



G. M. BREWERIES LIMITED

37th Annual Report 2019-2020

G. M. BREWERIES LIMITED

BOARD OF DIRECTORS

Shri. Jimmy Almeida	- Chairman & Managing Director
Smt. Jyoti Almeida	- Whole-Time Director
Shri. Kiran Parashare	- Whole-Time Director
Shri. Paresh Trivedi	- Director
Shri. Dilip Diwan	- Director
Shri. Shantilal Haria	- Director

Chief Financial Officer

Shri. S. Swaminathan

Company Secretary & Manager Accounts

Shri. Sandeep Kutchhi

Auditors

Priti V. Mehta & Company
Chartered Accountants
601/2, Surya House, 6th Floor, Road No. 7,
Vidhyavihar , Mumbai - 400 077.

Bankers

Central Bank of India
Prabhadevi, Mumbai - 400 025

IDBI Bank

Prabhadevi, Mumbai - 400 025

Regd. Office

Ganesh Niwas, S. Veer Savarkar Marg,
Prabhadevi, Mumbai - 400 025
Phone : 24331150 / 51 / 24371805 / 41,
24229922 / 24385540 / 41
E-mail : investors_complaints@gmbreweries.com
Website : www.gmbreweries.com
CIN : L15500MH1981PLC025809

Factory

S. Veer Savarkar Marg, Virar (East),
Dist. Palghar - 401 305 State : Maharashtra (India)
Phone : 0250 - 2529127, 2528728, 2528793

Share Transfer Agent

Sharex Dynamic (India) Pvt. Ltd.
C-101, 247 Park, LBS Marg, Vikroli (W),
Mumbai 400 083
Phone : 28515606, 28515644, Fax : 2851 2885.
Email : support@sharexindia.com

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NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Members of G.M. Breweries Limited (CIN: L15500MH1981PLC025809) will be held on Thursday August 06, 2020 at 11.30 a.m. through video conferencing / other audio visual means to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2020 and statement of Profit and Loss Account for the year ended on that date, the Report of Directors and Auditor's thereon.
2. To declare dividend on the equity shares for the financial year ended March 31, 2020.
3. To appoint a Director in place of Smt. Jyoti Almeida (DIN: 00112031), who retires by rotation and being eligible, offers herself for re- appointment.
4. To appoint a Director in place of Shri. Kiran Parashare (DIN:06587810), who retires by rotation and being eligible, offers himself for re- appointment.

Special Business:

5. To consider and, if thought fit, to pass , the following resolution as an **ORDINARY RESOLUTION**
 1. "RESOLVED THAT pursuant to the provision of sections 196, 197, 198 and 203 read with schedule V and all other applicable provisions, if any , of the Companies Act, 2013 and the Companies (Appointment and remuneration of managerial personnel) rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force), subject to such sanctions as may be necessary, approval and sanction of the company be and is hereby accorded to the appointment of and payment of remuneration to Smt. Jyoti Jimmy Almeida (DIN: 00112031) as Whole Time Director of the Company for a period of 5 years with effect from April 1, 2020 upon the terms and conditions and payment of remuneration and other perquisites/benefits to Smt. Jyoti Jimmy Almeida during the said period of 5 years as set out in the agreement.
 - a) Salary
Rs. 11,00,000/- in the scale of Rs. 11,00,000/- to Rs.15,00,000/- per month.
 - b) Perquisites:
 - i) Perquisites includes House Rent Allowance, Car, Electricity, Medical Expenses reimbursement for self and family, Leave Travel Concession for self and family, club fees, medical insurance etc., Limited to actual or the Annual Salary whichever is less.
 - ii) Provision of car for use on Company's business and telephone at residence will not be considered perquisites Personal long distance calls and use of car for private purpose shall be billed by the Company.
 - iii) Company's Contribution to the Provident Fund, Gratuity and encashment of Leave as per the rules of the Company and the same shall not be in the perquisites as aforesaid.
 2. RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Whole Time Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the company.
 3. RESOLVED FURTHER THAT she is appointed as a whole time Director on Board liable to retire by rotation.
 4. RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company, any changes or modifications in the aforesaid Agreement from time to time.

Mumbai
June 23,2020

Registered Office:
Ganesh Niwas, S.Veer Savarkar Marg,
Prabhadevi, Mumbai - 400 025.

By Order of the Board of Directors
For G.M.Breweries Limited
CIN: L15500MH1981PLC025809

Jimmy Almeida
Chairman and Managing Director

G. M. BREWERIES LIMITED

NOTES: -

- a) In view of the continuing restrictions placed due to COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 05,2020 read with circular dated April 08, 2020 and April 13,2020 (Collectively referred to as MCA Circulars) allowed to hold the Annual General meeting (AGM) through Video conferencing / Other Audio Visual Means (OAVM), without physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), Securities Exchange Board of India (Listing regulations and Disclosure Requirements) Regulations , 2015(Listing regulations) and MCA circulars, the AGM of the company is being held through VC/OAVM, the deemed venue for the 37th AGM shall be the registered office of the Company.
- b) In terms of MCA circulars, the physical attendance of members has been dispensed with and there is no requirement to appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the Annual General Meeting and hence the Proxy form and the attendance slip are not annexed to this notice.
- c) Corporate members intending to appoint 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 scanned copy (PDF/JPG Format) of certified board resolution authorizing their representatives to attend the AGM through VC and vote on their behalf through remote e-voting or voting at AGM. The said resolution shall be sent to the scrutinizer by email through its registered email address to admin@kalaagarwal.com
- d) The register of Members and Share Transfer Books of the Company will be closed from Friday July 31, 2020 to Thursday August 06, 2020, both days inclusive, for payment of dividend, if any, declared/ approved, at Annual General Meeting.
- e) If dividend proposed is declared at the Annual General Meeting, the payment of such dividend will be made to those members of the company whose names stand on the register of Members of the Company on August 06, 2020. The dividend in respect of shares held in dematerialized form in Depository System will be paid to the beneficial owners of shares as on July 31, 2020 as per the list provided by the Depositories for this purpose. The dividend Will be payable on and from August 12, 2020.
- f) The respective Explanatory statements , pursuant to section 102 of the Companies Act, 2013, in respect of the business item No.s 5 of the accompanying notice is annexed hereto.
- g) A statement giving additional details of the Directors seeking reappointment as set out at item no.s 5 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 , as amended.
- h) Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven working days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
- i) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s. Sharex Dynamics (India) Pvt. Ltd., C-101,247 Park,LBS Marg, Vikhroli(w), Mumbai –400083. Members are also requested to furnish their Bank details to the company’s Share Transfer Agents immediately for printing the same on the dividend warrants/Cheques to prevent fraudulent encashment of the instruments.
- j) Smt. Jyoti Jimmy Almeida & Shri. Kiran Yashawant Parashare – directors retire by rotation and, being eligible, offer themselves for re-appointment at the Annual General Meeting. A brief resume of the said directors is given below.

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Name	Smt. Jyoti Jimmy Almeida	Shri. Kiran Yashawant Parashare
Directors Identification Number (DIN)	00112031	06587810
Age	53 Years	47 Years
Qualification	B.Com	B.Tech (mechanical)
Expertise in Specific Area	Finance, Taxation, Audit & Allied matters	C.C.I.E Networking
Date of first Appointment on the Board of the Company	July 30, 1998	January 07, 2014
Shareholding in G. M. Breweries Limited	3,63,722 Shares	Nil
List of Directorship held in other companies	Almeida Holdings Private Limited	Nil
Membership/Chairmanships of Audit and stake holders relationship committees	Refer to Report on CORPORATE GOVERNANCE	Refer to Report on CORPORATE GOVERNANCE

- k) As per MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 notice of AGM along with the Annual Report 2020 notice of the AGM along with the annual report 2019- 2020 is being sent only through email to those members whose email id's are registered with company/ depositories. Members may note that the notice of AGM and annual report 2019-2020 is available on company's website www.gmbreweries.com

PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub clause (1) & (2) of Clause 44 of SEBI regulations, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The detailed procedure to be followed in this regard has been given in Annexure – A to the notice. The members are requested to go through them carefully.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO.5 :

The Board of Directors in their meeting held on 23rd June, 2020 had Appointed Smt. Jyoti Jimmy Almeida as "Whole time Director" of the Company for a period of 5 years from 1st April, 2020, subject to approval by the share holders of the Company under Schedule V of the Companies Act, 2013.

The Board has also, subject to approval of the share holders, has fixed the remuneration/ perquisites/ benefits payable to the aforesaid Smt. Jyoti Jimmy Almeida, Whole time Director from April 1, 2020 shall be as under:

1. Name of the appointee : Smt. Jyoti Jimmy Almeida
2. Designation : Whole time Director
3. Tenure : Five(5) years From April 1, 2020
4. Salary : Rs. 11,00,000/- p.m in the scale of Rs. 11,00,000/- to Rs. 15,00,000/- p.m

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5. Perquisites

- i) Perquisites include House Rent Allowance, Car, Electricity, Medical Expenses reimbursement for self and family, Leave Travel Concession for self and family, club fees, medical insurance etc., limited to actuals or the Annual Salary whichever is less.
- ii) Provision of car for use on Company's business and telephone at residence will not be considered perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
- iii) Company's Contribution to the Provident Fund, Gratuity and encashment of leave as per the rules of the Company and the same shall not be in the perquisites as aforesaid.

In the event of absence of or inadequacy of Profit in any Financial Year during the tenure, the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013.

The Board of Directors be and hereby authorised to alter and vary the terms and conditions and grant increment(s) and other perquisites to respective individuals so as not to exceed the maximum limits for the payment of remuneration specified in Schedule V to the Companies Act, 2013 or any amendments thereto, as may be agreed to between the Board of Directors and the respective directors.

Further she has been appointed as a non permanent Director on Board (liable to retire by rotation)

The above mentioned explanatory statement read together with the resolutions specified under **SPECIAL BUSINESS** as item no. 5 of the Notice convening the Annual General Meeting may be considered as an abstract, under section 102 of the Companies Act, 2013, of the terms of revised remuneration and perquisites payable to the aforesaid Whole time Director with effect from 1st April, 2020.

MEMORANDUM OF INTEREST

Shri. Jimmy William Almeida, and Mr. Kiran Parashare being related to Smt. Jyoti Jimmy Almeida are deemed to be concerned and interested in the resolution at Item Nos 5. Except the above-mentioned Directors none of the directors of the Company are concerned or interested in this resolution.

Mumbai
June 23,2020

Registered Office:
Ganesh Niwas, S.Veer Savarkar Marg,
Prabhadevi, Mumbai - 400 025.

By Order of the Board of Directors
For G.M.Breweries Limited
CIN: L15500MH1981PLC025809

Jimmy Almeida
Chairman and Managing Director

Annexure A to the notice

Instruction for the voting through electronic means

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to admin@kalaagarwal.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Instructions for Members for attending the AGM through VC/OAVM are as under:

1. Members will be able to attend the AGM through VC / OAVM at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company’s AGM. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Members are encouraged to join the AGM through Laptops for better experience.
3. Members will be required to allow Camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Members connecting from mobile devices or tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800-222-990 or contact Ms. Sarita Mote, Assistant Manager – NSDL at saritam@nsdl.co.in/022-24994890.
7. Members who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request from their registered email ID mentioning their name, demat account number/ folio number, PAN, mobile number at investors_complaints@gmbreweries.com from July 31, 2020 (9:00 a.m. IST) to August 03, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Members can raise questions at the AGM through a chat box and they are requested to frame their questions precisely. Once the Member clicks the link for VC/OAVM in shareholder/members login where the EVEN of Company will be displayed, Members will be able to view AGM VC/OAVM proceedings along with the chat box. The questions raised by the Members will be replied by the Company suitably.
9. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 37th AGM through VC/OAVM.

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The instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 37th Annual Report together with the Audited Accounts of the Company for the Year ended March 31, 2020.

Financial Results:

Particulars	(Rs. Lacs)	
	March 31, 2020	March 31, 2019
Gross Sales	1,68,133.56	1,70,461.34
Less: State Excise, VAT & TCS	1,21,271.48	1,24,060.54
Net Sales	46,862.08	46,400.80
Other Income	942.73	1,373.51
Total	47,804.81	47,774.31
Profit before depreciation , Exceptional item & taxation	9,806.72	13,053.23
Less: Depreciation	728.51	733.07
Less: Provision for taxation	2,293.20	4,089.84
Profit after taxation	6,785.01	8,230.32

An amount of Rs. 6,785.01 Lakhs is proposed to be retained in the statement of Profit & Loss.

OPERATIONAL REVIEW:

Gross revenues marginally decreased to Rs. 1,68,133.56 Lacs, against Rs. 1,70,461.34 Lacs in the previous year. Profit before depreciation, exceptional item and taxation was Rs. 9,806.72 lacs against Rs. 13,053.23 Lacs in the previous year. After providing for depreciation and taxation of Rs. 728.51Lacs & Rs. 2,293.20 Lacs respectively, the net profit of the Company for the year under review was placed at Rs.6,785.01 Lacs as against Rs. 8,230.32 lacs in the previous year.

In spite of tough and adverse market conditions the company was in a position to maintain and infact marginally improve the net turnover. However, due to inordinately high levels of Raw Material prices there was a sharp fall in the profit before taxes.

Due to the lockdown imposed by the Government of India / Maharashtra on account of Covid 19 pandemic the company had to shut down its manufacturing operations with effect from March 23, 2020. The Company had lost about a week's business during the financial year 2019-20 on this account. The loss of Turnover / Profit on this account for such a short period of time did not have any material impact on the operations of the company. However, the impact of the lockdown for the subsequent financial year 2020-21 has been discussed in detail in the Management Discussion and analysis report.

DIVIDEND:

Your directors have pleasure in recommending for approval of the members at the Annual General Meeting a dividend of 30 % (at the rate of 30% in the previous year). The Dividend of 30 %, if approved at the forth coming Annual General Meeting, will result in the out flow of Rs. 548.33 lacs to the company.

SHARE CAPITAL:

The paid up equity capital as on March 31, 2020 was Rs.1,827.75 Lakhs during the year under review.

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FINANCE:

Cash and cash equivalents as at March 31, 2020 was Rs.33.75 lakhs. The company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

FIXED DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company are given in the notes to the financial statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As part of its initiatives under “corporate social responsibility” (CSR), the company has contributed funds for the schemes of eradicating hunger and poverty, promotion of education and medical aid. The contributions in this regard have been made to the registered trust which is undertaking these schemes. The company has also undertaken schemes of distributing food to the poor directly and other activities as part of the CSR initiative.

The Annual Report on CSR activities is annexed herewith as: Annexure A

CONSERVATION OF ENERGY:

- a) Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilisation and maximum possible savings of energy is achieved.
- b) No specific investment has been made in reduction in energy consumption.
- c) As the impact of measures taken for conservation and optimum utilisation of energy are not quantitative, its impact on cost cannot be stated accurately.
- d) Since the Company does not fall under the list of industries, which should furnish this information in Form A annexed to the aforesaid Rules, the same has not been submitted.

TECHNOLOGY ABSORPTION:

Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.

FOREIGN EXCHANGE EARNINGS AND OUT-GO :

During the period under review there was no foreign exchange earnings or out flow.

INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

DIRECTORS:

Directors Smt. Jyoti Jimmy Almeida, & Shri. Kiran Yashawant Parashare retire by rotation and, being eligible, offer themselves for re appointment. The Directors recommend Smt. Jyoti jimmy Almeida, & Shri. Kiran Yashawant Parashare, for re-appointment.

All independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and under regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and under regulation 25 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

MEETINGS:

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year four Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual account on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- VI) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

G. M. BREWERIES LIMITED

RELATED PARTY TRANSACTIONS:

All related party transactions, including agreements/contracts, that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary.

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviours of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website www.gmbreweries.com.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

PREVENTION OF INSIDER TRADING:

In January 2015, SEBI notified the SEBI (Prohibition of insider trading) Regulations, 2015 which came into effect from May 15, 2015. Pursant thereto, the Company has formulated and adopted a new Code for Prevention of Insider Trading.

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

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AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report.

AUDITORS:

The Company's statutory auditors, M/s. Priti V. Mehta & Company, Chartered Accountants have been appointed as statutory auditors for a period of five consecutive years at the annual general meeting of the members held on May 18, 2017. Accordingly they will continue to hold the office as statutory auditors of the company during ensuing financial year 2020-2021 also.

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. Kala Agarwal, a firm of company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure B"

ANNUAL RETURN:

The annual return of the company has been placed on the website of the company and can be accessed at www.gmbreweries.com

BUSINESS RISK MANAGEMENT:

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & under regulation 21 of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015, the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report.

At present the company has not identified any element of risk which may threaten the existence of the company.

INFORMATION PURSUANT TO SECTION 197(12) READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. Ratio of remuneration of each director to the median remuneration of the employees of the company for the year 2019-2020

Name & Designation of the Director	Remuneration (Amount Rs. in Lakhs)	Ratio to Median remuneration
Shri. Jimmy Almeida- Chairman & Managing Director	180.00	59.85
Smt. Jyoti Almeida- Executive Director	120.00	39.90
Shri. Kiran Parashare- Executive Director	21.00	6.98
Shri. Paresh Trivedi- Independent Director	0.80	Not Applicable as only sitting fees is paid to him during the year
Shri. Dilip Diwan- Independent Director	0.80	Not Applicable as only sitting fees is paid to him during the year
Shri. Shantilal Haria- Independent Director	0.80	Not Applicable as only sitting fees is paid to him during the year

G. M. BREWERIES LIMITED

2. The percentage increase in remuneration of each Director, CFO, CEO, CS or manager if any in the financial year 2019-20 compared to 2018-19

Name & Designation of the Director, CFO, CEO, and CS	Remuneration for the year ended 2019-20 (Rs.in Lakhs)	Remuneration for the year ended 2018-19 (Rs.in Lakhs)	% Change
Shri. Jimmy Almeida- CMD	180.00	150.00	20.00
Smt. Jyoti Almeida- Executive Director	120.00	60.00	100.00
Shri. Kiran Parashare- Executive Director	21.00	18.00	16.67
Shri. Paresh Trivedi- Independent Director	0.80	1.00	(20.00)
Shri. Dilip Diwan- Independent Director	0.80	1.00	(20.00)
Shri. Shantilal Haria- Independent Director	0.80	0.80	Nil
Shri. S. Swaminathan-CFO	22.94	21.72	5.62
Shri. Sandeep Kutchhi-CS	19.70	16.75	17.61

3. The median remuneration of the employees has increased by 5.60% in 2019-20 as compared to 2018-19.
4. Number of permanent employees on the rolls of the company

Financial Year	Number of permanent employees on the rolls of the company
2019-20	182
2018-19	176

5. Explanation on the relationship between average increase in remuneration and the company performance
The company's overall turnover decreased by 1.37% while the increase in the median remuneration was 5.60%. However, the company is paying fixed remuneration to the individuals based on the responsibility and position and the company has no policy of paying incentive/ bonus based on company's performance.
6. Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year- Not Applicable.
7. Key parameter for any variable component of remuneration availed by the director – Not Applicable as no variable remuneration is paid.
8. We affirm that the remuneration paid to the Directors, Key Managerial Personnel and employees is as per the remuneration policy of the Company.
9. Market capitalization & Price Earnings ratio details are as under

Particulars	As on March 31, 2020	As on March 31, 2019
Price Earnings Ratio	8.33	14.34
Market Capitalisation (Rs. In Crores)	564.96	1190.32
Net worth of the company (Rs. In Crores)	430.39	366.82

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated under various regulations of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous co-operation and assistance.

For and on behalf of the Board of Directors

Mumbai
June 23, 2020

Jimmy Almeida
Chairman & Managing Director

G. M. BREWERIES LIMITED

Annexure A to Boards Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the companys CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

CSR policy is stated herein below:

CSR Policy

(Approved by the Board of Directors on 24.07.2014)

Our aim is to be one of the most respected companies in India delivering superior and everlasting value to all our customers, associates, shareholders, employees and Society at large.

The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.

To pursue these objectives we will continue to:

- 1) Work actively in areas of eradication of hunger and poverty, provide opportunity and financial assistance for the promotion of education, provide medical aid to the needy and down trodden.
- 2) Collaborate with likeminded bodies like Voluntary organizations, charitable trusts, governments and academic institutes in pursuit of our goals.
- 3) Interact regularly with stakeholders, review and publicly report our CSR initiatives.

Web Link:

<http://gmbreweries.com/images/CSR%20Policy.pdf>

2. Composition of CSR committee

Name of The Member	Designation
Paresh N. Trivedi	Chairman
Jyoti J. Almeida	Member
Kiran Y. Parashare	Member

3. Average net profit of the company for last three financial years:

Average net profit: Rs.100.61Crores

4. Prescribed CSR Expenditure (Two percent of the amount as in item 3 above)

The company is required to spend Rs.201.22 Lakhs

5. Details of CSR spend for the financial year :

- a) Total amount spent for the financial year : Rs.205.67 Lakhs/-
- b) Amount unspent if any : Nil
- c) Manner in which the amount spent during the financial year is detailed below:

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Sr. No	Projects/ Activities	Sector	Locations	Amount outlay (Budget) project or programme wise (Rs. Lakhs)	Amount spent on the project or programme (Rs. Lakhs)	Cumulative expenditure up to reporting period (Rs. Lakhs)	Amount spent: Direct or through implementing agency* (Rs. Lakhs)
1	Food Distribution	Eradication of hunger	Sagar (MP), & Virar (Maharashtra)	200.52	204.85	204.85	204.85
2	Educational Aid	Promotion of Education	Virar (Maharashtra)	0.70	0.82	0.82	0.82

* Details of implementing agency : Sant Shree Gulabbaba Charitable Trust & G.M.Breweries Limited.

Compliance with Code of Conduct

As provided under SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015, the Board Members and the Senior management personnel have confirmed compliance with the Code of conduct for the year ended March 31, 2020.

For G.M.Breweries Limited
CIN: L15500MH1981PLC025809

Mumbai
June 23, 2020

Jimmy Almeida
Chairman & Managing Director

G. M. BREWERIES LIMITED

CERTIFICATE OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER ON CORPORATE GOVERNANCE

The Board of Directors
M/s. G.M.Breweries Limited

We have reviewed the financial statements and the cash flow statement of G.M.Breweries Limited for the financial year 2019-20 and certify that:

- a) These statements to the best of our knowledge and belief:
 - I. Do not contain any materially untrue statements or omit any material facts or contain statements that might be misleading;
 - II. Present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Directors and Senior Management Personnel during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company for such reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware of and the steps taken and/or proposed to be taken to rectify these deficiencies.
- d) We have also indicated to the Auditors and the Audit Committee.
 - (i) Significant changes in Internal Controls with respect to financial reporting during the year.
 - (ii) Significant changes in accounting policies during the Year and these have been disclosed in the notes to the financial statements.
- e) To the best of our knowledge and belief, there are no instances of significant fraud involving either the management or employees having a significant role in the Company's internal control systems with respect to financial reporting.

Jimmy Almeida
Chairman & Managing Director

S.Swaminathan
Chief Financial Officer

Mumbai
June 23, 2020

AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

The Members of G.M.Breweries Limited.

We have examined the compliance of conditions of Corporate Governance by G.M.Breweries Limited for the year ended March 31, 2020 stipulated in Chapter IV of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate Governance. It is neither an audit nor an expression of an 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 fully complied with all the mandatory conditions of Corporate Governance as stipulated in Chapter IV of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

For Priti V. Mehta & Company
Chartered Accountants
Firm Registration No. 129568W

Priti V. Mehta
Proprietor
Membership No: 130514

Mumbai
June 23, 2020

G. M. BREWERIES LIMITED

Annexure “B” to Boards Report
Form No. MR-3
SECRETARIAL AUDIT REPORT
For The Financial Year Ended On 31st March, 2020

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
G M Breweries Limited
Ganesh Niwas, Ground Floor.
Veer Savarkar Marg, Prabhadevi
Mumbai- 400025

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **G M Breweries Limited (hereinafter called the “Company”)**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2020**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- A. The Companies Act, 2013 (the Act) and the rules made there under;
- B. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
- C. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- D. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) viz.:
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008;
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)

- Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

E. other applicable acts,

- (a) Factories Act, 1948
- (b) Payment Of Wages Act, 1936, and rules made thereunder,
- (c) The Minimum Wages Act, 1948, and rules made thereunder,
- (d) Employees' State Insurance Act, 1948, and rules made thereunder,
- (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,
- (f) The Payment of Bonus Act, 1965, and rules made thereunder,
- (g) Payment of Gratuity Act, 1972, and rules made thereunder,
- (h) Standards of Weights and Measurement Act, 1976
- (i) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
- (j) Air (Prevention & Control of Pollution) Act, 1981,
- (k) Hazardous Wastes (Management, Handling & Transboundary Movement) Rules, 2008
- (l) Food Safety and Standards Act, 2006, and rules made there under.
- (m) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Ltd. and Bombay Stock Exchange Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.

Majority of the decisions being carried through were captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Mumbai
June 23, 2020

Kala Agarwal
Practising Company Secretary
COP No.: 5356
UDIN: F005976B000367095

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE B' and forms an integral part of this report.

G. M. BREWERIES LIMITED

ANNEXURE A

Secretarial Compliance Report of G M Breweries Limited For The Year Ended 31st March, 2020.

We have examined:

- (a) all the documents and records made available to us and explanation provided by **G M Breweries Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) Reports issued to the Company, Bank Statements and document for the year ended **31st March, 2020** in respect of compliance with the provisions of :
 - (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);
 - (c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

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- A. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:- NIL

Sr No	Compliance Requirement (Regulations/ Circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary

- B. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

- C. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: NIL

Sr No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any

- D. The listed entity has taken the following actions to comply with the observations made in previous reports: NIL

Sr No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

Mumbai
June 23, 2020

Kala Agarwal
Practising Company Secretary
COP No.: 5356
UDIN: F005976B000367106

G. M. BREWERIES LIMITED

ANNEXURE B

To,
The Members,
G M BREWERIES LIMITED
Ganesh Niwas, Ground Floor.
Veer Savarkar Marg, Prabhadevi
Mumbai- 400025

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Mumbai
June 23, 2020

Kala Agarwal
Practising Company Secretary
COP No.: 5356
UDIN: F005976B000367095

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CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
G M BREWERIES LIMITED
Ganesh Niwas Ground Flr Veer Savarkar
Marg Prabhadevi Mumbai- 400025

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of G M Breweries Limited having CIN L15500MH1981PLC025809 and having registered office at Ganesh Niwas Ground Flr Veer Savarkar Marg Prabhadevi Mumbai- 400025 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name Of Director	DIN	Date Of Appointment In Company
1	Mr. Jimmy William Almeida	00111905	09/12/1981
2	Ms. Jyoti Jimmy Almeida	00112031	30/07/1998
3	Mr. Shantilal Vershi Haria	00295097	20/10/2015
4	Mr. Paresh Nanubhai Trivedi	02559529	21/01/2010
5	Mr. Dilip Jivandas Diwan	06487631	29/03/2014
6	Mr. Kiran Yashawant Parashare	06587810	07/01/2014

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Mumbai
June 23, 2020

Kala Agarwal
Practising Company Secretary
COP No.: 5356
Membership Number: 5976
UDIN: F005976B000367117

G. M. BREWERIES LIMITED

INDEPENDENT AUDITOR'S REPORT

To the Members of *M/s. G.M. Breweries Limited*

Report on the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of G M Breweries Limited (“the Company”), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the “standalone financial statements”)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by The Companies Act, 2013 (“The Act”) in the manner so required and give a true and fair view in conformity with the Indian accounting standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, (“INDAS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the independent requirement that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Emphasis of Matter

Effects of COVID-19

We draw the attention to notes no.2.2(a),(c),(d),(e),& (g) of notes forming part of the financial statements which describes the economic and social disruption the entity is facing as a result of COVID-19 which is impacting supply chains, consumer demand, financial markets, personnel available for work and office staff unable to access offices due to travel restrictions. On the basis of assessment of the impact of the outbreak of COVID-19 on business operations of the company, the management has concluded that no adjustments are required in the financial statements as it does not impact the current financial year. However, the situation with COVID-19 is still evolving. Also, the various preventive measures taken such as lockdown restrictions by the Government of India, travel restrictions etc. are still in force, leading to a highly uncertain economic environment. Due to these circumstances, the management’s assessment of the impact on the subsequent period is dependent on the circumstances as they will evolve.

Our opinion is not modified in respect of the matters described under paragraph above.

Information other than standalone financial statements and Auditors report thereon

The company's Board of Directors are responsible for the preparation of the other information. The other information comprises of the other information included in the management discussion and analysis, Boards report including annexure to Boards Report, Corporate Governance and Shareholders information, but does not include the standalone financial statements and our auditors report thereon.

Our opinion on standalone financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the standalone financial statement, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the standalone financial statement or other information obtained during the course of our audit or otherwise appear to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures

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that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of change in equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

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- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For and on behalf of
Priti V Mehta & Company
Chartered Accountants
Firm Regn.No:129568W

Priti V. Mehta
Proprietor
M. No.130514

Mumbai
June 23, 2020
UDIN : 20130514AAAABA8424

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“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the standalone Ind AS financial statements of the Company for the year ended March 31st, 2020:

Sr. No.	Particulars
(i)	In Respect of its Fixed Assets: (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
	(b) These fixed assets have been physically verified by the management at reasonable intervals in accordance with regular programme of verification. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
	(c) the title deeds of immovable properties are held in the name of the company.
(ii)	In Respect of its inventory: According to the information and explanations given to us, Physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on physical verification during the year.
(iii)	According to information and explanations given to us, the company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013.
(iv)	According to information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
(v)	According to information and explanations given to us the company has not accepted any deposits during the year.
(vi)	According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act’2013.
(vii)	According to the information and explanations given to us, in respect of statutory dues: (a) The company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. (b) There were no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues in arrears as at March 31, 2020 for period of more than six months from the date they became payable.
(viii)	The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
(ix)	The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year.

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(x)	According to the information and explanations given to us, we have not noticed or reported any fraud by the company or any fraud on the Company by its officers or employees during the year
(xi)	The managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act
(xii)	This clause of the Caro 2016 is not applicable to the Company as the company is not a Nidhi Company.
(xiii)	According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards
(xiv)	According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
(xv)	According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 have been complied with;
(xvi)	This clause of the Caro 2016 is not applicable to the Company as the company is not a required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Priti V.Mehta & Company.
Chartered Accountants
Firm's registration number: 129568W

Mumbai
June 23, 2020

Priti .V. Mehta
Proprietor
Membership number: 130514

G. M. BREWERIES LIMITED

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF G. M. BREWERIES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of G.M.BREWERIES LIMITED (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my /our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance

regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India

For Priti V.Mehta & Company
Chartered Accountants
Firm's Registration No.129568W

Priti V.Mehta
Proprietor

Membership No. 130514

Mumbai
June 23, 2020

G. M. BREWERIES LIMITED

CORPORATE GOVERNANCE:

1. PHILOSOPHY:

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were mandated by the legislation. Transparency, integrity, professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. Your company has fulfilled all the existing guidelines prescribed by the Securities and Exchange Board of India (SEBI) in chapter IV read with schedule V of SEBI(Listing Obligations and Disclosure requirements) Regulations, 2015.

2. BOARD OF DIRECTORS:

a) Composition, Category of Directors and their other directorship as on March 31, 2020.

Name of The Director	Category of Directorship	No. of Directorship in other public Limited/ Private Companies	No. of shares of held
Shri. Jimmy Almeida	Promoter - Executive (Chairman & Managing Director)	1	1,12,88,163
Smt. Jyoti J. Almeida	Promoter - Executive (Whole Time Director)	1	3,63,722
Shri. Kiran Y. Parashare	Executive (Whole Time Director)	Nil	Nil
Shri. Paresh N. Trivedi	Non- Executive (Independent Director)	3	13,669
Shri. Dilip J. Diwan	Non- Executive (Independent Director)	Nil	Nil
Shri. Shantilal V. Haria	Non- Executive (Independent Director)	2	Nil

Note: Shri. Jimmy Almeida, Smt. Jyoti Almeida and Shri. Kiran Parashare are related to each other

b) Number of Board Meetings

During the year ended March 31, 2020, four Board Meetings were held on April 04, July 04, October 10, 2019, & January 07, 2020.

c) Directors' attendance record:

Name of The Director	Board Meetings Attended during the year	Whether attended Last AGM
Shri. Jimmy Almeida	4	YES
Smt. Jyoti Almeida	4	YES
Shri. Kiran Parashare	4	YES
Shri. Paresh Trivedi	4	YES
Shri. Dilip Diwan	4	YES
Shri. Shantilal Haria	4	YES

3. COMMITTEES OF THE BOARD

a) Audit Committee

i) Terms of Reference:

Apart from all the matters provided in regulation 18 of SEBI(Listing obligations and disclosure requirements) Regulation, 2015 and section 177 of the Companies Act 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

ii) Composition:

The Audit committee presently consists of three independent directors, Shri. Dilip J. Diwan, Shri. Paresh N. Trivedi and shri. Shantilal V.Haria. Shri Dilip J. Diwan has been designated as chairman of the committee. The committee met 4 times during the financial year ended March 31, 2020. The attendance record of the members at the meeting were as follows

Name of The Member	Designation	No Meetings of Attended
Dilip J. Diwan	Chairman	4
Paresh N. Trivedi	Member	4
Shantilal V. Haria	Member	4

b) Nomination & Remuneration Committee and policy:

The nomination & remuneration committee for nomination & remuneration of executive directors presently consists of three independent Directors viz. Shri. Dilip J. Diwan, Shri. Paresh N. Trivedi & Shri. Shantilal V. Haria. Shri. Dilip J. Diwan is the chairman.

Name of The Member	Designation
Dilip J. Diwan	Chairman
Paresh N. Trivedi	Member
Shantilal V. Haria	Member

The committee met 2 times during the financial year ended March 31, 2020. The attendance record of the members at the meeting were as follows

Name of The Member	Designation	No Meetings of Attended
Dilip J. Diwan	Chairman	2
Paresh N. Trivedi	Member	2
Shantilal V. Haria	Member	2

The details of remuneration for the year ended March 31, 2020 to the Executive Directors are as follows

Name	Designation	Remuneration
Jimmy Almeida	Chairman & Managing Director	180.00 Lakhs
Jyoti Almeida	Whole Time Executive Director	120.00 Lakhs
Kiran Parashare	Whole Time Executive Director	21.00 Lakhs

The Company has paid sitting fees of Rs 20,000/- per meeting to Non-Executive Directors during the financial year 2019-20

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non Executive Directors

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board meetings.

A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by

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him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

CEO & Managing Director - Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The remuneration of the CEO & Managing Director comprises only of fixed component. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits.

Remuneration Policy for the Senior Management Employees

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

e) Stakeholders relationship Committee:

During the year 2019-20 the Stakeholders relationship committee that also acts as Share Transfer Committee met 17 times.

The attendance at the Shareholders/Investors Grievance Committee is given below

Name of The Member	No. of Meeting Held	No. of Meeting Attended
Dilip J. Diwan, Chairman	17	17
Jyoti J. Almeida, Member	17	17
Paresh N. Trivedi, Member	17	17

During the year 2019-20, 12 complaints were received from shareholders and investors. All the complaints have generally been resolved to the satisfaction of the complainants except for disputed cases and sub-judice matters, if any, which would be solved on final disposal by the courts/ forums where they are pending.

d) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

As required under section 135 of the Companies Act, 2013 the company has formed a CSR committee consisting of the following members.

Name of The Member	Designation
Paresh N. Trivedi	Chairman
Jyoti J. Almeida	Member
Kiran Y. Parashare	Member

The committee met 2 times during the financial year ended March 31, 2020. The attendance record of the members at the meeting were as follows

Name of The Member	Designation	No Meetings of Attended
Paresh N. Trivedi	Chairman	2
Jyoti J. Almeida	Member	2
Kiran Y. Parashare	Member	2

e) PERFORMAMCE EVALUATION COMMITTEE

The company has formed a performance evaluation committee consisting of the following members.

Name of The Member	Designation
Paresh N. Trivedi	Chairman
Dilip J. Diwan	Member
Jyoti J. Almeida	Member

The committee met 2 times during the financial year ended March 31, 2020. The attendance record of the members at the meeting were as follows

Name of The Member	Desig nation	No Meetings of Attended
Paresh N. Trivedi	Chairman	2
Dilip J. Diwan	Member	2
Jyoti J. Almeida	Member	2

Pursuant to the provisions of the Companies Act, 2013 and, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board' functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

f) The company has formed a business risk evaluation/ management committee consisting of the following members.

Name of The Member	Desig- nation	No of meetings attended
Paresh N. Trivedi - Independent Director	Chairman	2
Dilip J. Diwan- Independent Director	Member	2
Kiran Y. Parashare - Executive Director	Member	2
S. Swaminathan- C.F.O	Member	2
L.Lobo- G.M.Sales & Marketing	Member	2

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The objectives and scope of the Risk Management Committee broadly comprises:

1. Oversight of risk management performed by the executive management;
2. Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
3. Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
4. Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.
5. Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

INDEPENDENT DIRECTORS MEETING:

During the year under review, the Independent Directors met on October 10, 2019 and January 07, 2020, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.

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3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

Management discussion and analysis report forms part of this Annual Report

4. SHAREHOLDERS:

a (i) Means of Communication :

The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the company are sent to the stock exchanges immediately after they are approved by the Board and are also published in one vernacular news paper viz. "Nava Shakti" and one English news paper viz. "Free Press Journal". Also they are uploaded on the company's website www.gmbreweries.com. The results are published in accordance with the guidelines of the Stock Exchanges.

- (ii) In line with the exiting provisions of the Listing Agreement, the Company has created a separate e-mail address viz. investors_complaints@gmbreweries.com to receive complaints and grievances of the investors.

b. Share Transfers Agents:

M/s. Sharex Dynamics (India) Pvt. Ltd. ,
C-101, 247 Park, LBS Marg, Vikhroli (W),
Mumbai - 400083

c. Share Transfer System:

All physical share transfers are affected within 15 days of lodgment, subject to the documents being in order. The Board has delegated the authority for approval of transfer, transmission etc. to a committee comprising of two Non Executive Directors and one executive director. A summary of transfer/transmission of shares so approved by the committee is placed before the Board.

d. General Body Meetings :

Details of last three Annual General Meetings are as under.

Financial Year	Date	Time	Time Venue
2018-19	14-05-2019	11.30 A.M	Vows Banquet (Joshi's Kohinoor Hall), 3rd Flr, S. Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025.
2017-18	10-05-2018	11.30 A.M.	Joshi's Kohinoor Hall, 3rd Flr, S. Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025.
2016-17	18-05-2017	04.30 P.M.	Joshi's Kohinoor Hall, 3rd Flr, S. Veer Savarkar Marg, Prabhadevi, Mumbai – 400 025.

e) Postal Ballot:

For the year ended March 31, 2020 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

5. Additional shareholders information :

a) Annual General Meeting

Date : August 06, 2020

Venue: As the AGM will take place through video conferencing / other audio visual means the venue of the AGM is not specified.

Time : 11.30 A.M.

b) Financial Calendar

Financial Year: April 01 to March 31 for the financial year 2020-21, the tentative dates for declaration of Quarterly unaudited results will be by July 31, 2020, October 31, 2020, January 31, 2021 and April 30, 2021.

c) Dividend Payment Date:

Dividend will be paid within 30 days of the approval of the same in the Annual General Meeting.

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d) **Listing in stock exchanges and stock codes**

The names of stock exchanges at which the equity shares are listed and respective stock codes are as under:

Name of the stock Exchanges	Stock Code No.
The Bombay stock Exchange	507488
The National Stock Exchange	GMBREW

The ISIN number allotted to the company for demat of shares are as under.

NSDL : INE075D01018

CDSL : INE075D01018

e) **Stock data:**

High/Low of Market price of Company's equity shares traded on the **Bombay Stock Exchange Ltd.** During the financial year ended on March 31, 2020 was as follows:

Month	High	Low
April 2019	684.00	537.00
May 2019	562.00	480.00
June 2019	549.00	475.00
July 2019	534.85	380.45
August 2019	399.65	335.20
September 2019	446.95	346.80
October 2019	435.10	366.00
November 2019	435.00	391.00
December 2019	462.30	396.30
January 2020	454.75	373.00
February 2020	470.00	388.80
March 2020	402.05	220.00

f) **Stock data:**

High/Low of Market price of Company's equity shares traded on **National Stock Exchange.** During the financial year ended on March 31, 2020 was as follows:

Month	High	Low
April 2019	682.10	549.00
May 2019	547.30	481.15
June 2019	527.50	474.05
July 2019	527.05	380.05
August 2019	407.15	335.00
September 2019	448.00	346.00
October 2019	436.40	365.00
November 2019	436.00	390.05
December 2019	463.00	395.30
January 2020	455.50	377.50
February 2020	470.00	389.10
March 2020	405.00	221.05

g) **Distribution of shareholding as on March 31, 2020.**

Size of Holdings	No. of Share Holders	Percentage %	No. of Shares	Percentage %
Up to 100	14,375	72.491	4,24,102	2.320
101 to 200	2,573	12.975	4,21,973	2.309
201 to 500	1,578	7.958	5,32,561	2.914
501 to 1000	758	3.822	5,76,175	3.152
1001 to 5000	464	2.340	9,53,179	5.215
5001 to 10000	41	0.207	2,96,628	1.623
10001 to 100000	35	0.177	8,61,078	4.711
100001 and above	6	0.030	1,42,11,842	77.756
Total	19,830	100.00	1,82,77,538	100.00

Share Holding Pattern:

Sr. No.	Category	No. of Shares	% of Share holding
1	Promoters	1,36,04,123	74.43
2	Residential individuals	39,60,499	21.67
3	Shares Transferred to IEPF	1,38,742	0.76
4	Private Corporate Bodies	2,51,643	1.38
5	Financial institutions, Banks and Mutual Funds	12,518	0.07
6	NRI's and OCB	1,59,388	0.87
7	Clearing members	1,50,625	0.82
	Total	1,82,77,538	100.00

G. M. BREWERIES LIMITED

h) Shares held in physical and dematerialized form:

As on March 31, 2020, 97.46 % of shares were held in dematerialized form and the rest in physical form.

i) Outstanding GDR's/ADR's/Warrant's/ Convertible instruments and their impact on equity.

NIL.

j) Plant Location

Village Narangi, S.Veer Savarkar Marg, Virar (East), Dist - Palghar- 401 305 Maharashtra State.

k) Address for correspondence

Ganesh Niwas, Veer Savarkar Marg,
Prabhadevi, Mumbai- 400 025
Telephone : 022- 24331150/51
E-Mail : investors_complaints@gmbreweries.com
Website : www.gmbreweries.com

l) Shares held in electronic form

Shareholders holding shares in the electronic form may furnish their bank details, which they wish to incorporate on their dividend warrants, to their depository participants. As per the regulations of NSDL and CDSL the company is required to print the bank details on the dividend warrants, as furnished by these depositories to the Company.

6. Disclosures:

The company has not entered into any transaction of a material nature with the Promoters, the Directors or the Management, their relatives etc. that may have any potential conflict with the interests of the company.

The company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. There were no penalties imposed nor any strictures issued on the Company by the Stock Exchanges, SEBI or any other statutory authority relating to the above.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2020.

(A) INDUSTRY STRUCTURE AND DEVELOPMENT

G.M.Breweries Limited (GMBL) is engaged in the manufacture of alcoholic liquor. Though the company has got the facility to blend and bottle both Indian made foreign liquor and country liquor, the concentration has been mainly on country liquor during this year also due to competitive market conditions in the IMFL segment. The Company has been making steady progress in the business of country liquor during the past five years.

Even though not much official statistics are available about the production of country liquor by various manufacturers, the data gathered from The State Excise Department shows that the company contributes about 25 to 30 % of the total Excise duty for country liquor in the whole of Maharashtra.

(B) OPPORTUNITIES, THREATS AND CONCERNS.

The Company's products have been enjoying consistently good brand image and loyalty from the consumers for the past several years and the company enjoys virtual monopoly in country liquor in the districts of Mumbai, Thane & Palghar. It is the single largest manufacturer of country liquor in the State of Maharashtra. The company has capacity to process 13.76 crore bulk litres of country liquor per annum out of which only about 50.82 % has been utilized last year. The company is taking all possible steps to utilize the surplus capacity by extending its business to interior districts of Maharashtra taking advantage of its brand image.

Even though stringent steps have been taken by the various Government agencies, the parallel duty evaded market which eats into Company's market share as well as Government's revenue continues to be the main threat to the Company. The company continues to make representations at

various levels of the Government to take effective steps to curb the illicit market in the interest of the industry, revenue of the state as well as the public health.

The Company has been facing difficulty also due to very high levels of taxation and frequent changes in laws. In fact the exorbitant rate of taxation is one of the factors, which breeds duty evasion. The high level of fluctuations in the prices of its main raw material namely Rectified Spirit and as well as acute shortage in the availability of Spirit are the constraints faced by the Company during the past several years. In the recent past company also faces the problem of exercise of concurrent and parallel jurisdiction by more than one government agency like the **State Excise Department, Legal Metrology Department** and **Food and Drugs Administration Department (FDA)** which are conflicting in nature.

To overcome the problem of shortage, wide price fluctuation and heavy breakages in glass bottles, the Company has started marketing all sizes of country liquor in PET bottles which has gained wide acceptance from the consumers. During the year under review about 69.22% of the company's total sale consisted of PET bottles.

The government of Maharashtra through a notification has banned use of PET bottles for filling alcoholic liquor with effect from April 01, 2016. Various trade bodies of the industry have filed writ petitions in the Hon. Bombay High Court challenging the legality of the notification. The Hon. Bombay High Court has admitted the writ petitions and granted interim stay in the matter. The stay is in force till date and the Hon. Bombay High Court has not passed the final judgment in the matter. As Company's all bottling lines have been designed to handle both glass and PET bottles final outcome in the matter will not have any impact on the manufacturing operations of the company.

As a result of the lockdown imposed by the Govt. of India/ Maharashtra the company had shut down its manufacturing unit at Virar with effect from March 23, 2020. The operations resumed on a limited scale from May 20, 2020 after a period of about two months. Due to shortage of labour, till

the date of preparation of this report, the plant is operating at about 40 to 45 percent capacity only. Further liquor outlets in the district of Mumbai and Thane which constitute major market for company's products have not been granted permission to open and it is not certain till date when this market will be allowed to resume business. It is also not known definitely till date when the workforce left to their home towns will return back.

All the forgoing factors are expected to have a serious impact on the business of the company during the current financial year and at this point it is not possible to quantify or gauge the impact as again it can not be forecasted when the complete normalcy will be restored.

(C) OUT LOOK

Barring the aforesaid deterrents, the company does not foresee any major threats to its growth and market share in the coming years. The existing capacity should take care of the company's requirement at least for the next Five years and the Company does not foresee any technological obsolescence for its products.

(D) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has independent department to carry out the internal audit and ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transaction are appropriately authorised, recorded and reported. Exercises for safeguarding assets and protection against unauthorised use are undertaken from time to time. The company has also installed an extensive CCTV Surveillance system to cover the entire factory premises which is being upgraded on a regular basis. All these measures are continuously reviewed by the management and as and when necessary improvements are effected.

G. M. BREWERIES LIMITED

(E) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial performance during the year under reference has been reasonably good in all respects. The company could maintain the turnover more or less at the level of previous year. However, due to very high levels of raw material prices during the whole year company's profits have been affected substantially.

(F) CORPORATE SOCIAL RESPONSIBILITY.

The company has fully complied with the mandatory norms prescribed for contributions towards corporate social responsibility.

(G) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

As on March 31, 2020 the company had 182 permanent employees at its manufacturing plant and administrative office.

The company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them.

The company has provided rent free accommodation to all its staff & workers adjacent to the factory premises of the company. The company enjoyed excellent relationship with workers and staff during the last year.

Cautionary Statement

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

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BALANCE SHEET AS AT MARCH 31, 2020

	Notes	As at March 31, 2020	(Rs. in Lacs) As at March 31, 2019
ASSETS			
Non Current Assets			
a) Property, Plant and Equipment	1	6,199.24	6,716.87
b) Capital Work- In- Progress	2	2,606.33	4,767.49
c) Investment Property	3	9,704.46	7,230.11
d) Other Intangible Assets	4	0.37	1.49
e) Financial Assets			
-Non Current Investments	5	22,598.44	16,278.20
-Other Non Current Financial Assets	6	13.82	1,931.46
f) Non Current Tax Assets (Net)	7	-	89.20
g) Other non-current assets	8	1,077.01	1,062.66
Total Non Current Assets		42,199.67	38,077.48
Current Assets			
a) Inventories	9	2,056.89	1,774.34
b) Financial Assets			
-Trade receivables	10	96.92	213.41
-Cash and cash equivalents	11	33.75	51.66
-Other Bank Balances	12	2,121.81	60.29
c) Other Current Assets	13	1,874.22	2,177.14
Total Current Assets		6,183.59	4,276.84
Total Assets		48,383.26	42,354.32
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	14	1,828.60	1,828.60
b) Other Equity	15	41,210.15	34,853.45
Total Equity		43,038.75	36,682.05
Liabilities			
Non Current Liabilities			
Deferred Tax Liabilities		358.48	415.28
Other non current liabilities		26.86	23.40
Total Non Current Liabilities		385.34	438.68
Current Liabilities			
a) Financial Liabilities			
-Trade payables		1,108.81	450.45
-Other Current financial liabilities	16	74.00	104.50
b) Other Current Liabilities	17	3,618.60	4,620.57
c) Provisions		84.00	58.07
d) Current Tax Liabilities (Net)		73.76	-
Total Current Liabilities		4,959.17	5,233.59
Total Liabilities		5,344.51	5,672.27
Total Equities and Liabilities		48,383.26	42,354.32

Notes forming part of the financial statements & Standard Accounting Policies

1 to 38
1 & 2

For & on behalf of Board of Directors
G M Breweries Limited
CIN: L15500MH1981PLC025809

As per our report of even date attached
For Priti V. Mehta & Company

Chairman & Managing Director
Wholetime Director

Jimmy Almeida
Jyoti Almeida

Chartered Accountants
Firm's registration Number :129568W

Wholetime Director

Kiran Parashare

Priti V. Mehta
Proprietor
Membership No.:130514

Chief Financial officer

S Swaminathan

Company Secretary & Manager Accounts

Sandeep Kutchhi

Mumbai, June 23, 2020

Mumbai, June 23, 2020

G. M. BREWERIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

		(Rs. in Lacs)	
	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
a) Revenue from Operations	18	168,133.56	170,461.34
b) Other Income	19	942.73	1,373.51
Total Income		169,076.29	171,834.85
Expenses			
a) Cost of Material Consumed	20	33,812.01	30,905.50
b) Changes in inventories of finished goods- work-in-progress and stock-in-trade	21	(2.31)	(232.75)
c) Employee benefits expenses	22	1,083.27	1,061.05
d) Excise duty, VAT & TCS recoverd on Sales		121,271.48	124,060.49
e) Finance Costs	23	5.16	7.12
f) Depreciation & amortisation expenses		728.51	733.07
g) Other Expenses	24	3,099.96	2,980.21
Total Expenses		159,998.08	159,514.69
Profit before exceptional items and tax		9,078.21	12,320.16
Exceptional Items		--	--
Profit before tax		9,078.21	12,320.16
Tax Expense			
-Current Tax		2,350.00	4,140.00
-Deferred Tax		(56.80)	(50.16)
Total Tax Expense		2,293.20	4,089.84
Profit for the year		6,785.01	8,230.32
Other Comprehensive Income			
Items that will not be reclassified to statement of profit and loss			
Gain / Loss on fair valuation of equity shares		312.95	(179.68)
Income Tax related to above item		(80.21)	31.39
Total Comprehensive Income		7,017.75	8,082.03
Earning per equity share:			
	32		
[Face Value Rs. 10 each (2019: Rs. 10 each)]			
Basic Earnings per share		37.12	45.21
Diluted Earnings per share		37.12	45.21

Notes forming part of the financial statements & Standard Accounting Policies

1 to 38
1 & 2

For & on behalf of Board of Directors
G M Breweries Limited
CIN: L15500MH1981PLC025809

As per our report of even date attached
For Priti V. Mehta & Company

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Wholetime Director

Jimmy Almeida
Jyoti Almeida

Chartered Accountants
Firm's registration Number :129568W

Wholetime Director

Kiran Parashare

Priti V. Mehta
Proprietor
Membership No.:130514

Chief Financial officer

S Swaminathan

Company Secretary & Manager Accounts

Sandeep Kutchhi
Mumbai, June 23, 2020

Mumbai, June 23, 2020

Note 1 Property, Plant and Equipment Particulars	Leasehold		Residential & Commercial Premises	Building at Wada	Plant & Machinery	Com- puters	Office equip- ments	Furniture & Fixtures	Vehicle	Total	
	Freehold Land	Land deposit									
Gross Block											
Balance as at April 1, 2018	391.63	400.00	2,523.36	392.28	145.76	3,474.62	12.99	9.62	17.56	219.10	7,586.92
Additions during the year		40.12				299.34				395.09	734.55
Discarded/ Disposed off during the year									(167.99)		(167.99)
Balance as at March 31, 2019	391.63	400.00	2,563.48	392.28	145.76	3,773.96	12.99	9.62	17.56	446.20	8,153.48
Balance as at April 1, 2019	391.63	400.00	2,563.48	392.28	145.76	3,773.96	12.99	9.62	17.56	446.20	8,153.48
Additions during the year						28.49	19.57				48.06
Discarded/ Disposed off during the year											-
Balance as at March 31, 2020	391.63	400.00	2,563.48	392.28	145.76	3,802.45	32.56	9.62	17.56	446.20	8,201.54
Accumulated Depreciation											
Balance as at April 1, 2018	-	-	235.78	46.08	-	609.15	3.41	6.60	13.87	105.85	1,020.74
Depreciation for the year			118.62	23.04		345.92	1.39	2.12	3.66	80.71	575.46
Accumulated depreciation on discarded/ Disposals										(159.59)	(159.59)
Balance as at March 31, 2019	-	-	354.40	69.12	-	955.07	4.80	8.72	17.53	26.97	1,436.61
Balance as at April 1, 2019	-	-	354.40	69.12	-	955.07	4.80	8.72	17.53	26.97	1,436.61
Depreciation for the year			120.64	23.04		360.49	5.87	0.90	0.03	54.72	565.69
Accumulated depreciation on discarded/ Disposals											-
Balance as at March 31, 2020	-	-	475.04	92.16	-	1,315.56	10.67	9.62	17.56	81.69	2,002.30
Net Carrying Amount											
Balance as at March 31, 2019	391.63	400.00	2,209.08	323.16	145.76	2,818.89	8.19	0.90	0.03	419.23	6,716.87
Balance as at March 31, 2020	391.63	400.00	2,088.44	300.12	145.76	2,486.89	21.89	-	-	364.51	6,199.24

G. M. BREWERIES LIMITED

Note 2 - Capital Work In Progress

	As at March 31, 2020	As at March 31, 2019
Opening Capital Work In Progress	4,767.49	6,359.51
Reclassification from Investment Property		
Additions	995.97	1190.28
Capitalised in Investment Properties	(3,157.13)	(2,615.45)
Capitalised in PPE	-	(166.85)
Closing Capital Work In Progress	2,606.33	4,767.49

Note 3 - Investment Property

Investment in Land (A)	2147.75	1,565.43
Investment in Property as per Previous GAAP		
Reclassification to Capital Work In Progress		
Reclassification from PPE		
Gross Carrying Amount		
Opening Gross carrying amount/Deemed cost	5,937.12	3,423.30
Additions	3,290.57	2,615.45
Sale	(1,236.84)	(101.63)
Closing Gross carrying amount	7,990.85	5,937.12
Accumulated Depreciation		
Opening Accumulated Depreciation	272.44	116.04
Depreciation Charge	161.70	156.40
Closing Accumulated Depreciation	434.14	272.44
Net Carrying Amount (B)	7,556.71	5,664.68
Total Investment property (A+B)	9,704.46	7,230.11

Note 4 - Intangible Assets

Particulars	Software
Gross Block	
Balance as at April 1, 2018	3.87
Additions during the year	-
Discarded/ Disposed off during the year	-
Balance as at March 31,2019	3.87
Balance as at April 1, 2019	3.87
Additions during the year	-
Discarded/ Disposed off during the year	-
Balance as at March 31,2020	3.87
Accumulated Depreciation	
Balance as at April 1, 2018	1.17
Depreciation for the year	1.21
Accumulated depreciation on discarded/ Disposals	-
Balance as at March 31,2019	2.38
Balance as at April 1, 2019	2.38
Depreciation for the year	1.12
Accumulated depreciation on discarded/ Disposals	-
Balance as at March 31,2020	3.50
Net Carrying Amount	
Balance as at March 31,2019	1.49
Balance as at March 31,2020	0.37

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Note 5 - Non Current Investment

	As at March 31, 2020	As at March 31, 2019
Investments in mutual funds	3,710.26	2,795.41
Investments in Tax free Bonds	15,014.59	9,379.17
Investment in Preference Shares	3,873.59	3,722.99
Investment in Equity Shares	-	380.63
Total Non Current Investments	22,598.44	16,278.20

Note 6 - Other Non Current Financial Assets

	As at March 31, 2020	As at March 31, 2019
Fixed Deposit - For more than twelve months	-	1,917.64
Security Deposit	13.82	13.82
Total Other Non Current Financial Assets	13.82	1931.46

Note 7 - Non Current Tax Assets (Net)

	As at March 31, 2020	As at March 31, 2019
Advance Income Tax (Net)	-	89.20
Total Non Current Tax Asset (Net)	-	89.20

Note 8 - Other Non Current Assets

	As at March 31, 2020	As at March 31, 2019
Capital Advances	642.47	628.12
Deposit Against Demand in Dispute	434.54	434.54
Total Other Non Current Assets	1,077.01	1,062.66

Note 9 - Inventories

	As at March 31, 2020	As at March 31, 2019
Stock-in-trade as per Inventories taken Valued & Certified by the Management		
-Raw Material & Packing Materials	1,285.99	995.83
-Stock in Process (Work in Progress)	530.09	442.03
-Stock of Finished Goods	205.26	291.02
-Stock of Stores & Spares	35.55	45.46
Total Inventories	2,056.89	1,774.34

G. M. BREWERIES LIMITED

- 1) Stock of Raw Materials and Packing Material : At cost Including Local Taxes (Net of Setoff) or net realisable value whichever is lower
- 2) Stock in Process : At cost or net realisable value, whichever is lower
- 3) Stock of Finished Goods: At cost or net realisable value, whichever is lower
- 4) Stock of Stores and Spares: At cost or net realisable value, whichever is lower

NOTE 10 - Trade Receivables

	As at March 31, 2020	As at March 31, 2019
(Unsecured, considered good)		
Debts outstanding for a period exceeding six Months	-	-
Other Debts	96.92	213.41
Total Trade Receivables	96.92	213.41

NOTE 11 - Cash and Cash Equivalents

	As at March 31, 2020	As at March 31, 2019
Cash-on-hand	33.81	43.02
Balances with Bank		
On Current Accounts	(0.06)	7.27
In Deposits Accounts (With original maturity of 3 mths or less)	-	1.37
Total Cash & Cash Equivalents	33.75	51.66

NOTE 12 - Other Bank Balances

	As at March 31, 2020	As at March 31, 2019
On unpaid dividend account	52.68	50.02
Bank Deposits due to mature after 3 months of original maturity but within 12 months of the reporting date	2,069.13	10.27
Total Other Bank Balances	2,121.81	60.29

NOTE 13 - Other Current Assets

	As at March 31, 2020	As at March 31, 2019
Prepaid Expenses	1,167.35	1,013.30
Staff Advance	15.75	19.35
Advances for expenses	3.38	30.00
Advances for rawmaterials	100.00	189.68
Other current assets	587.74	924.81
Total Other Current Asstes	1,874.22	2,177.14

NOTE 14 - Equity Share Capital

	As at March 31, 2020	As at March 31, 2019
Authorised		
6,00,00,000 Equity Shares of Rs.10/- each	6,000.00	6,000.00
1,00,00,000 Unclassified Shares of Rs.10/- each	1,000.00	1,000.00
	7,000.00	7,000.00
Issued, Subscribed and Paid-up :		
1,82,77,538 Equity Shares of Rs.10/- each fully paid	1827.75	1,827.75
Add : Shares forfeited	0.85	0.85
	1,828.60	1,828.60

- a) There are No (Previous year - No) rights, preference and restriction attaching to each class of shares including restriction on the distribution of dividend and the repayment of capital.
- b) There are nil number of shares (Previous year Nil) in respect of each class in the company held by its holding company or its ultimate holding company including shares held by or by subsidiary or associates of the holding company or the ultimate holding company in aggregate.
- c) Shares in the company held by each shareholders holding more than 5% shares

Name of the Shareholder	As at March 31,2020	As at March 31,2019
Shri.Jimmy Almeida	11,288,163	1,12,88,163
Almeida Holdings Private Limited	1,952,238	19,52,238

- d) There are nil number of shares (Previous year Nil) reserved for issue under option and contracts/commitment for the sale of shares/disinvestment including the terms and amounts.
- e) For the period of five years immediately preceding the date as at which the balance sheet is prepared

Particulars	As at March 31, 2020	As at March 31, 2019
Aggregate number and class of shares allotted as fully paidup pursuant to contract(s) without payment being received in cash	Nil	Nil
Aggregate number and class of shares allotted as fully paidup by way of bonus shares.	Nil	3,655,507
Aggregate number and class of shares bought back	Nil	Nil

- f) There are no securities (Previous year No) convertible into Equity/ Preferential Shares.
- g) There are no calls unpaid (Previous year No)including calls unpaid by Directors and Officers as on balance sheet date.

G. M. BREWERIES LIMITED

Note 15 - Other Equity

STATEMENT OF CHANGES IN EQUITY

Particulars	Notes	General Reserve	Retained Earnings	Equity Instruments through OCI	Total
Balance as at April 1, 2018		6,239.00	21,510.40	(84.45)	27,664.95
Profit for the year		-	8,230.32	-	8,230.32
		6,239.00	29,740.72	(84.45)	35,895.27
Other Comprehensive Income					
Gain/Loss on fair Valuation of Equity Shares				(179.68)	(179.68)
Income Tax related to above item				31.39	31.39
Total Comprehensive Income for the year		6,239.00	29,740.72	(232.74)	35,746.98
Capitalised during the year in the form of bonus issue			(365.55)		(365.55)
Transfers			-	-	
Dividend paid			(527.98)		(527.98)
Prior period adjustment of taxes			-	-	
Balance as at March 31, 2019		6,239.00	28,847.19	(232.74)	34,853.45
Balance as at April 1, 2019		6,239.00	28,847.19	(232.74)	34,853.45
Profit for the year		-	6,785.01		6,785.01
		6,239.00	35,632.20	-	41,638.46
Other Comprehensive Income					
Gain/Loss on fair Valuation of Equity Shares				312.95	312.95
Income Tax related to above item				(80.21)	(80.21)
Total Comprehensive Income for the year		6,239.00	35,632.20	232.74	41,871.20
Transfers					-
Dividend paid			(661.05)		(661.05)
Prior period adjustment of taxes			-		
Balance as at March 31, 2020		6,239.00	34,971.15	-	41,210.15

NOTE 16 - Other Current Financial Liabilities

	As at March 31, 2020	As at March 31, 2019
Unpaid Dividends	52.68	50.02
Creditors for Expenses / Assets	21.32	54.48
Total Other Current Financial Liabilities	74.00	104.50

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NOTE 17 - Other Current Liabilities

	As at March 31, 2020	As at March 31, 2019
Statutory Liability	3,314.73	4,391.81
Advance received from Customers & others	303.87	228.76
Total Other Current Liabilities	3,618.60	4,620.57

Note 18 - Revenue from Operations

	As at March 31, 2020	As at March 31, 2019
Net Sales	46,770.23	46,299.64
Add: State Excise Duty	71,015.42	72,235.15
Add: VAT (Net of Setoff)	49,214.69	50,663.45
Add: TCS	1,041.37	1,161.94
Add: Scrap Sales	91.85	101.16
Gross Sales	168,133.56	170,461.34

NOTE 19 - Other Income

	As at March 31, 2020	As at March 31, 2019
Intesest Income	893.19	782.35
Dividend Income	398.85	300.16
Net gain on sale of Investment / Assets	(239.86)	86.11
Other non Operating Income	75.70	65.67
Fair Value Gain on Mutual Funds	(185.15)	139.22
Total Other Income	942.73	1,373.51

G. M. BREWERIES LIMITED

NOTE 20 - Cost of Materials Consumed

	As at March 31, 2020	As at March 31, 2019
Raw Materials Consumed - Rectified Spirit		
Opening Stock	105.55	2.87
Add : Purchases	19,905.03	16,565.36
	20,010.58	16,568.23
Less : Closing Stock	325.88	105.55
	19,684.70	16,462.68
Packing and Other Materials Consumed		
Opening Stock	890.28	602.44
Add : Purchases	14,197.13	14,730.66
	15,087.41	15,333.10
Less : Closing Stock	960.10	890.28
	14,127.31	14,442.82
Total Cost of Material Consumed	33,812.01	30,905.50

NOTE 21 - Changes in Inventory of Finished Goods, Work In Progress and Stock in Trade

	As at March 31, 2020	As at March 31, 2019
Opening Stock		
Finished Goods	291.02	102.17
Work-in-process	442.03	398.13
	733.05	500.30
Less :Closing Stock		
Finished Goods	205.27	291.02
Work-in-process	530.09	442.03
	735.36	733.05
Total Changes in Inventory of Finished Goods, Work In Progress and Stock in Trade	(2.31)	(232.75)

NOTE 22 - Employee Benefit Expenses

	As at March 31, 2020	As at March 31, 2019
Salaries & Wages	929.10	887.30
Bonus to Staff & Workers	32.71	24.22
Contribution to Provident & other Funds	51.65	75.07
Employees Welfare	69.81	74.46
Total Employee Benefit Expenses	1,083.27	1,061.05

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NOTE 23 - Finance Costs

	As at March 31, 2020	As at March 31, 2019
Interest on Overdraft	4.39	6.19
Bank Charges	0.77	0.93
Total Finance Costs	5.16	7.12

Note 24 - Total Other Expenses

	As at March 31, 2020	As at March 31, 2019
Stores & Spares Consumed	50.17	48.89
Repairs & Maintenance		
- Plant & Machinery	51.62	69.88
- Building	58.33	95.58
- Others	238.30	223.15
Excise Supervision Charges	28.32	19.37
Power & Fuel	76.38	67.34
Rent, Rates & Taxes	308.42	273.55
Licence Fees	936.14	774.17
Legal and Professional Charges	114.29	118.87
Legal Expenses	7.26	14.18
Postage, Telephone and Telegram Expenses	6.44	7.53
Printing & Stationery	5.54	10.51
Insurance	56.43	44.79
Directors Remuneration	323.40	230.80
Travelling & Conveyance	17.06	16.10
Donation	93.43	307.71
Vehicle Expenses	337.41	398.62
Sales Promotion, Advertisement and Publicity	74.43	2.44
CSR expenses	205.67	178.20
Auditors Remuneration		
- Audit Fees	7.08	7.08
- Tax Audit Fees	7.08	7.08
- Taxation Matters	7.08	7.08
- Other Matters	3.54	3.54
Miscellaneous Expenses	86.14	53.75
Total Other Expenses	3,099.96	2,980.21

G. M. BREWERIES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020.

1. Company overview

G. M. Breweries Limited (“the Company”) is a public company incorporated in India. The Company is primarily engaged in the manufacturing of country liquor.

2. Significant Accounting Policies:

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the periods presented, unless otherwise stated.

2.1 Basis of Preparation:

(i) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(ii) Historical cost convention

The financial statements have been prepared on an accrual basis and under the historical cost convention except certain financial assets and liabilities are measured at fair value (refer accounting policy regarding financial instruments).

(iii) Classification of assets and liabilities

The classification of assets and liabilities into current and non-current, wherever applicable, are based on normal operating cycles of business activities of the Company, which is twelve months.

2.2 Summary of Significant Accounting Policies:

(a) Property, Plant and Equipment:

Freehold land is carried at historical cost. All other items of Property, plant and equipment are shown at cost, less accumulated depreciation and impairment, if any. The cost of an item of property, plant and equipment comprises its cost of acquisition inclusive of inward freight, import duties, and other nonrefundable taxes or levies and any cost directly attributable to the acquisition / construction of those items; any trade discounts and rebates are deducted in arriving at the cost of acquisition.

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred.

Gain or losses arising on disposal of property, plant and equipment are recognised in profit or loss.

COVID-19 does not have any impact on the expected useful life and residual life of PPE. The management has reviewed the residual value and the useful life of an asset due to COVID-19 and the expectations has not differed from previous estimates.

(b) Capital Work in Progress

Property, plant and equipment under construction are disclosed as capital work in progress.

(c) Depreciation and amortisation:

Depreciation has been provided based on useful life assigned to each asset in accordance with Schedule II of the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset.

COVID-19 does not have any impact on the expected useful life and residual life of PPE.

(d) Impairment of assets

At the date of balance sheet, if there are indications of impairment and the carrying amount of the cash generating unit exceeds its recoverable amount (i.e. the higher of the fair value less costs of disposal and value in use), an impairment loss is recognised. The carrying amount is reduced to the recoverable amount and the reduction is recognised as an impairment loss in the profit or loss. The impairment loss recognised in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

Due to COVID-19, there was a temporary ceasing of operations resulting in lowering of revenues and profitability and reduced economic activity.

Reasonable assumptions are made by the management in estimating the value-in-use and fair value less costs of disposal. Management has considered the indicators required for impairment testing and estimated reliably that there is no impairment loss for the purpose of Ind AS 36 and AS 28.

(e) Inventories:

The cost of various categories of inventory is determined as follows:

Raw material and Packing Materials	At cost including local taxes (Net of set off) or net realizable value whichever is lower
Stock in Process , Stock of finished goods, Consumables, Stores and Spares	At cost or Net realizable value whichever is lower
Scrap	At Net Realisable Value

Cost of raw material and packing materials are determined using first in first out (FIFO) method. Costs of finished goods and stock in process include cost of raw material and packing materials, cost of conversion and other costs incurred in bringing the inventories to the present location and condition.

Supply chain got disrupted due to lockdown imposed because of coronavirus outbreak but it had limited impact for the financial year 2019-20.

(f) Employees Retirement Benefits:

(a) Defined Contribution Plans.

The Company has Defined Contribution Plan post employment benefit in the form of provident fund for eligible employees, which is administered by Regional Provident Fund Commissioner; Provident fund is classified as Defined Contribution Plan as the Company has no further obligation beyond making the contributions. The Company's contributions to defined Contribution Plans are charged to the Profit and Loss Account as and when incurred.

(b) Defined Benefit Plan.

The Company has Defined Benefit Plan for post employment benefit in the form of Gratuity for eligible employees, which is administered through a Group Gratuity Policy with Life Insurance Corporation of India (L.I.C). The Liability for the above Defined Benefit Plan is provided on the basis of an actuarial valuation as carried out by L.I.C. The actuarial method used for measuring the liability is the Projected Unit Credit Method.

(c) Termination Benefits, if any, are recognized as an expense as and when incurred.

(d) The Company does not have policy of leave encashment and hence there is no liability on this account.

Refer to additional note no. 36

G. M. BREWERIES LIMITED

(g) Revenue recognition:

Revenue is measured at the fair value of the consideration received or receivable. Gross Sales are inclusive of State Excise duty, MVAT, and Net of returns, Claims, and Discount etc.

The Company recognizes sale of goods when the significant risks and rewards of ownership are transferred to the buyer, which is usually when the goods are loaded in party's vehicle and are ready for dispatch after clearance from excise officials at the factory.

Interest Income is accounted on accrual basis and dividend income is accounted on receipt basis.

Fixed deposit interest is accounted as per statement/documents issued by banks inclusive of tax deducted at source.

Due to outbreak of Covid 19 and sudden orders of Government, there was a temporary interruption in production / Sales since 23rd March 2020 but it had limited impact for the financial year 2019-20.

(h) Excise Duty:

State Excise duty payable on finished goods, is accounted for on clearance of goods from the Factory. Company's products do not attract any Central Excise duty.

(i) Brand Development:

The Company had incurred expenses on brand development of various products. The expenses were accounted as per prevailing Industry practices.

(j) Value Added Tax (VAT):

VAT payable of finished goods is accounted net of setoff i.e. VAT payable on finished goods less VAT paid on Raw Materials (Rectified Spirit).

(k) Taxes on Income:

Provision is made for income tax liability estimated to arise on the results for the year at the current rate of Tax in accordance with Income Tax Act, 1961.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively

Deferred Tax arising on account of depreciation is recognised only to the extent there is a reasonable certainty of realisation.

(l) Expenses:

Currently liquor for human consumption is outside the scope of GST and consequently certain input tax paid by the company are not fully available for input tax credit. Thus, this input tax is paid currently are being expensed out in the books of accounts.

(m) Provisions, Contingent liabilities and contingent assets:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably.

All known Liabilities, wherever material, are provided for and Liabilities, which are disputed, are referred to by way of Notes on Accounts.

(n) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(o) Earnings Per Share:

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

(p) Fair value measurement:

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statement are categorised within the fair value hierarchy.

(q) Financial Instruments:

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. All the financial assets and liabilities are measured initially at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial asset and financial liabilities (other than financial assets and liabilities carried at fair value through profit or loss) are added or deducted from the fair value measured on initial recognition of financial asset or financial liability.

(r) Financial assets

Classification and Measurement

All the financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of financial asset (other than financial assets carried at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset.

Subsequent measurement of a financial assets depends on its classification i.e., financial assets carried at amortised cost or fair value (either through other comprehensive income or through profit or loss). Such classification is determined on the basis of Company's business model for managing the financial assets and the contractual terms of the cash flows.

The Company's financial assets primarily consists of cash and cash equivalents, trade receivables, loans to employees and security deposits etc. which are classified as financial assets carried at amortised cost.

Amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a financial assets that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is recognised using the effective interest rate method.

G. M. BREWERIES LIMITED

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. For trade receivables, the Company provides for lifetime expected credit losses recognised from initial recognition of the receivables.

Derecognition of financial assets

A financial asset is derecognised only when

The Company has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

(s) Income recognition

Interest income

Interest income is recognised at contracted rate of interest.

Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(t) Cash flow statement

Cash flows are reported using the indirect method, whereby profit/ loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing flows. The cash flows from operating, investing and financing activities of the Company are segregated

Notes on Accounts forming part of accounts

25. Investment Properties

Investment property is measured at cost.

Investment property consists of residential flats, property occupied by tenants and property occupied as tenants. The fair Market Value of Investment Property based on ready recknor rates is 63.78 crores as on March 31, 2020.

In case of property occupied by tenants, rental income earned is disclosed in the accounts.

26. Clarification regarding note pertaining to “Transport Fee Liability” mentioned in earlier years.

The Company had, along with other manufacturers of Country Liquor and IMFL in the State of Maharashtra, filed a Writ Petition in the Hon’ble Bombay High Court challenging the applicability of “Transport Fee” under Bombay Rectified Spirit (Transport in Bond) Rules 1951.

The Hon’ble Bombay high Court by its Order and Judgment dated 6th May, 2011 had allowed the Writ Petitions and set aside the levy of Transport Fee under the said Rules. The Hon’ble Bombay High Court has also directed the Government of Maharashtra to Refund the “Transport Fee” Deposited pursuant to the Interim Order. The Government is yet to Refund the deposit of “Transport Fee” made by the Company.

The State of Maharashtra has also filed a Special Leave Petition in the Hon’ble Supreme Court of India against the said Order of the Bombay High Court which is pending for admission.

27. MVAT / Income Tax

As alcoholic liquor for human consumption has been kept out of the purview of Goods and Services Tax (GST) introduced from July 01, 2017, the company's finished product namely country liquor continues to be taxed under Maharashtra Value Added Tax (MVAT).

Under the MVAT Act in force from 1/4/2005 there is no procedure for assessment. The Company is filing monthly MVAT returns on regular basis and all dues have been paid as per the returns. The MVAT department of Government of Maharashtra has completed Audit of the company's transactions up to the financial year 2016-17. The Company has also filed the audit report as required under the MVAT Act up to the financial year 2018-19.

For the year 2016-17 the audit process has been completed by the MVAT department as in the earlier years and there has been no additional demand raised under the audit process.

The company's Income Tax assessment has been completed up to assessment year 2017-18 and the demands raised by the department has already been paid by the company.

28. Remuneration to Directors

(Rs. in Lacs)

Remuneration of Directors	2019-2020	2018-2019
Salary	321.00	228.00

29. In the opinion of the Board of Directors, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

30. Micro Small and Medium Enterprises

The Company has called for complete information from all the vendors regarding their status as small-scale/micro industrial undertaking. Based on information received regarding the status of the vendors there are no amounts outstanding for more than Rs.1,00,000/- for more than 30 days.

31. Related Party Disclosures

(a) List of Related Parties

Key Management Personnel	Designation
Mr. Jimmy Almeida	Chairman & Managing Director
Mrs. Jyoti Almeida	Whole time Director
Mr. Kiran Parashare	Whole time Director
Mr. S. Swaminathan	Chief Financial Officer
Mr. Sandeep Kutchhi	Company Secretary & Manager Accounts

(b) Details of transactions

Nature of transaction with Key management Personnel	Amount (Rs. In Lacs)
Rent Paid to Director	220.08
Remuneration paid to Directors	321.00
Remuneration paid to KMPs	42.64

G. M. BREWERIES LIMITED

32. Earnings per share

(Rs.in Lacs)

Particulars	2019-20	2018-19
Earnings		
Profit after tax	6785.01	8,230.32
Net profit attributable to equity shareholders for calculation of basic and diluted EPS	6785.01	8,230.32
Shares Weighted average number of equity shares outstanding during the year for calculation of basic and diluted EPS (in nos.)	1,82,77,538	1,82,77,538
Basic and Diluted Earnings per share (in Rs)	37.12	45.21
Nominal Value of Equity Shares (in Rs.)	10	10

33. Deferred Tax

During the year company has created and adjusted deferred tax asset against deferred tax liability of Rs.56.80 Lakhs on account of timing difference of depreciation as per Income Tax Act, 1961 & depreciation debited in the books of accounts as per the Company's act 2013.

34. Segment Reporting:

The Company at present is engaged in the business of manufacture and sale of country liquor, which constitutes a single business segment.

35. Auditors Remuneration:

(Rs.in Lacs)

Sr. No.	Particulars	Current Year	Previous Year
1	Audit Fees	7.08	7.08
2	Tax Audit	7.08	7.08
3	Taxation Matters	7.08	7.08
4	Other Matters	3.54	3.54
	Total	24.78	24.78

36. Employees Benefits:

The company has made provisions in the accounts for gratuity base on actuarial valuation. The particulars under the AS 15 (revised) furnished below are those which are relevant and available to company for this year.

GRATUITY POLICY NO	610149	706000365
I ASSUMPTION AS AT	01.03.2020	01.03.2020
MORTALITY RATE	LIC(2006-08)	LIC(2006-08)
DISCOUNT RATE	7.25%	7.25%
WITHDRAWAL RATE	1% TO 3%	1% TO 3%
SALARY ESCALATION	4%	4%
VALUATION METHOD	PROJECTED UNIT CREDIT METHOD	
PERIOD OF ACCOUNTING	1.04.2019 TO 31.03.2020	
II DATA INFORMATION	ON 31.03.2020	31.03.2020
NUMBER OF MEMBERS	119	63
AVERAGE AGE	47.08	35.60
AVERAGE MONTHLY SALARY	13,125.58	12,468.17
AVERAGE PAST SERVICES	22.55	5.13
III RESULTS OF VALUATION	ON 31.03.2020	31.03.2020
(a) PV OF PAST SERVICE BENEFIT	1,62,76,362	14,84,888
(b) CURRENT SERVICE COST	5,88,426	2,56,996
(c) TOTAL SERVICE GRATUITY	3,02,57,974	1,24,85,653
(d) ACCRUED GRATUITY	2,04,18,050	23,31,159
(e) LCSA	98,39,924	1,01,54,494
(f) LC PREMIUM	40,165	19,011
(g) GST @18%	7,230	3,422
IV RECOMMENDED CONTRIBUTION RATE		
(a) FUND VALUE AS ON RENEWAL DATE	1,51,58,149	13,70,124
(b) ADDITIONAL CONTRIBUTION FOR EXISTING FUND	11,18,213	1,14,764
(c) CURRENT SERVICE COST	5,88,426	2,56,996
V ACTUAL (GAIN)/ LOSS ON OBLIGATION/ TOTAL AMOUNT CHARGED TO P&L		
(III(F) +III(G) +IV(B)+IV(C)	17,54,034	3,94,193

The company has paid an amount of Rs.21,48,227/- to LIC towards both the above policies based on provisional actuarial valuation done by LIC. Any shortfall or excess based on final working by LIC would be dealt with on receipt of final valuation.

G. M. BREWERIES LIMITED

37. The company has invested a sum of Rs.5.11 Crores in IL&FS by way of preference shares and the company has received dividend on these shares for the year 2017-18. Even though IL&FS is presently undergoing a liquidity crisis, the government and other public sector bodies are doing their best to infuse liquidity and resolve the matter. In view of the above the company is carrying its investments at cost.
38. The figures of the previous years have been regrouped / rearranged wherever necessary. The Figures of the previous years are given in brackets.

As per our report of even date attached

For Priti V. Mehta & Company
Chartered Accountants
Firm Registration No. 129568W

Priti V. Mehta
Proprietor
Membership No. 130514

Mumbai
June 23, 2020

For & on behalf of Board of Directors
G M Breweries Limited
CIN: L15500MH1981PLC025809

Chairman & Managing Director

Wholetime Director

Wholetime Director

Chief Financial Officer

Company Secretary & Manager Accounts

Mumbai
June 23, 2020

Jimmy Almeida

Jyoti Almeida

Kiran Parashare

S. Swaminathan

Sandeep Kutchhi

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CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

(Rs. in Lacs)

Particulars	Current Year 2020	Previous Year 2019
Cash Flow from Operating Activities		
Net Profit before tax	9,078.21	12,320.16
Adjustments for :		
Depreciation	728.51	733.07
Finance Cost	5.16	7.12
Indirect Taxes paid	121,271.48	124060.49
Dividend Received	(398.85)	(300.16)
Interest Received	(893.19)	(782.35)
Other Non-Operating Income	349.31	(291.00)
Operating Profit before Working Capital Changes	130,140.63	135,747.33
Adjustments for (increase)/decrease in operating assets:		
Trade Receivables	116.49	(126.01)
Inventories	(282.55)	(612.28)
Other Financial Assets- Non Current	1,917.64	(129.78)
Other Current Assets	302.92	32.25
Other Non Current Assets	(14.35)	(502.00)
Adjustments for increase/(decrease) in operating liabilities:		
Trade Payables	173.82	(49.78)
Other non current liabilities	3.46	-
Other Current Liabilities	(1,001.97)	(8.10)
Other financial liabilities - Current	(30.50)	(24.10)
Cash generated from Operations	131,325.59	134,327.53
Direct Taxes Paid	2,175.00	4,140.00
Indirect Taxes Paid	121,271.48	124,060.49
Net Cash from Operating Activities (A)	7,879.11	6,127.04
Cash Flow from Investing Activities		
Increase/Decrease in Property, Plant and Equipment including Capital Advances	2,679.91	317.12
Increase/Decrease in Investment Property	(2,474.35)	(2,713.61)
Increase/Decrease in Financial Assets- Investments	(6,320.24)	(5,509.35)
Redemption/ (Purchase) of Fixed Deposits (with Maturity more than three months)	(2,058.86)	787.01
Interest Received	893.19	782.35
Dividend Received	398.85	300.16
Other Non-Operating Income	(349.31)	291.00
Net Cash (used in)/from Investing activities (B)	(7,230.81)	(5,745.32)
C. Cash Flow from Financing Activities		
Interest / financial charges Paid	(5.16)	(7.12)
Dividend Paid	(548.33)	(438.66)
Dividend Tax paid	(112.72)	(89.32)
Net Cash (used in)/from Financing activities (C)	(666.21)	(535.10)
D. Net Changes in Cash and Cash Equivalents (A+B+C)	(17.91)	(153.38)
E. Cash and Cash Equivalents at beginning of the Period	51.66	205.04
F. Cash and Cash Equivalents at End of the Period	33.75	51.66

As per our report of even date attached
For Priti V. Mehta & Company
Chartered Accountants
Firm Registration No. 129568W

Priti V. Mehta
Proprietor
Membership No. 130514

Mumbai, June 23, 2020

For & on behalf of Board of Directors
G M Breweries Limited
CIN: L15500MH1981PLC025809

Chairman & Managing Director	Jimmy Almeida
Wholetime Director	Jyoti Almeida
Wholetime Director	Kiran Parashare
Chief Financial Officer	S. Swaminathan
Company Secretary & Manager Accounts	Sandeep Kutchhi

Mumbai, June 23, 2020

FINANCIAL HIGHLIGHTS FOR THE PAST 15 YEARS

(Rs. in Lacs)

Year	Share Capital	Reserves & Surplus	Total Own Funds	Bank Secured Borrow.	Current Liabilities	Contingent Liabilities	Total Liabilities	Gross Fixed Assets	Current Assets	State Excise Duty Pd.	Sales Tax Pd.	Total Rev. To State Govt.	Interest & Financial Charges	Gross Sales	Profit Before Tax	Tax Prov.	Profit After Tax	Dividend Paid (%)
2020	1828.60	41210.15	43038.75	Nil	4959.17	Nil	5344.51	6199.24#	6183.59	71015.42	49214.69	120230.11	5.16	168133.56	9078.21	2293.20	6785.01	30*
2019	1828.60	34853.45	36682.05	Nil	5233.59	Nil	5672.27	6716.87#	4276.84	72235.15	50663.45	122898.60	7.12	170461.34	12320.16	4089.84	8230.32	30
2018	1463.05	27664.95	29128.00	Nil	5465.95	824.43	5954.78	6566.18#	4506.70	68606.42	48374.61	116981.03	3.11	160516.05	11128.84	3838.95	7289.89	30
2017	1463.05	20498.34	21961.39	Nil	5519.14	824.43	5519.14	13208.01	5771.76	60897.52	37246.39	98143.91	21.17	135665.07	6733.55	2335.71	4391.11	30
2016	1170.61	16927.65	18098.28	Nil	4554.83	Nil	4554.83	12892.75	6071.80	56796.15	33050.23	89846.38	204.96	125803.83	8779.20	2948.15	5831.05	25
2015	1170.61	11448.58	12619.19	3204.42	4289.04	Nil	7493.46	13079.73	3986.18	51920.38	20902.34	72822.72	357.09	103556.47	2845.91	982.53	1863.38	25
2014	936.66	10513.96	11450.62	2853.21	7302.55	Nil	10155.76	13751.45	6933.74	49100.82	19663.44	68764.26	276.39	97628.30	3263.91	1114.23	2149.68	25
2013	936.66	8636.18	9572.84	2281.33	6198.38	Nil	8479.71	12298.46	5604.89	46618.44	18485.73	65104.17	248.10	93880.06	2095.78	818.37	1277.41	25
2012	936.66	7630.67	8567.33	2506.55	5488.55	Nil	7995.10	11706.42	5607.09	44081.41	17554.53	61635.94	272.63	87334.09	2087.89	704.73	1383.16	25
2011	936.66	6520.32	7456.98	2965.69	1904.44	Nil	4870.13	11741.33	6031.39	32166.94	11701.93	43868.87	249.47	67031.70	3167.02	1084.68	2082.34	25
2010	936.66	4690.11	5626.77	1839.79	2162.28	Nil	4007.62	9903.58	4021.11	29470.64	9874.36	39345.00	198.18	61309.49	1020.85	355.07	665.78	20
2009	936.66	4249.11	5185.77	1457.52	1844.38	Nil	3301.90	9614.80	1647.03	26721.09	7416.40	34137.49	189.55	55110.92	1384.91	479.38	905.53	20
2008	936.66	3607.85	4544.51	1453.01	1688.45	Nil	3141.46	8504.03	1631.42	24586.34	7089.95	31676.29	179.35	50259.70	2249.33	776.23	1473.10	25
2006	936.66	1462.22	2398.88	2316.99	2050.55	Nil	4367.54	5921.63	3316.52	16227.00	4743.55	20970.55	261.15	36451.47	2027.47	688.92	1338.55	15
2005	936.66	508.25	1444.91	2041.05	1841.39	Nil	3882.44	4985.29	1761.63	9048.75	3258.33	12307.08	295.48	19481.76	100.71	25.44	75.27	06

* Proposed, # Net Fixed Assets as per Ind AS

Note 1 : Regrouping has been done wherever required to make comparison with the previous year figures.

Note 2 : The company had proposed / declared Bonus in the ratio of 1:4 in the years 2014, 2016 and 2018.