

Industries Limited

**THIRTY THIRD ANNUAL REPORT
2021-2022**

BLOSSOM

Industries Limited

33rd Annual Report 2021-22

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

M/s. Aneja Associates
Chartered Accountant,
Mumbai

REGISTRAR AND TRANSFER AGENT (R & TA)

M/s. Link Intime India Pvt. Ltd
C 101, 247 Park, L B S Marg,
Vikhroli - West, Mumbai – 400 083
Tel No: 022 - 4918 6270
Fax No: 022 - 4918 6060
Email: rnt.helpdesk@linkintime.co.in

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-Third** Annual General Meeting of the Members of **BLOSSOM INDUSTRIES LIMITED** will be held on Friday, 19th August, 2022 at 11.00 a.m. through video conference (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, 2022, 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.
3. Appointment of Statutory Auditors:

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

“**RESOLVED THAT** pursuant to Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. CNK & Associates LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No. 101961W) be and are hereby re-appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting to be held for the financial year 2026-27 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company, at a later date.”

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by

any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which shall include duly authorized Nomination and Remuneration Committee thereof for the time being in force exercising the powers conferred upon it by the Board), the Members of the Company hereby approve the re-appointment of Mr. Amit Khemani as the Managing Director of the Company, liable to retire by rotation, for a period of five (5) years with effect from 27th September, 2022 till 26th September, 2027, on the terms and conditions, including remuneration, as stated in the draft agreement to be entered into between the Company and Mr. Amit Khemani and submitted to this meeting and initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Amit Khemani as the Managing Director, the Company has no profits or its profits are inadequate, he shall be paid remuneration including perquisites as provided under Schedule V of the Companies Act, 2013, as amended from time to time.

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, with liberty to the Board to alter and vary the terms and conditions of the aforesaid re-appointment, including but not limited to the remuneration payable to Mr. Amit Khemani, from time to time, in accordance with and subject to the limits as stated in the draft agreement or as may be stipulated by the Central Government if and to the extent necessary and applicable 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: Raheja Bay, Flat No.F00801 & F00802,
Mount Mary Road, Bandra (West),
Mumbai – 400 050

Date: 11th June, 2022

Place: Mumbai

CIN: U31200DD1989PLC003122

Registered Office:

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

NOTES:

- A. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated May 05, 2022 read with circulars dated May 5, 2020, April 8, 2020 & April 13, 2020 (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue upto December 31, 2022. In accordance with, the said circulars of MCA and applicable provisions of the Act, the 33rd 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 e-voting at 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 33rd 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, 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 Saturday, 13th August, 2022 to Friday, 19th August, 2022, 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 MCA circulars, 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 rnt.helpdesk@linkintime.co.in 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 33rd 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 2021-22, is available on the website of the Company at <http://www.khemanigroup.com/blossom-industries.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.
- 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 along with 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, 11th August, 2022 to Tuesday, 16th August, 2022. 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 Friday, 12th August, 2022, 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. Link Intime India Pvt. Ltd

C 101, 247 Park, L B S Marg,
Vikhroli - West, Mumbai – 400 083
Tel No: 022 - 4918 6270
Fax No: 022 - 4918 6060
Email: rnt.helpdesk@linkintime.co.in

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 its 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 and who is proposed to be reappointed as the Managing Director, as required under Secretarial Standards 2 are as under:

Name of Director	Mr. Amit Khemani
Designation	Managing Director
Age	44 years
Qualifications	Bachelor of Arts from Curry College, Milton and holds major degree in Business Management and Communication
Experience	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

Terms and conditions of re-appointment	He is proposed to be re-appointed for a period of 5 years w.e.f. 27 th September 2022, liable to retire by rotation. His remuneration shall be as under: a) Salary: Rs. 10 Lakhs 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 Payment of Gratuity and P.L. Encashment during the year. (detailed terms mentioned in the explanatory statement and draft agreement)
Last drawn remuneration	Rs. 180.37 Lakhs p.a.
Date of first appointment on the Board	27/09/2003
Shareholding in the Company	45,66,500 equity shares
Relationship with other Director/ Manager/KMPs	He is a promoter director of the Company, however does not share any relationship with any other Director/ Manager/KMPs
No. of meetings of the Board attended during the year 2021-22	5
Other Directorships	Perfunova (International) Limited; Cosminova Cosmetics Private Limited; Norfolk Trading Private Limited; Khemani Distilleries Private Limited; Khemani Fin-Stock Private Limited; Kamla Kewalram Khemani Foundation.
Membership/ Chairmanships of the Committees of other Boards	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 or call on toll free no.: 1800-222-990 or send a request to Mr. Abhijeet Gunjal at 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 – 6687800 or email on 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 AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 16th August, 2022 at 9:00 A.M. and ends on Thursday, 18th August, 2022 at 5:00 P.M. 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. Friday, 12th August, 2022, 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 Friday, 12th August, 2022.

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:

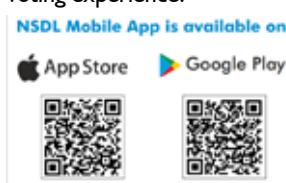




Step I: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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.	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 or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>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</p> <p>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 or joining virtual meeting & voting during the meeting.</p> <p>I. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>  <p>NSDL Mobile App is available on  App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

Type of shareholders	Login Method
	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	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 or joining virtual meeting & voting during the meeting.

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 and joining virtual meeting 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?

- 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, 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.

- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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.

II. Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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 scrutinizer@hkacs.com with a copy marked to 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 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 Mr. Abhijeet Gunjal at 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 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 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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step I (A) i.e. Login method for e-Voting and joining virtual meeting 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.

IV. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

V. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 blossom@bildaman.com. 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 Friday, 12th August, 2022.
- T.** The Board of Directors of the Company at their meeting held on 11th June, 2022 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. 4:

Mr. Amit Khemani (DIN: 00057283), Managing Director has played pivotal role in turnaround of Blossom Industries Limited. Under his leadership, the Company has received various awards in India as well as internationally, including INDSPIRIT Best Brewery Award of the year 2009, the “Green Industrial Premises Award 2016” for maintaining cleanliness and greenery in Industrial Premises by the Pollution Control Committee, Daman on World Environment Day 2016. The Company’s brand “Tag Premium Lager Beer” was awarded with the prestigious “Ambrosia Awards 2021” for Best Mild Beer. Further, the Company’s brand, TAG Premium Beer was awarded by Marksmen Daily as the “Brand of the year 2022”.

Mr. Amit Khemani was presented with the “International Star for Leadership in Quality Award” in the Diamond Category in Paris on April 11, 2011. He has also received “Asia Pacific International Award” presented by the Economic and Human Resource in the Asia Pacific Achiever Summit in recognition of Sterling Merit Excellent Performance and outstanding contribution for the nation and worldwide and “Pride of India Award” for outstanding individual achievements and distinguished services to the Nation by Hon’ble Shri Qamar Ul Islam, Minister for Municipalities and local bodies, Government of Karnataka.

Mr. Amit Khemani was also honored with the title of Asia One Global Youth Icon of the Year- Asia ME Africa 2020-21 by the Asia One Magazine for being an Innovative Leader with more than 3 decades of global experience in production, planning, sales and marketing in cosmetics and alcohol industries.

His present term as the Managing Director of the Company expires on the 26th September, 2022. However, considering the success the Company has achieved under his leadership and guidance, the Board in its meeting held on the 11th June, 2022 and based on the recommendation of the Nomination and Remuneration Committee, re-appointed him as the Managing Director of the Company w.e.f. the 27th September 2022 for a tenure of 5 years and liable to retire by rotation, subject to approval of the members of the Company.

His terms of appointment including remuneration will be as under:

A. REMUNERATION AND PERQUISITES

- Salary:** 10 Lakhs per month
- 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.
- 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.
- Payment of Gratuity and P.L. Encashment shall be considered as a perquisite and will be inclusive in total remuneration paid.

B. MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary shall be treated as Minimum Remuneration under the provisions of Section II of Part II of Schedule V.

In addition to the above, the Managing Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration:

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- Gratuity payable at the rate not exceeding half a month’s salary for each completed year of service and
- Encashment of leave at the end of the tenure.

C. POWERS OF THE BOARD TO DECIDE THE REMUNERATION

Notwithstanding anything stated herein above, where in any financial year, there are no profits or inadequate profits, the Board is empowered to decide not to pay any commission or to reduce the commission mentioned in paragraph “A” above to any amount they consider reasonable in the circumstances of the case. The Board’s power in this behalf is absolute and if so exercised by the Board before the end of the financial year or before the financial statement are passed by the Annual General Meeting will override the provisions for commission set out above and no commission or reduced commission as the case may be, will accrue and become payable to the said Managing Director.

The additional information as required under Part II of Schedule V to the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

- Nature of Industry:* Manufacture of Beer
- Date of Commencement of commercial production:* November 17, 1994
- In case of new Companies, expected date of Commencement of activities as per project approved by Financial Institutions appearing in the Prospectus:* Not Applicable
- Financial Performance based on given indicators:*

(Rs. in Lakh)

Particulars	Year ended 31st March		
	2021	2020	2019
Financial Parameters			
Turnover	19,863.29	33,984.72	36,457.82
Other Income	1,953.17	922.54	447.28
Profit before tax	1,576.30	2,825.49	3,816.74
Profit after tax (as per Profit & Loss Account)	1,153.37	2,078.40	2,467.81
Net Worth	15,424.72	1,4271.35	12,192.94

- Foreign Investments or Collaborations, if any:* There is no foreign investment or collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

A) Mr. Amit Khemani (DIN: 00057283):

(1) Background details:

Mr. Amit Khemani, Managing Director of the Company is Bachelor of Arts from Curry College, Milton, and also holds major degree in Business Management and Communication. He was awarded with most industrious student scholarship from Brevard College and also Presidential Award from Trident Academy.

(2) Past Remuneration:

- a) **Salary:** Rs. 10 Lakhs 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" (as mentioned in "A" above) during the year.

(3) Recognition/Awards:

Mr. Amit Khemani has been presented with "International Star for Leadership in Quality Award" in the Diamond Category in Paris on April 11, 2011. He has also received "Asia Pacific International Award" presented by the Economic and Human Resource in the Asia Pacific Achiever Summit in recognition of Sterling Merit Excellent Performance and outstanding contribution for the nation and worldwide and "Pride of India Award" for outstanding individual achievements and distinguished services to the Nation by Hon'ble Shri Qamar Ul Islam, Minister for Municipalities and local bodies, Government of Karnataka.

He was also honored with the title of Asia One Global Youth Icon of the Year- Asia ME Africa 2020-21 by the Asia One Magazine for being an Innovative Leader with more than 3 decades of global experience in production, planning, sales and marketing in cosmetics and alcohol industries.

(4) Job Profile and Suitability:

He has been leading Blossom Industries Limited as the Managing Director from more than a decade and under his leadership the Company has crossed all its initial hurdles and is now a successful, profit making Company.

(5) Remuneration proposed:

- a) **Salary:** Rs. 10 Lakhs 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.

(6) Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person:

The remuneration payable to Mr. Amit Khemani is commensurate with his qualification, experience, the duties and responsibilities entrusted to him.

(7) Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:

Mr. Amit Khemani is a promoter of the Company and holds 45,66,500 equity shares.

III. OTHER INFORMATION:

1. Reason for loss or inadequate profits: Currently, the Company does not have inadequate profit; this disclosure is for abundant precaution.

2. Steps taken or proposed to be taken for improvement: The Management always strives for improvement and increased return.

3. Expected increase in productivity and profits in measurable terms: The Company is currently exploring the business opportunity to fill the gap for optimum capacity utilisation and new business opportunity other than beer like wine, soft drink, etc.

The Board of Directors commends this resolution to the members for their approval by way of special resolution.

The details of the Director as per Secretarial Standards – 2 forms part of the notes to the Notice of this Meeting.

The relevant resolution/documents and draft agreement for his re-appointment are available for inspection by the Members of the Company during business hours on any day except Saturday, Sunday and Public Holiday at the registered office of the Company.

None of the Director or Key Managerial Personnel of the Company is interested financially or otherwise, in the proposed resolution except Mr. Amit Khemani, Managing Director.

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

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

Address: Raheja Bay, Flat No. F00801 & F00802,
Mount Mary Road, Bandra (West), Mumbai – 400 050

Date: 11th June, 2022

Place: Mumbai