act as Director, declaration by proposed appointee and notice received u/s 160 of the Companies Act, 2013, will be available electronically for inspection by the Members during the AGM. The said documents will also be available for electronic inspection without any fee by the Members by sending an email to the Company on blossom@bildaman.com upto the date of 35th AGM.

The Board recommends the Ordinary Resolution at Item No. 5 for approval by the Members.

None of the other Directors and Key Managerial Personnel of the Company except Mr. Nihar Jambusaria, himself, are in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

Item No. 6:

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, appointed Ms. Bhakti Shah (DIN: 07638958) with effect from April 01, 2024, as an Additional Director (in the capacity of Independent Non – Executive director) of the Company, not liable to retire by rotation, for a term of 5 (five) years w.e.f. April 01, 2024 to March 31, 2029, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, she holds office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing candidature of Ms. Bhakti Shah (DIN: 07638958) for the office of Director.

The Company has received declaration from Ms. Bhakti Shah (DIN: 07638958) to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder. In the opinion of the Board, she fulfills the conditions specified in the Act and Rules for appointment as an Independent Director and she is independent of the Management of the Company.

The Company has also received following documents from Ms. Bhakti Shah (DIN: 07638958):

- (i) Letter of consent to act as a Director in the prescribed Form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Letter of intimation in the prescribed Form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified to become a Director under the Act;

The Nomination and Remuneration Committee has recommended appointment of Ms. Bhakti Shah (DIN: 07638958) as an Independent Director for a term of 5 (five) consecutive years. In the opinion of the Board of Directors, Ms. Bhakti Shah (DIN: 07638958) fulfills the conditions specified in the Act and Rules made thereunder, for her appointment as an Independent Director of the Company and that she is independent of the Management and is not disqualified to become Director under the Act. The Board believes that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Accordingly, the Board of Directors recommends her appointment as an Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) years w.e.f. April 01, 2024 to March 31, 2029.

The brief profile of Ms. Bhakti Shah (DIN: 07638958), nature of her expertise, names of Companies in which she holds Directorships, shareholding in the Company, etc. pursuant to Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given in the Annexure A to the Notice convening this AGM.

The terms & conditions of her appointment, consent to act as Director, declaration by proposed appointee and notice received u/s 160 of the Companies Act, 2013, will be available electronically for inspection by the Members during the AGM. The said documents will also be available for electronic inspection without any fee by the Members by sending an email to the Company on blossom@bildaman.com upto the date of 35th AGM.

The Board recommends the Ordinary Resolution at Item No. 6 for approval by the Members.

None of the other Directors and Key Managerial Personnel of the Company, except Ms. Bhakti Shah, herself, are in any way, concerned or interested, in the Resolution set out at Item No. 6 of the Notice.

Item No. 7:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Dr. Keshava Patkar (DIN: 07672085) in the their Board Meeting held on June 6, 2024, as an Additional Director (in the capacity of Independent Non – Executive director) of the Company, not liable to retire by rotation, for a term of 5 (five) years w.e.f. June 6, 2024 to June 5, 2029, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, he holds office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Company has,

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in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing candidature of Dr. Keshava Patkar (DIN: 07672085) for the office of Director.

The Company has received declaration from Dr. Keshava Patkar (DIN: 07672085) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder. In the opinion of the Board, he fulfills the conditions specified in the Act and Rules for appointment as an Independent Director and he is independent of the Management of the Company.

The Company has also received following documents from Dr. Keshava Patkar (DIN: 07672085):

- (i) Letter of consent to act as a Director in the prescribed Form DIR-2 pursuant to Section 152 of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Letter of intimation in the prescribed Form DIR-8 pursuant to Section 164 of the Act and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become a Director under the Act;

The Nomination and Remuneration Committee has recommended appointment of Dr. Keshava Patkar (DIN: 07672085) as an Independent Director for a term of 5 (five) consecutive years. In the opinion of the Board of Directors, Dr. Keshava Patkar (DIN: 07672085) fulfills the conditions specified in the Act and Rules made thereunder, for his appointment as an Independent Director of the

Company and that he is independent of the Management and is not disqualified to become Director under the Act. The Board believes that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board of Directors recommends his appointment as an Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) years w.e.f. June 6, 2024 to June 5, 2029.

The brief profile of Dr. Keshava Patkar (DIN: 07672085), nature of his expertise, names of Companies in which he holds Directorships, shareholding in the Company, etc. pursuant to Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given in the Annexure to the Notice convening this AGM.

The terms & conditions of his appointment, consent to act as Director, declaration by proposed appointee and notice received u/s 160 of the Companies Act, 2013, will be available electronically for inspection by the Members during the AGM. The said documents will also be available for electronic inspection without any fee by the Members by sending an email to the Company on blossom@bildaman.com upto the date of 35th AGM.

The Board recommends the Ordinary Resolution at Item No. 7 for approval by the Members.

None of the other Directors and Key Managerial Personnel of the Company, except Dr. Keshava Patkar, himself, are in any way, concerned or interested, in the Resolution set out at Item No. 7 of the Notice.

Annexure A to Item No. 2,3, 4, 5, 6 and 7:

Details as required to be furnished under the Secretarial Standard–2 para 1.2.5 issued by ICSI:

Name of Director	Mr. Amit Khemani	Mr. Vincent Vaz
Designation	Managing Director	Whole-time Director-cum-CFO
Age	47 years	57 years
Qualifications	Bachelor of Arts from Curry College, Milton and holds major degree in Business Management and Communication	Chartered Accountant
Experience	He has been leading Blossom Industries Limited for more than two decades and has played a pivotal role achieving great success in the brewery industry. He had earlier worked with United Distillers and Vintners as Trainee	Over two decades in the field of finance, accounts and taxation. He has been associated with Blossom Industries Limited for around 27 years. Over the years, his expertise, knowledge and understanding of beer industry has immensely benefited in the Company's growth.
Terms and conditions of re-appointment	He being liable to retire by rotation is being re-appointed with no change in the terms and conditions	As detailed in explanatory statement of Item no. 3 of this Notice
Last drawn remuneration	a) Salary: Rs. 10,00,000/-p.m. b) Commission: 10% p.a. of the Net Profit calculated u/s 198 of the Companies Act, 2013 less the total salary paid during the financial year	Salary: Rs. 4,75,016/- p.m. plus Commission @ 1% p.a. of net profit u/s 198 of the Companies Act, 2013.

Date of first appointment on the Board	27/09/2003	28/01/2008
Shareholding in the Company	45,66,500 equity shares	Nil
Relationship with other Director/Manager/KMPs	He is a promoter director of the Company, however does not share any relationship with any other Director/Manager/KMPs	He does not share any relationship with any other Director/Manager/KMPs of the Company
No. of meetings of the Board attended during the year 2023-24	5	5
Other Directorships	Perfunova (International) Limited; Cosminova Cosmetics Private Limited; Norfolk Trading Private Limited; Khemani Distilleries Private Limited; Khemani Fin-Stock Private Limited; Kamla Kewalram Khemani Foundation.	Cosminova Cosmetics Private Limited
Membership/Chairmanships of the Committees of other Boards	<u>Perfunova (International) Limited</u> Audit Committee (AC) – Member Corporate Social Responsibility (CSR) Committee – Member Nomination and Remuneration Committee (NRC) - Member	Nil

Name of the Director	Mr. Satyan Israni	Mr. Nihar Jambusaria
DIN	01174081	01808733
Date of Birth	March 17, 1977	January 25, 1959
Age (in years)	47	65
Qualifications	B.Com, LLB, FCS, LLM, Solicitor (UK)	B. Com, FCA
Nationality	Indian	Indian
Experience	He has been practicing as a Lawyer for more than 22 years in the field of business, corporate, commercial, securities and property laws and is the Managing Partner of Messrs. SD Israni Law Chambers. He appears before the Hon'ble Supreme Court of India, Bombay High Court, National Company Law Appellate Tribunal, Securities Appellate Tribunal, Securities and Exchange Board of India, National Company Law Tribunal, the erstwhile Company Law Board, State Commission Disputes Redressal Forum, various judicial and quasi judicial bodies and several other bodies.	He is a senior partner in N. N. Jambusaria & Co., Chartered Accountants. He is currently providing consultancy to Reliance group and organisations of Private and Public sector in Direct Tax, International tax, Mergers & Acquisitions, FEMA, Restructuring of Business He was designated as Senior Vice President in Reliance Industries Ltd. in 2011 and served till April, 2020. He was also President of the Institute of Chartered Accountants of India (ICAI) from 2021-22. He was designated as President of South Asian Federation of Accountants (SAFA) in 2023 and served as a member of various advisory Boards to CAG, IRDA and other authorities/organisations.
Terms and conditions of appointment/re-appointment	Proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years w.e.f. November 25, 2023 till November 24, 2028	Proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years w.e.f. April 01, 2024 till March 31, 2029
Date of first appointment on the Board	November 25, 2023	April 01, 2024
Shareholding in the Company	NIL	NIL

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List of Directorships held in other Companies	<ol style="list-style-type: none"> 1. Cravatex Limited 2. Modern India Limited 3. Advani Hotels and Resorts (India) Limited 4. Mantra Data Centers Private Limited 5. Getsellgo Private Limited 6. Spain India Corporate Services Private Limited 7. Simplex Realty Limited 	<ol style="list-style-type: none"> 1. IIFL Finance Limited 2. Cysdat India Private Limited 3. The Clearing Corporation of India Limited 4. IIFL Samasta Finance Ltd.
Committee Chairmanship/ Membership in other Companies	<p><u>Cravatex Limited:</u> AC – Member; NRC – Member; Stakeholders Relationship Committee (SRC) - Chairman</p> <p><u>Modern India Limited</u> AC – Member; Risk Management Committee (RMC) – Member; NRC- Member</p> <p><u>Asian Heart Institute & Research Center Private Limited</u> Ethics Committee- Member</p> <p><u>Simplex Realty Limited</u> AC – Member; NRC – Member</p>	<p><u>IIFL Finance Ltd.-</u> AC – Chairman; NRC – Chairman; ESG Committee – Member; CSR Committee – Member; RMC - Member</p> <p><u>IIFL Samasta Finance Ltd.-</u> NRC - Member</p> <p><u>The Clearing Corporation of India Ltd.-</u> AC - Chairman; Committee of Directors for Transfer of Shares – Chairman; Regulatory Compliance Committee - Member</p>

Name of the Director	Ms. Bhakti Shah	Dr. Keshava Patkar
DIN	07638958	07672085
Date of Birth	November 14, 1977	October 16, 1961
Age (in years)	46	63
Qualifications	B. Com, ACA	M.Phil., PhD
Nationality	Indian	Indian
Experience	She is a Partner at SSPA & Co., Chartered Accountants and also a Registered Valuer under Companies Act 2013. She has close to 24 years of professional experience in valuation and corporate restructuring Advisory.	Engaged in Brewing consulting for start-ups including new brand formulations, vendor certification, Process description & SOPs for operations, Contract manufacturing facility due diligence
Terms and conditions of appointment/re-appointment	Proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years w.e.f. April 01, 2024 till March 31, 2029	Proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years w.e.f. June 6, 2024 till June 5, 2029
Date of first appointment on the Board	April 01, 2024	June 6, 2024
Shareholding in the Company	Nil	Nil
List of Directorships held in other Companies	Nil	Nil
Committee Chairmanship/ Membership in other Companies	Nil	Nil

**By Order of the Board of Directors of
Blossom Industries Limited**

Amit A. Khemani
Managing Director
DIN: 00057283

Date: 06th June, 2024
Place: Mumbai
CIN: U31200DD1989PLC003122

BOARD'S REPORT

To,
The Members,

BLOSSOM INDUSTRIES LIMITED

The Directors have pleasure in presenting the **Thirty-Fifth Annual Report** of the Company and the Audited Financial Statement for the year ended **31st March, 2024**.

1.0 **Financial summary or highlights/performance of the Company**

The financial highlights of the Company are given below:

(Rs. in Lakhs)

Particulars	2023-24	2022-23
Sales (Net of excise)	30,419.02	30,764.71
Other Income	2,023.22	2,549.57
Total Revenue	32,442.24	33,314.28
Less:		
(1) Depreciation	575.68	340.57
(2) Finance Costs	554.95	753.75
(3) Expenditure other than Depreciation and Finance	28,112.25	28,659.15
Profit before tax	3,199.36	3,560.81
Less:		
Tax Expense	735.29	850.79
Profit/ (Loss) for the Year	2,464.07	2,710.02

During the year under review, the sales has decreased to Rs. 30,419.02 lakhs as compared to Rs.30,764.71 lakhs in the previous year. The decrease was due to decline in sales in Uttar Pradesh Market. Consequent to the decrease in the turnover, the profit before tax decreased to Rs. 3,199.36 lakhs. The Company has started production and sale of Non- Alcoholic beverages and ARTD (Alcoholic Ready to drink) beverages and is hopeful of much better results in forthcoming years.

2.0 **Dividend**

With a view to conserve the resources and maintain liquidity, your Board has decided not to recommend any dividend for the financial year 2023-24.

3.0 **Reserves**

The Board does not propose to carry any amount to General Reserves.

4.0 **Brief description of the Company's working during the year/State of Company's affairs**

The Company continues to manufacture beer of various brands under the license agreement with United Breweries Limited, who is one of the top most market players. The Company's own beer brand i.e. "TAG" is doing extremely well in the domestic and overseas market. Further, the Company is also manufacturing ARTD (Alcoholic Ready

to drink) beverages with "The Coca-Cola Company" and "Schweppes Holdings Limited" and NAB (Non- Alcoholic beverages) with Pernod Ricard India Pvt. Ltd.

5.0 **Change in the nature of business, if any**

There was no change in the nature of business.

6.0 **Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Report-**

No material changes have occurred subsequent to the close of the financial year of the Company to which the financial statement relates and till the date of the Report.

7.0 **Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

8.0 **Details of Subsidiary/Joint Ventures/Associate Companies**

The Company does not have any Subsidiary/Joint Venture/ Associate Companies.

9.0 **Auditors**

At the Thirty-third (33rd) Annual General Meeting (AGM) held on 19th August, 2022, M/s. CNK & Associates LLP (Firm's Registration No. 101961W/W-100036), Chartered Accountants, were re-appointed as the Statutory Auditors of the Company for a second term of five (5) consecutive financial years commencing from the conclusion of Thirty-third (33rd) AGM until the conclusion of Thirty-eight (38th) AGM.

10.0 **Auditor's Report**

There are no qualifications, reservation or adverse remark or disclaimer made by the Auditors in their report and therefore, there are no further explanations to be provided for in this Report.

11.0 **Secretarial Audit Report**

The Board of Directors had appointed M/s. VPP & Associates, Practicing Company Secretaries to conduct Secretarial Audit for the financial year 2023-24, as required under Section 204 of the Companies Act, 2013 and the Rules framed there under. The Secretarial Audit Report for the financial year 2023-24 forms part of the Board's Report as **Annexure I**.

The Secretarial Audit Report submitted by M/s. VPP & Associates, Practicing Company Secretaries is self-explanatory and no further explanation is required.

12.0 Annual Return

In accordance with Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company in e-Form MGT-7 is uploaded on the Company’s website and available on <https://blossombeverages.in/investors.html>.

13.0 Conservation of energy, technology absorption and foreign exchange earnings and outgo

The particulars as prescribed under sub-section (3) (m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are as follows:

13.1 Conservation of energy:

13.1.1 the steps taken or impact on conservation of energy:

a) Electrical Energy

- Steps are taken to improve power factor by installing capacitors and AC drives.
- Highly efficient refrigeration system installed that will ensure substantial saving in power.
- Brewing and bottling operations synchronized during lean season to achieve optimal energy consumption.

b) Pipes Natural gas and LSHS Consumption

- Heat recovery system installed in the brew house to recover waste heat.
- Low-pressure burners in the boiler replaced with energy efficient burners.
- Steam condensate recovery pumps installed to recover steam condensate from the brew house and washing machine.
- Bio-gas produced at the effluent treatment plant is used in the boiler.
- Dual Burner for Gas and LSHS installed.

13.1.2 The steps taken by the Company for utilising alternate sources of energy:

- The Company has installed 100 KW Solar Power System as an alternate source of energy.
- The Company has installed Natural Gas pipeline from “Indian Oil-Adani Gas Private Limited” in substitute of Furnace oil used by the Company.

13.1.3 The capital investment on energy conservation equipments:

Not Applicable

13.2 Technology absorption:

13.2.1 The efforts made towards technology absorption:

Indigenous/Locally available raw materials are utilized to gain maximum advantage.

13.2.2 The benefits derived like product improvement, cost reduction, product development or import substitution;

Utilization of indigenous raw material has led to cost reduction.

13.2.3 In case of imported technology (imported during the last three years reckoned from the beginning of the financial year);

No technology has been imported by the Company.

13.2.4 The expenditure incurred on Research and Development:

Though presently no expenses are being incurred on Research and Development activity, at the same time, the Company is willing to spend on R&D as and when the opportunities arise.

13.2.5 The Capital expenditure incurred:

The Company had incurred Capital expenditure on following products/systems:

- a. Fire Hydrant System
- b. New product variant in 250ml Cans and 275ml Bottles.
- c. Producing Non-alcoholic beverages.
- d. Ring pull Conversion kit installed for ring pull crown for bottles.
- e. Bottle and Can filling station installed for requirement of hygiene as a quality mandatory requirement.
- f. Cold Storage rooms for storage of ingredients of Non-Alcoholic beverages / Alcoholic Ready to drink.
- g. De-bottling and Balance equipment’s and machineries installed:
 - Rice silo with mill - to store Rice / Malt,
 - Milling of rice will increase efficiency of brewing
 - Adjunct kettle is installed to accommodate high rice recipe.
 - BBT/UT/Alcohol tank – to store Alcohol/Fermentation of Beer and can be used for multi-purpose.

13.3 Foreign exchange earnings and outgo:

The Company concentrates in the domestic market for its products. The efforts are being made to increase exports of our own brand of beer.

(Rs. in Lakhs)

Particulars	2023-24	2022-23
Foreign Exchange Earnings	525.99	883.51
Foreign Exchange Outgo	21.51	35.19
Value of Import on CIF basis	300.12	120.35

14.0 Directors and Key Managerial Personnel

14.1 Changes in Directors and Key Managerial Personnel:

During the year under review, Dr. S. D. Israni, Chairman and Independent Director of the Company, resigned on 25th August 2023 due to ill-health. With deep sorrow, we have to inform you that Dr. S. D. Israni passed away on 26th April 2024. He was an Independent Director of the Company since 2007 and had served as the Chairman of the Company from 2017 to 2023. Dr. S. D. Israni was one of the key driving forces behind the success of the Company. His invaluable insights and experience will be sorely missed, and he will remain a lasting part of the Company's story.

Mr. P. R. Barpande was appointed as the Chairman of the Company w.e.f. 25th August 2023. Further, the second term of all the remaining Independent Directors of the Company i.e. Mr. P. R. Barpande, Dr. P. Kotaiah, Mr. D. T. Khilnani, Padmashree Ms. Lila Poonawalla and Mr. Harsh Vardhan Jajoo expired on 31st March 2024.

Mr. Satyan Israni was appointed as an Additional (Independent) Director of the Company in the Board Meeting held on 25th November 2023. The Board had also appointed Mr. Nihar Jambusaria and Ms. Bhakti Shah as the Additional (Independent) Directors with effect from 1st April 2024. Further, the Board in their meeting held on 6th June 2024, had appointed Dr. Keshava Patkar as an Additional (Independent) Director of the Company.

The Company has received notice of candidature under Section 160 of the Companies Act, 2013 for all the above-mentioned 4 Directors from a member of the Company, proposing their appointment as the Independent Directors of the Company. A brief profile of all the proposed Independent Directors to be appointed, forms part of the Notice of this 35th Annual General Meeting. The Board commends appointment of Mr. Nihar Jambusaria, Mr. Satyan Israni, Ms. Bhakti Shah and Dr. Keshava Patkar as the Independent Directors of the Company in this 35th Annual General Meeting.

The tenure of Mr. Vincent Vaz as the Whole-time Director-cum-CFO of the Company shall expire on 27th January 2025. The Board proposes to re-appoint him for a tenure of 3 years w.e.f. 28th January 2025 and commends the same to the members for their approval by way of a special resolution.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Amit Khemani, the Managing Director, retires at the ensuing 35th Annual General Meeting and being eligible, offers himself for re-appointment.

14.2 Declaration by Independent Directors, if any:

The Company has received declarations pursuant to Section 149(7) of the Companies Act, 2013 from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under the Companies Act, 2013 and in the opinion of the Board of Directors, all the

Independent Directors fulfill the criteria of independence as provided under the Act and Rules made thereunder.

14.3 Performance evaluation of Board, Committees & Directors:

Pursuant to the provisions of the Companies Act, 2013, the Board of Directors adopted a formal mechanism for evaluating its performance, as also that of its committees and individual Directors.

The results of the reviews were discussed in the Nomination and Remuneration Committee Meeting as well as by the Board. Further, the Independent Directors, at their Meeting, reviewed the performance of the Chairman, Non-Independent Directors and the Board as a whole in respect of the financial year under review. The Board Members' expertise and knowledge in diverse fields helped the Company to deliberate and come to the proper decision at the Board and Committee Meetings.

15.0 Risk Management Policy and Risk Mitigation

The Company does not have formal Risk Management Policy. However, the Company's system of financial and compliance controls with reference to the financial statements and risk management is embedded in the business process by which the Company pursues its objectives.

Risk Management forms an integral part of the Company's operating process which is implemented on continuous basis by the Management of the Company. The Audit Committee reviews the process of risk management, based on various reports of the management, presentation of the internal auditors, etc.

16.0 Corporate Governance:

The Company being an Unlisted Public Company, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. However, the Company follows the core principles of Corporate Governance practices i.e. fairness, transparency, accountability and responsibility.

The primary role of the Board is that of trusteeship to protect and enhance stakeholders' value through strategic direction to the Company. As trustees, the Board has fiduciary responsibility to ensure that the Company has clear goals aligned to stakeholders' value and its growth. The Board exercises its duties with care, skill and diligence and exercises independent judgment. It sets strategic goals and seeks accountability for their fulfillment. It also directs and exercises appropriate control to ensure that the Company is managing in a manner that fulfills stakeholders' aspiration and social expectations.

The Independent Directors comply with the provisions of Section 149 of the Companies Act, 2013 and other applicable laws. The Company inducts eminent individuals from diverse fields as the Directors on its Board.

17.0 Details of establishment of vigil mechanism for Directors and Employees

The Company has, on voluntary basis, established vigil mechanism which provides mechanism to its directors, employees and other stakeholders to raise concerns about any violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of the Code of Conduct of the Company.

The Policy allows the whistleblowers to have direct access to the Chairman of the Audit Committee in exceptional circumstances and also protects them from any kind of discrimination or harassment. The Whistle Blower Policy of the Company can be accessed at the Web link: https://blossombeverages.in/assets/pdf/others/Blossom-Industries_vigil-mechanism.pdf.

18.0 Details of Committees of the Board

Currently, as per the requirements of the Companies Act, 2013, the Board has 4 (four) Committees: the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee. The Composition of various committees during the year 2023-24 and compliances, as per the applicable provisions of the Companies Act, 2013 and the Rules thereunder, are as follows:

18.1 Audit Committee:

The Audit Committee comprises of Mr. P. R. Barpande, Independent Director as the Chairman of the Committee and Dr. P. Kotaiah, Mr. D. T. Khilnani, Mr. Harsh Vardhan Jajoo and Ms. Lila Poonawalla, Independent Directors as the Members. The recommendations of the Audit Committee are always welcomed and accepted by the Board and all the major steps impacting the financials of the Company are undertaken only after consultation with the Audit Committee.

Four (4) meetings of the Audit Committee were held during the year 2023-24. The dates of Meetings of the Audit Committee held during the financial year and attendance at the meeting by the Committee Members are given in the table below:

Name of Member	Date of Meetings and Presence			
	16.06.2023	25.08.2023	25.11.2023	26.02.2024
Mr. P. R. Barpande	Yes	Yes	Yes	Yes
Dr. P. Kotaiah	Yes	Yes	Yes	Yes
Mr. D. T. Khilnani	Yes	Yes	Yes	Yes
Mr. Harsh Vardhan Jajoo	Yes	Yes	Yes	Yes
Ms. Lila Poonawalla	Yes	Yes	Yes	Yes

18.2 Nomination and Remuneration Committee:

The Board has constituted Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013. Dr. P. Kotaiah, Independent Director was the Chairman of

the said Committee and Dr. S. D. Israni, Ms. Lila Poonawalla, Mr. D. T. Khilnani, Mr. P. R. Barpande and Mr. Harsh Vardhan Jajoo, Independent Directors were the Members of the Committee. The Committee has framed a policy to determine the qualifications and attributes for appointment and basis of determination of remuneration of all the Directors, Key Managerial Personnel and other employees. The Nomination & Remuneration Policy of the Company can be accessed at the Web link: <https://blossombeverages.in/assets/pdf/policy/Nomination-Remuneration-Policy.pdf> and is also annexed as **Annexure 2**.

Three (3) meetings of the Nomination and Remuneration Committee were held during the year 2023-24. The dates of Meetings of the Nomination and Remuneration Committee held during the financial year and attendance at the meeting by the Committee Members are given in the table below:

Name of Member	Date of Meetings and Presence		
	16.06.2023	25.11.2023	26.02.2024
Dr. P. Kotaiah	Yes	Yes	Yes
Dr. S. D. Israni*	Yes	NA	NA
Ms. Lila Poonawalla	Yes	Yes	Yes
Mr. D. T. Khilnani	Yes	Yes	Yes
Mr. P. R. Barpande	Yes	Yes	Yes
Mr. Harsh Vardhan Jajoo	Yes	Yes	Yes

* Dr. S. D. Israni, Independent Director of the Company, resigned on 25th August 2023

18.3 Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee comprises of Mr. D. T. Khilnani, Independent Director as the Chairman of the Committee and Mr. Amit Khemani, Managing Director and Mr. Vincent Vaz, Whole-time Director-cum-CFO as the Members of the Committee. The role of the Committee is to consider and resolve stakeholders' complaints and to approve/ratify/ note transfer of securities. The meetings of the Committee are held once in a quarter and the complaints received, if any, are responded and various requests relating to shares are executed within the time frame provided under the Companies Act, 2013. During the year under review, all the requests received from the Members were processed in time and the Company had not received any complaints during the year and there were no pending complaints as on 31st March 2024.

Four (4) meetings of the Stakeholders' Relationship Committee were held during the year 2023-24. The dates of Meetings of the Stakeholders' Relationship Committees held during the financial year and attendance at the meeting by the Committee Members are given in table below:

Name of Member	Date of Meetings and Presence			
	16.06.2023	25.08.2023	25.11.2023	26.02.2024
Mr. D. T. Khilnani	Yes	Yes	Yes	Yes
Mr. Amit Khemani	Yes	Yes	Yes	Yes
Mr. Vincent Vaz	Yes	Yes	Yes	Yes

18.4 Corporate Social Responsibility Committee:

Pursuant to Section 135 of the Companies Act, 2013, the Board of Directors of the Company has constituted the Corporate Social Responsibility (CSR) Committee comprising of Dr. S. D. Israni as the Chairman and Mr. P. R. Barpande, Dr. P. Kotaiah and Mr. D. T. Khilnani as the Members of the Committee. The details of Meetings of CSR Committee held in 2023-24 and attendance of the members is as under:

Name of Members	Date of Meetings and Presence
	16.06.2023
Dr. S. D. Israni *	Yes
Mr. P. R. Barpande	Yes
Dr. P. Kotaiah	Yes
Mr. D. T. Khilnani	Yes

* Dr. S. D. Israni, Independent Director of the Company, resigned on 25th August 2023

18.4.1 Corporate Social Responsibility:

The role of the Corporate Social Responsibility Committee of the Board (referred to as the 'CSR Committee'), is to inter alia consider, review, monitor and provide strategic direction to the Company's CSR and sustainability activities towards fulfilling its societal objectives. The Company has a long history of supporting social and community activities viz. welfare centres, associations of blind and cancer patients, education trusts, by associating with different Institutions.

With respect to the financial year 2023-24, the Company was required to spend an amount of Rs. 47.41 lakhs on Corporate Social Responsibility. However, the Company had carried forward an excess amount of Rs. 80.50 lakhs from 2022-23. The said amount was set-off against the current year CSR expenditure as per the resolution passed by the CSR Committee and the Board in their meeting held on 16th June 2024. The Company still has excess expenditure of Rs. 33.09 lakhs which shall be carried forward and be available for set off against the requirement to spend CSR under sub-section (5) of section 135 up to immediate succeeding two financial years i.e. upto 2025-26. The detailed information to be provided under Section 134(3)(o) and Section 135(2) of the Act read with Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014 is annexed as **Annexure 3**.

19.0 Number of meetings of the Board of Directors

The Board of Directors met five (5) times during the financial year. The intervening gap between any two meetings was not more than 120 days as prescribed by the Companies Act, 2013. Details of dates of Board meetings and attendance of Directors are as under:

Name of Directors	Date of Meetings and Presence				
	16.06.2023	01.07.2023	25.08.2023	25.11.2023	26.02.2024
Mr. Amit Khemani	Yes	No	Yes	Yes	Yes
Mr. D. T. Khilnani	Yes	Yes	Yes	Yes	Yes
Mr. Harsh Vardhan Jajoo	Yes	Yes	Yes	Yes	Yes
Ms. Lila Poonawalla	Yes	Yes	Yes	Yes	Yes
Dr. P. Kotaiah	Yes	Yes	Yes	Yes	Yes
Mr. P. R. Barpande	Yes	Yes	Yes	Yes	Yes
Dr. S. D. Israni *	Yes	Yes	Yes	N.A.	N.A.
Mr. Vincent Vaz	Yes	Yes	Yes	Yes	Yes
Mr. Satyan Israni #	N.A.	N.A.	N.A.	Yes	Yes

* Dr. S. D. Israni, Independent Director of the Company, resigned on 25th August 2023.

Mr. Satyan Israni was appointed as an Additional Director (Independent Director) of the Company w.e.f. 25th November 2023.

20.0 Particulars of loans, guarantees or investments under Section 186

During the year under review, details of inter-corporate loans, investments and guarantees provided by the Company under Section 186 of the Companies Act, 2013 is provided in Note no. 13, 16 and 20 of the Audited Financial Statement. The details of Investment made in mutual funds during the financial year, which does not fall under the limits prescribed under Section 186 of the Companies Act, 2013, is provided in Note no.16 of the Audited Financial Statement.

21.0 Particulars of contracts or arrangements with related parties

The particulars of contract or arrangement entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including material transactions entered at arms' length under third proviso, in prescribed Form No. AOC - 2 are appended as **Annexure 4** to the Board's Report.

22.0 Directors' Responsibility Statement

As stipulated under clause (c) of sub-section (3) of Section 134 read with sub-section (5) of Section 134 of the Companies Act, 2013, your Directors subscribe to the Directors' Responsibility Statement and state that:

- in preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures from them;
- 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 the Companies Act, 2013 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 devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23.0 Managerial Remuneration

- A) Disclosures pertaining to remuneration and other details as required under Section 197 of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company as it's an Unlisted Public Limited Company.
- B) Remuneration paid to Executive and Non-Executive Independent Directors during the year 2023-24: Refer Form MGT 7, web-link provided in the Board's Report.

24.0 Market Drivers and Challenges

The beer industry has an optimistic future ahead considering the product upgradations and evolving consumer consumption patterns. The perspective on beer has transformed decade by decade, with a progressive outlook promising growth in revenues and market expansion. A notable shift in the drinking patterns, particularly among India's youthful demographic who comprise 60 percent of the population, is steering the industry forward. Their inclination towards low-alcohol content drinks has become a noticeable trend that is gaining momentum and bolstering the beer market share. As India urbanises rapidly and income levels rise, such trends gain momentum, bolstering beer's market share.

In 2023, the market reached a value of nearly INR 483.10 billion, and it is projected to surge to approximately INR 1122.52 billion by 2032, with an estimated compound annual growth rate (CAGR) of about 9.9% during the period from 2024 to 2032.

Challenges Faced By Indian Alcohol Industry

Despite the abundant optimism surrounding the beer industry, we must acknowledge the challenges that come with it. These are growing hurdles that we must tackle and outgrow to maintain steady growth:

Regulatory complexity: India lacks a uniform alcohol policy across its states. Each state has its own regulations and taxation systems. This regulatory disparity poses a significant challenge for businesses and contributes to slower market penetration. Additionally, the control of supply chains and distribution by state governments can hinder the seamless flow of business operations.

Cultural stigma: One significant challenge is the deeply ingrained social stigma against alcohol consumption in Indian culture. While younger generations are gradually changing their attitudes, this remains a sensitive topic for many families. The hope is that, over the next decade, societal perceptions will evolve, becoming more open and accepting.

High Taxes: The alcohol industry in India is subject to high taxes, which can drive up the cost of production and reduce profit margins. In addition, taxes can vary widely from state to state, making it difficult for companies to plan and budget effectively.

Changing Consumer Preferences: As India's economy grows and consumer tastes evolve, companies in the alcohol industry must adapt to changing trends and preferences.

Distribution Challenges: The distribution system in India is highly fragmented and can be difficult to navigate, particularly for small and medium-sized companies. This can make it challenging to get products to market and can limit the reach of companies in the industry.

Competition: The alcohol industry in India is highly competitive, with several large players dominating the market. This can make it difficult for new and innovative companies to gain a foothold and compete effectively.

25.0 Cost Auditors

In pursuance of provisions of Section 148 of the Companies Act, 2013 and Rules made thereunder, the Company was not required to appoint Cost Auditor for the financial year 2023-24. However, as a good corporate governance practice, the Board of Directors in their meeting held on 6th June, 2024 appointed Mr. Girikrishna S. Maniar as the Cost Auditor of the Company for the financial year 2024-25 to audit the cost records of the Company. The Board has delegated the power to approve the remuneration of Cost Auditor to the Managing Director in consultation with the Audit Committee.

As the provisions of Section 148 of the Companies Act, 2013 were not applicable to the Company and thus, the Cost Audit Report for the F.Y. 2023-24 was not required to be filed with the Registrar of Companies.

26.0 Award/Accolades

At the prestigious Ambrosia Awards 2024, India's Biggest Alcobev Awards, the Company's beer i.e. Tag Premium Lager Beer had received award of "Best Mild Beer" for the year 2023-24. The Company and its management are absolutely honored with this achievement and strive to perform at its best.

27.0 Internal Financial Control Systems and their Adequacy

The management is responsible for establishing and maintaining adequate disclosure controls and procedures and adequate internal controls over financial reporting with respect to financial statements besides its effectiveness in the context of applicable regulations.

The Statutory Auditors in their reports on internal financial control have observed that your Company has, in all material respect, all adequate internal financial control system over the financial reporting and such internal financial control over financial reporting were operating effectively as at 31st March, 2024. The Internal Auditor also reviewed the internal control system during the year and have opined about their adequacy and effectiveness of the same.

28.0 Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. For the financial year 2023-24, no case of sexual harassment was pending at the beginning; no case was received during the year, so there was no case remaining pending at the close of the year.

29.0 Disclosure under the Secretarial Standards

The Company complies with all the provisions of Secretarial Standards I & 2.

30.0 General

Your Directors state that disclosure or reporting is not required in respect of the following items as there were no transactions relating to these items during the year under review:

- a) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- c) Details relating to Deposits covered under Chapter V of the Act.
- d) Voting rights which are not directly exercised by the employees in respect of shares for the subscription/purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Companies Act, 2013).

- e) The Company does not have any Holding Company or Fellow Subsidiary Company thus provision w.r.t. receipt of commission from them is not applicable.
- f) Details of payment of remuneration or commission to Managing Director or Joint Managing Director of the Company from any of its subsidiaries as the Company does not have any Subsidiaries/Joint Venture/Associate Company.
- g) Details in respect of frauds reported by Statutory Auditors under Section 143(12) other than those which are reportable to the Central Government.
- h) The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year.
- i) The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

31.0 Acknowledgements

The Directors wish to acknowledge and place on record their sincere appreciation for the assistance and co-operation received from all the members, regulatory authorities, customers, financial institutions, bankers, lenders, vendors and other business associates.

The Directors also recognize and appreciate all the employees for their commitment, commendable efforts, teamwork, professionalism and continued contribution to the growth of the Company.

For and on behalf of the Board of Directors

Nihar Jambusaria
Chairman
DIN: 01808733

Date: 6th June, 2024

Place: Mumbai

ANNEXURE TO THE BOARD'S REPORT**GENERAL SHAREHOLDERS INFORMATION****A) Annual General Meeting:**

Day, Date, Time & Venue	Friday, 30 th August, 2024 at 10.30 a.m. through Video Conferencing/Other Audio Visual Means. Registered office shall be deemed to be venue of the meeting.
Financial Year	April 1, 2023 – March 31, 2024
Book Closure Date	Friday, the 23 rd August, 2024 to Friday, the 30 th August, 2024 (both days inclusive)

B) Registrar & Share Transfer Agent:

M/s. Link Intime India Pvt. Ltd, Mumbai is the Registrar & Share Transfer Agent of the Company. For any assistance regarding share transfers, transmissions, change of address, dematerialization, duplicate/missing share certificates and other relevant matters, please write to the Registrar & Share Transfer Agent of the Company, at the address given below:

M/s. Link Intime India Pvt. Ltd
C 101, 247 Park, L B S Marg,
Vikhroli - West, Mumbai – 400 083
Tel No: 022 - 4918 6270
Fax No: 022 - 4918 6060
Email: rnt.helpdesk@linkintime.co.in

C) Requests relating to securities:

All matters pertaining to Securities of the Company are being handled by M/s. Link Intime India Pvt. Ltd. The average time taken for processing requests relating to transfer, transmission, name deletion, split, consolidation, etc including dispatch of Share Certificates is less than 30 days, while it takes a minimum of 15 days for processing dematerialization requests. The Company's representatives visit the office of the Registrar & Share Transfer Agents to monitor, supervise and ensure that there are no delays or lapses in the system.

D) Dematerialization of Shares and Liquidity:

The Company has connectivity with Central Depository Services (India) Limited and National Securities Depository Limited

Plant Locations:

The Company has manufacturing plant situated at

Village Jani Vankad, Nani Daman, Daman - 396 210. (U.T.)
Tel: (0260) 6687800
E-mail: blossom@bildaman.com

Address for correspondence**Registered Office**

Village Jani Vankad, Nani Daman, Daman – 396210 (U.T.)
Tel: (0260) 6687800
E-mail: blossom@bildaman.com

Form No. MR-3
SECRETARIAL AUDIT REPORT

For the Financial year ended 31st March 2024

*[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,
Blossom Industries Limited
CIN: U31200DD1989PLC003122
Village Jani Vankad,
Nani Daman- 396 210 (U.T.)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Blossom Industries Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on the **31st March 2024** 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 31st March 2024, 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;
(Not Applicable to the Company as it is an Unlisted Public Limited Company)
- (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 as there were no Foreign Direct Investments, Overseas Direct Investments in the Company and no External Commercial Borrowings were made by the Company)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):- **(Not Applicable to the Company as it is an Unlisted Public Limited Company)**
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

- (vi) And the following industry specific laws and regulations for breweries industry, as informed and confirmed by the Audit Committee of the Company:
- (a) Food Safety and Standards Act, 2006
 - (b) Food Safety and Standards (Laboratory and Sampling Analysis) Regulation, 2011
 - (c) Food Safety and Standards (Labelling and Display) Regulations, 2020
 - (d) Food Safety And Standards (Licensing and Registration of Food Businesses), Regulations 2011
 - (e) Food Safety and Standards (Alcoholic Beverages) Regulations, 2018

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and as notified by the Central Government, and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(Not Applicable to the Company as it is an Unlisted Public Limited Company)**

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. There were changes in the composition of the Board of Directors of the Company during the period under review and the same were in compliance with the applicable laws.

Adequate notice is given to all the 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.

All the decisions were carried out unanimously during the year under review, however, as confirmed by the management, mechanism to capture and record the dissenting members' views as a part of the minutes, exist.

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, there were no instances of:

- (i) Public/Rights/Preferential issue of shares/ debentures/sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Merger /amalgamation /reconstruction, etc.
- (iv) Foreign technical collaborations.

For VPP & Associates
Practicing Company Secretaries

Pooja Jain
Partner
C.P. No.: 9136
Membership No.: F8160
UDIN: F008160F000548062
P/R no: 701/2020

Date: 6th June, 2024

Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



Annexure A

To,
The Members,
Blossom Industries Limited
CIN: U31200DD1989PLC003122
Village Jani Vankad,
Nani Daman- 396 210 (U.T.)

Our report of even date is to be read along with the letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For VPP & Associates
Practicing Company Secretaries**

**Pooja Jain
Partner**

C.P. No.: **9136**

Membership No.: **F8160**

UDIN: F008160F000548062

P/R no: 701/2020

Date: 6th June, 2024
Place: Mumbai

NOMINATION & REMUNERATION POLICY**Purpose:**

This Policy sets out the approach to Compensation of Directors, Key Managerial Personnel and other employees in Blossom Industries Limited (“the Company”).

The Company considers its human resources as its invaluable assets. It endeavors to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and Senior Management of the Company subject to the provisions of the Companies Act, 2013 and to harmonize the aspirations of human resources consistent with the goals of the Company.

In terms of the provisions of the Section 178 of the Companies Act, 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors in their meeting held on 30th November 2022.

Objective:

- To lay down criteria, terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions.
- To determine remuneration based on the Company’s size, financial position and practices on remuneration prevailing in peer companies.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To devise a policy on Board diversity
- To develop a succession plan for the Board and to regularly review the plan;
- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management

Definitions:

1. “**Board**” means the Board of Directors of the Company.
2. “**Directors**” mean Directors of the Company.
3. “**Committee**” means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board
4. “**Company**” means Blossom Industries Limited
5. “**Independent Director**” means a director referred to in Section 149 (6) of the Companies Act, 2013.
6. “**Senior Management**” means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.
7. “**Key Managerial Personnel (KMP)**” means
 - i. Executive Chairman and / or Managing Director and/or Chief Executive Officer (CEO)
 - ii. Whole-time Director
 - iii. Chief Financial Officer
 - iv. Company Secretary
 - v. Such other officer as may be prescribed under the applicable statutory provisions / regulations

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013, as may be amended from time to time, shall have the meaning, assigned to them therein.

Applicability:

The Policy is applicable to

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel



This Policy is divided in three parts: Part – A covers the matters to be dealt with and recommended by the Committee to the Board, Part – B covers the appointment and nomination and Part – C covers remuneration, perquisites, etc.

PART A: MATTERS TO BE DEALT WITH, PERSUED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- Identify persons who are qualified to become Directors and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of a Director, KMP and Senior Management Personnel.

PART – B: POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as a Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. The 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 is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as a Whole-time Director 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:

1. **Managing Director/Whole-time Director:** - The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
2. **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.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

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 Personnel subject to the compliance of the provisions of the said Act, Rules and Regulations.

Retirement:

The Director, KMP and Senior Management Personnel 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 Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – C POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR

MANAGEMENT PERSONNEL

1. The remuneration / compensation / commission, etc. to the Managing Director, Whole-time Director, KMP and Senior Management Personnel will be recommended by the Committee and approved by the Board/Shareholders, as per the provisions of the Companies Act, 2013.
 2. The remuneration to the Managing Director/Whole-time Director / KMP and Senior Management Personnel shall be on monthly basis comprising of both fixed compensation and variable compensation, as may be decided by the Board and shall be paid as salary, commission, perquisites including, employer's contribution to PF, pension scheme, medical expenses, club fees, etc. as approved by the Board and within the overall limits specified in the Shareholders' resolution.
 3. **Minimum Remuneration:** If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director and the Whole-time Director in accordance with the provisions of Schedule V of the Companies Act, 2013 and as approved by the shareholders.
 4. **Provisions for excess remuneration:** If the Managing Director or the Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.
- **Remuneration to Non- Executive / Independent Director:**
 1. **Remuneration / Commission:** The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the Rules made thereunder.
 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 Rs. 1,00,000/- per meeting of the Board or Committee or such amount as may be decided by the Board in accordance with provisions of the Companies Act, 2013, from time to time.
 3. **Commission:** Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the 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.

POLICY REVIEW

This Policy is framed based on the provisions of the Companies Act, 2013 and Rules thereunder. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other Regulation which makes any provision of the policy inconsistent with the Act or Regulations, the provisions of the Act or Regulations would prevail over the policy and the provisions in the policy would be modified in due course to make them consistent with the law.

Annual report on Corporate Social Responsibility (CSR) activities for the Financial Year 2023-24:

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014]

- A brief outline of the Company's CSR policy:** The Company's CSR Policy is framed for the benefit of different segments of the society, specifically the deprived, under privileged and differently-abled persons. The Company is committed to undertake CSR activities in accordance with the provisions of Section 135 and all other applicable provisions of the Companies Act, 2013 read with all the rules thereto, as amended from time to time ('the Act').
- Composition of the CSR Committee:** The Committee comprised of the following Independent Directors during the financial year 2023-24:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Dr. S. D. Israni *	Chairman	1	1
2.	Mr. P. R. Barpande	Member	1	1
3.	Dr. P. Kotaiah	Member	1	1
4.	Mr. D. T. Khilnani	Member	1	1

* Dr. S. D. Israni, Independent Director resigned on 25th August 2023.

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:** The Policy is available on the Company's website i.e.

Policy and Projects: https://blossombeverages.in/assets/pdf/policy/CSR_Policy_18_06_21.pdf

Composition: https://blossombeverages.in/assets/pdf/others/Composition_of_Committees.pdf

- Impact Assessment of CSR projects:** Not applicable
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:**

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (Rs. in lakhs)	Amount required to be set-off for the financial year, if any (Rs. in lakhs)
1.	2022-23	80.50	47.41
	Total		47.41

- Average net profit of the company as per Section 135(5):** Rs. 2370.71 lakhs
 - Two percent of average net profit of the company as per section 135(5): Rs. 47.41 lakhs
 - Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
 - Amount required to be set off for the financial year, if any: Rs. 47.41 lakhs
 - Total CSR obligation for the financial year (7a+7b-7c): Nil
- (a) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (Rs. in lakhs).	Amount Unspent (Rs. in lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
N.A. *	Nil	Nil	Nil	Nil	Nil

* The Company has set-off the applicable CSR obligation against excess spent in previous financial year and thus, the CSR amount to be spent is Nil.

(b) Details of CSR amount spent against ongoing projects for the financial year:

Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (Rs. in lakhs).	Amount spent in the current financial Year (Rs. in lakhs).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (Rs. in lakhs).	Mode of Implementation - Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration no.
NOT APPLICABLE AS THE COMPANY DOES NOT HAVE ANY ONGOING PROJECTS												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No)	Location of the project.		Amount spent for the project (Rs. in lakhs).	Mode of implementation - Direct (Yes/No)	Mode of Implementation - Through implementing agency.	
				State	District			Name	CSR Registration No.
					Nil				

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Nil

(g) Excess amount for set off, if any:

Sl. No.	Particular	Amount (Rs. in lakhs)
1.	Two percent of average net profit of the company as per section 135(5)	47.41
2.	Total amount spent for the Financial Year	*80.50
3.	Excess amount spent for the financial year [(2)-(1)]	33.09
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
5.	Amount available for set off in succeeding financial years [(3)-(4)]	33.09

* The Company has excess expenditure of Rs. 80.50 lakhs from previous financial year, of which Rs. 47.41 lakhs is set-off in current financial year remaining Rs. 33.09 lakhs shall be carried forward & available for set-off in succeeding financial year.

8. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (Rs. in lakhs)	Amount spent in the reporting Financial Year (Rs. in lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years (Rs. in lakhs)
				Name of the Fund	Amount (Rs. in lakhs)	Date of transfer	
NOT APPLICABLE							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced.	Project duration	Total amount allocated for the project (Rs. in lakhs)	Amount spent on the project in the reporting Financial Year (Rs. in lakhs)	Cumulative amount spent at the end of reporting Financial Year (Rs. in lakhs)	Status of the project - Completed /Ongoing
NOT APPLICABLE AS THE COMPANY DOES NOT HAVE ANY ONGOING PROJECT								

9. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):** Not applicable as the Company has not created/acquired any capital asset.
- (a) Date of creation or acquisition of the capital asset(s).
 - (b) Amount of CSR spent for creation or acquisition of capital asset.
 - (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
 - (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
10. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** Not applicable

For and on behalf of the Board of Directors

Amit Khemani
Managing Director
DIN: 00057283

Nihar Jambusaria
Chairman of CSR Committee
DIN: 01808733

Date: 6th June 2024
Place: Daman

Date: 6th June 2024
Place: Mumbai

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

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

Sr. no.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any
I	K. H. Khemani & Sons, Amit Khemani, Managing Director's relative is a partner in the said firm	Sale of Beer	01.04.2023 to 31.03.2024	Sale of Beer on 2 months credit Rs. 28,221.88 lakhs	As it is on arm's length basis approval of Board is not required. The Company has obtained approval of Audit Committee and the members in the 31 st AGM for a period of 5 years

For and on behalf of the Board of Directors

Date: 6th June 2024

Place: Mumbai

Nihar Jambusaria
Chairman
DIN: 01808733

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

BLOSSOM INDUSTRIES LIMITED

Report on the audit of the Financial Statements

Opinion

1. We have audited the accompanying Financial Statements of Blossom Industries Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information ('the Financial Statements').
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements, give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2024, its profit and its cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

Emphasis of Matter

4. (a) We draw attention to Note 29 (i) regarding disclosure of contingent liabilities with reference to statutory payments and other claims. As disclosed in the said Note the Company is confident of a final favourable outcome from the litigations and does not expect any additional liabilities to arise;
- (b) We draw attention to Note 32 regarding inter-corporate loan of Rs. 9,977.45 lakhs given to a company and interest accrued thereon of Rs. 2,521.36 lakhs. We have relied on the management's judgement about the recoverability of the loan along with interest accrued.

Our opinion is not modified in respect of this matter.

Other information

5. The Company's Management and the Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report. Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
6. In connection with our audit of the Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

7. The Company's management and the Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation 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 prescribed under section 133 of the Companies Act, 2013.
8. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

9. In preparing the Financial Statements, the Management and the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors;
 - Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation;
13. Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
14. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
15. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

17. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in '**Annexure A**' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
18. 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 purpose 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 (Also refer our comments in para 18(h)(vi));

- c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow 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 prescribed under Section 133 of the Act;
- e) On the basis of the written representation received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls with reference to the Financial Statements;
- g) With respect to the other matter to be included in the Auditor's Report under Section 197(16) of the Act, we report that:
In our opinion and to the best of the information and explanation given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h) 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 has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note 29 (i) to the Financial Statements;
 - ii. The Company did not have any long-term contracts, including derivatives contracts, for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note 34(viii) to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like, on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note 34(ix) to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like, on behalf of the Ultimate Beneficiaries; and
 - (c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The Company has not paid or declared any dividend during the year.
- vi. Based on examination, which included test checks, the Company has used accounting software for maintaining its book of account which has the feature of recording audit trail (edit logs) facility and the same has operated throughout the year for all the relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instances of audit trail features being tampered with.

For C N K & Associates LLP

Chartered Accountants

(Firm Registration Number: 101961W / W-100036)

H. V. Kishnadwala

Partner

Membership No.: 037391

UDIN: 24037391BKBOIQ8592

Date: 06th June 2024

Place: Mumbai

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT**Report on the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 ('the Order')**

[Referred to in paragraph 17 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of Blossom Industries Limited ("the Company") on the Financial Statements as of and for the year ended March 31, 2024]

To the best of our information and according to the explanations provided to us by the Company and the books of accounts and other relevant records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company's Property, Plant and Equipment:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The Company has maintained proper records showing full particulars of intangible assets;
- (b) The Property, Plant and Equipment have been physically verified by the Management at reasonable intervals. Considering the size of the Company and nature of assets, in our opinion, the frequency of verification is reasonable. The Company has physically verified certain Property, Plant and Equipment during the year and the discrepancies were not material and have been properly dealt with in the books of account;
- (c) Based on our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Financial Statements are held in the name of the Company;
- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year;
- (e) There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder;
- (ii) (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable. Considering the size of the Company and nature of its operations, the coverage and procedures are adequate. No discrepancies were noticed on physical verification, between the physical stock and the book records, that were 10% or more in the aggregate, for each class of inventory;
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate during the year from bank on the basis of security of current assets. The discrepancies in quarterly filed returns or statements with the books of accounts are not material, except as disclosed in Note 8 to the Financial Statements;
- (iii) The Company has not granted any advance in nature of loan to any companies, firms, limited liability partnership or any other parties. The Company has granted unsecured loans to its employees and a company and provided guarantee or security to another company, details whereof are given in sub-clause (a) below. The Company has made investment in a partnership firm. The Company has not invested amount in companies, limited liability partnership or with other parties;
- (a) (A) The Company has not granted any loans, or provided guarantee, or security to subsidiaries, joint ventures or associates, hence reporting under clause 3(iii)(a)(A) of the Order is not applicable;
- (B) The Company has, in earlier years and during the year, granted loans, and provided guarantee, or security to parties, other than subsidiaries, joint ventures and associates, which is detailed as under;

Particulars	Aggregate amount during the year (Rs. In lakhs)	Balance outstanding as at March 31, 2024 (Rs. in lakhs)
Loan to employees.	18.50	21.41
Loan to a Company	-	9,977.45
Corporate Guarantee given to a bank against loan to a Related Party	2,500.00	16,500.00

- (b) In our opinion, the terms and conditions of the investments made in a firm and loans given to employees are prima facie, not prejudicial to the interest of the Company. In respect of loan given to a company refer Note 32 to the accounts. In respect of a security and guarantee offered to an entity for loan taken by a related party, we are unable to comment whether the terms and conditions of the security and guarantee offered are prejudicial to the interest of the Company. However, the Company has represented that looking to the business interest of the Company, the same is not prejudicial to the interest of the Company;
- (c) In respect of loans given to employees the schedule of repayment of principal and payment of interest has been stipulated and receipt of the same are regular. In respect of loan given to a company refer Note 32 to the accounts;

- (d) In respect of the loans granted by the Company, there are no amounts which are overdue for more than ninety days (Also refer Note 32 to the accounts);
- (e) The loans that have fallen due during the year are in the process of being renewed. There are no other loans extended or fresh loans granted to settle the overdue of existing loans given to same parties (Also refer Note 32 to the accounts);
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment;
- (iv) The Company has complied with the provisions of sections 185 and 186 of the Act in respect of grant of loans, making of investments and providing guarantees and securities, as applicable;
- (v) The Company has not accepted any deposits, including deemed deposits, accordingly, clause 3(v) of the Order is not applicable;
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of these accounts and records with a view to determine whether they are accurate or complete;
- (vii) (a) On the basis of our examination of records and according to the information and explanations given to us, no undisputed statutory dues including provident fund, income-tax, Goods and Service Tax, duty of customs, duty of excise, sales tax / value added tax, cess and other material statutory dues were in arrears as at March 31, 2024, for a period of more than six months from the date they became payable;
- (b) On the basis of our examination of records and according to the information and explanations given to us, the particulars of statutory dues that have not been deposited on account of any dispute are as under :

Name of Statute	Nature of Dues	Forum where the dispute is pending	Year to which it relates	Amount (Rs. in lakhs)
Bihar Value Added Tax Act, 2005	Value Added Tax	Commissioner of Commercial Taxes, Bihar	2011-12	28.61
Income Tax Act, 1961	Income Tax	Dy. Commissioner of Income Tax – (TDS) Circle	2010-11 to 2016-17	11.14
Goods and Service Tax Act, 2017	Goods and Service Tax	Directorate General of Goods and Service Tax	2017 to 2019	2701.20

- (viii) As disclosed in Note 34(iv) to the accounts, there are no transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;
- (ix) On the basis of examination of records and according to the information and explanation given to us:
- (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon, to any lender;
- (b) The Company is not declared wilful defaulter by any bank or financial institution or other lender;
- (c) On an examination of records of the Company, we report that the term loans were applied for the purpose for which the loan was obtained;
- (d) On an overall examination of the Financial Statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company;
- (e) The Company does not have any subsidiary or associate company, nor it has entered into joint ventures with any party. Accordingly, clause 3(ix)(e) of the Order is not applicable;
- (f) The Company does not have any subsidiary or associate company, nor it has entered into joint ventures with any party. Accordingly, clause 3(ix)(f) of the Order is not applicable;
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer including debt instruments during the year. Hence, clause 3(x)(a) of the Order is not applicable;
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year under review. Therefore, clause 3(x)(b) of the Order is not applicable;
- (xi) (a) There are no instances of material fraud by the Company or on the Company noticed or reported during the year;
- (b) No report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year or up to the date of this report;
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year;

- (xii) The Company is not a Nidhi Company and hence the reporting under paragraph 3(xii) of the Order is not applicable;
- (xiii) The Company is in compliance with Sections 177 and 188 of the Act where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards;
- (xiv) (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business;
(b) We have considered report of the internal auditors for the period under audit; issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures;
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable to the Company;
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and therefore, clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company;
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable;
- (xvii) The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year;
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, clause 3(xviii) of the Order is not applicable;
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the Audit Report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due;
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any on-going project or otherwise. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable;

For C N K & Associates LLP

Chartered Accountants

(Firm Registration Number: 101961W / W-100036)

H. V. Kishnadwala

Partner

Membership No.: 037391

UDIN: 24037391BKBOIQ8592

Date: 06th June 2024

Place: Mumbai

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

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

[Referred to in paragraph 18(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of Blossom Industries Limited on the Financial Statements as of and for the year ended March 31, 2024]

Opinion

We have audited the internal financial controls with reference to Financial Statements of Blossom Industries Limited ('the Company') as of March 31, 2024 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to Financial Statements and such internal financial controls with reference to Financial Statements were operating effectively as at March 31, 2024, based on the internal financial controls with reference to Financial Statements over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

Management's Responsibility for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Financial Statements were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Financial Statements includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For C N K & Associates LLP

Chartered Accountants

(Firm Registration Number: 101961W / W-100036)

H. V. Kishnadwala

Partner

Membership No.: 037391

UDIN: 24037391BKBOIQ8592

Date: 06th June 2024

Place: Mumbai

Balance sheet as at 31st March 2024

Particulars	Note No.	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
A EQUITY AND LIABILITIES			
I Shareholders' funds			
(a) Share capital	3	1,106.75	1,106.75
(b) Reserves and surplus	4	21,455.32	18,991.25
		22,562.07	20,098.00
2 Non-current liabilities			
(a) Long-term borrowings	5	3,375.70	2,500.00
(b) Other long-term liabilities	6	151.98	168.19
(c) Long-term provisions	7	21.11	28.43
		3,548.79	2,696.62
3 Current liabilities			
(a) Short-term borrowings	8	1,419.21	-
(b) Trade payables			
i) Total Outstanding Dues of micro and small enterprises	9	268.76	92.05
ii) Total Outstanding Dues of creditors other than micro and small enterprises	9	3,055.01	2,792.65
(c) Other current liabilities	10	4,824.91	4,886.61
(d) Short-term provisions	11	58.35	43.92
		9,626.24	7,815.23
TOTAL		35,737.10	30,609.85
B ASSETS			
I Non-current assets			
(a) Property, Plant and Equipment and Intangible assets			
(i) Property, Plant and Equipment	12	4,550.07	2,943.62
(ii) Intangible assets	12	12.38	22.99
(iii) Capital Work-in-Progress	12	71.83	277.89
		4,634.28	3,244.50
(b) Non Current Investments	13	7,500.00	7,500.00
(c) Deferred tax assets		23.90	11.75
(d) Long-term loans and advances	14	664.20	755.34
(e) Other Non-Current Assets	15	163.55	159.52
		12,985.93	11,671.11
2 Current assets			
(a) Current Investments	16	2,000.91	1,490.99
(b) Inventories	17	4,034.69	3,094.52
(c) Trade receivables	18	2,397.64	599.90
(d) Cash and cash equivalents	19	471.54	509.49
(e) Short-term loans and advances	20	13,199.18	13,228.64
(f) Other current assets	21	647.21	15.20
		22,751.17	18,938.74
TOTAL		35,737.10	30,609.85
See accompanying notes forming part of the financial statements	I to 35		

In terms of our report attached.

For CNK & Associates LLP
Chartered Accountants

H.V.Kishnadwala
(Partner)
Membership No : 037391

For and on behalf of the Board

Nihar N. Jambusaria
Chairman
(DIN : 01808733)

Vincent Vaz
Whole-time Director
and Chief Financial Officer
(DIN : 02067875)

Amit Khemani
Managing Director
(DIN : 00057283)

H.L. Thakkar
Company Secretary
(Mem No:A7898)

Place : Mumbai
Date : 6 June, 2024

Place : Mumbai
Date : 6 June, 2024

Statement of Profit and Loss for the year ended 31 March , 2024

Particulars		Note No.	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
1	Revenue from operations (gross)	22	44,446.90	56,694.43
	Less : Excise duty		14,027.88	25,929.72
	Revenue from operations (net)		30,419.02	30,764.71
2	Other income	23	2,023.22	2,549.57
3	Total Income (1 + 2)		32,442.24	33,314.28
4	Expenses:			
	(a) Cost of materials consumed	24	6,509.94	6,252.81
	(b) Changes in inventories of finished goods and work-in-progress	25	(678.24)	(165.07)
	(c) Employee benefits expense	26	1,392.03	1,358.58
	(d) Finance costs	27	554.95	753.75
	(e) Depreciation and amortization expense	12	575.68	340.57
	(f) Other expenses	28	20,888.52	21,212.83
	Total expenses		29,242.88	29,753.47
5	Profit before tax (3 - 4)		3,199.36	3,560.81
6	Tax expense:			
	(a) Current tax		750.00	840.00
	(b) Deferred tax		(12.15)	14.47
	(c) (Excess)/Short provision of tax relating to earlier years		(2.56)	(3.68)
			735.29	850.79
7	Profit for the year (5 - 6)		2,464.07	2,710.02
8	Earnings per share (of Rs. 3/- each):			
	Basic		6.68	7.35
	Diluted		6.68	7.35
	See accompanying notes forming part of the financial statements	1 to 35		

In terms of our report attached.

For CNK & Associates LLP
Chartered Accountants

H.V.Kishnadwala
(Partner)
Membership No : 037391

For and on behalf of the Board

Nihar N. Jambusaria
Chairman
(DIN :01808733)

Vincent Vaz
Whole-time Director
and Chief Financial Officer
(DIN : 02067875)

Amit Khemani
Managing Director
(DIN : 00057283)

H.L. Thakkar
Company Secretary
(Mem No:A7898)

Place : Mumbai
Date : 6 June, 2024

Place : Mumbai
Date : 6 June, 2024

Cash flow statement for the year ended 31st March, 2024

(Rs. In Lakhs)

Particulars	Year Ended 31 March, 2024		Year Ended 31 March, 2023	
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Profit before tax		3,199.34		3,560.81
Adjusting for :				
Depreciation and amortisation	575.68		340.57	
Finance cost	554.94		753.75	
Interest income	(1,378.04)		(2,267.96)	
Share of Profit and Interest from a firm in which the Company is a partner	(605.45)		(1,021.33)	
Profit on sale / discard of fixed assets (Net)	(0.52)		(0.12)	
Profit on sale of mutual fund	(9.79)		(15.84)	
Sundry credit balances written back	(0.02)	(863.20)	(0.28)	(2,211.21)
Operating profit before working capital changes		2,336.14		1,349.60
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(940.15)		(821.59)	
Trade receivables	(1,797.74)		2,059.93	
Fixed Deposits	(1.99)		42.07	
Short-term loans and advances	29.47		(2,882.74)	
Long-term loans and advances	(37.81)		90.92	
Other current and non-current assets	(636.01)		(2.92)	
		(3,384.23)		(1,514.33)
Adjustments for increase / (decrease) in operating liabilities:				
Short-term borrowings	1,419.21		-	
Trade payables	439.07		1,738.90	
Other current liabilities	(61.71)		(966.76)	
Other long-term liabilities	(16.21)		(3.51)	
Short-term provisions	14.42		2.83	
Long-term provisions	(7.31)		(0.47)	
		1,787.47		770.99
Net Cash from Operations		739.38		606.26
Net income tax (paid)		(747.44)		(836.32)
Net cash flow from operating activities (A)		(8.06)		(230.06)
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Capital expenditure on Property, Plant and Equipment, including capital advances	(1,836.51)		(803.32)	
Proceeds on disposal of Property, Plant and Equipment	0.52		0.20	
Purchase of Investment in Mutual fund	-		(42.00)	
Proceeds from sale of Investment in Mutual Fund	105.32		105.18	
Interest received	1,378.04		2,267.96	
Net cash flow from/(used in) investing activities (B)		(352.63)		1,528.02

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(Rs. In Lakhs)

Particulars	Year Ended 31 March, 2024		Year Ended 31 March, 2023	
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Payment of Interest	(554.94)		(753.75)	
Proceeds from Interr corporate deposit	-		4,450.00	
Proceeds from borrowings - tem loan	876.73		-	
Repayment of borrowings- term loan	(1.03)		(4,946.86)	
Net cash flow (used in) financing activities (C)		320.76		(1,250.61)
Net (Decrease) / Increase in Cash and Cash Equivalents (A+B)		(39.93)		47.35
Cash and Cash Equivalents (Opening balance)		249.18		201.83
Cash and Cash Equivalents (Closing balance)		209.25		249.18
Cash and cash equivalents at the end of the year *				
* Comprises:				
Cash on hand		-		0.02
Balances with banks :				
In current accounts		209.25		249.17
Total		(39.93)		47.35
See accompanying notes forming part of the financial statements				

In terms of our report attached.

For CNK & Associates LLP

Chartered Accountants

H.V.Kishnadwala

(Partner)

Membership No : 037391

For and on behalf of the Board

Nihar N. Jambusaria

Chairman
(DIN :01808733)

Vincent Vaz

Whole-time Director
and Chief Financial Officer
(DIN : 02067875)

Amit Khemani

Managing Director
(DIN : 00057283)

H.L. Thakkar

Company Secretary
(Mem No:A7898)

Place : Mumbai

Date : 6 June, 2024

Place : Mumbai

Date : 6 June, 2024

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR 2023-24

1) Company information: -

Blossom Industries Limited (“the Company”) was incorporated on 10 August, 1989 under the Companies Act, 1956. The registered office of the Company is located at Village Jani Vankad, Nani Daman – 396 210 (U.T.). The Company is into the business of manufacture and sale of Beer made from Malt, Non Alcoholic Beverages and Alcoholic Ready to Drink (ARTD). The manufacturing plant is located at Daman.

2) Significant Accounting Policies

2.1 Basis of Preparation of Financial Statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (“the Act”), and other relevant provisions of the Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Use of Estimates and Judgments:

The preparation of the financial statements requires the Management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities (including contingent liabilities), income and expenses. The Management believes that the judgments, estimates and assumptions used in preparation of the financial statements are prudent and reasonable. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Future results could differ on account of the same and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.3 Property, Plant and Equipment:

Property, Plant and Equipments are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of Property, Plant and Equipments comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying Property, Plant and Equipments up to the date the asset is ready for its intended use. They are stated at historical cost or amounts substituted on revaluation. Individual items of Property, Plant and Equipments costing Rs.0.25 Lakhs or less are expensed out in the year of acquisition.

Property, Plant and Equipments retired from active use and held for disposal are stated at lower of their book value and realizable value and are shown separately under ‘Other current assets’.

Capital work-in-progress:

Property, Plant and Equipments which are not yet ready for their intended use are classified as Capital work-in-progress (CWIP) and carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.4 Intangible Assets:

Intangible assets are recognized only if it is probable that future economic benefits that are attributable to the assets will flow to the enterprise and the cost of asset can be measured reliably. Intangible Assets are stated at cost of acquisition less accumulated amortisation.

2.5 Depreciation and Amortisation:

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation on Plant and Machinery and Office Equipment is provided on written down value basis and on all other items of Property, Plant and Equipments, on straight line method basis, as per the useful life prescribed in Schedule II to the Act except in the case of:

Vehicles (two wheelers) where the useful life is considered as 5 years;

Depreciation on assets retired from active use is provided up to the date of such retirement;

Land acquired on lease and classified as finance lease is amortised over the lease period;

Intangible assets consisting of Computer software are amortised over a period of 5 years.

2.6 Impairment of Assets:

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment, if any indication of impairment exists.

If the carrying amount of the assets exceeds the estimated recoverable amount, impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

2.7 Borrowing Cost:

Borrowing cost that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing cost are charged to revenue.

2.8 Inventories:

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Costs of inventories comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty. Cost of stores and spares, raw materials, packing material, work-in-progress and finished goods is determined on first in first out basis.

2.9 Revenue Recognition:

- a. Sale of goods: Revenue on sale of products is recognized when the products are dispatched to the customers, all significant contractual obligations (including risk and rewards) have been satisfied and the collection of the resulting receivables is reasonably expected. Sales include excise duty but exclude Value added Tax and Goods and Service tax, as applicable.
- b. Export incentives: Export Incentives are accounted for when the right to receive the same is established and when there is no significant uncertainty regarding the ultimate collection thereof.
- c. Revenue from sale of scrap is recognized as and when scrap is sold.
- d. Share of profit /Loss from a partnership firm in which the Company is a partner is accounted for when the same is determined by the firm and apportioned amongst the partners.
- e. Other Income:
 - (i) Investment income i.e. gain or loss on investment is recognized as and when investment is sold or redeemed. Interest income is accounted on accrual basis.
 - (ii) Dividend income is accounted for when the right to receive is established.
 - (iii) Insurance claim are recognized on the basis of claims admitted / expected to be admitted, to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.
 - (iv) Interest income is recognized when it is probable that economic benefit flow to the Company and the amount of income can be measured reliably.

2.10 Employee Benefits:

- a) Short-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive, ex-gratia and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

- b) Defined Contribution Plan:

The Company's contribution paid/payable for the year to define contribution plans are charged as an expense to the Statement of Profit and Loss based on the amount of contribution required to be made and when services are rendered by the employees.

c) Defined Benefit Plan:

The Company's liabilities towards defined benefit schemes are determined using the Projected Unit Credit Method. Actuarial valuations under the Projected Unit Credit Method are carried out at the Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period of occurrence of such gains and losses. Past service cost is recognised immediately to the extent of benefits are vested, otherwise it is amortised on straight-line basis over the remaining average period until the benefits become vested.

d) Long-term employee benefits:

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognized as a liability at the present value of the define benefit obligation as at the Balance Sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

2.11 Foreign Currency Transactions:

Initial recognition:

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date:

Foreign currency monetary items (other than derivative contracts) of the Company outstanding at the Balance Sheet date are restated at the year-end rates.

Treatment of exchange differences:

Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

2.12 Investments:

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Non-current investments.

Non-current investments are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment. The reduction in the carrying amount is reversed when there is a rise in the value of the investment or if the reason for the reduction no longer exists.

Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

Investment in a partnership firm is carried at cost and is disclosed as capital contribution. Interest on capital contribution and share of profit from investment in the partnership firm is disclosed as current investments.

2.13 Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the Financial Statements. Contingent Assets are neither recognized in the financial statements nor disclosed in the financial statements.

2.14 Lease Rentals:

The Lease arrangement is classified as either a finance lease or an operating lease, at the inception of the lease, based on the substance of the lease agreement.

Finance leases:-

A finance lease is recognized as an asset and a liability at the commencement of the lease, at the lower of the fair value of the asset and the present value of the minimum lease payments. Initial direct costs, if any, are also capitalized and subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Minimum lease payment made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

In case of land acquired on long term lease (i.e. beyond a period of 15 years), the same is considered as finance lease.

Operating leases:-

Other leases are operating leases, and the leased assets are not recognized on the Company's Balance Sheet. Payments made under operating leases are recognized in statement of profit and loss on a straight-line basis as per the terms of the lease agreement.

2.15 Income Taxes:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates under the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax, which is computed on the basis of enacted/substantively enacted rates, is recognized, on timing differences, being the difference between taxable incomes and accounting income that originates in one period and is capable of reversal in one or more subsequent periods. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence of realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future.

2.16 Earnings per share:

Basic earnings per share is computed by dividing the profit /(loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

2.17 Cash and cash equivalents:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.18 Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit / loss before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Note 3 Share capital

Particulars	As at 31 March, 2024		As at 31 March, 2023	
	Number of shares	Rupees	Number of shares	Rupees
Authorised				
Equity shares of Rs.3/- each	500.00	1,500.00	500.00	1,500.00
Issued, Subscribed and paid up				
Equity shares of Rs.3/- each	368.92	1,106.75	368.92	1,106.75
Total	368.92	1,106.75	368.92	1,106.75

(i) During the current year there is no change in the equity share capital of the Company.

(ii) Terms/ Rights attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs 3 per share. Each equity shareholder is entitled to one vote per share. In the event of the liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of equity shares held by each shareholder holding more than 5% of the aggregate shares in the Company:

Name of shareholder	As at 31 March, 2024		As at 31 March, 2023	
	Number of shares - Lakhs	%	Number of shares - Lakhs	%
Laju Ashok Khemani	113.82	30.85	113.82	30.85
Ashok Kewalram Khemani	101.71	27.57	101.71	27.57
Amit Ashok Khemani	45.67	12.38	45.67	12.38
Harsha Amit Khemani	45.66	12.38	45.66	12.38
Ashok K. Khemani HUF	40.00	10.84	40.00	10.84

(iv) Number of Shares held by Promoters :

Sr. No.	Name of the Promoters	As at 31 March, 2024		As at 31 March, 2023		% Change during the year
		Number of shares - Lakhs	% of Total Shares	Number of shares - Lakhs	% of Total Shares	
1	Laju Ashok Khemani	113.82	30.85	113.82	30.85	-
2	Ashok Kewalram Khemani	101.71	27.57	101.71	27.57	-
3	Amit Ashok Khemani	45.67	12.38	45.67	12.38	-
4	Harsha Amit Khemani	45.66	12.38	45.66	12.38	-
5	Ashok K. Khemani HUF	40.00	10.84	40.00	10.84	-

Note 4 Reserves and surplus

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Capital Reserve		
Opening balance / Closing balance	10.42	10.42
General Reserve		
Opening balance / Closing balance	6,000.00	6,000.00
Surplus in Statement of Profit and Loss		
Opening balance	12,980.83	10,270.80
Add : Profit for the year	2,464.07	2,710.03
Closing balance	15,444.90	12,980.83
Total	21,455.32	18,991.25

Capital Reserve :

Balance in Capital reserve is accreted out of the amount paid on forfeited equity shares. The balance is not available for distribution as dividend.

General Reserve :

General Reserve is the portion of earnings of the Company appropriated by the management for a general purpose. The balance is available for distribution as dividend.

Note 5 Long-term Borrowings

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Secured Loan :		
Term Loan - From Non-Banking Financial Companies (NBFCs)	2,498.97	2,500.00
Term Loan - From a Scheduled Bank	876.73	-
Total	3,375.70	2,500.00

Notes:

A. Term loan from NBFCs and Bank secured by :

- (i) Secured by first exclusive charge on the entire movables and immovable properties, current as well as future of the Company and K.H.Khemani & Sons (Firm where Company is a Partner) (KHK).
- (ii) First pari-passu charge on inter-corporate loan to Shree Naman Developers Private Limited of Rs.12,498.81 Lakhs , (Previous year Rs.11,280.51 Lakhs) (Including Interest accrued) ,
- (iii) First pari passu and exclusive charge over Escrow of all the Cash flows / receivables from KHK of Rs.3,110.31 Lakhs, Previous year Rs.1,864.86 Lakhs (Including profit share, interest and remuneration) and Escrow account of the Borrower, Corporate guarantee of KHK for Rs.5,500 Lakhs.
- (vi) First pari passu charge over investments in KHK .
- (v) First charge of the approvals, permits and licenses of the Company and KHK, both present and future.
- (vi) Personal guarantees of the Managing Director and one of his relatives, by way of primary security; and pledge cover of the entire stake of the promoters in the Company by way of collateral security.
- (vii) Rate of interest (NBFC) 11.95% upto 31.8.2023, 10.50% from 1/09/2023 to 19/02/24 and 10.60% from 20/02/2024 per annum (to be re-set annually on the basis of State bank of India MCLR rate) payable quarterly. Loan is repayable from March 2027 onwards in 5 quarterly installments.
- (viii) Rate of interest (Bank) on Term Loan 8.45% p.a. upto 23/11/23, 8.54% p.a. from 24/11/23 to 23/02/24 and 8.63% p.a. from 24/02/24 to 31/03/24 (linked with three months Treasury bills) payable monthly. Loan is repayable from April 2024 onwards in 17 equal quarterly instalments.
- (ix) Rate of interest (Bank) OD 8.45% p.a. up to 30/10/23 , 8.64% p.a. from 31/10/23 to 30/01/24 and 8.78% p.a. from 31/01/24 to 31/03/24 (linked with three months Treasury bills) payable monthly.

Note 6 Other long-term liabilities

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Long term maturities of Lease Obligations *	151.98	168.19
Total	151.98	168.19

*Refer Note 30.4 (A).

Note 7 Long-term provisions

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Provision for employee benefits:		
Provision for compensated absences	21.11	28.43
Total	21.11	28.43

Note 8 Short-term borrowings

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Secured		
Working Capital Loan :		
From a Scheduled Bank :	1,231.34	-
Current maturities of Long term Borrowings :		
Term Loan - From a Scheduled Bank	187.87	-
Total	1,419.21	-

Refer Note No.5 (A).

A. Borrowings secured against Current Assets :

Quarter ended	Name of Bank	Details of security provided	Amount as per Books	Amount reported in quarterly returns	Amount of Difference	Reasons for material discrepancies#
Jun-23	HDFC Bank	Inventory	4,243.21	4,278.03	(34.82)	N.A.
		Receivables	307.87	307.65	0.22	N.A.
Sep-23		Inventory	3,415.97	3,458.78	(42.81)	N.A.
		Receivables	799.05	762.40	36.65	N.A.
Dec-23		Inventory	3,423.94	2,929.10	494.84	Third party stock is not considered in quarterly returns filled with bank.
		Receivables	2,165.74	2,116.11	49.63	N.A.
Mar-24		Inventory	4,034.69	3,427.20	607.49	Third party stock is not considered in quarterly returns filled with bank.
		Receivables	2,397.64	2,366.34	31.30	N.A.

Considered upto 5% of amount reported in quarterly returns.

Note 9 Trade Payables

Particulars	As at 31 March, 2024					
	Outstanding for following periods from due date of payment					
	Rupees in Lakhs					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade payables* :						
(i) Micro, Small and Medium Enterprises	268.76	-	-	-	-	268.76
(ii) Others	2,490.49	539.98	0.76	-	23.78	3,055.01
(iii) Disputed dues - Micro, Small and Medium Enterprises	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	2,759.25	539.98	0.76	-	23.78	3,323.77

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Particulars	As at 31 March, 2023					
	Outstanding for following periods from due date of payment					
	Rupees in Lakhs					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade payables* :						
(i) Micro, Small and Medium Enterprises	84.86	7.19	-	-	-	92.05
(ii) Others	1,435.39	1,318.19	14.68	24.39	-	2,792.65
(iii) Disputed dues - Micro, Small and Medium Enterprises	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	1,520.25	1,325.38	14.68	24.39	-	2,884.70

* Also refer note 31.6 for details of Trade Payables to Micro, Small and Medium Enterprises

Note 10 Other current liabilities

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Current maturities of Lease Obligations	0.58	3.51
Inter Corporate Deposit from a Related Party*	1,530.00	1,530.00
Interest accrued and due on Inter Corporate Deposit	594.03	428.79
Interest accrued and due on Term Loan	7.60	-
Statutory liabilities :		
Tax deducted at source	305.26	54.67
Excise duty	160.50	251.92
VAT and CST on sales	501.71	437.66
Goods & Service Tax	14.74	10.23
Others	19.57	19.97
Employee related payments	51.37	47.00
Director's Remuneration payable	328.48	378.17
Trade / security deposits received	44.00	44.00
Advances from customers	533.27	513.57
Payable for Capital Creditors	140.58	221.24
Other Liabilities	593.22	945.88
Total	4,824.91	4,886.61

* Inter Corporate Deposit from Khemani Distilleries Private Limited at the rate of 12% per annum.

Note 11 Short-term provisions

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Provision for employee benefits:		
Provision for compensated absences	16.48	3.53
Provision for gratuity (Funded)	9.28	8.97
Provision for Bonus and Exgratia	32.59	31.42
Total	58.35	43.92



Industries Limited

Note - 12 - Property, Plant and Equipment

(Rupees in Lakhs)

Particulars	Gross Block				Depreciation and Amortisation				Net Block		
	Opening Balance as at 1 April 2023	Additions	Deductions/ Adjustment	Balance as at 31 March 2024	Opening Balance as at 1 April, 2023	For the year	Adjusted against General Reserve	Deduction	Balance as at 31 March 2024	Balance as at 31 March 2024	Balance as at 31 March 2023
A Property, Plant and Equipment											
Land (Freehold)	309.28	-	-	309.28	-	-	-	-	-	309.28	309.28
	<i>309.28</i>	-	-	<i>309.28</i>	-	-	-	-	-	<i>309.28</i>	<i>309.28</i>
Land (Lease hold) (See Note 1 below)	202.36	-	-	202.36	26.31	4.60	-	-	30.91	171.45	176.05
	<i>202.36</i>	-	-	<i>202.36</i>	<i>20.18</i>	<i>6.13</i>	-	-	<i>26.31</i>	<i>176.05</i>	<i>182.18</i>
Buildings	3,591.15	108.14	-	3,699.29	1,982.61	106.04	-	-	2,088.65	1,610.64	1,608.54
	<i>3,578.83</i>	<i>12.32</i>	-	<i>3,591.15</i>	<i>1,877.45</i>	<i>105.16</i>	-	-	<i>1,982.61</i>	<i>1,608.54</i>	<i>1,701.38</i>
Plant and Equipment	12,986.28	2,040.28	-	15,026.56	12,189.10	438.13	-	-	12,627.23	2,399.33	797.18
	<i>12,536.47</i>	<i>449.81</i>	-	<i>12,986.28</i>	<i>11,999.35</i>	<i>189.75</i>	-	-	<i>12,189.10</i>	<i>797.18</i>	<i>537.11</i>
Office Equipments	74.45	10.22	-	84.67	66.55	6.19	-	-	72.74	11.94	7.90
	<i>71.86</i>	<i>4.21</i>	<i>1.63</i>	<i>74.45</i>	<i>63.45</i>	<i>4.64</i>	-	<i>1.55</i>	<i>66.55</i>	<i>7.90</i>	<i>8.41</i>
Furniture and Fixtures	219.54	7.06	-	226.60	217.58	1.37	-	-	218.96	7.64	1.96
	<i>219.54</i>	-	-	<i>219.54</i>	<i>216.63</i>	<i>0.95</i>	-	-	<i>217.58</i>	<i>1.96</i>	<i>2.91</i>
Vehicles	233.02	5.83	10.08	228.77	192.18	7.82	-	10.08	189.92	38.85	40.84
	<i>213.96</i>	<i>21.51</i>	<i>2.44</i>	<i>233.02</i>	<i>171.83</i>	<i>22.79</i>	-	<i>2.44</i>	<i>192.18</i>	<i>40.84</i>	<i>42.13</i>
Computer Equipments	57.51	-	-	57.51	55.64	0.92	-	-	56.57	0.94	1.87
	<i>55.35</i>	<i>2.16</i>	-	<i>57.51</i>	<i>50.86</i>	<i>4.79</i>	-	-	<i>55.64</i>	<i>1.87</i>	<i>4.49</i>
Tangible Assets - Total	17,673.59	2,171.53	10.08	19,835.04	14,729.97	565.07	-	10.08	15,284.98	4,550.07	2,943.62
<i>Previous Year</i>	<i>17,187.65</i>	<i>490.01</i>	<i>4.07</i>	<i>17,673.59</i>	<i>14,399.75</i>	<i>334.21</i>	-	<i>3.99</i>	<i>14,729.97</i>	<i>2,943.62</i>	<i>2,787.89</i>
B Intangible Assets											
Computer software	42.43	-	-	42.43	19.44	10.61	-	-	30.05	12.38	22.99
	<i>42.43</i>	-	-	<i>42.43</i>	<i>13.08</i>	<i>6.36</i>	-	-	<i>19.44</i>	<i>22.99</i>	<i>29.35</i>
Intangible Assets - Total	42.43	-	-	42.43	19.44	10.61	-	-	30.05	12.38	22.99
<i>Previous Year</i>	<i>42.43</i>	-	-	<i>42.43</i>	<i>13.08</i>	<i>6.36</i>	-	-	<i>19.44</i>	<i>22.99</i>	<i>29.35</i>
Total - (a+b)	17,716.02	2,171.53	10.08	19,877.47	14,749.41	575.68	-	10.08	15,315.03	4,562.45	2,966.61
<i>Previous Year</i>	<i>17,230.08</i>	<i>490.01</i>	<i>4.07</i>	<i>17,716.02</i>	<i>14,412.83</i>	<i>340.57</i>	-	<i>3.99</i>	<i>14,749.41</i>	<i>2,966.61</i>	<i>2,817.24</i>

Notes:

- 1 Land acquired on lease in FY. 2018-2019 and FY.2019-20 for a period of 33 years is capitalised at value equal to lease rent payable for the lease period and the same is amortised over the lease period.
- 2 Figures in *italics* are in respect of previous year.
- 3 There are no Intangible assets under development as at 31st March 2024 and 31st March 2023.
- 4 All title deeds of immovable assets are held in the name of the Company.

Capital-Work-in-Progress (CWIP) Ageing Schedule :-

CWIP	As at 31 March, 2024					As at 31 March, 2023			
	Rupees in Lakhs					Rupees in Lakhs			
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	More than 3 years	Total
Projects in progress	71.83	-	-	-	71.83	261.80	16.09	-	277.89
Projects temporarily suspended	-	-	-	-	-	-	-	-	-
Total	71.83	-	-	-	71.83	261.80	16.09	-	277.89

Note :

There are no projects whose completion is overdue or has exceeded its estimated cost as at 31st March 2024 and 31st March 2023.

Note 13 Non Current Investments

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Investment in Partnership Firm :- K.H.Khemani & Sons-Partnership Firm.	7,500.00	7,500.00
Total	7,500.00	7,500.00

Particulars of Investment in Partnership Firm viz., K.H.Khemani & Sons :

Name of Partners	Capital as at 31 March 2024 Amount in Lakhs	Capital as at 31 March 2023 Amount in Lakhs	Share in profits/ losses as at 31 March 2024 (%)	Share in profits/ losses as at 31 March 2023(%)
1. Ashok K. Khemani	22.00	22.00	31.25	31.25
2. Ashok K. Khemani - HUF	115.16	115.16	31.25	31.25
3. Blossom Industries Limited	7,500.00	7,500.00	37.50	37.50

Note 14 Long-term loans and advances - (Unsecured, considered good)

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Capital advances	18.04	147.00
Loans and advances to employees	13.45	8.26
Expenses paid in advance	23.05	7.48
Advance income tax (Net of provisions)	116.21	99.15
<u>Balances with government authorities :</u>		
Service tax paid under protest*	493.45	493.45
Total	664.20	755.34

*Represents amount recoverable from the Brand owner refer note 29 (i) A) III.

Note 15 Other Non-Current Assets

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Security deposits (For Utilities)	90.93	90.90
Tender deposits	3.00	2.00
Other deposits	69.62	66.62
Total	163.55	159.52

Note 16 Current Investments

(as cost or fair value, whichever is lower)

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
K.H.Khemani & Sons - Current A/c (Including Interest and share of profit)	2,000.91	1,395.46
Investments in Mutual Funds (Non Trade) * :-		
Aditya Birla Sun Life Liquid Fund-Growth Nil units at 31 March, 2024, Previous Year - 11, 740 units)	-	42.00
Aditya Birla Sund Life Low Duration Fund-Growth (Nil units at 31 March, 2024 , Previous Year - 10,047 units)	-	53.53
Total	2,000.91	1,490.99
*Net Asset Value of above Investments as at 31st March	-	98.70

Note 17 Inventories

Particulars	As at	As at
	31 March, 2024	31 March, 2023
	Rupees in Lakhs	Rupees in Lakhs
Raw materials (including stock with third party Rs.453.13 Lakhs, As at 31st March 2023 Rs. 533.52 Lakhs)	1,175.34	1,003.53
Work-in-Progress	460.07	402.41
Finished goods	1,124.04	594.88
Stores and spares	554.74	497.09
Packing materials	720.50	596.61
Total	4,034.69	3,094.52

Note 18 Trade receivables (Unsecured)

Particulars	As at 31 March, 2024						
	Rupees in Lakhs						
	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	1,175.31	1,220.77	-	1.56	-	-	2,397.64
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	8.37	8.37
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
	1,175.31	1,220.77	-	1.56	-	8.37	2,406.01
Less : Provision for doubtful trade receivables	-	-	-	-	-	8.37	8.37
Total	1,175.31	1,220.77	-	1.56	-	-	2,397.64

Particulars	As at 31 March, 2023						
	Rupees in Lakhs						
	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	205.46	392.88	1.56	-	-	-	599.90
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	8.37	8.37
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-
	205.46	392.88	1.56	-	-	8.37	608.27
Less : Provision for doubtful trade receivables	-	-	-	-	-	8.37	8.37
Total	205.46	392.88	1.56	-	-	-	599.90

Note 19 Cash and cash equivalents

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
(a) Cash and cash equivalents		
(i) Balances with banks :		
In current accounts	209.25	249.17
(ii) Cash on hand	-	0.02
	209.25	249.19
(b) Other Bank balances		
(i) Balances with bank held as Margin money (See Note below)	262.29	260.30
Total	471.54	509.49

Note: Jointly held with Service providers for utilities and Revenue authorities in compliance of statutory requirements.

Note 20 Short-term loans and advances (Unsecured, considered good)

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Inter corporate loan *	9,977.45	9,977.45
Interest accrued on inter corporate loan	2,521.36	1,303.06
Loans and advances to employees	8.21	7.73
Expenses paid in advance**	79.03	119.52
Advance to suppliers	335.26	136.31
Balances with government authorities :		
Excise duty	140.01	1,604.16
GST	81.49	55.55
Export Incentive claims receivables	54.32	24.47
Others	2.05	0.39
Total	13,199.18	13,228.64

* Refer Note 32

** Includes on account of excess spending on CSR in F.Y. 2022-23 of Rs.33.09 Lakhs to be adjusted upto F.Y. 2025-26.

Note 21 Other current assets

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Interest accrued on deposits	28.58	15.20
Other receivables*	618.63	-
Total	647.21	15.20

*Represents recovery on account of various expenses from a Supplier as per contract

Note - 22 Revenue from Operations

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
Sale of products (Net of discount) (Refer Note (i) below)	43,700.78	55,839.64
Other operating revenues (Refer Note (ii) below)	746.12	854.79
Total	44,446.90	56,694.43
Less :		
Excise Duty	14,027.88	25,929.72
Total	30,419.02	30,764.71

Notes:

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
(i) Sale of products comprises : <u>Manufactured goods</u> Beer made from Malt and Alcoholic Ready to Drink (ARTD) Non-Alcoholic Beverages (NAB)	43,573.14 127.64	55,794.57 45.07
Total - Sale of manufactured products	43,700.78	55,839.64
(ii) Other operating revenues comprises : Sales of waste / by products, etc. Compensation for loss due to breach of contract / loss in inventory items due to discontinuance of business (NAB) * Export incentives	462.59 262.26 21.27	432.76 385.36 36.67
Total - Other operating revenues	746.12	854.79

* Refer note 33 A and 33 B.

Note 23 Other Income

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
Interest Income:- on bank deposits, including on deposits held as Margin Money on inter corporate loan on income tax refund from a firm in which the Company is a partner on security deposits	18.59 1,353.66 - - 5.79	15.37 1,447.85 13.76 787.50 3.48
	1,378.04	2,267.96
Net gain on foreign currency transaction and translation (Net) Profit on sale of Plant, Property and Equipments Sundry balances written back (Net) Profit on sale of mutual funds - current investments Share of Profit from a firm in which the Company is a partner Miscellaneous income	6.14 0.52 0.02 9.79 605.45 23.26	14.76 0.12 0.28 15.84 233.84 16.77
Total Other income	2,023.22	2,549.57

Note 24 Cost of materials consumed

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
Opening Stock Add : Purchases Less : Closing Stock	1,003.53 6,703.05 1,196.64	498.11 6,758.23 1,003.53
Cost of material consumed	6,509.94	6,252.81
Raw material consumed comprises : (i) Malt (ii) Rice broken/flakes (iii) Sugar (iv) Others	3,295.26 1,137.08 434.63 1,642.97	3,761.81 1,004.17 425.83 1,061.00
Total	6,509.94	6,252.81

Note 25 Changes in inventories of finished goods and work-in-progress

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
<u>Inventories at the end of the year:-</u>		
Finished goods	1,124.04	594.88
Work-in-progress	460.07	402.41
Total	1,584.11	997.29
<u>Inventories at the beginning of the year:-</u>		
Finished goods	594.88	419.58
Work-in-progress	402.41	223.03
Total	997.29	642.61
(Add) / Less Adjustment for Excise Duty on Stocks	91.42	(189.61)
Net decrease / (increase)	(678.24)	(165.07)

Note 26 Employee benefits expense

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
Salaries, wages, bonus, allowances, gratuity etc.	784.61	711.10
Directors Remuneration	491.60	538.44
Contribution to provident and other funds	61.03	57.84
Staff welfare expenses	54.79	51.20
Total	1,392.03	1,358.58

Note 27 Finance Cost

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
<u>Interest expenses:-</u>		
on Term Loan and Overdraft	323.54	504.05
on inter corporate deposit	183.60	183.60
on late payment of statutory dues	0.03	0.02
Loan Processing Fees	47.78	66.08
Total	554.95	753.75

Note 28 Other expenses

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
Packing materials consumed	13,374.16	14,751.33
Consumption of stores and spare parts	617.56	497.39
Contract labour charges - Manufacturing	134.09	126.55
Security, Housekeeping and others	191.63	141.13
Power and fuel	1,505.22	1,686.28
Repairs and maintenance - Buildings	133.62	170.25
Repairs and maintenance - Machinery	121.45	237.77
Repairs and maintenance - Others	26.20	24.43
Insurance	57.86	55.76
Brand Owner's Surplus / (Deficit)	2,480.19	(483.73)
Director's sitting fees	28.32	28.32
Rent	28.44	37.20
Rates and taxes	2.92	2.92
Duties & fees	555.57	1,219.16
Communication	9.00	7.79
Travelling and conveyance	62.51	73.22
Legal and professional fees (Refer Note (i) below)	170.24	121.78
Advertisement and publicity	343.58	109.24
Carriage outward	968.17	1,398.37
Loading charges	89.65	86.38
Commission on Sales	135.69	338.21
Cash discount	163.07	160.41
Corporate Social Responsibility Expenditure (Refer Note (ii) below)	47.41	40.09
Loss on Sales of Export License Scripts	-	2.21
Loss on destruction of inventories	-	131.54
Miscellaneous expenses	260.60	248.83
Total	21,507.15	21,212.83
Recovery on account of various expenses from a Supplier as per contract	(618.63)	-
Total	20,888.52	21,212.83

Notes (i)

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
<u>Legal and Professional fees Includes payment to the auditors as under: (excluding GST):</u>		
As auditors - statutory audit	19.00	19.00
For Tax Audit	4.00	4.00
Out of pocket expenses	0.68	0.38
Total	23.68	23.38

Notes (ii)

Corporate Social Responsibility (CSR)

	Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
(a)	Amount required to be spent by the Company during the year	47.41	40.09
(b)	Amount of expenditure incurred	47.41	87.50
(c)	Shortfall at the end of year	-	-
(d)	Total of previous year shortfall*	-	-
(e)	Reason for shortfall	Not Applicable	Not Applicable
(f)	Nature of CSR activities	**	**
(g)	Details of Related party transactions	-	-
(h)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movement in the provision during the year	Not Applicable	Not Applicable

* After adjusting the excess CSR expenditure of Rs. 47.41 Lakhs carried forward from F.Y. 2022-23, excess CSR expenditure of Rs. 33.08 lakhs is to be carried forward to the next year.

** Promoting Education , Health care and Protection of national heritage use.

29 Contingent liabilities and commitments:

(i) Contingent liabilities:

A) Related to Statutory Dues:

- I. Claims against the Company not acknowledged as debts: Rs.37.87 Lakhs (Previous year Rs.37.87 Lakhs towards indirect tax demands. Against such demand, Rs.9.26 Lakhs (Previous Year Rs.9.26 Lakhs) is deposited with the Commercial tax authorities, Bihar, under protest.
- II. Income tax demands not acknowledged as debt Rs.13.84 Lakhs (Previous year Rs.13.84 Lakhs). The tax demand is raised under section 201 (1) of the Income Tax Act, 1961. Rs.2.70 Lakhs (Previous Year Rs. 2.70 Lakhs) is deposited with the Income tax authorities against the demand. Appeals against the said demands have been filed with the Commissioner of Income Tax (Appeal).
- III. Following an amendment to the definition of 'business auxiliary services' by the Finance Act, 2009, the Company became liable to pay service tax on production of goods, not covered under Central Excise Act, 1944, for or on behalf of others. The Company, along with others in the industry, has filed a petition challenging the validity of this levy in the Hon'ble High Court of Bombay, for which hearing is pending. In the meanwhile, the Company received show cause-cum-demand notices demanding payment of service tax for the period from 23 September, 2009 to 30 June, 2012 aggregating Rs. 2,860.31 Lakhs (excluding interest and penalty) in the earlier years, against which the Company deposited Rs.2,094.02 Lakhs (including interest Rs.327.51 Lakhs) under protest. Against the same, the Company filed appeals before the Customs, Excise and Service Tax Appellate Tribunal (CESTAT).

On 1 September, 2015, the CESTAT held that the Company is liable to pay service tax under Business Auxiliary Services on charges received for production or processing of goods for or on behalf of client on which central excise is not applicable. Based on the Order of the CESTAT, the Company determined the liability of Rs. 1,600.57 Lakhs (including interest Rs.308.22 Lakhs). The sum of Rs.2,094.02 Lakhs paid under protest as above is appropriated / considered by the Company as amount paid against the said liability of Rs.1,600.57 Lakhs. The said payment, made on behalf of the brand owner, is confirmed by the brand owner. The balanced sum of Rs.493.45 Lakhs out of the amount paid under protest, is disclosed as such, under long term loans and advances (See Note 14).

During the financial year 2016-17, the Central Excise authorities filed an appeal against the Order of the CESTAT before the Hon'ble Supreme Court in respect of which the hearing proceedings are yet to be initiated. Based on the advice from its service tax consultant and those of the brand owners, the Company is hopeful of a favourable Order from the Hon'ble Supreme Court and accordingly, no adjustment in the financial statements is considered necessary at this stage.

- III. The Company has received Show cause notice ('SCN') from Directorate General of Goods & Service Tax Intelligence), Bengaluru. As per the SCN, Service tax of Rs.453.37 Lakhs is sought to be levied on amounts received by the Company as reimbursements of expenses towards water charges, electricity charges, fuel charges, administrative charges, selling and distribution expenses, etc. during the period from 01 June 2015 to 30 June 2017. The Company has denied any liability on account of the same before the Office of the Commissioner Central G.S.T., Daman Commissionerate, during the personal hearing as well as by written submission. The Company is informed by the Department that on an identical issue the Department has filed an appeal before the Supreme Court. Therefore, the matter will not be adjudicated immediately by the Revenue authority. As per the contract with its principal, the Company is entitled to reimbursement if eventually the liability crystalizes. Accordingly, the Company does not deem it necessary to provide for the liability in its books of accounts.

- IV. In February 2020, the Company had received Demand Notice from Directorate General of Goods and Service Tax Intelligence ("DGGST") for payment of Goods and Service tax (GST) of Rs.1,937.96 Lakhs on the production overhead charges received from United Breweries Ltd. ('UBL') during the period from 01 July 2017 to 31 January 2021. Against the said Notice, the Company had filled writ petition before the Hon'ble Bombay High Court. Subsequently, DGGST by its letter dated 23.03.2022, has withdrawn the Demand Notice.

In February 2023, the Company had received a fresh Demand Notice from DGGST for payment of GST of Rs.2,701.20 Lakhs along with applicable interest and penalty on the production overhead charges received from United Breweries Ltd ('UBL') for the period from 01 July 2017 to 30 September 2020 and for the payment of GST on spent grain of Rs. 25.53 lakhs along with applicable interest and penalty for the period 01 July 2017 to 31 December 2019. The Company has already paid GST on spent grain of Rs.25.53 lakhs on 19 November 2021 under protest and the same has been charged to profit and loss account.

As per Advance Ruling ('AR') obtained by UBL, the contract brewing/bottling units are not liable to pay GST on production overheads, though the primary obligation to pay taxes is on the Company, the Brand owner has agreed to reimburse the Company, including for Interest and / or penalty, if any.

Similar notice has been received by the Chief Financial Officer of the Company in his personal capacity.

The Company has filled writ petition in the Bombay High Court and hearing date is awaited.

B) Related to others:

- Claims against the Company not acknowledged as debts: Rs.59.92 Lakhs (Previous year Rs.59.92 Lakhs) (excluding interest, if any) towards claims from vendors. Against such demands, Rs. 54.71 Lakhs (Previous Year Rs. 54.71 Lakhs) is deposited with the High Court receiver.
- Corporate Guarantee and Security to a bank for financial facilities of Rs.16,500 Lakhs (Previous year Rs.14,000 Lakhs) granted to a Related Party.
- During the FY 2016-17 Company has received an advance from UB Golbal (A division of UBHL). Against which company dispatch goods upto 07th February 2017.

United Breweries (Holding) Limited (UBHL) has placed orders on us for manufacture of Kingfisher brands of beer owned by United Breweries Limited for export out of India by UBHL. Pursuant to the said orders the company had procured packing materials for the production of goods for UBHL. UBHL had abruptly and without notice stopped lifting stocks of beer manufactured after the Order for Winding-up of UBHL was passed by the Hon'ble Karnataka High Court in February 2017. Prior to the winding up order the company had manufactured certain goods for export by UBHL outside India. Due to passage of time, the said stocks had deteriorated and were therefore destroyed with necessary permissions. The packing materials for the same, since specially purchased for UBHL, could not be used elsewhere and were also destroyed.

Subsequently, in 8th August, 2023 the Company received notice from Official Liquidator of UBHL to pay Rs. 2,397.24 lakhs received by the company as advance and interest on the same. The Company has submitted reply for the same as per the advice from United Breweries Limited paid Rs. 2,159.86 lakhs after deducting Rs. 237.37 lakhs towards expenses for destroying the goods and the packing materials.

On 21st October 2023, the Company has received notice from High court of Karnataka (filed by the Official Liquidator of UBHL for recovery of debt under section 446(2)(b) of the Companies Act, 1956) for balance payment of Rs.237.37 lakhs and interest amount of Rs. 2,366.96 lakhs for the period from 07th February 2017 to 31st August 2023. Against the above, The company has filed Writ petition in Karnataka High court and the hearing for the same is awaited. The Brand owner has agreed to reimburse the Company, including for Interest and / or penalty, if any with respect to this matter.

- (ii) Commitments :-

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	26.53	366.48

- (iii) The Company's pending litigations comprise of claims against the Company by the parties and proceedings pending with Revenue authorities. The Company has reviewed all its pending litigation and proceedings and has adequately provided for where provisions are required or disclosed as the Contingent Liabilities, where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have materially adverse impact on its financial results.

30 Disclosure in accordance with Accounting Standards :

30.1 Accounting Standard (AS) 15 – Employee Benefits:

Defined Contribution Plan:

Contribution to Defined Contribution Plan recognized as an expense for the year is as under:

(Amount in Rupees in Lakhs)

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
Employer's Contribution to Provident fund	61.03	57.84

Defined Benefit Plan: Gratuity

The employees Gratuity Fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method.

a) Reconciliation of Opening and Closing balances of Defined Benefit

Obligation:

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Liability at the Beginning of the Year	200.79	181.60
Interest Cost	15.06	13.06
Current Service Cost	13.18	13.89
Past Service Cost –Vested Benefit	-	-
Benefits Paid	(12.76)	(6.28)
Actuarial (gain)/Loss on obligations – Due to change in Financial Assumption	4.33	(4.12)
Actuarial (gain)/Loss on obligations – Due to change in Demographic Assumption	-	-
Actuarial (gain)/Loss on obligations – Due to Experience	(2.10)	2.64
Liability at the end of the Year	218.50	200.79

b) Reconciliation of Opening and Closing Balances of fair value of Plan assets:

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Fair value of Plan Assets at the beginning of the Year	191.81	175.42
Expected Return on Plan Assets	14.39	12.61
Contributions	18.37	11.99
Benefits paid	(12.76)	(6.28)
Actuarial Gain / (loss) on Plan Assets due to Experience	(2.59)	(1.92)
Fair value of Plan Assets at the end of the Year	209.22	191.82

c) Reconciliation of fair value of plan assets and obligations:

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Liability at the end of the Year	218.50	200.79
Fair value of Plan Assets at the end of the year	209.22	191.81
Plan assets / (Obligation) recognized in the Balance Sheet	(9.28)	(8.98)

Cash outflow on account of contribution for FY.2023-24 is expected to be higher by Rs.9.28 Lakhs (Previous year higher by Rs. 8.98 Lakhs).

d) Expense recognized during the year.

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
Current Service Cost	13.18	13.89
Past Service Cost – Vested Benefit	-	-
Interest Cost	15.06	13.06
Expected Return on Plan Assets	(14.39)	(12.61)
Actuarial (Gain) or Loss	4.83	0.44
Expense (Gain) recognized in Profit and Loss	18.68	14.78

e) Actual Return on Planned Assets :

Particulars	As at 31 March, 2024	As at 31 March, 2023
	Rupees in Lakhs	Rupees in Lakhs
Expected Return on Plan Assets	14.39	12.61
Actuarial Gain/ (Loss) on Plan Assets	(2.60)	(1.92)
Actual Return on Plan Assets	11.79	10.69

f) Investment Details:

Particulars	% Invested As at 31 March, 2024	% Invested As at 31 March, 2023
Fund is managed by Life Insurance Corporation of India as per IRDA guidelines. Category wise composition of the plan assets is not available.	100%	100%

g) Actuarial Assumptions:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Mortality Table - Indian Assured Lives Mortality	2012-14 (Urban)	2012-14 (Urban)
Discount Rate (per annum)	7.23%	7.50%
Expected Return on Plan Assets	7.23%	7.50%
Rate of escalation in salary (per annum)	8.00%	8.00%
Attrition rate	4.00%	4.00%

h) Experience Adjustments:

Particulars	31-3-2024 Amount Rs.in Lakhs	31-3-2023 Amount Rs.in Lakhs	31-3-2022 Amount Rs.in Lakhs	31-3-2021 Amount Rs.in Lakhs	31-3-2020 Amount Rs.in Lakhs
Defined Benefit Obligation	218.50	200.79	181.61	178.71	171.68
Fair Value of Plan Assets	209.22	191.81	175.42	169.24	158.93
Surplus/(Deficit)	(9.28)	(8.98)	(6.19)	(9.47)	(12.75)
Experience Adjustment on Plan Assets –Gain / (Loss)	(2.60)	(1.92)	(1.04)	(0.96)	(1.47)
Experience Adjustment on Plan Liabilities (Gain) / Loss	(2.10)	2.64	(11.35)	(8.43)	0.85

The estimates in the rates of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is extracted from the report obtained from the actuary.

Other Long Term Employees Benefit

Based on actuarial valuation carried out using the projected unit credit method, for the year ended 31 March 2024, there is a charge on account of the Compensated Absences of Rs. 9.58 Lakhs (Previous year charge of Rs. 4.33 Lakhs).

30.2 Accounting Standard (AS) – 17 – Segment Reporting:

a) **Primary Segment – Business Segment:**

The principal business of the Company is of “Manufacture and Sale of Beer made from Malt”. Accordingly, there is only one primary reportable business segment as defined by Accounting Standard 17 – “Segment Reporting” (AS 17)

b) **Secondary Segment – Geographical Segment:**

The Company mainly sales in the domestic market though there are few export sales, but as revenue from export sales does not constitute 10% or more of the total revenue, the same is not identified as a reportable segment.

30.3 Accounting Standard (AS) 18 - Related Party Disclosures:

a) List of Related parties and Relationships

Sr. No.	Names	Nature of Relationship
1	Mr. Amit A. Khemani	Director and Key Management Personnel (KMP)
2	Mr. Vincent Vaz	
3	Dr. S.D. Israni (Upto 25/08/23)	Chairman and Independent Director
4	Mr. D.T. Khilnani (Upto 31/03/24)	Independent Directors
5	Ms. Lila Poonawala (Upto 31/03/24)	
6	Dr. P. Kotaiah (Upto 31/03/24)	
7	Mr. P.R. Barpande (Upto 31/03/24)	
8	Mr. Harsh Vardhan Jajoo (Upto 31/03/24)	
9	Mr. Satyan S. Israni (wef 25/11/23)	
10	Mr.Nihar N. Jamgusaria (wef 01/04/24)	
11	Mrs.Bhakti B. Shah (wef 01/04/24)	
12	Mr.Satyan S. Israni	Relative of Independent Director
13	Dr. S.D. Israni	
14	Khemani Distilleries Private Limited	Entities wherein individuals i.e. Key Management Personnel, Promoters and their relatives have Control and / or significant Influence and with whom transactions have taken place during the year.
15	M/s. K. H. Khemani & Sons.	
16	M/s. Hariraj Cosmetics	
17	Perfunova International Limited	
18	Sai Saburi Holdings Private Limited	
19	Kamla Kewalram Khemani Foundation	
20	Cosminova Cosmetics Private Limited	

b) Transactions with Related parties

Amount in Rupees in Lakhs

Sr. No.	Particulars	KMP and Independent Directors	Promoters	Others
1	Remuneration to Managing Director - Mr. Amit Khemani	370.37 (411.17)	Nil (Nil)	Nil (Nil)
	Whole time Director-cum-CFO- Mr. Vincent Vaz	91.28 (91.28)	Nil (Nil)	Nil (Nil)
2	Reimbursement of expenses incurred by Mr. Amit Khemani on behalf of the Company	26.66 (25.59)	Nil (Nil)	Nil (Nil)
3	Reimbursement of expenses incurred by Mr. Vincent Vaz	1.38 (1.38)	Nil (Nil)	Nil (Nil)
4	Sales to M/s. K. H. Khemani & Sons	Nil (Nil)	Nil (Nil)	28,221.88 (27,077.27)
5	Reimbursement of expense to M/s. K. H. Khemani & Sons	Nil (Nil)	Nil (Nil)	4,088.63 (3,868.13)

Sr. No.	Particulars	KMP and Independent Directors	Promoters	Others
6	Interest received on Capital from M/s. K. H. Khemani & Sons	Nil (Nil)	Nil (Nil)	Nil (787.50)
7	Share of Profit from M/s. K. H. Khemani & Sons	Nil (Nil)	Nil (Nil)	605.45 (233.84)
8	Interest paid on loan from Khemani Distilleries Private Limited	Nil (Nil)	Nil (Nil)	183.60 (183.60)
9	Purchases from Khemani Distilleries Private Limited	Nil (Nil)	Nil (Nil)	10.89 (0.90)
10	Purchases from M/s. Hariraj Cosmetics (for Factory purchases)	Nil (Nil)	Nil (Nil)	Nil (0.15)
11	Paid to Kamla Kewalram Khemani Foundation towards Corporate Social Responsibility (CSR) expenditure	Nil (Nil)	Nil (Nil)	Nil (87.50)
12	Sitting Fees and Commission to Directors	61.00 (65.10)	Nil (Nil)	Nil (Nil)
13	Professional fees to Mr.Satyan S. Israni	0.30 (Nil)	Nil (Nil)	1.20 (1.80)
14	Professional fees to Dr. S.D. Israni	Nil (Nil)	Nil (Nil)	0.30 (Nil)
15	Corporate guarantee to a bank for financial facilities granted to Khemani Distilleries Private Limited.			16,500.00 (14000.00)
	Year end Balances:			
1	Remuneration payable to Managing Director – Mr. Amit Khemani	245.34 (285.94)	Nil (Nil)	Nil (Nil)
	Whole time Director-cum-CFO- Mr. Vincent Vaz	39.47 (43.72)	Nil (Nil)	Nil (Nil)
2	Reimbursement of expenses payable to Whole time Director-cum-CFO Mr.Vincent Vaz	0.12 (0.12)	Nil (Nil)	Nil (Nil)
3	Reimbursement of expenses payable to Managing Director – Mr. Amit Khemani	0.28 (0.02)	Nil (Nil)	Nil (Nil)
4	Advance received from Mr. Vincent Vaz-Whole Time Director	0.02 (0.02)	Nil (Nil)	Nil (Nil)
5	Receivable from M/s K. H. Khemani & Sons	Nil (Nil)	Nil (Nil)	1,120.93 (469.41)
6	Investment in M/s. K. H. Khemani & Sons (Capital)	Nil (Nil)	Nil (Nil)	7,500.00 (7,500.00)
7	Interest on Capital and Share of Profit receivable from M/s. K. H. Khemani & Sons	Nil (Nil)	Nil (Nil)	2,000.91 (1,395.46)
8	Loan along with Interest from Khemani Distilleries Private Limited.	Nil (Nil)	Nil (Nil)	2,124.03 (1,958.79)
9	Commission Payable to Directors	37.00 (41.10)	Nil (Nil)	Nil (Nil)
10	Corporate Security and Corporate Guarantee to a bank for financial facilities granted to Khemani Distilleries Private Limited.			16,500.00 (14,000.00)

Note: Comparative figures for the previous year are in brackets.

- c) No amount was written off / back during the year in respect of dues from or to related parties.

3.4 Accounting Standard (AS) 19 - Leases:

A. The Company has taken land on lease for a period of 33 years .

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
Lease payable within one year	0.58	3.51
Later than one year and not later than five years	12.73	26.64
Later than five years	139.26	141.55

B. The Company has taken various assets on lease such as shop, machineries, warehouse, printers under an operating lease for periods upto 7 years.

The lease rental recognised as expenses in the Statement of Profit and Loss during the year and the future minimum lease payments are as under:

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
i. Lease expenses recognized in the Statement of Profit and Loss	28.44	37.20
Lease payable within one year	21.66	1.65
Later than one year and not later than five years	39.65	6.29
Later than five years	9.68	Nil
The Company has paid refundable interest free security deposit of Rs. 1.50 (Previous year Rs.0.50 Lakhs) .		

30.5 Accounting Standard (AS) 20 – Earning Per Share (EPS):

Sr. No.	Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
A	Net Profit after tax as per Statement of Profit and Loss (in Rupees in Lakhs)	2,464.07	2,710.02
B	Weighted average number of equity shares outstanding	3,68,91,700	3,68,91,700
C	Nominal value per equity share (in Rupees)	3	3
D	Earnings per share (in Rupees) - Basic and diluted	6.68	7.35

30.6 Accounting Standard (AS) 22 – Accounting for Taxes on Income:

(a) **Current Tax:**

The provision for Current Tax for the year is made in accordance with the provisions of the Income Tax Act, 1961.

(b) **Deferred Tax:**

The breakup of the Deferred tax Asset/Liability is as under:

Particulars	As at 31 March, 2024 Rupees in Lakhs	As at 31 March, 2023 Rupees in Lakhs
Deferred Tax Liability	-	-
Deferred Tax Asset:		
Depreciation	3.09	(7.17)
Provision for Doubtful Debts	2.11	2.11
Liabilities allowable on payment basis	18.70	16.81
Total Deferred Tax Asset	23.90	11.75
Net Deferred Tax Asset	23.90	11.75

31 Other Disclosures:

**31.1 Details of loans and advances given and security provided as required under section 186(4) of the Act:
(Rupees in Lakhs)**

Name of the Party	Opening balance	Addition	Deduction	Closing Balance
Loans and Advances:				
Shree Naman Developers Private Limited	11,280.51 (14,427.45)	1,218.30 (1,303.06)	- (4,450.00)	12,498.81 (11,280.51)
Security and Guarantee provided:				
Khemani Distilleries Private Limited	(14,000.00) (17,500.00)	2,500.00 (14,000.00)	- (17,500.00)	16,500.00 (14,000.00)

31.2 Value of imports on CIF basis:

Particulars	For the year ended 31 March, 2024	For the year ended 31 March, 2023
	Rupees in Lakhs	Rupees in Lakhs
Stores & Spares	131.63	120.35
Raw Materials	168.49	-

31.3 Details of consumption of imported and indigenous items:

Particulars	For the year ended 31 March, 2024		For the year ended 31 March, 2023	
	Rupees in Lakhs	%	Rupees in Lakhs	%
Raw Materials				
Imported	14.78	0.23%	99.03	1.58%
Indigenous	6,495.16	99.77%	6,153.78	98.42%
Total	6,509.94	100.00%	6,252.81	100.00%
Packing Materials				
Imported	-	-	-	-
Indigenous	13,374.16	100.00%	14,751.33	100.00%
Total	13,374.16	100.00%	14,751.33	100.00%
Stores and Spares				
Imported	127.86	20.70%	104.39	18.78%
Indigenous	489.70	79.30%	451.48	81.22%
Total	617.56	100.00%	555.87	100.00%

31.4 Earnings in Foreign Exchange (on accrual basis):

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
Export of Goods on F.O.B Value	525.99	883.51

31.5 Expenditure in Foreign Currency (on accrual basis):

Particulars	For the year ended 31 March, 2024 Rupees in Lakhs	For the year ended 31 March, 2023 Rupees in Lakhs
Repairs to Plant and Machinery	-	8.18
Others	21.51	27.01

31.6 Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSME Act'), to the extent of information available with the Company, determined on the basis of intimation received from suppliers regarding their status are as under:

	Particulars	2023-24 Rupees in Lakhs	2022-23 Rupees in Lakhs
A	Principal amount remaining unpaid as at year end	268.76	92.05
B	Interest due thereon remaining unpaid to any supplier as at year end	-	-
C	Interest paid by the Company in terms of Section 16 during the year.	-	-
D	The amount of interest due and payable for the year	-	-
E	Interest accrued and remaining unpaid as at year end	-	-
F	Further Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid.	-	-

Notes:

- The company has received intimation from some of its vendors and suppliers regarding their status as per the provisions of "Micro, Small and Medium Enterprise Development Act 2006". As per information available with the company, the Company has made payment to vendors generally within stipulated period as provided in Act or as per the agreed terms with the such vendors. Hence the company has not provided for any interest payable to small, micro and medium enterprises. The company has not received any claim for interest payable and does not expect such claims, to be for a material amount;
- Delays in payments due to disputes/negotiations with vendor are not considered for the purpose of disclosures above;
- Interest payable under the MSME Act recoverable from the principals is not disclosed above.

32. The Company has advanced an inter-corporate loan of Rs. 11,290.00 Lakhs at an interest rate of 15% pa in February 2020 for a tenure of three years repayable on demand (changed to 12% p.a. with effect from 1st April 2021 and renewed for further three years). The said loan is being extended further and a schedule for recovery is being finalized. As on 31st March 2024, principal of Rs.9,977.45 Lakhs (Previous year Rs.9,977.45 Lakh) and interest of Rs.2,521.36 Lakh (Previous year Rs. 1,303.06 Lakh) is recoverable. The management is confident of recovering the entire balance, including interest accrued and accordingly, continues to classify the loan amount as good for recovery.

33.A During the year 2022-23, the company had entered into an agreement with UBL to manufacture Non Alcoholic Beverages (NAB). Due to certain issues, the Company had to discontinue the new line of business. The inventory relating to NAB has been destroyed and the compensation receivable for loss on discontinuance of business has been accounted.

33.B During the year, the Company had received from United Breweries Limited of Rs.262.26 Lakh towards Compensation against Loss or damage suffered by the Company due to breach of the Contract.

34 Other disclosures with respect to Schedule III

- i. No proceeding is either initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- ii. The Company is not declared as wilful defaulter by any bank or financial Institution or other lender;
- iii. During the year no Scheme of Arrangements is approved by the Competent Authority in terms of sections 230 to 237 of the Act in relation to the Company;
- iv. The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;
- v. The Company has not traded or invested in Crypto currency or Virtual Currency during the year;
- vi. The Company does not have any transactions with struck off companies;
- vii. All charges are registered with Registrar of Companies within the statutory period and no charge is required to be satisfied by the Company;
- viii. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- ix. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - x. The Company has not made any Loans and Advances in the nature of loans to promoters, directors, Key Managerial Personnel and related parties either jointly or severally that are repayable on demand or without specifying any term of period of repayment.
 - xi. The Company has complied with the provisions of Section 2(87) of the Companies Act 2013 read with Companies (Restriction on number of Layers) Rule, 2017.
 - xii. The Company has borrowed funds from a financial institution on the basis of security of current assets. However, it is not required to file any quarterly return or statement of current assets with the financial institution. Accordingly, the question of any discrepancies with books of accounts of quarterly returns filed does not arise.
 - xiii. For Ratios refer to Annexure-I.
35. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our report of even date attached

For C N K & Associates LLP

Chartered Accountants

H. V. Kishnadwala

(Partner)

Membership No : 037391

For and on behalf of the board

Nihar N. Jambusaria

Chairman

(DIN :01808733)

Vincent Vaz

**Whole-time Director and Chief
Financial Officer**

(DIN : 02067875)

Amit Khemani

Managing Director

(DIN : 00057283)

H. L. Thakkar

Company Secretary

(Mem. No : A7898)

Place : Mumbai

Date : 6 June, 2024

Place : Mumbai

Date : 6 June, 2024

Annexure-I

Ratios	Numerator	Denominator	FY 2023-24	FY 2022-23	% Variance	Reason for variance
Current Ratio (times)	Current Asset	Current Liabilities	2.36	2.42	-2.47%	
Debt equity ratio(times)	Total Debt ⁽¹⁾	Shareholders Equity	0.28	0.20	39.81%	On account of term loan and working capital loan taken from Bank .
Debt Service Coverage Ratio (times)	Earnings available for debt service ⁽²⁾	Debt Service ⁽³⁾	6.16	3.66	68.10%	On account of term loan and working capital loan taken from Bank .
Return on Equity Ratio	Net profit after Taxes-Preference dividend (if any)	Average Shareholders Equity	12%	14%	-20.10%	
Inventory turnover ratio (times)	Sales	Average Inventory	10.01	13.93	-28.16%	On account of increase in average inventory
Trade Receivables turnover ratio (times)	Net Credit Sales	Average account Receivable	20.30	18.88	7.52%	
Trade payables turnover ratio (times)	Net Credit Purchases	Average Trade Payables	6.71	11.62	-42.24%	On account of increase in average trade payable
Net capital turnover ratio (times)	Net Sales	Working Capital	2.32	2.77	-16.20%	
Net profit ratio	Net Profit	Net Sales	8%	9%	-8.04%	
Return on Capital employed	Earning before interest and taxes	Capital Employed ⁽⁴⁾	14%	19%	-28.12%	On account of term loan and working capital loan taken from Bank .
Return on investment	Income generated from invested funds ⁽⁵⁾	Average Invested funds in Treasury investments ⁽⁶⁾	8%	13%	-37.97%	On account of non receipt of interest on investment made in Partnership firm.

⁽¹⁾ Total Debt represents Current Borrowings + Non Current Borrowings

⁽²⁾ Earnings available for debt service represents Profit Before Tax + Interest on Debt + Depreciation

⁽³⁾ Debt Service represents Interest on Debt + Scheduled principal repayment of non current borrowing + current maturities of lease liabilities.

⁽⁴⁾ Capital Employed represents Total Equity + Borrowings + Deferred Tax liabilities

⁽⁵⁾ Income generated from invested funds represents Interest Income + Earnings on investment in Partnership firm + Gain on sale of Mutual funds

⁽⁶⁾ Average Invested funds in Treasury investments represents Fixed deposits + Investment in mutual funds + Investments in partnership firm

Courier

If undelivered, please return to:

BLOSSOM INDUSTRIES LIMITED

Village Jani Vankad,
Nani Daman,
Daman – 396 210 (U.T.)