



**Industries Limited**

**THIRTY FIRST ANNUAL REPORT  
2019-2020**



# BLOSSOM

## Industries Limited

### 31<sup>st</sup> Annual Report 2019-20

#### BOARD OF DIRECTORS

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

#### COMPANY SECRETARY

Mr. Haresh Thakkar

#### STATUTORY AUDITORS

**M/s. CNK & Associates LLP**

Chartered Accountants,  
Mumbai

#### INTERNAL AUDITOR

**Aneja Associates**

Chartered Accountant,  
Mumbai

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

**Sharex Dynamic (India) Private Limited**

C 101, 247 Park, L B S Marg,  
Vikhroli - West, Mumbai – 400 083

Tel No: 2851 5606, 2851 5644

Fax No: 2851 2885

Email: [support@sharexindia.com](mailto:support@sharexindia.com)

#### SECRETARIAL AUDITOR

**M/s. VPP & Associates**

Practising Company Secretaries,  
Mumbai

#### REGISTERED OFFICE & PLANT

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

#### COST AUDITOR

**Mr. Girikrishna Maniar**

Cost Accountant,  
Mumbai



**NOTICE**

To,

The Members,

**BLOSSOM INDUSTRIES LIMITED**

Notice is hereby given that the **Thirty-First** Annual General Meeting of the Members of **BLOSSOM INDUSTRIES LIMITED** will be held on Monday, 21<sup>st</sup> September 2020 at 11.00 a.m. through video conference facility (VC)/ other audio visual means (OAVM) to transact the business mentioned hereunder:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement comprising of the Balance Sheet as at March 31, 2020, Statement of Profit & Loss, Cash Flow Statement for the year ended on that date together with the Notes and the Reports of the Board of Directors (the Board) and the Auditor thereon.
2. To appoint a Director in place of Mr. Amit Khemani (DIN: 00057283), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

”**RESOLVED THAT** pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors of the Company be and is hereby authorized:

- i. to make investments;
- ii. to make loan or loans from time to time on such terms and conditions as it may deem expedient, to any person or body corporate;
- iii. to give on behalf of the Company, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by, any body corporate or person; and
- iv. to acquire by way of subscription, purchase or otherwise the securities of any other body corporate;

for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid up share capital and free reserves and securities premium, or hundred per cent of its free reserves and securities premium, whichever is more, but not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as it may, at its discretion deem necessary or desirable for giving effect to the above resolution.”

4. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

”**RESOLVED THAT** in supersession of the earlier resolution passed at the 30<sup>th</sup> Annual General Meeting held on September 21, 2019 and pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the “Board”) to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board or Committee thereof may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company and remaining outstanding at any point of time shall not exceed a sum of Rs. 500 crores (Rupees Five Hundred Crores Only);

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

5. 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 Transactions:**

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 2 months credit or as decided by the Audit Committee	Rs. 600 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 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.”

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 read with relevant rules framed thereunder, including any statutory modifications or re-enactments thereof, for the time being in force and subject to such sanctions or approvals as may be necessary, consent of the members be and is hereby accorded to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Khemani Distilleries Private Limited, Royal Distillery Private Limited and Perfunova International Limited (hereinafter referred as “Borrowing Companies”), a Company in which Mr. Amit Khemani, Managing Director is a Director/Member, upto Rs.200 crores (Rupees Two Hundred Crores), each, per company to be utilized for the principal business activities of the Borrowing Company.

**RESOLVED FURTHER THAT** Mr. Vincent Vaz, Whole-time Director and/or any other Director, be and are hereby severally authorized to negotiate and finalise the terms of conditions relating to the above loan/guarantee and to take necessary steps, to execute all such documents, deeds, agreements, instruments and writings and to do all such acts, things and deeds to give effect to the above resolution including any legal and/or procedural formalities, filing of necessary e-forms with Ministry of Corporate Affairs and any other incidental things as may be deemed necessary.”

7. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with the Companies Amendment Act, 2017 and applicable rules thereunder, approval of the members be and is hereby accorded for payment of total managerial remuneration exceeding 11% of the net profits of that company for that financial year computed in the manner laid down in Section 198 (“net profits”), as specifically provided in the explanatory statement of this AGM comprising of remuneration in the form of Commission to Mr. Amit Khemani @ 10% of net profits approved in the 30th Annual General Meeting, commission to Mr. Vincent Vaz @ 1% of net profits and commission to the Non-Executive Directors @ 1% of net profits, approved in the 29th Annual General Meeting, for their remaining tenure.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest

of the Company, and to do all such acts, deeds, matters and things for giving effect to this resolution.

**RESOLVED LASTLY THAT** the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any director or officer or person, to give effect to the aforesaid resolution.”

**By Order of the Board of Directors of  
Blossom Industries Limited**

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

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

**Date:** 25<sup>th</sup> July 2020

**Place:** Daman

**CIN:** U31200DD1989PLC003122

**Registered Office:**

Village Jani Vankad, Nani Daman,  
Daman - 396 210 (U.T.)

**NOTES:**

- A.** In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020, has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA and applicable provisions of the Act, the 31<sup>st</sup> AGM of the Company shall be conducted through VC / OAVM. National Securities Depository Limited (NSDL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL. The venue of the meeting shall be deemed to be the Registered Office of the Company at Village Jani Vankad, Nani Daman, Daman - 396210 (U.T.).
- B.** As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- C.** The Members can join the 31<sup>st</sup> AGM in the VC/OAVM mode 20 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors,

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- Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- D.** The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 14<sup>th</sup> September 2020 to Monday, 21<sup>st</sup> September, 2020, inclusive of both the days.
- E.** 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.
- F.** In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- G.** Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Transfer Agent at support@sharexindia.com along with the copy of the signed request letter mentioning the name, folio no. and address of the Member, self-attested copy of the PAN card, and self-attested copy of any address proof (eg.: Driving License, Election Identity Card, Passport). Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. Members whose email id are not registered and wish to receive the 31<sup>st</sup> Annual Report of the Company was requested to refer point R.III.
- H.** The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- I.** The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at [http://khemanigroup.com/investor\\_corner.html](http://khemanigroup.com/investor_corner.html). AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- J.** As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance alongwith their name demat account number / folio number, email id, mobile number at blossom@bildaman.com to register themselves as speaker attendee. Questions / queries should be sent during Thursday, 10<sup>th</sup> September 2020 to Wednesday, 16<sup>th</sup> September 2020. Only those queries which are registered during the said period will be answered to during the AGM. The Company reserves the right to restrict the number of questions, depending upon availability of time as appropriate for smooth conduct of the AGM.
- K.** The voting rights shall be as per the number of equity shares held by the Member(s) as on Monday, 14<sup>th</sup> September 2020, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- L.** All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on blossom@bildaman.com
- M.** During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, Audit Reports and all other statutory documents shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.
- N.** 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 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**  
C 101, 247 Park, L B S Marg,  
Vikhroli - West, Mumbai – 400 083  
Tel No: 2851 5606, 2851 5644  
Fax No: 2851 2885  
Email: support@sharexindia.com
  3. Quote Registered Folio Numbers/ DP ID/ Client ID in all the correspondence.
  4. Members holding shares in dematerialized form (electronic form) are requested to intimate any change in their address directly to their respective Depository Participants.
  5. 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.
  6. The Ministry of Corporate Affairs had vide it's Notification dated September 10, 2018 made it mandatory w.e.f. October 2, 2018 for the Unlisted Public Company to have connectivity with the depository i.e. NSDL or CDSL, for dematerialization of securities to enable security holders to hold their securities in dematerialized mode. Further, transfer as well as issue of securities of Unlisted Public Company on or after October 2, 2018 can only be done in dematerialized form. Thus, shareholders can hold shares in demat or physical mode, however, in case of request for transfer, it can be proceeded only in demat mode. In view of the above and to avail benefits of dematerialization, members are advised to dematerialize shares held by them in physical mode.

Kindly note that now the Company has connectivity with CDSL as well as NSDL and its ISIN is **INE264D01026**.

- O. The details of Mr. Amit Khemani, who retires by rotation and offers himself for reappointment at this Annual General Meeting, as required under Secretarial Standards 2 are as under:

<b>Name of Director</b>	<b>Mr. Amit Khemani</b>
<b>Designation</b>	Managing Director
<b>Age</b>	43 years
<b>Qualifications</b>	Bachelor of Arts from Curry College, Milton and holds major degree in Business Management and Communication
<b>Experience</b>	He has been leading Blossom Industries Limited for more than a decade and has played a pivotal role achieving great success in the brewery industry. He had earlier worked with United Distillers and Vintners as Trainee
<b>Terms and conditions of re-appointment</b>	He being liable to retire by rotation is being re-appointed with no change in the terms and conditions
<b>Last drawn remuneration</b>	Rs. 20,826,720 /- p.a.
<b>Date of first appointment on the Board</b>	27/09/2003
<b>Shareholding in the Company</b>	45,66,500 equity shares
<b>Relationship with other Director/Manager/KMPs</b>	He is a promoter director of the Company, however does not share any relationship with any other Director/Manager/KMPs
<b>No. of meetings of the Board attended during the year 2019-20</b>	5
<b>Other Directorships</b>	Perfunova (International) Limited; Cosminova Cosmetics Private Limited; Norfolk Trading Private Limited;
<b>Membership/ Chairmanships of the Committees of other Boards</b>	Nil

- P. The Company is providing e-voting facility to transact all the resolutions mentioned in the Notice of this meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under before the AGM as well as at the AGM for the members attending through Video Conferencing.

- Q. In case of any queries relating to evoting or attending AGM through VC/OAVM, 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Mr. Abhijeet Gunjal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Mr. Bharat Gopalani, Sr. Manager – Accounts & Finance, Blossom Industries Limited, Village Jani Vankad, Nani Daman, Daman – 396210 (U.T.) on 0260 – 2221050 or email on [bharat@bildaman.com](mailto:bharat@bildaman.com).

- R. Process for attending the AGM and voting through electronic means is as under:

- I. **The instructions for members for Remote E-Voting are as under:-**

**The remote e-voting period begins on Friday, 18<sup>th</sup> September, 2020 at 9:00 A.M. and ends on Sunday, 20<sup>th</sup> September, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

**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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 I2***** then your user ID is IN300***I2*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is I2***** then your user ID is I2*****.
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 I01456001***

5. Your password details 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

**II. Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 [scrutinizer@hkacs.com](mailto:scrutinizer@hkacs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Mr. Abhijeet Gunjal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**III. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 [blossom@bildaman.com](mailto:blossom@bildaman.com).
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 [blossom@bildaman.com](mailto:blossom@bildaman.com).

**IV. The instructions for members for e-voting on the day of the AGM are as under:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**V. Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using

the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
- S.** The voting rights of Members 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 Monday, 14<sup>th</sup> September, 2020.
- T.** The Board of Directors of the Company at their meeting held on 25<sup>th</sup> July, 2020 has appointed Mr. Hemanshu Kapadia, Practising Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- U.** The Scrutinizer(s) shall immediately after the conclusion of the general meeting held through Video Conferencing, scrutinize the entire e-voting process 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.
- V.** 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. 3:**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of 60% of the aggregate of the paid-up capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, if special resolution is passed by the Members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors for making further investments, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding Rs. 500 crores which shall be over and above the limit of Rs.150 crores for investment in K.H.Khemani & Sons approved at the 30<sup>th</sup> Annual General Meeting.

There is no interest, financial or otherwise, of the Directors or Key Managerial Personnel of the Company or their relatives in the said resolution.

The Board of Directors accordingly recommends the special resolution as set out at Item No.3 of the accompanying notice for the approval of the Members.

**Item No. 4:**

Pursuant to provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 the Board of Directors shall not, without the consent of the Company in general meeting, borrow moneys, where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business), exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose. Therefore, approval of Members is sought for increasing the borrowing limit to Rs.500 Crores (Rupees Five Hundred Crores Only) and to authorize the Board to borrow from time to time from Bank/Financial Institutions, etc.

The proposed resolution under item no.4 is to authorize the Board of Directors to borrow the money for Company’s business exceeding the limit prescribed under section 180 (1) (c) of the Companies Act, 2013. The above resolution/authority is the statutory requirement that shareholder should approve the said powers and there is no financial interest or otherwise of the Directors of the Company in the said resolution. Thus, there is no such disclosure required to be provided under Section 102 of the Companies Act, 2013.

The Board of Directors accordingly recommends the special resolution as set out at Item No.4 of the accompanying notice for the approval of the Members.

**Item No. 5:**

The Company had obtained approval of the members in their 26<sup>th</sup> Annual General Meeting with respect to the said transactions of sale of beer on 15 days credit to K.H.Khemani & Sons for a limit of Rs.300 crores for a period of 5 years. The said limit is proposed to be increased to Rs.600 crores p.a. and with 2 months credit or such period as may be decided by the Audit Committee. The proposed transactions 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 2 months credit or such period as may be decided by the Audit Committee	Rs. 600 Crs p.a. for a period of 5 years.

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 mentioned therein.

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 is continuing since 1<sup>st</sup> April 2015 and the current proposed limit of Rs.600 crores is per financial year 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.



**Item no.6:**

As per the provisions of Section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by a private company in which Director is a Director or member by passing a special resolution and the loan is utilised by the borrowing company for its principal business activity.

The Company proposes to provide loan/give guarantee/provide security in connection with the loan taken by Khemani Distilleries Private Limited, Royal Distillery Private Limited and Perfunova (International) Limited upto an amount of Rs.200 crores (Rupees Two Hundred and Fifty Crores) each, per company, which shall be utilised by them for their principal business activity. Mr. Amit Khemani, Managing Director of the Company is a Director/member in the Borrowing Company. Thus, the said resolution at Item no. 6 is proposed to be passed as a Special 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 who is a Director/member in the said Borrowing Companies.

**Item no. 7:**

As approved by the shareholders in the 29<sup>th</sup> and 30<sup>th</sup> Annual General Meeting, the Company is paying following amount as remuneration the Directors of the Company:

Mr. Amit Khemani, Managing Director:

- a) Salary: Rs. 10,00,000/- per month
- b) Commission: 10% p.a. of the Net Profit calculated u/s 198 of the Companies Act, 2013 less the total salary paid during the financial year i.e. "a" and the monetary value of all the perquisites paid to him including "d" during the year.
- c) The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as the Managing Director of the Company.
- d) Payment of Gratuity and P.L. Encashment shall be considered as a perquisite and will be inclusive in total remuneration paid.

Mr. Vincent Vaz, Whole-time Director – cum – CFO:

- a) Salary: Rs. 3,75,000 per month
- b) Commission: 1% p.a. of the Net Profit calculated u/s 198 of the Companies Act, 2013.
- c) The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as the Whole-time Director of the Company

Non-Executive Directors:

Commission: 1% p.a. of the net profits of the Company computed under Section 198 of the Companies Act, 2013 for a period of 5 years upto 2022-23.

The Company had also given the additional information as required under Part II of Schedule V to the Companies Act, 2013 for the same. The total aggregate commission of all the Directors is 12% for their remaining tenure and thus, exceeds the limit provided under Section 197(1) i.e. 11% of the net profits of that company for that financial year computed in the manner laid down in section 198. As per the Companies Amendment Act, 2017, effective from 12th September 2018, the Company may in the general meeting, authorise the payment of remuneration exceeding eleven per cent. of the net profits of the company, subject to provisions of Section V.

Though the Company had already obtained special resolution for all the individual limits, for better clarity and governance and pursuant to Section 197(1) of the Companies Act, 2013, the Board commends the resolution at Item no. 7 to be passed as a Special Resolution.

All the Directors are interested in this resolution to the extent of their remuneration.

**By Order of the Board of Directors of  
Blossom Industries Limited**

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

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

**Date:** 25<sup>th</sup> July 2020

**Place:** Daman