



G. M. BREWERIES LIMITED

33rd Annual Report 2015-2016

G. M. BREWERIES LIMITED

BOARD OF DIRECTORS

Shri. Jimmy Almeida	- Chairman & Managing Director
Smt. Jyoti Almeida	- Whole-Time Director
Shri. Paresh Trivedi	- Director
Shri. Kiran Parashare	- Director
Shri. Dilip Diwan	- Director
Shri. Shantilal Haria	- Director

Chief Financial Officer

Shri. S. Swaminathan

Company Secretary & Manager - Accounts

Shri. Sandeep Kutchhi

Auditors

V. P. Mehta & Co.
Chartered Accountants
17, Hem Prakash, 90/92, Kazi Syed Street,
Mumbai - 400 003.

Bankers

Citizen Credit Co-Op. Bank Ltd.
Dadar, Mumbai 400 028.

Central Bank of India
Prabhadevi, Mumbai - 400 025

IDBI Bank
Prabhadevi, Mumbai - 400 025

Regd. Office

Ganesh Niwas, S. Veer Savarkar Marg,
Prabhadevi, Mumbai - 400 025
Phone : 24331150 / 51 / 24371805 / 41,
24229922 / 24385540 / 41
E-mail : info@gmbreweries.com
Website : www.gmbreweries.com
CIN : L15500MH1981PLC025809

Factory

S. Veer Savarkar Marg, Virar (East),
Dist. Palghar - 401 305 State : Maharashtra (India)
Phone : 0250 - 6293232/33, 6093232/33

Share Transfer Agent

Sharex Dynamic (India) Pvt. Ltd.
Unit - 1, Luthra Indl. Premises, Safed Pool, Andheri
Kurla Rd., Andheri (E), Mumbai - 400 072,
Phone : 28515606, 28515644, Fax : 2851 2885.

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NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of G.M. Breweries Limited (CIN: L15500MH1981PLC025809) will be held at Joshi's Kohinoor Hall, 3rd Floor, Veer Savarkar Marg, Prabhadevi, Mumbai - 400025 on Thursday the May 19, 2016 at 04.30 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2016 and statement of Profit and Loss for the year ended on that date, the Reports of Directors and Auditor's thereon.
2. To declare dividend on the equity shares.
3. To appoint a Director in place of Smt. Jyoti Almeida (DIN 00112031), who retires by rotation and being eligible, offers herself for re- appointment.
4. To appoint a Director in place of Shri. Kiran Parashare (DIN 06587810), who retires by rotation and being eligible, offers himself for re- appointment.
5. To consider and if thought fit, to pass the following resolution as ordinary resolution:

RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. V. P. Mehta & Co. chartered accountants, Mumbai, (Registration number 106326W with the Institute of Chartered Accountants of India), who have offered themselves for re appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the rules, be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Audit committee/ Board of Directors in consultation with the Auditors.

Special Business:

6. To Appoint Shri. Shantilal V.Haria (DIN:00295097) as an independent director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution
“Resolved that pursuant to the provisions of section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, Shri. Shantilal V. Haria (DIN: 00295097) who was appointed as an additional director of the company with effect from October 20, 2015 by the Board of Directors and holds office up to the date of this Annual General Meeting under section 161 of the Companies Act, 2013 (“the act”) and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company to hold office for 4 (four) consecutive years for a term up to the conclusion of 37th Annual General Meeting of the Company in the calendar year 2020.
7. To consider and, if thought fit, to pass , the following resolution as an ORDINARY RESOLUTION
 1. “RESOLVED THAT pursuant to the provision of sections 196, 197 and 203 read with schedule V and all other applicable provisions, if any , of the Companies Act, 2013 and the Companies (Appointment and remuneration of managerial personnel) rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), subject to such sanctions as may be necessary, approval and sanction of the company be and is hereby accorded to the appointment of and payment of remuneration to Shri. Kiran Parashare (DIN: 06587810) as Whole Time Director of the Company for a period of 5 years with effect from April 1, 2016 upon the terms and conditions and payment of remuneration and other perquisites/benefits to Shri. Kiran Parashare during the said period of 5 years as

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set out in the copy of agreement, copy whereof duly initialed by the Chairman for the purpose of identification is placed before this meeting including inter alia, payment and provision of the following remuneration, perquisites and benefits :

a) Salary

Rs. 18,00,000/- in the scale of Rs. 18,00,000/- to Rs.23,00,000/- per annum.

b) Perquisites:

i) Perquisites include House Rent Allowance, Car, Electricity, Medical Expenses reimbursement for self and family, Leave Travel Concession for self and family, club fees, medical insurance etc., Limited to actual or the Annual Salary whichever is less.

ii) Provision of car for use on Company's business and telephone at residence will not be considered perquisites Personal long distance calls and use of car for private purpose shall be billed by the Company.

iii) Company's Contribution to the Provident Fund, Gratuity and encashment of Leave as per the rules of the Company and the same shall not be in the perquisites as aforesaid.

2. RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Whole Time Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the company.
3. RESOLVED FURTHER THAT he is appointed as a whole time Director on Board liable to retire by rotation.
4. RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid Agreement from time to time.
8. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

Issue of Bonus Shares

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013, Article 171 of the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 (the regulations) and subject to such other necessary approvals, permissions and sanctions, as may be required and subject to such terms and modifications as may be specified while according such approvals, The Board of Directors of the Company (herein after referred to as "The Board" which term shall be deemed to include any committee which the Board may constitute to exercise its power, including powers conferred by this resolution), be and is hereby authorized to capitalize a sum not exceeding Rs. 2,92,44,060/- out of the company's Share Premium Account and Profit and loss account as per the audited accounts of the company for the financial year ended March 31, 2016 and that the said amount be transferred to share capital account and be applied for issue and allotment of equity shares not exceeding 29,24,406 equity shares of Rs.10/- each as bonus shares credited as fully paid up, to the eligible members of the company holding equity shares of Rs.10/- each whose names appear on the company's register of members on such date (record date) as the Board may determine, in the proportion of One new fully paid equity share of Rs. 10/- each for every four equity shares of Rs.10/- each held as on record date and that the new bonus shares so issued and allotted be treated for all purpose as an increase of the nominal amount of equity capital of the company held by each such member and not as income.

RESOLVED FURTHER THAT:

- 1) The new equity shares of Rs.10/- each to be issued and allotted as bonus shares shall be subject to the

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provisions of Memorandum of Association and Articles of Association of the company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid up equity shares of the company and shall be entitled to participate in full in any dividends to be declared for the financial year in which the Bonus shares are allotted.

- 2) The share certificate for bonus shares be delivered to the shareholders who hold the existing equity shares in physical form and the respective beneficiary accounts be credited with the bonus shares, for such share holders who hold the existing equity shares in dematerialized form, within the prescribed period.
- 3) Consent be and is hereby granted to the Board to issue, wherever necessary, coupons or fractional certificates or where coupons or fractional certificates cannot be issued under the prevailing laws, to provide for payment of equivalent of the value, in cash.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of bonus shares so allotted on the Stock Exchanges where the securities of the company are listed as per the provisions of the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 with the stock exchanges concerned, the regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution , the Board be and is hereby authorized to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the bonus shares and /or issuance of coupons or fractional certificates without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution.

Mumbai
April 05, 2016

By Order of the Board of Directors
For G.M. Breweries Limited
CIN: L15500MH1981PLC025809

Registered Office:
Ganesh Niwas, S.Veer Savarkar Marg,
Prabhadevi, Mumbai - 400 025.

Jimmy Almeida
Chairman and Managing Director

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NOTES: -

- a) The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no 6 to 8 as stated above is annexed hereto.
- b) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
- c) 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. 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.
- d) 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.
- e) 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.
- f) 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.
- g) The register of Members and Share Transfer Books of the Company will be closed from Thursday, May 12, 2016 to Thursday, May 19, 2016, both days inclusive, for payment of dividend/bonus, if any, declared/ approved, at Annual General Meeting.
- h) If a dividend/bonus proposed is declared at the Annual General Meeting, the payment of such dividend/bonus will be made to those members of the company whose names stand on the register of Members of the Company on May 19, 2016. The dividend/bonus in respect of shares held in dematerialized form in Depository System will be paid to the beneficial owners of shares as on May 12, 2016 as per the list provided by the Depositories for this purpose. The dividend will be payable within 30 days of the approval of the same in the Annual General Meeting.
- i) 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.
- j) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s. Sharex Dynamics (India) Pvt. Ltd., Unit -1, Luthra Indl. Premises, Safed Pool, Andheri Kurla Rd., Andheri (E), Mumbai, - 400 072. Members are also requested to furnish their Bank details to the company's Share Transfer Agents immediately for printing the same on the dividend warrants/Cheques to prevent fraudulent encashment of the instruments.
- k) Smt. Jyoti Jimmy Almeida & Shri. Kiran Yashawant Parashare – directors retire by rotation and, being eligible, offer themselves for re-appointment at the Annual General Meeting. A brief resume of the said directors is given below.

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Name	Smt. Jyoti Jimmy Almeida	Shri. Kiran Yashawant Parashare
Directors Identification Number (DIN)	00112031	06587810
Age	47 Years	42 Years
Qualification	B.Com	B.Tech (Mechanical)
Expertise in Specific Area	Finance, Taxation, Audit & Allied matters	C.C.I.E Networking
Date of first Appointment on the Board of the Company	July 30, 1998	January 07, 2014
Shareholding in G. M. Breweries Limited	2,32,783 Shares	Nil
List of Directorship held in other companies	Almeida Holdings Private Limited	Nil
Membership/Chairmanships of Audit and stake holders relationship committees	Refer to Report on CORPORATE GOVERNANCE	Refer to Report on CORPORATE GOVERNANCE

- 1) A Route map showing directions to reach the venue of the 33rd Annual General Meeting is given on Pg. No. 66 of this annual report as per the requirement of the Secretarial Standards -2 on “General Meeting”.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub clause (1) & (2) of Regulation 44 of SEBI regulations, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). The detailed procedure to be followed in this regard has been given in Annexure – A to the notice. The members are requested to go through them carefully.

ANNEXURE TO THE NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 6 :

Shri. Shantilal V. Haria was appointed as an additional independent director with effect from October 20, 2015 and has held the position for a period less than one year.

As per the current provisions of company law and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, independent directors are permitted to be appointed for a consecutive period of 5 years without being liable to retire by rotation.

It is proposed to appoint Shri. Shantilal V.Haria as independent director under section 149/152 of the Act to hold office for 4 (Four) consecutive years for a term up to the conclusion of 37th Annual General Meeting of the company in the calendar year 2020.

Shri. Shantilal V.Haria is not disqualified from being appointed as Directors in terms of section 164 of the Act and has given his consent to act as director.

The company has received notice in writing from a member along with deposit of requisite amount under section 160 of the Act proposing the candidature of Shri. Shantilal V.Haria for the office of Director of the Company.

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The company has also received declarations from Shri. Shantilal V.Haria that he meets with the criteria of independence as prescribed both under sub section (6) of section 149 of the Act and under regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

In the opinion of the Board, Shri. Shantilal V.Haria fulfills the conditions for appointment as independent director as specified in the Act, the regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 and Shri. Shantilal V.Haria is independent of the management.

Brief resume of Shri. Shantilal V.Haria, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided herein below.

Name	Shri. Shantilal V. Haria
Directors Identification Number (DIN)	00295097
Age	57 Years
Qualification	C.A.
Expertise in Specific Area	Finance
Date of first Appointment on the Board of the Company	October 20, 2015
Shareholding in G. M. Breweries Limited	Nil
List of Directorship held in other companies	Pankti Management Consultancy Pvt. Ltd.
Membership / Chairmanships of Audit and stake holders relationship committees	Refer to Report on CORPORATE GOVERNANCE

Copy of the draft letter for appointment of Shri. Shantilal Haria as independent director setting out terms and conditions is available for inspection by members at the registered office of the company.

Shri. Shantila V.Haria is interested in the resolutions set out respectively at item nos. 6 of the notice with regard to his respective appointment.

The relatives of Shri. Shantilal V.Haria may be deemed to be interested in the resolution set out respectively at item nos. 6 of the notice, to the extent of their shareholding interest, if any, in the Company.

Save and except above, none of the Directors/ Key Managerial Personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The board recommends the Ordinary Resolutions set out at item nos. 6 of the notice for approval by the shareholders.

ITEM NO. 7 :

The Board of Directors in their meeting held on 5th April, 2016 had Appointed Shri.Kiran Parashare as “Whole time Director” of the Company for a period of 5 years from 1st April, 2016, subject to approval by the share holders of the Company under Schedule V of the Companies Act, 2013.

The Board has also, subject to approval of the share holders, has fixed the remuneration/ perquisites/ benefits payable

to the aforesaid Shri. Kiran Parashare, Whole time Director from April 1, 2016 shall be as under:

1. Name of the appointee : Shri. Kiran Parashare
2. Designation : Whole time Director
3. Tenure : Five (5) years From April 1, 2016
4. Salary : Rs. 18,00,000/- per annum in the scale of Rs. 18,00,000/- to Rs. 23,00,000/- per annum
5. Perquisites
 - i) Perquisites include House Rent Allowance, Car, Electricity, Medical Expenses reimbursement for self and family, Leave Travel Concession for self and family, club fees, medical insurance etc., limited to actuals or the Annual Salary whichever is less.
 - ii) Provision of car for use on Company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
 - iii) Company's Contribution to the Provident Fund, Gratuity and encashment of leave as per the rules of the Company and the same shall not be in the perquisites as aforesaid.

In the event of absence of or inadequacy of Profit in any Financial Year during the tenure, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013.

The Board of Directors be and hereby authorised to alter and vary the terms and conditions and grant increment(s) and other perquisites to respective individuals so as not to exceed the maximum limits for the payment of remuneration specified in Schedule V to the Companies Act, 2013 or any amendments thereto, as may be agreed to between the Board of Directors and the respective directors.

Further he has been appointed as a Director on Board liable to retire by rotation.

The above mentioned explanatory statement read together with the resolutions specified under **SPECIALBUSINESS** as item no. 7 of the Notice convening the Annual General Meeting may be considered as an abstract, under section 102 of the Companies Act, 2013, of the terms of revised remuneration and perquisites payable to the aforesaid Whole time Director with effect from 1st April, 2016.

MEMORANDUM OF INTEREST

Shri. Jimmy Almeida, and Mrs. Jyoti Almeida being related to Shri. Kiran Parashare are deemed to be concerned and interested in the resolution at Item Nos. 7.

Except the above-mentioned Directors none of the directors of the Company is concerned or interested in this resolution.

ITEM NO. 8 :

The company has completed a very successful financial year 2015-16 in which it has posted the highest ever net profit after tax of Rs.58.31 crores. The reserves of our company have reached to Rs.169.28 Crores. To reward the share holders in this successful value creation cycle, the Board of Directors, at its meeting held on April 05, 2016 has recommended an issue of Bonus shares in the proportion of 1:4 i.e. One fully paid equity share of Rs.10/- each for every Four fully paid equity shares of Rs.10/- each, to the eligible members of the company as on the record date to be fixed by the Board for this purpose.

The bonus shares shall be issued pursuant to the applicable provisions of the Companies Act, 2013, article 171 of the articles of association of the company, the securities and exchange board of india(issue of Capital and Disclosure Requirement) Regulations, 2009 and subject to such other approvals, if any required, after capitalizing a sum not exceeding Rs. 2,92,44,060/- from the Company's Share Premium Account and profit and loss account.

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The bonus shares so allotted shall rank pari passu in all respects and carry the same rights as the existing fully paid up equity shares of the company and shall be entitled to participate in full in any dividends to be declared for the financial year in which the bonus shares are allotted. In case of fractions, the shareholders will be issued coupons or fractional certificates or cash payment in lieu thereof, in accordance with listing requirements and other applicable laws.

The Directors of the company may be deemed to be concerned or interested in the issue of the bonus shares to the extent of their respective holding in the company or to the extent of the shareholdings of the companies/ institutions/trusts of which they are directors or members or trustees without any beneficial interest.

The Board recommends the Ordinary Resolution as set out in Notice for your approval.

Mumbai,
April 05, 2016

Registered Office :
Ganesh Niwas, S. Veer Savarkar Marg,
Prabhadevi, Mumbai - 400 025

By Order of the Board of Directors
For G.M. Breweries Limited



Jimmy Almeida
Chairman & Managing Director