



**Industries Limited**

**TWENTY-SIXTH ANNUAL REPORT  
2014-2015**

**BLOSSOM**  
**Industries Limited**  
**26<sup>th</sup> Annual Report 2014 - 2015**

**BOARD OF DIRECTORS**

Mr. Satan S. Bharwani	(DIN: 00183286)	Chairman
Mr. Amit Khemani	(DIN: 00057283)	Managing Director
Mr. Vincent Vaz	(DIN: 02067875)	Whole - time Director-cum-CFO
Dr. P. Kotaiah	(DIN: 00038420)	Director
Mr. D. T. Khilnani	(DIN: 01824655)	Director
Dr. S. D. Israni	(DIN: 00125532)	Director
Padmashree Ms. Lila Poonawalla	(DIN: 00074392)	Director
Mr. P. R. Barpande	(DIN: 00016214)	Director
Mr. Harsh Vardhan Jajoo	(DIN: 00758308)	Director

**Company SECRETARY**

Mr. Haresh Thakkar

**AUDITORS**

**M/s. Deloitte Haskins & Sells LLP**  
Chartered Accountants,  
Mumbai

**SECRETARIAL AUDITOR**

**M/s. VPP & Associates**  
Practising Company Secretaries  
Mumbai

**REGISTRAR AND TRANSFER AGENT (R & TA)**

**Sharex Dynamic (India) Private Limited**  
Unit No. 1, Luthra Ind. Premises,  
Andheri - Kurla Road, Safed Pool,  
Andheri (East), Mumbai - 400 072  
Tel No: 2851 5606, 2851 5644  
Fax No: 2851 2885  
Email: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

**COST AUDITOR**

**Girikrishna Maniar**  
Cost Accountant

**REGISTERED OFFICE & PLANT**

Village Jani Vankad,  
Nani Daman, Daman - 396210 (U.T.)

## NOTICE

To,  
The Members,  
**BLOSSOM INDUSTRIES LIMITED**

Notice is hereby given that the **Twenty-Sixth** Annual General Meeting of the shareholders of **BLOSSOM INDUSTRIES LIMITED** will be held on Saturday, August 29, 2015 at 10.00 a.m. at Sandy Resort, Devka Beach, Daman – 396210 (U.T.) to transact the following business:-

### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statement comprising of the Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss (Profit & Loss Account) for the year ended on that date, together with the Cash Flow Statement, Notes, Reports of the Board of Directors (the Board) and the Auditors thereon.
- To appoint a Director in place of Mr. Vincent Vaz (DIN 02067875), who retires by rotation and being eligible, offers himself for re-appointment.
- Ratification of Appointment of Statutory Auditors:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of first proviso of Section 139 (1), 139(9) and 142(1) of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W), the Statutory Auditors of Company as approved in the 25<sup>th</sup> Annual General Meeting until conclusion of the 28<sup>th</sup> Annual General Meeting, be and is hereby ratified in this Annual General Meeting till conclusion of the next Annual General Meeting, with remuneration as may be decided by the Board of Directors at a later date.”

### SPECIAL BUSINESS:

- To donate Rs. 5 Crores to RSSB Education and Environmental Society u/s 181 of the Companies Act, 2013:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Power) Rules, 2014, consent of the members be and is hereby accorded to contribute an amount upto Rs. 5 Crores to RSSB Education and Environmental Society as Donation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- To consider and approve the related party transaction of the Company, in accordance with the provisions of the Companies Act, 2013 and the Rules made there under:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions of Companies Act, 2013, the consent of the Company be and is hereby accorded to enter into the related party transaction with the related party, as mentioned herein below:

### Proposed Related Party Transaction:

Sr. No.	Name of the Related Parties	Name of the Director / KMP, who is related and nature of their relationship	Nature, Material Terms, Monetary Value and Particulars of the Contracts and Arrangements	Amount and Period of Contract
I.	K. H. Khemani & Sons	Amit Khemani– Firm in which relative of Company’s Managing Director is a Partner.	Sale of beer on 15 days credit.	Rs. 300 Crs p.a. for a period of 5 years.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.

**RESOLVED FURTHER THAT** the Managing Director and the Whole-time Director of the Company be and are hereby severally authorized to submit necessary forms, applications, undertakings, drafts, authorizations, etc. to the various authorities and to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

**By Order of the Board of Directors**

Amit A. Khemani  
**Managing Director**  
**DIN: 00057283**

**Address:** Devka, Plot No. 6,  
Nani Daman,  
Daman -396210

**Date:** 13<sup>th</sup> June 2015

**Place:** Mumbai

**CIN:** U31200DD1989PLC003122

**Registered Office:**

Village Jani Vankad, Nani Daman,  
Daman-396210 (U.T.)

### NOTES:

**A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE VALID MUST BE DULY COMPLETED, STAMPED AND SIGNED AND MUST REACH THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM IS SENT HERewith. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.**

**B.** The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, the 22<sup>nd</sup> August 2015 to Saturday, the 29<sup>th</sup> August 2015 inclusive of both the days.

**C.** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out above is annexed hereto.

**D.** Members are requested to:

1. Intimate to the Company or its Registrar and Share Transfer Agent immediately, of any change in their address.
2. Send all share transfer lodgments (Physical mode) / correspondence to the Registrar and Share Transfer Agent at the following address upto the date of book closure to:

**M/s. Sharex Dynamic (India) Private Limited**

Unit No. I, Luthra Ind. Premises,  
Andheri - Kurla Road, Safed Pool,  
Andheri (East), Mumbai - 400 072  
Tel No: 2851 5606, 2851 5644  
Fax No: 2851 2885  
Email: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

3. Write to the Company at least 7 (seven) days before the date of meeting, in case they desire any information as regards the Audited Financial Statement for the financial year ended March 31, 2015, so as to enable the Company to keep the requisite information ready.
4. Quote Registered Folio Numbers/DP ID/Client ID in all the correspondence.

5. Members holding shares in dematerialized form (electronic form) are requested to intimate any change in their address directly to their respective Depository Participants.

6. Members holding shares in physical form may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registered Office or from its R&TA at either of the aforesaid addresses.

7. Members/Proxies are requested to bring the Attendance Slip duly filled up and the copy of the Annual Report at the Annual General Meeting.

8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) every day except on Public Holidays, Saturdays & Sundays, upto and including the date of the Annual General Meeting of the Company.

9. The Company is providing e-voting facility to transact all the resolutions mentioned in the Notice of this meeting pursuant to provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder.

10. The members shall note that the facility for voting shall also be provided at the meeting through poll paper and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and his vote, if any, cast at the meeting shall be treated as invalid.

11. Process for voting through electronic means:

- (i) The voting period begins on Wednesday, the 26<sup>th</sup> August 2015 at IST 9.00 a.m. and ends on Friday, the 28<sup>th</sup> August 2015 at IST 5.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, the 22<sup>nd</sup> August 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Sequence Number in the PAN field.</li> <li>• 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 the Sequence Number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company's 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's records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository/Company please enter the Member ID/Folio Number in the Dividend Bank Details Field as mention in the instructions under point (iv) above.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of BLOSSOM INDUSTRIES LIMITED to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution Details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts 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.
- (xix) 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](http://www.evotingindia.com), under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## 26<sup>TH</sup> ANNUAL REPORT 2014-2015

- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of the 22<sup>nd</sup> August 2015.
- Mr. Hemanshu Kapadia, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- At the Annual General Meeting the Chairman shall provide voting facilities for the attending members who have not cast their votes electronically.
- The Scrutinizers shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding three (3) days from the conclusion of the meeting a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared alongwith the report of the scrutinizer shall be placed on the website of the Company i.e. <http://www.khemanigroup.com>.

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

#### Item no. 4

In the Board Meeting held on the 13<sup>th</sup> June 2015, Mr. Amit Khemani, Managing Director and Promoter of the Company proposed to the Board that since during the year the Company had made good profit, apart from the amount contributed under the Corporate Social Responsibility, an amount of Rs. 5 Crores should be donated to RSSB Education and Environmental Society. The Board agreed to his suggestion and was of the unanimous opinion that it was very thoughtful of Mr. Amit Khemani to consider it as the Company's duty to pay back to the society.

RSSB Educational and Environmental Society (RSSB), is a registered Society under the Societies Registration Act, 1860 in the state of Punjab and is registered under Section 12AA and 80G of Income Tax Act, 1961. RSSB's main object is protection of environment, educating public about personal hygiene, establish educational institutions, hospitals, medical institutions and maintenance of the same. Currently, it is engaged in following activities:

01. Running subsidized "Sawan Public School" at Bhati, New Delhi.
02. Running Free "Pathseekers School Beas" at Dera Baba Jaimal Singh, Dist. Amritsar.
03. Developing Roof Top Solar Power Generation of 7.52 MWp at Dera Baba Jaimal Singh, Dist. Amritsar under an agreement with PEDDA, Govt. of Punjab.
04. Roof Top Solar Power Generation of 12.00 MWp at Dera Baba Jaimal Singh, Dist. Amritsar is under implementation under an agreement with PEDDA, Govt. of Punjab.

Since, the amount was exceeding the limit of 5% of its average net profits for the three immediately preceding financial year, consent

of the Members is sought for passing the Ordinary Resolution as set out in Item no. 4 of the Notice pursuant to Section 181 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution at item no. 4 of the notice. Thus, the disclosure is not required under Section 102 (1) of the Companies Act, 2013.

#### Item no. 5

In view of the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 prior approval of shareholders of the Company is required for certain contracts or arrangements which may exceed the limit during the financial year 2014-15 as prescribed in the above Rules.

The details of the transaction proposed to be entered is as under:

Sr. No.	Name of the Related Parties	Name of the Director /KMP, who is related and nature of their relationship	Nature, Material Terms, Monetary Value and Particulars of the Contracts and Arrangements	Amount and Period of Contract
I.	K. H. Khemani & Sons	Amit Khemani – Firm in which relative of Company's Managing Director is a Partner.	Sale of beer on 15 days credit.	Rs. 300 Crs p.a. for a period of 5 years.

Though the above mentioned transaction shall be on arms' length basis and in ordinary course of business, as the same exceeds the limits specified in the Rules, the Board of Directors were of the view that as a matter of abundant precaution shareholders' approval should be obtained. The agreement shall be effective from the 1<sup>st</sup> April 2015 for a period of 5 years. Further, no commercial terms in the agreement, on which the Directors have agreed upon, shall be unfair or prejudicial to the interest of the Company.

The Resolution contained in the Notice is recommended for your approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company are interested in the proposed Resolution, except Mr. Amit Khemani, Managing Director of the Company whose relative is a partner in the said firm.

#### By Order of the Board of Directors

Amit A. Khemani  
Managing Director  
DIN: 00057283

Address: Devka, Plot No. 6,  
Nani Daman,  
Daman -396210

Date: 13<sup>th</sup> June 2015

Place: Mumbai

CIN: U31200DD1989PLC003122

#### Registered Office:

Village Jani Vankad, Nani Daman,  
Daman-396210 (U.T.)