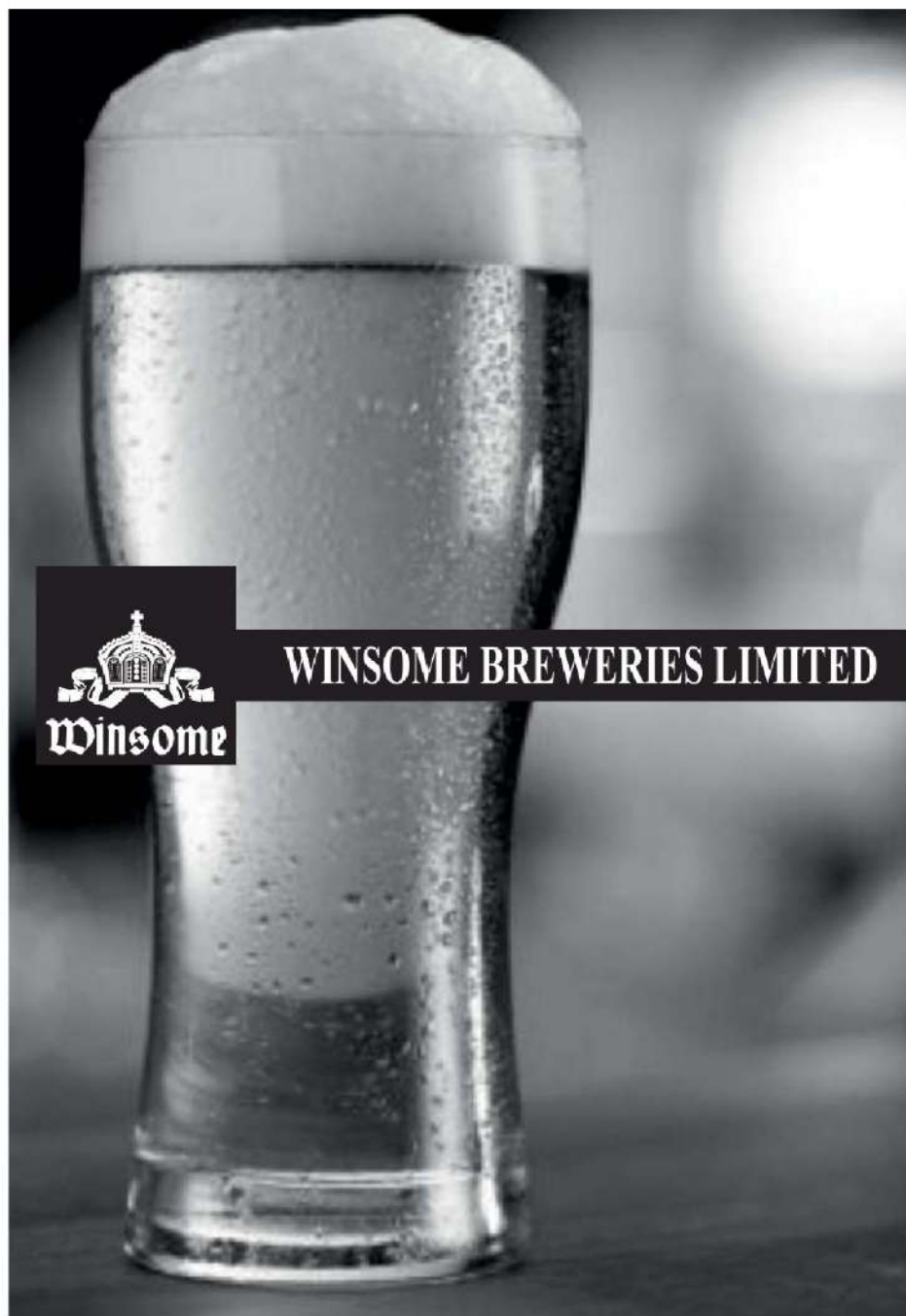


**29th
ANNUAL REPORT
2020-2021**



BOARD OF DIRECTORS

Sh.Rajendra Kumar Bagrodia	Chairman Cum Managing Director
Smt.Sneh Bagrodia	Non-Executive, Non- Independent Director
Sh.Dipankar Sengupta	Director
Sh.Amrit Mohinder Uttam	Director
Smt.Aruna Goenka	Former Director

COMPANY SECRETARY

Mrs. Vaunika Bhandari

CHIEF FINANCIAL OFFICER

Mr. Shantanu Bagrodia

STATUTORY AUDITOR

APAS & Co.

Chartered Accountants

8/14, Basement, Kalkaji Ext., New Delhi-110019

SECRETARIAL AUDITOR

M/s. Ravinder Sharma & Associates

Practicing Company Secretaries

INTERNAL AUDITOR

M/s. RPB & Associates

Chartered Accountant

CORPORATE OFFICE

D-61, Okhla Industrial Area

Phase-I, New Delhi-110 020

REGISTERED OFFICE AND PLANT LOCATION

VILL. Sarekhurd, Tehsil-Tijara

Disk 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

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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@skylinert.com. Kindly quote your folio no. in all correspondence.



NOTICE

NOTICE is hereby given that Twenty Ninth Annual General Meeting (29th AGM) of the Members of Winsome Breweries Limited will be held on Thursday, the 30th day of September, 2021 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 Audited Balance Sheet as at 31st March, 2021, Statement of Profit and Loss and Cashflow statement for the year ended 31st March, 2021 together with the report of Director's and Auditor's thereon.
2. To appoint a Director in place of Mr. Rajendra Kumar Bagrodia (DIN: 00178250) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible offer himself for re-appointment.

SPECIAL BUSINESS:

3. **Adoption and Alteration of Memorandum of Association of the Company**

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

(a) Adoption of new sets of Memorandum of Association as per the provisions of Companies Act, 2013:

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 15 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for adoption of the new Memorandum of Association of the Company as per the provisions of Companies Act, 2013 in place of the existing Memorandum of Association with alteration in existing Clause III (A) containing the Main objects.

RESOLVED FURTHER THAT the existing Clause III (B) containing the – 'Objects Incidental or Ancillary to the attainment of the Main Objects' containing sub clause 1 to 36 be and is hereby stands deleted and replaced by new clause III B "Matters which are necessary in furtherance of the objects specified in Clause III A" containing sub clause no. 1 to 86.

RESOLVED FURTHER THAT the existing Clause III C containing the "Other objects" containing sub clause no. 1 to 50 be and is hereby also stands deleted in full.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

'Clause III (A) – The objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:'

RESOLVED FURTHER THAT consent of the shareholders of the company be and is hereby accorded to approve and adopt the aforesaid changes in the memorandum of association of the company and that any one of the Directors of the Company, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

(b) Alteration of Object Clause of Memorandum of Association of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the "MoA") of the Company by adding the following as sub-clause 5 in Clause III (A) of the MoA:

"To carry on the Activity of Promoting, Imparting, Launching, Creating, Designing, Adopting Traditional, Formal and Creative Means of Imparting, Inculcating, Disseminating, Diversified Skills, Education Forms and Personality Development Techniques by providing Training, Conducting Seminars, Web-Seminars, Counseling, E-Courses, Online Classes, Teaching to Schools, college, University, Private Institutions Students, Distance Education, Personal or Group Coaching & Consultancy, Personal Consultancy & Training, Business Consultancy & Training, Telephonic Consultation, Meditation Exercise, Motivational Trainings, Delivering Training Programme on Neuro Linguistic Programming, Hypnotherapy Treatments, , with the intent of carrying on the Business of Education and Skill Developments amongst the masses of India and Abroad by own self and/or through any other Individual, Association of Persons or such Body or Otherwise for self or for and on behalf of any third party under an Agreement or Understanding whether Written or Otherwise and on such terms and conditions as the Company may deem fit."

RESOLVED FURTHER THAT any one of the Directors of the Company, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

4. **Adoption of Articles of Association as per the provisions of the Companies Act, 2013:**

WINSOME BREWERIES LIMITED



To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14, 15 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to adopt the new set of Articles of Association as per the provisions of Companies Act, 2013 in place of existing Articles of Association of the Company as submitted to this Meeting.

RESOLVED FURTHER THAT any one of the Directors of the Company, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

Date: 14th August, 2021

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 materials facts concerning each item No. 3(a), 3(b) & 4 of Special Businesses to be transacted at the 29th 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 22nd September 2021 to 30th September 2021 (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 not be distributed at this AGM in compliance with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and MCA General Circular No. 02/2021 dated 13th January, 2021.

WINSOME BREWERIES LIMITED



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@skylinert.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 1st 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.skylinert.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 29th Annual General Meeting and the Annual Report for 2020-21 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 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 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 29th 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 Monday 27-09-2021 at 9:00 AM and ends on Wednesday 29-09-2021 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) 23-09-2021 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) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on "Shareholders" module.
 - (v) 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.
 - (vi) Next enter the Verification Code 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:

WINSOME BREWERIES LIMITED



For Members holding shares in Demat Form and Physical Form	
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> 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 above instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this notice.
- (xii) Click on the EVSN for the relevant Company Name i.e. 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 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) 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.
 - The list of accounts linked in the login should be mailed to 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.
- (xxi) 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, 2021 may follow the same instructions as mentioned above for e-Voting.
- (xxii) **M/s Ravinder Sharma & Associates, 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.**
- (xxiii) 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.
- (xxiv) 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 with in three (3) days of passing of the resolutions at the Annual General Meeting of the Company scheduled to be held on Thursday 30th September, 2021.

WINSOME BREWERIES LIMITED



- (xxv) 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.
- (xxi) Dematerialization: Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory de-materialized form. Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.

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.
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

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

Item No. -3

(a) Adoption of new sets of Memorandum of Association as per the provisions of Companies Act, 2013:

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MoA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4, 13 and 15 of the Act, it is proposed to alter the MoA of the Company by merging the Objects under Clause III (C) - 'Other Objects' with Clause III (B) - 'Objects Incidental or Ancillary to the attainment of the Main Objects' and also to rename the Clause III (A) and III (B) of the Object Clause.

The Board at its meeting held on August 14, 2021 has approved alteration of the MoA of the Company and the Board now seek Member's approval for the same.

The proposed new draft MoA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed set of new MoA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

(b) Alteration of Object Clause of Memorandum of Association of the Company:

The Management of the Company is determined to discover new avenues of the growth for the Company and to utilize the resources of the Company to the fullest. With growing demand of skilled workforce for the new India our management is of the view that our Company can participate with the Government through various Central/State Government scheme in order to produce skilled workforce who are ready for job.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association (the "MoA"). The Board of Directors, on 14th August, 2021 has approved the aforesaid alteration in the Object Clause of the MoA of the Company, subject to the approval of the Members of the Company by way of special resolution. The special resolution passed shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company and certify the registration.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company. The Board recommends the resolution for approval of the Members. The existing Object Clause of the MoA is available for inspection by the Members on the Company's website.

Item No. -4

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal")). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AoA by a new set of Articles.

WINSOME BREWERIES LIMITED



The Board at its meeting held on August 14, 2021 has approved alteration of the MoA of the Company and the Board now seek Members' approval for the same.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AoA of the Company.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed set of new AoA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

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

WINSOME BREWERIES LIMITED



PROFILE OF DIRECTOR

(Seeking Appointment/ Re-appointment)

As per Regulation 36 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 and SS - 2

Name	Mr. Rajendra Kumar Bagrodia
Date of Birth	01-01-1945
Age	76
Date of Appointment	08/01/1998
Experience in functional area	(Waterloo), Ch. Eng., F.I.E.
Qualification	B.Tech. Hons.(IIT) , M.A. Sc. (Chem. Eng.) & M.A. Sc. (Management Sc.) (Waterloo), Ch. Eng., F.I.E.
Terms and Condition of Appointment & Reappointment	Terms and Condition are as decided by the Board.
Details of Remuneration sought to be paid	Rs. 150000 p.m.
Last Remuneration drawn	Rs. 50000 p.m.
Directorship in other Companies	<ol style="list-style-type: none"> 1. Corrkil Solutions (India) Private Limited 2. Indfish Limited 3. Enzyme Infra Private Limited 4. Jay Ditya Anant Developers Private Limited 5. Suzuki (India) Ltd 6. Adayana Learning Solutions Private 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 Remuneration Committee/Stakeholders Relationship Committee)	Nil
No. of Shares held in the company	3,60,620 Equity Shares (1.30%)
First Appointment by the Board	08/01/1998
Relationship with another Director, Manager & KMP	Husband of Non-executive Director Mrs. Sneh Bagrodia Father of CFO Mr. Shantanu Bagrodia
Board Meeting attended F.Y. (2020-2021)	Six (6)

WINSOME BREWERIES LIMITED



DIRECTOR'S REPORT

TO

THE MEMBERS,

Your Directors have pleasure in presenting the Twenty Ninth (29th) Annual Report of Winsome Breweries Limited along with Audited Financial Statements for the Financial Year (FY) ended March 31st 2021.

HIGHLIGHTS OF PERFORMANCE

Income for the year is decreased from Rs. 1687.07 Lakhs in 2020 to Rs. 1638.28 Lakhs in 2021. Profit before tax decreased from Rs. (91.46) Lakhs in the previous year 2020 to Rs. (243.48) Lakhs in the current year 2021. Total Comprehensive Income is also decreased from Rs. (115.05) Lakhs in the previous year 2020 to (179.54) Lakhs in the current year 2021.

1. Financial Results

(Figures in Lakhs)

The financial performance of Winsome Breweries Limited for the financial year ended March 31, 2021 is summarised below:

Particulars	Current Year 31 st March, 2021 (in Rupees)	Previous Year 31 st March, 2020 (in Rupees)
Total Income	1638.28	1,687.07
Profit before depreciation	(106.21)	45.00
Profit before tax	(243.48)	(91.46)
Less: Tax Exp	(62.78)	(8.67)
Profit after tax	(180.86)	(83.30)
INDAS Adjustments	21.58	63.50
Total Comprehensive Income	(179.54)	(115.05)
Transfer To General Reserves	NIL	NIL

2. COVID-19 Pandemic

The COVID-19 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 2020-2021 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 2020-2021 and 2021-2022 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