

# WINSOME BREWERIES LTD.

Regd. Office : Vill. Sarekhurd, Tehsil Tijara, Distt. Alwar (Rajasthan)  
Corp. Office : D-61, Okhla Industrial Area, Phase-I, New Delhi-110020  
Phone & Fax : 011 - 26811299 Email : rkb@winsomeindia.in  
Website : winsomeindia.in  
CIN : L15511RJ1992PLC014556



Dated: 05<sup>th</sup> September, 2022

To,

**Manager Listing Department  
BSE Limited  
Floor 25- P.J Tower, Dalal Street  
Mumbai- 400001**

Scrip Code: 526471

**SUB: Submissin of the Annual Report for the FY 2021-22 and Notice of 30<sup>th</sup> Annual General Meeting ("AGM") along with addendum thereof**

**REF: Regulation 30, read with Part A of Schedule III and Regulation 44 of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

This is to inform you that 30<sup>th</sup> Annual General Meeting (30<sup>th</sup> AGM) of the Members of the Winsome Breweries Limited will be held on Friday, 30<sup>th</sup> September, 2022 at 11 A.M at the Registered office of the Company, ie. Village Sarekhurd, Tehsil – Tijara , District Alwar, Rajasthan – 301001. Please find enclosed herewith a copy of the Annual Report of the Company for the Financial Year 2021-22 and Notice of the 30<sup>th</sup> AGM along with Addendum thereof.

Also to inform you that the Register of Members and Share Transfer Register of the Company shall remain closed for the period from 24<sup>th</sup> September 2022 to 30<sup>th</sup> September 2022(both days inclusive) for the purpose of 30<sup>th</sup> Annual General Meeting.

Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is providing e-voting facility to the members. The cut-off date for the purpose of determining members for remote e-voting facility is Friday, 23<sup>rd</sup> September, 2022. The remote e-voting period shall commence Tuesday, 27<sup>th</sup> September, 2022 at 9:00 A.M and end on Thursday, 29<sup>th</sup> September, 2022 at 5:00 P.M.

The Notice of AGM alongwith Addendum thereof and Annual Report for the Financial Year 2021-22 can also be accessed/viewed/download from the website of the Company's at [www.winsomeindia.in](http://www.winsomeindia.in)

We request you to kindly take this intimation on record and oblige.

Thanking You,

Yours faithfully

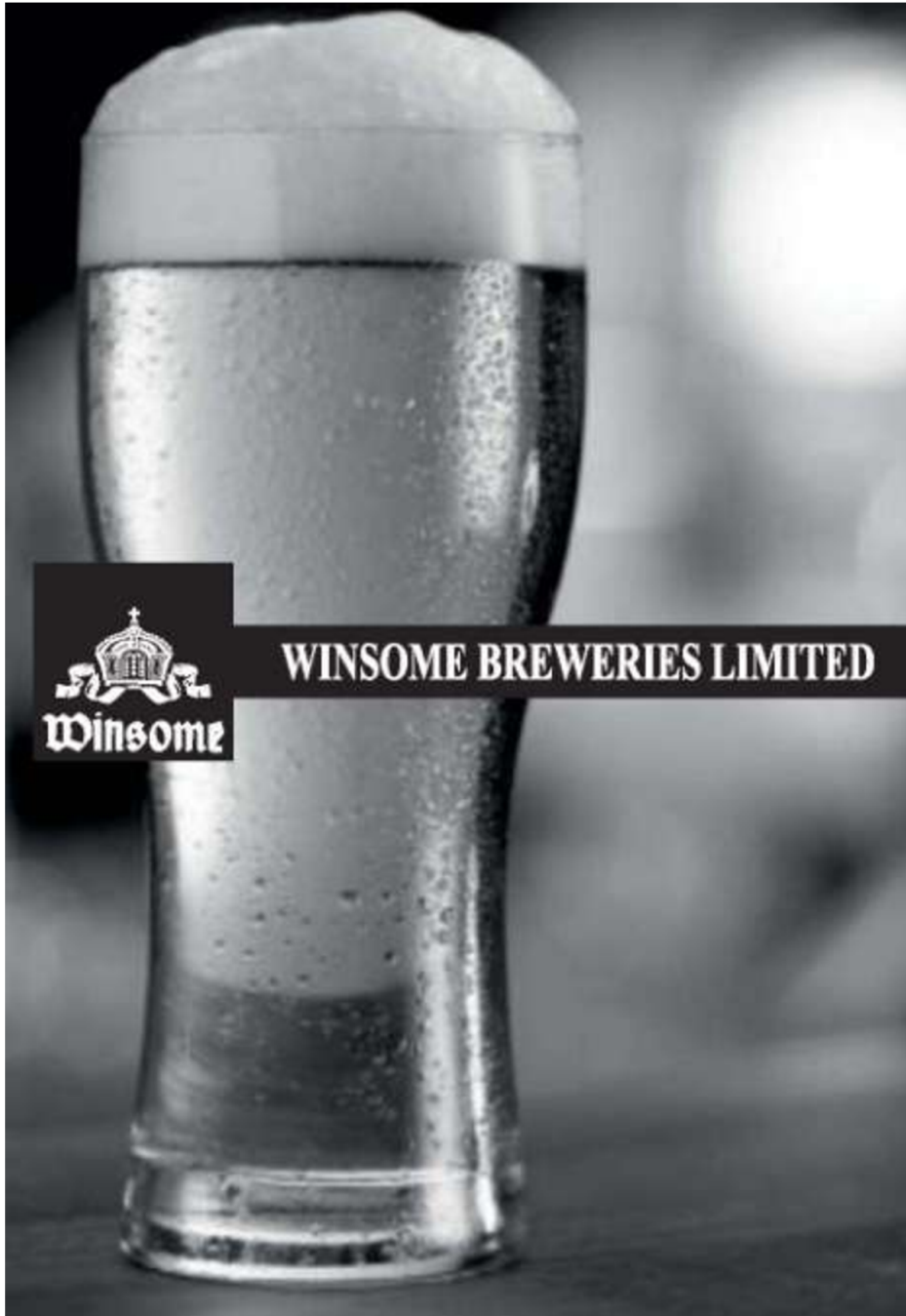
For **WINSOME BREWERIES LIMITED**

For **WINSOME BREWERIES LTD.**

**Company Secretary**

**VARUNIKA BHANDARI  
COMPANY SECRETARY & COMPLIANCE OFFICER**

**30<sup>th</sup>**  
**ANNUAL REPORT**  
**2021-2022**



## **BOARD OF DIRECTORS**

Sh. Rajendra Kumar Bagrodia	Chairman Cum Managing Director
Smt. Sneha Bagrodia	Non- Executive Non Independent Director
Sh. Amrit Mohinder Uttam	Independent Director
Sh. Dipankar Sen Gupta	Independent Director

## **COMPANY SECRETARY**

Ms. Varunika Bhandari

## **CHIEF FINANCIAL OFFICER**

Mr. Shantanu Bagrodia

## **STATUTORY AUDITORS**

APAS & Co.  
Chartered Accountants  
8/14, Basement, Kalkaji Ext., New Delhi - 110 019

## **SECRETARIAL AUDITOR**

M/s. RSH & Associates,  
Practising Company Secretaries  
(Partnership Firm)

## **INTERNAL AUDITOR**

M/s. RPB & Associates  
Chartered Accountant

## **CORPORATE OFFICE**

D-61, Okhla Industrial Area  
Phase -1, New Delhi- 110 020

## **REGISTERED OFFICE AND PLANT LOCATION**

VILL. Sarekhurd, Tehsil-Tijara  
Distt. Alwar,  
Rajasthan: 301001

## **REGISTRAR AND SHARE TRANSFER AGENT**

Skyline Financial Services Private Limited  
D-153A, First Floor, Okhla Industrial Area, Phase-I,  
New Delhi – 110020

Dear Share holder We request you to please update your e-mail id and bank details along with full name, folio no. address, contact no. and specimen signature, in our record with our Registrar and Share transfer Agent by post at the address- Skyline Financial Service Pvt. Ltd., D-153 A, Okhla Industrial Area, Phase-I, New Delhi-110020 or by email at admin@skylinerta.com. Kindly quote your folio no. in all correspondence.

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## **NOTICE**

**NOTICE** is hereby given that Thirtieth Annual General Meeting (30<sup>th</sup> AGM) of the Members of Winsome Breweries Limited will be held on Friday, the 30<sup>th</sup> day of September, 2022 at 11.00 A.M. at the registered office of the Company at Village- Sarekhurd, Tehsil-Tijara, Distt. Alwar, Rajasthan-301001, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended on 31<sup>st</sup> March 2022, including Audited Balance Sheet as at 31<sup>st</sup> March, 2022, Statement of Profit and Loss and Cash flow statement for the year ended 31<sup>st</sup> March, 2022 together with the report of Director's and Auditor's thereon.

2. **To appoint Sneh Bagrodia as a Director liable to retire by rotation**

To appoint a director in place of Mrs. Sneh Bagrodia (DIN: 00637355), who retires by rotation and, being eligible, offers herself for re-appointment. .

3. **To Re-appoint M/s APAS & Co, Chartered Accountants, as Statutory Auditors of the Company.**

To consider and if though fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and the Rules 3 of the Company (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the audit committee and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for re-appointment of M/s APAS & Co, Chartered Accountants (Firm Registration no. 000340C/C400308) as Statutory auditors of the Company to hold office for further consecutive term of 5 (five) years from the Conclusion of 30<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 35<sup>th</sup> AGM of the Company for the Financial Year ending March 2027, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, plus reimbursement of goods and service tax, travelling and out of pocket expenses.

**RESOLVED FURTHER THAT** any director of the Company be and is hereby authorized to do all such act(s), deed(s), matter(s) and thing(s) as may deem necessary or incidental for the purpose of giving effect to the aforesaid resolution including but not limited to filing of necessary e-Forms with the Registrar Companies, Ministry of Corporate Affairs.”

**SPECIAL BUSINESS:**

4. **Reappointment of Mr. Amrit Mohinder Uttam (DIN 02929322) as the Independent Director of the Company**

Consider and if thought it, to pass with or without modification, the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for Mr. Amrit Mohinder Uttam (DIN 02929322), in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company for a second term of 5 (five) consecutive years effective 13<sup>th</sup> August, 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

5. **Re-appointment of Mr. Rajendra Kumar Bagrodia (DIN 00178250), as Managing Director of the Company.**

Consider and if thought it, to pass with or without modification, the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Rajendra Kumar Bagrodia (DIN 00178250), as Managing Director of the Company for the period of next five years with immediate effect from 30<sup>th</sup> September, 2022 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rajendra Kumar Bagrodia.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Rajendra Kumar Bagrodia, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

6. **To Ratify the appointment of Mrs. Aruna Goenka (DIN : 00256167) as the Independent Director of the Company**

Consider and if thought it, to pass with or without modification, the following resolution as **Special Resolution**:

**“RESOLVED that** pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mrs. Aruna Goenka (DIN : 00256167), as an Additional Director in the capacity of an Independent Director of the Company w.e.f. August 13, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from August 13, 2022 till August 12, 2027.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Date: 13<sup>th</sup> August, 2022  
Place: New Delhi

By Order of the Board of Directors  
**For Winsome Breweries Limited**

**Rajendra Kumar Bagrodia**  
**(Chairman Cum Managing Director)**  
DIN: 00178250  
S-521 Greater Kailash  
Part II, New Delhi-110048

**NOTES:**

- 1. Explanatory Statement setting out the material facts concerning each item No. 4, 5 & 6 of Special Businesses to be transacted at the 30<sup>th</sup> Annual General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto and forms part of the Notice.**
2. The profile of the Directors seeking appointment/re-appointment, as required in the terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 is annexed.

- 3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
4. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. However, a member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
5. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the meeting.
6. The Register of Members and Share transfer Books of the Company shall remain closed from 22<sup>nd</sup> September 2022 to 30<sup>th</sup> September 2022 (both days inclusive) for payment of dividend/bonus, if any, declared/approved, at Annual General Meeting.
7. Members, Proxies and Authorised representatives are requested to bring to the meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of DP ID and Client ID/Folio No.  
  
In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
8. Pursuant to Section 72 of the Companies Act, 2013 Members holding share in dematerialized form may file Nomination in the prescribed Form SH-13 (In duplicate) with the respective DP's and in respect of shares held in the physical form, such nomination may be filed with the company's Registrar and Share transfer Agent.
9. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
10. Members who wish to attend AGM are requested to Bring attendance slip sent herewith duly filled in, and the copy of Annual Report. Copies of the Annual Report will be distributed at this AGM in compliance.
11. The members are requested to affix their signature at the place provided on the attendance slip annexed to the proxy form and handover the slip at the entrance to the place of this AGM and bring a copy of Valid ID proof, DP ID and Client ID to this AGM for recording of attendance at this AGM.
12. Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent appointed M/s Skyline Financial Services Private Limited, D-153A, Okhla Industrial Area, Phase I, New Delhi – 110 020 ([admin@skylinerta.com](mailto:admin@skylinerta.com)), quoting their Folio number. Members holding shares in electronic form must inform about any change in their address or bank particulars to their respective Depository Participants and not to the Company.



13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risk associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's RTA, Skyline Financial Services Pvt. Ltd. ("Registrar") at [www.skylinerta.com](http://www.skylinerta.com) for assistance in this regard.
15. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents.
16. Route Map of Venue of the Meeting is attached.
17. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2021-22 will also be available on the Company's website <http://winsomeindia.com> for their download.
18. All documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
19. In terms of the Circulars No. 17/2011 of 21<sup>st</sup> April, 2011 and 18/2011 of 29<sup>th</sup> April, 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its "green initiative in Corporate Governance," MCA allows paperless compliances including service of notice/documents by companies to their Members through electronic mode. Therefore, the Company proposes to send documents required to be sent to Members like Notices of General Meetings (including AGM), Audited Financial Statements, Report of the Directors, Independent Auditors' Report etc. to the Members in electronic form to the e-mail IDs provided by them and made available to the Company by the Depositories. This will also ensure prompt receipt of communication and avoid loss in transit. The physical copies of the Annual Report will be made available upon receipt of a requisition from the members, any time as a Member of the Company.

**20. Voting through Electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, applicable Secretarial Standards and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015, **the Company is pleased to provide Members with a facility to exercise their right to vote at the 30<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through Electronic Voting (e-voting) Services.** The facility for casting the votes by the members using electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL):

**The instructions for shareholders for e-voting are as under:**

- (i) The remote e-voting period begins on Tuesday 27-09-2022 at 9:00 AM and ends on Thursday 29-09-2022 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 23-09-2022 may cast their vote electronically and after the aforesaid date and time remote e-voting is not allowed. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

(vi) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(vii) Click on "Shareholders" module.

(viii) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID.
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(ix) Next enter the Verification Code as displayed and Click on Login.

(x) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(xi) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction ( v ).
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- (xii) After entering these details appropriately, click on “SUBMIT” tab.
- (xiii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiv) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this notice.
- (xv) Click on the EVSN for the relevant Company Name i.e. **WINSOME BREWERIES LIMITED** on which you choose to vote.
- (xvi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xvii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xviii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xxi) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (i) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs.winsome@gmail.com](mailto:cs.winsome@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id.**

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

By Order of the Board of Directors  
**For Winsome Breweries Limited**

**Rajendra Kumar Bagrodia**  
**(Chairman Cum Managing Director)**  
**DIN : 00178250**  
**S-521 Greater Kailash**  
**Part II , New Delhi-11004**

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

The Board of Directors, at its meeting held on 13<sup>th</sup> August, 2022, re-appointed Mr. Amrit Mohinder Uttam as an Independent Director of the Company, subject to the approval of shareholders.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received from Mr. Amrit Mohinder Uttam (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Amrit Mohinder Uttam as an Independent Director of the Company for a period up to five consecutive year pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Amrit Mohinder Uttam, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Amrit Mohinder Uttam as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Amrit Mohinder Uttam, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

**ITEM NO. 5**

Mr. Rajendra Kumar Bagrodia, was appointed as Managing Director of the Company for a period of five years, after obtaining due approval of the members of the Company in their Annual General meeting held on 29<sup>th</sup> September, 2017. Accordingly the present term of Mr. Rajendra Kumar Bagrodia comes to an end.

The Board, in its meeting held on 13<sup>th</sup> August, 2022, has approved the re-appointment of Mr. Rajendra Kumar Bagrodia as the Managing Director of the Company for a further period of Five years after his current tenure ends. The board has taken the decision of said re- appointment based on recommendation of Nomination and remuneration committee and subject to approval of the members of the Company.

Mr. Rajendra Kumar Bagrodia has attained the age of 70 years and hence continuation of his employment as Managing Director requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the

employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution.

Keeping in view that Mr. Rajendra Kumar Bagrodia has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Rajendra Kumar Bagrodia as Managing Director of the Company.

The details of remuneration payable to Mr. Rajendra Kumar Bagrodia are given below:

**DETAILS OF REMUNERATION**

(i) Salary Rs. 60,000/- per month.

(ii) Perquisites Rs. 1,40,000/- per month.

Salary mentioned above is inclusive of all other allowances and no other allowance shall be paid separately.

Except Mr. Rajendra Kumar Bagrodia, Mr. Shantanu Bagrodia and Mrs. Sneha Bagrodia, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

**ITEM NO. 6**

The Board of Directors, at its meeting held on 13 August, 2022, appointed Mrs. Aruna Goenka (DIN : 00256167) as an Additional Director of the Company with effect from 13<sup>th</sup> August, 2022, pursuant to Section 161(1) of the Companies Act, 2013 and her term is expired after conclusion of this Annual General Meeting.

The Company has received from Mrs. Aruna Goenka (DIN : 00256167) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of members for the appointment of Mrs. Aruna Goenka as an Independent Director of the Company for a period up to next five years till 12<sup>th</sup> August, 2027 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

In the opinion of the Board Mrs. Aruna Goenka, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mrs. Aruna Goenka as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mrs. Aruna Goenka, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.



**PROFILE OF DIRECTOR****(Seeking Appointment/ Re-appointment)****As per Regulation 36 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 and SS - 2**

<b>Name</b>	<b>Mrs. Sneh Bagrodia</b>	<b>Mr. Rajendra Kumar Bagrodia</b>	<b>Mr. Amrit Mohinder Uttam</b>	<b>Mrs. Aruna Goenka</b>
Date of Birth	25-09-1950	01-01-1945	03-07-1973	04-08-1956
Age	71	76	49	66
Date of Appointment	12/01/2021	29/09/2017	30/05/2017	-
Experience in functional area	Human Resources	(Waterloo), Ch. Eng., F.I.E.	Businessman	Banking and Finance
Qualification	BA. & B. Ed (H)	B.Tech. Hons.(IIT) , M.A. Sc. (Chem. Eng.) & M.A. Sc. (Management Sc.) (Waterloo), Ch. Eng., F.I.E.	BA.(H)	Graduate
Terms and Condition of Appointment & Reappointment	Terms and Condition are as decided by the Board.	Terms and Condition are as decided by the Board.	Terms and Condition are as decided by the Board.	Terms and Condition are as decided by the Board.
Details of Remuneration sought to be paid	Rs. 150000 p.m.	Rs. 150000 p.m.	Nil	Nil
Last Remuneration drawn	Rs. 50000 p.m.	Rs. 50000 p.m.	Nil	-
Directorship in other Companies	<ol style="list-style-type: none"> <li>1. Indo Australia Mining Private Limited</li> <li>2. Corrkil Solutions (India) Privatelimited</li> <li>3. Indfish Limited</li> <li>4. Enzyme Infra Private Limited</li> <li>5. Jay Ditya Anant Developers Private Limited</li> <li>6. Suzuki (India) Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. Corrkil Solutions (India) Private Limited</li> <li>2. Indfish Limited</li> <li>3. Enzyme Infra Private Limited</li> <li>4. Jay Ditya Anant Developers Private Limited</li> <li>5. Suzuki (India) Ltd</li> <li>6. Adayana Learning Solutions Private</li> </ol>	<ol style="list-style-type: none"> <li>1.Mima Fab Private Limited</li> <li>2.Sapphire Trade Associates Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1.Worthy Trading Private Limited</li> </ol>

	7. Adayana Learning Solutions Private Limited	Limited 7. Pentstemon Florist Private Limited 8. Kanakdhara Trade & Industries Limited 9. Girija-Industrial Promotion Limited		
Membership of Committees of other Companies (Audit Committee /Nomination Committee/Stakeholders Relationship Committee)	NIL	NIL	NIL	NIL
No. of Shares held in the company	-	3,60,620 Equity Shares (1.30%)	-	-
First Appointment by the Board	29/09/2001	08/01/1998	30/05/2017	-
Relationship with another Director, Manager & KMP	Wife of Managing Director Mr. R.K. Bagrodia	Husband of Non-executive Director Mrs. Sneh Bagrodia Father of CFO Mr. Shantanu Bagrodia	-	-
Board Meeting attended (F.Y. 2021-2022)	5	5	5	0

**DIRECTOR'S REPORT**

**TO,  
THE MEMBERS,  
WINSOME BREWERIES LIMITED**

Your Directors have pleasure in presenting the Thirtieth (30<sup>th</sup>) Annual Report of Winsome Breweries Limited along with Audited Financial Statements for the Financial Year (FY) ended March 31<sup>st</sup> 2022.

**HIGHLIGHTS OF PERFORMANCE**

Income for the year is decreased from Rs. 1638.28 Lakhs in 2021 to Rs. 1288.22 Lakhs in 2022. Profit before tax increase from Rs. (243.48) Lakhs in the previous year 2021 to Rs. (181.47) Lakhs in the current year 2022. Total Comprehensive income is also increase from Rs. (179.54) Lakhs in the previous year 2021 to (144.04) Lakhs in the current year 2022.

**1. Financial Results**

The financial performance of Winsome Breweries Limited for the financial year ended March 31, 2022 is summarised below:

<b>Particulars</b>	<b>(Figures in Lakhs)</b>	
	<b>Current Year 31<sup>st</sup> March,2022 (in Rupees)</b>	<b>Previous Year 31<sup>st</sup> March,2021 (in Rupees)</b>
Total income	1288.22	1638.28
Profit before depreciation	(181.47)	(243.48)
Profit before tax	(181.47)	(243.48)
Less: Tax Exp	(41.75)	(62.78)
Profit after tax	(139.72)	(180.86)
IND AS Adjustments	(19.30)	(21.58)
Total Comprehensive Income	(144.04)	(179.54)
Transfer To General Reserves	NIL	NIL

**2. COVID-19 Pandemic**

The COVID-19 (2<sup>nd</sup> phase) pandemic has emerged as a global challenge, creating disruption across the World. Global solutions are needed to overcome the challenges. The physical and emotional wellbeing of employees and stakeholders continues to be the top priority for the Company. During this ongoing pandemic we followed all the guidelines issued in this regard by the respective States and Central Government with regard to the operations and safety of people. The strict standard of physical distancing and hygiene were enforced.

**3. Future Prospects**

The company is making efforts continuously to improve its business operations. In view of the above, prospectus of the Company appears bright in near future.

**4. Transfer to Reserves**

The Company has not transferred any amount to the General Reserve out of amount available for appropriations.

**5. Dividend**

In view of the inadequate profits, the Directors express their inability to recommend any dividend for the year under review.

**6. Share Capital**

The Authorised Share Capital of the Company is Rs. 27,75,00,000/- (Rupees Twenty Seven Crore Seventy Five Lakh) comprising of 2,77,50,000 (Two Crore Seventy Seven Lakh Fifty Thousand) Equity Shares of Rs. 10 (Rupees Ten) each. The Issued, Subscribed and Paid-up Equity Share Capital of the Company is Rs. 27,66,89,000 (Rupees Twenty Seven Crore Sixty Six Lakhs Eighty Nine Thousand) consisting of 2,76,68,900 (Two Crore Seventy Six Lakhs Sixty Eight Thousand Nine Hundred) Equity Shares of Rs. 10 (Rupees Ten) each.

The Company has not allotted any shares during the year under review.

**7. Deposits**

The company has not accepted any public deposits during FY 2021-2022 from the members or the general public. There are no small depositors in the Company. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

**8. Change in the Nature of Business**

The Company has not undergone any changes in the nature of the business during the financial year.

**9. Subsidiaries, Associates and Joint Venture Companies**

During the year under review, your Company did not have any subsidiary, associate and joint venture company.

**10. Internal Process & Financial Control**

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The Company's internal controls are tested for adequacy and effectiveness by the Internal Auditor and Statutory Auditors on a regular basis.

**11. Listing Fees**

The Annual Listing Fee for the years 2021-2022 and 2022-2023 had been paid to those Stock Exchanges where the company's shares are listed.

**12. Corporate Social Responsibility (CSR)**

Provision related to CSR under Section 135 of the Companies Act, 2013 are not applicable to the Company.

### **13. Vigil Mechanism/ Whistle Blower Policy**

The Company has a vigil mechanism by way of internal reviews. The Company also has a "Whistle Blower Policy", the copy of which is available on the website of the Company, namely [http://winsomeindia.in/news\\_events.php](http://winsomeindia.in/news_events.php)

### **14. Prevention of Sexual Harassment At Work Places**

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.

The Company has constituted Internal Complaints Committee. Further, the Company's Internal Complaints Committee look into the matter for its office and factory of the Company in compliance with the above mentioned Act and Rules for the FY 2020-2021, no case of sexual harassment was pending at the beginning, no case was received during the year nor did any case remain pending at the closure of the year.

### **15. Code of Conduct**

Directors, Key Managerial Personnel and Senior Management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company and the declaration in this regard made by the Managing Director is attached as **ANNEXURE-A** which forms a part of this Report of the Directors.

### **16. Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo.**

Information pursuant to section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given below:

#### **A. Conservation Of Energy:**

The Company has taken measures in consultation with the technical experts to conserve use of power by

- i. More Emphasis on elimination of waste.
- ii. Improved efficiency of own generator by usage of diesel generator only for emergencies and as stand by.
- iii. Preventive maintenance of various equipment's for efficient utilization of energy.

#### **B. Technology Absorption:**

Disclosure of particulars with respect to technology absorption:-

##### **Research & Development**

- i. Specific Areas in which R&D carried out by the Company
  - a. Quality Up gradation.
  - b. Productivity enhancement.
  - c. Quality Control Management.
- ii. Benefits Derived as Result of the above R&D: Increase in production.
- iii. Future plan of action: Cost efficiency in manufacturing operations through better methods andF techniques of production.

- iv. Expenditure in R & D: Specific expenditure of recurring or capital nature is not involved.

**C. Foreign Exchange Earning And Outgo:-**

Expenditure in Foreign Currency (on Accrual basis):

- a. Travelling Expenses NIL

**17. Management Discussion Analysis Report (MDAR):**

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section which forms part of this Director's Report.

**18. Web address for Annual Return**

The Company has placed its Annual Return (as at 31st March 2022) referred to in Section 92(3) in FORM MGT-7 format on the below mentioned web-address: [http://winsomeindia.in/news\\_events.php](http://winsomeindia.in/news_events.php)

**19. Particulars of Employees**

The particulars of employees are given in **Annexure-C** to this Report as required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**20. Director(s) and Key Managerial Personnel**

Your Board of Directors comprises of mix of Executive and Non-Executive Directors with rich experience and expertise across a range of fields such as corporate finance, strategic management, General Management and Strategy. Except the Independent Director, all the Directors are liable to retire by rotation as per the provisions of the Companies Act, 2013.

There was NO change in the Directorship of the Company in the year during review, i.e. In FY 2021-22.

The Board of Directors at its meeting held on 13<sup>th</sup> August, 2022 has accepted the resignation of Mr. Dipankar Sen Gupta the Director of the Company. The Board expressed its deep appreciation for the valuable services rendered by him and Mrs. Aruna Goenka is appointed as additional non executive Director in capacity of Independent Director of the Company for a period of five years with effect from 13<sup>th</sup> August, 2022 on the recommendation of Nomination & Remuneration Committee.

Mr. Amrit Mohinder Uttam, (DIN 02929322), is re-appointed as Independent Director of the Company for a 2<sup>nd</sup> consecutive term of five years with effect from 13<sup>th</sup> August, 2022 on the recommendation of Nomination & Remuneration Committee.

The appointment/re-appointment of independent directors shall be placed before the shareholders at the forthcoming Annual General Meeting for ratification.

The Board of Directors at its meeting held on 13<sup>th</sup> August, 2022 has also approved the re-appointment of Mr. Rajendra Kumar Bagrodia as the Managing Director of the company subject to approval by the shareholders at this ensuing Annual General Meeting.

There was NO change in the Key managerial Personnel of the Company in the year during review, i.e. FY 2021-22.

#### **21. Retirement By Rotation**

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Sneh Bagrodia (DIN: 00637355) , Director of the company is liable to retire by rotation at the ensuing Annual General Meeting of the Company.

#### **22. Declaration Given by Independent Directors**

All Independent Directors have given declarations/confirmation that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **23. Director's Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the Directors have 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 2021-2022 and of the profit of the company for that period;
- c) the Directors have 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 have prepared the annual accounts on a going concern basis;
- e) the Directors had laid down proper internal financial controls and such internal financial controls are adequate and were operating effectively;
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **24. Compliance of Secretarial Standard**

During the year Company has done all the required compliances of Secretarial Standard -1 & 2 as prescribed by the Institute of Company Secretaries of India.

## 25. Board Evaluation

The Board has carried out an annual performance evaluation of its own performance and that of its Committees and individual directors. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

## 26. Independent Directors Meeting

During the year under review, the Independent Directors met on 31<sup>st</sup> March, 2022 inter alia, to:

- a) Review the performance of Non Independent Directors, and the Board of Directors as a whole;
- b) Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- c) Assess the quality, content and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- d) All the Independent Directors were present at this meeting.

The Independent director authorised the Company Secretary of the Company to Act as Secretary to the Committee and to do all such deed and acts necessary for the calling, conducting of meeting, preparation of minutes and other formalities in consultancy with the chairman of the Committee.

The details of Familiarisation Programme of the Independent Directors have been uploaded on the website of the Company which can be found at [http://winsomeindia.in/news\\_events.php](http://winsomeindia.in/news_events.php)

The observations made by the Independent Directors have been adopted and put into force.

## 27. Appointment and Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management Personnel and Key Managerial Personnel ("KMP") and their remuneration. This Policy is described in the Corporate Governance Report.

## 28. Meetings of the Board

During the year Five (5) Meeting of the Board were held details of which are given in the Corporate Governance Report. The gap between the meetings was within the period prescribed under the Companies Act, 2013 / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All other Committees also have met during the year and have helped the Board to provide direction to the management.

## 29. Committee

The Board of Directors of your Company has constituted the following committees in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements), Regulation, 2015:



**A. Audit Committee**

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

There was NO change in the constitution of the committee.

**B. Nomination and Remuneration Committee**

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

The salient features of the Remuneration Policy is available on Company's website and can be accessed in the link provided herein below: [http://winsomeindia.in/news\\_events.php](http://winsomeindia.in/news_events.php)

There was NO change in the constitution of the committee.

**C. Stakeholders Relationship Committee**

The Board has in accordance with Section 178(5) of the Companies Act, 2013 has constituted Stakeholder Relationship Committee to resolve all the grievances of the Stakeholders of the Company.

There was NO change in the constitution of the committee.

**30. Corporate Governance report**

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance, together with a certificate from the Company's Statutory Auditors confirming compliance forms part of this Annual Report as **Annexure-D**.

**31. Auditors**

**A. Statutory Auditors**

The Members of the Company in the Annual General meeting held on Friday the 29<sup>th</sup> September, 2017 appointed M/s. APAS & Co. LLP, Chartered Accountants (Firm Regn. No. 000340C/C400308) as Statutory Auditors of the Company for the five years and they hold office till the conclusion of 30<sup>th</sup> Annual General Meeting to be held in the year 2022 on such remuneration as may be mutually decided by the Board of Directors.

Therefore, M/s. APAS & Co. LLP, Chartered Accountants (Firm Regn. No. 000340C/C400308) are hereby eligible to be re-appointed for the 2<sup>nd</sup> consecutive term of 5 years from this ensuing Annual General Meeting till the 35<sup>th</sup> Annual General Meeting to be held in the year 2027.

The Board at its meeting held on August 13, 2022 approved the appointment of M/s. APAS & Co., Chartered Accountants (Firm Regn. No. 000340C/C400308) as Statutory Auditors, subject to the approval of shareholders at the ensuing Annual General Meeting.

M/s. APAS & Co. has confirmed their eligibility and willingness to act as Statutory Auditors, if appointed, and the necessary certificate pursuant to Section 139(1) of the Companies Act, 2013 and rules made thereunder has been received from them. Pursuant to Section 139(8) of the Companies Act, 2013, M/s. APAS & Co. shall hold office till the conclusion of 35th Annual general meeting to be held in 2022.

**Reply To Auditor's Report:**

The Auditor's Report to the members does not contain any qualification or adverse remarks on the financial reporting and disclosure of the Company. The Notes to Accounts forming part of the financial statements are self-explanatory and need no further explanation.

**B. Secretarial Auditor**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, the Company has appointed M/s Ravinder Sharma & Associates, Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report submitted by them in prescribed form MR-3 is annexed herewith as **Annexure-E** and forms an integral part of this Report

There are no qualifications or observations or other remarks by the Secretarial Auditors in their Report issued by them for the financial year 2021-2022 which call for any explanation from the Board of Directors.

**C. Cost Auditor**

The Company is not required to maintain cost records and to undertake cost audit in accordance with the provision of Companies Act, 2013.

**D. Internal Auditor**

M/s RPB and Associates, Chartered Accountants appointed as Internal Auditor of the Company.

**32. Disclosures With Respect To Employees Stock Option Scheme**

The Company does not have any Employees Stock Option Scheme.

**33. Related Party Transaction.**

All transactions/contracts/arrangements entered into by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review were in ordinary course of business and on an arm's length basis. Further, none of these contracts / arrangements /transactions with related parties could be considered material in nature as per the thresholds given in Rule15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and hence no disclosure is required to be given in this regard.

**Disclosure of Related Party Transaction with Person or Entity belonging to Promoter & Promoter Group:**

The Company had not entered into related part transaction(s) with any person or entity belonging to the Promoter Group that holds 10% or more shareholding of the Company.

**34. Risk Management**

The Company has a Risk Management framework in place to identify, assess, monitor and mitigate various risks to the business. This framework seeks to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The framework also defines the risk management approach across the enterprise at various levels.

Risk Management forms an integral part of the Company's planning process. Audit Committee of the Board reviews the process of risk management.

**35. Significant And Material Orders Passed By The Regulatory Bodies / Courts**

There were no significant or material orders passed by any Regulatory Bodies/ Court against the Company.

**36. Particulars of Loans, Guarantees or Investments by the Company**

Details of Loans, Guarantees and Investments are given in the notes to Financial Statements.

**37. State Of Company's Affairs**

Your company was engaged during the year in the business of brewers, distillers, and manufacturers ,dealers in beers, wine, aerated waters, mineral waters and liquors of every description whether intoxication or not.

**38. Fraud Reporting**

The Company is a very well-managed Company and the Statutory Auditors did not come across any occurrence or brewing of any Fraud in the Company.

**39. Internal Financial Controls And Its Adequacy With Respect To The Financial Statements**

The Company has in place an adequate system of internal financial control with respect to its financial statements which helps in ensuring orderly and efficient preparation of financial statements. There is timely preparation of reliable financial information so as to enable the management to take informed decisions.

**40. Details Of Application Made Or Any Proceeding Pending Under The Insolvency And Bankruptcy Code, 2016**

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year.

**41. 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**

No one time settlement done by the Company, So there is no 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

**42. Acknowledgment**

The Board takes this opportunity to sincerely thank all its stakeholders namely, shareholders, customers, suppliers/contractors, bankers, employees, Government agencies, local authorities and the immediate society for their un-stinted support and co-operation during the year.

**Date: 13.08.2022**  
**Place: New Delhi**

**On Behalf of the Board of Directors**  
**For Winsome Breweries Limited**

**Rajendra Kumar Bagrodia**  
**(Chairman cum Managing Director)**  
**DIN: 00178250**  
**S-521, Greater Kailash**  
**Part II, New Delhi-110048**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on March 31, 2022.

### **(A) Industry Structure and Development**

Beer industry in India has been experiencing growth rates of about 10% in the past decade. Although India isn't a typical beer gulping nation but the winds of change might just be around the corner with growth projections of the industry hovering at much higher levels.

Change in demography, a better standard of living and a myriad of choices that 21st century Indian enjoys, beer industry is expected to grow in double digits in the coming years. Its consumption in India has increased into double digits in last decade.

India is the fourth largest beer consumer in the Asia-Pacific region by volume. Though the alcohol industry in India has been dominated by Spirits (IMFL and country liquor) and Beer comprises about 11% of the total alcohol consumed in India, recent surveys show that beer is the preferred alcoholic beverage for young Indians and has a bright future. It has registered robust growth in the last 10 years. From a total industry consumption of about 100 million cases in 2005, the consumption has nearly tripled to 294 million cases in 2016.

Compared to the global average per capita consumption of about 30 liters, the per capita consumption in India is about 2 liters. However, the scope for growth in India continues to remain positive given the climate, young demographics and increasing disposable income.

Beer is a rapidly expanding segment in the Indian Alcoholic Beverages industry. It is the third largest market and second fastest growing market in the Indian alcoholic beverages industry. Beer market has been segmented into strong beer and mild beer on the basis of their alcohol content.

The market size of Indian Beer Industry is expected to register a robust growth in the coming years, driven by various factors like growing acceptability of social drinking, easy and convenient availability of beer along with burgeoning varieties on offer. Escalating disposable incomes, rising influence of urbanization and low per capita consumption are also anticipated to drive the consumption of beer in the nation.

In keeping with Indian consumer tastes, about 80% of the beer consumed in India is 'strong beer', i.e. beer with alcohol content above 5%, mild beer accounts for the remaining 20%. The strong beer segment is also the faster growing of the two and this is likely to continue, in keeping with Indian tastes.

Winsome Breweries Limited is engaged in the manufacture of beer, located 70 km from New Delhi in the state of Rajasthan. The brewery was set up in technical collaboration with Henninger Brau with imported equipment and is equipped with all regulations and licenses. It has large water reservoir (unique since Rajasthan restricting issuance of new licenses). Its manufacturing capabilities confirm to the highest German standards with efficient operations of international standards with high levels of automation, monitoring devices and testing equipment. It is currently in agreement with UB Group for bottling various brands of the Group. Major markets in North India including Delhi, Haryana, Punjab, Himachal Pradesh, Uttar Pradesh and northern Madhya Pradesh

are within efficient logistics range. Rajasthan is the largest beer market in North India (fourth largest in India). For more than two decades, the company is consistently maintaining the good quality of its beer products. The Company has been making impressive progress in the business of beer during the last few years as agreement with UB Group was renewed on 01<sup>st</sup> July 2019 and the production has started again. The company contributes about 20% of the total beer sale in the whole of Rajasthan.

**(B) Opportunities, Threats and Concerns.**

The Company's beer is directly sold to Rajasthan State Breweries Corporation Limited (RSBCL), there is no sale to the private authorities and the company enjoys sale of beer primarily in the state of Rajasthan. The company has a production capacity to manufacture about 50 Lakhs cases of beer per annum. India's young and growing population, coupled with increasing wealth and urbanisation will also help increase alcoholic beverage consumption. Gradually increasing social acceptance of alcohol consumption will also support volume growth in bars and restaurants.

The business outlook continuing has been dampened by an unfavorable regulatory environment. Alcohol production, distribution and sales has been regulated by each state in India and the different regulations and existence of the central state tax (CST) payable on goods moving from one state to another are the biggest limit on growth.

The introduction of the Goods and Services Tax (GST) is being eagerly looked forward to by the Indian industry at large. The legislation that has been under discussion for the past decade and now implemented on 01.07.2017 to bring the country under a single tax regime that would avoid cascading taxes and be simple to implement. However, the alcohol industry is being kept out of the GST reform. We will be outside the tax reform on our output, but pay GST rates on our input materials. This would result in higher tax incidence on input materials pushing up our cost of production.

Competition from major foreign companies such as Carlsberg, Molson Coors etc. which are coming into India will also affect the Company's market share, though at the same time, tough conditions for new entrants into the market means existing players have lesser challenges.

The Company has been facing difficulty due to very high levels of taxation, rising cost of production, stringent Government policies and frequent changes in laws. The high levels of fluctuations in the prices of its main raw material and availability of raw material at higher cost are also major constraints being faced by the Company during the past few years.

**(C) Out Look**

The growing market demand based on the increasing youth population in the country along with higher living standards and increasing purchasing power will result in good market growth and good revenue generation for the company. The existing capacity should take care of the company's requirement at least for the next Five years and the Company also has expansion plans to double its manufacturing capacity in the coming years to cater to the growing market demand.

We estimate an overall beer industry to register a growth of 12% year-on-year across India. The growth rate of 12% is a conservative estimate; the industry has all triggers in place for exceeding the projected growth rate.

**(D) Risk and Concerns**

Due to stiff competitions in the finance field where the company's activities are centered in, the overall margins are always under pressure, but maintainable with the constant effort and good services rendered by the company.

**(E) Internal Control System and Their Adequacy**

The Company has engaged the services of an independent Chartered Accountant to carry out the internal audit and ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all the transaction are appropriately authorized, recorded and reported. Steps for safeguarding assets and protection against unauthorized use are undertaken from time to time.

All these measures are continuously reviewed by the management and improvements also made as and when required.

**(F) Discussion on Financial Performance With Respect To Operational Performance**

The financial performance during the year was increased in terms of sales from 610.02 to 830.12 Lakhs and losses decreases from previous year.

**(G) Human Resources/Industrial Relations Front, Including Number of People Employed.**

As on March 31, 2022, the company had Thirty Seven (37) permanent employees at its manufacturing plant and administrative office.

The company recognizes the importance of human value and ensures that encouragement both moral and financial is extended to each individual for motivating them to perform to the maximum capacity, to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. The company Industrial relations are cordial and satisfactory during the year under review.

**(H) Key financial ratios:**

Sr. No	Particulars of Ratio	31.03.2022	31.03.2021	Explanation for change in Ratios
1.	Debtors Turnover	0.00	0.00	-
2.	Inventory Turnover	4.26	1.62	Due to decrease in inventory.
3.	Interest Coverage Ratio	3.82	1.66	Due to decrease in losses
4.	Current Ratio	1.62	1.36	Due to increase in Current Assets.
5.	Debt Equity Ratio	0.24	0.24	-

6.	Operating Profit Margin (%)	-21.57%	-38.53%	Due to increase in Operating Profit
7.	Net Profit Margin (%)	-16.83%	-29.6%	Due to decrease in losses

**Details pertaining to Net-worth of the Company:**

Particulars	31.03.2022 (InRs.)	31.03.2021(In Rs.)	Explanation for change in Net-worth
Net-worth	342567000	356971000	Due to decrease in surplus

**(I) Disclosure of Accounting Treatment:**

The Company has followed the same Accounting Standard as prescribed in Financial Statements.

By Order of the Board of Directors  
**For Winsome Breweries Limited**

**Rajendra Kumar Bagrodia**  
**(Chairman Cum Managing Director)**  
DIN : 00178250  
S-521, Greater Kailash,  
Part II , New Delhi-110048



**ANNEXURE-A**

**ANNUAL COMPLIANCE WITH THE CODE OF CONDUCT FOR THE  
FINANCIAL YEAR 2021-2022**

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajendra Kumar Bagrodia, Managing Director confirmed that the Company has received affirmations on compliance with the Code of Conduct for the financial year ended 31<sup>st</sup> March, 2022 from all the Board Members and Senior Management Personnel.

**For Winsome Breweries Limited**

**Rajendra Kumar Bagrodia  
(Chairman Cum Managing Director)  
DIN: 00178250  
S-521, Greater Kailash,  
Part II, New Delhi-110048**

**Date: 13<sup>th</sup> August, 2022**

**Place: New Delhi**

## Annexure -B

**Information Pursuant to Section 197 (12) Read with rule 5 of the companies (Appointment and remuneration of managerial personal) Rule 2014**

1. Ratio of remuneration of each Director to the median remuneration of the employees of the company for the year 2021-22

Sr. no	Name and designation of the Director/KMP	Remuneration for FY-2021-22 (Amount Rs. In Lakhs)	Ratio to the Median Remuneration
1	Mr. Rajendra Kumar Bagrodia, Chairman cum Managing Director	6.50	4.16:1
2	Mrs. Sneha Bagrodia, Non-Executive Director	0.50	0.32:1
3	Mr. Dipankar Sengupta, Independent Director	-	Not Applicable except Sitting fee
4	Mr. Amrit Mohinder Uttam Independent Director	-	Not Applicable except Sitting fee

The Percentage increase in remuneration of each Director, CFO, CEO, CS or manager if any in the financial year 2021-22 compared to 2020-21

Sr. No	Name of Director/KMP	Remuneration for the FY 2020-21 (Amount in Rs. In Lakhs)	Remuneration for the FY 2021-22 (Amount in Rs. In Lakhs)	% Change
1.	Mr. Rajendra Kumar Bagrodia-CMD	6	6.50	8.33%
2.	Mrs. Sneha Bagrodia, Non-Executive Director	4	0.50	-87.5%
3.	Mr. Dipankar Sengupta, Independent Director	-	-	-
4.	Mr. Amrit Mohinder Uttam Independent Director	-	-	-
5.	Mr. Shantanu Bagrodia, Chief Financial Officer	5.50	6.50	18.18%
6.	Mrs. Varunika Bhandari##	0.49	1.50	206.125%

2. The percentage increased in the median remuneration in salary of employees in the financial year: NA
3. The Number of Permanent employee on the roll of the Company during as on 31<sup>st</sup> March, 2022 are 37 (thirty Seven).
4. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the Managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NA
5. Rule 5 (2) of Companies (Appointment and Remuneration) Rule, 2014 of the Companies Act, 2013 is not Applicable on the company for the Financial year 2021-22.
6. It is hereby affirmed that the remuneration paid to the Director and the KMP are as per the remuneration policy of the Company.

**Annexure-C**  
**CORPORATE GOVERNANCE REPORT**

**COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

WINSOME BREWERIES LIMITED has an unwavering commitment to uphold sound corporate governance standards and highest business conduct. The Company has always worked together building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of corporate governance - integrity, equity, transparency, fairness, disclosure, accountability and commitment to values.

The company has developed the practices to fulfill its corporate responsibilities to various stakeholders and believes in following the practice of good governance. The good governance process consists of commitment in doing business in an efficient, honest, responsible and ethical manner.

The Company has fully complied with all the existing guidelines prescribed by the Securities and Exchange board of India (SEBI) in Chapter IV read with schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The company firmly believes that good corporate governance is founded upon the principles of transparency, independent monitoring and accountability for performance and environmental consciousness including growth-oriented approach.

**BOARD OF DIRECTORS**

The composition of the Board of Directors is in conformity with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

None of the Directors on the Company's is a Director in more than 10 (Ten) Public Limited Companies (including "Winsome Breweries Limited") or is a member of more than 10 (Ten) Board Committees (Committees being the Audit Committee and Stakeholder's Relationship Committee) or Chairman of more than 5 (Five) Committees [as specified in SEBI (Listing obligation and Disclosure Requirements) Regulation, 2015] across all the companies in which he/she is a Director as on March 31, 2022. The necessary disclosures regarding Committee positions have been made by the Directors.

**Composition, Category, Attendance and their other Directorship as on 31<sup>st</sup> March 2022:**

Name of Director	Executive/ Independent/ Non Executive	No. of Board Meetings Attended	Attendance at Previous AGM as on 30.09.2020	No. of outside Directorships in Public Companies	No. of outside Directorships in Private Companies	**No. of Chairmanship in other Board Committee	**No. of Membership in other Board Committee	No. of Shares held by Non Executive Directors
Mr. Rajendra Kumar Bagrodia	Executive Director	05	Present	04	04	-	-	NA
Mrs. Sneha Bagrodia	Non Executive – Non Independent Director	05	Present	02	05	01	03	NIL
Mr. Dipankar Sengupta	Non Executive - Independent Director	05	Present	00	01	-	03	NIL
Mr. Amrit Mohinder Uttam	Non Executive - Independent Director	05	Present	00	02	02	03	NIL

\*\*Represents Membership/ Chairmanship of Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee.

There are no Nominee Directors or Institutional Directors on the Board.

**Disclosure of Relationship Between Directors Inter-Se**

None of the Directors are related to each other except Mrs. Sneha Bagrodia Non – executive Non Independent Director of the Company is wife of Mr. Rajendra Kumar Bagrodia, Managing Director of the Company.

**List of Skills/Expertise/Competencies Required To Function The Business Effectively:**

The following list of core skills/ expertise/ competencies are identified by the Board of Directors as required in the context of Business(es) and sector(s) for it to function effectively and those actually available with the Board of Directors.

**Integrity and Judgment:** Directors should have the highest level of integrity, ethical character and the ability to exercise sound business judgment on a broad range of issues consistent with the Company's values.

**Qualification & Knowledge:** Directors should be financially literate and have a sound understanding of business strategy, corporate governance and board operations.

**Diversity:** Directors should be capable of representing the multi-cultural nature of our global corporation with consideration being given to a diverse board in terms of gender and ethnic membership. In addition, the Committee shall take into account diversity in professional experience, skills and background.

**Independence:** Directors who are not current or former management should meet the spirit as well as the letter of the applicable independence standards. In addition, all Directors should be independent in their thought and judgment so that they represent the long-term interests of all shareholders of the Company.

**Experience and Accomplishments:** Directors should have significant experience and proven Superior performance in professional endeavours whether this experience is in business, government, and academic or with non-profit organizations.

**Board Interaction:** Directors should value board and team performance over individual performance, demonstrate respect for others and facilitate superior board performance. Directors should be willing and able to devote the time required to become familiar with Company's business and to be actively involved in the Board and its decision-making.

**Skills:** Directors should have expertise in one or more of the areas such as accounting and finance, technology, management, international business, compensation, legal, HR, corporate governance, strategy, industry knowledge and general business matters.

**Board Meetings held during the year: 5 (Five)**

30<sup>th</sup> June, 2021 ; 14<sup>th</sup> August, 2021 ; 13<sup>th</sup> November, 2021 ; 30<sup>th</sup> December, 2021 & 14<sup>th</sup> February, 2022

**Seperate Meeting of Independent Directors:**

Meeting of Independent Directors was held on 31<sup>st</sup> March, 2022.

**Induction & Training of Board Members**

Independent Directors of the Board are familiarized through updates on nature of industry in which the company operates, company's performance and future outlook related to business, operations, expansion, strategy, budgets, financial statements, besides relevant regulatory updates. The details of Familiarisation Programme of the Independent Directors have been uploaded on the website of the Company which can be found at [http://www.winsomeindia.in/news\\_events.php](http://www.winsomeindia.in/news_events.php)

**COMMITTEES OF THE BOARD**

**Audit Committee**

The Audit Committee at the Board level acts as a link between the Independent Auditors, Internal Auditors, the Management and the Board of Directors and oversees the financial reporting process.

Apart from all the matters provided in the Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013 the Audit Committee reviews the Audit and internal control procedures, accounting policies and the Company's financial reporting process and ensure that the financial statements are correct, sufficient and credible and exercises the powers as recommended from time to time by SEBI, Stock Exchange and/or under the Companies Act, 2013.

Mr. Amrit Mohinder Uttam was elected as Chairman of Audit Committee on 30<sup>th</sup> May, 2017; he was also present at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2021.

The Company has an Audit Committee comprising of 3 members and 2 of whom are Independent Directors. The Chairman of the Committee is Mr. Amrit Mohinder Uttam and Mr. Dipankar Sen Gupta and Mrs. Sneh Bagrodia as its members. All the Director members are financially literate and having accounting and related administrative and Financial Management Expertise.

The detail of Chairman and Committee members is herein below :

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Designation</b>
1	Mr. Amrit Mohinder Uttam	Chairman
2	Mr. Dipankar Sengupta	Member
3	Mrs. Sneh Bagrodia	Member

During the year under review four (04) meetings of the Audit Committee were held on 30<sup>th</sup> June, 2021, 14<sup>th</sup> August, 2021, 13<sup>th</sup> November, 2021, and 14<sup>th</sup> February, 2022.

**Attendance at meetings during the year:**

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Designation</b>	<b>No. of Meeting Attended</b>
1	Mr. Amrit Mohinder Uttam	Chairperson	4
2	Mrs. Sneh Bagrodia	Member	4
3	Mr. Dipankar Sengupta	Member	4

**Stakeholders Relationship Committee**

This committee of the Directors looks in to various issues relating to shareholders/investors including transfer and transmission of shares held by shareholders in physical format as well as non-receipt of dividend, Annual Report, shares after transfer and delays in transfer of shares. The committee also looks into issues including status of dematerialization/rematerialization of shares and issue of duplicate share certificates and tracks investor's complaints and suggests measures for improvement from time to time, the performance of the Registrar and Transfer agent.

The Committee comprises of 3 members, two of them are Independent Directors. The Chairman of the Committee is Mrs. Sneh Bagrodia with Mr. Dipankar Sengupta and Mr. Amrit Mohinder Uttam as its members.

During the year under review four (04) meetings of the Stakeholders Relationship Committee were held on 30<sup>th</sup> June, 2021, 14<sup>th</sup> August, 2021, 13<sup>th</sup> November, 2021 and 14<sup>th</sup> February, 2022

**Attendance at meetings during the year**

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Designation</b>	<b>No. of Meeting Attended</b>
1	Mrs. Sneh Bagrodia	Chairman	4
2	Mr. Dipankar Sengupta	Member	4
3	Mr. Amrit Mohinder Uttam	Member	4

The total numbers of complaints received and replied to the satisfaction of the shareholders during the year under review were 2 (Two). As on 31<sup>st</sup> March, 2022 no complaints remained unattended/pending more than thirty days.

The Company has no share transfers/transmission pending as on 31<sup>st</sup> March, 2022.

**Nomination and Remuneration Committee**

Brief description of the terms of reference:

The Nomination and Remuneration Committee inter alia include Succession planning for Board of Directors and Senior Management Employees, identifying and selection of candidates for appointment of Directors/Independent Directors based on certain laid down criteria, identifying potential individuals for appointment of Key Managerial Personnel and other senior managerial position and review the performance of the Board of Directors and Senior Management personnel including Key Managerial personnel based on certain criteria approved by the Board.

The Committee comprises of 3 members, two(2) of them are Independent Directors. The Chairman of the Committee is Mr. Amrit Mohinder Uttam with Mr. Dipankar Sengupta and Mrs. Sneh Bagrodia are as members.

Four (4) meetings of the Nomination and Remuneration Committee was held during the year on 30<sup>th</sup> June, 2021 , 14<sup>th</sup> August, 2021 , 13<sup>th</sup> November, 2021 , 14<sup>th</sup> February, 2022 and their attendances are:

**Attendance of meetings during the year**

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Designation</b>	<b>No. of Meeting Attended</b>
1	Mr. Amrit Mohinder Uttam	Chairman	4
2	Mr. Dipankar Sengupta	Member	4
3	Mrs. Sneh Bagrodia	Member	4

**Remuneration of Executive Directors/Non-Executive Directors**

All decisions relating to the remuneration of the Directors are/were taken by the Board of Directors on recommendation by the Nomination and Remuneration Committee of the Company and in accordance with the Shareholder's approval wherever necessary.



**Details for remuneration paid to the Directors for the year under review are as under**  
(In Rs.)

Sr. No	Name	Designation	Remuneration
1	Mr. Rajendra Kumar Bagrodia	Chairman Cum Managing Director	6.5 Lakhs
2	Mrs. Sneha Bagrodia	Non-Executive Director / Non-Independent Director	0.5 Lakhs

**Sitting fees paid to Non- Executive Independent Directors**

(In Rs)

Sr. No	Name of the Director	Sitting fees
1	Mr. Dipankar Sengupta	NIL
2	Mr. Amrit Mohinder Uttam	NIL

**POLICY FOR SELECTION AND APPOINTMENT OF DIRECTOR AND THEIR REMUNERATION**

**Appointment of Independent Director**

- I. Appointment process of Independent Directors shall be independent of the Company management; while selecting Independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- II. The appointment of Independent Director(s) of the Company shall be approved at the meeting of the shareholders.
- III. The explanatory statement attached to the notice of the meeting for approving the appointment of Independent Director shall include a statement that in the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Companies Act, 2013 and there Rules and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 made there under and that the proposed director is independent of the management.
- IV. The appointment of Independent Directors shall be formalized through a letter of appointment, which shall set out:
  - a) the term of appointment;
  - b) the expectation of the Board from the appointed director, the Board-level committee(s) in which the director is expected to serve and its tasks;
  - c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
  - d) provision for Directors and Officers (D & O) insurance, if any;
  - e) the Code of Business Ethics that the Company expects its directors and employees to follow;
  - f) the list of actions that a director should not do while functioning as such in the Company; and

- g) the remuneration, mentioning periodic fees, reimbursement of expense for participation in the Board and other meetings and profit related commission, if any.
- V. The Terms and Conditions of appointment of Independent Directors shall be open for inspection at the registered office of the Company by any member during normal business hours.
- VI. The terms and Condition of appointment of Independent Directors shall also be posted on the Company's website at [http://www.winsomeindia.in/news\\_events.php](http://www.winsomeindia.in/news_events.php)

### **Remuneration**

With changes in the corporate governance norms brought by the Companies Act, 2013 as well as SEBI (Listing Obligation Disclosure Resquirements) Regulation, 2015, the Non-Executive Directors (NED) of the Company have a crucial role to play in the independent functioning of the Board. They devote their valuable time in deliberating in the course of the Board and Committee meetings and give their advice to the management of the Company from time to time.

SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 requires all fees (other than sitting fees if made within the limits prescribed under the Companies Act, 2013) and compensation, if any paid to NEDs, including independent directors, shall be fixed by the Board of Directors and shall require previous approval of shareholders in general meeting.

Independent Directors ("ID") and Non-Independent Non- Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits. Quantum of sitting fees may be subject to review on a periodic basis, as required.

Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the Nomination and Remuneration committee (NRC) and approved by the Board.

Apart from sitting fees and Commission, no other payment shall be made to any of the non-executive directors. The company has no stock option plans and hence, such instruments do not form part of remuneration payable to NEDs.

The Board shall be responsible for the administration, interpretation, application and review of this policy. The Board shall be empowered to bring about necessary changes to this policy, if required at any stage in compliance with the prevailing laws. The Policy for making payment to Non-Executive director is available on Company's Website at [http://www.winsomeindia.in/news\\_events.php](http://www.winsomeindia.in/news_events.php)

### **CRITERIA FOR SELECTION/APPOINTMENT AND REMUNERATION OF DIRECTOR, KMPs AND SENIOR MANAGEMENT**

#### **Policy for appointment and removal of Director, KMPs 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 Director, KMP or senior management level and recommend to the Board his /her appointment.

2. A person to be appointed as Director, KMP or senior management level should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
3. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.

### **Term / Tenure**

1. Managing Director / Whole-time Director

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-time 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 of up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a 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 (Executive) Director of a listed company.

### **Removal**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under 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 or KMP subject to the provisions and compliance of the said Act, rules and regulations.

### **Retirement**

The Whole-time Directors, 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 Whole-time Directors, KMP and senior management personnel in the same position / remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

## **Policy Relating to the Remuneration for Directors, KMPs, Senior Management and Other Employees**

### **General**

1. The remuneration / compensation / commission etc. to Directors will be determined by the Committee and recommended to the Board for approval.
2. The remuneration and commission to be paid to the Managing Director shall be in accordance with the provisions of the Companies Act, 2013, and the rules made there under.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

### **REMUNERATION TO KMPs AND OTHER EMPLOYEES**

The policy on remuneration for KMPs and other employees is as below:-

#### **I. Fixed pay**

The remuneration and reward structure for employees comprises two broad components — annual remuneration and long-term rewards. The Committee would determine the remuneration of the Directors and formulate guidelines for remuneration payable to the employees.

These guidelines are as under:

#### **a) Annual remuneration**

Annual remuneration refers to the annual compensation payable to the employees of the Company. This comprises two parts - a fixed component, and a performance-linked variable component based on the extent of achievement of the individual's objectives and performance of the business unit. The performance of the individual will be measured by the Head of each department in taking into account monthly, quarterly and yearly performance. The Head of the department may consult other employee in order to assess an individual's performance. The performance-linked variable pay will be directly linked to the overall performance of the business. An employee's variable pay would, therefore, be directly dependent on his/her performance that represents the best interests of shareholders.

The objective is to set the total remuneration at levels to attract, motivate, and retain high-caliber, and high potential personnel in a competitive global market. The total remuneration level is to be reset annually based on a comparison with the relevant peer group globally, established through independent compensation surveys, from time to time.

**b) Long-term rewards**

Long-term rewards may include Long-Term Incentive Plans (LTIP) under which incentives would be granted to eligible key employees based on their contribution to the performance of the Company, relative position in the organisation, and length of service under the supervision and approval of the Committee. Another form of long term awards could be in the nature of stock options of the company. Stock Options may be granted to key employees and high performers in the organisation who would be selected by the Committee based on their criticality, past performance and potential.

These long-term reward will attract and retain key talent in the industry.

**II. Minimum remuneration to Managing Director and Whole Time Directors.**

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 Whole Time Directors in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**Remuneration to Non-Executive / Independent Directors**

Independent Directors ("ID") and Non-Independent Non- Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits. Quantum of sitting fees may be subject to review on a periodic basis, as required.

Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the committee and approved by the Board.

Apart from sitting fees and Commission, no other payment shall be made to any of the non-executive directors. The company has no stock option plans and hence, such instruments do not form part of remuneration payable to NEDs.

**PERFORMANCE EVALUATION**

Pursuant to the provision of the Companies Act,2013 and SEBI (LODR) Regulations, 2015 the board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of all the Committee. A structured questionnaire was prepared after taking into consideration inputs received from the directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its committees, Board culture, execution and performance of specific duties, obligations and governance.

The evaluation/assessment of the Directors, KMP's and the senior officials of the Company is to be conducted on an annual basis.

The following criteria may assist in determining how effective the performances of the Directors/KMP's/senior officials have been:

- Leadership & stewardship abilities,
- Contributing to clearly defined corporate objectives & plans,
- Communication of expectations & concerns clearly with subordinates,
- Obtain adequate, relevant & timely information from external sources,

- Review & approval achievement of strategic and operational plans, objectives, budgets,
- Regular monitoring of corporate results against projections,
- Identify, monitor & mitigate significant corporate risks,
- Assess, implement and follow policies, structures & procedures,
- Direct, monitor & evaluate KMP's, senior officials,
- Review succession plan,
- Effective meetings,
- Assuring appropriate board size, composition, independence, structure
- Clearly defining roles & monitoring activities of committees,
- Review of corporation's ethical conduct,

The Executive Director/Non-Independent Directors along with the Independent Directors will evaluate/assess each of the Independent Directors on the aforesaid parameters. Director being evaluated will not participate in the said evaluation discussion.

### **Review**

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time as may be necessary.

### **MEANS OF COMMUNICATIONS**

#### **Quarterly Results:**

- i. The quarterly, half-yearly and yearly financial results are sent to /uploaded on the website of Bombay Stock Exchange(BSE) immediately after the Board approves the same. The quarterly results of all the quarters during the year 2021-2022 in Hindi language were published in Hindi daily "Naya India" . The Financial result in English language were published in English Daily "Top Story" for all the quarters as is required under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- ii. Company's website <http://www.winsomeindia.in> contains link to all important event and material information.
- iii. The investors can reach the Company for any investor assistance and grievance redressal or any other redressal at [rkbindia@hotmail.com](mailto:rkbindia@hotmail.com)
- iv. **Registrar and Share Transfer Agent**

M/s Skyline Financial Services Pvt. Ltd  
Address: D-153A, First Floor, Okhla Industrial Area,  
Phase-I, New Delhi – 110020  
Contact No: 011 - 64732681 / 64732688  
Fax: 011 – 26812682  
E-mail: [admin@skylinerta.com](mailto:admin@skylinerta.com)  
Website: [www.skylinerta.com](http://www.skylinerta.com)

## **CODE OF CONDUCT AND CEO/CFO CERTIFICATION**

The Board has adopted a code of conduct for all Board members and senior management of the Company. The term senior management means personnel of the company who are members of its core management team excluding Board of Directors. Normally this would comprise all members of management one level below the executive directors including all functional heads.

The code has been circulated to all members of the Board and senior management and the compliance of the same has been affirmed by them.

Mr. Rajendra Kumar Bagrodia, Chairman & Managing Director and Mr. Shantanu Bagrodia, CFO of the Company have certified to the Board that:

- (A) They have reviewed the Financial Statements and the Cash Flow Statement for the year and that to the best of their knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (B) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (C) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the company pertaining to the financial report and they have disclosed to the auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which they are aware and they have taken steps or propose to take to rectify these deficiencies.
- (D) They have indicated to the auditors and the Audit Committee:
- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control over financial reporting.

We hereby confirm that:

"The company has obtained from all the members of the Board and senior management, affirmation that they have complied with code of conduct for directors and senior management in the respect of the Financial Year 2021-22."

**Rajendra Kumar Bagrodia**  
**(Chairman cum Managing Director)**

**Shantanu Bagrodia**  
**(Chief Financial Officer)**

**GENERAL SHAREHOLDER INFORMATION**

<b>Annual General Meeting Date and Day</b>	30 <sup>th</sup> Day of September 2022, Friday
<b>Venue</b>	Village Sarekhurd, Tehsil-Tijara, Distt. Alwar, Rajasthan-301001.
<b>Financial Year</b>	April 2021 to March 2022
<b>Book closure date</b>	22 <sup>nd</sup> September 2022 (Thursday) to 30 <sup>th</sup> September 2022 (Friday), both days inclusive for payment of dividend & Bonus (If Any)
<b>Listing on Stock Exchange</b>	BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 The Listing Fees for the year 2021-22 and 2022-23 have been paid to the Stock Exchanges.
<b>Dividend Payment Date</b>	NA
<b>Stock Code</b>	526471
<b>ISIN</b>	INE391C01011
<b>Depositories</b>	<b>National Securities Depositories Limited</b> Trade World, 4 <sup>th</sup> Floor, Kamala Mill Compound, Lower Parel, Mumbai-13.  <b>Central Depositories Services Limited</b> P.J.Towers, 28 <sup>th</sup> Floor, DalalStreet Mumbai-23

**Stock Data**

<b>Month</b>	<b>High</b>	<b>Low</b>	<b>BSE Sensex Highest</b>	<b>BSE Sensex Lowest</b>	<b>No. of shares Traded</b>
April 2021	4.20	3.66	50,375.77	47,204.50	628
May 2021	7.86	3.88	52,013.22	48,028.07	2523
June 2021	8.46	6.86	53,126.73	51,450.58	2634
July 2021	12.53	7.41	53,290.81	51,802.73	3785
August 2021	15.19	9.75	57,625.26	52,804.08	3293
September 2021	12.20	10.31	60,412.32	57,263.90	2285
October 2021	13.94	10.50	62,245.43	58,551.14	3946
November 2021	13.49	11.00	61,036.56	56,382.93	3934
December 2021	13.76	9.68	59,203.37	55,132.68	3632
January 2021	16.89	12.61	61,475.15	56,409.63	7346
February 2021	14.99	9.90	59,618.51	54,383.20	3082
March 2022	14.30	10.22	58,890.92	52,260.82	2727



**SHARE TRANSFER SYSTEM**

During the year the share transfers which were received in physical form and for which documents were valid and complete in all respects, were processed and the share certificates were returned within the prescribed time from the date of receipt.

The Company has appointed Skyline Financial Services Pvt. Ltd., D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020 as its Registrar and Share Transfer Agent for handling both physical and demat operations.

**DISTRIBUTION OF SHAREHOLDING**

The shareholding pattern as on 31<sup>st</sup> March, 2022 is as follows.

Sr. No.	Category	No. of shares	% (Percentage)
1.	Promoters	1,24,42,993	44.97
2.	Private Body Corporate, Indian Public and others	1,52,25,907	55.03
	<b>Total</b>	<b>27,668,900</b>	<b>100.00</b>

**Distribution of shareholding as on 31<sup>st</sup> March, 2022**

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	13,363	82.60	3,52,01,140.00	12.72
5001 To 10,000	2,010	12.43	1,65,97,040.00	6.00
10001 To 20,000	470	2.91	72,61,540.00	2.62
20001 To 30,000	130	0.80	34,03,110.00	1.23
30001 To 40,000	51	0.32	18,05,280.00	0.65
40001 To 50,000	45	0.28	21,36,920.00	0.77
50001 To 1,00,000	55	0.34	39,98,720.00	1.45
1,00,000 and Above	53	0.33	206285250.00	74.55
<b>Total</b>	<b>16,177</b>	<b>100</b>	<b>27,66,89,000.00</b>	<b>100</b>

<b>Particulars</b>	<b>No. of shares held</b>	<b>% of shares held</b>
Promoters Holding	1,24,42,993	44.97
Mutual Funds & UTI	31,700	0.11
Banks, Financial Institution & Insurance Companies	400	0.00
Private Corporate bodies	69,77,228	25.22
Indian Public	75,68,789	27.35
NRIs/ OCBs	5,56,052	2.01
HUF	86,595	0.31
Clearing member	3,643	0.01
Firms	1,500	0.005
<b>Total</b>	<b>27,668,900</b>	<b>100.00</b>

#### **Dematerialization of shares and liquidity**

The trading of the Company's equity shares falls under the category of compulsory delivery in demat mode under ISIN code **INE391C01011** in respect of all categories of investors. The shares can be held in the dematerialised form with the Depository Participants which are either National Security Depository Limited or Central Depository Services Limited. 58.25% of the total shares have been dematerialised up to 31<sup>st</sup> March, 2022

#### **Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion dates and likely impact on equity**

We have no GDRs/ ADRs/ Warrants or any convertible instruments

#### **Plant Location**

Village Sarekhurd, Tehsil-Tijara, Distt. Alwar, Rajasthan- 301001

#### **Address for Correspondence**

**Regd. Office:** Village Sarekhurd, Tehsil-Tijara, Distt. Alwar, Rajasthan- 301001

**Corporate Office:** D-61 Okhla Industrial Area Phase-I, New Delhi-110020.

#### **Name and Designation of the Compliance Officer.**

Mrs. Varunika Bhandari  
Company Secretary and Compliance Officer

**ANNUAL GENERAL MEETINGS (AGM)**

Location, date, time and venue for the last three AGM:

Year	Venue	Date	Day	Time
2020-21	Village Sarehkhurd, Tehsil Tijara, Distt.Alwar, Rajasthan-301001	30.09.2021	Thursday	11:00 A.M.
2019-20	Village Sarehkhurd, Tehsil Tijara, Distt.Alwar, Rajasthan-301001	30.09.2020	Wednesday	11:00 A.M.
2018-19	Village Sarehkhurd, Tehsil Tijara, Distt.Alwar, Rajasthan-301001	30.09.2019	Monday	11:00 A.M.

**Details of Special Resolutions passed in previously held two Annual General Meetings:**

- There were NO special resolution is passed in the Annual General Meeting held on Wednesday, 30<sup>th</sup> September, 2020.
- There were Two 2 special resolution is passed in the previous Annual General Meeting held on Thursday, 30<sup>th</sup> September, 2021:

**ITEM NO. 03:** Adoption and Alteration of Memorandum of Association of the Company

- (a) Adoption of new sets of Memorandum of Association as per the provisions of Companies Act, 2013
- (b) Alteration of Object Clause of Memorandum of Association of the Company

**ITEM NO.04:** Adoption of Articles of Association as per the provisions of the Companies Act, 2013

No postal ballot resolutions were passed.

**EXTRA ORDINARY GENERAL MEETINGS**

No Extra Ordinary General Meeting of the shareholders of the Company was held during the financial year under review.

**DISCLOSURE****1. Disclosure on materially significant Related Party Transactions (RPT) that may have potential conflict with the interests of company at large.**

Company complies with the disclosure requirements as prescribed in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 applicable to listed companies relating to Related Party Transactions (RPT) and for this purpose follows Accounting Standards issued by ICAI. Details of material RPT, if any are informed to the Board on a quarterly basis along with financial results.

**2. Details of Non Compliance by the company, penalties, strictures imposed by SEBI or any statutory authority on any matter related to the Capital market during the last three years.**

The Company has complied with the requirements of the Stock exchange, SEBI and other statutory authority on all matters related to capital markets during the last three years. There were no penalties imposed nor any stricture issued on the company by the Stock exchange, SEBI or any statutory authority, on any matter related to capital markets during the year 2021-2022.

### **3. Compliance with Accounting Standards**

In the preparation of financial statements there is no deviation from the prescribed Accounting Standards.

### **4. Compliance with the conditions of Corporate Governance**

The Company has complied with the conditions of corporate governance as stipulated SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

### **5. Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee**

The company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons. The reports received from any employee will be reviewed by the audit committee.

It is affirmed that no person has been denied access to the audit committee in this respect. The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.

Details of the policy on whistle blower is available on the website and the link for the same is [http://www.winsomeindia.in/news\\_events.php](http://www.winsomeindia.in/news_events.php)

### **6. Policy for determining 'material' subsidiaries**

Details of the Policy for determining 'material' subsidiaries is available on the website and the link for the same is [http://www.winsomeindia.in/news\\_events.php](http://www.winsomeindia.in/news_events.php)

### **7. Policy on dealing with related party transactions**

Details of the Policy on dealing with related party transactions is available on the website and the link for the same is [http://www.winsomeindia.in/news\\_events.php](http://www.winsomeindia.in/news_events.php)

### **8. Management Discussion and Analysis**

The Management Discussion and Analysis is covered separately in the Annual Report.

### **9. Risk Management Policy**

Company has a comprehensive risk management policy. Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls the risks through property defined framework.

The Audit Committee has been designated by the Board for reviewing the adequacy of the risk management framework of the Company, the key risks associated with the businesses of the Company and the measures are taken in place to and discussed at the Board meeting. The risk management issues are discussed in the Management Discussions and Analysis Report.

#### **10. Disclosure on Directors Disqualification**

The Company has obtained a certificate from Ravinder Sharma & Associates, Practicing Company Secretary of the Company, confirming that none of the Directors of the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

#### **COMPLIANCE WITH NON MANDATORY REQUIREMENT**

There are No Audit Qualifications in the Auditor's report.

The Internal Auditor has direct access to the Audit Committee.

#### **SHARE CAPITAL RECONCILIATION AUDIT**

A qualified practicing Company Secretary carried out Share Capital Reconciliation audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held in electronic mode with NSDL and CDSL.

**Date: 13<sup>th</sup> August, 2022**  
**Place: New Delhi**

**For & on behalf of the Board**

**(Rajendra Kumar Bagrodia)**  
**Chairman cum Managing Director**  
**DIN : 00178250**  
**S-521 Greater Kailash**  
**Part II , New Delhi-110048**

**Corporate Governance Compliance Certificate**

**To,  
The Members of  
Winsome Breweries Ltd.**

We have examined the compliance of conditions of corporate governance by Winsome Breweries Ltd, for the 12 month period ended on 31<sup>st</sup> March, 2022 as stipulated in SEBI (Listing obligation and Disclosure Requirements) Regulation 2015 of the said Company with Stock Exchange(s).

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing obligation and Disclosure Requirements) Regulation 2015.

We state that no investor grievance(s) is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Date: 13<sup>th</sup> August 2022  
Place: New Delhi**

**For Ravinder Sharma Associates**

**(Ravinder Kumar Sharma)  
(Proprietor)  
FCS No. : 10858  
COP No. : 16132  
UDIN:- F010858D000827740**

**FORM NO. MR-3**

**SECRETARIALAUDITREPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

*[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]*

**SECRETARIAL AUDITORREPORT**

FOR THE FINANCIAL YEAR ENDED March 31, 2022

To,  
The Members,  
Winsome Breweries Limited

I, Ravinder Kumar Sharma, Partner of M/s RSH & Associates, Practicing Company Secretaries, Partnership Firm, had conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Winsome Breweries Limited**. (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2022 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (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, 1998;
- (vi) Food safety and Standards Act, 2006 and rules and Regulations made there under.
- (vii) The Factories Act, 1948, Industrial Disputes Act, Industrial (Development & Regulation) Act, 1956, Payment of Bonus Act, 1965, Payment of Gratuity Act, 1972, Contract Labour (Regulation and Abolition) Act, 1970, and other Labour legislations governing the company and its establishments.
- (viii) Employee Provident Fund and Miscellaneous Provisions Act, 1952.
- (ix) Air (Prevention & Control of Pollution) Act, 1981, Water (Prevention & Control of Pollution) Act, 1974 and Environment Protection Act, 1986.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.



- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 made effective 1<sup>st</sup> December, 2015.

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

1. This observation has been noted on the basis of the report of Statutory Auditor of the Company:

- The following disputed demands as given below which has not been deposited on account of pending appeals:

<b>Nature of the dues</b>	<b>Amount of Demands (Rs)</b>	<b>Amount paid under protest (Rs)</b>	<b>Balance Amount (Rs)</b>	<b>Forum where appeal is pending</b>
State Excise duty	30.50	0.00	30.50	Revenue Board
State Excise duty	1.25	0.93	0.32	Honorable High Court of Rajasthan
Service Tax	0.46	0.05	0.41	Assistant Commissioner of Central Excise (Appeals)
Service Tax	2970.43	184.07	2786.36	CESTAT, New Delhi

**I further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at

least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

**I 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.

**I further report that** during the audit period there has been no events/ actions having major bearing on the company's affairs.

**For RSH & ASSOCIATES**

**Ravinder Kumar Sharma  
(Partner)  
FCS No. : 10858  
COP No. : 16132**

**Place: New Delhi  
Date: 13.08.2022**

**UDIN: F010858D000799767**

To,  
The Members,  
Winsome Breweries Limited

**Our Secretarial Audit Report of even date is to be read along with this letter.**

**Management's Responsibility**

1. It is the responsibility of the management of the company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operation effectively.

**Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

5. 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 RSH & ASSOCIATES**

**Ravinder Kumar Sharma**  
**(Partner)**  
**FCS No. : 10858**  
**COP No. : 16132**

**Place: New Delhi**  
**Date: 13.08.2022**

**CERTIFICATE ON DIRECTORS DISQUALIFICATIONS**

For The Financial Year Ended March 31, 2022

[Pursuant to Regulation 34(3) and Clause (10)(i) of Para C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 ]

**To,  
The Members  
Winsome Breweries Limited**

I, Ravinder Kumar Sharma, Proprietor of M/s Ravinder Sharma & Associates, Practicing Company Secretaries, confirms that none of the Directors of the Board of the **Winsome Breweries Limited**. (hereinafter called “**the Company**”) have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such statutory authority.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number DIN status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its Officers , we hereby certify that none of the Directors on Board of the Company as stated below for the financial year ending on 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI) and Ministry of Corporate Affairs (MCA).

Details of Directors :

<b>Sl No.</b>	<b>Name of Directors</b>	<b>DIN</b>	<b>Date of Appointment in Company</b>
1.	RAJENDRA KUMAR BAGRODIA	00178250	08/01/1998
2.	SNEH BAGRODIA	00637355	29/09/2001
3.	DIPANKAR SEN GUPTA	00197547	04/10/2011
4.	AMRIT MOHINDER UTTAM	02929322	30/05/2017

Ensuring the ability for the appointment/continuity of every director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Ravinder Sharma & Associates**

**Ravinder Kumar Sharma  
(Partner)  
FCS No. : 10858  
COP No. : 16132  
UDIN: F010858D000826673**

**Place: New Delhi  
Date: 13.08.2022**

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF WINSOME BREWERIES LIMITED**

#### **Report on the Standalone Ind AS Financial Statements**

##### **Opinion**

We have audited the accompanying standalone financial statements of **WINSOME BREWERIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the Loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

##### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone 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 independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

##### **Emphasis of Matter**

We draw attention to Note No. 43 of the financial statements regarding the impact of COVID-19 pandemic on the Company. Management is of the view that there are no reasons to believe that the pandemic will have any significant impact on the ability of the company to continue as a going concern. Nevertheless, the impact in sight of evolvement of pandemic in future period is uncertain.

Our Opinion is not modified in respect of the matter.

##### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We do not consider any matter to be key audit matter to be communicated in our report for the year under audit.

### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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 Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management 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.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone 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 financial controls 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 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 management.
- Conclude on the appropriateness of management's 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone 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.

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.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. 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**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure I" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure II". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations 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, as amended 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 standalone financial statements. Refer note 33 to the financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

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, 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 or entity, including foreign entity ("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, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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;

(c) Based on the audit procedures that have been 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not proposed, declared or paid any dividend during the year under audit.

**For APAS & CO LLP  
CHARTERED ACCOUNTANTS  
Firm Regn. No. 000340C/C400308**

**PLACE : Delhi  
DATED : 30.05.2022**

**(JHALAK AGGARWAL)  
(PARTNER)  
M No. 531899  
UDIN: 22531899AKFCOP3684**

## **ANNEXURE- I TO THE INDEPENDENT AUDITOR'S REPORT**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i) In respect of its fixed assets:
  - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
  
(B) The Company does not own any intangible asset, hence reporting under clause 3(i)(a)(B) of the Order is not applicable.
  - b) As explained to us, fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. As informed to us no material discrepancies were noticed on such physical verification.
  - c) Title deeds in respect of all immovable properties are held in the name of the company.
  - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii) (a) The physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate. As per Information and explanation given to us by the company, no discrepancy was noticed on such verification.  
  
(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii) The Company has neither made investments in, companies, firms, Limited Liability Partnerships, nor granted unsecured loans or advances in the nature of loans to other parties, during the year, hence reporting under clause 3(iii)(a) to 3(iii)(f) of the Order is not applicable.
- iv) According to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186, wherever applicable, in respect of loans given and investments made by the company. We are informed that the company has not provided any guarantee or security during the year.

- v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi) The Central Government has prescribed the maintenance of cost records under sub-section (l) of section 148 of the Companies Act, in respect of certain Companies. We have broadly reviewed such records and are of the opinion that prescribed accounts and records have been maintained.
- vii) a) As per information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. As informed to us there are no outstanding statutory dues in arrears as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- b) We have been informed that following disputed demands have not been deposited on account of pending appeals:

<b>Nature of the dues</b>	<b>Amount of Demand (Rs.)</b>	<b>Amount Paid under Protest (Rs.)</b>	<b>Balance Amount (Rs.)</b>	<b>Forum where appeal is pending</b>
State Excise duty	30.50	0.00	30.50	Revenue Board
State Excise duty	1.25	0.93	0.32	Honorable High Court of Rajasthan
Service Tax	0.46	0.05	0.41	Assistant Commissioner of Central Excise (Appeals)
Service Tax	2970.43	184.07	2786.36	CESTAT, New Delhi

- viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix) (a) As per Information and explanation given to us, 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 has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The loan obtained by the company during the year have been applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) The company does not have subsidiary/ Joint Venture, hence clause 3(ix)(e) & (f) of the order are 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 and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi) (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) According to the information and explanations given to us by the management, no whistle blower complaints have been received by the Company during the year (and upto the date of this report).

xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence

provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) As per Information and explanation given to us, the group does not have any core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016).

xvii) The Company has incurred cash losses amounting to Rs. 86.31 Lacs during the financial year under audit and Rs. 106.21 Lac during immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors of the Company during the year.

xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 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) According to the information and explanations given to us by the management, and in our opinion, the provisions of Section 135 of the Companies Act 2013 are not applicable to the company under audit, accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable for the year.

xxi) No reporting under clause 3(xxi) of the order is done as the clause is applicable to Consolidated Financial Statements only.

**For APAS & CO LLP  
CHARTERED ACCOUNTANTS  
Firm Regn. No. 000340C/C400308**

**PLACE : Delhi  
DATED : 30.05.2022**

**(JHALAK AGGARWAL)  
(PARTNER)  
M No. 531899  
UDIN: 22531899AKFCOP3684**

## **ANNEXURE- II TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

We have audited the internal financial controls over financial reporting of **WINSOME BREWERIES LIMITED** ("the Company") as of 31<sup>st</sup> March 2022

In conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

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

### **Auditors' Responsibility**

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

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 I/we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2022, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on "Audit of Internal Financial Controls Over Financial Reporting" issued by the Institute of Chartered Accountants of India.

**For APAS & CO LLP  
CHARTERED ACCOUNTANTS  
Firm Regn. No. 000340C/C400308**

**PLACE : Delhi  
DATED : 30.05.2022**

**(JHALAK AGGARWAL)  
(PARTNER)  
M No. 531899  
UDIN: 22531899AKFCOP3684**

## **NOTES TO ACCOUNTS**

### **WINSOME BREWERIES LIMITED: NEW DELHI**

#### **1. Corporate Information**

Winsome Breweries Limited ('the Company') was incorporated on 18/06/1992. Company is currently engaged in manufacturing & selling of Beer. Winsome Breweries Limited's registered office address is village Sarekhurd, Tehsil Tijara, District Alwar, Rajasthan.

The financial statements of the company for the year ended 31st March 2022 were authorized for issue in accordance with a resolution of the directors on 30<sup>th</sup> May 2022.

#### **2. Significant Accounting Policies**

##### **2.1 Basis of preparation**

###### **(i) Compliance with Ind AS-**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements are presented in INR and all values are rounded to the nearest Lakhs (INR 00,000), except when otherwise indicated.

###### **(ii) Historical cost convention-**

The financial statements have been prepared on a historical cost basis, except for:

- a) Certain financial assets & liabilities (including derivative instruments) and contingent consideration that are measured at fair value.
- b) Assets held for sale have been measured at fair value less cost to sell
- c) Defined benefit plans – plan assets measured at fair value.

##### **2.2 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

➤ An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle of the Company
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.



All other assets are classified as non-current.

➤ A liability is treated as current when:

- It is expected to be settled in normal operating cycle of the Company
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months from the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

***Deferred tax assets and liabilities are classified as non-current assets and liabilities.***

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### **2.3 Revenue recognition**

With effect from 1<sup>st</sup> April 2018, the Company has adopted Ind AS 115, 'Revenue from Contracts with Customers' using cumulative effect approach. The standard is applied retrospectively only to contracts that were not completed as at the date of initial application (i.e. 01 April 2018). There was no material impact of above in the opening balance sheet as at 01 April 2018 and on the Statement of Profit and Loss for the year ended 31 March 2019.

Under Ind AS 115, revenue is recognized upon transfer of control of promised goods or services to customers at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation as per contractually agreed terms with the customers. The transaction price of goods sold and services rendered is net of various discounts and schemes offered by the Company as part of the contract. Revenue is recorded provided the recovery of consideration is probable and determinable. Revenue from sale of goods and services transferred to distributors/ intermediaries are recognized at a point in time.

#### **a) Sale of goods:**

Revenue from the sale of manufactured and traded goods products is recognized upon transfer of control of products to the customers which coincides with their delivery to customer and is measured at fair value of consideration received/receivable, net of discounts, amount collected on behalf of third parties and applicable taxes.

#### **b) Interest:**

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. For all debt instruments measured at amortized cost, interest income is recorded using the effective interest rate ("EIR"). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

**c) Dividends:**

Dividend is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

**d) Commission:**

Commission income is recognized rateably over the contract period as per the agreed contractual terms.

**e) Services rendered:**

Revenue from service related activities including management and technical know-how service is recognized as and when services are rendered and on the basis of contractual terms with the parties.

## **2.4 Taxes**

- a) The income tax expense or credit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate as per the Income tax Act, 1961 adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.
- b) The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.
- c) Deferred income tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.
- d) Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Therefore, in the case of a history of recent losses, the Company recognises the deferred tax asset to the extent that it has sufficient taxable temporary differences or there is convincing other evidences that sufficient taxable profit will be available against which such deferred tax can be realised.
- e) Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.
- f) Current and deferred tax is recognised in the Statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity and in this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

## **2.5 Property, plant and equipment**

a) Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the assets. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

b) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of profit and loss during the reporting year in which they are incurred.

*(c) Depreciation methods, estimated useful lives and residual value-*

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives.

The useful lives have been determined based on those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting year.

(d) An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

(e) Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of profit and loss within other gains/ (losses).

## **2.6 Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the year in which the expenditure is incurred. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The

assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

## **2.7 Leases**

Ind AS 116 supersedes Ind AS 17, Leases including appendices thereto. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessee to record all leases on the balance sheet with exemptions available for low value and short term leases. At the commencement of a lease, a lessee recognises lease liability and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessee subsequently reduces the lease liability when paid and recognises depreciation on the right of-use asset. Lessee is required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. The standard has no impact on the actual cash flows of the company.

## **2.8 Inventories**

Raw materials and stores & spares are stated at cost (FIFO bases), work in progress are stated at estimated cost, finished goods are stated at the lower of cost and net realisable value & material in transit are stated at direct cost.

Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

## **2.9 Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

## **2.10 Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Entity expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

## **2.11 Employee Benefits**

### *(i) Short-term obligations-*

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### *(ii) Post-employment obligations-*

The Company operates the following post-employment schemes:

- (a) Defined benefit plans such as gratuity; and
- (b) Defined contribution plans such as provident fund and ESI.

#### Gratuity obligations-

The liability or asset recognised in the balance sheet in respect of defined benefit plan is the present value of the defined benefit obligation at the end of the reporting year less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting year on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

#### Defined contribution plans-

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

## **2.12 Investments and Other financial assets**

### **(i) Classification-**

The Company classifies its financial assets in the following measurement categories:

Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

## **(ii) Measurement-**

At initial recognition, the Company measures a financial asset at its fair value, in the case of a financial asset is not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

### **(a) Debt instruments-**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

**Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

### **(b) Equity instruments-**

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

**(iv) Derecognition of financial assets-**

A financial asset is derecognised only when:

The Company has transferred the rights to receive cash flows from the financial asset or, retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

**(v) Income recognition-**

**a) Interest income:**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

**b) Dividends:**

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

**2.13 Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.



## **2.14 Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per the credit terms.

## **2.15 Trade receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment.

## **2.16 Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Accordingly, segmental reporting is performed on the basis of geographical location of customer which is also used by the chief financial decision maker of the company for allocation of available resources and future prospects.

## **2.17 Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## **2.18 Foreign currency translation or transaction**

(i) Functional and presentation currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

(ii) Transactions and balances:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in statement of profit and loss. Foreign exchange gain/loss on restatement of foreign currency loans taken for specific fixed assets are capitalized along with cost of respective fixed asset.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses) Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences

on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

## **2.19 Financial liabilities**

### ***Initial recognition and measurement:***

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

### ***Subsequent measurement-***

The measurement of financial liabilities depends on their classification, as described below:

#### **(a) Financial liabilities at fair value through profit or loss-**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

#### **(b) Loans and borrowings-**

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method.

Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

## **2.20 Contingencies**

Contingent liabilities are possible obligations whose existence will be confirmed only on the occurrence or non-occurrence of uncertain future events outside the Company's control, or present obligations that are not recognised because of the following: (a) It is not probable that an outflow of economic benefits will be required to settle the obligation; or (b) the amount cannot be measured reliably.

Contingent liabilities are not recognised but are disclosed and described in the notes to the financial statements, including an estimate of their potential financial effect and uncertainties relating to the amount or timing of any outflow, unless the possibility of settlement is remote.

Contingent assets are possible assets whose existence will be confirmed only on the occurrence or non-occurrence of uncertain future events outside the Company's control. Contingent assets are not recognised. When the realisation of income is virtually certain, the related asset is not a contingent asset; it is recognised as an asset.

Contingent assets are disclosed and described in the notes to the financial statements, including an estimate of their potential financial effect if the inflow of economic benefits is probable.

### **2.21 Government Grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

### **2.22 Significant accounting judgements, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In particular, the Company has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

#### **Judgements**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

#### **Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

#### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

**(a) Impairment of non-financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

**(b) Defined benefit plans**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**(c) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the NAV model.

Financial assets like security deposits received and security deposits paid, has been classified and measured at amortised cost on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Government corporate bond rate has been used to fair value the security deposits at amortised cost. Financial liability like long term borrowings received, has been classified and measured at amortised cost on the basis of the facts and circumstances that exist at the date of transition to Ind AS. Average market borrowing rate has been used to fair value the long term loan at amortised cost.

**WINSOME BREWERIES LIMITED**  
**Balance Sheet as at March 31,2022**  
*(All amounts in ₹ Lakhs unless otherwise stated)*

	Note No.	As at March 31, 2022	As at March 31, 2021
<b>Assets</b>			
<b>Non-current assets</b>			
a) Property, plant and equipment	3 (a)	1,131.34	1,199.53
b) Financial assets			
i) Investments	4(a)	1,044.45	1,383.47
ii) Other financial assets	4(b)	54.95	70.28
c) Other non current assets	5	64.55	63.94
d) Deferred tax Assets (net)	6	10.61	(32.59)
<b>Total non-current assets</b>		<b>2,305.91</b>	<b>2,684.63</b>
<b>Current assets</b>			
a) Inventories	7	-	310.62
b) Financial assets			
i) Cash & cash equivalent	8(a)	43.15	80.36
ii) Other bank balances	8(b)	85.85	-
iii) Loans	8(c)	2,296.47	2,359.44
iv) Other financial assets	8(d)	12.44	9.61
c) Other current assets	9	502.11	614.06
<b>Total current assets</b>		<b>2,940.02</b>	<b>3,374.09</b>
<b>Total assets</b>		<b>5,245.93</b>	<b>6,058.72</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	10	2,766.89	2,766.89
b) Other equity	11	658.78	802.82
<b>Total equity</b>		<b>3,425.67</b>	<b>3,569.71</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	12	-	0.71
b) Provisions	13	7.22	11.54
<b>Total non-current liabilities</b>		<b>7.22</b>	<b>12.25</b>
<b>Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	14(a)	835.90	861.28
ii) Trade payables	14(b)		
-Total Outstanding dues of Micro enterprises and small enterprises	14(b)		
		-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises	14(b)	78.67	801.17
iii) Other financial liabilities	14(c)	3.29	80.78
b) Provisions	15	7.75	14.56
c) Other current liabilities	16	887.44	718.97
<b>Total current liabilities</b>		<b>1,813.05</b>	<b>2,476.76</b>
<b>Total equity &amp; liabilities</b>		<b>5,245.93</b>	<b>6,058.72</b>
<b>Significant accounting policies</b>	1 & 2		

The accompanying notes are an integral part of the financial statements.

In terms of our report of even date annexed

For APAS & CO LLP

CHARTERED ACCOUNTANTS

FRN.000340C/C400308

PLACE : DELHI  
DATED :30-5-2022

(JHALAK AGGARWAL)  
PARTNER  
M.No. 531899

R.K. BAGRODIA  
CHAIRMAN CUM MG. DIRECTOR  
DIN:00178250

SNEH BAGRODIA  
DIRECTOR  
DIN:00637355

SHANTANU BAGRODIA  
CFO

VARUNIKA BHANDARI  
COMPANY SECRETARY

**WINSOME BREWERIES LIMITED**

**Statement of Profit and Loss for the year ended March 31, 2022**

(All amounts in ₹ Lakhs unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>Income</b>			
Revenue from operations	17	830.12	610.02
Other income	18	458.11	1,028.26
<b>Total income</b>		<b>1,288.22</b>	<b>1,638.28</b>
<b>Expenses</b>			
Cost of material consumed	19	618.20	463.23
Changes in stock of finished goods and Work-in-progress	20	43.14	48.34
Employee benefit expenses	21	161.69	256.83
Finance costs	22	2.38	8.43
Depreciation and amortization expense	23	95.16	137.27
Other expenses	24	549.11	967.66
<b>Total expenses</b>		<b>1,469.69</b>	<b>1,881.76</b>
<b>Profit before exceptional items &amp; tax</b>		<b>(181.47)</b>	<b>(243.48)</b>
<b>Exceptional items</b>			
Depreciation of earlier years		-	-
<b>Profit before tax</b>		<b>(181.47)</b>	<b>(243.48)</b>
<b>Tax expenses</b>			
<b>Current tax</b>			
Current year		-	-
Mat credit entitlement		-	-
Adjustment of earlier year		-	0.16
<b>Deferred Tax</b>			
Current year		(41.75)	(62.78)
<b>Profit for the year After Tax (A)</b>		<b>(139.72)</b>	<b>(180.86)</b>
<b>Other comprehensive income</b>			
Remeasurement of post employment benefits		13.76	1.57
Remeasurement of Fair value of unquoted shares Investment		(19.53)	0.19
		(5.77)	1.76
Less: Deferred tax on above		(1.45)	0.44
<b>Net Other comprehensive income (B)</b>		<b>(4.32)</b>	<b>1.31</b>
<b>Total comprehensive income (A + B)</b>		<b>(144.04)</b>	<b>(179.54)</b>
<b>Earning per share (Basic / Diluted) ( Rs.)</b>		<b>(0.50)</b>	<b>(0.65)</b>

**Significant accounting policies**

The accompanying notes are an integral part of the financial statements.

In terms of our report of even date annexed

For APAS & CO LLP

CHARTERED ACCOUNTANTS

FRN.000340C/C400308

PLACE : DELHI  
DATED :30-5-2022

(JHALAK AGGARWAL)  
PARTNER  
M.No. 531899

R.K. BAGRODIA  
CHAIRMAN CUM MG. DIRECTOR  
DIN:00178250

SNEH BAGRODIA  
DIRECTOR  
DIN:00637355

SHANTANU BAGRODIA  
CFO

VARUNIKA BHANDARI  
COMPANY SECRETARY

**WINSOME BREWERIES LIMITED****Cash flow statement for the year ended March 31, 2022***(All amounts in ₹ Lakhs unless otherwise stated)*

	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>A. Cash flow from operating activities</b>		
Net Profit before tax and extra ordinary items	(181.47)	(243.48)
<u>Adjustment for :</u>		
Depreciation	95.16	137.27
Expenses on fair valuation of gratuity & Leave encashment	13.76	1.57
Changes in fair value of financial assets at fair value through profit or loss	(19.53)	0.19
Ind AS adjustment	(19.30)	(21.58)
Interest paid	2.38	8.43
Interest received	(117.11)	(130.83)
	<u>(44.63)</u>	<u>(4.95)</u>
<b>Operating profit before working capital facilities</b>	<b>(226.10)</b>	<b>(248.43)</b>
<u>Adjustment for :</u>		
Trade & other receivable	101.57	320.90
Inventories	310.62	11.93
Trade payable	(643.28)	(101.84)
	<u>(231.08)</u>	<u>230.99</u>
<b>Cash generated from operation</b>	<b>(457.18)</b>	<b>(17.45)</b>
Interest paid	(2.38)	(8.43)
Direct taxes paid		(0.16)
	<u>(2.38)</u>	<u>(8.59)</u>
<b>Net cash flow from operating activities</b>	<b>(459.58)</b>	<b>(26.05)</b>
<b>B. Cash flow from investing activities</b>		
Purchase of fixed assets	(26.98)	20.75
Sale of investments	358.32	10.13
Interest received	117.11	130.83
	<u>448.45</u>	<u>161.70</u>
<b>Net cash used in investing activities</b>	<b>448.45</b>	<b>161.70</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from long term borrowings	(0.71)	(51.02)
Proceeds from short term borrowings	(25.39)	(20.75)
	<u>(26.08)</u>	<u>(71.76)</u>
<b>Net cash used in financing activities</b>	<b>(26.08)</b>	<b>(71.76)</b>
<b>Net cash increase/decrease in cash &amp; cash equivalents</b>	<b>(37.21)</b>	<b>63.93</b>
Cash & cash equivalent opening	80.36	16.43
Cash & cash equivalent closing	43.15	80.36

In terms of our report of even date annexed

For APAS & CO LLP  
**CHARTERED ACCOUNTANTS**  
FRN.000340C/C400308

PLACE : DELHI  
DATED :30-5-2022

(JHALAK AGGARWAL)

PARTNER  
M.No. 531899

SHANTANU BAGRODIA  
CFO

R.K. BAGRODIA  
CHAIRMAN CUM MG. DIRECTOR  
DIN:00178250

SNEH BAGRODIA  
DIRECTOR  
DIN:00637355

VARUNIKA BHANDARI  
COMPANY SECRETARY

WINSOME BREWERIES LIMITED

Statement of changes in equity for the year ended March 31, 2022

(All amounts in ₹ Lakhs unless otherwise stated)

i) Equity share capital

Amounts

Balance as at March 31, 2020	2,766.89
Changes in equity share capital during the year	-
Balance as at March 31, 2021	2,766.89
Changes in equity share capital during the year	-
Balance as at March 31, 2022	2,766.89

ii) Other equity

For the year ended March 31, 2021

Particulars	Reserve & Surplus		Other Comprehensive Income		Total
	Retained earnings	Capital Reserves	Remeasurement gains/losses on defined employment benefit	Fair Value Through Other Comprehensive Income	
As at April 1, 2020	815.29	27.11	25.19	114.78	982.36
Profit / Loss for the year	(180.86)				(180.86)
Other comprehensive income			1.17	0.14	1.31
As at March 31, 2021	634.43	27.11	26.36	114.92	802.82

For the year ended March 31, 2022

Particulars	Reserve & Surplus		Other Comprehensive Income		Total
	Retained earnings	Capital Reserves	Remeasurement gains/losses on defined employment benefit	Fair Value Through Other Comprehensive Income	
As at April 1, 2021	634.43	27.11	26.36	114.92	802.82
Profit / Loss for the year	(139.72)				(139.72)
Other comprehensive income			10.30	(14.62)	(4.32)
As at March 31, 2022	494.71	27.11	36.66	100.31	658.78

In terms of our report of even date annexed

For APAS &  
CO LLP CHARTERED  
ACCOUNTANTS  
FRN.000340C/C400308

PLACE : DELHI  
DATED :30-5-2022

(JHALAK AGGARWAL)  
PARTNER  
M.No. 531899

R.K. BAGRODIA  
CHAIRMAN CUM MG. DIRECTOR  
DIN:00178250

SNEH BAGRODIA  
DIRECTOR  
DIN: 00637355

SHANTANU BAGRODIA  
CFO

VARUNIKA BHANDARI  
COMPANY SECRETARY



**WINSOME BREWERIES LIMITED**

Notes of the financial statements for the year ended March 31, 2022

*(All amounts in ₹ Lakhs unless otherwise stated)***3 (a) Property, plant and equipment**

	Tangible Asset							
	Freehold Land	Building	Residential Building	Plant & Machinery	Electric Installation	Motor Vehicle	Furniture & fixtures	Total Tangible Assets
<b>Gross Carrying Value</b>								
<b>As 1 April 2020</b>	<b>27.07</b>	<b>457.73</b>	<b>78.04</b>	<b>2,936.08</b>	<b>142.23</b>	<b>92.32</b>	<b>36.92</b>	<b>3,770.40</b>
Additions	-	-	-	-20.75	-	-	-	-20.75
Disposal	-	-	-	-	-	-	-	-
<b>As 31 March 2021</b>	<b>27.07</b>	<b>457.73</b>	<b>78.04</b>	<b>2,915.33</b>	<b>142.23</b>	<b>92.32</b>	<b>36.92</b>	<b>3,749.65</b>
Additions	-	-	-	26.98	-	-	-	26.98
Disposal	-	-	-	-	-	-	-	0.00
<b>As 31 March 2022</b>	<b>27.07</b>	<b>457.73</b>	<b>78.04</b>	<b>2,942.31</b>	<b>142.23</b>	<b>92.32</b>	<b>36.92</b>	<b>3,776.63</b>
<b>Depreciation and impairment</b>								
<b>As 1 April 2020</b>	-	<b>271.44</b>	<b>4.68</b>	<b>1,901.80</b>	<b>142.23</b>	<b>57.74</b>	<b>34.97</b>	<b>2,412.85</b>
Additions	-	16.22	1.24	113.54	-	5.67	0.62	137.27
Disposal	-	-	-	-	-	-	-	-
<b>As 31 March 2021</b>	-	<b>287.65</b>	<b>5.92</b>	<b>2,015.33</b>	<b>142.23</b>	<b>63.40</b>	<b>35.58</b>	<b>2,550.12</b>
Additions	-	16.22	1.24	71.68	-	5.67	0.36	95.16
Disposal	-	-	-	-	-	-	-	-
<b>As 31 March 2022</b>	-	<b>303.87</b>	<b>7.16</b>	<b>2,087.02</b>	<b>142.23</b>	<b>69.07</b>	<b>35.94</b>	<b>2,645.29</b>
<b>Net Carrying value</b>								
<b>31 March 2022</b>	<b>27.07</b>	<b>153.86</b>	<b>70.88</b>	<b>855.30</b>	-	<b>23.26</b>	<b>0.98</b>	<b>1,131.34</b>
<b>31 March 2021</b>	<b>27.07</b>	<b>170.07</b>	<b>72.12</b>	<b>900.00</b>	-	<b>28.92</b>	<b>1.34</b>	<b>1,199.53</b>

Note -1. Addition to plant and machinery includes Rs.26.98 lacs debit ( Previous year Rs.20.75 lacs credit) on account of exchange rate fluctuation on foreign currency

loan. Note -2. The company owns two residential flats at Gurgaon for a sum of Rs.78.04 lacs. The execution of title deeds in respect of these residential flats is pending.

**WINSOME BREWERIES LIMITED**
**Notes of the financial statements for the year ended March 31, 2022**
*(All amounts In ₹ Lakhs unless otherwise stated)*

PARTICULARS	As at March 31, 2022	As at March 31, 2021
<b>4 Financial assets</b>		
<b>4(a) Investments</b>		
<b>Non current investments (Other than trade)</b>		
NSC (At Cost)	1.33	1.33
IVP (At Cost)	0.01	0.01
<b><u>Bonds- (fully paid up)</u></b>		
<b><u>QUOTED</u></b>		
792 Tax-Free secured Redeemable Non-convertible Bonds of NTPC Ltd of Rs. 1000/	7.92	7.92
<b><u>Equity Instruments (fully paid up)</u></b>		
<b><u>QUOTED</u></b>		
Franklin USBF SI -Grow	-	22.90
HDFC Corporate Debt Opportunities Fund	43.97	40.86
HDFC Overn R- Grow	15.18	44.50
ICICI Prudential Money Market Fund	-	22.60
ICICI Prudential Mutual Fund	3.60	3.43
ICICI USTF R- GROW	-	174.42
IIFL YIELD ENHANCER FUND	26.83	33.39
Kotak Medium Term Fund	41.97	39.16
Nil ( P.Y. 2200 ) Equity shares of Castrol India (including Bonus issue 2100 shares)	-	2.76
<b><u>Unquoted-With Others</u></b>		
2831300 Equity Shares ( P.Y. 2831300 ) of Adayana Learning Solutions (P) Ltd of Rs. 10/- each	97.96	102.14
86094 Preference Shares ( P.Y. 97264 ) of Majestic Properties Pvt. Ltd. of Rs. 100/- each	516.56	583.58
22500 Equity Shares ( P.Y. 22500 ) of Majestic Properties Pvt. Ltd of Rs. 10/- each	77.22	99.06
12500 Equity Shares ( P.Y. 12500 ) of Jaya Ditya Anant Developers Pvt Ltd. of Rs. 10/- each	89.04	89.05
6500 Equity Shares ( P.Y. 6500 ) of Pentstemon Florist Pvt Ltd of Rs. 100/- each	122.86	116.37
<b>TOTAL</b>	<b>1,044.45</b>	<b>1,383.47</b>
<b>Aggregate amount of quoted investment</b>	<b>115.00</b>	<b>367.71</b>
<b>Market value of quoted Investments</b>	<b>140.80</b>	<b>393.27</b>
<b>Aggregate amount of unquoted investment</b>	<b>903.65</b>	<b>990.21</b>
<b>4(b) Other financial assets</b>		
Security deposits	22.02	27.16
Bank deposits with more than one year maturity (Lien Marked)	32.94	43.12
<b>TOTAL</b>	<b>54.95</b>	<b>70.28</b>
<b>5 Other non current assets</b>		
Income Tax Advance	64.55	63.94
<b>TOTAL</b>	<b>64.55</b>	<b>63.94</b>
<b>6 Deferred tax Assets /(liabilities) (Net)</b>		
As at beginning of the year	(32.59)	(94.93)
Adjustment during the year	41.75	62.78
Adjustments due to Ind AS	1.45	(0.44)
<b>NET</b>	<b>10.61</b>	<b>(32.59)</b>

**7 Inventories**

(As certified by the management)

**Raw material**

Raw material	-	264.33
Stores, spares & other materials	-	3.14
Work-in-Process	-	42.58
Finished Goods	-	0.57
<b>TOTAL</b>	<b>-</b>	<b>310.62</b>

**8 Financial assets****8(a) Cash and cash equivalents****Balance with banks**

In Current Accounts	<b>38.08</b>	79.71
Cash on hand	<b>5.07</b>	0.65

<b>TOTAL</b>	<b>43.15</b>	<b>80.36</b>
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For the purpose of statement of cash flow, cash and cash equivalent comprises of the following:

In Current Accounts	<b>38.08</b>	79.71
Cash on hand	<b>5.07</b>	0.65
	<b>43.15</b>	<b>80.36</b>

**8(b) Other bank balances**

Bank Deposit with more than three months maturity (Lien Marked)

85.85 -

<b>TOTAL</b>	<b>85.85</b>	<b>-</b>
--------------	--------------	----------

**8(c) Loans**

(Unsecured Considered good unless otherwise stated)

Loans to Others (Includes Rs.363.16 lacs (PY Rs.264.17 lacs) doubtful) Refer Note No.

40 & 42	<b>2,296.47</b>	2,359.44
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<b>TOTAL</b>	<b>2,296.47</b>	<b>2,359.44</b>
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**8(d) Other financial assets**

Interest receivable	<b>7.85</b>	5.88
Security Deposit	<b>4.59</b>	3.73

<b>TOTAL</b>	<b>12.44</b>	<b>9.61</b>
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**9 Other current assets**

(Unsecured considered good by the management)

Prepaid expenses	<b>1.44</b>	107.91
Advance recoverable	-	0.20
Satff Imprest	<b>3.16</b>	3.61

Advances to Suppliers, Contractors & Others (Includes Rs.40.67 lacs doubtful)	<b>67.22</b>	84.56
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Balance With Excise Authorities	<b>417.55</b>	417.78
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Income Tax Advances	<b>12.73</b>	-
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<b>TOTAL</b>	<b>502.11</b>	<b>614.06</b>
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## 10 Equity share capital

### Authorised share capital

2,77,50,000 ( 31/03/2021 : 2,77,50,000) Equity Shares of par value of Rs. 10/-

2,775.00 2,775.00

2,775.00 2,775.00

### Issued, subscribed & paid up

2,76,68,900 ( 31/03/2021 : 2,76,68,900 ) Equity Shares of par value of Rs. 10/-

2,766.89 2,766.89

**TOTAL** 2,766.89 2,766.89

a) The reconciliation of number of shares outstanding as at the opening and closing dates is set out below:

### Equity share capital

	March 31, 2022	March 31, 2021
No. of Shares outstanding at the beginning of the year	27,668,900	27,668,900
No. of Shares outstanding at the end of the year	27,668,900	27,668,900

b) The company has only one class of equity shares having a par value of Rs. 10/- each. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

c) There is no holding company of the company.

d) Following Shareholders hold shares more than 5% of the total equity shares of the company at the end of the year:

Name of the shareholder	March 31, 2022	March 31, 2021
Kanakdhara Trade & Inds. Ltd.	2644000(9.56%)	2644000(9.56%)
Holmswood Management Ltd.	3000000(10.84%)	3000000(10.84%)
Indfish Limited	5519100(19.95%)	5519100(19.95%)
Pentstemon Florist Pvt. Ltd.	4144800(14.98%)	4144800(14.98%)
Suzuki India Ltd.	2165027(7.82%)	2165027(7.82%)

e) The company has not issued any bonus shares during the period of last 5 years.

f) 'Promoter's Shareholding- Equity

Shares held by promoters at the end of the year				% Change during the year (With respect to beginning of the year)
S. No	Promoter name	No. of Shares	% of total shares	
1	Kanakdhara Trade & Inds. Ltd.	2,644,000	9.56%	-
2	Holmswood Management Ltd.	3,000,000	10.84%	-
3	Indfish Limited	5,519,100	19.95%	-
4	Anil Kumar Jhunjhnuwala	500,000	1.81%	-
5	Shantanu Bagrodia	393,963	1.42%	-
6	Rajendra Kumar Bagrodia	360,620	1.30%	-
7	Shweta Kedia	25,310	0.09%	-

## 11 Other equity

### Reserve & surplus

Surplus

As per Last balance Sheet

775.71 955.26

Add: Net Profit after Tax

(139.72) (180.86)

Remeasurement gains/losses on OCI

(4.32) 1.31

**Sub total** 631.67 775.71

### Other reserves

Balance B/F

27.11 27.11

Balance C/F

**Sub total** 27.11 27.11

**Total** 658.78 802.82

**12 Financial liabilities****12 Borrowings**

Rupee Loans From Banks

-Secured Gross

**0.61**

53.69

Less: Current Maturity of Long Term Debts

**(0.61)**

(52.98)

**TOTAL****-****0.71**

- 1 Term Loan (other than vehicle) from ICICI Bank was secured against the mortgage of immoveable property in the name of Jay Ditya Anant Developers Pvt. Ltd. situated at D-61, Okhla Industrial Area, Phase-I, New Delhi. The term loan was repayable by the way of monthly installment amounting to Rs.7,31,658/-. The last installment was due in October 2021. The applicable rate of interest is 8.95% pa.
- 2 The term loan secured against vehicle from ICICI bank was repayable in 36 installment of Rs.12,618/- and was over by May- 2021. The applicable rate of interest is 8.45%.
- 3 The term loan secured against vehicle from Toyota Financial Service P Ltd. is repayable in 36 installment of Rs.31,796/- and shall be over by May- 2022. The applicable rate of interest is 8.45%.
- 4 There has been no continuing default on the balance sheet date in repayment of loan and interest thereon.
- 5 The company has registered/ satisfied all the changes whenever required with registrar of the companies within the statutory period.
- 6 The company has used the borrowings from banks for specific purpose for which it was taken.

**13 Provisions**

Provision for gratuity obligation (Long Term)

As per last balance sheet

**11.54**

11.42

Addition/(deduction) during the year

**(4.32)**

0.12

Paid during the year

**-**

-

**TOTAL****7.22****11.54****14 Financial liabilities****Borrowings (Unsecured)****14(a)****Current maturities of long term debts**

Rupee Loans From Banks (Secured)

**0.61**

52.98

**From others**

From a limited company (Interest Free)

**835.29**

808.31

**TOTAL****835.90****861.28**

**WINSOME BREWERIES LIMITED**

**Notes of the financial statements for the year ended March 31, 2022**

(All amounts In ₹ Lakhs unless otherwise stated)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
<b>14(b) Trade payables</b>		
<b>DUES TO MICRO AND SMALL ENTERPRISES (as per the intimation received)</b>		
Principal and interest amount remaining unpaid	-	-
Interest due thereon remaining unpaid --	-	-
 Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
Interest accrued and remaining unpaid	-	-
Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-
Other trade payables	<b>78.67</b>	<b>801.17</b>
<b>TOTAL</b>	<b>78.67</b>	<b>801.17</b>

\* 'The Company has during the year not received any information from any vendor regarding their status being registered under Micro, Small and Medium Enterprises Development Act, 2006.

**Ageing of Trade Payables**

As at Mar 31, 2021

Particulars	Outstanding for following periods from due date of payment (if payment date not available then date of					
	Not due	Less than 1 year	1 to 2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	764.64	2.46	-	34.06	801.17
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-

As at Mar 31, 2022

Particulars	Outstanding for following periods from due date of payment (if payment date not available then date of					
	Not due	Less than 1 year	1 to 2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	24.81	12.46	7.17	34.06	78.51

(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-

**14(c) Other Financial liabilities**

Deposits	0.77	3.98
Other Liabilities	2.52	76.50
Interest accrued but not due on borrowings	-	0.30
<b>TOTAL</b>	<b>3.29</b>	<b>80.78</b>

**15 Provisions**

Provision for gratuity obligation (Short Term)		
As per last balance sheet	14.56	13.11
Additions/ (deduction) during the year	(5.58)	1.45
Paid during the year	1.22	-
<b>TOTAL</b>	<b>7.75</b>	<b>14.56</b>

**16 Other Current liabilities**

Statutory Dues Payable	31.01	139.64
Due to Customers	856.43	579.33
<b>TOTAL</b>	<b>887.44</b>	<b>718.97</b>

WINSOME BREWERIES LIMITED

Notes of the financial statements for the year ended March 31, 2022

(All amounts in ₹ Lakhs unless otherwise stated)

PARTICULARS	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>17 Revenue from operations</b>		
<b>Sale of products</b>		
Beer	799.51	600.04
	799.51	600.04
<b>Other operating revenue</b>		
Sale of Scrap	30.60	9.99
	30.60	9.99
<b>TOTAL</b>	<b>830.12</b>	<b>610.02</b>

Disclosure on revenue pursuant to Ind AS 115- Revenue from contract with customers:

**A. Reconciliation of revenue recognized with the contracted price:**

Particulars	Year ended 31-03-202	Year ended 31-Mar-21
Gross revenue/Contracted price	799.51	600.04
Less: Discounts and rebates	-	-
Revenue from contracts with customers	799.51	600.04

**B. Contract balances:**

The following table provides information about receivables and contract liabilities from contract with customers:

**Receivables**

Particulars	Year ended 31-Mar-22	Year ended 31-Mar-21
Trade receivables	-	-
Less: Allowances for expected credit loss	-	-
Net receivables	-	-

**Contract liabilities**

Particulars	Year ended 31-Mar-22	Year ended 31-Mar-21
Advance from customers	856.43	579.33
	856.43	579.33

**C.**

Contract asset is the right to consideration in exchange for goods or services transferred to the customer.

Contract liabilities are on account of the advance payment received from customer for which performance obligation has not yet been completed.



**D. Changes in the contract liabilities balances during the year are as follows:**

Particulars	Year ended 31-Mar-22	Year ended 31-Mar-21
Balance at the beginning of the year	579.33	927.64
Addition during the year	1076.62	251.72
Revenue recognised during the year	(799.51)	(600.04)
	<b>856.43</b>	<b>579.33</b>

**18 Other income**

Interest Received	117.11	130.83
Recovery against Contract Manufacturing expense	242.46	872.65
Rental Income	3.80	5.66
Sundry Balances Written back	17.59	0.06
Excess provision reversed	-	2.31
<b>Income on Financial assets as FVTPL</b>		
Dividend	0.07	0.17
Gain/Loss on sale of investment	67.79	38.35
Gain / (Loss) on fair valuation of current investments (Ind AS)	9.29	(21.77)
<b>TOTAL</b>	<b>458.11</b>	<b>1,028.26</b>

**19 Cost of material consumed**

Raw material consumed	111.54	141.64
Packing material consumed	506.67	321.59
<b>TOTAL</b>	<b>618.20</b>	<b>463.23</b>

**20 Changes in stock of finished goods, stock-in-trade and work-in-progress**

<b>Opening stock</b>		
Finished Goods	0.57	35.85
Stock in Process	42.58	55.63
	<b>43.14</b>	<b>91.48</b>
<b>Closing stock</b>		
Finished Goods	-	0.57
Stock in Process	-	42.58
	<b>-</b>	<b>43.14</b>
<b>TOTAL</b>	<b>43.14</b>	<b>48.34</b>

**21 Employee benefit expenses**

Salaries, wages & allowances	158.08	251.36
Staff welfare & amenities	1.33	0.73
Contribution to provident and other funds	2.28	4.74
<b>TOTAL</b>	<b>161.69</b>	<b>256.83</b>

**22 Finance costs**

<b>Interest on:</b>		
Term loans	2.38	8.43
<b>TOTAL</b>	<b>2.38</b>	<b>8.43</b>

**23 Depreciation and amortization expenses**

Depreciation on tangible assets	95.16	137.27
<b>TOTAL</b>	<b>95.16</b>	<b>137.27</b>

**24 Other expenses****Other manufacturing expenses**

Power and fuel	49.17	93.70
Stores & spares consumed	3.51	10.91
Bottling Fees	97.26	79.75
	<b>149.94</b>	<b>184.37</b>

**Repairs & maintenance**

Repair machinery	0.74	0.46
Repair building and Others	6.74	15.92
	<b>7.48</b>	<b>16.38</b>

**Administrative expenses**

Rent	29.01	9.45
Fees & taxes	123.74	166.96
Education skill Development expense	60.76	13.61
Communication expenses	0.66	3.28
Conveyance & travelling	27.50	27.40
Legal & professional charges	11.59	12.09
Loss on Speculation Business	-	263.20
Handliing Charges for speculation business	-	22.69
General office & misc. expenses	25.48	33.27
Insurance charges	0.28	0.28

**Auditors' remuneration**

- As Audit fees	1.78	1.62
Internal audit fees	0.04	0.04
Running and maintenance - motor cars	3.12	1.96
Bank & other charges	0.91	1.37
	<b>284.87</b>	<b>557.21</b>

**Selling & distribution expenses**

Breakage Exp	-	22.37
Demurage Charges	9.20	54.13
Freight charges	97.62	133.20
	<b>106.82</b>	<b>209.70</b>

<b>TOTAL</b>	<b>549.11</b>	<b>967.66</b>
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## 25 Income Taxes

The major components of income tax expense for the year ended 31 March 2022 and 31 March 2021 are:

### A. Statement of profit and loss:

#### (i) Profit & loss section

	31 March 2022	31 March 2021
Current income tax charge	-	-
MAT credit entitlement	-	-
Adjustments in respect of current income tax of previous year	-	0.16
<b>Deferred tax:</b>		
Relating to origination and reversal of temporary differences	(41.75)	(62.78)
<b>Income tax expense reported in the statement of Profit &amp; loss</b>	<b>(41.75)</b>	<b>(62.62)</b>

#### (ii) OCI Section

<b>Deferred tax related to items recognised in OCI during the year:</b>		
Net loss/(gain) on remeasurements of defined benefit plans/ FVTOCI	(1.45)	0.44
<b>Income tax charged to OCI</b>	<b>(1.45)</b>	<b>0.44</b>

### B. Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for FY ended 31 March 2022 and 31 March 2021:

	31 March 2022	31 March 2021
Accounting profit before tax from continuing operations	(181.47)	(243.48)
Profit/(loss) before tax from a discontinued operation	-	-
<b>Accounting profit before income tax</b>	<b>(181.47)</b>	<b>(243.48)</b>
At India's statutory income tax rate of 25.17% (31 March 2021: 25.17%)	(45.68)	(61.28)
Adjustments in respect of current income tax of previous years		
Expenses not allowed as deduction/ Exempted Income	0.17	0.17
Adjustments in respect of current income tax of previous year	-	0.16
Impact of change in rate of income tax on deferred tax	(0.29)	1.04
Impact of change in provisional and actual tax liability at the time of filing of ITR	4.04	(2.72)
<b>At the effective income tax rate of -25.72% (31 March 2020: -8.91%)</b>	<b>(41.75)</b>	<b>(62.62)</b>
Income tax expense reported in the statement of profit and loss	(41.75)	(62.62)
Income tax attributable to a discontinued operation	-	-
	<b>(41.75)</b>	<b>(62.62)</b>

#### Deferred tax

#### Deferred tax relates to the following:

	Balance sheet		Profit and Loss A/c	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Accelerated depreciation for tax purposes	(32.59)	(94.93)	-	-
B/F Losses / Disallowances u/s 43B / 40A	41.75	62.78	(41.75)	(62.78)
Ind AS adjustments	1.45	(0.44)	(1.45)	(1.45)
<b>Deferred tax expense/(income)</b>				
<b>Net deferred tax assets/(liabilities)</b>	<b>10.61</b>	<b>(32.59)</b>	<b>(43.20)</b>	<b>(62.34)</b>

Reflected in the balance sheet as follows:

	31 March 2022	31 March 2021
Deferred tax assets (continuing operations)	(32.59)	(94.93)
Deferred tax liabilities (continuing operations)	43.20	62.34
<b>Deferred tax liabilities, net</b>	<b>10.61</b>	<b>(32.59)</b>

Reconciliation of deferred tax liabilities (net):

	31 March 2022	31 March 2021
<b>Opening balance as of 1 April</b>	<b>(32.59)</b>	<b>(94.93)</b>
Tax (income)/expense during the period recognised in Profit & loss	41.75	62.78
Tax (income)/expense during the period recognised in OCI	1.45	(0.44)
Discontinued operation	-	-
<b>Closing balance as at 31 March</b>	<b>10.61</b>	<b>(32.59)</b>

**26 Components of other comprehensive income (OCI)**

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

**During the year ended 31 March 2022**

	<u>Total</u>
Remeasurement gains (losses) on defined benefit plans	13.76
Remeasurement gains (losses) on Unquoted shares	<u>(19.53)</u>
	(5.77)
Income tax effect	<u>(1.45)</u>
	<u><b>(4.32)</b></u>

**During the year ended 31 March 2021**

	<u>Total</u>
Remeasurement gains (losses) on defined benefit plans	1.57
Remeasurement gains (losses) on Unquoted shares	<u>0.19</u>
	1.76
Income tax effect	<u>0.44</u>
	<u><b>1.31</b></u>

**WINSOME BREWERIES LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022****(Amount in Rupees lakhs, unless otherwise stated)**

- 27** Basic and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year. Diluted EPS are calculated by dividing the profit for the year attributable to the equity holders of the company by weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Profit for the year as per Statement of Profit & Loss	(139.72)	(180.86)
<b>Profit attributable to equityholders of the Company for basic earnings</b>	<b>(139.72)</b>	<b>(180.86)</b>
	<b>No. in lakhs</b>	<b>No. in lakhs</b>
Weighted average number of equity shares in calculating basic EPS	276.69	276.69
Effect of dilution:	-	-
<b>Weighted average number of equity shares in calculating diluted EPS</b>	<b>276.69</b>	<b>276.69</b>
<b>Earnings per equity share in Rs.</b>		
<b>Basic</b>	(0.50)	(0.65)
<b>Diluted</b>	(0.50)	(0.65)
<b>Face Value of each equity share (in Rs.)</b>	<b>10</b>	<b>10</b>

## 28 Fair values measurements

### (i) Financial instruments by category

Particulars	31 March 2022			31 March 2021		
	FVTOCI	FVTPL	Amortised cost	FVTOCI	FVTPL	Amortised Cost
<b>Financial assets</b>						
Investments	903.65	140.80	-	1242.67	393.28	-
Other financial assets (non current)	-	-	54.95	-	-	70.28
Trade receivables	-	-	-	-	-	-
Cash and cash equivalents	-	-	43.15	-	-	80.36
Other bank balance Current	-	-	85.85	-	-	-
Loans	-	-	2,296.47	-	-	2359.44
Other financial assets (current)	-	-	12.44	-	-	9.61
<b>Total financial assets</b>	<b>903.65</b>	<b>140.80</b>	<b>2,492.86</b>	<b>1242.67</b>	<b>393.28</b>	<b>2519.69</b>
<b>Financial liabilities</b>						
Borrowings (non current)			-	-	-	0.71
Borrowings (current)			835.90	-	-	861.28
Trade payables			78.67	-	-	801.17
Other financial liabilities						80.78
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>917.85</b>	<b>-</b>	<b>-</b>	<b>1743.93</b>

### (ii) Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is insignificant to the fair value measurements as a whole.

Level 1 : quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : valuation techniques for which the lowest level inputs that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3 : valuation techniques for which the lowest level input which has a significant effect on fair value measurement is not based on observable market data.

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities, other than those whose fair values are close approximations of their carrying values.

#### Financial assets and liabilities measured at fair value - recurring fair value measurements for which fair values are disclosed at 31 March 2022:

Date of valuation	Total	Fair value measurement using		
		Quoted prices in (Level 1)	Significant observable (Level 2)	Significant unobservab (Level 3)
<b>Financial assets</b>				
Non current Investments				
31-Mar-22	1,044.45	140.80		903.65
31-Mar-21	1,383.48	393.28	-	990.21

There have been no transfers between Level 1 and Level 2 during the period.

#### Assets and liabilities which are measured at amortised cost for which fair values are disclosed at 31 March 2022

Date of valuation	Total	Fair value measurement using		
		Quoted prices in (Level 1)	Significant observable (Level 2)	Significant unobservab (Level 3)
<b>Financial assets</b>				
Security deposits given				
31-Mar-22	22.02			22.02
31-Mar-21	27.16	-	-	27.16
<b>Financial liabilities</b>				
Security deposits received				
31-Mar-22	0.77			0.77
31-Mar-21	3.98	-	-	3.98

There have been no transfers between Level 1 and Level 2 during the period.

For cash and cash equivalents, trade receivables, other receivables, short term borrowing, trade payables and other current financial liabilities the management assessed that their fair value is approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the Company's long-term interest free security deposits are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the market borrowing rate as at the end of the reporting period. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

The management has assessed that the carrying value of investments made in Indian Soft Drinks Manufacturing Association is close approximation of its fair value.

## 29 Financial risk management objectives and policies

The Company's principal financial liabilities, other than derivatives, comprise trade and other payables, security deposits, employee liabilities. The Company's principal financial assets include trade and other receivables, inventories and cash and short-term deposits/ loan that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's senior management is supported by a Risk Management Compliance Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The management reviews and agrees policies for managing each of these risks, which are summarised below.

### I. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include , deposits.

The sensitivity analyses of the above mentioned risk in the following sections relate to the position as at 31 March 2022 and 31 March 2021.

The analyses exclude the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations; provisions; and the non-financial assets and liabilities of foreign operations. The analysis for contingent liabilities is provided in Note 33.

The following assumptions have been made in calculating the sensitivity analyses:

- The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2022 and 31 March 2021.

#### A. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates. However the risk is very low due to negligible borrowings by the Company.

	Increase/ decrease in basis points	Effect on profit before tax
		Rs.
<b>31-Mar-22</b>		
INR	+ 0.5%	0.00
INR	- 0.5%	0.00
<b>31-Mar-21</b>		
INR	+ 0.5%	<b>0.00</b>
INR	- 0.5%	<b>0.00</b>

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

#### B. Foreign currency sensitivity

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in exchange rates. Foreign currency risk sensitivity is the impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The following tables demonstrate the sensitivity to a reasonably possible change in USD and EURO exchange rates, with all other variables held constant.

	Change in USD rate	Effect on profit before tax
		Rs
<b>31-Mar-22</b>	5%	<b>(0.55)</b>
	-5%	<b>0.55</b>
<b>31-Mar-21</b>	5%	(0.55)
	-5%	0.55

The movement in the pre-tax effect on profit and loss is a result of a change in the fair value of derivative financial instruments not designated in a hedge relationship and monetary assets and liabilities denominated in INR, where the functional currency of the entity is a currency other than INR.



## II. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions.

Credit risk from investments with banks and other financial institutions is managed by the Treasury functions in accordance with the management policies. Investments of surplus funds are only made with approved counterparties who meet the appropriate rating and/or other criteria, and are only made within approved limits. The management continually re-assess the Company's policy and update as required. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty failure.

The maximum credit risk exposure relating to financial assets is represented by the carrying value as at the Balance Sheet date

### A. Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit review and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

At the year end the Company does not have any trade receivable therefore there is no bad debt risk.

An impairment analysis is performed at each reporting date on an individual basis for major clients. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 28. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

### B. Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties.

## III. Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Year ended</b>				
<b>31-Mar-22</b>				
Borrowings*	835.90	-	-	835.90
Trade payables	78.67	-	-	78.67
Other financial liabilities	3.29	-	-	3.29
	<b>917.85</b>	-	-	<b>917.85</b>
<b>Year ended</b>				
<b>31-Mar-21</b>				
Borrowings*	861.28	0.71	-	861.99
Trade payables	801.17	-	-	801.17
Other financial liabilities	80.78	-	-	80.78
	<b>1,743.22</b>	<b>0.71</b>	-	<b>1,743.93</b>

\* In absolute terms i.e. undiscounted and including current maturity portion

## IV. Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

The Company's manufacturing facilities are situated in different geographies. Similarly the distribution network is spread PAN India.

### 30 Capital Management

The objective of the Company's capital management structure is to ensure that there remains sufficient liquidity within the Company to carry out committed work programme requirements. The Company monitors the long term cash flow requirements of the business in order to assess the requirement for changes to the capital structure to meet that objective and to maintain flexibility.

The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital, issue new shares for cash, repay debt, put in place new debt facilities or undertake other such restructuring activities as appropriate.

No changes were made in the objectives, policies or processes during the year ended 31 March 2022.

	31 March 2022	31 March 2021
Total Liabilities	1,820.27	2,489.00
Less: Cash & Cash Equivalents	43.15	80.36
<b>Net debts</b>	<b>1,777.11</b>	<b>2,408.65</b>
<b>Total equity</b>	<b>3,425.67</b>	<b>3,569.71</b>
<b>Gearing ratio (%)</b>	<b>51.9%</b>	<b>67.5%</b>

#### Derivative instruments and unhedged foreign currency exposure

The Company has no outstanding derivative instrument at the year end. The amount of foreign currency exposure that are not hedged by derivative instruments or otherwise are as under -

	31 March 2022	31 March 2022	31 March 2021	31 March 2021
USD	<b>Foreign Currency</b>	<b>Amount</b>	<b>Foreign Currency</b>	<b>Amount</b>
Borrowings (Unsecured)	10.92	835.29	10.92	808.31

**WINSOME BREWERIES LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022****(Amount in Rupees lakhs, unless otherwise stated)****31 Defined Contribution Plans - General Description**

Retirement benefits in the form of provident fund, superannuation fund and national pension scheme are defined contribution schemes. The Company has no obligation, other than the contribution payable to the provident fund. The Company's contribution to the provident fund is Rs. 1.63 lakhs (31 March 2021 Rs. 3.50 lakhs)

**Defined Benefit Plans - General Description****Gratuity:**

The Company has a defined benefit gratuity plan. Gratuity is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement / termination / resignation. The benefit vests on the employee completing 5 years of service. The Company makes provision of such gratuity asset/ liability in the books of accounts on the basis of actuarial valuation as per the projected unit credit method.

**The following tables summarise the components of net benefit expense recognised in the statement of profit & loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:**

**Changes in the present value of the defined benefit obligation are, as follows:**

	<b>31-03-2022</b>	<b>31-03-2021</b>
<b>Defined benefit obligation at the beginning of the year</b>	26.10	24.53
Current service cost	0.87	1.42
Interest cost	1.76	1.72
Actuarial (gain)/ loss on obligations - OCI	(13.76)	(1.57)
<b>Defined benefit obligation at the end of the year</b>	<b>14.97</b>	<b>26.10</b>

**Changes in the fair value of plan assets are, as follows:**

	<b>31-03-2022</b>	<b>31-03-2021</b>
<b>Fair value of plan assets at the beginning of the year</b>	-	-
Contribution by employer	-	-
Benefits paid	-	-
Expected Interest Income on plan assets	-	-
Actuarial gain/(loss) on plan asset	-	-
<b>Fair value of plan assets at the end of the year</b>	<b>-</b>	<b>-</b>

**Reconciliation of fair value of plan assets and defined benefit obligation:**

	<b>31-03-2022</b>	<b>31-03-2021</b>
Fair value of plan assets	-	-
Defined benefit obligation	14.97	26.10
<b>Amount recognised in the Balance Sheet</b>	<b>14.97</b>	<b>26.10</b>

**WINSOME BREWERIES LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**

**(Amount in Rupees lakhs, unless otherwise stated)**

**Amount recognised in Statement of Profit and Loss:**

	<b>31-03-2022</b>	<b>31-03-2021</b>
Current service cost	0.87	1.42
Net Interest expense	1.76	1.72
<b>Amount recognised in Statement of Profit and Loss</b>	<b>2.63</b>	<b>3.14</b>

**The principal assumptions used in determining gratuity liability for the Company's plans are shown below:**

	<b>31-03-2022</b>	<b>31-03-2021</b>
Discount rate	6.75%	7.00%
Expected rate of return on Plan assets	NA	NA
Future salary increases	5.00%	5.00%
Attrition Rate (up to 30 years)	5.00%	5.00%
Attrition Rate (from 30 to 44 years)	5.00%	5.00%
Attrition Rate (above 44 years)	5.00%	5.00%
Retirement age	58 years	58 years

**A quantitative sensitivity analysis for significant assumption as at 31 March 2022 is as shown below:**

<b>Gratuity Plan</b>	<b>Sensitivity level</b>	
	<b>31-03-2022</b>	<b>31-03-2022</b>
<b>Assumptions</b>		
Discount rate	+3.00%	0.51
	-4.00%	(0.56)
Future salary increases	+3.00%	(0.56)
	-4.00%	0.52
Withdrawal rate	+1.00%	(0.04)
	-1.00%	0.04

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. Sensitivities due to mortality and withdrawals are insignificant and hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payments, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

**The expected maturity analysis of undiscounted gratuity is as follows:**

	<b>31-03-2022</b>
Within the next 12 months (next annual reporting period)	7.75
Between 1 to 2 years	0.26
Between 2 to 3 years	0.26
Between 3 to 4 years	1.30
Between 4 to 5 years	0.20
Over 5 years	5.19
<b>Total expected payments</b>	<b>14.97</b>

The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 10 years.

**WINSOME BREWERIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**  
**(Amount in Rupees lakhs, unless otherwise stated)**

	<u>31 March 2022</u>	<u>31 March 2021</u>
<b>32 Commitments</b>		
(i) Estimated amount of orders remaining to be executed/ supplied.	Nil	Nil
(ii) Letters of credits opened in favour of inland/overseas suppliers	Nil	Nil
<b>33 Contingent Liabilities gross ( Amount not provided for)</b>		
(i) Counter guarantees issued to Bankers in respect of guarantees issued by them.	Nil	Nil
(ii) Guarantees issued on behalf of Others	Nil	Nil
(iii) In respect of Service Tax/State Excise Demands pending before various authorities and in dispute ( Gross )	2984.72	2984.72
(iv) In respect of service tax paid under protest	160.8	160.8
(v) In respect of Income Tax cases pending before appellate authorities	Nil	12.64
(vi) In respect of Income Tax TDS demand as per 26 AS.	Nil	Nil
(vii) In respect of Franchise duty	9.25	9.25
(viii) Other claim against the company not acknowledged as debt	Nil	Nil

**34 Ind AS 116, Leases:**

Effective from April 1, 2019, the company adopted Ind AS 116, *Leases* and applied the standard to all lease contracts existing on April 1, 2019. On evaluation of the Lease contracts, it is observed that the company has only low value or short term leases and has no material assets taken on lease to be accounted for in terms of Ind AS 116 during the year.

**WINSOME BREWERIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**  
**(Amount in Rupees lakhs, unless otherwise stated)**

**35. Related party disclosures**

**A. List of related parties**

**Key Management Personnel**

- (i) Mr. R.K. Bagrodia, Chairman Cum Director
- (ii) Smt. Sneh Bagrodia, Director
- (iii) Mr. Shantanu Bagrodia, CFO
- (iv) Ms. TanuShree Bagrodia, daughter of MD
- (v) Mrs. Heena Malik, CS from March 2020 to October 2020
- (vi) Mrs. Varunika Bhandari, CS from November-2020

**Net Outstanding Balance :-**

		<b>31st March 2022</b>	<b>31st March 2021</b>
Remuneration payable	<b>Key Management Personnel</b>	21.46	16.87

**Details relating to remuneration of Key Managerial Personnel**

	<b>31 March 2022</b>	<b>31 March 2021</b>
<b>Name of KMP</b>	<b>Remuneration Paid</b>	<b>Remuneration Paid</b>
Mr. R.K. Bagrodia	6.50	6.00
Smt. Sneh Bagrodia	0.50	4.00
Mr. Shantanu Bagrodia	6.50	5.50
Ms. Tanushree Bagrodia	0.50	-
Mrs. Heena Malik	-	0.10
Mrs. Varunika Bhandari	1.50	0.49

**WINSOME BREWERIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**  
**(Amount in Rupees lakhs, unless otherwise stated)**

**36 Business Segments**

According to Ind AS 108, identification of operating segments is based on Chief Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. Based on the consideration of dominant sources and nature of risk & returns, the company is considered a beer manufacturer and educational trainer. Most of the activities are revolving around these business and accordingly has two reportable segments.

- a) Beer
- b) Educational training

The above business segments have been identified considering :

- a) the nature of products and services
- b) the internal financial reporting systems.

The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Management Committee as explained in the Director's Report section.

Sr. No	Particulars	Year ended 31.03.2022	Year ended 31.03.2021
I.	Segment Revenue(Net Sales/income from each Segment)		
(a)	Beer	830.12	610.03
(b)	Education Training	-	-
	Net Sales/ Income from Operation	830.12	610.03
2	<b>Segment Results ( Profit/( Loss) before tax and interest from each segment</b>		
(a)	Beer	(59.79)	(206.49)
(b)	Education Training	(119.29)	(28.55)
	TOTAL	(179.09)	(235.04)
	Less- Interest Paid	2.38	8.43
	Profit/ ( Loss) Before Tax	(181.47)	(243.47)
3	<b>Segment Assets</b>		
(a)	Beer	5,233.65	5,990.59
(b)	Education Training	12.28	68.13
	<b>Total Assets</b>	5,245.93	6,058.72
	<b>Segment Liabilities</b>		
(a)	Beer	1,674.89	2,390.31
(b)	Education Training	145.38	98.70
	<b>Total Liabilities</b>	1,820.27	2,488.99

**WINSOME BREWERIES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**  
(Amount in Rupees lakhs, unless otherwise stated)

**37 Financial Ratios**

Ratio	Numerator	Denominator	31-Mar-22	31-Mar-21	% change	Reason for variance
<b>Current ratio</b>	Current Assets	Current Liabilities	1.62	1.36	19.03	
<b>Debt- Equity Ratio</b>	Total Debt	Shareholder's Equity	0.24	0.24	1.05	
<b>Debt Service Coverage ratio</b>	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	3.82	1.66	130.88	Decrease in losses
<b>Return on Equity ratio</b>	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	-0.05	-0.07	-22.75	
<b>Inventory Turnover ratio</b>	Cost of goods sold	Average Inventory	4.26	1.62	163.52	Decrease in stock
<b>Trade Receivable Turnover Ratio</b>	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	Nil	Nil	-	
<b>Trade Payable Turnover Ratio</b>	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	1.41	0.65	115.15	Increase in purchase
<b>Net Capital Turnover Ratio</b>	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	0.74	0.68	8.35	
<b>Net Profit ratio</b>	Net Profit	Net sales = Total sales - sales return	-0.17	-0.30	-43.23	Decrease in losses
<b>Return on Capital Employed</b>	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	-0.04	-0.05	-20.77	
<b>Return on Investment</b>	Earnings before interest and taxes	Average total assets	-0.03	-0.04	-15.31	

\* Average= (Opening+Closing)/2



**38. Balance confirmation**

Debit and credit balance of trade payables to the extent not confirmed are subject to confirmation and reconciliation with parties.

**39.** In the opinion of the Board of Directors and to the best of their knowledge and belief, the aggregate value of current assets on realisation in the ordinary course of business will not be less than the amount at which these are stated in the balance sheet.

**40.** The loan given to M/s Arcotech Ltd. amounting to Rs.59.67 lacs as on 31/03/2022 is considered to be doubtful in view of the cheque received from the party against service of interest got bounced. The company has stopped the provision of interest wef Nov-18. The interest shall be provided on settlement with the party.

**41.** The loan given to M/s Bhuroka Power Corporation Ltd. amounting to Rs.162.25 lacs as on 31/03/2022 is considered to be doubtful in view of the cheque received from the party against service of interest got bounced. The company has stopped the provision of interest wef Jul-19. The interest shall be provided on settlement with the party.

**42.** The loan given to M/s Swift Builders Ltd amounting to Rs.141.24 lacs as on 31/03/2022 is considered to be doubtful in view of the cheque received from the party against service of interest got bounced. The company has stopped the provision of interest wef Apr-21. The interest shall be provided on settlement with the party.

**43. Impact of COVID-19 on the company**

Covid19 pandemic is still evolving and impact on working of the company is uncertain. Nevertheless, management is of the view that looking into its nature of business and the products company is dealing in, and steps being taken to provide support by various means from the regulators/governments, there are no reasons to believe that current crisis will have any significant impact on the ability of the company to maintain its normal business operations including the assessment of going concern for the company. However, the extent to which the pandemic will impact working of the company, is uncertain

**44. Additional regulatory information required by Schedule III**

(i) **Details of benami property held** No proceedings have been initiated on or are pending against the entity for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) **Borrowing secured against current assets** Entity has no borrowings from banks and financial institutions on the basis of security of current assets.

(iii) **Wilful defaulter** Entity hasn't been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) **Relationship with struck off companies** Entity has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(v) **Compliance with number of layers of companies** Entity has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) **Compliance with approved scheme(s) of arrangements** Entity has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) **Utilisation of borrowed funds and share premium** Entity 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

Entity 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

(viii) **Undisclosed income** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) **Details of crypto currency or virtual currency** Entity has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) **Valuation of PP&E, intangible asset and investment property** Entity has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year

45. Previous year's figures have been regrouped/ rearranged, wherever necessary so as to make them comparable with those of current year's figures.

**In terms of our report of even date annexed**

**For APAS & CO LLP  
CHARTERED ACCOUNTANTS  
FRN.000340C/C400308**

**PLACE : DELHI**

**(JHALAK  
AGGARWAL)  
PARTNER  
M.No. 531899**

**DATED :30-5-2022**

**R.K. BAGRODIA  
CHAIRMAN CUM MG. DIRECTOR  
DIN:00178250**

**SNEH BAGRODIA  
DIRECTOR  
DIN: 00637355**

**SHANTANU BAGRODIA  
CFO**

**VARUNIKA BHANDARI  
COMPANYSECRETARY**

# WINSOME BREWERIES LIMITED

Reg. Office: Village Sarekhurd, Tehsil-Tijara, Distt. Alwar - 301001, Rajasthan

Corp. Office: D-61, Okhla Industrial Area Phase-I, New Delhi-110020

Ph: 011-26811299,2707 Fax No. 011-26815222

E-mail: [rkb@winsomeindia.in](mailto:rkb@winsomeindia.in): Website- [www.winsomeindia.in](http://www.winsomeindia.in)

CIN: L15511RJ1992PLC014556

Form No. MGT-11

## PROXY FORM

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

### 30<sup>th</sup> ANNUAL GENERAL MEETING - SEPTEMBER 30, 2022

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

I/We being the holder of \_\_\_\_\_ equity shares of Winsome Breweries Limited \_\_\_\_\_ hereby appoint

1. Name: \_\_\_\_\_ E-mail: \_\_\_\_\_  
Address: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her
2. Name: \_\_\_\_\_ E-mail: \_\_\_\_\_  
Address: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

as my/our **proxy** to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 30 September, 2022 at 11:00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	RESOLUTIONS	Tick appropriately	
		For	Against
	<b>ORDINARY BUSINESS:</b>		
1.	Adoption of Annual Accounts for the year ended 31st March 2022 together with the report of Director's and Auditor's thereon.		
2.	To appoint a Director in place of Mrs. Sneh Bagrodia (DIN:00637355) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible offer herself for re-appointment.		
3.	To Re-appoint M/s APAS & Co, Chartered Accountants, as Statutory Auditors of the Company.		
	<b>SPECIAL BUSINESS:</b>	<b>For</b>	<b>Against</b>
4.	Reappointment of Mr. Amrit Mohinder Uttam (DIN 02929322) as the Independent Director of the Company.		
5.	Re-appointment of Mr. Rajendra Kumar Bagrodia (DIN 00178250), as Managing Director of the Company.		
6.	Ratify appointment of Mrs. Aruna Goenka (DIN: 00256167) as the Independent Director of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

(Signature across the stamp)

AFFIX  
Revenue  
Stamp of  
Rs.1

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. For the Resolutions, explanatory statement and notes please refer to the Notice of the 30<sup>th</sup> Annual General Meeting.

# WINSOME BREWERIES LIMITED

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CIN: L15511RJ1992PLC014556

## ATTENDANCE SLIP

30<sup>th</sup> ANNUAL GENERAL MEETING - SEPTEMBER 30, 2022

<b>Members' Name and Address details</b>	
--	--

<b>Reg. Folio No.</b>	
<b>DP &amp; Client No.</b>	
<b>No. of Shares Held</b>	

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 30<sup>th</sup> Annual General Meeting of the Company at its registered office at Village Sarekhurd, Tehsil-Tijara, Distt. Alwar-301001, Rajasthan on Friday, 30<sup>th</sup> September, 2022 at 11:00 AM

Member's Name: \_\_\_\_\_ Proxy's Name: \_\_\_\_\_ Member's/Proxy's Signature \_\_\_\_\_

## ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	User id	Sequence Number
220829072		

Note: Please refer to the instruction printed under the Notes to the Notice of the 30<sup>th</sup> Annual General Meeting. The E-voting period starts Tuesday 27-09-2022 at 9:00 AM and ends on Thursday 29-09-2022 at 5:00 PM IST. The E-Voting portal shall be disabled by CDSL immediately after 5:00 pm IST on 29-09-2022.

### Route Map to the Venue of 30<sup>th</sup> AGM of Winsome Breweries Limited



# WINSOME BREWERIES LIMITED

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CIN: L15511RJ1992PLC014556



Ballot No.: \_\_\_\_\_

## Ballot Form AGM 2022

(In lieu of e-voting)

S No.	Particulars	Details
1	Name of First shareholder (in BLOCK LETTERS)	
2	Postal Address	
3	*Client ID/DP ID or Registered Folio No. (*Applicable to investors holding shares in dematerialized form)	
4	No. of Shares held	

I/We hereby exercise my/our vote in respect of Ordinary/Special resolution to be passed for the business stated in the Notice of 30<sup>th</sup> Annual General Meeting of Winsome Breweries Limited held on Friday, 30<sup>th</sup> September, 2022 at 11:00 A.M. by conveying my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick (√) mark at the appropriate column below:

Item. No.	RESOLUTIONS	I/WE assent to the resolution (FOR)	I/WE dissent from the resolution (AGAINST)
	<b><u>ORDINARY BUSINESS:</u></b>		
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2022, Statement of Profit and Loss and Cash Flow statement for the year ended 31st March, 2022 together with the report of Directors and Auditors thereon.		
2.	To appoint a Director in place Mrs. Sneha Bagrodia (DIN:00637355) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible offer himself for re-appointment.		
3.	To Re-appoint M/s APAS & Co, Chartered Accountants, as Statutory Auditors of the Company.		

# WINSOME BREWERIES LIMITED

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CIN: L15511RJ1992PLC014556



	<b><u>SPECIAL BUSINESS:</u></b>		
4.	Reappointment of Mr. Amrit Mohinder Uttam (DIN 02929322) as the Independent Director of the Company.		
5.	Re-appointment of Mr. Rajendra Kumar Bagrodia (DIN 00178250), as Managing Director of the Company.		
6.	Ratify appointment of Mrs. Aruna Goenka (DIN : 00256167) as the Independent Director of the Company.		

Place: Alwar

Date: 30.09.2022

(Shareholder/Proxy/Authorized person)

## **WINSOME BREWERIES LIMITED**

Reg. Office: Village Sarekhurd, Tehsil-Tijara, Distt. Alwar - 301001,  
Rajasthan

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CIN: L15511RJ1992PLC014556



### **INSTRUCTION FOR VOTING PHYSICAL FORM**

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. M/s Ravinder Sharma & Associates, Company Secretaries (Membership No.: 10858) has been appointed as the Scrutinizer to scrutinize the e-voting and ballot process in a fair and transparent manner.
4. Please carefully complete and sign the Ballot Form (no other form or photo copy thereof is permitted).
5. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Exercise of vote by Ballot is not permitted through proxy.
6. Votes should be cast in case of each resolution, either in favour (FOR) or against (AGAINST) by putting the tick (") mark in the column provided in the Ballot.
7. The voting rights of the Members shall be in proportion to their shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. September 23, 2022.
8. Duly completed Ballot Form should be deposit with the Scrutinizer at the time of voting in the Annual General Meeting on Friday, 30th September, 2022.
9. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date specified in serial no. 8 above.
10. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
11. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
12. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
13. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and forward his/her report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
14. The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.winsomeindia.in/> and on the website of CDSL <https://www.cdslindia.com/index.html> within Three (3) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited, on which shares of the Company are listed.

**WINSOME BREWERIES LIMITED**

Reg. Office: Village-Sarekhurd, Tehsil-Tijara, Distt.-Alwar- 301001, Rajasthan  
 Corp. Office: D-61, Okhla Industrial Area Phase-I, New Delhi-110020  
 Ph: 011-26811299,2707, Fax No.- 011-26815222  
 E-mail: [skb@winsomeindia.in](mailto:skb@winsomeindia.in) Website: [www.winsomeindia.in](http://www.winsomeindia.in)

**Request Letter 05<sup>st</sup> September, 2022**

To,  
**The Shareholder**

**Sub:- 1. Request for submission of your Copy of PAN Card, Bank details & Email ID****2. Dematerialisation of Equity Shares**

Dear Shareholder(s),

Pursuant to Circular No.:SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup>April, 2018, issued by the Securities Exchange Board of India ("SEBI"), the Company is required to obtain the copy of PAN Card and Bank details from all the shareholders holding shares in physical form and BSE Circular No LIST/COMP/15/2018-19 dated 5th July, 2018 for dematerialization of shares held in physical form.

Accordingly, you are requested to kindly submit the following documents for updating in our records:

- (i) Enclosed format duly filled in and signed by the shareholders;
- (ii) Self-attested copy of your PAN Card (all the Shareholders in case of joint holding) and;
- (iii) Original cancelled cheque leaf with your name printed on it or a copy of Bank Passbook/Statement bearing your name, duly attested by the Bank.

Further, to support "Green Initiative", you are requested to provide your Email ID for service of documents through electronic mode. Please ignore, if the Email has already been updated.

Further, SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08-06-2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (fourth Amendment) Regulations, 2018 ("The New Regulations") to further amend the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The New Regulations shall come into force on the 180<sup>th</sup> day from the date of its publication in the official gazette i.e. 08.06.2018 (Effective Date of implementation is **December 5, 2018**). The New Regulations have inter alia amended the Regulation 40 of SEBI (LODR) Regulations, 2015 and as per amended Regulation 40, **the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities.** In view of above amended Regulation, you are requested to open a de-mat account with a Depository Participant (DP) and deposit your physical shares with such DP and get your shares de-mat at the earliest to avoid any kind of inconvenience.

Kindly send the aforesaid details along with the enclosures latest by 23<sup>rd</sup> September, 2022 to the Company's Registrar & Share Transfer Agent (RTA), **SKYLINE FINANCIAL SERVICESPRIVATELIMITED** at D-153A, 1<sup>st</sup>Floor, Okhla Industrial Area, Phase-I, New Delhi - 110 020.Ph. No.: 011-40450193-97, 26812682-88.

Thanking you,  
 Yours faithfully,

**For Winsome Breweries Limited**

Sd/-  
**Rajendra Kumar Bagrodia**  
**Managing Director**  
**DIN: 00178250**

✂-----  
 Date: .....

To,  
**Skyline Financial Services Private Limited**  
**D-153A, 1<sup>st</sup> Floor,**  
**Okhla Industrial Area, Phase-I,**  
**New Delhi-110020**

**Unit: Winsome Breweries Ltd.**

Dear Sir,  
 I/we hereby request you to update my/our below mentioned details in your records with respect to the shareholding in **Winsome Breweries Ltd.**

Name of Shareholder(s)			
Folio No.(s)			
PAN	First Holder	Second Holder	Third Holder
Bank Name& Branch Address			
Bank A/c. No.			
IFSC Code			
MICR Code			
Email ID			
DP ID/Client ID			

I/we hereby declare that the particulars given hereinabove are correct and complete.

First Holder Second Holder Third Holder

Signature of Shareholder(s) - \_\_\_\_\_

- Encl.:** 1. Self- attested copy of PAN card of all the Shareholders in case of joint holding.  
 2. Original cancelled cheque/Bank Passbook/Statement attested by the Bank.



If undelivered, please return to:

**Winsome Breweries Limited**

Vill. Sarehkhurd, Tehsil Tijara, Distt. Alwar,  
Rajasthan - 301001