

## **NOTICE**

**NOTICE** is hereby given that Thirtieth Annual General Meeting (30<sup>th</sup> AGM) of the Members of Winsome Breweries Limited will be held on Friday, the 30<sup>th</sup> day of September, 2022 at 11.00 A.M. at the registered office of the Company at Village- Sarekhurd, Tehsil-Tijara, Distt. Alwar, Rajasthan-301001, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended on 31<sup>st</sup> March 2022, including Audited Balance Sheet as at 31<sup>st</sup> March, 2022, Statement of Profit and Loss and Cash flow statement for the year ended 31<sup>st</sup> March, 2022 together with the report of Director's and Auditor's thereon.

2. **To appoint Sneh Bagrodia as a Director liable to retire by rotation**

To appoint a director in place of Ms. Sneh Bagrodia (DIN:00637355), who retires by rotation and, being eligible, offers herself for re-appointment: .

3. **To Re-appoint M/s APAS & Co, Chartered Accountants, as Statutory Auditors of the Company.**

To consider and if though fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and the Rules 3 of the Company (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the audit committee and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for re-appointment of M/s APAS & Co, Chartered Accountants (Firm Registration no. 000340C/C400308) as Statutory auditors of the Company to hold office for further consecutive term of 5 (five) years from the Conclusion of 30<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 35<sup>th</sup> AGM of the Company for the Financial Year ending March 2027, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, plus reimbursement of goods and service tax, travelling and out of pocket expenses.

**RESOLVED FURTHER THAT** any director of the Company be and is hereby authorized to do all such act(s), deed(s), matter(s) and thing(s) as may deem necessary or incidental for the purpose of giving effect to the aforesaid resolution including but not limited to filing of necessary e-Forms with the Registrar Companies, Ministry of Corporate Affairs.”

### **SPECIAL BUSINESS:**

4. **Reappointment of Mr. Amrit Mohinder Uttam (DIN 02929322) as the Independent Director of the Company**

Consider and if thought it, to pass with or without modification, the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for Mr. Amrit Mohinder Uttam (DIN 02929322), in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company for a second term of 5 (five) consecutive years effective 13<sup>th</sup> August, 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

5. **Re-appointment of Mr. Rajendra Kumar Bagrodia (DIN 00178250), as Managing Director of the Company.**

Consider and if thought it, to pass with or without modification, the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Rajendra Kumar Bagrodia (DIN 00178250), as Managing Director of the Company for the period of next five years with immediate effect from 30<sup>th</sup> September, 2022 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rajendra Kumar Bagrodia.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Rajendra Kumar Bagrodia, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

6. **To Ratify the appointment of Mrs. Aruna Goenka (DIN : 00256167) as the Independent Director of the Company**

Consider and if thought it, to pass with or without modification, the following resolution as **Special Resolution:**

**“RESOLVED that** pursuant to the provisions of sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mrs. Aruna Goenka (DIN : 00256167), as an Additional Director in the capacity of an Independent Director of the Company w.e.f. August 13, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from August 13, 2022 till August 12, 2027."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Date: 13<sup>th</sup> August, 2022  
Place: New Delhi

By Order of the Board of Directors  
**For Winsome Breweries Limited**

**Rajendra Kumar Bagrodia**  
**(Chairman Cum Managing Director)**  
**DIN : 00178250**  
**S-521 Greater Kailash**  
**Part II, New Delhi-110048**

**NOTES:**

- 1. Explanatory Statement setting out the materials facts concerning each item No. 4,5,6 of special Businesses to be transacted at the 30<sup>th</sup> Annual General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto and forms part of the Notice.**
2. The profile of the Directors seeking appointment/re-appointment, as required in the terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 is annexed.
- 3. Explanatory Statement setting out the materials facts concerning each item No. 4,5,6, of Special Businesses to be transacted at the 30<sup>th</sup> Annual General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto and forms part of the Notice.**
4. The profile of the Directors seeking appointment/re-appointment, as required in the terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 is annexed.

5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.**
6. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. However, a member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
7. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the meeting.
8. The Register of Members and Share transfer Books of the Company shall remain closed from 22<sup>nd</sup> September 2022 to 30<sup>th</sup> September 2022 (both days inclusive) for payment of dividend/bonus, if any, declared/approved, at Annual General Meeting.
9. Members, Proxies and Authorised representatives are requested to bring to the meeting; the attendance slips enclosed herewith duly completed and signed mentioning therein details of DP ID and Client ID/Folio No.  
  
In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
10. Pursuant to Section 72 of the Companies Act, 2013 Members holding share in dematerialized form may file Nomination in the prescribed Form SH-13 (In duplicate) with the respective DP's and in respect of shares held in the physical form, such nomination may be filed with the company's Registrar and Share transfer Agent.
11. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
12. Members who wish to attend AGM are requested to Bring attendance slip sent herewith duly filled in, and the copy of Annual Report. Copies of the Annual Report will be distributed at this AGM in compliance.
13. The members are requested to affix their signature at the place provided on the attendance slip annexed to the proxy form and handover the slip at the entrance to the place of this AGM and bring a copy of Valid ID proof, DP ID and Client ID to this AGM for recording of attendance at this AGM.
14. Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent appointed M/s Skyline Financial Services Private Limited, D-153A, Okhla Industrial Area, Phase I, New Delhi – 110 020 ([admin@skylinerta.com](mailto:admin@skylinerta.com)), quoting their Folio number. Members holding shares in electronic form must inform about any change in their address or bank particulars to their respective Depository Participants and not to the Company.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members

holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

16. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risk associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's RTA, Skyline Financial Services Pvt. Ltd. ('Registrar') at [www.skylinerta.com](http://www.skylinerta.com) for assistance in this regard.
17. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents.
18. Route Map of Venue of the Meeting is attached.
19. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2021-22 will also be available on the Company's website <http://winsomeindia.com> for their download.
20. All documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
21. In terms of the Circulars No. 17/2011 of 21<sup>st</sup> April, 2011 and 18/2011 of 29<sup>th</sup> April, 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its "green initiative in Corporate Governance," MCA allows paperless compliances including service of notice/documents by companies to their Members through electronic mode. Therefore, the Company proposes to send documents required to be sent to Members like Notices of General Meetings (including AGM), Audited Financial Statements, Report of the Directors, Independent Auditors' Report etc. to the Members in electronic form to the e-mail IDs provided by them and made available to the Company by the Depositories. This will also ensure prompt receipt of communication and avoid loss in transit. The physical copies of the Annual Report will be made available upon receipt of a requisition from the members, any time as a Member of the Company.

## 22. Voting through Electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, applicable Secretarial Standards and Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015, **the Company is pleased to provide Members with a facility to exercise their right to vote at the 30<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through Electronic Voting (e-voting) Services.** The facility for casting the votes by the members using electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL):

### The instructions for shareholders for e-voting are as under:

- (i) The remote e-voting period begins on Tuesday 27-09-2022 at 9:00 AM and ends on Thursday 29-09-2022 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 23-09-2022 may cast their vote electronically and after the aforesaid date and time remote e-voting is not allowed. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> </ol>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your</p>

<b>Participants</b>	vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

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

(vii) Click on “Shareholders” module.

(viii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(ix) Next enter the Verification Code as displayed and Click on Login.

(x) 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.

(xi) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction ( v ).
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(xii) After entering these details appropriately, click on “SUBMIT” tab.

(xiii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xiv) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this notice.

(xv) Click on the EVSN for the relevant Company Name i.e. **WINSOME BREWERIES LIMITED** on which you choose to vote.

(xvi) 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.

(xvii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xviii) 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.

(xix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xx) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xxi) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(i) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs.winsome@gmail.com](mailto:cs.winsome@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id**.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022- 23058542/43.

By Order of the Board of Directors  
**For Winsome Breweries Limited**

**Rajendra Kumar Bagrodia**  
**(Chairman Cum Managing Director)**  
**DIN : 00178250**  
**S-521 Greater Kailash**  
**Part II , New Delhi-11004**

## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 4**

The Board of Directors, at its meeting held on 13<sup>th</sup> August, 2022, re-appointed Mr. Amrit Mohinder Uttam as an Independent Director of the Company, subject to the approval of shareholders.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received from Mr. Amrit Mohinder Uttam (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Amrit Mohinder Uttam as an Independent Director of the Company for a period up to five consecutive year pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Amrit Mohinder Uttam, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Amrit Mohinder Uttam as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Amrit Mohinder Uttam, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

### **ITEM NO. 5**

Mr. Rajendra Kumar Bagrodia, was appointed as Managing Director of the Company for a period of five years, after obtaining due approval of the members of the Company in their Annual General meeting held on 29<sup>th</sup> September, 2017. Accordingly the present term of Mr. Rajendra Kumar Bagrodia comes to an end.

The Board, in its meeting held on 13<sup>th</sup> August, 2022, has approved the re-appointment of Mr. Rajendra Kumar Bagrodia as the Managing Director of the Company for a further period of Five years after his current tenure ends. The board has taken the decision of said re-appointment based on recommendation of Nomination and remuneration committee and subject to approval of the members of the Company.

Mr. Rajendra Kumar Bagrodia has attained the age of 70 years and hence continuation of his employment as Managing Director requires the approval of members by way of a special resolution. Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution.

Keeping in view that Mr. Rajendra Kumar Bagrodia has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Rajendra Kumar Bagrodia as Managing Director of the Company.

The details of remuneration payable to Mr. Rajendra Kumar Bagrodia are given below:  
DETAILS OF REMUNERATION

(i) Salary Rs. 60,000/- per month.

(ii) Perquisites Rs. 1,40,000/- per month.

Salary mentioned above is inclusive of all other allowances and no other allowance shall be paid separately.

Except Mr. Rajendra Kumar Bagrodia, Mr. Shantanu Bagrodia and Mrs. Sneha Bagrodia, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

#### **ITEM NO. 6**

The Board of Directors, at its meeting held on 13 August, 2022, appointed Mrs. Aruna Goenka (DIN : 00256167) as an Additional Director of the Company with effect from 13<sup>th</sup> August, 2022, pursuant to Section 161(1) of the Companies Act, 2013 and her term is expired after conclusion of this Annual General Meeting.

The Company has received from Mrs. Aruna Goenka (DIN : 00256167) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Aruna Goenka as an Independent Director of the Company for a period up to next five years till 12<sup>th</sup> August, 2027 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

In the opinion of the Board Mrs. Aruna Goenka, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mrs. Aruna Goenka as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mrs. Aruna Goenka, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

**PROFILE OF DIRECTOR**

**(Seeking Appointment/ Re-appointment)**

**As per Regulation 36 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 and SS - 2**

<b>Name</b>	<b>Mrs. Sneh Bagrodia</b>	<b>Mr. Rajendra Kumar Bagrodia</b>	<b>Mr. Amrit Mohinder Uttam</b>	<b>Mrs. Aruna Goenka</b>
Date of Birth	25-09-1950	01-01-1945	03-07-1973	04-08-1956
Age	71	76	49	66
Date of Appointment	12/01/2021	29/09/2017	30/05/2017	-
Experience in functional area	Human Resources	(Waterloo), Ch. Eng., F.I.E.	Businessman	Banking and Finance
Qualification	BA. & B. Ed (H)	B.Tech. Hons.(IIT) , M.A. Sc. (Chem. Eng.) & M.A. Sc. (Management Sc.) (Waterloo), Ch. Eng., F.I.E.	BA.(H)	Graduate
Terms and Condition of Appointment & Reappointment	Terms and Condition are as decided by the Board.	Terms and Condition are as decided by the Board.	Terms and Condition are as decided by the Board.	Terms and Condition are as decided by the Board.
Details of Remuneration sought to be paid	Rs. 150000 p.m.	Rs. 150000 p.m.	Nil	Nil
Last Remuneration drawn	Rs. 50000 p.m.	Rs. 50000 p.m.	Nil	-
Directorship in other Companies	<ol style="list-style-type: none"> <li>1. Indo Australia Mining Private Limited</li> <li>2. Corrkil Solutions (India) Privatelimited</li> <li>3. Indfish Limited</li> <li>4. Enzyme Infra Private Limited</li> <li>5. Jay Ditya Anant Developers Private Limited</li> <li>6. Suzuki (India) Ltd</li> <li>7. Adayana Learning Solutions Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Corrkil Solutions (India) Private Limited</li> <li>2. Indfish Limited</li> <li>3. Enzyme Infra Private Limited</li> <li>4. Jay Ditya Anant Developers Private Limited</li> <li>5. Suzuki (India) Ltd</li> <li>6. Adayana Learning</li> </ol>	<ol style="list-style-type: none"> <li>1.Mima Fab Private Limited</li> <li>2.Sapphire Trade Associates Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1.Worthy Trading Private Limited</li> </ol>

		Solutions Private Limited 7. Pentstemon Florist Private Limited 8. Kanakdhara Trade & Industries Limited 9. Girija-Industrial Promotion Limited		
Membership of Committees of other Companies (Audit Committee /Nomination Committee/Stakeholders Relationship Committee)	NIL	NIL	NIL	NIL
No. of Shares held in the company	-	3,60,620 Equity Shares (1.30%)	-	-
First Appointment by the Board	29/09/2001	08/01/1998	30/05/2017	-
Relationship with another Director, Manager & KMP	Wife of Managing Director Mr. R.K. Bagrodia	Husband of Non-executive Director Mrs. Sneha Bagrodia Father of CFO Mr. Shantanu Bagrodia	-	-
Board Meeting attended (F.Y. 2021-2022)	5	5	5	0