



Industries Limited

**THIRTY-SIXTH ANNUAL REPORT
2024-2025**

BLOSSOM

Industries Limited

36th Annual Report 2024-25

BOARD OF DIRECTORS

| | | |
|----------------------|-----------------|---------------------------------|
| Mr. Nihar Jambusaria | (DIN: 01808733) | Chairman & Independent Director |
| Mr. Amit Khemani | (DIN: 00057283) | Managing Director |
| Mr. Vincent Vaz | (DIN: 02067875) | Whole-time Director-cum-CFO |
| Mr. Satyan Israni | (DIN: 01174081) | Independent Director |
| Ms. Bhakti Shah | (DIN: 07638958) | Independent Director |
| Dr. Keshava Patkar | (DIN: 07672085) | 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)

MUFG Intime India Private Limited

(Formerly known as M/s. Link Intime India Pvt. Ltd)

C-101, Embassy 247, L.B.S. Marg,

Vikhroli - West, Mumbai – 400 083

Tel No: 22 49186000;

Website: www.in.mpms.mufg.com

Email: rnt.helpdesk@in.mpms.mufg.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

To,
The Members,

NOTICE

BLOSSOM INDUSTRIES LIMITED

Notice is hereby given that the **Thirty-sixth** Annual General Meeting of the Members of **BLOSSOM INDUSTRIES LIMITED** will be held on **Friday, 22nd August 2025 at 10.30 a.m.** through video conference (VC)/ other audio visual means (OAVM), to transact the business mentioned hereunder:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statement comprising of the Balance Sheet as at March 31, 2025, 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.
- To appoint a Director in place of Mr. Vincent Vaz (DIN: 02067875), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 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 Party | 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 (2025–26 to 2029-30) |

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 Mr. Vincent Vaz (DIN 02067875), Whole-time Director of the Company be and is hereby 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.”

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 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 as recommended by the Nomination and Remuneration Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Amit Khemani (DIN: 00057283), Managing Director of the Company with effect from 1st July 2025 upto his remaining tenure as the Managing Director of the Company i.e. upto 26th September, 2027, as stated in the draft Supplementary Agreement to be entered into between the Company and Mr. Amit Khemani, available for inspection and also stated in the explanatory statement forming part of this Notice.

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 and as stated in the explanatory statement of this Notice.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 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”) of the Companies Act, 2013 due to the increase in the remuneration of the Managing Director of the Company.

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 supplementary agreement 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

Date: 13th June, 2025

Place: Mumbai

Registered Office:

Village Jani Vankad, Nani Daman,

Daman - 396 210 (U.T.)

CIN: U31200DDI989PLC003122

NOTES:

- A.** The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated September 19, 2024 read with circulars dated September 25, 2023, December 28, 2022, 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 September 30, 2025. In accordance with, the said circulars of MCA and applicable provisions of the Act, the 36th 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 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 36th AGM in the VC/OAVM mode 20 minutes before 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 Friday, 15th August 2025 to Friday, 22nd August 2025, 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, the 36th Annual Report inclusive of the Notice of AGM, Board Report, Auditor’s report, Financial Statements and other documents are being sent in electronic mode only to those 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@in.mpms.mufg.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 36th Annual Report of the Company are requested to refer point R.II.
- H.** The attendance of the Members present at 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 2024-25, is available on the website of the Company at <https://blossombeverages.in/investors.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 by

Tuesday, 19th August 2025. 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, 15th August 2025, 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 Statement, 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:

MUFG Intime India Private Limited
(Formerly known as M/s. Link Intime India Pvt. Ltd)
C-101, Embassy 247, L.B.S. Marg,
Vikhroli - West, Mumbai – 400 083
Tel No: 022 49186000;
Website: www.in.mpms.mufg.com
Email: rnt.helpdesk@in.mpms.mufg.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 the Company has connectivity with CDSL as well as NSDL and its ISIN is **INE264D01026**.

- O.** As required under Secretarial Standards 2, the details of Mr. Vincent Vaz, Director proposed to be re-appointed due to retirement by rotation at this Annual General Meeting and Mr. Amit Khemani, Managing Director are annexed as Annexure A to this Notice.
- 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 e-voting 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. Suketh Shetty 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 Annual General Meeting are as under:

The remote e-voting period begins on **Tuesday, 19th August 2025 at 9:00 A.M.** and ends on **Thursday, 21st August 2025 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, 15th August 2025** 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, 15th August 2025.

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. | <ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |

| | |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| 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 022 - 4886 7000 |
| 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 toll free no. 1800-21-09911 |

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. | <p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p> |
|----|--|--|

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account

number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mr. Suketh Shetty at evoting@nsdl.co.in

II. 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
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.

III. 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.

IV. 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 by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join 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 during period mentioned above, 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.

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- 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, 15th August, 2025.
- T.** The Board of Directors of the Company at their meeting held on 13th June, 2025 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 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 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.blossombeverages.in>.

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

Item no. 3:

The Company had obtained approval of the members by way of an Ordinary Resolution, passed in their 31st Annual General Meeting held on 18th December 2020 with respect to the sale of beer on 2 months credit to K. H. Khemani & Sons for a limit of Rs.600 crores per annum for a period of 5 years. The said approval was upto the financial year 2024-25.

The Audit Committee as well as the Board of Directors of the Company in their meeting held on 13th June 2025 approved the request of the management to continue the said transaction. It may be noted that the said transaction continues to be on arms' length basis and is in ordinary course of business. Thus, in accordance with the provisions of Section 188 of the Companies Act, 2013, the Company is not required to obtain approval of the Board of Directors or the members of the Company. However, as a matter of good governance, it is proposed to obtain approval of the members of the Company as well. 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.

As required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the details of the said transaction are as under:

| Sr. no. | Name of the Related Party | 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 (2025–26 to 2029-30) |

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

None of the Directors or Key Managerial Personnel (KMP) of the Company are in any way, concerned or interested, in the Resolution set out at Item No. 3 of the Notice, except Mr. Amit Khemani, Managing Director of the Company whose relative is a partner in the said firm.

Item no. 4:

The current term and conditions of appointment of Mr. Amit Khemani (DIN: 00057283), Managing Director of the Company is as under:

- Term of appointment: 27th September 2022 to 26th September 2027
- Salary: Rs. 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.

In the Nomination and Remuneration Committee Meeting and Board Meeting held on 13th June 2025, it was proposed to provide accommodation to Mr. Amit Khemani in Daman on behalf of the Company. The Company shall obtain House no.54 and 55 situated on Plot no. 4, 5 and 6, Devka, Nani Daman, Daman and Diu 396210 on leave and license basis for a period of 60 (Sixty) months for accommodation of its Managing Director, Mr. Amit Khemani. The said rent paid by the Company for the accommodation of its Managing Director, which is part of the perquisites provided to him, shall be over and above the existing remuneration of Mr. Amit Khemani. The details of rent to be paid for the said property is as under:

Rent schedule (Rs. per month plus applicable GST):

| Year | 1 | 2 | 3 | 4 | 5 |
|-------------|-----------|-----------|-----------|-----------|-----------|
| Rent | 10,00,000 | 10,50,000 | 11,02,000 | 11,57,000 | 12,14,000 |

Thus, the revised remuneration of Mr. Amit Khemani as the Managing Director of the Company, effective from 2025-26 upto the end of his current tenure i.e. 26th September 2027 will be as under:

A. REMUNERATION AND PERQUISITES

- Salary:** Rs. 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" except the monetary value of perquisites mentioned in "e" 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.
- Over and above the Salary and the Commission, the Managing Director shall be entitled to a rent free accommodation at House no.54 and 55 situated at Plot no. 4, 5 and 6, Devka, Nani Daman, Daman and Diu 396210.

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 in case of no profits or its profits are inadequate:

- a) 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,
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service and
- c) 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:

- (1) *Nature of Industry:* Manufacture of Beer, Alcoholic ready to drink (RTD) and Non-Alcoholic beverages (NAB)
- (2) *Date of Commencement of commercial production:* November 17, 1994
- (3) *In case of new Companies, expected date of Commencement of activities as per project approved by Financial Institutions appearing in the Prospectus:* Not Applicable
- (4) *Financial Performance based on given indicators:*

(Rs. in Lakhs)

| Particulars | Year ended 31st March | | |
|--|-----------------------|-----------|-----------|
| | 2025 | 2024 | 2023 |
| Turnover | 38,328.57 | 30,419.02 | 30,764.71 |
| Other Income | 2,018.64 | 2,023.22 | 2,549.57 |
| Profit before tax | 3,534.42 | 3,199.36 | 3,560.81 |
| Profit after tax (as per Profit & Loss Account) | 2,692.41 | 2,464.07 | 2,710.02 |
| Net Worth | 25,254.48 | 22,562.07 | 20,098.00 |

- (5) *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" 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.

(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 honoured 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. Mr. Amit Khemani, Managing Director was awarded on behalf of the Company as an Extraordinaire – Brand under the category Game Changers – Beverages at 8th Brand Vision: India 2030 Leadership Conclave 2024.

(4) Job Profile and Suitability:

He has been leading Blossom Industries Limited as the Managing Director from more than two decade and under his leadership the Company 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" except the monetary value of perquisites mentioned in "e" 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.
- e) Over and above the Salary and the Commission, the Managing Director shall be entitled to a rent free accommodation at House no.54 and 55 situated at Plot no. 4, 5 and 6, Devka, Nani Daman, Daman and Diu 396210.
- (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 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:

- Reason for loss or inadequate profits: Currently, the Company does not have inadequate profit; this disclosure is for abundant precaution.
- Steps taken or proposed to be taken for improvement: The Management always strives for improvement and increased return.
- 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 non-alcoholic beverages, energy drinks, etc.

Further, due to increase in the remuneration of Managing Director of the Company, the total aggregate commission paid to all the Directors exceeds the limit provided under Section 197(1) the Companies Act, 2013 ("the Act") i.e. 11% of the net profits of that company for that financial year computed in the manner laid down in Section 198 of the Act. As per Section 197 of the Act, the Company may in the general meeting, authorise the payment of remuneration exceeding eleven per cent of the net profits of the company. In view of the aforesaid, approval of the members is also sought for payment of remuneration exceeding 11% of the net profits u/s 198 of the Act, due to increase in remuneration of Managing Director.

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

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

The relevant resolution/documents and draft supplementary agreement for revision in his remuneration 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 himself.

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

Amit A. Khemani
Managing Director
DIN: 00057283

Date: 13th June, 2025
Place: Mumbai

Registered Office:
Village Jani Vankad, Nani Daman,
Daman - 396 210 (U.T.)
CIN: U31200DDI989PLC003122

Annexure A to Item No. 2 and Item no. 4:

Details as required to be furnished under the Secretarial Standard–2 para 1.2.5 issued by ICSI:

| Name of Director | Mr. Vincent Vaz | Mr. Amit Khemani |
|---|---|--|
| Designation | Whole-time Director-cum-CFO | Managing Director |
| Age | 58 years | 48 years |
| Qualifications | Chartered Accountant | Bachelor of Arts from Curry College, Milton and holds major degree in Business Management and Communication |
| Experience | Over two decades in the field of finance, accounts and taxation. He has been associated with Blossom Industries Limited for around 28 years. Over the years, his expertise, knowledge and understanding of beer industry has immensely benefited in the Company's growth. | He has been leading Blossom Industries Limited for more than two decades 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 being liable to retire by rotation is being re-appointed with no change in the terms and conditions | As detailed in explanatory statement of Item no. 4 of this Notice |
| Last drawn remuneration | Salary: Rs. 4,75,016/- p.m. plus Commission @ 1% p.a. of net profit u/s 198 of the Companies Act, 2013. | a) Salary: Rs. 10,00,000/-p.m. b) Commission: 10% p.a. of the Net Profit calculated u/s 198 of the Companies Act, 2013 less the total total salary and perquisites paid during the financial year |
| Date of first appointment on the Board | 28/01/2008 | 27/09/2003 |
| Shareholding in the Company | Nil | 45,66,500 equity shares |
| Relationship with other Director/ Manager/KMPs | He does not share any relationship with any other Director/Manager/ KMPs of the Company | 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 2024-25 | 6 | 6 |
| Other Directorships | Cosminova Cosmetics Private Limited | 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 | <u>Perfunova (International) Limited</u> Audit Committee (AC) – Member Corporate Social Responsibility (CSR) Committee – Member Nomination and Remuneration Committee (NRC) - Member |

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

Amit A. Khemani
Managing Director
DIN: 00057283

Date: 13th June, 2025

Place: Mumbai

Registered Office:

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

CIN: U31200DDI989PLC003122