

**23rd
ANNUAL REPORT
2014-2015**



BOARD OF DIRECTORS

SH. R. K. BAGRODIA
SMT. SNEH BAGRODIA
SH. SUSHIL KUMAR JAIN
SH. DIPANKAR SENGUPTA
SH. SUMER CHAND JAIN

CHAIRMAN-CUM-MANAGING DIRECTOR
WOMEN DIRECTOR
DIRECTOR
DIRECTOR
DIRECTOR

COMPANY SECRETARY

ANUPAMAGR

STATUTORY AUDITORS

O. P. BAGLA & CO.
CHARTERED ACCOUNTANTS
NEW DELHI

REGISTERED OFFICE

VILL. SAREHKHURD, TEHSIL - TIJARA
DISTT. ALWAR-301001 RAJASTHAN

CORPORATE OFFICE

D- 61, OKHLA PHASE-1,
NEW DELHI- 110 020

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Important**Important****Important****Dear Shareholder,**

We request you to please update your e-mail id and bank details alongwith full name,folio no.,address,contact no. and specimen signature,in our records with our Registrar and Share transfer Agent by post at the address-Skyline Financial Services 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 corppondence.

WINSOME BREWERIES LIMITED



NOTICE

NOTICE is hereby given that Twenty Third Annual General Meeting of the members of Winsome Breweries Limited will be held on Wednesday, 30th Day of September, 2015 at 11.00 a.m. at the registered office of the Company at Village- Sarekhkurd, Tehsil-Tijara, Distt. Alwar - 301001, Rajasthan to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2015 and the Profit and Loss Account for the year ended as on that date together with the report of Directors, and Auditors thereon.
2. To appoint a Director in place of Ms. Sneh Bagrodia (holding DIN no.00637355) who retire by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible offer herself for re-appointment.
3. To appoint M/s O.P. BAGLA & CO., Chartered Accountants having Firm Registration No. 000018N, 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, be and are hereby re-appointed as per the provisions of Section 139 of the Companies Act, 2013 as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Twenty Five (25th) Annual General Meeting of the Company subject to ratification at every Annual General Meeting by the members of the company on such remuneration as may be agreed upon by the Board Directors of Company.

SPECIAL BUSINESS :

4. To consider the following resolution as an Ordinary Resolution :
"RESOLVED that pursuant to the provisions of Section 149,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with schedule IV of the Companies Act, 2013 and clause 49 of the listing agreement Mr.Sushil Kumar Jain (DIN: 00002069) (already an independent director), who has submitted a declaration that he meets the criteria of Independence for appointment as provided in Section 149 (6) of the Act and who is eligible for appointment be and is hereby appointed as Independent Director of the Company to hold office for five (5) consecutive years with effect from 30th September, 2015 to 29th September, 2020 not liable to retire by rotation.
5. To consider the following resolution as an Ordinary Resolution :
RESOLVED that pursuant to the provisions of Section 149,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with schedule IV of the Companies Act, 2013 and clause 49 of the listing agreement Mr. Sumer Chand Jain (DIN: 00011234) (already an independent director), who has submitted a declaration that he meets the criteria of Independence for appointment as provided in Section 149 (6) of the Act and who is eligible for appointment be and is hereby appointed as Independent Director of the Company to hold office for five (5) consecutive years with effect from 30th September, 2015 to 29th September, 2020 not liable to retire by rotation.
6. To consider the following resolution as an Ordinary Resolution :
RESOLVED that pursuant to the provisions of Section 149,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with schedule IV of the Companies Act, 2013 and clause 49 of the listing agreement Mr.Dipankar Sengupta (DIN:00197547) (already an independent director), who has submitted a declaration that he meets the criteria of Independence for appointment as provided in Section 149 (6) of the Act and who is eligible for appointment be and is hereby appointed as Independent Director of the Company to hold office for five (5) consecutive years with effect from 30th September, 2015 to 29th September, 2020 not liable to retire by rotation.
7. To consider the following Resolution as an Ordinary Resolution :
RESOLVED that pursuant to section 149,152,161,196 and 197 and all applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the said act and subject to other approvals as are necessary, Mrs. Sneh Bagrodia, (holding DIN no.00637355) be and is hereby appointed as Women Director of the Company for a period of five years from 01st October, 2014 to 30th September, 2019 on the remunerations and terms and conditions recommended by Nomination and Remuneration Committee of the Board of Directors.
RESOLVED further that Board be and is hereby authorised to do all acts and take all such steps as may be necessary proper or expedient to give effect to the above resolution.
8. To consider the following Resolution as an Ordinary Resolution:
RESOLVED that pursuant to section 196,197 and 203 and all applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the said act and subject to other approvals as are necessary, alteration in remuneration structure of Mr. Rajendra Kumar Bagrodia, Managing Director of the company as recommended by Nomination and Remuneration Committee of the Board of Directors.



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RESOLVED FURTHER THAT consequent upon alteration, following remuneration structure be applicable to Mr. Rajendra Kumar Bagrodia, Managing Director of the Company with effect from October 1, 2014:

Details of remuneration:

Salary Rs. 60000/- per month.

Perquisites Rs. 140000/- per month.

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

RESOLVED FURTHER THAT Mr. Shantanu Bagrodia, Chief Financial Officer of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions.

Place : New Delhi

Date : 13th August, 2015

By Order of the Board of Directors
For Winsome Breweries Limited

R.K. Bagrodia
(Chairman & Managing Director)

NOTES:

1. 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.
2. An Explanatory Statement on the business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share transfer Books of the Company shall remain closed from 24th September 2015 to 30th September 2015 (both days inclusive).
4. Members are requested to intimate immediately change of address, if any, to the Company's Registrar and Transfer Agent.
5. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
6. Pursuant to Section 72 of the Companies Act, 2013 Members who held shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly.
7. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents.
8. In terms of the Circulars No. 17/2011 of 21st April, 2011 and 18/2011 of 29th 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 a 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.
9. **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 by Companies (Management and Administration) Rules, 2015, the Company is pleased to provide Members with a facility to exercise their right to vote at the 23rd 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 a 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 26-09-2015 at 9:00 am and ends on 29-09-2015 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) 23-09-2015 may cast their vote electronically. 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Select the "Winsome Breweries Limited" from the drop down menu and click on submit
- (vi) Now Enter your User ID

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- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Verification Code as displayed and Click on Login.
 - d. Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ❖ Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on separate letter. ❖ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Date of Birth (DOB)	Enter the Date of Birth (DOB) as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> ❖ Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository and company please enter the member id / folio number in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant WINSOME BREWERIES LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders & Custodians :
 - ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - ❖ A scan copy of registration form bearing the stamp and sign of the entity should be emailed to 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 and then cast their vote on.
 - ❖ 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.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September, 2015 may follow the same instructions as mentioned above for e-Voting.



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- (xxi) Mr. Abhishek Mittal Proprietor of M/s Abhishek Mittal & Associates (FCS-7273) Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman.
- (xxiii) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.winsomeindia.in and on the website of CDSL with in two (2) days of passing of the resolutions at the Annual General Meeting of the Company scheduled to be held on Wednesday on 30th September, 2015.
- (xxiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT 2013

ITEM No. 5, 6 & 7

The Board of Directors of the Company ('the Board') on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Sushil Kumar Jain, Mr. Sumer Chand Jain and Mr. Dipankar Sengupta as Independent Directors of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act') and any amendments thereto or modification thereof, as set out in the Resolutions to their respective appointment.

Mr. Sushil Kumar Jain, Mr. Sumer Chand Jain and Mr. Dipankar Sengupta are presently on the Board as Independent Directors, but were not specially appointed under Section 149 of the Act. General Circular date 9th June 2014 of Ministry of Corporate Affairs requires that the appointment of Independent Directors to be made expressly under the provisions of Section 149 of the Act. The requisite declarations under Section 149 (6) have been obtained from these Directors proposed to be appointed fulfils the conditions specified in the Act and rules made thereunder and that the proposed directors are independent of the management.

ITEM No. 8

The Board of Directors of the company, after reviewing the provision of the Companies Act, 2013 and based on the recommendations of the Nomination and Remuneration Committee appointed Ms. Sneha Bagrodia (DIN No. 00637355) as Whole-time Director designated as Woman Director as she fulfils the conditions specified in the Act, and the rules made there under and clause 49 of the listing Agreement as amended from time to time by Stock Exchange as per direction of SEBI.

The company proposes to appoint Ms. Sneha Bagrodia as Whole-time Director designated as "Women Director" as per the provisions of Section 149, 152, 196 and 197 of the Companies Act, 2013 read with relevant rules of 2014 for a period of five years w.e.f. 01.10.2014 till 30.09.2019. Ms. Sneha Bagrodia will be subject to retirement by rotation as per the provision of Section 152 of the Companies Act, 2013 and Articles of Association of the Company amended from time to time.

The remuneration and other details are mentioned below:

Salary, Perquisites:

Salary : Not exceeding Rs. 45000/- (Rupees forty five thousands only) per month.

Perquisites : Not exceeding Rs. 105000/- (Rupees One lacs five thousand only) per month.

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

ITEM No.9

The Board of Directors of the company, based on the recommendations of the Nomination and Remuneration Committee decided to make alteration in the remuneration structure of Mr. Rajendra Kumar Bagrodia, Managing Director of the Company.

Pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Article of Association of the Company, alteration in remuneration structure of Mr. Rajendra Kumar Bagrodia, Managing Director of the Company w.e.f 01st October, 2014 be and is hereby approved by the shareholders.

The details of alteration in remuneration structure are mentioned below :

Salary, Perquisites :

Salary: Not exceeding Rs. 60000/- (Rupees Sixty thousands only) per month.

Perquisites: Not exceeding Rs. 140000/- (Rupees One lacs forty thousand only) per month.

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

Place : New Delhi
Date : 13th August, 2015

By Order of the Board of Directors
For Winsome Breweries Limited

R.K. Bagrodia

(Chairman & Managing Director)

WINSOME BREWERIES LIMITED

DIRECTORS REPORT



THE MEMBERS,

Your Directors have pleasure in presenting their Annual Report and the Audited Statement of Accounts for the year ended on 31st March 2015.

1. HIGHLIGHTS OF PERFORMANCE

Income for the year increased from Rs. 635838914.97 in 2014 to Rs. 753604326.26 in 2015. Profit before tax increased from Rs. 8877449.66 in the previous year 2014 to Rs. 19997664.63 in the current year 2015. Net Profit increased from Rs. 7632311 in the previous year 2014 to Rs. 15454026.63 in the current year 2015.

2. FINANCIAL RESULTS

	CURRENT YEAR 31st march 2015	PREVIOUS YEAR 31st march 2014 (in Rs.)
Total income	753604326.26	635838914.97
Profit before depreciation	2749763.56	13686032.61
Profit before tax	19997664.63	8877449.66
Less: Provision For Tax	4543638	1245138.66
Profit after tax	15,454,026.63	7,632,311.00
Less : Transfer To General Reserves	Nil	Nil

CHANGE IN NATURE OF BUSINESS

During the year, the company's turnover has been increased by 18.52% and PBT increased by 125% over the previous year. Having achieved this growth, the company is fast emerging as an infrastructure player in all sectors.

THE PROPOSED AMOUNTS TO RESEVES

The company has not transfer any amount to General Reserves.

DIVIDEND

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

DEPOSITS

The company has not accepted deposit from the members or the general public as on 31st March, 2015. There are no small depositors in the company.

NUMBER OF MEETINGS OF THE BOARD

The following Meetings of the Board of Directors were held during the Financial Year 2014-15:

31st May, 2014, 14th August 2014, 14th November 2014, 11th December, 2014

31st January, 2015, 02nd February, 2015, 10th February, 2015.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DISCLOSURE IF THE VOTING RIGHTS ARE NOT EXERCISED BY EMPLOYEES

Pursuant to section 67 (3) of the Companies Act, 2013 read with rule 12(9) of the companies (share capital and Debentures) rules, 2014 there is no exercise done for the Employee stock option scheme during the year 2014-15. So disclosure is not required.

REPORT OF THE UTILISATION OF PROCEEDS ON THE PUBLIC, RIGHT ISSUE AND PREFERENTIAL ALLOTMENT OF SECURITIES.

During the year under review there is no proceeds have come from the Public, Right issue and preferential allotment of securities in the Company.

REPORT ON CORPORATE GOVERNANCE

As required by Clause 49 of the listing Agreement with the Stock Exchanges, the Corporate Governance Report, Management Discussion and Analysis and the Auditors Certificate regarding compliance of conditions of Corporate Governance, form part of the Annual Report.

INTERNAL AUDITOR

M/s D A R P N And Company, Chartered Accountants were appointed as Internal Auditor of the Company. They have also expressed their willingness to act as auditors of the company, if appointed and further confirmed that the said appointment would be in conformity with the provisions of section 138 to 141 of the Companies Act, 2013. Your director propose to ratify their appointment for the financial year 2015-16

AUDITORS

The Auditors O.P. Bagla & Co., Chartered Accountants, New Delhi, be and is hereby re-appointed as the Statutory Auditors of the Company.

SECRETARIAL AUDITOR

Pursuant to Section 204 of Companies Act 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. Nitin Gupta a practicing Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit Report in MR-3 is annexed herewith forming part of this Annual Report.



WINSOME BREWERIES LIMITED

COST AUDIT

The cost audit is not applicable to the Company.

EXPLANATION OR COMMENTS BY THE BOARD ON AUDITOR'S REPORT & SECRETARIAL AUDIT REPORT

The observation made in the Auditors Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013

As required under section 204(1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. Certain observations in the Secretarial Audit Report regarding late filling of e-forms for the appointment of Women Director as Whole-time Director and delay filling of monthly return in ECB-2 to be filled with Reserve Bank of India. However, the Company ensures that in future all the provisions will be complied on time.

PARTICULARS OF EMPLOYEES :

There was no employee whose remuneration was in excess of the limits prescribed under section 134(3)(q) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

THE DETAILS IN RESPECT OF INTERNAL FINANCIAL CONTROL SYSTEM

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility is not applicable to the company.

DIRECTORS' RESPONSIBILITY STATEMENT

The Director's Responsibility Statement pursuant to section 134 (5) of the Companies Act, 2013 shall state that:-
(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION GIVEN BY INDEPENDENT DIRECTORS

Pursuant to section 149(7) of the Companies Act, 2013 declaration from Independent Director namely Mr. Sumer Chand Jain, Mr. Sushil Chand Jain & Mr. Dipankar Sengupta have been received at the First meeting of the Board of financial year 2014-15 have been complied with.

NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted Nomination and Remuneration Committee. The Chairman of the Committee is Mr. Sushil Kumar Jain, Independent Director and the other 2 Independent directors members are Mr. Dipankar Sengupta and Mr. Sumer Chand Jain.

Nomination and Remuneration Committee have policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes independence of a director and other matters.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE

The Company has an Audit Committee comprising of 3 members all of whom are independent Directors. The Chairman of the Committee is Mr. Sushil Kumar Jain with Mr. Sumer Chand Jain and Mr. Dipankar Sengupta as its members.

ESTABLISHMENT OF VIGIL MECHANISM

The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The investment made by the company is within prescribed limit as provided in section 186. The details of

WINSOME BREWERIES LIMITED



Investment made by the company are given in notes to the financial statements.

RELATED PARTIES TRANSACTIONS

All related party transactions that were entered into during the financial year were on Arm' Length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict interest of the company at large.

ARISK MANAGEMENT POLICY OF THE COMPANY

The Company has adequate Risk Management Policy includes assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profit, etc. and other risk are considered necessary by the management.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

There is no sexual harassment complaints received during the year 2014-15.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE AND OUTGO:

Information pursuant to section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are given in Annexure - A forming part of this Report

A STATEMENT ON FORMAL ANNUAL EVALUATION

Pursuant to the provisions of Section 134 (3P) of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Remuneration Committee. The manner in which the evaluation has been carried is satisfactory.

EXTRACT OF ANNUAL RETURN AND OTHER DISCLOSURES UNDER COMPANIES (appointment & remuneration) Rules, 2014

The extract of Annual Return in form no. MGT 9 as per section 134 (3a) of Companies Act, 2013 duly certified by the Practicing Company Secretary is annexed hereto in Annexure - B forming part of this Report.

Further the Disclosure in the Board Report under Rule 5 of Companies (Appointment & remuneration) Rules, 2014 is also annexed hereto after extract of Annual Return.

ACKNOWLEDGMENT :

Your Directors wish to record their appreciation for good teamwork rendered by employees in performance of their duties. The Director will also like to thank Customers, Suppliers, and various Central as well as State Government Departments.

Date : New Delhi
Place : 13th August, 2015

On order of the Board of Directors
For Winsome Breweries Limited

R.K. Bagrodia
Chairman & Managing Director

ANNEXURE 'A' TO THE DIRECTORS REPORT

Information as per section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March, 2015

A) CONSERVATION OF ENERGY:

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

- (1) More Emphasis on elimination of waste.
- (2) Improved efficiency of own generator by usage of diesel generator only for emergencies and as stand by.
- (3) Preventive maintenance of various equipments for efficient utilization of energy.

B) TECHNOLOGY ABSORPTION:

Disclosure of particulars with respect to technology absorption:-

RESEARCH & DEVELOPMENT

1. SPECIFIC AREAS IN WHICH R&D CARRIED OUT BY THE COMPANY
Quality Improvement. Productivity enhancement. Quality Control Management.
2. BENEFITS DERIVED AS RESULT OF THE ABOVE R&D : Increase in production
3. FUTURE PLAN OF ACTION : Cost-efficiency in manufacturing operations through better methods and techniques of production.
4. EXPENDITURE IN R & D

Specific expenditure of recurring or capital nature is not involved.

C) FOREIGN EXCHANGE EARNING AND OUTGO:-

I) The foreign Exchange used and earned

- | | |
|--------------------------------|-----|
| a) Earning in foreign exchange | Nil |
| b) Outgo in foreign currency | Nil |

Place : New Delhi
Date : 13th August, 2015

By order of the Board of Directors

R.K. Bagrodia
Chairman & Managing Director

WINSOME BREWERIES LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT



Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2015.

(A) INDUSTRY STRUCTURE AND DEVELOPMENT

India is one of the world's fastest-growing beer markets with per capita consumption rising from a very low base. Favorable demographics, rapid economic growth, rising disposable incomes and increasing social acceptance of alcohol consumption are key growth drivers. The Indian beer market is poised to grow at a 9-10 % CAGR over the next three years. The supply side is highly consolidated with United Breweries and SABMiller being the dominant players.

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 conform 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. 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 5.0 million cases of beer per annum out of which about 65% has been utilized last year. The company has got tremendous potential to utilize the balance capacity as the beer market is growing considerably year on year. 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 to be dampened by an unfavourable regulatory environment. Alcohol production, distribution and sales are 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.

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) OUTLOOK

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 2 years and the Company also has expansion plans to double its manufacturing capacity in the coming years to cater to the growing market demand.

(D) 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 transactions 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.

(E) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Please refer Director's report in this respect.