

**31st
ANNUAL REPORT
2022-2023**



BOARD OF DIRECTORS

Sh. Rajendra Kumar Bagrodia	Chairman Cum Managing Director
Smt. Sneh Bagrodia	Non- Executive Non Independent Director
Sh. Amrit Mohinder Uttam	Independent Director
Smt. Aruna Goeka	Independent Director

COMPANY SECRETARY

Ms. Varunika Bhandari

CHIEF FINANCIAL OFFICER

Mr. Shantanu Bagrodia

STATUTORY AUDITORS

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

SECRETARIAL AUDITOR

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

INTERNAL AUDITOR

M/s. RPB & Associates
Chartered Accountant

CORPORATE OFFICE

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

REGISTERED OFFICE AND PLANT LOCATION

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

REGISTRAR AND SHARE TRANSFER AGENT

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

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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-153A, Okhla Industrial Area, Phase-I, New Delhi-110020 or by email at admin@skylinerta.com. Kindly quote your folio no. in all correspondence.

NOTICE

NOTICE is hereby given that Thirtieth Annual General Meeting (31st AGM) of the Members of Winsome Breweries Limited will be held on Saturday, the 30th day of September, 2023 at 11.00 A.M. at the registered office of the Company at Village- Sarekhurd, Tehsil-Tijara, Distt. Alwar, Rajasthan-301001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended on 31st March 2023, including Audited Balance Sheet as at 31st March, 2023, Statement of Profit and Loss and Cash flow statement for the year ended 31st March, 2023 together with the report of Director's and Auditor's thereon.
2. To appoint Rajendra Kumar Bagrodia as a Director liable to retire by rotation
To appoint a director in place of Mr. Rajendra Kumar Bagrodia (DIN: 00178250), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s O P Bagla & Co LLP, Chartered Accountants, as Statutory Auditors of the Company.
To consider and if though fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and the Rules 3 of the Company (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the audit committee and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for appointment of M/s O P BAGLA Co LLP, Chartered Accountants (Firm Registration no. 000018N/N500091) as Statutory auditors of the Company to hold office for term of 1 one) year from the conclusion of 31st Annual General Meeting (AGM) till the conclusion of the 32nd AGM of the Company for the Financial Year ending March 2024, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, plus reimbursement of goods and service tax, travelling and out of pocket expenses.
RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such act(s), deed(s), matter(s) and thing(s) as may deem necessary or incidental for the purpose of giving effect to the aforesaid resolution including but not limited to filing of necessary e-Forms with the Registrar Companies, Ministry of Corporate Affairs."

Date: 21st August, 2023

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. 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.
2. **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.**
3. 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.
4. 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.
5. The Register of Members and Share transfer Books of the Company shall remain closed from 22nd September 2023 to 30th September 2023 (both days inclusive) for payment of dividend/bonus, if any, declared/approved, at Annual General Meeting.
6. Members, Proxies and Authorised representatives are requested to bring to the meeting; the attendance slips enclosed herewith duly completed



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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.

7. 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.
8. 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.
9. Members who wish to attend AGM are requested to Bring attendance slip sent herewith duly filled in, and the copy of Annual Report. Copies of the Annual Report will be distributed at this AGM in compliance.
10. 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.
11. Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent appointed M/s Skyline Financial Services Private Limited, D-153A, Okhla Industrial Area, Phase I, New Delhi – 110 020 (admin@skylinerta.com), 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.
12. 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.
13. 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.skylinerta.com for assistance in this regard.
14. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents.
15. Route Map of Venue of the Meeting is attached.
16. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2022-23 will also be available on the Company's website <http://winsomeindia.com> for their download.
17. 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.
18. 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.
19. **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 31st 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 National Securities Depository Limited (NSDL):

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

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 27th September, 2023 at 09:00 A.M. and ends on Friday, 29th September, 2023 at 05:00 PM. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2023.

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





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>



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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to _____ <Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors
For Winsome Breweries Limited

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



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	29/09/2017
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. Sneha Bagrodia Father of CFO Mr. Shantanu Bagrodia
Board Meeting attended (F.Y. 2021-2022)	4

DIRECTOR'S REPORT

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

Your Directors have pleasure in presenting the Thirty First (31st) Annual Report of Winsome Breweries Limited along with Audited Financial Statements for the Financial Year (FY) ended March 31st 2023.

HIGHLIGHTS OF PERFORMANCE

Income for the year is decreased from Rs. 1288.22 Lakhs in 2022 to Rs. 283.36 Lakhs in 2023. Profit before tax increased from Rs. (181.47) Lakhs in the previous year 2022 to Rs. (99.79) Lakhs in the current year 2023. Total Comprehensive income is also increased from Rs. (144.04) Lakhs in the previous year 2022 to (78.79) Lakhs in the current year 2023.

1. Financial Results

The financial performance of Winsome Breweries Limited for the financial year ended March 31, 2023 is summarised below:

Particulars	Current Year 31st March 2023 (in Rupees)	Previous Year 31st March 2022 (in Rupees)
TotTotal income	283.36	1288.22
Profit before depreciation	(99.79)	(181.47)
Profit before tax	(99.79)	(181.47)
Less: Tax Exp	(20.08)	(41.75)
Profit after tax	(81.01)	(139.72)
INDAS Adjustments	(10.20)	(19.30)
Total Comprehensive Income	(78.79)	(144.04)
Transfer To General Reserves	NIL	NIL

2. 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.

3. Transfer to Reserves

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

4. Dividend

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

5. 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.

6. Deposits

The company has not accepted any public deposits during FY 2022-2023 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.

7. Change in the Nature of Business

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

8. Subsidiaries, Associates and Joint Venture Companies

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

9. 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.

10. Listing Fees

The Annual Listing Fee for the years 2022-2023 and 2023-2024 had been paid to those Stock Exchanges where the company's shares are listed.

11. Corporate Social Responsibility (CSR)



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

12. 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

13. Prevention of Sexual Harassment At Work Places

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

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

14. Code of Conduct

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

15. Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo.

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

A. Conservation Of Energy:

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

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

B. Technology Absorption:

Disclosure of particulars with respect to technology absorption:-

Research & Development

- i. Specific Areas in which R&D carried out by the Company
 - a. Quality Up gradation.
 - b. Productivity enhancement.
 - c. Quality Control Management.
- ii. Benefits Derived as Result of the above R&D: Increase in production.
- iii. Future plan of action: Cost efficiency in manufacturing operations through better methods and F techniques of production.
- iv. Expenditure in R & D: Specific expenditure of recurring or capital nature is not involved.

C. Foreign Exchange Earning And Outgo:-

Expenditure in Foreign Currency (on Accrual basis):

- a. Travelling Expenses NIL

16. Management Discussion Analysis Report (MDAR):

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

17. Web address for Annual Return

The Company has placed its Annual Return (as at 31st March 2023) referred to in Section 92(3) in FORM MGT-7 format on the below mentioned web-address: http://winsomeindia.in/news_events.php

18. Particulars of Employees

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

19. Director(s) and Key Managerial Personnel

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

There was below mentioned change in the Directorship of the Company in the year during review, i.e. In FY 2022-23:

Mr. Dipankar Sen Gupta (DIN: 00197547) resigned from the Board as Non-Executive Independent Director as on 13.08.2022 and Mrs. Aruna Goenka (DIN: 00256167) was appointed on the same day on Board as Non-Executive Independent Director on recommendation of Nomination and Remuneration Committee and approval by the Board.

Mrs. Aruna Goenka (DIN: 00256167) was thereafter, ratified as Non-Executive Independent Director in the AGM of the Company held on 30.09.2022.

Mr. Amrit Mohinder Uttam (DIN: 02929322) was re-appointed on the Board as Non-Executive Independent Director for the 2nd consecutive term of five (5) years in the AGM of the Company held on 30.09.2022.

Mr. Rajendra Kumar Bagrodia (DIN: 00178250) was re-appointed on the Board as Executive Director- Managing Director for the 2nd consecutive