

**BOARD OF DIRECTORS**

SH. R. K. BAGRODIA  
SMT. SNEH BAGRODIA  
SH. SUSHIL KUMAR JAIN  
SH. DIPANKAR SENGUPTA  
SH. SUMER CHAND JAIN

CHAIRMAN-CUM-MANAGING DIRECTOR  
DIRECTOR  
DIRECTOR  
DIRECTOR  
DIRECTOR

**COMPANY SECRETARY**

HIMANSHI MADAN

**STATUTORY AUDITORS**

O. P. BAGLA & CO.  
CHARTERED ACCOUNTANTS  
NEW DELHI

**REGISTERED OFFICE**

VILL. SAREHKHURD, TEHSIL TIJARA  
DISTT. ALWAR, RAJASTHAN

**CORPORATE OFFICE**

D- 61, OKHLA PHASE-1,  
NEW DELHI- 110 020

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## NOTICE

**NOTICE** is hereby given that the Twenty First Annual General Meeting of the members of the company M/s Winsome Breweries Limited will be held on Monday, the 30<sup>th</sup> day of September, 2013 at 11.00 a.m. at its Registered Office of the company at Village Sarekhurd, Tehsil Tijara, Distt. Alwar, Rajasthan to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March 2013 and the Profit & Loss Account for the year ended on that date and report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dipanker Sen Gupta and Mrs. Sneh Bagrodia who retire by rotation and being eligible offer themselves for re-appointment.
3. To appoint Statutory Auditors & fix their remuneration. The retiring Auditors M/s O. P. Bagla & Co., Chartered Accountants, are eligible for re-appointment.

### SPECIAL BUSINESS

To consider and thought fit, to pass with or without modification (s) the following resolutions as an ordinary resolution:

4. "Resolved that as per the applicable provisions of the Companies Act, 1956 and subject to the approval of the shareholder at the meeting, Mr Sumer Chand Jain be and is hereby appointed as the Director of the Company."
5. "Resolved that pursuant to section 269, 309 and 198 and schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the company be and is hereby accorded to the re-appointment of Mr. R. K. Bagrodia as Managing Director of the company and to his being paid and provided remuneration, benefits and amenities as the managing director of the company for a period of 5 years w. e. f. 01.01.2013 on the terms, conditions and stipulations contained in the agreement entered into between the company and Mr. R. K. Bagrodia a copy of which is placed before the meeting and, for the purposes of identification, initialed by the Chairman."

By Authority of the Board  
**For Winsome Breweries Limited**

**(R. K. BAGRODIA)**  
(Chairman-Cum-Managing Director)

Place: New Delhi  
Date: 31<sup>st</sup> May, 2013

### NOTES :

1. 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.
2. The Register of Members and Share transfer Books of the Company shall remain closed from 26<sup>th</sup> September 2013 to 30<sup>th</sup> September 2013 (both days inclusive).
3. Members are required,
  - (I) To notify change of address, if any
  - (II) To bring their copy of Annual Report to the meeting.
  - (III) To provide the company or Its Registrar the details of their E-mail address.
4. Members desirous of having any information on Accounts are requested to address their Queries to the Company Secretary latest by 20<sup>th</sup> September 2013 so that the requisite information is available at the meeting.

### EXPLANATORY STATEMENT AS PER SECTION 173(2) OF THE COMPANIES ACT, 1956

#### ITEM NO. 4

As Mr. Sumer Chand Jain was appointed as the Additional Director of the Company on 29.05.2013 and seeing his performance and suggestions for the good working of the company it is proposed to appoint him as the Director on the Board of the Company, subject to the approval of the shareholders at this Annual General Meeting.

Hence the ordinary resolution at the Item No. 4

None of the Directors is interested in the resolution, except Mr. Sumer Chand Jain.

**ITEM NO.5**

The Board of Directors at their meeting held on 31.01.2013 have re-appointed Mr. R. K. Bagrodia as managing Director for a further period of 5 years w.e.f. 01.01.2013 subject to approval of the members of the company and other statutory approvals as may be necessary.

Mr. R. K. Bagrodia, the Managing Director of the company was going to retire on 31.12.2012 Mr. R. K. Bagrodia, being the capable person, is re-appointed as the managing director for a period of five years commencing from 01.01.2013

**REMUNERATION:**

(A) Salary not exceeding 100,000/- per month.

Perquisites:

1. Contribution to Provident Fund & Superannuation fund to the extent these either singly or put together are not taxable under Income Tax Act.
2. Gratuity will be allowed at the rate of 15 days salary for each year of service.
3. Leave with full pay as per Rules of the company encashment, and unavailed leave being allowed at the end of tenure.
4. Free furnished residential accommodation with gas, electricity, water & furnishings or unfurnished accommodation with gas, electricity and furnishings, and company's furniture on a rental basis as per schedule applicable to the Senior Executives of the company.
5. Reimbursement of medical expenses incurred in India or abroad and including hospitalisation, nursing home and surgical charges for himself & family.
6. Reimbursement of actual traveling expenses for proceeding on leave from Delhi to any place in India and return there from once in a year in respect of himself & family.
7. Reimbursement of membership fee for clubs.
8. Personal accident insurance policy in accordance with the scheme applicable to senior employees.

Hence the ordinary resolution at the Item No. 5

None of the Directors is interested in the resolution, except Mr. Rajendra Kumar Bagrodia and Mrs. Sneha Bagrodia.

**DIRECTOR'S REPORT**

TO THE MEMBERS,

Your Directors are pleased to present their Twenty First Annual Report together with the Audited Financial Statement of your Company for the year ended on 31<sup>st</sup> March 2013.

**FINANCIAL RESULTS :**

	<b>2012- 2013</b>	<b>(Amount in Rs.) 2011-2012</b>
Sales	631814906.76	563933020.68
Profit/(loss) before Depreciation	27362197.99	30985195.58
Less Depreciation	13278223.04	19931559.30
Net Profit/ (Loss) for the year before Exceptional/Extraordinary items & Tax	14083974.95	11053636.28
Exceptional/Extraordinary items	0.00	0.00
Profit/(Loss) before tax	14083974.95	11053636.28
Provision for Tax		
- Current Tax	3000000.00	2250000.00
- Deferred Tax	235113.21	4705258.15
- Income Tax Adjustment	102768.00	25178.00
Net Profit/(Loss) after Tax	10746093.74	4073200.13

**DIVIDEND:**

In view of the above financial results and not adequate profits, your Directors express their inability to recommend any dividend for the year under review.



**OPERATIONS:**

During the fiscal under review, turnover of the Company Increased from Rs. 5639.33 Lac to Rs. 6318.14 Lac and earned profit of Rs. 140.84 Lac against last year profit of Rs. 110.54 Lac. However the company is striving hard to further increase the utilisation of the capacity as well as profitability this year.

**FUTURE PROSPECTS:**

The company is continuing its arrangement with United Breweries Limited and has continuously increased its capacity and capacity utilisation. In order to have maximum capacity utilisation, your company is also discussing the possibilities of tie up with several other foreign companies, as they consider our plant as one of the best in India. Your directors strongly feel that the company's financial position and profitability will definitely increase due to all these arrangements.

**AUDITOR'S REPORT AND RE-APPOINTMENT:**

With reference to the observations made by the Auditors in their report, the Directors wish to state that the observations have been dealt with by making relevant notes in the Accounts and do not require any further clarification/comments. Your Company's auditors M/s O. P. Bagla & Co. retire at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for the re-appointment. You are requested to appoint the Auditors and fix their remuneration.

**DIRECTORS:**

In accordance with the Companies Act, 1956 and Articles of Association of the Company, Mr. Dipanker Sen Gupta and Mrs. Sneh Bagrodia, Directors of the Company will retire by rotation and being eligible offer themselves for the re-appointment.

**DIRECTORS RESPONSIBILITY STATEMENT:**

As required under section 217 (2AA) of the Companies Act, 1956 your Directors state that:

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed alongwith proper explanation relating to materials departures in the financial statement.
2. The accounting policies have been selected and applied consistently and judgements and estimates have been reasonably & prudently made when required so as to give a true & fair view of the state of affairs of the Company at the end of the financial year and of the profit & loss of the Company for the period.
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The annual accounts for the financial year have been prepared as an on- going concern basis.

**PUBLIC DEPOSITS:**

Your Company has not accepted any public deposits under the provision of Section 58A of the Companies Act, 1956 and the Rules made thereunder.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Information pursuant to Section 217 (1) (c) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 is given in the Annexure, forming part of this report.

**PARTICULARS OF EMPLOYEES:**

During the year under review, no employee whether employed for the whole of the year or part of the year was drawing remuneration exceeding the limit as laid down U/s 217 (2A) of the Companies Act, 1956. Therefore, the information as required U/s. 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of Employees) Rules, 1975, is not required to be given.

**ACKNOWLEDGEMENTS:**

The directors place on record their deep appreciation for the dedication and efforts of the executives, staff and workers of the company at all levels. Your Directors are specially thankful to the esteemed shareholders for their continued trust and confidence which they have reposed in the Company.

For and on behalf of the Board

Place: New Delhi  
Date: 31<sup>st</sup> May, 2013

**(R.K. Bagrodia)**  
(Chairman-Cum-Managing Director)

**Annexure to the Directors' Report****A) Conservation of energy:**

As the Company's product does not fall under the schedule under the Companies (Disclosure of Particulars of Board of Directors) Rules, 1988, no particulars with regard to conservation of Energy has been given.

**B) Research and Development:**

The Company has established a technologically advanced laboratory within the factory premises equipped with the latest indigenous and imported equipments & instruments.

1. Specific areas in which R&D was carried out by the Company.
  - i) To improve malt extraction process.
  - ii) To ensure better recovery & reduce effluents & waste.
  - iii) To modify & improve process technology to achieve stringent international quality parameters and reduce cost of production.
  - iv) To develop new exotic brands of Beer with new tastes & flavours.
  - v) To develop yeast recovery system.
2. Benefits derived as a result of above R&D.
 

The company's products are carrying premium in the market because we have achieved stringent international quality standards on a sustainable basis on account of our R & D efforts.

**3. CAPITAL EXPENDITURE:**

	year ended 31.03.2013 (in Rs.)	year ended 31.03.2012 (in Rs.)
a) Capital expenditure	Nil	Nil
b) Recurring	Nil	Nil
c) Total	Nil	Nil
d) Total R&D expenditure as a percentage of total turnover.	Nil	Nil

**C) TECHNOLOGY ABSORPTION:**

The company has fully absorbed the brewing technology & recipe provided by our erstwhile Collaborator, HENNINGER BRAU of Germany. To match its sophistication, the company has employed technically qualified engineers, chemists and microbiologists.

**D) FOREIGN EXCHANGE EARNING AND OUTGO:**

	Year ended 31.03.2013 (in Rs.)	Year ended 31.03.2012 (in Rs.)
a) Foreign Exchange Earning	—	—
b) Foreign Exchange outgo		
i) Capital goods	—	—
ii) Raw materials	—	—
iii) Packing materials & stores	—	—
iv) Travelling expenses	35,118.00	6,49,146.00

**E) INFORMATION ON POLLUTION CONTROL MEASURES FORMING PART OF THE DIRECTORS' REPORT:**

Your company on an ongoing basis is monitoring & maintaining environment and pollution control parameters at its plant site. The company is maintaining proper effluent treatment plant and has planted trees to keep the environment free from pollution. The company is regularly monitoring & submitting reports to the Rajasthan Pollution Control Board for the Air and Effluent Treatment parameters.

For and on behalf of the Board

Place: New Delhi

**(R. K. Bagrodia)**

Date: 31st May, 2013

Chairman-Cum-Managing Director



## CORPORATE GOVERNANCE

The Company's compliance of Corporate Governance for the financial year April 1, 2012, to March 31, 2013 as per clause 49 of the Listing Agreement is as follows :

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

WINSOME BREWERIES LTD has an unwavering commitment to uphold sound corporate governance standards and highest business conduct. The company has always worked together building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of corporate governance- integrity, equity, transparency, fairness, disclosure, accountability and commitment to values.

The company has developed the practices to fulfill its corporate responsibilities to various stakeholders and believes in following good governance. The good governance process consists of commitment in doing business in an efficient, honest, responsible and ethical manner.

The company is committed to best Corporate Governance and has fully complied with the requirements of clause 49 of the Listing Agreement with the Stock Exchange. The company firmly believes that good corporate governance is founded upon the principles of transparency, independent monitoring and accountability for performance and environmental consciousness including growth-oriented approach.

### BOARD OF DIRECTORS

The composition of the Board of Directors is in conformity with the clause 49 of the Listing Agreement.

None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees (as specified in clause 49) across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

Composition of the Board of Directors and other details as on 31st March 2013 is as under :

Name of Director	Executive/ Independent/ Non Executive	No. of Board Meetings Attended	Attendance at Previous AGM as on 29.09.2012	*No. of outside Director-ships in Public companies	*No. of outside Director-ships in Private Companies	**No. of Chair-manship in other Board Committe	**No. of Member-ship in other Board Committe
R. K. Bagrodia	Executive	5	Absent	4	14	—	—
Mrs. Sneha Bagrodia	Non-Executive	4	Present	2	4	—	—
Sushil Kumar Jain	Independent Director	2	Present	1	21	3	—
Ved Pal Choudhary	Independent Director	4	Present	1	3	—	3
Dipankar Sengupta	Independent Director	1	Absent	1	4	—	3

\* Directorship in foreign companies and associations are excluded.

\*\* Represents Membership/ Chairmanship of Audit Committee, Shareholders/ Investors' Grievances Committee and Remuneration Committee.

There are no Nominee Directors or Institutional Directors on the Board.

Board Meetings held during the year: 30<sup>th</sup> April 2012, 31<sup>st</sup> July 2012, 03<sup>rd</sup> September, 2012, 31<sup>st</sup> October, 2012, 31<sup>st</sup> January, 2013.

### AUDIT COMMITTEE

The Company has an Audit Committee comprising of 3 members all of whom are independent Directors. The Chairman of the Committee is Mr. Sushil Kumar Jain with Mr. Ved Pal Choudhary and Mr. Dipankar Sengupta as its members.

#### Brief Description of the terms of reference:

All the members of the Audit Committee have good sound knowledge of finance and accounts. The role and terms of reference of the Audit Committee covers area as mentioned under clause 49 of the Listing Agreement and section 292A of the Companies Act, 1956 including their role, powers and duties, quorum for meeting and frequency of meetings.

The Board delegates the following powers to the Audit Committee:

1. To oversee financial reporting processes.
2. To monitor the financial reporting system within the company.
3. To review the quarterly, half-yearly and annual financial results and submitting the observations to the Board of Directors.



4. To discuss with the external auditors about the scope of the audit.
5. To seek information from any employee and to take outside legal or other professional advice.
6. To review the annual budget, annual audit plan, legal compliance reporting system, implementation of policies in accounting and financial requirements.
7. To advise the management where great attention is required with respect to audit.

**The Audit Committee:-**

- 1 To check the Company's financial reporting system and the disclosure of its financial information to ensure that the financial statement is true and correct.
2. To recommend to the Board the appointment, re-appointment, if required, of statutory auditor and fixation of audit fees and other remuneration.
3. To Review the quarterly compliance certificates received on compliance with company's laid down policies and practices, accounting standards, all fiscal, commercial and statutory laws, as applicable.
4. To review with the management the financial results for each quarter/ period before being placed to the Board of Directors for approval.
5. To review with the management the annual financial statement before submission to the Board for approval.
- 6 Responsible for effective supervision of the financial reporting process, ensuring financial, accounting and operating controls and ensuring compliance with established policies and procedures.
- 7 To discuss with the external auditor before the audit commences, the nature and scope of audit as well as post -audit discussion to ascertain any area of concern.
- 8 To determine adequacy of internal controls and ensures its effectiveness.
- 9 To provide an open means of communication between the internal audit team, the statutory auditors and the Board of Directors.
- 10 To carry out such other function as may be specifically referred to the Committee by the Board of Directors and/or other Committees of the Directors of the company.

Five meetings of the Audit Committee were held during the year. Attendance at meetings during the year:

<b>Director</b>	<b>No. of meetings attended</b>
Sushil Kumar Jain	5
Ved Pal Choudhary	5
Dipankar Sengupta	4

**SHARE TRANSFER AND INVESTOR GRIEVANCE COMMITTEE**

The Share Transfer and Investor Grievance Committee comprises of 3 members, of which all are independent Directors. The Chairman of the Committee is Mr. Sushil Kumar Jain with Mr. Dipankar Sengupta & Mr. Ved Pal Choudhary as its members.

Brief Description of the terms of reference:

The functioning and terms of reference of the Committee are as prescribed under and in due compliance with the Listing Agreement with the Stock Exchanges with particular reference to matters relating to registration of share transfer, transmission, issue of duplicate share certificates, forfeiture, approving the split and consolidation requests etc.

The committee, inter alia, oversees and reviews all matters related to shares. The Company also redresses the shareholders and investors complaints like transfer, dematerialisation, non receipt of balance sheet, change of addresses of the shareholders etc.

The committee oversees the performance of the Registrar and Transfer agent.

Four meetings of the investor Grievance Committee were held during the year. Attendance at meetings during the year:

<b>Director</b>	<b>No. of meetings attended</b>
Sushil Kumar Jain	4
Ved Pal Choudhary	4
Dipankar Sengupta	4

The total number of complaints received and replied to the satisfaction of the shareholders during the year under review were 1. The Company attends to the investors, Stock Exchange and SEBI, NSDL correspondence expeditiously and usually a reply is sent within 15 days of receipt except in cases that are constrained by disputes or legal impediments.

**REMUNERATION COMMITTEE**

The Remuneration Committee comprises of 3 members. The Chairman of the Committee is Mr. Sushil Kumar Jain, Independent Director and the other members are Mr. Dipankar Sengupta and Mr. Ved Pal Choudhary.

**Brief description of the terms of reference:**

The remuneration committee has been constituted for the recommendation for fixation and periodic revision of the





remuneration of Managing Director and Executive Directors of the company based on the performance and defined assessment criterion. The role and terms of reference of the Committee are as prescribed under the Listing Agreement with the Stock Exchanges. The remuneration policy is directed towards rewarding performances, based on review of achievements on a periodical basis. It also reviews all other aspects of benefits and compensation to employees throughout the Company including policies on the same. Three meetings of the Remuneration Committee were held during the year. Attendance at meetings during the year:

Director	No. of meetings attended
Sushil Kumar Jain	3
Ved Pal Choudhary	3
Mr. Dipankar Sengupta	3

#### REMUNERATION PAID TO DIRECTOR IN THE YEAR 2012-13

The salary paid to the Managing Director of the company Mr. R. K. Bagrodia amounts to:

Salary	Rs. 7,50,000.00
Gratuity	Rs. 57,692.00

The salary paid to the Director of the company Mrs. Sneha Bagrodia amounts to: Rs. 7,20,000/- per annum.

Sitting fees paid to Non- Executive Directors:

Sl. No.	Name of the Director	Sitting fees (Rs.)	Commission (Rs.)	Total (Rs.)
1.	Ved Pal Choudhary	4,000/-	—	4,000/-
2	Sneh Bagrodia	2,000/-	—	2,000/-
3	Sushil Kumar Jain	1,000/-	—	1,000/-
5.	Dipankar Sengupta	1000/-	—	1000/-

#### ANNUAL GENERAL MEETINGS

Location and time for the last three AGM's:

Year	Date	Venue	Time
2009-2010	30.09.2010	Village Sarekhurd, Tehsil Tijara, Distt. Alwar, Rajasthan.	11.00 A.M.
2010-2011	30.09.2011	— Same —	11.00 A.M.
2011-2012	29.09.2012	— Same —	11.00 A.M.

No postal ballot resolutions were passed.

#### EXTRA ORDINARY GENERAL MEETINGS

No Extra Ordinary General Meeting of the shareholders of the company was held during the financial year of the company.

#### DISCLOSURE

During the year 2012-13, the company has related party transactions as is envisaged under the Corporate Governance code which have been mentioned in Note 37 to the Accounts.

There were no transactions of material nature with the directors or the management or their relative etc. during the year that had potential conflict with the interests of the company at large.

There was no non-compliance during the last three years by the company on any matter related to capital markets. There was no penalties imposed or strictures passed on the company by the Stock Exchanges, SEBI or any other statutory authority.

#### MEANS OF COMMUNICATIONS

##### Quarterly Results

The quarterly, half-yearly and yearly financial results are sent to the Stock Exchange immediately after the Board approves the same. Wide publicity is accorded to publication of quarterly results which are published in a widely circulated English daily "Pioneer"/ "Statesman" and a Hindi daily "Adhikar" as is required under the Listing Agreement with the Stock Exchanges. The same are also faxed to the Stock Exchanges where the company is listed.

#### GENERAL SHAREHOLDER INFORMATION

Annual General Meeting :-Date time & venue

The Twenty First Annual General Meeting is scheduled to be held on Monday the 30<sup>th</sup> day of Sept. 2013 at 11.00 A.M. at the registered office of the company at Village Sarekhurd, Tehsil Tijara, Distt. Alwar, Rajasthan as per notice enclosed with the Annual Report.

##### Date of book closure

The books will be closed for the purposes of the Annual General Meeting from 26<sup>th</sup> Sept. 2013 (Thursday) to 30<sup>th</sup> Sept. 2013 (Monday), both days inclusive.

##### Listing on stock Exchanges

Bombay Stock Exchange Limited, Stock Exchange Building, Dalal Street, Mumbai

##### Depositories

##### 1. National Securities Depositories Limited

Trade World, 4<sup>th</sup> Floor, Kamala Mill Compound, Lower Parel, Mumbai-13.

##### 2. Central Depositories Services Limited

P. J. Towers, 28<sup>th</sup> Floor, Dalal Street, Mumbai-23

##### Registrar & Transfer Agent

The company has appointed Skyline Financial Services Pvt. Ltd., D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020 as its Registrar and Share Transfer Agent for handling both physical and demat operations.



**Distribution of shareholding as on 31<sup>st</sup> March, 2013**

No. of shares	No. of shareholders	% of total shareholders	No. of shares	% of total shares
01 to 500	10173	78.13	36,69,493	13.26
501 to 1000	2092	16.07	17,37,280	6.28
1001 to 2000	463	3.56	7,20,711	2.60
2001 to 3000	110	0.84	2,83,815	1.03
3001 to 4000	44	0.34	1,56,944	0.57
4001 to 5000	31	0.24	1,43,892	0.52
5001 to 10,000	43	0.33	2,98,258	1.08
10,001 and above	64	0.49	2,06,58,507	74.66
<b>Total</b>	<b>13,020</b>	<b>100.00</b>	<b>2,76,68,900</b>	<b>100.00</b>

Particulars	No. of shares held	% of shares held
Promoters Holding	1,26,80,403	45.83
Mutual Funds & UTI	33,600	0.12
Banks, Financial Institution & Insurance Companies	400	0.00
FII's	0	0.00
Private Corporate bodies	68,66,877	24.82
Indian Public	75,54,510	27.30
NRI's/OCBs	5,33,110	1.93
<b>Total</b>	<b>2,76,68,900</b>	<b>100.00</b>

**Dematerialisation of shares and liquidity**

The trading of the Company's equity shares falls under the category of compulsory delivery in demat mode under ISIN code INE 391C01011 in respect of all categories of investors. The shares can be held in the dematerialised form with the Depository Participants which are either National Security Depository Limited or Central Depository Services Limited. 32.47% of the total shares have been dematerialised upto 31<sup>st</sup> March, 2013.

**Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion dates and likely impact on equity**

We have no GDRs/ ADRs/ Warrants or any convertible instruments

**Plant Location:**

Village Sarekhurd, Tehsil Tijara, Distt. Alwar, Rajasthan.

**Address for Correspondence:**

Regd. Office : Village Sarekhurd, Tehsil Tijara, Distt. Alwar, Rajasthan

Corporate Office : D-61, Okhla Phase-1, New Delhi -110 020.

Place: New Delhi  
Date: 31<sup>st</sup> May, 2013

For & on behalf of the Board  
R. K. Bagrodia  
Chairman - Cum - Managing Director

**AUDITORS' CERTIFICATE**

To the Members of  
Winsome Breweries Ltd.

We have examined the compliance of conditions of corporate governance by WINSOME BREWERIES LTD, for the 12 month period ended on 31<sup>st</sup> March, 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For O. P. BAGLA & COMPANY  
Chartered Accountant

MUKUL BAGLA  
Partner

Place: New Delhi  
Date : 31<sup>st</sup> May, 2013



## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF WINSOME BREWERIES LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of WINSOME BREWERIES LIMITED, which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

Subject to the foregoing, in our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet, Profit and Loss Account and the Cash Flow Statement read together with Notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :-

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2013;
- (ii) in the case of the statement of profit and loss, of the PROFIT for the year ended on that date; and
- (iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditors' Report) Order, 2003, as amended by the Companies (Auditors' Report) (Amendment) Order 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraph 4 and 5 of the Order.
- 2) As required by section 227(3) of the Act, we report that :-
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of audit.
  - b) In our opinion, proper book of accounts as required by the law, have been kept by the Company so far as appears from our examination of those books **subject to Note No. 25 regarding accounting of certain items on cash basis.**
  - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Profit and Loss Account, and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 **except AS-1 regarding accounting of certain items on cash basis as stated in Note No. 25.**
  - e) On the basis of the written representations received from the directors as at 31 March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - f) **Attention is invited to the following notes of Accounts :**
    - (I) i) **Non-Provisioning against finished goods lying in the possession of an ex-C&F Agent and demand raised as stated in Note No. 28 (amount unascertainable).**
    - ii) **Balances of certain sundry debtors, sundry creditors, capital advance, (shown under capital work in progress) loans and advances, unsecured loans and certain bank balances, which are subject to confirmation and reconciliation and impact whereof on the profit for the year and balance in profit & loss account is not ascertainable (Note No. 27).**
    - iii) **Note No. 30 regarding contingent liability taken on management estimation basis and our inability to comment on correctness and completeness of the same.**
    - (II) **Non-Provisioning for interest payable on foreign currency loan amounting to Rs. 1,81,31,810.62 (excluding exchange fluctuation amount unascertained) (Note No. 25), as stated in the said note.**
  - g) **We further report that the balance in Profit and Loss Account are without considering items mentioned in 2(f) (I)(i) to (iii) above the effect of which could not be determined. Had the effect of items mentioned in 2(f) (II)(i) above been given to in these accounts, credit balance in Profit and Loss Account would have been Rs. 473880 (as against the reported credit figure of Rs.18,605,691) and unsecured loan would have been Rs.77,990,160 (as against the reported figure of Rs.59,858,349),**

For O.P. BAGLA & CO.  
Chartered Accountants

**(MUKUL BAGLA)**  
**PARTNER M.N. 94156**  
**FIRM REGN NO. 000018N**

Place: New Delhi.  
Date : 31<sup>st</sup> May, 2013



## Annexure to the Auditors' Report

(Referred to in paragraph 1 of our Report of even date: Winsome Breweries Ltd. for the year ended 31<sup>st</sup> March, 2013)

- i) (a) The Company has maintained records showing full particulars including quantitative details and situation of fixed assets, however the same needs to be Completed/Updated.  
(b) As explained to us, the fixed assets are being physically verified by the management (as per the programme in a phased periodical manner), which in our opinion is reasonable, having regard to the size of the company and nature of its fixed assets.No material discrepancies were noticed on such verification.  
(c) As per the records and the information and explanations given to us, no fixed assets have been disposed off during the year.
- ii) (a) As explained to us, inventories (except stock lying with third parties) have been physically verified by the management at regular intervals during the year.  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
(c) The company is maintaining proper records of inventories and no material discrepancies were noticed on physical verification.
- iii) (a) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.Further clause 4(iii) b,c, and d are not applicable  
(e) The company has not taken unsecured loan from a company covered in the register maintained under section 301 of the Companies Act, 1956. Further, Clause 4(iii) (f) & (g) of the order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, the internal control system is commensurate with the size of the company and nature of its business for the purchase of inventory, fixed assets and for the sale of goods. We have not observed any continuing failure to correct major weaknesses in internal control.
- v) (a) According to the information and explanations given by the management and based on our audit procedures performed, the transactions that need to be entered into the register maintained under section 301 of the Companies Act,1956 have been so entered.  
(b) Such transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- vi) The company has not accepted any deposit from the public, within the meaning of the directives issued by Reserve Bank of India and the provisions of sections 58A and 58AA and any other relevant provisions of the Act and the rules framed thereunder
- vii) In our opinion, the company has internal audit system commensurate with the size and nature of its business.
- viii)The central government has prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of the manufacturing activities of the Company. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion, that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out a detailed examination of the same.
- ix) (a) According to the records of the company, the company is generally regular in depositing (except delay of some days) undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Wealth Tax, Income Tax, Service Tax, Sales Tax, Custom duty, Excise duty, Cess and other material statutory dues with the appropriate authorities and there are no undisputed statutory dues payable for a period of more than six months from the date they became payable as at 31<sup>st</sup> March 2013 except dues of Sales Tax as stated below:

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Due Date	Date of Payment
Sales Tax Act (Patna)	Sales Tax	484543.77	1998-99	15 <sup>th</sup> April 1999	Not paid till date
		267036.39	1999-00	15 <sup>th</sup> July 1999	

As informed to us , Employees' State Insurance is not applicable to the Comapany.

- (b) According to the records of the company and the information and explanations given to us, there are no dues in respect of income tax, customs duty, wealth tax, cess matters that have not been deposited with the appropriate authorities on account of any dispute and the dues in respect of sales tax and excise duty that have not been deposited on account of dispute are as stated below :



Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where pending
Rajasthan State Excise Act	Excise duty	31147.75	1997-98	High Court
Rajasthan State Excise Act	Excise duty	3049576.00	1995-96	Revenue Board

- x) There are no accumulated losses of the company as at the end of the year. The company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xi) According to the information and explanations given to us, there is no default in repayment of dues of Financial Institutions and Banks.
- xii) In our opinion and according to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The Company is not a chit fund or a nidhi/ mutual benefit fund/ society, therefore the provisions of Clause 4(xiii) of the Order are not applicable to the company.
- xiv) In our opinion and according to the information and explanations given to us, the company is not dealing in or trading in shares, securities, debentures and other investment. Therefore, the provisions of Clause 4 (xiv) of the Order are not applicable to the Company.
- xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi) According to the information and explanations given to us, the term loans taken by the company have been applied for the purposes for which the loans were obtained.
- xvii) According to the information and explanations given to us and on an overall examination of the financial statements of the company, no funds raised on short term basis have been used for long term investment and vice versa.
- xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956 during the year.
- xix) The company has not issued any debentures.
- xx) The company has not raised any money by public issue during the year.
- xxi) Based on the audit procedures performed and on the basis of the information and explanations provided by the management, no material fraud on or by the company has been noticed or reported during the course of the audit.

**For O. P. Bagla & CO.**  
Chartered Accountants

Place: New Delhi.  
Date: 31st May, 2013

**(MUKUL BAGLA)**  
**PARTNER**

**M. No. 94156**  
**FIRM REGN NO. 000018N**

**Balance Sheet as at 31st March 2013**

<b>PARTICULARS</b>	<b>Notes</b>	<b>As At 31.03.2013 Amount in Rs</b>	<b>As At 31.03.2012 Amount in Rs.</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	276,689,000.00	276,689,000.00
Reserves & Surplus	3	21,316,279.43	10,570,185.69
		<u>298,005,279.43</u>	<u>287,259,185.69</u>
<b>Non-Current Liabilities</b>			
Long-term borrowings	4	80,749,855.79	83,756,451.85
Deferred tax Liabilities	5	6,567,013.34	6,331,900.13
Long-term Provisions	6	1,652,684.84	949,931.38
		<u>88,969,553.97</u>	<u>91,038,283.36</u>
<b>Current Liabilities</b>			
Trade Payables	7	90,349,085.11	94,167,768.08
Other current Liabilities	8	23,936,948.41	27,947,331.16
Short-term Provisions	9	2,407,962.00	1,316,092.00
		<u>116,693,995.52</u>	<u>123,431,191.24</u>
<b>Total</b>		<u>503,668,828.92</u>	<u>501,728,660.29</u>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible assets	10	74,587,703.76	50,589,698.55
Capital Work-in-Progress		15,038,679.60	49,119,907.05
Non-current Investments	11	194,000.00	194,000.00
	12	60,000.00	60,000.00
		<u>89,880,383.36</u>	<u>99,963,605.60</u>
<b>Current Assets</b>			
Inventories			
Trade receivables	13	51,380,599.82	39,020,601.18
Cash and Bank balances	14	2,814,777.52	27,603,051.71
Short-term loans and advances	15	1,178,172.04	2,301,665.44
Other current assets	16	110,162,548.00	128,175,689.00
	17	248,252,348.18	204,664,047.36
		<u>413,788,445.56</u>	<u>401,765,054.69</u>
<b>Total</b>		<u>503,668,828.92</u>	<u>501,728,660.29</u>

**Significant Accounting Policies**

1

The accompanying Notes 1 to 40 form an integral part of these financial statements.

In terms of our report of even date annexed

For O.P.BAGLA & CO.  
Chartered AccountantsHimanshi Madan  
Company Secretary

For and on behalf of the Board

R.K. Bagrodia  
Chairman-cum-Managing DirectorMUKUL BAGLA  
Partner  
Place New Delhi.  
Date: 31st May, 2013Sushil Kumar Jain  
Director



**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2013**

	NOTES	For the year ended 31.03.2013 Amount in Rs.	For the year ended 31.03.2012 Amount in Rs.
<b>Revenue :</b>			
Revenue from operations	18	641,592,841.46	573,300,779.93
Other Income	19	5,962,570.00	21,950,225.15
Increase/Decrease in Stock	20	4,021,608.51	(1,920,745.97)
Total Revenue		<b>651,577,019.97</b>	<b>593,330,259.11</b>
<b>Expenses :</b>			
Cost of Materials Consumed	21	373,629,566.97	371,002,493.68
Employee benefits Expense	22	38,509,407.46	31,189,922.00
Finance costs	23	7,820,633.27	8,335,382.75
Depreciation and amortization expense	10	13,278,223.04	19,931,559.30
Other Expenses	24	204,255,214.28	151,817,265.10
Total expenses		<b>637,493,045.02</b>	<b>582,276,622.83</b>
<b>Profit/Loss for the year before exceptional/ extraordinary items &amp; tax</b>		<b>14,083,974.95</b>	<b>11,053,636.28</b>
Exceptional/Extraordinary items		<b>0.00</b>	<b>0.00</b>
Profit before tax		<b>14,083,974.95</b>	<b>11,053,636.28</b>
Tax Expense :			
Current tax			
Current year		3,000,000.00	2,250,000.00
Earlier years		102,768.00	25,178.00
Deferred tax			
Current year		235,113.21	4,705,258.15
<b>Profit for the Period</b>		<b>10,746,093.74</b>	<b>4,073,200.13</b>
Basic/Diluted Earnings per equity share (Rs.)		<b>0.39</b>	<b>0.15</b>

**Significant Accounting Policies**

1

The accompanying Notes 1 to 40 form an integral part of these financial statements.

In terms of our report of even date annexed

**For O.P.BAGLA & CO.**  
Chartered Accountants

**Himanshi Madan**  
Company Secretary

**For and on behalf of the Board**

**R.K. Bagrodia**  
Chairman-cum-Managing Director

**MUKUL BAGLA**  
Partner  
Place New Delhi.  
Date : 31st May, 2013

**Sushil Kumar Jain**  
Director

**NOTE NO. 1 :****SIGNIFICANT ACCOUNTING POLICIES****I) BASIS OF ACCOUNTING**

These accounts are prepared on the historical cost basis and on accounting principles of a going concern. Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

**II) REVENUE RECOGNITION**

All expenses and income to the extent considered payable and receivable respectively are accounted for on mercantile basis unless specifically stated to be otherwise.

**III) FIXED ASSETS**

Fixed Assets are stated at historical cost inclusive of freight, taxes and duties.

**IV) BORROWING COSTS**

Borrowing cost is charged to the profit & loss account except cost of borrowing for acquisition of qualifying assets which is capitalised till the date of commercial use of the asset.

**V) DEPRECIATION**

Depreciation on Fixed Assets has been provided on "Straight Line Method" at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956 unless specifically stated to be otherwise. Depreciation on addition/deduction has been provided pro-rata w.e.f. the date of such addition/deduction. On technical assessment of the Plant & Machinery, the same is considered as a continuous process plant and depreciation has been provided accordingly.

**VI) FOREIGN CURRENCY TRANSACTIONS**

Foreign Currency loans taken for acquiring imported fixed assets are stated at the rate prevailing at the year end and any increase/decrease in the liability, in respect of such fixed assets, on account of exchange fluctuation is adjusted to fixed assets, on account of exchange fluctuation is adjusted as per AS-11.

**VII) INVESTMENTS**

Long term investments are stated at cost. Current investment are valued at lower of cost or market value.

**VIII) INVENTORIES**

Stock of Raw Materials, Packing Materials, Store and Spares parts, stock in process and finished goods are valued at lower of cost and net realisable value. Obsolete/unusable inventories are provided as and when identified / assessed. Cost for the purpose of Raw Material, Packing Materials and Store and Spares parts is computed on Weighted Average basis. Cost for the purpose of valuation of stock in process and finished goods are determined after considering material, labour and related overheads.

**IX) RESEARCH AND DEVELOPMENT EXPENDITURE**

Revenue expenditure is charged to Profit and Loss Account and capital expenditure is added to the cost of fixed assets in the year in which it is incurred.

**X) CONTINGENT LIABILITIES**

Contingent Liabilities are not provided for and are disclosed by way of a note.

**XI) RETIREMENT BENEFITS**

Contribution to Provident Fund is charged to Profit and Loss Account as incurred. Liability in respect of gratuity is provided on accrual basis.

**XII) SALES**

Sales include Insurance and Handling Charges etc. wherever applicable.

**XIII) TAXATION**

Tax liability is estimated considering the provision of Income Tax Act, 1961. Deferred Tax is recognised subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax asset is recognised and carried forward only to the extent that there is virtual/ reasonable certainty that the assets will be adjusted in future.





	As At 31.03.2013 Amount in Rs.	As At 31.03.2012 Amount in Rs.
<b>2. SHARE CAPITAL</b>		
<b>Equity Share Capital</b>		
<b>Authorised</b>		
2,77,50,000 (2,77,50,000) Equity Shares of par value of Rs. 10/- each	277,500,000.00	277,500,000.00
	<u>277,500,000.00</u>	<u>277,500,000.00</u>
<b>Issued Subscribed &amp; Paid up</b>		
2,76,68,900 (2,76,68,900) Equity Shares of par value of Rs. 10/- each fully paid up in cash	276,689,000.00	276,689,000.00
	<u>276,689,000.00</u>	<u>276,689,000.00</u>

- a) Company has not issued any shares during the year  
b) The holder of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.  
(c) Following Shareholders hold equity shares more than 5% of the total equity shares of the company at the end of the period :-

Name of Shareholder	No. of Shares	% of Shareholding
Kanakdhara Trade & Inds. Ltd.	2,644,000	9.56%
Holmswood Management Ltd.	3,000,000	10.84%
Indfish Limited	5,734,500	20.73%
Pentstemon Florist Pvt. Ltd.	4,144,800	14.98%
Suzuki India Ltd.	1,898,376	6.86%

- (d) The company has not issued shares for a consideration other cash or bonus shares during the immediately preceding 5 years.

### 3. RESERVES AND SURPLUS

<b>Capital Reserve</b>		
As per last Balance Sheet	2,710,588.00	2,710,588.00
<b>Surplus</b>		
As per last balance sheet	7,859,597.69	3,786,397.56
Add: Net Profit after Tax transferred from Statement of Profit & Loss	<u>10,746,093.74</u>	<u>4,073,200.13</u>
	18,605,691.43	7,859,597.69
	<u>21,316,279.43</u>	<u>10,570,185.69</u>

### 4. LONG-TERM BORROWINGS

#### A. TERM LOANS

<b>From Banks</b>		
-Secured	20,891,506.90	27,885,018.55
<b>From Other Parties</b>		
-Unsecured	<u>59,858,348.89</u>	55,871,433.30
<b>NOTES:</b>	<u>80,749,855.79</u>	<u>83,756,451.85</u>

- Term loans from financial institutions & Banks are secured by Vehicles and 1st charge on immovable property (present) in the name of Jay Ditya Anand Developers Pvt. Ltd. situated at D-61, Okhla Industrial Area, Phase-I, New Delhi ranking pari-pasu with the charges created in favour of participating financial institutions and Banks.
- Loan from others parties are unsecured.
- There has been no continuing default on the balance sheet date in repayment of loan and interest.
- The term loans are repayable generally over a period of three to five years in installments as per the terms of the respective agreements.



WINSOME BREWERIES LIMITED

	As At 31.03.2013 Amount in Rs.	As At 31.03.2012 Amount in Rs.
<b>5. DEFERRED TAX LIABILITY</b>		
As At 1st April 2012	6,331,900.13	1,626,641.98
Add : Additional adjustment for current year	235,113.21	4,705,258.15
	<b>6,567,013.34</b>	<b>6,331,900.13</b>
The net increase during the year in the deferred tax liability Rs.2.35 Lacs (previous year increase 47.05 Lacs) has been debited to the Statement of Profit & Loss.		
<b>6. LONG TERM PROVISIONS</b>		
Provision for Gratuity Obligation		
As per last balance sheet	949,931.38	832,528.38
Additions during the year	702,753.46	117,403.00
<b>Total</b>	<b>1,652,684.84</b>	<b>949,931.38</b>
<b>7. TRADE PAYABLES</b>		
Trade Payables -		
For Capital Expenditure	9,158,843.05	9,887,899.25
- Others	81,190,242.06	84,279,868.83
	<b>90,349,085.11</b>	<b>94,167,768.08</b>
<b>8. OTHER CURRENT LIABILITIES</b>		
Current maturities of long term debts	7,625,917.85	6,609,664.45
Interest accrued but not due on borrowings	216,319.66	265,653.73
Provision for expenses	6,366,518.14	5,767,735.81
Deposits Received	5,515,000.00	5,690,000.00
Advances from Customer and others	2,020.00	5,732,629.01
Statutory Dues Payable	4,211,172.76	3,881,648.16
<b>TOTAL</b>	<b>23,936,948.41</b>	<b>27,947,331.16</b>
<b>9. SHORT TERM PROVISIONS</b>		
<b>Provision for Taxation</b>		
Opening Balance	2,250,000.00	1,850,000.00
Provided during the year	3,000,000.00	2,250,000.00
Adjustment during the year	(2,250,000.00)	(1,850,000.00)
Income Tax Paid / Tax deducted at source during the year	(592,038.00)	(933,908.00)
<b>TOTAL</b>	<b>2,407,962.00</b>	<b>1,316,092.00</b>

**10. FIXED ASSETS  
TANGIBLE ASSETS**

S. No.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		As at 1.4.2012	Addition	SALE/ADJ	As at 31.3.2013	As at 1.4.2012	DEP FOR THE YEAR	SALE/ADJ	UP TO 31.3.2013	As at 31.3.2013	As at 31.3.2012
1	Freehold Land	2,707,476.00	0.00	0.00	2,707,476.00	0.00	0.00	0.00	0.00	2,707,476.00	2,707,476.00
2	Building	3,995,5137.26	0.00	0.00	39,955,137.26	15,024,046.68	1,334,501.58	0.00	16,358,548.26	23,596,589.00	24,931,090.58
3	Plant & Machinery	155,877242.89	36,347,610.25	0.00	192,224,853.14	137,458,195.56	10,318,035.52	0.00	147,776231.08	44,448,622.06	18,419,047.33
4	Electric Installation	14,223,092.08	0.00	0.00	14,223,092.08	12,771,322.77	750,979.26	0.00	13,522,302.03	700,790.05	1,451,769.31
5	Motor Vehicles	7,559,413.00	1,121,017.00	1,948,270.00	6,732,160.00	4,955,228.28	700,869.39	1,537,036.00	4,119,061.67	2,613,098.33	2,604,184.72
6	Furniture, Fixtures & Office Equipments	3,197,281.01	218,835.00	0.00	3,416,116.01	2,721,150.40	173,837.29	0.00	2,894,987.69	521,128.32	476,130.61
	<b>Current Year</b>	<b>223,519,642.24</b>	<b>37,687,462.25</b>	<b>1,948,270.00</b>	<b>259,258,834.49</b>	<b>172,929,943.69</b>	<b>13,278,223.04</b>	<b>1,537,036.00</b>	<b>184,671,130.73</b>	<b>74,587,703.76</b>	<b>50,589,698.55</b>
	<b>Previous Year</b>	<b>223,116,404.24</b>	<b>403,238.00</b>	<b>0.00</b>	<b>223,519,642.24</b>	<b>152,998,384.39</b>	<b>19,931,559.30</b>	<b>0.00</b>	<b>172,929,943.69</b>	<b>50,589,698.55</b>	<b>70,118,019.85</b>



	As At 31.03.2013 Amount in Rs.	As At 31.03.2012 Amount in Rs.
<b>11. NON CURRENT INVESTMENTS</b>		
<b>Long Term Investments (At Cost)</b>		
(Other than trade)		
NSC	133,000.00	133,000.00
IVP	1,000.00	1,000.00
<b>Equity Instruments (fully paid up)</b>		
<b>UNQUOTED</b>		
<b>OTHERS</b>		
5000 Equity Shares ( P.Y. 5000 ) of Unwire India Pvt. Ltd. of Rs. 10/- each	50,000.00	50,000.00
1000 Equity Shares ( P.Y. 1000 ) of Winsome Anant Breweries Pvt. Ltd. of Rs. 10/- each	10,000.00	10,000.00
	<u>194,000.00</u>	<u>194,000.00</u>
<b>Quoted Investments</b>		
Book Value	0.00	0.00
Market Value	0.00	0.00
<b>Unquoted Investments</b>		
Book Value	60,000.00	60,000.00
Investments have been valued as per accounting policy no. VII disclosed in Note no. 1 to these financial statements.		
<b>12. OTHER NON CURRENT ASSETS</b>		
Bank deposits with more than one year maturity	60,000.00	60,000.00
	<u>60,000.00</u>	<u>60,000.00</u>
<b>13. INVENTORIES</b>		
(As certified by the Management)		
Raw Materials	7,743,773.77	4,664,484.59
Work-in-Process	11,019,663.00	10,122,200.00
Finished Goods	9,430,212.01	6,306,066.50
Stores and Spares(Including Packing Material)	21,765,385.04	17,250,038.09
Stock in Transit	1,421,566.00	677,812.00
	<u>51,380,599.82</u>	<u>39,020,601.18</u>
a) Inventory items have been valued considering the Significant Accounting Policy No.VIII disclosed in Note no. 1 to these financial statements.		
<b>14. TRADE RECEIVABLES</b>		
(Unsecured Considered good unless otherwise stated)		
<b>a) Debts outstanding for a period exceeding six months</b>		
- Considered Good	0.00	21,680.00
<b>b) Other Debts</b>		
- Considered Good	2,814,777.52	27,581,371.71
	<u>2,814,777.52</u>	<u>27,603,051.71</u>
<b>15. CASH AND BANK BALANCES</b>		
<b>Cash&amp; Cash Equivalents</b>		
Balance with Banks		
- in current and deposit accounts	617,790.37	1,970,793.77
Cash in hand	560,381.67	330,817.67
	<u>1,178,172.04</u>	<u>2,301,665.44</u>



	As At 31.03.2013 Amount in Rs.	As At 31.03.2012 Amount in Rs.
<b>16. SHORT TERM LOANS AND ADVANCES</b> (Unsecured Considered good unless otherwise stated)		
<b>LOANS</b>		
- To Others	110,162,548.00	128,175,689.00
	<b>110,162,548.00</b>	<b>128,175,689.00</b>
<b>17. OTHER CURRENT ASSETS</b> (Unsecured Considered good unless otherwise stated)		
Advances recoverable in cash or kind	200,421,085.12	171,257,969.00
Interest Accrued on term deposits	228,467.23	228,467.23
Balance With Excise Authorities service tax under protest	13,889,208.47	20,167,144.16
	18,406,471.00	0.00
<b>Deposit :</b>		
To Govt. deptt.	3,446,102.06	3,360,102.06
To Others	540,000.00	540,000.00
Prepaid Expenses	2,392,780.00	2,355,496.40
Income Tax Advances	2,547,336.00	2,547,336.00
VAT Receivable	6,380,898.30	4,207,532.51
	<b>248,252,348.18</b>	<b>204,664,047.36</b>
<b>18. REVENUE FROM OPERATIONS</b>		
<b>Sale of Products</b>		
Beer	631,814,906.76	563,933,020.68
	<b>631,814,906.76</b>	<b>563,933,020.68</b>
<b>Other operating revenue</b>		
Sale of Scrap	9,777,934.70	9,367,759.25
	<b>641,592,841.46</b>	<b>573,300,779.93</b>
<b>19. OTHER INCOME</b>		
Miscellaneous Income	42,200.00	15,747,960.15
Interest Received	5,920,370.00	6,202,265.00
	<b>5,962,570.00</b>	<b>21,950,225.15</b>
<b>20. CHANGES IN INVENTORIES</b>		
<b>Stock as on 1.4.2012</b>		
— Stock in Process	10,122,200.00	9,943,967.00
— Finished Goods	6,306,066.50	8,405,045.47
	<b>16,428,266.50</b>	<b>18,349,012.47</b>
<b>'A'</b>		
<b>Stock as on 31.03.2013</b>		
— Stock in Process	11,019,663.00	10,122,200.00
— Finished Goods	9,430,212.01	6,306,066.50
<b>'B'</b>	<b>20,449,875.01</b>	<b>16,428,266.50</b>
<b>B-A</b>	<b>4,021,608.51</b>	<b>(1,920,745.97)</b>
<b>21. COST OF MATERIAL CONSUMED</b>		
<b>Raw Material &amp; Packing Material Consumed</b>		
Raw Material (Malt, Rice, Sugar, Hopes & others)	141,771,396.63	116,913,127.71
Packing Material (Bottels, Cartoon, Crown etc.)	231,858,170.34	254,089,365.97
	<b>373,629,566.97</b>	<b>371,002,493.68</b>



	For the year ended 31.03.2013 Amount in Rs.	For the year ended 31.03.2012 Amount in Rs.
<b>22. EMPLOYEE BENEFITS EXPENSE</b>		
Salaries and wages	37,208,955.46	30,253,124.00
Contribution to provident and other funds	125,837.00	105,713.00
Staff welfare expenses	1,174,615.00	831,085.00
	<b>38,509,407.46</b>	<b>31,189,922.00</b>
<b>23. FINANCE COSTS</b>		
<b>Interest on:</b>		
Term loans	3,829,207.68	1,020,858.09
Others	4,510.00	0.00
Foreign Currency Fluctuation.	3,986,915.59	7,099,986.66
<b>Other Borrowing costs:</b>		
Processing Fees	0.00	214,538.00
	<b>7,820,633.27</b>	<b>8,335,382.75</b>
<b>24. OTHER EXPENSES</b>		
<b>Other Manufacturing Expenses</b>		
Stores and Spares Consumed	6,603,033.00	5,719,921.00
Power and Fuel	36,121,234.61	30,283,085.33
Bottling Fees	52,591,129.00	48,795,419.60
	<b>95,315,396.61</b>	<b>84,798,425.93</b>
<b>Repairs &amp; maintenance</b>		
- Machinery	2,830,724.00	2,474,790.00
- Others	1,934,295.00	3,279,615.00
	<b>4,765,019.00</b>	<b>5,754,405.00</b>
<b>Administrative Expenses</b>		
License Fees, Rates & Taxes	7,723,616.00	2,871,734.00
Vehicle Expenses	3,426,340.00	2,423,991.00
Communication Expenses	614,791.00	446,572.00
Traveling & Conveyance Expenses	1,691,941.00	2,115,177.00
Insurance Charges	139,532.00	38,815.00
Legal & Professional Charges	684,554.00	397,446.00
Donation	110,000.00	0.00
Directors Sitting Fees	8,000.00	11,000.00
Auditors' Remuneration :		
- As Audit Fees	47,753.00	43,259.00
- For Tax Audit	6,742.00	6,180.00
Miscellaneous Expenses	3,836,142.33	3,331,583.90
Rent	153,000.00	108,000.00
Bank Charges	32,730.76	33,537.70
	<b>18,475,142.09</b>	<b>11,827,295.60</b>
<b>Selling &amp; Distribution Expenses</b>		
Commission, Breakage & Detention Exp	18,044,251.58	13,427,994.00
Marketing Expense	32,556,837.00	0.00
Freight Outward	36,267,148.00	36,020,150.00
	<b>86,868,236.58</b>	<b>49,448,144.00</b>
<b>Others</b>		
Loss on Sale of Fixed Assets	11,234.00	0.00
Sundry Balances Written off	(1,179,814.00)	(11,005.43)
	<b>(1,168,580.00)</b>	<b>(11,005.43)</b>
	<b>204,255,214.28</b>	<b>151,817,265.10</b>



**NOTES ON ACCOUNTS**

25. The Company has not provided interest on foreign currency loan amounting to Rs.1,81,31,810.62 (previous year Rs. 1,81,31,810.62) (excluding exchange fluctuation amount unascertained) till the date of conversion of the loan into interest free unsecured loan, as in the opinion of the management the same is not payable. The same shall be accounted for on actual payment if made in the future.
26. The valuation of stock in process is as estimated by the Management and auditors have relied thereon.
27. Balances of debtors, unsecured loans, loans and advances, sundry creditors, advance under capital work in progress and certain banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of reconciliation and/or confirmation.
28. Finished goods inventory include material amounting to Rs. 2,09,380.00/- (Previous year Rs. 2,09,380.00) in the possession of an ex-C&F Agent, Patna; pending for confirmation. The said Agent had raised demands on the Company for payment of commission and other dues amounting to Rs. 26,09,480/- which has been disputed by the company and the case is pending in the Hon'ble High Court of Bihar at Patna. Pending decision of the Court, no provision has been made there against.
29. In the opinion of the Management, Current Assets, Loans and Advances, Fixed Assets and Capital work in progress have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.
30. CONTINGENT LIABILITIES :  
(To the extent ascertained by the management)  
a) Disputed demand/claims of Excise/Sales Tax/Income Tax etc. amounting to Rs. 23,32,656.00 (previous year Rs. 87,62,118.00) not provided.  
b) Other claim against the company not acknowledged as debt amounting Rs 26,09,480.00 (Previous year Rs. 34,39,480.00).
31. Estimated amount of contract remaining to be executed on Capital Account and not provided for (Net of advances) Rs. NIL (Previous year Rs. NIL)
32. The Company, has during the year not received any information from any vendor regarding their status being registered under Micro, Small and Medium Enterprises Development Act, 2006. Based on the above, disclosures, if any, relating to amounts unpaid as at the period end along with interest paid / payable have not been given.

33. Statistical Data

<b>(a) SALES*</b>		<b>2012-13</b>		<b>2011-12</b>	
Class of Goods	Unit	Qty.	Rs.	Qty.	Rs.
Strong Beer	Cases	2,912,570	631,814,907.00	2,728,638	563,933,021.00

\* Includes breakage, shortage, drainage and samples etc.

(b) CLOSING STOCKS

		<b>2012-13</b>		<b>2011-12</b>	
Class Of Goods	Unit	Qty.	Rs.	Qty.	Rs.
Strong Beer	Cases	55,821	9,302,192.00	36,890	6,178,046.00
Larger Beer	Cases	6,401	128,020.00	6,401	128,020.00

(c) CONSUMPTION OF RAW MATERIALS

		<b>2012-13</b>		<b>2011-12</b>	
Class of Goods	Unit	Qty.	Rs.	Qty.	Rs.
Malt	Kg.	2,888,080	76,219,234.00	2,682,275	64,752,718.00
Rice	Kg.	1,819,230	29,010,224.00	1,683,949	22,228,338.00
Sugar	Kg.	394,550	13,818,634.00	363,990	11,643,731.00
HOPS&Others	---		22,723,305		18,288,341.00
<b>TOTAL</b>			<b>141,771,397.00</b>		<b>116,913,128.00</b>

(d) CONSUMPTION

		<b>2012-13</b>		<b>2011-12</b>	
Class of Goods		%	Rs.	%	Rs.
Raw Materials					
Indigenous		100.00	<b>141,771,397.00</b>	100.00	<b>116,913,128.00</b>

- (ii) All stores, spares & packing materials consumed are indigenous.



## (e) EXPENDITURE IN FOREIGN CURRENCY

	2012-13	2011-12
	Rs.	Rs.
a. Travelling	35,118.00	649,146.00

34. As the company is engaged in manufacturing of a single product i.e. "beer", there is no separate reportable segment as per Accounting Standard - 17 for "Segment Reporting" issued by the Institute of Chartered Accountants of India.

35. The company had purchased assets on hire purchase amounting to Rs.22,69,702.00  
 Amount payable as on 31.03.2013 877,826.00 (previous year Rs.513,436.00)  
 Amount payable within one year 462,276.00 (previous year Rs. 268,016.00)

36. The Company has not complied with Accounting Standard AS-15 (revised) regarding retirement benefits of the employees. However the company has accounted for retirement benefit of employees on accrual basis calculated on arithmetical basis based on last drawn salaries which is considered sufficient by the management.

## 37. Related Party Disclosures :

Disclosures as required by the Accounting Standard - 18 " Related Party Disclosures" are given below:

## (a) List of Related Parties

## Key Management Personnel and Relatives (Group A)

- (i) Mr. R.K. Bagrodia - (Chairman cum Managing Director)
- (ii) Mrs. Sneh Bagrodia - (Director & Wife of Managing Director)
- (iii) Mr. Shantanu Bagrodia - (Son of Managing Director)

Enterprises in which Key Management Person or his relatives are able to exercise significant influence or have substantial interest (Group B)

- (i) Indfish Ltd.
- (ii) Innovative Enterprises
- (iii) Indo Australia Mining Pvt.Ltd.

## (b) Details of transactions with related parties during the year 2012-2013 :

SNb.	Nature of Transaction	Key Management Personnel and Relatives	Enterprises in which Key Management Person or his relatives are able to exercise significant influence or have substantial interest
1.	Remuneration	23,16,922	----
2.	Advanced Given	375,000	26,406,351
3.	Director's sitting fees	2,000	----
4.	Payment received against advance	375,000	206,291
5.	Outstanding Balances as on 31.03.2013		
	- Loans and Advances	----	26,200,060
	- Remuneration Payable	1,98,300	----





## (c) Details of transactions with related parties during the year 2011-2012 :

S.No.	Nature of Transaction	Key Management Personnel and Relatives	Enterprises in which Key Management Person or his relatives are able to exercise significant influence or have substantial interest
1.	Remuneration	18,38,076	----
2.	Director's sitting fees	4,000	----
3.	Outstanding Balances as on 31.03.2012 - Remuneration Payable	1,64,100	----

## 38. Loans and Advances in the nature of loans:

Particulars	Outstanding as on 31.03.13	Maximum Balance outstanding during the year
(i) Payments to Employees where there is No Interest or Interest below section 372A of Companies Act (Previous Year)	190470.00 193697.00	196720.00 194820.00
(ii) To Directors' interested parties : Kanakdhara Trade & Industries Ltd. (Previous Year)	NIL (NIL)	11522.00 (9530.00)

## 39. The breakup of net deferred tax liability as on 31.03.2013 is provided below:

	As at 31st March 2013	(Rs. in lacs) As at 31st March 2012
Deferred Tax Liability		
Difference in Net Book Values of Fixed Assets as per Accounts & Tax Deferred Tax Assets	(87.01)	(78.94)
Unabsorbed Losses & Depreciation	6.49	----
Provision Disallowable u/s 43 B	12.57	12.54
Provision for Gratuity	2.28	3.08
Net Deferred Tax Assets/ (Liability)	(65.67)	(63.32)

WINSOME BREWERIES LIMITED



40. Previous year's figures have been regrouped/rearranged, wherever necessary so as to make them comparable with those of current year's figures.

SIGNATURES TO NOTES '1' TO '40'

As per our report of even date

**For O.P.BAGLA & CO.**  
Chartered Accountants

**Himanshi Madan**  
Company Secretary

**For and on behalf of the Board**

**R.K. Bagrodia**  
Chairman-cum-Managing Director

**MUKUL BAGLA**  
Partner

Place New Delhi.  
Date: 31st May 2013

**Sushil Kumar Jain**  
Director

**Cash flow statement for the year ended 31st March,2013**

	For the year ended 31st March,2013	(Amount in Rupees) For the year ended 31st March,2012
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax & extraordinary items	14,083,975	11,053,636
Adjustment for :		
Depreciation	13,278,223	19,931,559
Prior Period Expenses	0	0
Loss on sale of Fixed Assets	11,234	0
Interest paid	3,833,718	1,020,858
Interest received	(5,920,370)	(6,202,265)
Operating profit before working capital changes	25,286,780	25,803,789
Adjustment for :		
Trade & Other receivables	(786,886)	(43,148,647)
Inventories	(12,359,999)	36,611,194
Trade & Other Current Liabilities payables	(7,126,312)	(20,417,891)
Cash generated from Operations	5,013,583	(1,151,555)
Taxes paid	(2,010,685)	(1,240,794)
Cash flow before extra ordinary items	3,002,685	(2,392,349)
Net Cash from Operating Activities	3,002,685	(2,392,349)
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
(Increase)/Decrease in Fixed Assets/CWIP(in Terms of Cash)	(3,606,235)	(35,390,690)
(Purchase)/sale of Investments	0.00	0.00
Interest received	5,920,370	6,202,265
Sale of Fixed Assets	400,000	0.00
Net Cash used In Investing Activities	2,714,135	(29,188,425)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from borrowings	0.00	34,702,173
Repayments of borrowings	(3,006,596)	(918,771)
Interest Paid	(3,833,718)	(1,020,858)
Net Cash used in Financing activities	(6,840,314)	32,762,544)
Net Increase/(Decrease) in Cash & Cash equivalent(A+B+C)	(1,123,493)	1,181,770
Cash and Cash Equivalents at the beginning of the year	2,301,665	1,119,896
Cash and Cash Equivalents at the end of the year	1,178,172	2,301,665

In terms of our report of even date annexed

For and on behalf of the Board

For O.P.BAGLA & CO.  
Chartered AccountantsHimanshi Madan  
Company SecretaryR.K. Bagrodia  
Chairman-cum-Managing DirectorMUKUL BAGLA  
PartnerPlace New Delhi.  
Date: 31st May, 2013Sushil Kumar Jain  
Director

# WINSOME BREWERIES LIMITED

Regd. Office: Vill. Sarekhurd, Tehsil, Tijara, Distt. Alwar (Rajasthan)

FOLIO NO.	
NO. OF SHARES HELD	

DP-ID	
CLIENT-ID	

## PROXY FORM

I/WE..... of..... Being a Member/Members of the above named Company hereby appoint Mr./Mrs..... Or failing him Mr./Mrs..... as my/our proxy to vote for me/us on my/our behalf at the Twenty First Annual General Meeting of the Company to be held on Monday the 30<sup>th</sup> September, 2013 at 11.00 a. m. and any adjournment thereof.

Affix  
One Rupee  
Stamp

Signature this..... day at.....2013

## Notes:

1. The form should be signed by the shareholder across the stamp as per the specimen signature.
2. The proxy form duly completed must be deposited at the Regd. Office of the Company not less than 48 hours before the time fixed for the Meeting.

---

# WINSOME BREWERIES LIMITED

Regd. Office: Vill. Sarekhurd, Tehsil Tijara, Distt.: Alwar (Rajasthan)

FOLIO NO.	
NO. OF SHARES HELD	

DP. -ID	
CLIENT-ID	

## ATTENDANCE CARD

I/We hereby record my/our presence at the Twenty First Annual General meeting of Company to be held at the Registered office of the Company on a Monday, the 30<sup>th</sup> September, 2013 at 11.00 a.m.

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY	
SIGNATURE OF THE PROXY	

## Notes:

1. Please complete this Attendance Card and hand it over at the venue of the meeting.
2. Admission will be strictly permitted to shareholders/valid proxy holders.
3. Joint shareholders may obtain additional card on request.

**BOOK POST**

If undelivered, please return to :  
**WINSOME BREWERIES LIMITED**  
Vill. Sarekhurd, Teh. Tijara, Distt. Alwar  
Rajasthan.

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