



**Industries Limited**

**TWENTY-EIGHTH ANNUAL REPORT  
2016-2017**

**BLOSSOM**  
**Industries Limited**  
**28<sup>th</sup> Annual Report 2016 - 2017**

**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-Eighth** Annual General Meeting of the Members of **BLOSSOM INDUSTRIES LIMITED** will be held on Saturday, August 5, 2017 at 10.00 a.m. at Sandy Resort, Devka Beach, Daman – 396210 (U.T.) to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement comprising of the Balance Sheet as at March 31, 2017 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes, Reports of the Board of Directors (the Board) and the Auditors thereon.
2. To appoint a Director in place of Mr. Vincent Vaz (DIN 02067875), 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 the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W/W-100036) be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the 33<sup>rd</sup> Annual General Meeting subject to the ratification of their appointment by the Members at every Annual General Meeting and subject to such remuneration as may be decided by the Board of Directors, at a later date.”

**SPECIAL BUSINESS:**

4. **To donate upto Rs. 5,00,00,000/- (Rupees Five Crores only) to RSSB Education and Environmental Society u/s 181 of the Companies Act, 2013 including the excess amount paid in the financial year 2016-17:**

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 Powers) Rules, 2014, consent of the Members be and is hereby accorded to give donation of an amount upto Rs. 5,00,00,000/- (Rupees Five Crores only) to RSSB Education and Environmental Society, a Society registered under the Societies Registration Act, 1860 in the State of Punjab and also registered under Section 12AA and 80G of Income Tax Act, 1961, in one or more tranches in the financial year 2017-18 or in the subsequent financial years.

However, the excess amount of Rs. 28,57,600/- paid in excess of the amount approved in the 26<sup>th</sup> Annual General Meeting held on the 29<sup>th</sup> August, 2015 shall be ratified and be deducted from the said limit of Rs. 5,00,00,000/-, approved by the Members.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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 donate upto Rs. 5,00,00,000/- (Rupees Five Crores only) to Kamla Kewalram Khemani Foundation 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 Powers) Rules, 2014, consent of the Members be and is hereby accorded to give donation of an amount upto Rs. 5,00,00,000/- (Rupees Five Crores only) to Kamla Kewalram Khemani Foundation, who shall deploy the said funds for refurbishing of 12 schools in Daman identified by the Daman Administration, on behalf of the Company, in one or more tranches in the financial year 2017-18 or in the subsequent financial years.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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.”

**By the Order of the Board of Directors**

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

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

**Date:** 3<sup>rd</sup> June 2017

**Place:** Mumbai

**CIN:** U31200DD1989PLC003122

**Registered Office:**

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

**NOTES:**

- A. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO 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 A 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 MEMBER. 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 shall remain closed from Friday, the 28<sup>th</sup> July, 2017 to Saturday, the 5<sup>th</sup> August, 2017, 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 of any change in their address, immediately.
  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. 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
  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, 2017, 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 6.00 p.m.) every day except on Public Holidays, Saturdays & Sundays, upto and including the date of the Annual General Meeting of the Company.

9. Route map to the venue of AGM forms part of the Notice of the 28<sup>th</sup> Annual General Meeting.
10. The details of Mr. Vincent Vaz, whose re-appointment is proposed in this Annual General Meeting as per Secretarial Standards 2 are as under:

<b>Name of Director</b>	<b>Mr. Vincent Vaz</b>
<b>Designation</b>	Whole-time Director-cum-CFO
<b>Age</b>	50 years
<b>Qualifications</b>	Chartered Accountant
<b>Experience</b>	Over two decades in the field of finance, accounts and taxation. He has been associated with Blossom Industries Limited for around 16 years. Over the years, his expertise, knowledge and understanding of liquor and beer industry has immensely benefited in the Company's growth
<b>Last drawn remuneration</b>	Rs. 4,377,576/- p.a.
<b>Date of first appointment on the Board</b>	28/01/2008
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Director/Manager/KMPs</b>	He does not share any relationship with any other Director/Manager/KMPs
<b>No. of meetings of the Board attended during the year 2016-17</b>	4
<b>Other Directorships</b>	Cosminova Cosmetics Private Limited
<b>Membership/ Chairmanships of the Committees of other Boards</b>	Nil

11. 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.
12. 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/her vote, if any, cast at the meeting shall be treated as invalid.
13. In case of any grievances connected with the e-voting you may call Mr. Bharat Gopalani, Sr. Manager – Accounts & Finance, Village Jani Vankad, Nani Daman, Daman – 396210 (U.T.) on 0260 – 2221060 or email on [bharat@bildaman.com](mailto:bharat@bildaman.com) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
14. Process for voting through electronic means:
  - (i) The voting period begins on Tuesday, the 1<sup>st</sup> August, 2017 at IST 9.00 a.m. and ends on Friday, the 4<sup>th</sup> August, 2017 at IST 5.00 p.m. During this period, Members of

the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, the 29<sup>th</sup> July, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on Shareholders.

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.
- (ii) Next enter the Image Verification as displayed and Click on Login.

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.

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 Members as well as physical Members)</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 folio/client id number in the PAN field.</li> <li>• In case the folio 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 folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB/DOI	Enter the Date of Birth (in case of individual) or the Date of Incorporation (in case of Company) as recorded in your demat account or in the Company 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 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 number of shares in the Dividend Bank Details field as mentioned in the instructions under point (iv) above.</li> </ul>

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) 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 shall also be used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the 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.

- (v) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN of BLOSSOM INDUSTRIES LIMITED to vote.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - 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) i.e. Saturday, the 29<sup>th</sup> July, 2017.
  - The Board of Directors of the Company at their meeting held on Saturday, the 3<sup>rd</sup> June, 2017 has appointed Mr. Hemanshu Kapadia, Practising Company Secretary as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - At the 28<sup>th</sup> Annual General Meeting the Chairman shall provide voting facilities for the attending Members who have not cast their votes electronically.
  - The Scrutinizer(s) 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>.

**ROUTE MAP TO THE VENUE OF THE 28<sup>TH</sup> AGM OF BLOSSOM INDUSTRIES LIMITED**



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

**Item no. 4 & 5:**

In order to utilise Company's profits prudently and benefit the society by providing better education and other facilities, the Members, in their 26<sup>th</sup> Annual General Meeting had approved the payment of donation of Rs. 5,00,00,000/- (Rupees Five Crores Only) to RSSB Educational and Environmental Society (RSSB), a Society registered under the Societies Registration Act, 1860 in the State of Punjab and also registered under Section 12AA and 80G of Income Tax Act, 1961. Accordingly, the Company had given donation of Rs. 2,64,10,100/- (Rupees Two Crores Sixty-Four Lakhs Ten Thousand and One Hundred Only) in the financial year 2015-16 & a Donation of Rs. 2,64,47,500/- (Rupees Two Crores Sixty-Four Lakhs Forty-Seven Thousand Five Hundred Only) to RSSB Society in the financial year 2016-17. The total donation given to RSSB Society was Rs. 5,28,57,600/- (Rupees Five Crores Twenty-Eight Lakhs Fifty-Seven Thousand and Six Hundred Only) which was in excess of the limit approved by the Members. The Management donated an excess amount of Rs. 28,57,600/- (Rupees Twenty-Eight Lakhs Fifty-Seven Thousand and Six Hundred Only) considering the urgency and subject to the ratification by the Members.

To continue with its commitment towards Society, the Management in its Board Meeting dated the 3<sup>rd</sup> June, 2017 has proposed to give donation upto Rs. 5,00,00,000/- (Rupees Five Crores Only) to RSSB Society (which includes ratification of donation of Rs. 28,57,600/- (Rupees Twenty-Eight Lakhs Fifty-Seven Thousand and Six Hundred Only) already given during the financial year ended the 31<sup>st</sup> March, 2017, as mentioned above). Further, the Management has also proposed to make a donation upto Rs. 5,00,00,000/- (Rupees Five Crores Only) to Kamla Kewalram Khemani Foundation to carry out the work of refurbishing and creating necessary infrastructure of 12 school premises of Daman at the request of the Hon'ble

Administrator of Daman on behalf of the Company. The said donations are proposed to be given in one or more tranches in the financial year 2017-18 or in the subsequent financial years.

As per Section 181 of the Companies Act, 2013, if the contribution to bona fide charitable and other funds exceeds the limit of 5% of the Company's average net profits for the three immediately preceding financial years, prior approval of the Members in a General Meeting by passing an Ordinary Resolution is required. Since, the amount proposed to be given as donation to RSSB Society & Kamla Kewalram Khemani Foundation is in excess of the limit specified u/s 181, it is proposed to obtain Members' approval by way of Ordinary Resolutions.

Accordingly, the Board of Directors seeks approval of the Members for the Ordinary Resolutions as set out at item nos. 4 & 5 of the accompanying notice.

None of the Directors of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions at item no. 4 & 5 of the notice. However, Kamla Kewalram Khemani has been incorporated as Section 8 Company (Non-Profit Organisation) by Khemani Distilleries Private Limited and Blossom Industries Limited for the purpose of doing charitable activities.

**By the Order of the Board of Directors**

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

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

**Date:** 3<sup>rd</sup> June 2017

**Place:** Mumbai

**CIN:** U31200DD1989PLC003122

**Registered Office:**

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