

# SOM DISTILLERIES AND BREWERIES LIMITED

**Registered Office:** I-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029  
Phone: +91-11-26169909, 26169712 Fax: +91-11-26195897

**Corporate Office:** SOM House, 23, Zone II, M.P. Nagar, Bhopal, Madhya Pradesh – 462011  
Phone: +91-755-4278827, 4271271 Fax: +91-755-2557470

**Email :** [compliance@somindia.com](mailto:compliance@somindia.com) **Website:** [www.somindia.com](http://www.somindia.com)

CIN : L74899DL1993PLC052787

(BSE : 507514, NSE : SDBL)



**SDBL/BSE/NSE/2024**

**6.09.2024**

**To**

<p>The Manager, Listing Department, <b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> 'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> Security ID: SDBL</p>	<p>Dy. General Manager, Department of Corporate Services, <b>BSE LIMITED,</b>  First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. <a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a> Security ID: 507514</p>
---	--

**SUB: ANNUAL REPORT OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24.**

Dear Sir/Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, please find enclosed herewith the Annual Report for the financial year 2023-24, comprising the Notice of the AGM for the financial year 2023-24, along with Board's Report, Auditors' Report and other documents required to be attached thereto. The 31<sup>st</sup> Annual Report is also uploaded on the website of the Company at [www.somindia.com](http://www.somindia.com).

Kindly take the same on your record.

Thanking You,

**For Som Distilleries and Breweries Limited**

**Om Prakash Singh**  
**Company Secretary and Compliance Officer**

**Encl: As above**



# SOARING HIGH

SKILL, SCALE AND SPEED

31<sup>st</sup> ANNUAL REPORT 2023-24



SOARING HIGH  
WITH AMBITION



Som Distilleries and Breweries Ltd. (SDBL) is a company renowned for its diverse portfolio of premium brands spanning Beer, Spirits and Alcopop. Founded over three decades ago by Mr. J.K. Arora, SDBL has consistently been committed to delivering high-quality, value-added products. With a legacy of excellence, the company remains dedicated to maintaining its standards and expanding its impact in the years ahead.

## Vision

To establish SDBL as a world-class brewery company, consistently delivering exceptional products at competitive prices. SDBL is committed to evolving its brands, becoming synonymous with progress and excellence.

## Mission

Our mission is to be a customer-centric and quality-focused organization that prioritizes continuous evolution. We are committed to being a socially responsible company, conducting business with the highest ethical standards and offering only the finest products at competitive prices to our customers.





# BRAND PORT

## PENTAGON GOLD EDITION WHISKY

Pentagon is one of the finest products of SOM. Blended to perfection with scotch malts from Loch Lomond and 100% grain, this premium whisky is triple-distilled for fine taste. It is handcrafted to achieve the singularity of taste. Pentagon is made for the contemporary whisky lovers who appreciate the luxurious appeal of a fine spirit and believe in savouring the moment.

# D FOLIO

## BLACKFORT SUPER STRONG BEER

A brew that exemplifies sophistication and strength—with its bold and intense flavour, Hunter is crafted from Argentine and Chilean malts and German hops. This flagbearer brew of the SOM Group, offers a smooth and refreshing experience, making it the ideal choice for those who enjoy a robust, refreshing drink after hours.





# BRAND PORTER

## HUNTER STRONG PREMIUM BEER

SOM's growth has been driven by the success of Hunter Beer. Brewed with malts from Argentina and Chile and German hops, Hunter's strong and smooth taste has made it a brand for the new generation of strong beer lovers. It stands true to its promise of being a drink for the strong man who wants to feel refreshed during his afterhours.

# D FOLIO

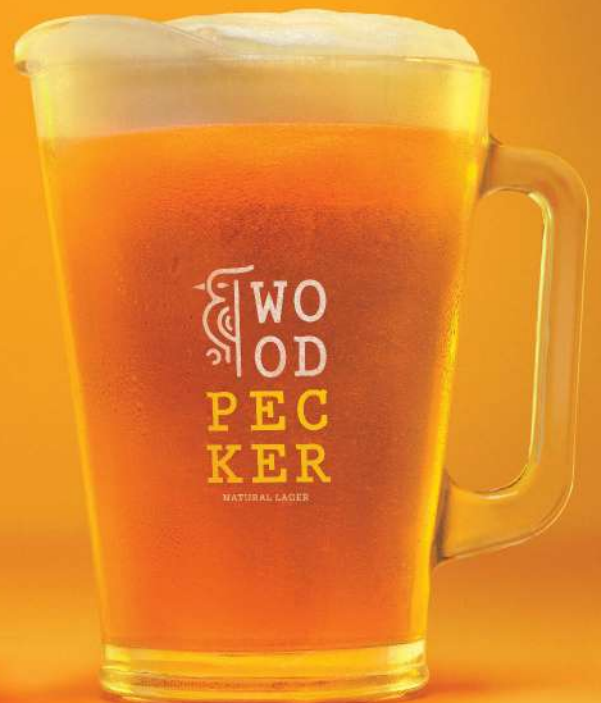
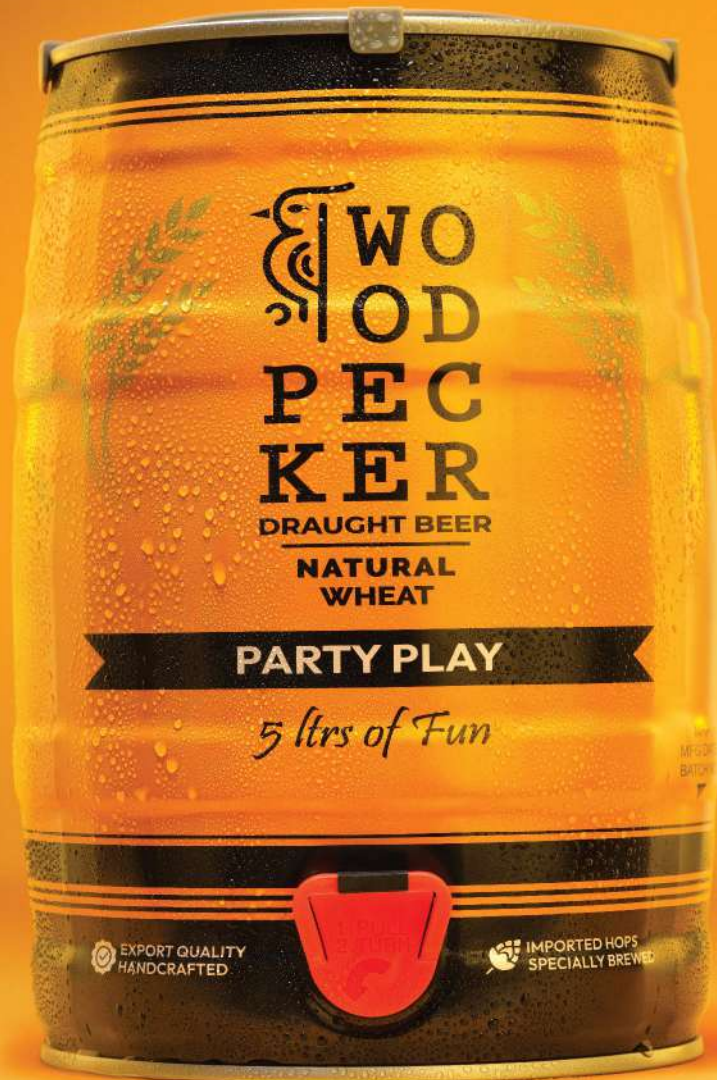
## WOODPECKER LAGER BEER

Woodpecker is India's first filtered wheat beer. Made from the finest wheat from Argentina and Chile that is brewed with German hops to get the right texture, finesse, and aroma. Draft version is available in unpasteurised form. Woodpecker is crafted to perfection that makes it the best drink to have with all kinds of food.





# EXPERIENCE DELIGHTFUL CLARITY AND SMOOTHNESS



- Exquisitely Crafted Premium Lager
- Exceptionally Smooth
- Perfect for those looking to enjoy a light-hearted brew

# I N D E X

CORPORATE OVERVIEW	
CORPORATE INFORMATION	10
FROM THE DESK OF CHAIRMAN & MANAGING DIRECTOR	12
FINANCIAL HIGHLIGHTS	14
OPERATIONAL HIGHLIGHTS	15
MANAGEMENT DISCUSSION AND ANALYSIS REPORT	17
MANAGEMENT REPORTS	
NOTICE OF AGM	22
BOARD'S REPORT	45
CORPORATE GOVERNANCE REPORT	83
CERTIFICATE CORPORATE GOVERNANCE	95
WTD / CFO CERTIFICATE	97
FINANCIAL STATEMENTS	
STANDALONE FINANCIAL STATEMENTS	
AUDITORS' REPORT	99
BALANCE SHEET	106
STATEMENT OF PROFIT AND LOSS	108
CASH FLOW STATEMENT	109
STATEMENT OF CHANGES IN EQUITY	111
NOTES TO THE FINANCIAL STATEMENTS	112
CONSOLIDATED FINANCIAL STATEMENTS	
AUDITORS' REPORT	133
CONSOLIDATED BALANCE SHEET	138
CONSOLIDATED STATEMENT OF PROFIT AND LOSS	140
CONSOLIDATED CASH FLOW STATEMENT	141
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	143
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	144
DISCLOSURE PURSUANT TO SECTION 129(3) OF THE COMPANIES ACT, 2013	163

# CORPORATE INFORMATION

## **BOARD OF DIRECTORS**

**MR. JAGDISH KUMAR ARORA**  
CHAIRMAN AND  
MANAGING DIRECTOR

**MR. NAKUL KAM SETHI**  
WHOLE TIME DIRECTOR

**MS. NISHI ARORA**  
WOMAN DIRECTOR  
(NON-EXECUTIVE & INDEPENDENT)

**MR. SATPAL KUMAR ARORA**  
DIRECTOR  
(NON-EXECUTIVE & INDEPENDENT)

**MR. DINESH KUMAR BATRA**  
DIRECTOR  
(NON-EXECUTIVE & INDEPENDENT)

**MR. UMA KANT SAMAL**  
DIRECTOR  
(NON-EXECUTIVE & INDEPENDENT)

## **CHIEF FINANCIAL OFFICER**

MR. RAJESH KUMAR DUBEY

## **COMPANY SECRETARY & COMPLIANCE OFFICER**

MR. OM PRAKASH SINGH

## **BOARD COMMITTEES**

### **AUDIT COMMITTEE**

MR. DINESH KUMAR BATRA  
(CHAIRPERSON)  
MR. UMA KANT SAMAL  
MR. NAKUL KAM SETHI  
MS. NISHI ARORA

### **NOMINATION AND REMUNERATION COMMITTEE**

MR. UMA KANT SAMAL  
(CHAIRPERSON)  
MR. SATPAL KUMAR ARORA  
MS. NISHI ARORA

### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

MR. UMA KANT SAMAL  
(CHAIRPERSON)  
MR. NAKUL KAM SETHI  
MS. NISHI ARORA

### **INVESTOR GRIEVANCES CUM STAKEHOLDER RELATIONSHIP COMMITTEE**

MR. SATPAL KUMAR ARORA  
(CHAIRPERSON)  
MR. NAKUL KAM SETHI  
MS. NISHI ARORA

## **RISK MANAGEMENT COMMITTEE**

MR. NAKUL KAM SETHI  
(CHAIRPERSON)  
MR. DINESH KUMAR BATRA  
MS. NISHI ARORA

## **EXECUTIVE, LEGAL AND BORROWING COMMITTEE**

MR. NAKUL KAM SETHI  
(CHAIRPERSON)  
MR. RAJESH KUMAR DUBEY  
MS. NISHI ARORA

## **STATUTORY AUDITORS**

M/S AKB JAIN & CO.,  
CHARTERED ACCOUNTANTS  
E-2/316, ARERA COLONY, BHOPAL  
MADHYA PRADESH - 462 016

## **SECRETARIAL AUDITORS**

M/S N.K. JAIN & ASSOCIATES  
COMPANY SECRETARIES  
208, AKANSHA, PRESS COMPLEX,  
ZONE I, M.P. NAGAR, BHOPAL 462011

## **REGISTRAR & SHARE TRANSFER AGENT**

MAS SERVICES LIMITED  
T-34, OKHLA INDUSTRIAL AREA,  
PHASE-II, DELHI 110020

## **BANKS / FINANCIAL INSTITUTIONS**

STATE BANK OF INDIA  
ICICI BANK LTD.  
PUNJAB NATIONAL BANK

## **REGISTERED OFFICE**

CIN: L74899DL1993PLC052787  
1-A ZEE PLAZA, ARJUN NAGAR,  
SAFDARJANG ENCLAVE,  
KAMAL CINEMA ROAD,  
NEW DELHI-110029  
TEL.: 011 26169909, 26169712

## **CORPORATE OFFICE & ADDRESS AT WHICH THE BOOKS OF ACCOUNT ARE MAINTAINED**

23, ZONE-II,  
M.P. NAGAR,  
BHOPAL-462 011  
TEL.: 0755 4271271, 4278827

## **STOCK EXCHANGE**

BSE LIMITED  
BSE SECURITY ID: 507514  
NATIONAL STOCK EXCHANGE OF  
INDIA  
NSE SECURITY ID: SDBL

## **INVESTOR'S HELP-DESK**

EMAIL: COMPLIANCE@SOMINDIA.COM  
PHONE: +91 755 4278827

FROM THE DESK OF

# CHAIRMAN & MANAGING DIRECTOR

J.K. ARORA CHAIRMAN &  
MANAGING DIRECTOR



Dear Friends and Fellow Shareholders,

This past year has been an exceptional journey, marked by significant achievements and strong financial growth. I am pleased to share that our company has once again demonstrated resilience and an unwavering commitment to excellence in FY2024. Our Total Income rose to an impressive Rs. 12,857 million, a growth of 59% year on-year, while our EBITDA increased by 50%, reflecting efficient cost management. Our Net Profit also grew by 41%, underscoring our effective operational strategies and financial discipline. We have seen substantial growth in our core beer segment, with a remarkable 43% increase in volume. Our flagship brands, Hunter, Black Fort, and Power Cool have been key drivers of this success. Additionally, the IMFL segment has shown robust growth with a 14% increase in volume.

Our expansion efforts have been fruitful, with beer production capacity increasing from 30.2 million cases to 35.2 million cases. We are particularly proud of our market share in Odisha, where SOM's beer sales now account for 14% of the total market. Our strategic focus on new markets is yielding results. We are targeting increased market share in Jharkhand, Uttar Pradesh, Rajasthan and Delhi, regions with substantial growth potential.

We recently introduced Legend Beer in Karnataka and are excited about the upcoming launch of Woodpecker in Bangalore, further strengthening our product offerings and market presence. We continue to prioritize volume growth over margin expansion, ensuring that our products remain accessible to a broad consumer base.

A significant achievement this year has been our focus on deleveraging. We successfully reduced our gross debt from Rs. 2,420 million to Rs. 1,770 million, improving our Net Debt/EBITDA ratio from 2.22x to 0.79x.

This financial prudence has strengthened our balance sheet and enhanced our debt-servicing capability. Our partnership with Carlsberg for the Odisha Plant stands out as a strategic milestone, allowing us to leverage our existing infrastructure. Looking ahead, we are excited about the potential for a new Greenfield project or an acquisition, either in Uttar Pradesh or West Bengal, in the short term. This expansion will not only boost our production capacity but also help us tap into new markets. We remain committed to sustainable practices, with a strong emphasis on Environmental, Social, and Governance (ESG) principles.

Our initiatives in energy conservation, waste reduction, and water stewardship are complemented by meaningful CSR contributions, underscoring our commitment to societal well-being. As we reflect on the past year's accomplishments, we are grateful for the support and trust of our stakeholders. Our success is a testament to the hard work and dedication of our team, who continue to drive our company forward. I am confident that the foundation we have built and the strategic initiatives we are pursuing will lead us to further success and growth. Together, we look forward to another year of excellence and prosperity.

Thank you for your continued support and belief in our company.

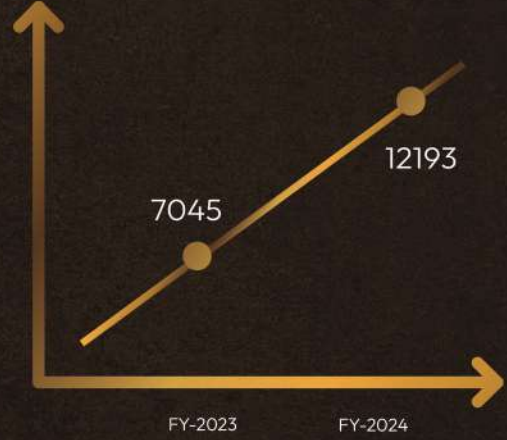


# FINANCIAL HIGHLIGHTS

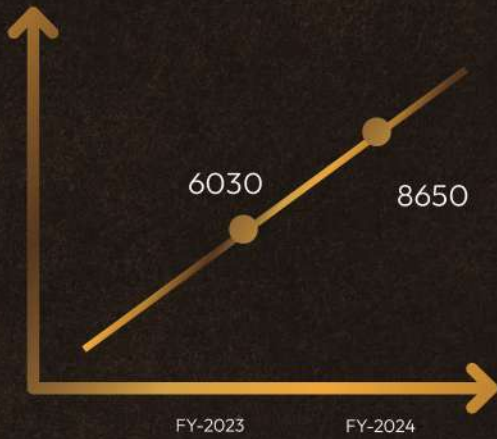
(All figures in Rs. Lakhs)



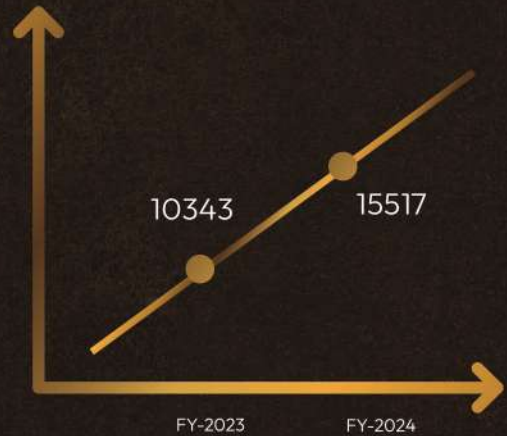
GROSS TOTAL REVENUE



PROFIT BEFORE TAX



PROFIT AFTER TAX



EBITDA

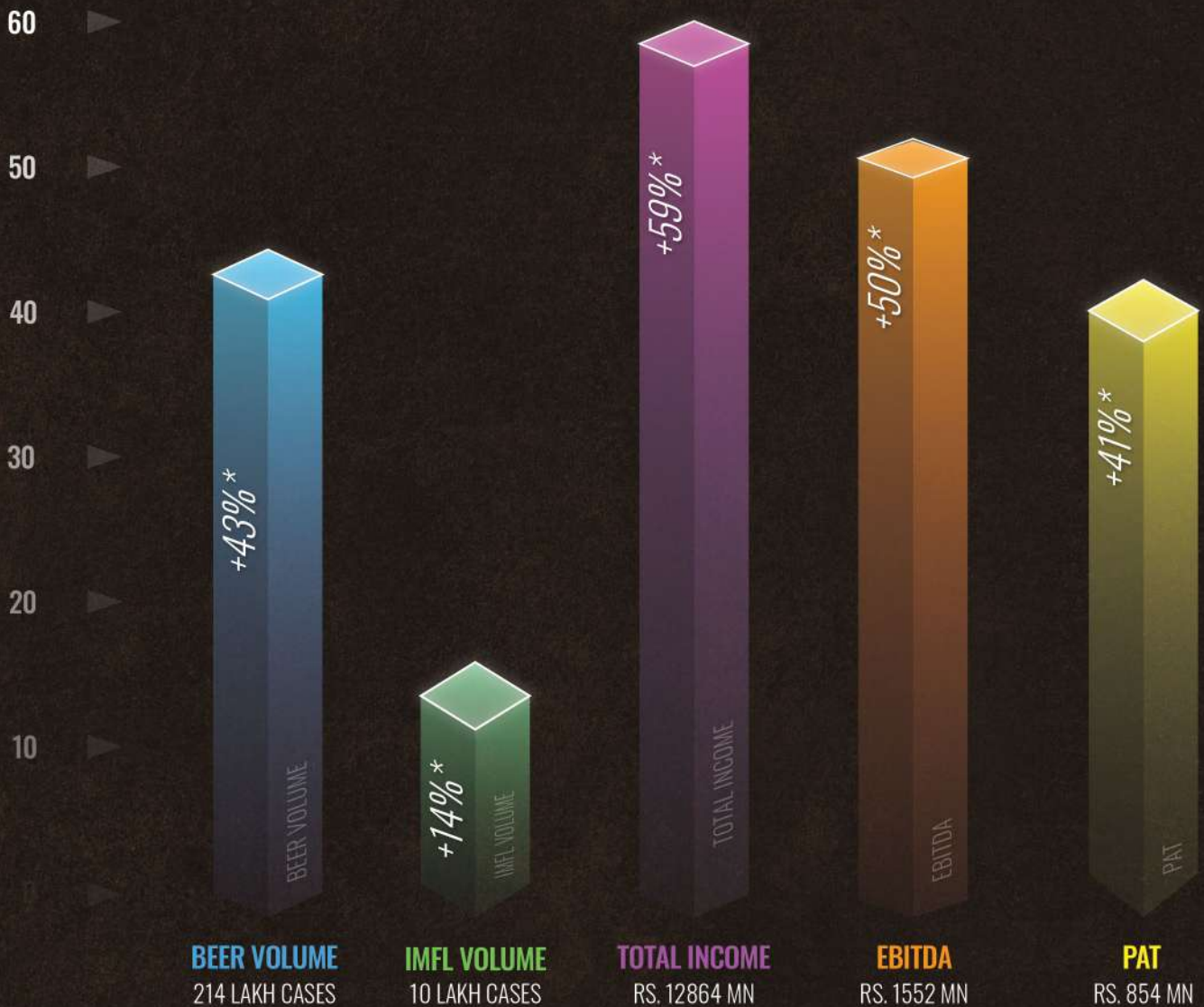


NET WORTH

# OUR BRANDS



# OPERATIONAL HIGHLIGHTS

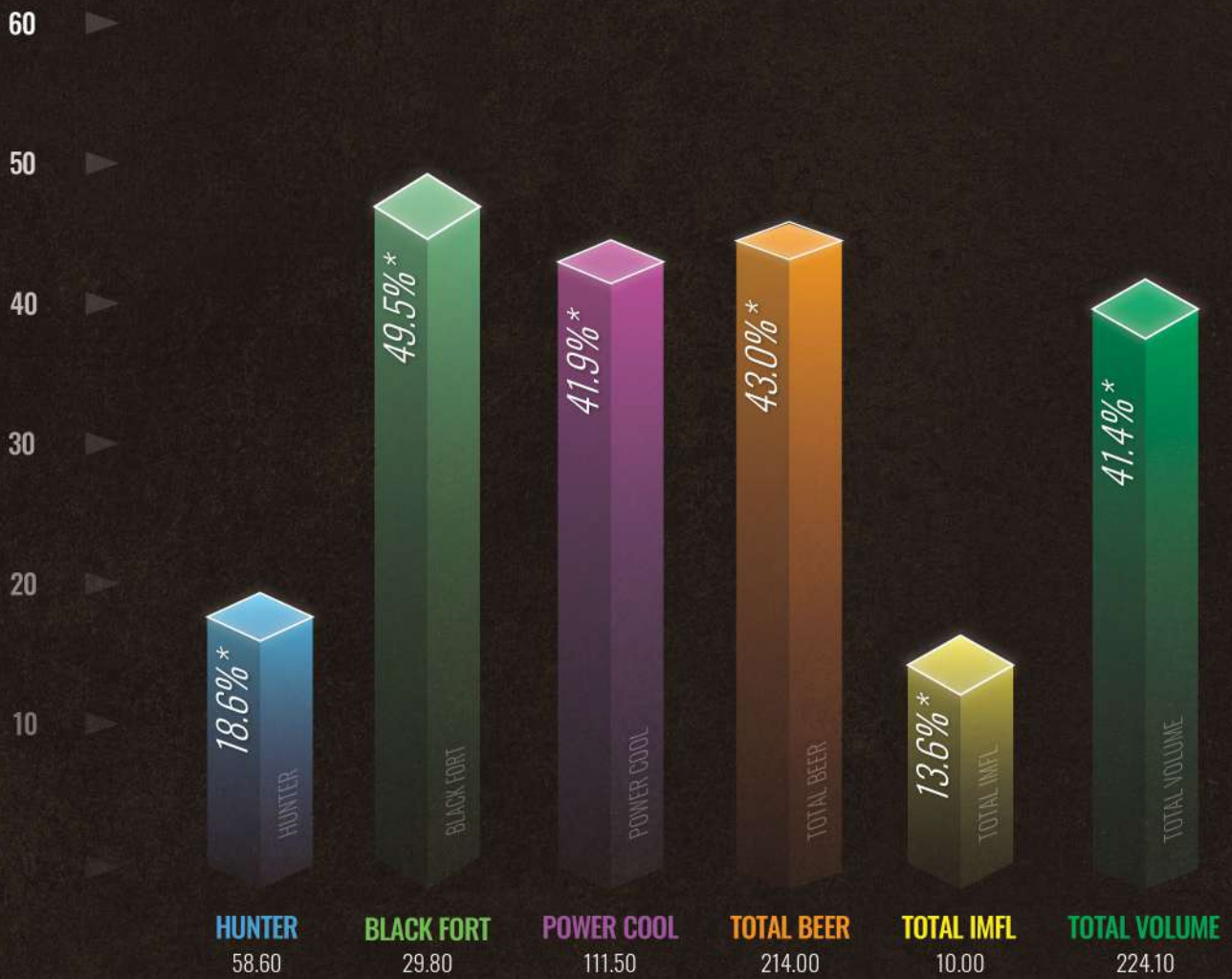


\* FY 2023-24 Vs FY 2022-23



# OPERATIONAL HIGHLIGHTS

(All figures in Lakh Cases)



\* FY 2023-24 Vs FY 2022-23

## MANAGEMENT DISCUSSION & ANALYSIS

### 1. Economy and Outlook

According to the IMF, global growth is projected to remain steady at 3.2 percent for both 2024 and 2025, slightly higher than the estimated 3.0 percent in 2023. This stability in growth is supported by a gradual disinflation trend, with global headline inflation expected to decrease from 6.8 percent in 2023 to 5.9 percent in 2024, and further to 4.5 percent in 2025. Despite the resilience in economic activity, growth remains modest by historical standards due to persistent headwinds from the ongoing geopolitical stress in Eastern Europe and Middle East and weak productivity growth.

Despite an improvement in near-term prospects, the global outlook remains subdued by historical standards. In 2024-25, growth is set to underperform its 2010s average in nearly 60 percent of economies, comprising over 80 percent of the global population. Downside risks predominate, including geopolitical tensions, trade fragmentation, higher-for-longer interest rates, and climate-related disasters.

Central banks globally continue to raise policy rates to combat inflation, impacting economic activity and increasing borrowing costs. Although inflation has been falling, it is not yet at target levels in most economies. Headline inflation neared its pre-pandemic level in late 2023, driven by falling energy prices and easing supply-chain pressures. However, core inflation remains elevated due to persistent labour market tightness and other structural factors.

Economic performance varies significantly across regions. The United States and several large emerging markets have shown stable demand, supported by strong private consumption and larger-than-expected government spending. Conversely, the Euro area faces slower growth due to high energy costs and weak consumer sentiment. China continues to struggle with a downturn in its property sector, impacting domestic demand and increasing public debt concerns.

Despite the resolution of immediate financial sector risks, the balance of risks to global growth remains tilted to the downside. Potential shocks include a resurgence of inflation due to geopolitical tensions and extreme weather events, which could lead to more restrictive monetary policies. Additionally, financial sector turbulence may resume as markets adjust to policy tightening by central banks. High-interest rates are affecting the cost of public finances, especially in lower-income countries, limiting their ability to make priority investments.

On the positive side, supply chains have largely recovered, and shipping costs have returned to pre-pandemic levels. If inflation falls faster than expected, central banks may ease monetary policies sooner, potentially boosting economic activity. Furthermore, advancements in artificial intelligence and stronger structural reforms could spur productivity gains and economic growth in the medium term.

The priority for most economies remains achieving sustained rate of inflation while ensuring financial stability. Fiscal consolidation efforts are essential to rebuild budgetary buffers and support long-term growth. Continued multilateral cooperation is crucial to address global challenges such as climate change and geopolitical tensions, which could significantly impact the global economic landscape in the coming years.

### 2. Indian Alcobev Industry

India's alcoholic beverage industry is predicted to reach US\$ 64 billion over the next five years according to a report by the International Spirits & Wines Association of India (ISWAI). The Indian alco-beverage market is the third largest in the world after

China and Russia and the second largest spirits market globally. It is projected to grow at a CAGR of approximately 11.3% by value and approximately 14.5% by volume between Fiscal 2023 and Fiscal 2028.

The industry has emerged as one of the fastest-growing markets globally. This growth is attributed to several factors, including a growing population, favourable demographics, and an expanding middle class with rising disposable income levels. The industry has benefited from a greater preference for premium food and drink experiences, alongside a growing acceptance of alcoholic beverages in social settings. This trend is not confined to urban areas; increased consumption of liquor in rural regions has also significantly contributed to the market's expansion.

Southern states dominate this industry, with five states contributing close to half of the overall market volume. Tamil Nadu and Karnataka are the top two markets in the south. The southern market has a higher contribution from the popular segment, whereas the north and west lead in the prestige and above segments. In the north, the contribution of prestige and above price segment categories is higher due to relatively lower end-consumer prices in states like Delhi and Haryana. South India has a large segment of drinkers in IMFL, as country liquor is banned, while in the north, country liquor, mostly made from Grain ENA.

#### Beer Industry

Beer, a popular alcoholic beverage made from water, malted barley, yeast, and hops contributes approximately 8% to the recorded consumption of pure alcohol in India. The increasing preference for Beer among consumers, especially millennials, during celebrations and social and cultural gatherings, the changing lifestyle of consumers, and the easy availability of products through online platforms represent key factors driving the market.

According to the WHO, almost one-third of pure alcohol consumption worldwide is in the form of beer, and in India, this has grown to 42% in 2022. The Indian beer market is traditionally strong, with close to 85% of the market comprising strong beers. Strong lager beers, with alcohol content between 6% and 8%, dominate the market, accounting for over 80% of the total beer consumed in India.

The Indian beer market size reached INR 414.7 billion in 2023. Looking forward, IMARC Group expects the market to reach INR 781.2 billion by 2032, exhibiting a growth rate (CAGR) of 7.1% during 2024-2032.

The high alcohol content in beers is presently dominating the market. High-alcohol beer contains more than 6% alcohol by volume (ABV). IMARC group observes that the high-alcoholic content beer market is expanding as consumers associate high alcohol content with premium beers due to the perception that premium items have a superior taste and are produced from higher-quality raw materials than other products. Additionally, with the rise in popularity of craft breweries and the acquisition of such breweries by large-scale industry and investment companies, the growth in consumption of higher alcohol content beer has increased.

#### IMFL Industry

The Indian-made foreign liquor (IMFL) sector is the largest segment of the Indian alcoholic beverage market in both volume and value terms. The IMFL segment recorded sales of 385 million cases in Fiscal 2023, representing an 8% growth in volume compared to Fiscal 2022 sales of 280 million cases. The IMFL market has recovered and grown to 385 million cases in Fiscal

2023, surpassing pre-COVID levels of 355 million cases in 2020.

Rising disposable incomes are leading consumers to upgrade their preferences, resulting in a shift from country liquor to IMFL whisky and within IMFL whisky categories, including popular, prestige, premium, and luxury segments. Rapid urbanization is also enhancing the aspirational values of customers. The emergence of new consumers seeking more sophisticated experiences is driving the demand for premium quality whisky, with upgrades occurring in each segment.

The Indian IMFL market is dominated by five southern states, which contribute more than 50% of total consumption by volume. Karnataka and Tamil Nadu are the top two markets, contributing more than 30% of overall IMFL consumption by volume in India in Fiscal 2020. The prohibition of country liquor has led to the growth of IMFL in southern states, which contribute close to 45% of whisky sold in the country.

### 3. Demand Drivers for the Alcobeve Industry

The Alcobeve industry in India is experiencing remarkable growth and is poised to continue expanding in the coming years. Following are few key factors that are driving the growth of the industry:

1. **Growing urban population:** India's rapid urbanization is contributing to an increased consumer base for alcoholic beverages. As more people move to urban areas, they are exposed to a wider range of alcoholic beverages and have greater access to them.
2. **Rising disposable incomes:** With the rise in disposable incomes among Indians, there is an upward trend in the demand for premium alcoholic beverages. Consumers are willing to spend more on high-quality and innovative products, driving the growth of the Alcobeve industry.
3. **Changing consumer preferences:** Indian consumers are becoming more discerning in their choice of alcoholic beverages. They are seeking premium and innovative products that align with their evolving tastes and preferences. This shift in consumer demand is creating opportunities for the industry to introduce new and exciting offerings.
4. **Shifting Social Attitudes:** Evolving social norms and greater acceptance of diverse drinking cultures will influence market preferences and consumption patterns.
5. **Young Consumer Base:** The growing influence of younger consumers, who are more experimental and trend-sensitive, will drive demand for new and unique alcoholic beverages.
6. **Growth of the out-of-home (OOH) segment:** The OOH segment, which includes bars, restaurants, and other social venues, is experiencing rapid growth in India. This expansion is driving the demand for alcoholic beverages in these settings, further fueling the growth of the Alcobeve industry.
7. **Tourism and Hospitality Expansion:** Continued growth in domestic and international tourism will create opportunities for increased sales in the hospitality sector.
8. **Supply Chain and Distribution Innovations**
  - o **Enhanced Logistics:** Advances in logistics and supply chain management will improve efficiency and ensure better distribution across diverse markets.
  - o **Omnichannel Retailing:** The integration of online and offline retail channels will provide more convenient purchasing options and broaden market reach.

Further, the relaxation of liquor laws by the government in recent years has played a significant role in the industry's growth. It has increased the availability of alcoholic beverages and made them more accessible to consumers.

The Alcobeve industry in India is responding to these demand drivers by focusing on premiumization, innovation, and brand awareness. Companies are launching new premium brands and products to cater to the growing demand for higher quality offerings. They are also introducing innovative products, such as ready-to-drink cocktails and craft beers, to capture consumers' attention. Marketing and advertising campaigns are being employed to raise brand awareness and expand the consumer base.

Overall, the Alcobeve industry in India is thriving and with the demand drivers, the industry is well-positioned for continued growth and success in the future.

### 4. Business Overview

SOM Distilleries & Breweries Limited, based in Bhopal, India, is a prominent manufacturer of alcoholic beverages. The company specializes in producing beer and blending and bottling Indian Made Foreign Liquor (IMFL). Its diverse product portfolio includes beer, rum, brandy, vodka, and whisky, catering to a wide array of consumer preferences.

The company has three key brands - Hunter, Black Fort, and Power Cool, each achieving sales volumes exceeding 1 million cases annually, reflecting their strong consumer demand. In FY2020, the company introduced Woodpecker Wheat Beer, India's first filtered wheat beer, showcasing its commitment to innovation.

To enhance consumer engagement, SOM Distilleries & Breweries Limited focuses on launching new products with seasonal themes. This includes Hunter Pint Beer and various ready-to-drink (RTD) flavors. By continually expanding and innovating its product range, the company aims to meet evolving consumer tastes and strengthen brand loyalty.

A key advantage for the company is its distinct position as the sole publicly traded firm in India engaged in both the beer and IMFL segments. This dual approach reduces the impact of seasonal fluctuations and enhances marketing efficiencies. It enables the company to cater to a wide range of consumer preferences and seize opportunities across both segments.

Committed to maintaining its leading market position in the Indian alcoholic beverages industry, the company leverages its diverse product portfolio and innovative approach. By combining beer and IMFL, SOM Distilleries & Breweries Limited aims to drive growth, expand market share, and deliver value to its stakeholders.

(Million Cases)

Capacity (In million cases)	SDBL (Bhopal)	Woodpecker (Karnataka)	SDBOPL (Odisha)	Total Capacity
Beer	15.2	14.0*	6.0	35.2
IMFL	0.6	2.7	0.6	3.9

\* Expanded Capacity effective April 2024

#### BEER Portfolio

- Hunter Refreshing Strong Premium Beer
- Black Fort Super Strong Beer
- Black Fort Lager Premium Beer
- Woodpecker Lager Beer
- Power Cool Beer
- Legend Beer

#### IMFL

- Pentagon Gold Edition Whisky
- Milestone Blue Whisky
- Legend Premium Whisky

#### RUM

- Pentagon XO Premium Rum
- Black Fort XXX Matured Rum

## Vodka

- White Fox Triple Distilled Vodka
- White Fox Triple Distilled Vodka Naughty Green Apple
- White Fox Triple Distilled Vodka Naughty Orange

## Brandy

- Legend Rare Brandy
- Milestone VSOP Brandy

## RTD

- White Fox Refresh Cosmo Cranberry Vodka Mixed Ready to Drink
- White Fox Refresh Tangy Lemon Vodka Mixed Ready to Drink
- White Fox Refresh Naughty Orange Vodka Mixed Ready to Drink
- White Fox Refresh Wild Passion Fruit Vodka Mixed Ready to Drink

## 5. Threats and Concerns

The Alcobev (alcoholic beverages) industry in India faces several significant challenges that impact its operations and growth prospects:

1. **Regulatory Complexity:** The industry faces significant regulatory challenges due to intricate laws that govern production, distribution, and sales. Navigating this complex landscape can result in delays and inefficiencies. Companies must diligently adhere to these regulations and stay informed about any changes to maintain smooth operations. Recent discussions advocating for streamlined regulatory processes such as digitization and expedited licensing highlight the industry's need for a more efficient approach.

India lacks a uniform alcohol policy across its states. Each state has its own regulations and taxation systems. This regulatory disparity poses a significant challenge for businesses seeking to enter the market and contributes to slower market penetration.

2. **Changing Consumer Preferences:** As India's economy grows, consumer tastes evolve, increasing demand for premium and craft spirits, as well as low-alcohol and non-alcoholic beverages. Companies need to invest in research and development to meet these changing preferences and stay competitive. The trend towards premiumization, accelerated by the pandemic, has led to higher revenue from premium brands.
3. **High Taxes:** The Alcobev sector faces substantial tax burdens, which elevate production costs and reduce profit margins. Taxes vary widely across states, complicating financial planning. High taxes can also affect the affordability of alcoholic beverages, potentially impacting sales. Industry leaders have advocated for a uniform tax policy to alleviate these issues. The lack of a Goods and Services Tax (GST) on the final product while bearing GST on raw materials further strains the industry, as it cannot avail input tax credits. Additionally, Beer is taxed more than spirits, making it more expensive.
4. **Distribution Challenges:** The fragmented and complex distribution network poses significant challenges, especially for small and medium-sized companies. Efficient distribution is essential for market reach. Developing a robust distribution system is crucial for ensuring product availability across diverse regions. States like Madhya Pradesh have implemented measures such as auto-renewal of licenses and digitized supply chain management to improve distribution efficiency.
5. **Competition:** The industry is characterized by intense competition, with a few major players commanding a significant share of the market. This fierce rivalry poses a considerable challenge for new entrants who struggle to establish themselves and capture market share. To stand out in this crowded field, companies must prioritize several key factors: delivering superior product quality,

developing compelling branding, crafting effective marketing strategies, and pursuing continuous innovation. Establishing a distinctive brand identity and introducing ground-breaking products are crucial for differentiating oneself from competitors and attracting consumer interest. Staying ahead in this competitive landscape requires not only meeting but exceeding market expectations through strategic advancements and creative differentiation.

6. **Geopolitical Uncertainty:** Geopolitical factors, such as trade disputes and changes in government policies, introduce uncertainty into the industry. Fluctuations in import/export regulations and tariffs can disrupt supply chains and market access. Companies must monitor geopolitical developments and adapt their strategies to mitigate risks. The ongoing discussions about Free Trade Agreements (FTAs) could potentially lower import duties, benefiting the industry.
7. **Rising Input Costs and Margin Pressures:** The industry faces rising input costs, particularly for barley which is an Agri commodity, glass bottles and extra neutral alcohol (ENA), a key raw material. These rising expenses put significant strain on profit margins. Manufacturers frequently find themselves unable to transfer these higher costs to consumers due to state-imposed maximum retail prices (MRPs), which restrict their pricing flexibility. As a result, profit margins are increasingly squeezed. The combination of these factors creates a challenging environment for maintaining profitability and operational efficiency.
8. **Health Consciousness:** Increasing health awareness among consumers poses a challenge for the Alcobev industry. As more people prioritize wellness and seek healthier lifestyle choices, there is growing demand for low-alcohol, alcohol-free, and lower-calorie beverage options. This shift requires the industry to adapt and innovate to meet evolving consumer preferences while addressing health-related concerns.
9. **Environmental Impact:** The brewing industry faces significant challenges related to its environmental footprint. It is a major consumer of water, energy, and other resources, contributing to concerns about sustainability. Addressing these issues involves implementing resource-efficient practices, reducing waste, and adopting environmentally friendly technologies to minimize the industry's overall environmental impact.

Addressing these challenges requires proactive measures such as engaging with regulatory bodies and advocating for industry-friendly policies. Companies should optimize production and distribution processes, conduct market research to understand consumer preferences, and foster innovation. Monitoring geopolitical developments and building resilience is also crucial for navigating uncertainties and ensuring long-term success in the dynamic Indian market. Constructive governmental policies can streamline business operations and foster growth, benefiting all stakeholders involved.

## 6. Performance Review

In FY2024, our company delivered exceptional performance and achieved remarkable financial growth. The annual volume surged to 214 lakh cases, reflecting a significant 1.4x increase from the previous fiscal year. This impressive growth highlights the strong demand for our high-quality products, which resonate well with consumer preferences.

Key products demonstrated outstanding performance, with notable increases in volume. Hunter saw its volumes nearly double from the previous fiscal year, signalling robust market demand and effective market penetration strategies. Similarly, Power Cool experienced a growth of over 1.4x, showcasing

successful market share expansion and high consumer satisfaction. These results underscore our ability to identify and leverage market opportunities effectively.

Financially, FY2024 was a standout year. Our total income rose to Rs 12,864 million, marking a substantial year-on-year growth of 59%. This increase underscores our strong market presence and positive customer reception. Revenue from beer reached Rs 11,819 million, while revenue from IMFL stood at Rs 919 million. Beer now accounts for 92.8% of total revenue, up from 91.0% in FY2023, with IMFL contributing the remaining 7.2%. The realization per case was Rs 552 for beer and Rs 914 for IMFL. This financial performance highlights the company's robust growth trajectory and effective market strategies.

Ratios	FY2024	Comments
Debtor Turnover (Days)	28	Lower debtor turnover due to prudent working capital management
Inventory Turnover (Days)	24	Strong sales and low inventory holding costs signal better operational efficiency
Interest Coverage (x)	11.26x	Higher interest coverage ratio indicate capacity to meet interest payments with operating profits
Current Ratio (x)	1.3x	Higher current ratio demonstrates improved short term liquidity and ability to cover current liabilities
Debt to Equity (x)	0.35x	A decrease in the debt-to-equity ratio indicates improved financial leverage and lower dependency on debt financing, potentially enhancing long-term financial stability
Return on Equity (%)	17.6%	Higher ROE indicates strong financial performance and efficient use of equity
Net Profit Margin (%)	6.6%	Higher net profit margin reflects strong profitability and efficient cost management

Moreover, the company's EBITDA surged to Rs 1,552 million, reflecting a 50% growth compared to the previous year. This improvement showcases enhanced profitability and operational efficiency. The net profit margin stood at 6.6%, resulting in a net profit of Rs 854 million. These financial achievements underscore the company's strong performance and strategic effectiveness in driving growth and profitability.

## 7. Liquidity

As of 31st March 2024, total debt was Rs. 1,770 million, with cash and cash equivalents of Rs. 130 million, resulting in a net debt of Rs. 1,640 million. The Gross Debt to Equity ratio stood at 0.35x.

## 8. Major Corporate Developments

### Product Success:

- o Introduced the new strong beer brand "Legend" in the state of Karnataka
- o Hunter beer demonstrated strong expansion in Madhya Pradesh, Odisha and Delhi reflecting its growing presence in the market
- o Power Cool has shown a sustained growth in Madhya Pradesh and Karnataka

### Expansion Plans:

- o After the completion of the recent expansion in April 2024, the company's overall beer capacity has increased from

30.2 million cases to 35.2 million cases

- o Expanded market presence in Delhi and Uttar Pradesh, it is also set to cater to markets of Kerala and Pondicherry.

### Operational Achievements:

- o Obtained approvals to supply Beer and IMFL in Rajasthan, with added authorization from Karnataka Excise for Beer distribution in Tamil Nadu. Company has also entered Jharkhand
- o Strategic tie up with Carlsberg for the Odisha Plant, leading to better capacity utilization
- o Successfully secured a substantial and dominant market share within the beer industry across the state of Madhya Pradesh for the FY 23-24.
- o Secured official approval from the Karnataka Excise Department for the distribution of premium beer brands (Hunter, Blackfort and Woodpecker) in the state of Tamil Nadu

### Efficiency:

- o Successful commissioning of state-of-the-art wraparound packaging equipment at our Bhopal canning facility boosts overall efficiency by approximately 25%
- o Strategic tie up with Carlsberg for the Odisha Plant, leading to better capacity utilization

## 9. Business Strategy

**Portfolio Strategy:** The Company primarily focuses on the strong beer segment, with a strategic emphasis on catering to premium consumers through our flagship brand, 'Hunter.' This brand is positioned to appeal to those seeking high-quality strong beer. To effectively engage a diverse customer base, we have strategically diversified our portfolio to include brands across various price points.

This approach allows us to reach consumers across different segments and preferences, ensuring broad market coverage and maximizing our appeal in the competitive beer landscape. By offering a range of products at different price levels, we aim to capture a wider audience and drive growth across multiple market segments.

In addition, the Company has also launched new variant / limited editions of its existing brands on an ongoing basis to enhance its customer experience.

Our raw material costs, including packaging materials, remain elevated primarily due to our ongoing use of new glass bottles. This is a consequence of our growth rates significantly surpassing industry averages, which has led to higher costs. However, we anticipate that as raw material costs stabilize in the medium term, our gross profit margin (GPM) will experience further expansion.

To address regional sales challenges, particularly the lower performance in the northern markets due to seasonality especially in the winter months we have strategically focused on expanding our presence in the southern states. This targeted approach has proven successful in mitigating sales declines and achieving stronger growth in these regions. By diversifying our market strategy and capitalizing on opportunities in the south, we have effectively balanced our sales performance across different geographic areas.

**Pan India Expansion:** The Company has crafted a comprehensive strategy to broaden its customer base and enhance market reach across India. Our vision is to establish ourselves as one of the leading brewing companies in the country by leveraging advanced automation technologies and employing a highly skilled workforce.

We continuously review and refine our brand portfolio to stay aligned with evolving consumer tastes and preferences. This proactive approach enables us to innovate our existing product range and introduce new offerings that resonate with

our customers. By adapting to market changes and investing in cutting-edge processes and talent, we are committed to achieving significant growth and strengthening our position in the Indian beer market.

#### 10. Human Resources

Our unique strength lies in our collective expertise and the drive to excel that defines us. We are committed to ongoing evolution, fostering a dynamic workplace that emphasizes health, safety, and a people-centred approach. Our people strategy is anchored in core values of high performance, collaboration, continuous improvement, and a passion for success. We are dedicated to providing a fulfilling experience for our team by prioritizing talent acquisition, cultivating a positive workplace culture, and enhancing skills and competencies aligned with our business objectives.

We cultivate a talented workforce ready to meet future challenges while achieving current organizational goals. Our company is committed to creating a people-friendly workplace, regularly updating policies based on employee feedback.

Our comprehensive, transparent policies foster teamwork, trust, and alignment with organizational objectives, crucial for effective talent acquisition, retention, and leadership development. We ensure equal opportunities in recruitment, learning, career advancement, and development, regardless of gender, age, race, religion, or social status.

Regular employee engagement and career development initiatives help prepare our team for an evolving landscape. As of March 31, 2024, we employ 494 individuals across a diverse workforce structure. The strong rapport between management and staff has resulted in a stable working environment with no production losses due to industrial unrest, and our employees take pride in their workplace.

#### 11. Internal Control Systems & Their Adequacy

We maintain a robust internal control framework to ensure the effective management of operations and safeguard our assets. Our controls are designed to optimize resource use, protect assets, and ensure operations adhere to checks and balances.

Internal audit is also a critical component of our internal control practices, designed to provide an independent evaluation of the effectiveness and efficiency of our operations. It plays a key role in assessing compliance with internal policies, procedures, and regulatory requirements.

This system mitigates risks, prevents material misstatements, fraud, and legal violations, and provides reasonable assurance of accurate financial reporting and compliance with statutes. Statutory Auditors conduct limited reviews, with findings reported to the Audit Committee and regulatory authorities.

The Audit Committee reviews these reports, and any recommended improvements are presented to the Board. We regularly assess and enhance our internal control practices to ensure continued effectiveness.

#### 12. Corporate Social Responsibility

Corporate Social Responsibility (CSR) is deeply embedded in our Company's operations and business practices. We are committed to making meaningful contributions to the social, economic, and environmental development of the communities we serve. Our CSR policy outlines a strategic approach to positively impact society through initiatives focused on poverty alleviation, education, environmental protection, and healthcare.

We strive to enhance the quality of life and actively engage with communities, promoting environmental sustainability, advancing healthcare, and supporting educational opportunities. Our ongoing dedication to CSR reflects our goal of achieving excellence while creating lasting value for society.

The annual report on Corporate Social Responsibility activities as required under Sections 134 and 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies (Accounts) Rules, 2014 is provided in the Annexure forming part of this Report. As per the section 135 of the Companies Act, 2013, a CSR committee is in place.

#### 13. Information Technology (IT)

We consider IT to be a crucial business enabler. As our operations become increasingly reliant on IT systems, effective information management is essential. A robust IT infrastructure integrates our diverse operations into a unified system, supporting our commitment to digitization and enhancing customer experiences. IT has been instrumental in driving the Company's strong growth, allowing us to efficiently manage our distribution network. By leveraging technology, we aim to improve customer service and streamline communication both internally and with our distributors and channel partners.

Our IT platform supports all core business processes, offering comprehensive data and analytics that enhance decision-making. We are committed to continually investing in the latest technological advancements to drive business efficiency. The Company operates an ERP system across its manufacturing units and depots, which strengthens supply chain efficiency and improves quality control. Standardized processes across the Company ensure streamlined operations throughout the value chain.

#### 14. Supply Chain Management

Our supply chain management is meticulously designed to ensure seamless integration and efficiency across all stages of our operations. We employ advanced forecasting and demand planning techniques to align production with market needs, minimizing both excess inventory and stockouts.

We have established centres of excellence dedicated to strategic sourcing and cost efficiency improvements. These initiatives are particularly valuable in navigating the current volatility in the macroeconomic environment and will significantly benefit the Company by optimizing performance and resilience.

By optimizing our logistics and transportation, we ensure timely delivery and reduce costs. Our commitment to sustainability and regulatory compliance underscores our dedication to ethical practices and environmental stewardship. Through continuous improvement and innovation, our supply chain management supports robust growth and delivers exceptional value to our customers.

A robust supply chain allows us to adapt dynamically to economic fluctuations, enhance our responsiveness to customer needs, and foster strong, mutually beneficial relationships with our suppliers and dealers. This focus is central to our strategy.

#### 15. Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be 'forward looking' within the meaning of applicable Securities Laws and Regulations. Actual results may differ materially from those expressed herein, due to uncertainties related to the business model. Important factors that could influence the Company's operations include global and domestic economic conditions affecting demand, supply, price conditions, change in Government's regulations, tax regimes, other statutes and other factors such as litigation and industrial relations. The risk related information provided is not exhaustive and is for information purposes only. Readers are advised to refer to related disclosures in the Company's regulatory filings and exercise individual judgement in assessing risks associated with the Company.

## SOM DISTILLERIES & BREWERIES LIMITED

# NOTICE OF 31<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting (AGM) of the Members of Som Distilleries and Breweries Limited will be held on Saturday the 28th day of September, 2024 at 12.30 p.m. through video conferencing / other audio-visual means (VC/OAVM) to transact the following businesses:

### ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, THE REPORT OF THE AUDITORS' THEREON AND THE REPORT OF THE BOARD OF DIRECTORS'**

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

**"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2024, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2024, placed before the 31st Annual General Meeting be and are hereby received, considered and adopted."

2. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE AUDITORS' REPORT THEREON**

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

**"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of the auditor's thereon as placed before the 31st Annual General Meeting be and are hereby received, considered and adopted."

3. **TO APPOINT A DIRECTOR IN PLACE OF MR. NAKUL KAM SETHI (DIN:06512548), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT.**

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

**"RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Nakul Kam Sethi (DIN:06512548) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the company."

4. **RE-APPOINTMENT OF STATUTORY AUDITORS**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s AKB Jain & Co., Chartered Accountants, (Firm Registration No:003904C), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a further term of 3 consecutive years from the conclusion of this 31st Annual General Meeting till the conclusion of the 34th Annual General Meeting in respect of the financial years beginning from April 1, 2024 and ending on March 31, 2027, at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

### SPECIAL BUSINESS:

5. **APPOINTMENT OF MS. SHREYANSI GOEL (DIN:10164947) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Shreyansi Goel (DIN:10164947), who was appointed as an Additional Director (Independent, Non-Executive) of the Company with effect from 5th August, 2024, in terms of Section 161(1) of the Act and Article 94 & 95 of the Articles of Association of the Company, and who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member of the Company proposing her candidature for the office of an Independent Director, be and is hereby appointed as an Independent, Non-Executive Director of the Company, not liable to retire by rotation, with effect from 5th August 2024, to hold office for a term of five consecutive years i.e. upto 4th August 2029.

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

6. **TO RATIFY AND APPROVE TRANSACTIONS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 WITH SOM DISTILLERIES & BREWERIES ODISHA PRIVATE LIMITED**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or

re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to ratify the existing unsecured loans given and/or corporate guarantee(s) provided to Som Distilleries & Breweries Odisha Private Limited (SDBOPL) and approve advancing unsecured loan and/or providing corporate guarantee and/or investment made / to be made upto Rs.300 Crore to SDBOPL outstanding at any time including transactions already done which may or may not exceed the limits provided under Section 186 of the Act.

**RESOLVED FURTHER THAT** the loan(s) given / to be given shall bear a simple interest which shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan and which is proposed to be @ 9.5% pa or such other rate as may be decided by the company from time to time within the statutory limit."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution."

**7. TO RATIFY AND APPROVE TRANSACTIONS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 WITH WOODPECKER DISTILLERIES & BREWERIES PRIVATE LIMITED**

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to ratify the existing unsecured loans given and/or corporate guarantee(s) provided to Woodpecker Distilleries & Breweries Private Limited (WDBPL) and approve advancing unsecured loan and/or providing corporate guarantee and/or investment made / to be made upto Rs. 400 Crore to WDBPL outstanding at any time including transactions already done which may or may not exceed the limits provided under Section 186 of the Act.

**RESOLVED FURTHER THAT** the loan(s) given / to be given shall bear a simple interest which shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan and which is proposed to be @ 9.5% pa or such other rate as may be decided by the company from time to time within the statutory limit."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution."

**8. TO RATIFY THE RELATED PARTY TRANSACTIONS OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with rules made thereunder, other applicable laws /statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis of the approval/recommendation of the Audit Committee and Board of Directors of the Company, the related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) entered into by the Company with Related Parties in the ordinary course of business and at arm's length basis during the Financial Year 2023-24 as detailed in the explanatory statement annexed to the notice of shareholders, the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2022-23 be and are hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution."

**9. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with rules made thereunder, other applicable laws /statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis of the approval/recommendation of the Audit Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company and Subsidiaries to enter into the related party transaction(s)/contract(s)/arrangement(s)/agreement(s) with the related parties during the financial year 2024-25 & subsequent financial years as detailed in the explanatory statement annexed to the notice of shareholders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or



Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution.”

Place: Bhopal  
Date: September 5, 2024

For and on behalf of the Board  
**For Som Distilleries and Breweries Limited**

**REGISTERED OFFICE:**  
1-A Zee Plaza, Arjun Nagar,  
Safdarjang Enclave, Kamal Cinema  
Road, New Delhi-110029  
Tel.: 011 26169909, 26169712

Sd/-  
**Om Prakash Singh**  
Company Secretary & Compliance Officer

## NOTES

1. Pursuant to the General Circular 09/2023 dated 25.09.2023 and other relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), permits the companies holding of Annual General Meeting (AGM) through VC/ OAVM, without physical presence of members at common venue, and the AGM can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), accordingly the Annual General Meeting ('AGM') of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting, participation in the AGM through VC/OAVM and the e-voting system on the date of the AGM will be provided by NSDL.
3. For the convenience of the members and proper conduct of the AGM, Members can login and join the AGM in the VC/ OAVM mode at least 15 (fifteen) minutes before the time scheduled for the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. As the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [compliance@somindia.com](mailto:compliance@somindia.com).
6. In line with the aforesaid Circulars, owing to the difficulties involved in dispatching of physical copies, Notice of AGM are being sent in electronic mode to Members whose names appear on the Register of Members/List of Beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") and whose email address is available with the Company or the Depository Participants or RTA of the Company as on Friday 30th August, 2024.
7. Members may note that, Notice of the AGM can also be accessed from the website of the Company at [www.somindia.com](http://www.somindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed herewith. The Board of Directors ("the Board") have considered and decided to include the special businesses in the AGM as it is unavoidable in nature.
9. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. In view of the above, Members are advised to dematerialize shares held by them in physical form.
10. Members holding the shares in physical form are requested to notify immediately any update/ change of address and/or details of PAN and Bank account to M/s. MAS Services Limited., the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.
13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent ('RTA'), MAS Services Limited, T-34, 11nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020. The following the procedure given below:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholder has not registered his/her/ their email address with the Company/its RTA/Depositories, the following instructions to be followed:

  - a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@somindia.com](mailto:compliance@somindia.com).
  - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance@somindia.com](mailto:compliance@somindia.com).

- c. Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
- d. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
- e. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, M/s Mas Services Limited to enable servicing of notices / documents electronically to their e-mail address.
15. Members holding shares in physical form are requested to submit particulars of their bank account viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to MAS Services Limited /Company to update their Bank Account Details.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to MAS Services Limited.
17. Members who hold shares in the dematerialized form are requested to update their Bank Account details with their respective Depository Participants. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company or MAS Services Limited cannot act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
18. **A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to Saturday 21st September, 2024 ("Cut-Off date"), shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below.**
19. The Board of Directors has appointed Mr. Neelesh Jain, Proprietor M/s N.K. Jain & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
20. The remote e-voting period will commence at 9:00 a.m. on Wednesday 25th September, 2024 and will end at 5:00 p.m. on Friday 27th September, 2024. In addition, the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
21. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@somindia.com](mailto:compliance@somindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [compliance@somindia.com](mailto:compliance@somindia.com). These queries will be replied to by the company suitably by email.
22. A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to [compliance@somindia.com](mailto:compliance@somindia.com) till the date of AGM.
23. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.somindia.com](http://www.somindia.com) and on the website of NSDL <http://www.evoting.nsdl.com> within three days of the passing of the Resolutions at the AGM of the Company and shall also be communicated to the stock Exchanges BSE and NSE where the shares of the Company are listed.
25. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
26. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic / Demat form, members may please contact their respective Depository Participants.
27. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again
28. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.
29. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote
30. Members joining AGM through video conferencing shall elect one of themselves to be the Chairman of the meeting (AGM)
31. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) KYC details and nomination by holders of physical securities by April 1, 2024, and linking PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA,
32. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
33. All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.
34. Transfer of Unclaimed Shares to the Investor Education and Protection Fund (IEPF):

The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed /unpaid for a period of seven years from the date they became due for payment, shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the Shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to IEPF Account. The Company is in process to send notice / reminders to the concerned members and to publish notice regarding the same in newspaper(s). If the unclaimed shares and unclaimed dividends are not claimed by the time, the Company will initiate necessary steps to transfer the same, if required, to IEPF without further notice.

In the event of transfer of Shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

35. Members who have not encashed dividend warrants may approach the Registrar and Share Transfer Agent of the Company for obtaining payment thereof. The details of unpaid/unclaimed dividends for last seven financial year can be viewed on Company's website i.e. [www.somindia.com](http://www.somindia.com), which was uploaded in compliance with the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012.
36. **The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, September 22, 2024 to Saturday, September 28, 2024 (both days inclusive) for the purpose of the AGM.**
37. Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, email, nominations, power of attorney, bank details, NECS & ECS mandates to their depository participant only. The said changes will be automatically reflected in the Company's records. Members holding Shares in physical mode are requested to intimate all changes in their particulars or bank mandates to the company's Registrar and Share Transfer Agent. Members holding shares in physical mode and desirous of making nominations are requested to send their request in Form SH-13 under the Companies Act, 2013 to the Company's Registrar & Share Transfer Agent.
38. In compliance with SEBI circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-
  - a. Issue of duplicate share certificate
  - b. Claim from unclaimed suspense account
  - c. Renewal/Exchange of securities certificate
  - d. Endorsement
  - e. Sub-division / splitting of securities certificate
  - f. Consolidation of securities certificates/folios
  - g. Transmission
  - h. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the

company as well as on the website of MAS Services Ltd., Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form. Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

39. The Securities and Exchange Board of India ('SEBI') vide its circular dated 3rd November, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA on or after 1st April 2024.
40. The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after 1st April, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:
  - a. PAN;
  - b. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
  - c. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
  - d. Bank Account details including Bank name and branch, Bank account number, IFS code;
  - e. Specimen signature. Any cancellation or change in nomination shall be provided in Form No.SH-14.

All of above required documents/details shall be provided to Company/RTA at [compliance@somindia.com](mailto:compliance@somindia.com) / [investor@masserv.com](mailto:investor@masserv.com) and send the documents at the address of registered office of the company or RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company at [www.somindia.com](http://www.somindia.com) as well as RTA website i.e. [www.masserv.com](http://www.masserv.com). A separate communication has already been sent to the respective shareholders.

41. Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereto. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received does not exceed Rs.5,000/-. A resident individual shareholder with PAN who is not liable to pay income tax submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA at [investor@masserv.com](mailto:investor@masserv.com). Shareholders are requested to note that incase their PAN is not registered, the tax will be deducted at a higher rate of 20%.
42. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
43. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Further, to contribute towards greener environment and to receive all documents, notices, including

Annual Reports and other communications of the Company, investors should register their e-mail address with the Registrar and Share Transfer Agent of the Company, if Shares are held in physical mode and with their DP's, if the holding is in electronic mode.

44. The documents, if any, referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection by the Members on all working days between 14:00 - 16:00 hrs from September 5, 2024 to September 27, 2024 at the Registered Office of the Company & will also be available at the time of AGM.
45. The details of Mr. Nakul Kam Sethi (DIN:06512548), Wholetime Director, proposed to be re-appointed at the ensuing AGM, as required by Regulation 26 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other disclosures are forming part of this Notice. Requisite declaration has been received from the Director for his re-appointment.
46. The details of Ms. Shreyansi Goel (DIN:10164947), Independent Director, proposed to be appointed at the ensuing AGM, as required by Regulation 26 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other disclosures are forming part of this Notice. Requisite declaration has been received from the Director for her appointment.
47. **Dividend Distribution Policy**

The Company has adopted a Dividend Distribution Policy in compliance with Regulation 43A of the SEBI Listing Regulations. The Dividend Distribution Policy of the Company was approved by the Board of the Company at its meeting held on November 18, 2022. Further, the Company's dividend pay-out will be determined by the Board of Directors from time to time based on the available financial resources, investment requirements and other factors more fully described hereunder. Subject to

these parameters, the Company would endeavour to maintain a total dividend pay-out ratio (dividend inclusive of any tax on distribution of dividend in the hands of the Company) of about 25% of the annual standalone profits after tax after adjusting for payment of preference dividend, if any.

The Dividend Distribution Policy is also placed on the Company's website and can be accessed from the weblink: <https://www.somindia.com/som-policies-codes.php>

48. The Board of Directors has appointed Mr. Neelesh Jain as the Scrutinizer to scrutinize the voting at the meeting

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING / VOTING AT VENUE ARE AS UNDER:**

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**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: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center;"> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> </div>

Individual Shareholders holding securities in demat mode with CDSL	<p>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

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

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

- Your User ID details are given below

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

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.

- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

- 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](http://www.evoting.nSDL.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nkjaincs@gmail.com](mailto:nkjaincs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nSDL.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested

scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor@masserv.com](mailto:investor@masserv.com).

2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Only those shareholders, who are 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 available during the AGM.

6. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the

votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Place: Bhopal

Date: September 5, 2024

**REGISTERED OFFICE:**

1-A Zee Plaza, Arjun Nagar,  
Safdarjang Enclave, Kamal Cinema  
Road, New Delhi-110029  
Tel.: 011 26169909, 26169712

For and on behalf of the Board  
**For Som Distilleries and Breweries Limited**

Sd/-  
**Om Prakash Singh**  
Company Secretary & Compliance Officer



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

### ITEM NO. 4

#### RE-APPOINTMENT OF STATUTORY AUDITORS

The Members of the Company at the 29th Annual General Meeting held on September 27, 2022 had passed resolution for appointment/re-appointment of M/s AKB Jain & Co. (FRN: 003904C) as Statutory Auditor of the Company to hold office for a term of 2 years from the conclusion of 29th Annual General Meeting till the conclusion of the 31st Annual General Meeting in respect of the financial years beginning April 1, 2022 and ending March 31, 2024.

As the tenure of M/s AKB Jain & Co. (FRN: 003904C) is expiring on the conclusion of ensuing 31st Annual General Meeting; therefore, in terms of provisions of Section 139(1) of the Companies Act, 2013, the Company is required to appoint Statutory Auditor at the ensuing Annual General Meeting of the Company and after considering the evaluation of the past performance, experience and expertise, it was proposed to recommend the appointment/reappointment of M/s AKB Jain & Co. (FRN: 003904C), as the Statutory Auditor of the Company, to hold office from the conclusion of the ensuing 31st Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company. The present remuneration of M/s AKB Jain & Co., Chartered Accountants for conducting the statutory audit for the financial year 2023-24 on consolidated basis is Rs. 3.40 Lakhs (excluding taxes and out of pocket expenses).

M/s AKB Jain & Co., Chartered Accountants have expressed their intention to seek re-appointment as Statutory Auditor of the Company on conclusion of the present term vide their letter dated 29th June, 2024 addressed to the Audit Committee and to the Board of Directors of the Company. The Audit Committee and the Board of Directors at their meeting held on August 5, 2024 took note of the above and accepted their request to re-appoint on conclusion of the forthcoming AGM of the Company.

M/s AKB Jain & Co., Chartered Accountants, Bhopal was formed in the year 1987. There are 7 partners in the firm having considerable experience in corporate audits, direct and indirect taxation, compilation/adoption/Ind-AS/IFRS. The firm specializes in conducting statutory audit, tax audit, GST audit, transfer pricing audit, internal audit, concurrent audit, compliance audit, inspections of regulated entities on behalf of regulators, GST and Income Tax consulting and compliance etc.

The Board of Directors recommend the ordinary resolution as set out at item no.4 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

### ITEM NO.5

#### APPOINTMENT OF MS. SHREYANSI GOEL (DIN:10164947) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors at its Meeting held on 5th August 2024, had approved appointment of Ms. Shreyansi Goel (DIN:10164947) ["Ms. Goel"] as an Additional Director and Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold the office for a term of five consecutive years i.e. from 5th August 2024 to 4th August 2029 (both days inclusive), subject to the approval of the members by way of a Special Resolution, in terms of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Pursuant to Regulation 17(1C) of the Listing Regulations, Ms Goel shall hold office until the date of next General Meeting or for a period of three months from the date of her appointment, whichever is earlier. Ms Goel is eligible to be appointed as an Independent Non-Executive Director for a term of five consecutive years. In terms of Section 160(1) of the Act, the Company has received a Notice from a member in writing proposing her candidature for the office of Director. The Company has also received from Ms Goel (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations; and (iv) a confirmation that she would be able to devote the time required to discharge her roles, duties and responsibilities as an Independent Non-Executive Director of the Company.

Ms Goel, aged 29 years, has done her Master of Law from the University College of London. She has more than 6 years of experience dealing with corporate and allied laws. She is Member and Treasurer of Alternate Dispute Resolution Cell, NLIU, Bhopal and Head of Administrative Committee, People United for Law, Education and Rehabilitation, P.U.L.E.R. She is serving as Designated Partners in Busy Bee Restaurant Services LLP and Misaka Hospitality LLP. Ms Goel had, in the past three years, not ceased to be a Director from any Company.

Further, in terms of Regulation 25(8) of the Listing Regulations, Ms Goel has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Non-Executive Director of the Company without any external influence. Ms Goel has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Ms Goel has confirmed that she is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Ms Goel is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the Management.

The draft letter for appointment of Ms Goel as an Independent Non-Executive Director setting out the terms and conditions will be available on the Company's website at [www.somindia.com](http://www.somindia.com).

Ms Goel hold 1200 equity shares in the Company by herself or for any other person on a beneficial basis.

In the opinion of NRC and the Board of Directors, Ms Goel fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company.

The Board of Directors considers that her association would be of immense benefit to the Company, and it is desirable to avail services of Ms Goel as an Independent Non-Executive Director.

The Board of Directors, on the recommendation of the NRC, recommends by way of Special Resolution as set out in Item No.5 of the Notice of the 31st AGM for the approval of the members.

Except Ms Goel, being an appointee, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice of the 31st AGM. Ms Goel is not related to any Director or Key Managerial Personnel of the Company. As an Independent Non-executive Director, Ms Goel will be entitled for sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof, or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Act and rules made thereunder.

Copy of the draft letter of appointment referred to in the Resolution and all the material documents referred in the AGM Notice and Explanatory Statement will be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, upto and including the day of the 31st AGM.

This Explanatory Statement together with the accompanying AGM Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of ICSI.

#### ITEM NO. 6 & 7

#### TO RATIFY AND APPROVE TRANSACTIONS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 WITH SOM DISTILLERIES & BREWERIES ODISHA PRIVATE LIMITED / WOODPECKER DISTILLERIES & BREWERIES PRIVATE LIMITED

The Chairman of the committee informed the committee members that Som Distilleries & Breweries Limited (SDBL) had promoted two subsidiaries – Woodpecker Distilleries & Breweries Private Limited (WDBPL) & Som Distilleries & Breweries Odisha Private Limited (SDBOPL) in the years 2017-18 & 2018-19 respectively. These two subsidiaries were set up to increase the sales and reach of our beer brands and to establish manufacturing bases in the southern and eastern parts of the country.

As these were new units, SDBL supported these units through infusion of equity capital and provided unsecured loans as well as gave corporate guarantee to secure the bank limits of these units. All these activities were done to support these two units especially during the time of COVID 19 when the beer business was totally down and was having heavy losses.

Subsequently these units are now in profits and have the capability to repay and provide interest to the unsecured loans, advanced to them by the holding company.

The Chairman further informed that more specifically the holding Company had supported these subsidiaries from the year 2018-19 till date in the following manner :-

(Rs. in Crore)

Particulars	SDBOPL	WDBPL
Made investments in equity share Capital	35.00	61.00
Advanced unsecured loan(s)	51.08	78.58
Provided Corporate Guarantee(s)	44.33	96.70

The transactions were done in due compliance of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Rules / Regulations made thereunder. The loans/advances were given as repayable on demand with interest. The unsecured loans / advances given, corporate guarantee provided and investment made under Section 186 were within the limit of shareholders' approval dated 30th September, 2016 and 26th March, 2019 i.e. for Rs.200 Crore and Rs.500 Crore respectively.

The Chairman also apprised the members that these subsidiaries were in losses since they started their operations, and on the basis of principle of conservatism and prudence the company had not recognized interest income during the previous years.

Now these subsidiaries have become profitable and can discharge their unsecured liabilities. Accordingly, in compliance of the Act and Listing Regulations and as good corporate governance it is proposed to ratify the existing unsecured loans given and/or corporate guarantee(s) provided to SDBOPL & WDBPL and approve advancing loan and/or providing corporate guarantee and/or investment made / to be made upto Rs.300 Crore to SDBOPL and Rs. 400 Crore to WDBPL outstanding at any one-time including transactions already done which may or may not exceeds the limits provided under Section 186 of the Act and to recommend the same to the Shareholders for their approval.

The loan(s) given / to be given shall bear a simple interest which shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan and which is proposed to be @ 9.5% pa or such other rate as may be decided by the company from time to time within the statutory limits.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding and Directorship in the Company, if any.

The Board of Directors of the Company recommends the Resolution as set out at Item No. 6 & 7 for approval of members as a Special Resolution.

#### ITEM NO. 8

#### TO RATIFY THE RELATED PARTY TRANSACTIONS OF THE COMPANY

The Chairman informed the members that as per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis.

The Company has entered into related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) with Related Parties during the Financial Year 2023-24 a brief summary of these transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) are given below:

(Rs. in Crore)

S. No.	Name(s) of the Related Party	Nature of Relationship	Type of contracts/arrangements/transactions	Total Value of contracts/arrangements/transactions
1.	Woodpecker Distilleries & Breweries Private Limited	Subsidiary	Sale of Good and/or Material or Services	46.25
			Purchase of Good and/or Material or Services	00.05
			Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	201.28
2.	Som Distilleries & Breweries Odisha Private Limited	100% Subsidiary	Sale of Good and/or Material or Services	14.05
			Purchase of Good and/or Material or Services	0.002
			Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	130.41
3.	Som Distilleries Private Limited	Promoter	Purchase of Good and/or Material or Services	25.89
			Sale of Good and/or Material or Services	00.92
			Loan repaid	7.79
4.	Aryavrat Projects and Developers Private Limited	A Private Company in which Director of the Company is a Director or Member	Providing Financial Support by way of providing corporate guarantees	21.36
			Civil contract payment	0.95

All transactions entered into by the Company with Related Parties as mentioned above are in the ordinary course of business and are at arm's length basis.

In accordance with Regulation 23 of the Listing Regulations, approval of the shareholders is sought for (a) related party transactions which in a financial year, exceed the lower of (i) Rs.1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company; and (b) any subsequent material modifications thereto as defined by the Audit Committee of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing a Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in Regulation 23 of SEBI (LODR) Regulations, 2015, transactions entered into by the Company with Related Parties for the Financial Year 2023- 24 is "Material" and the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2022-23 and therefore requires ratification of the said transactions by the Members of the Company by Ordinary Resolutions.

The Audit Committee has also given their prior omnibus approval to the transactions entered as mentioned above during the Financial Year 2023-24.

Members are hereby informed that pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, no Members of the Company shall vote on the Resolution to ratify related party transactions entered into by the Company during the Financial Year 2023-24 as mentioned above if such Member is a related party.

The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No. 8 in the accompanying Notice for ratification of Related Party Transactions by the Members of the Company.

All documents concerning Item No.8 are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all working days till the date of the forthcoming General Meeting of shareholders.

Except Mr. Jagdish Kumar Arora, Managing Director and his relatives are concerned or interested financially or otherwise, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

#### ITEM NO. 9

#### TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY

The Board Members informed the members that the Company is engaged in activities of production of Beer and IMFL and bottling arrangements for beer and IMFL and other Alcoholic products which are carried out either directly or through its subsidiaries. The annual gross consolidated turnover of the Company as on March 31, 2024 was approximately Rs. 2500 Crore (including duties and taxes).

In furtherance of its business activities, the Company and its Subsidiaries have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

On the basis of transactions with related parties during the previous years, the following are the proposed projected transactions for upcoming year(s):

**A. Transaction between the Company and its Related Parties.**

(Rs. in Crore)

S. No.	Name(s) of the Related Party	Nature of Relationship	Type of contracts/arrangements/transactions	Total Value of contracts/arrangements/transactions
1.	Woodpecker Distilleries & Breweries Private Limited	Subsidiary	Sale of Good and/or Material or Services	100.00
			Purchase of Good and/or Material or Services	35.00
			Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	400.00
2.	Som Distilleries & Breweries Odisha Private Limited	100% Subsidiary	Sale of Good and/or Material or Services	60.00
			Purchase of Good and/or Material or Services	25.00
			Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	300.00
3.	Som Distilleries Private Limited	Promoter	Purchase of Material i.e. ENA	50.00
4.	Aryavrat Projects and Developers Private Limited	A Private Company in which Director of the Company is a Director or Member	Providing Financial Support by way of providing corporate guarantees	21.36
			Availing of Civil Contract Services	15.00

B. Transaction between the Subsidiary Company (i.e. Woodpecker Distilleries & Breweries Private Limited and/or Som Distilleries & Breweries Odisha Private Limited) of the Company and its Related Parties.

(Rs. in Crore)

S. No.	Name(s) of the Related Party	Nature of Relationship	Type of contracts/arrangements/transactions	Total Value of contracts/arrangements/transactions
1.	Between Woodpecker Distilleries & Breweries Private Limited and Som Distilleries Private Limited	Promoter of Parent Entity	Purchase of Good and/or Material or Services	20.00
			Sale of Good and/or Material or Services	10.00
2.	Between Som Distilleries & Breweries Odisha Private Limited and Som Distilleries Private Limited	Promoter of Parent Entity	Purchase of Good and/or Material or Services	20.00
			Sale of Good and/or Material or Services	10.00

All related party transactions of the Company and its Subsidiaries are at arm's length and in the ordinary course of business.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by the internal auditors for arm's length consideration and compared with the benchmarks available for similar type of transactions and this analysis is presented to the Audit Committee.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises majority of independent directors. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company and its subsidiaries, pursuant to its approvals.

In accordance with Regulation 23 of the Listing Regulations, approval of the shareholders is sought for (a) related party transactions which in a financial year, exceed the lower of (i) Rs. 1,000 Crore and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

**A1. Transactions with Woodpecker Distilleries & Breweries Private Limited (WDBPL), a subsidiary of the Company:**

S. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>Name of the Related Party:</b> Woodpecker Distilleries & Breweries Private Limited (hereinafter referred as "WDBPL") <b>Nature of Relationship:</b> Woodpecker Distilleries & Breweries Private Limited is a Subsidiary of the Company. The Company holds 78.87% of the Paid up Equity Share Capital of WDBPL. WDBPL is engaged in the business of Manufacturing of Beer & IMFL
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Nakul Kam Sethi, Whole time Director of the Company is the Chief Financial Officer in WDBPL. Further Ms. Nishi Arora, Non-Executive/ Independent Director of the Company is the Director in WDBPL.

3.	Type, tenure, material terms and particulars	<p>i. The Company may require to make investments by way of subscription, purchase or otherwise in securities and/or provide loans, advances and guarantees/securities to/on behalf of WDBPL. The interest on loan will be charged in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of WDBPL will be in accordance with the provisions of the Companies Act, 2013.</p> <p>ii. The sale / purchase of Good/Material or Services will be at market price or cost plus margin where market price is not available.</p> <p>iii. The proposed transactions are in the ordinary continuing business transactions. Approval of shareholders is being sought for transactions during FY2024-25 and subsequent financial years.</p>	
4.	Value of the transaction	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of contracts/ arrangements/ Transactions (Rs. in Crore)</b>
		Sale of Good and/or Material or Services	100.00
		Purchase of Good and/or Material or Services	35.00
		Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	400.00
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i. The estimated sale of good and/or material or services to WDBPL represents 3.95% of annual consolidated turnover of the Company for FY2023-24. Further, the such estimated transaction is 8.32% of the annual turnover of WDBPL for FY2023-24.</p> <p>ii. The estimated purchase of good and/or material or services to WDBPL represents 1.38% of annual consolidated turnover of the Company for FY2023-24. Further, the such estimated transaction is 2.91% of the annual turnover of WDBPL for FY2023-24.</p> <p>iii. The estimated transaction value for providing financial support by way of investments/ granting loans/ giving guarantees and securities represents 15.81% of annual consolidated turnover of the Company for FY2023-24. Further, the such estimated transaction is 33.28% of the annual turnover of WDBPL for FY2023-24.</p>	
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity:		
	i. details of the source of funds in connection with the proposed transaction	Owned Funds	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<p>The <b>Sale / Purchase of Goods / Material or Services</b> shall be as per ordinary course of business and arm's length basis.</p> <p>The <b>unsecured loan</b> shall be given for a tenure upto 10 years with Interest payable on quarterly basis and the rate of which shall be determined based on the prevailing market interest rates.</p> <p>The <b>Loan/Investments/Guarantee</b> shall be in due compliance with the provisions of the Companies Act, 2013.</p>	
iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General Corporate/Business Purpose		
7.	Justification as to why the RPT is in the interest of the listed entity	<p>i. The Company proposes to provide capital to WDBPL through investment in securities and provision of loans &amp; advances from time to time to enable WDBPL to meet its funding requirements and guarantees/securities to enable WDBPL to borrow monies for its operating activities and working capital requirements.</p> <p>ii. The Company and WDBPL are both in the business of Manufacturing of Beer &amp; IMFL. Sale / Purchase of Beer/IMFL material and other products will enable the Company and WDBPL to source and supply of beer/IMFL produced by each to the market at competitive prices.</p>	
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable	
9.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transaction. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. All other relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013	

**A2. Transactions with Som Distilleries and Breweries Odisha Private limited (SDBOPL), a subsidiary of the Company:**

S. No.	Particulars	Details	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Party:</b> Som Distilleries and Breweries Odisha Private limited (hereinafter referred as "SDBOPL")</p> <p><b>Nature of Relationship:</b> Som Distilleries and Breweries Odisha Private limited is a Subsidiary of the Company. The Company holds 100% of the Paid Equity Share Capital of the Company. SDBOPL engaged in the business of Manufacturing of Beer &amp; IMFL</p>	
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Rajesh Kumar Dubey, Chief Financial Officer of the Company is Chief Financial Officer of SDBOPL and Ms. Nishi Arora, Non-Executive/ Independent Director of the Company is the Director in SDBOPL.	
3.	Type, tenure, material terms and particulars	<p>i. The Company may require to make investments by way of subscription, purchase or otherwise in securities and/or provide loans, advances and guarantees/securities to/on behalf of SDBOPL. The interest on loan will be charged in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of SDBOPL will be in accordance with the provisions of the Companies Act, 2013.</p> <p>ii. The sale / purchase of Good/Material or Services will be at market price or cost plus margin where market price is not available.</p> <p>iii. The proposed transactions are in the ordinary continuing business transactions. Approval of shareholders is being sought for transactions during FY2024-25.</p>	
4.	Value of the transaction	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of contracts/ arrangements/ Transactions (Rs. in Crore)</b>
		Sale of Good and/or Material or Services	60.00
		Purchase of Good and/or Material or Services	25.00
		Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	300.00
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i. The estimated sale of good and/or material or services to SDBOPL represents 2.37% of annual consolidated turnover of the Company for FY2023-24. Further, the such estimated transaction is 13.90% of the annual turnover of SDBOPL for FY2023-24.</p> <p>ii. The estimated purchase of good and/or material or services to SDBOPL represents 0.99% of annual consolidated turnover of the Company for FY2023-24. Further, the such estimated transaction is 5.79% of the annual turnover of SDBOPL for FY2023-24.</p> <p>iii. The estimated transaction value for providing financial support by way of investments/ granting loans/ giving guarantees and securities represents 11.86% of annual consolidated turnover of the Company for FY2023-24. Further, the such estimated transaction is 69.51% of the annual turnover of SDBOPL for FY2023-24.</p>	
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity:		
	1. details of the source of funds in connection with the proposed transaction	Owned Funds	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<p>The <b>Sale / Purchase of Goods / Material or Services</b> shall be as per ordinary course of business and armlength basis.</p> <p>The <b>unsecured loan</b> shall be given for a tenure upto 10 years with Interest payable on quarterly basis and the rate of which shall be determined based on the prevailing market interest rates.</p> <p>The <b>Loan/Investments/Guarantee</b> shall be in due compliance with the provisions of the Companies Act, 2013.</p>	
iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General Corporate/Business Purpose		
7.	Justification as to why the RPT is in the interest of the listed entity	<p>i. The Company proposes to provide capital to SDBOPL through investment in securities and provision of loans &amp; advances from time to time to enable SDBOPL to meet its funding requirements and guarantees/securities to enable SDBOPL to borrow monies for its operating activities and working capital requirements.</p> <p>ii. The Company and SDBOPL are both in the business of Manufacturing of Beer &amp; IMFL. Sale / Purchase of Beer/IMFL material and other products will enable the Company and SDBOPL to source and supply of beer/IMFL produced by each to the market at competitive prices.</p>	

8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transaction. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. All other relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

**A3. Transactions with Som Distilleries Private Limited (SDPL), Promoter of the Company:**

S. No.	Particulars	Details	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>Name of the Related Party:</b> Som Distilleries Private Limited (hereinafter referred as "SDPL") <b>Nature of Relationship:</b> Som Distilleries Private Limited is a promoter of the Company. SDPL engaged in the business of Manufacturing of ENA & Country Liquor	
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable	
3.	Type, tenure, material terms and particulars	i. The purchase of Good/Material or Services ie ENA will be at market price or cost plus margin where market price is not available. ii. The proposed transactions are in the ordinary continuing business transactions. Approval of shareholders is being sought for transactions during FY2024-25 and subsequent financial years.	
4.	Value of the transaction	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of contracts/ arrangements/ Transactions (Rs. in Crore)</b>
		Purchase of Material i.e. ENA	50.00
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated purchase of material i.e. ENA from SDPL represents 1.98% of annual consolidated turnover of the Company for FY2023-24.	
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity:		
	1. details of the source of funds in connection with the proposed transaction	Owned Funds	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	The <b>Purchase of Material i.e. ENA</b> shall be as per ordinary course of business and armlength basis.	
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA	
7.	Justification as to why the RPT is in the interest of the listed entity	SDPL's plant is very near to our Company's plants. Additionally our company is assured of proper quality of ENA, which is a must for IMFL.	
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable	

9.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transaction. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. All other relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013
----	--	--

**A4. Transactions with Aryavrat Projects and Developers Private Limited (APDPL), a Company in which Director of the company is a director or Member:**

S. No.	Particulars	Details	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Party:</b> Aryavrat Projects and Developers Private Limited (hereinafter referred as "APDPL")</p> <p><b>Nature of Relationship:</b> Aryavrat Projects and Developers Private Limited is Company in which Director of the company is a director or Member.</p> <p>APDPL engaged in the Business of Construction / Civil works</p>	
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Jagdish Kumar Arora, Managing Director of the Company is a Director and Member in APDPL.	
3.	Type, tenure, material terms and particulars	<p>i. The Company may require to provide Financial support by way of providing Corporate Guarantees to/on behalf of APDPL.</p> <p>ii. The Company may require to avail Civil Contract Services from APDPL for the purpose of ongoing expansion of the company or its subsidiaries facilities.</p> <p>iii. The proposed transactions are in the ordinary continuing business transactions. Approval of shareholders is being sought for transactions during FY2024-25.</p>	
4.	Value of the transaction	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of contracts/ arrangements/ Transactions (Rs. in Crore)</b>
		Providing Financial Support by way of providing Corporate guarantees	21.36
		Availing of Civil Contract Services	15.00
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i. The estimated transaction value for providing financial support by way of Corporate Guarantees represents 0.84% of annual consolidated turnover of the Company for FY2023-24.</p> <p>ii. The estimated availing of Civil Contract Services from APDPL represents 0.59% of annual consolidated turnover of the Company for FY2023-24.</p>	
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity:		
	1. details of the source of funds in connection with the proposed transaction	Owned Funds	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<p>The <b>Corporate Guarantee</b> shall be in due compliance with the provisions of the Companies Act, 2013.</p> <p>The <b>Contract Purchase Service</b> shall be in the ordinary course of business and arm's length basis.</p>	
iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General Corporate/Business Purpose		



7.	Justification as to why the RPT is in the interest of the listed entity	i. The Company proposes to provide Corporate guarantees to enable APDPL to borrow monies for its operating activities and working capital requirements. ii. The Company is in the business of Manufacturing of Beer & IMFL and is having ongoing expansion plans which requires civil works from time to time. APDPL is engaged in business of Construction /Civil works and having requisite experience and resources which the Company and its subsidiaries may require from time to time for its facilities.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transaction. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. All other relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

**B1. Transactions between Woodpecker Distilleries & Breweries Private Limited (WDBPL) and Som Distilleries Private Limited (SDPL):**

S. No.	Particulars	Details	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>Name of the Related Party:</b> Som Distilleries Private Limited (SDPL). <b>Nature of Relationship:</b> Woodpecker Distilleries & Breweries Private Limited (WDBPL) is a Subsidiary of the Company. The Company holds 78.87% of the Paid up Equity Share Capital of WDBPL, and Som Distilleries Private Limited (SDPL) is the Promoter of Parent Entity. WDBPL and SDPL both are engaged in the business of Manufacturing of Beer & IMFL.	
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable	
3.	Type, tenure, material terms and particulars	i. The sale / purchase of Good/Material or Services will be at market price or cost plus margin where market price is not available. ii. The proposed transactions are in the ordinary continuing business transactions. Approval of shareholders is being sought for transactions during FY2024-25.	
4.	Value of the transaction	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of contracts/ arrangements/ Transactions (Rs. in Crore)</b>
		Purchase of Good and/or Material or Services	20.00
		Sale of Good and/or Material or Services	10.00
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	i. The estimated purchase of good and/or material or services from SDPL represents 0.79% of annual consolidated turnover of the Company for FY2023-24. Further, such estimated transaction is 1.66% of the annual turnover of WDBPL for FY2023-24. ii. The estimated sale of good and/or material or services to SDPL represents 0.40% of annual consolidated turnover of the Company for FY2023-24. Further, such estimated transaction is 0.83% of the annual turnover of WDBPL for FY2023-24.	
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity:		
	i. details of the source of funds in connection with the proposed transaction	Owned Funds	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	The Sale / Purchase of Goods / Material or Services shall be in the ordinary course of business and arm's length basis.	

	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7.	Justification as to why the RPT is in the interest of the listed entity	WDBPL requires ENA for the manufacture of IMFL. SDPL provide good quality of ENA at competitive prices.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transaction. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. All other relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

**B2. Transactions between Som Distilleries and Breweries Odisha Private Limited (SDBOPL) and Som Distilleries Private Limited (SDPL):**

S. No.	Particulars	Details	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Party:</b> Som Distilleries Private Limited (SDPL)</p> <p><b>Nature of Relationship:</b> Som Distilleries and Breweries Odisha Private limited is a Subsidiary of the Company. The Company holds 100% of the Paid up Equity Share Capital of the Company, Som Distilleries Private Limited (SDPL) is the Promoter of Parent Entity</p> <p>SDBOPL &amp; SDPL both are engaged in the business of Manufacturing of Beer &amp; IMFL</p>	
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable	
3.	Type, tenure, material terms and particulars	<p>i. The sale / purchase of Good/Material or Services will be at market price or cost plus margin where market price is not available.</p> <p>ii. The proposed transactions are in the ordinary continuing business transactions. Approval of shareholders is being sought for transactions during FY2024-25.</p>	
4.	Value of the transaction	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of contracts/ arrangements/ Transactions (Rs. in Crore)</b>
		Purchase of Good and/or Material or Services	20.00
		Sale of Good and/or Material or Services	10.00
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i. The estimated purchase of good and/or material or services from SDPL represents 0.79% of annual consolidated turnover of the Company for FY2023-24. Further, such estimated transaction is 4.63% of the annual turnover of SDBOPL for FY2023-24.</p> <p>ii. The estimated sale of good and/or material or services to SDPL represents 0.40% of annual consolidated turnover of the Company for FY2023-24. Further, such estimated transaction is 2.32% of the annual turnover of SDBOPL for FY2023-24.</p>	
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity:		
	i. details of the source of funds in connection with the proposed transaction	Owned Funds	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	The Sale / Purchase of Goods / Material or Services shall be as per ordinary course of business and arm length basis.	

	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7.	Justification as to why the RPT is in the interest of the listed entity	SDBOPL requires ENA for the manufacture of IMFL. SDPL provide good quality of ENA at competitive prices.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transaction. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. All other relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

The above mentioned Related Party Transaction is in the ordinary course of business and on an arm's length basis.

The transaction shall also be reviewed/monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'Material Modification' in the proposed transaction, as defined by the Audit Committee as a part of Company's 'Policy on Related Party Transactions', shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

The Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise to the extent of their shareholding, in the said transactions.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out at Item No. 9

The Board recommends the Ordinary Resolution set out at Item No.9 for the approval of Members.

Place: Bhopal  
Date: September 5, 2024

For and on behalf of the Board  
**For Som Distilleries and Breweries Limited**

**REGISTERED OFFICE:**  
1-A Zee Plaza, Arjun Nagar,  
Safdarjang Enclave, Kamal Cinema  
Road, New Delhi-110029  
Tel.: 011 26169909, 26169712

Sd/-  
**Om Prakash Singh**  
Company Secretary & Compliance Officer

**ANNEXURE- A****DETAILS OF DIRECTOR SEEKING APPOINTMENT/REAPPOINTMENT AT THE ANNUAL GENERAL MEETING**

Name of the Director	Shri Nakul Kam Sethi	Ms. Shreyansi Goel
DIN	06512548	10164947
Brief Resume & Expertise in specific functional areas	With an event full career and a total experience of close to 25 years with commercial, investment and corporates banking sector across geographies in India, Australia and the middle East, Mr. Nakul Sethi possess diverse skills set in-investor relation function, loan syndication, private equity mergers and acquisitions, structured finance, recapitalization, treasury, money markets etc. He has been an integral part of SOM Group for the last 17 years.	Ms. Shreyansi Goel has done her Master of Law from the University College of London. She has more than 6 years of experience dealing with corporate and allied laws. She is Member and Treasurer of Alternate Dispute Resolution Cell, NLIU, Bhopal and Head of Administrative Committee, People United for Law, Education and Rehabilitation, P.U.L.E.R.
Date of Birth / Age	September 3, 1973/ 51 years	December 7, 1994/ 29 years
Date of first appointment on the Board	June 1, 2018	August 5, 2024
Details of shares held in the Company as on June 30, 2024	110892	1200
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
Qualifications	B.Com and MBA (Manchester, UK)	B.A., LL.B. (Hons.) and L.L.M (University College of London, London)
Terms and Conditions of Appointment/Re-appointment	As mentioned in the resolution placed before the members in item No.3 of the Notice read with the explanatory Statement thereto	As mentioned in the resolution placed before the members in item No.5 of the Notice read with the explanatory Statement thereto
Details of Remuneration sought to be paid	As mentioned in the resolution placed before the members of the Notice read with explanatory Statement thereto	As mentioned in the resolution placed before the members of the Notice read with explanatory Statement thereto
Last Remuneration drawn	₹ 5 lakhs per month till May 31, 2023 ₹ 5.5 lakhs per month w.e.f. June 1, 2023	Sitting fee as may be decided by the Board
Number of Board Meetings attended/ held during Financial Year 2023-24	He attended all the board meeting held during the financial year 2023-24	NA
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31, 2024	Nil	Nil
Directorship held in other companies as on March 31, 2024	• Aaryavrat Realtors Private Limited • Som Agro Products Limited • Aalokdeep Finance Private Limited	-
Committee positions held in other Companies as on March 31, 2024	Nil	Nil
Audit Committee	Nil	Nil
Stakeholders' Relationship Committee	Nil	Nil
Others	Nil	Nil

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013:

I	General Information
1	Nature of industry The Company is engaged in the production of beer; and blending and bottling of IMFL

2	Date or expected date of commencement of commercial production	The Company commenced its business in the year 1993 i.e. the year in which it was incorporated.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4	Financial performance based on given indicators are as under:			
	Financial Parameters (in Lakhs)	2021-22	2022-23	2023-24
	Total Revenue	25948.73	57333.5	89,655.33
	Total Expenses	27049.32	53576.36	82,955.34
	Profit/Loss After Tax	(1097.23)	2703.71	4,716.78
	Dividend Rate	Nil	Interim dividend @5%	Nil
5	Foreign investments or collaborations, if any.	Foreign holding in the Company as on 30/06/2024 is 1.98% of the Equity Shares Capital of the Company.		

II	Information about the appointee:		
1	Name	Shri Nakul Kam Sethi	Ms. Shreyansi Goel
2	Background details	As mentioned in Annexure A under the heading "Brief Resume and Expertise"	As mentioned in Annexure A under the heading "Brief Resume and Expertise"
3	Past remuneration	As mentioned in the resolution at Item No.3 of the Notice convening this Meeting read with explanatory statement thereto.	As mentioned in the resolution at Item No.5 of the Notice convening this Meeting read with explanatory statement thereto.
4	Recognition or Awards	-	-
5	Job profile and his suitability	The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as a Whole Time Director of the Company.	The Board considers that her Expertise will add value to the Company and it is desirable to appoint her as an Independent Director of the Company.
6	Remuneration proposed	Same as mentioned in the resolutions at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto.	Same as mentioned in the resolutions at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto.
7	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with size and nature of the business of the Company and the responsibilities of the appointee. The remuneration do differ from Company to Company in the industry depending of the respective operations.	The proposed remuneration is commensurate with size and nature of the business of the Company and the responsibilities of the appointee. The remuneration do differ from Company to Company in the industry depending of the respective operations.
8	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Not Applicable	Not Applicable
III	Other information:		
1	Reasons of loss or inadequate profits	The Company has been profitable in its operations in the current & previous FY as the COVID situation has been normalized.	
2	Steps taken or proposed to be taken for improvement.	The Company has been profitable in its operations in the current & previous FY as the COVID situation has been normalized.	
3	Expected increase in productivity and profits in measurable terms.	The Company is expected to show an impressive growth in sale as well as profits in the short to medium term.	
IV	Disclosures:	The information and disclosures related to Remuneration and Period of Appointment, Number of Board Meeting attended during the year 2023-24, Chairmanship / Membership of Committees of the Board of Directors of other listed companies are mentioned in Annexure A hereinabove.	
i	Termination:	As per provisions of Companies Act and listing regulations.	
ii	Duties and Responsibilities:	As per provisions of Companies Act and listing regulations.	

# SOM DISTILLERIES & BREWERIES LIMITED

## BOARD'S REPORT

DEAR MEMBERS,

Your Directors have pleasure in presenting the 31st Annual Report together with the Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2024.

### FINANCIAL HIGHLIGHTS

A brief overview on Standalone and Consolidated Financial Performance for the Financial Year ended March 31, 2024 is as follows:

#### A. STANDALONE FINANCIAL PERFORMANCE

(Rupees in Lakhs)

Particulars	31.03.2024 (Audited)	31.03.2023 (Audited)
<b>Revenue from operations</b>	<b>88474.41</b>	<b>57242.44</b>
Other Income	1180.92	91.06
<b>Total Income</b>	<b>89655.33</b>	<b>57333.50</b>
<b>Expenses</b>		
Operating Expenditure	47925.46	29219.58
Excise Duty	15179.63	8985.90
Employee Benefit Expense	1833.51	1339.85
Depreciation and amortization expenses	1152.91	901.37
Other Expenses	16144.16	12220.97
<b>Total Expenses</b>	<b>82235.67</b>	<b>52667.67</b>
<b>Profit before finance cost and tax</b>	<b>7419.66</b>	<b>4665.83</b>
Finance Cost	719.67	908.69
<b>Profit before tax</b>	<b>6699.99</b>	<b>3757.14</b>
Tax Expenses	1983.21	1053.43
Share of profit/(loss) in associates	-	-
<b>Profit before comprehensive income</b>	<b>4716.78</b>	<b>2703.71</b>
Other comprehensive incomes	(0.90)	5.03
<b>Total Comprehensive Income for the year (PAT)</b>	<b>4715.88</b>	<b>2708.74</b>

#### B. CONSOLIDATED FINANCIAL PERFORMANCE

(Rupees in Lakhs)

Particulars	31.03.2024 (Audited)	31.03.2023 (Audited)
<b>Revenue from operations</b>	<b>246428.96</b>	<b>149804.50</b>
Other Income	571.71	133.19
<b>Total Income</b>	<b>247000.67</b>	<b>149937.69</b>
<b>Expenses</b>		
Operating Expenditure	83227.95	48526.79
Excise Duty	118361.66	69136.82
Employee Benefit Expense	3776.47	2676.55
Depreciation and amortization expenses	2134.80	1701.09
Other Expenses	26117.86	19254.68
<b>Total Expenses</b>	<b>233618.74</b>	<b>141295.93</b>
<b>Profit before finance cost and tax</b>	<b>13381.93</b>	<b>8641.76</b>
Finance Cost	1188.79	1596.77
<b>Profit before tax</b>	<b>12193.14</b>	<b>7044.99</b>
Tax Expenses	3543.58	1014.76

Share of profit/(loss) in associates	-	-
<b>Profit before comprehensive income</b>	<b>8649.56</b>	<b>6030.23</b>
Other comprehensive incomes	3.24	10.67
<b>Total Comprehensive Income for the year (PAT)</b>	<b>8652.80</b>	<b>6040.90</b>
<b>Total Comprehensive Income for the Period attributable to: Owners of the Company</b>	<b>8535.64</b>	<b>6040.90</b>
<b>Non-Controlling Interest</b>	<b>117.16</b>	<b>0.00</b>

#### TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to the general reserves and the entire amount of profit for the year forms part of the 'Retained Earnings'.

#### DIVIDEND ON EQUITY SHARES

During FY 2023-24 your Board has not recommend any dividend on equity share in order to conserve Cash and growth plans of the Company.

The Dividend Distribution Policy as adopted and formulated by the Board in terms of Regulation 43A of the Listing Regulations is available on the Company's website and can be assessed at the link: <https://www.somindia.com/pdf/sebi/som-dividend-distribution-policy.pdf>.

#### OPERATIONS

During the year under review, on consolidated basis, your Company registered Gross Revenue of Rs. 247000.67 Lacs, whereas the Profit Before Tax and Total Comprehensive Income (PAT) for the year stood at Rs. 12193.14 Lacs and Rs. 8652.80 Lacs respectively. On a standalone basis, the Company registered Gross Revenue of Rs. 89655.33 Lacs, whereas the Profit Before Tax and Total Comprehensive Income (PAT) for the year stood at Rs. 6699.99 Lacs and Rs. 4715.88 Lacs, respectively.

#### KEY DEVELOPMENTS

The following are the key developments reported by your company –

#### PRODUCTS –

- Flagship brand "Hunter" has achieved remarking success and proudly held the top spot as the best selling strong beer in Delhi.
- Power Cool has established itself as the brand of Choice in Karnataka.
- Introduction of new Strong Beer brand 'Legend' in the State of Karnataka

#### EXPANSION PLANS –

- Commercial Production at the Hassan Plant, Karnataka has commenced after successful trial Production for Increased beer Capacity, enhancing Production capabilities to meet growing demand.
- Expanded Canning line at Bhopal is now in full commercial production, enabling greater efficiency in packing operations.
- Entered into a Strategic Contract Manufacturing agreement in Jammu and Kashmir for the Production of IMFL, targeting the delivery of High Quality Products to the Canteen Stores Departments.
- Strategic tie up with Carlsberg now started Production at our Plant in Odisha. Meeting the Highest Industry Standards while minimizing its environment footprint.

## OPERATION –

- Secured a Substantial and dominant market share of 45% within the beer Industry across the state of Madhya Pradesh.
- Entered into a Strategic Contract Manufacturing agreement in Jammu and Kashmir for the Production of IMFL, targeting the delivery of High Quality Products to the Canteen Stores Departments.

## AUDIT COMMITTEE

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which forms part of this Annual Report.

## STATUTORY AUDITOR

M/s AKB Jain & Co., Chartered Accountants, (FRN:003904C) the Statutory Auditors of the Company, will hold office till the conclusion of the thirty First Annual General Meeting of the Company. The Board has recommended the re-appointment of M/s AKB Jain & Co., Chartered Accountants, (FRN:003904C) as the statutory auditors of the Company, for a term of three consecutive years, from the conclusion of the thirty first Annual General Meeting scheduled to be held in the year 2024 till the conclusion of the thirty-fourth Annual General Meeting to be held in the year 2027, for approval of shareholders of the Company, based on the recommendation of the Audit Committee.

The Statutory Auditors have submitted a certificate confirming their eligibility under Section 139 of the Act and meet the criteria for appointment specified in Section 141 of the Act. Further, the Company has also received a copy of Peer Review Certificate as prescribed by the Institute of Chartered Accountant of India to the Auditors and declaration from the Auditors that they are not disqualified for such appointment/ reappointment under the said Act.

## AUDITOR'S REPORT

The Notes on accounts and observations of the Auditors in their Report on the Accounts of the Company are self-explanatory.

There were no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Reports that may call for any explanation from the Directors.

## SECRETARIAL AUDIT COMPLIANCE REPORTS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Neelesh Jain & Associates, Company Secretaries to undertake the Secretarial Audit of the Company for the FY 2023-24.

The comments of Board on observations of Secretarial Auditor of the Company in their Report for the FY 2023-24 are self-explanatory indicated below and the Report of the Secretarial Audit in Form MR-3 is annexed as **Annexure I**. Further, in terms of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company carried out Secretarial Audit of its material unlisted subsidiaries i.e. (a) Woodpecker Distilleries & Breweries Private Limited and (b) Som Distilleries and Breweries Odisha Private Limited, through M/s MM Chawla & Associates, Company Secretaries in Practice. The reports of the secretarial audit are annexed herewith as **Annexure I-A & Annexure I-B** respectively. The Annual Secretarial Compliance Certificate duly signed by M/s N.K. Jain & Associates, Company Secretaries has been submitted to the Stock Exchanges and is annexed at **Annexure I-C** to this Board's Report.

## Comments by Board on observations of Secretarial Auditor:

Under Companies Act, 2013 -

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the Shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to IEPF Account. The Company is in process to send notice / reminders to the concerned members and to publish notice regarding the same in newspaper(s).

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -

Inadequate disclosure by the Company regarding deferment of preferential allotment of share warrants to Promoters / Promoter's Group. SEBI AO imposed fine of Rs.5 Lakh on the Company and an appeal has been filed by the Company with SAT.

Management Response - The Company has paid fine under Protest. The company feels that adequate disclosure was given to stock exchanges keeping that in mind an appeal has been filed with SAT regarding the same.

## DETAILS WITH RESPECT TO THE ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Board of Directors had appointed M/s Sobhani & Agarwal, Chartered Accountant as the Internal Auditors of the Company for the F.Y. 2023-24. Internal Financial Control & Systems of the Company has been devised through its extensive experience that ensures control over various functions of its business. The Company practices Quality Management System for Design, Planning, Construction and Marketing. Periodic audits conducted by Internal Auditors and Statutory Auditors provide means whereby any weakness, whether financial or otherwise, is identified and rectified in time.

The Audit Committee receives a quarterly update of the key findings and the action taken report. The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis, which is a part of this report.

## RAISING OF FUNDS THROUGH RIGHTS ISSUE & PREFERENTIAL CUM PRIVATE PLACEMENT ISSUE

The company was in requirement of funds for working capital & other objects for which the company came up with a rights issue of equity shares of approx. Rs.48.94 Crores and a preferential Cum Private Placement issue of Equity Shares and convertible equity warrants of approx. Rs.148.50 Crore. The proceeds from the rights issue and preferential issue of equity shares was fully utilised during the year for the specified objects. The period of warrants is ongoing.

## SUB-DIVISION/ SPLIT OF EQUITY SHARES

The members vide resolution passed in Extraordinary General Meeting on April 30, 2024 approved the sub-division/ split of 1 (One) fully paid-up equity share having face value of ₹5.00 (Rupees Five only) each into 1 (One) fully paid up equity shares having face value of ₹2.00 (Rupee Two only) each and consequential alteration in the existing Capital Clause of the Memorandum of Association (MOA) of your Company.

After the requisite approvals of the Stock Exchanges i.e. BSE and NSE and the depositories i.e. NSDL and CDSL, new ISIN (INE480C01038) was allotted to your Company. The effect of change in face value of the share was reflected on the share price at the Stock Exchanges where your Company is listed (BSE and NSE) effective from May 24, 2024 i.e. record date for the purpose of sub-division/ split of equity shares of your Company.

As a result of the sub-division/ split of equity shares of your Company, it has become more affordable and encouraged participation of investors at large.

Accordingly, the capital structure of your Company post sub-division/ split of equity shares is as follows:

Type of Capital	No. of Equity	Face Value (in ₹)	Total Share Capital (in ₹)
Authorised Share Capital	250000000	₹ 2/-	500000000
Issued, Subscribed and Paid-up Share Capital	194988432	₹ 2/-	389976864

## CHANGE IN NAME OF THE COMPANY

On recommendation by the Board, the shareholders of the company in the Extra-Ordinary General Meeting held through Other Audio Visual Means (OAVM) on April, 30, 2024, had approved the change of name of the Company from 'Som Distilleries Breweries & Wineries Limited' to 'Som Distilleries and Breweries Limited'. The Certificate w.r.t. change of Name has been received from the concerned ROC.

## SUBSIDIARY, JOINT VENTURE & ASSOCIATE COMPANIES

As on March 31, 2024, the Company has 2 (Two) Subsidiary Companies, one being Wholly Owned Subsidiary i.e. Som Distilleries and Breweries Odisha Private Limited and the other one being Subsidiary Company Woodpecker Distilleries & Breweries Private Limited. List of companies which have been consolidated at the year-end is given in the Significant Accounting Policies of the Consolidated Audited Financial Statements of the Company. During the year Woodpecker Distilleries & Breweries Private Limited ceased to be wholly owned subsidiary of the company.

There has been no material change in the nature of the business of the Subsidiaries. A separate statement containing the report on the performance and financial position of each of subsidiaries is included in the consolidated financial statements of the Company forming part of this Annual Report.

## ACCOUNTS OF SUBSIDIARY COMPANIES

Pursuant to applicable Accounting Standards on Consolidated Financial Statements and Financial Reporting issued by the ICAI and as prescribed by Securities and Exchange Board of India (SEBI), Consolidated Financial Statements, which includes the financial information of the subsidiaries, are enclosed and forms part of this Annual Report.

As per the provision of first proviso of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the Financial Statements of the Subsidiary Companies have not been attached to the Annual Report. However, Company has attached along with its financial statements a separate statement containing the salient features of financial statements of its subsidiaries in **Form AOC-1**.

Further, the Annual Accounts of the Subsidiary Companies and the detailed related information shall be made available to shareholders of the Company and of its Subsidiary Companies upon request and the Annual Accounts of the subsidiary companies shall also be kept for inspection by any shareholder in the head office of the Company and the office of its subsidiary companies. Further, the annual accounts for the FY 2023-24 of both the subsidiary companies are available on the website of the Company i.e., [www.somindia.com](http://www.somindia.com).

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

As per Regulation 34 of the SEBI Listing Regulations, a Business Responsibility and Sustainability Reporting is annexed as **Annexure II** and forms part of this Annual Report.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board, upon the recommendation of the CSR Committee, has adopted CSR Policy and initiated its implementation. The CSR Policy is available on the Company's website [www.somindia.com](http://www.somindia.com).

The details pertaining to composition of CSR Committee are included in the Corporate Governance Report, which forms part of this Annual Report. The Annual Report on CSR activities is annexed as **Annexure III**.

## POLICY ON SEXUAL HARASSMENT

The Company has Internal Complaints Committee (ICC) with Ms. Anamma Bosco as (Presiding Officer), Mr. Nakul Kam Sethi (Member), Mr. Rajesh Dubey (Member) and Ms. Madhuri Goel a member from an NGO, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

All female employees are covered under the Policy. There was no complaint received from any employee during the FY 2023-24 and hence no complaint is outstanding as on March 31, 2024 for redressal.

## BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL (KMPS)

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, Mr. Nakul Kam Sethi (DIN: 06512548), Wholetime Director of the Company retires by rotation at the ensuing Annual General Meeting ("AGM") of the Company and being eligible, offers himself for re-appointment. The Board on the recommendation of the Nomination & Remuneration Committee ("NRC") has recommended his re-appointment in the ensuing AGM.

Mr. Rajesh Kumar (DIN: 08732528), Non-Executive/Independent Director had Resigned from the Board of the Company w.e.f. April 14, 2023. The Board appreciated Mr. Kumar's valuable contribution during his tenure as Independent Director of the Company and noted the content of his resignation letter that there was no material reason for his resignation.

Mr. Nakul Kam Sethi (DIN: 06512548) was re-appointed as Whole time Director of the Company for a further period of 5 years with effect from June 1, 2023 and such re-appointment was approved by the Shareholders at the Extraordinary General Meeting of the company held on August 5, 2023.

Mr. Deena Nath Singh (DIN: 00281542), Non-Executive/Independent Director has Resigned from the Board of the Company w.e.f. December 22, 2023. The Board appreciated Mr. Singh's valuable contribution during his tenure as Independent Director of the Company and noted the content of his resignation letter that there was no material reason for his resignation.

Mr. Satpal Kumar Arora (DIN: 00061420) was re-appointed as Non-Executive Independent Director of the Company for a further period of 5 years with effect from October 13, 2023 and such re-appointment was approved by the Shareholders at the 30th Annual General Meeting of the company held on September 27, 2023.

Mr. Dinesh Kumar Batra (DIN 08773363) was appointed as Non-Executive Independent Additional Director of the Company for a period of 5 years with effect from January 17, 2024 to January 16, 2029 with effect from January 17, 2024 and has been regularized as a Director (Non-Executive/Independent) of the Company in the Extraordinary General Meeting of the Company held on February 15, 2024.

Ms. Shreyansi Goel (DIN:10164947) was appointed as Non-Executive Independent Additional Director of the Company for a period of 5 years with effect from 5th August 2024 to 4th August 2029 (both days inclusive) and proposed to be regularized as a Director (Non-Executive/Independent) of the Company in the 31st Annual General Meeting of the Company.

The Company has formulated a policy on 'familiarisation programme for independent directors' which is available on the Company's website at the link <https://www.somindia.com/pdf/sebi/SOM-Familiarization-Programme-for-Independent-Directors.pdf>

## BOARD AND ITS COMMITTEES

The Board, as on March 31, 2024 comprises 7 Members - 2 Executive Directors and 5 Non-Executive/Independent Directors. During the period under review, your directors met 9 (Nine) times. The maximum time-gap between any two consecutive meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of number of meetings of Board and various Committees attended during the year by each Director/ Member is disclosed in the Corporate Governance Report forming part of this Annual Report.

The Board, as on March 31, 2024 has Seven Committees namely, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholder Relationship Committee, Risk Management Committee, Executive Legal and



Borrowing Committee and Fund Raising Committee.

A detailed note on the composition of the Board and Committees including meetings, attendance thereat is provided in the Corporate Governance Report which forms part of this Annual Report.

Mr. Jagdish Kumar Arora (DIN: 00224633), is the Chairman and Managing Director, Mr. Nakul Kam Sethi (DIN: 06512548) is the Whole Time Director, Mr. Rajesh Kumar Dubey is the Chief Financial Officer and Mr. Om Prakash Singh is the Company Secretary & Compliance Officer of the Company.

#### INDEPENDENT DIRECTORS' MEETING

The Independent Directors met on January 17, 2024, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### COMPLIANCE OF THE SECRETARIAL STANDARDS ISSUED BY ICSI

The Board confirms that, during the period under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as amended from time to time.

#### DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; So, as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules thereof.

In the opinion of the Board, they fulfil the condition for appointment/re-appointment as Independent Directors on the Board. Further, in the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5)(iii) of the Companies (Accounts) Rules, 2014.

#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a. In the preparation of the annual accounts for the Financial Year ended March 31, 2024, the applicable Accounting Standards have been followed and there are no material departures;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2024 and of the profit of the Company for the year ended on that date;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. The Directors had prepared the financial statements of the Company for the Financial Year ended March 31, 2024 on a 'going concern' basis.
- e. 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.

- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### PARTICULARS OF EMPLOYEES

As required by the provisions of Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, details of the Employees are set out in **Annexure IV**.

Further, during the year under review, no director has received any commission from the Company accordingly the provision of Section 197(14) of the Act are not applicable to the Company.

#### DISCLOSURE RELATING TO SOM EMPLOYEES STOCK OPTION PLAN SCHEME 2020

The Company has "SOM Employees Stock Option Plan Scheme 2020" ("SOM ESOP-2020"). The company with requisite approvals had extended the benefits of the SOM ESOP-2020 scheme for the benefit of permanent Employees and/ or Directors of the Company and/ or subsidiary company(ies), as may be permissible under the SEBI Regulations.

During the year under review, the Company did not issue/grant any options under "SOM ESOP-2020 scheme".

Accordingly, there are no outstanding options under SOM ESOP-2020 as on March 31, 2024 and no disclosures in terms of Companies (Share Capital and Debenture) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is required.

Further the Company had received the in-principle approval from the stock exchanges for the for implementation of SOM ESOP-2020 scheme in terms of the amended regulations.

#### CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT/ TECHNOLOGY/ ABSORPTION/ FOREIGN EXCHANGE EARNING AND OUTGO

The information required pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 pertaining to Conservation of Energy, Research & Development, Technology Absorption is set out in **Annexure V**.

#### INVESTOR RELATIONS

As per the Circular No. CIR/OIAE/2/2011 dated June 3, 2011 issued by the Securities and Exchange Board of India, Company is timely redressing the Investor Complaints through the SEBI complaints Redress System (SCORES). As a part of compliance, the Company has a Stakeholder Relationship Committee to redress the issues relating to investors. It consists of three Members namely Mr. Satpal Kumar Arora, Chairperson, Ms. Nishi Arora and Mr. Nakul Kam Sethi, as Members.

The details of this Committee are provided in the Corporate Governance Report forming part of the Annual Report.

#### LISTING

The equity shares of the Company are listed on the National Stock Exchange of India Ltd. (NSE) and BSE Limited (BSE). The Company has paid annual listing fees for FY 2024-25 has already been paid to the credit of both the Stock Exchanges.

#### CORPORATE GOVERNANCE REPORT

The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. Secretarial compliances, reporting, intimations etc. Under the Companies Act, 2013, listing agreement(s) and other applicable laws, rules and regulations are noted in the Board/ Committee Meetings from time to time. The Company has implemented several best corporate governance practices as prevalent globally.

The Corporate Governance Report as stipulated under Regulation

34(3) and other applicable Regulations read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report.

#### **CERTIFICATE ON CORPORATE GOVERNANCE FROM PRACTICING COMPANY SECRETARIES**

The requisite Certificate from the Company secretary in practice, M/s N.K. Jain & Associates, Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part E of Schedule V of the aforesaid Regulations, forms part of this Report.

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report.

#### **ANNUAL RETURN**

The Annual Return of the Company as on March 31, 2024 is available on the Company's website and can be accessed at the Company's website under the weblink <https://www.somindia.com>

#### **DEPOSITS**

Your Directors' state that no disclosure or reporting is required in respect of Details relating to deposits covered under Chapter V of the Act, as there were no transactions on these items during the financial year under review.

#### **COST RECORDS**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable to the business activities of the Company.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES**

All contracts/ arrangements/ transaction entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis.

During the year, the Company had entered any contract/arrangement/ transaction with the related parties which could be considered material in accordance with the Policy of the Company on materiality of related party transactions. The details of related party transactions in form AOC-2 is enclosed as **Annaxere-VI**. The RPT Policy is available on the Company's website under the weblink <https://www.somindia.com>. Your Directors' draw attention of the Members to Note no. 42 of the financial statements which set out related party disclosure.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT**

The particulars of loans given, investments made and guarantees provided by the Company under Section 186 of the Companies Act, 2013, have been disclosed in the financial statements provided in this Integrated Annual Report. Please refer to the Notes of the Standalone Financial Statements.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

The officials of Income Tax Department had carried out a search operation at the Company's various business premises under Section 132 of the Income-tax Act, 1961 in November, 2023 where the Company had extended full cooperation to the Income-tax officials during the search and provided all the information sought by them. As on the date of this report, the Company has not received any order from the Income tax department regarding the findings of their investigation / examination.

#### **MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate till the date of this report

Your director's draw attention of the Members to Note no. 35 of the financial statements which set out Contingent Liabilities

#### **PERFORMANCE EVALUATION**

SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of Directors on various parameters.

Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board on its own performance and that of its Committees, Chairman of the Board and Individual Directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the Directors being evaluated.

The Company has adopted adequate Policy for the evaluation of its Director including independent Director and for the evaluation of the performance of Board and its Committee; the above referred evaluation has been made in accordance with the stated Policy which is available on the website of the Company under the weblink <https://www.somindia.com>

#### **DIRECTOR'S APPOINTMENT AND REMUNERATION POLICY**

Pursuant to the provision of Section 178 of the Companies Act 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors on the recommendation of Nomination and Remuneration Committee has framed a Policy for the appointment of Directors and Senior Management and their remuneration which is available on the website of the Company under the weblink <https://www.somindia.com> The details pertaining to composition of Nomination and Remuneration Committee are included in the Corporate Governance Report, which forms part of this Annual Report.

#### **RISK MANAGEMENT POLICY**

The Company has adopted the Risk Management Policy which is aimed at creating and protecting shareholders value by minimizing threats and losses and identifying and maximizing opportunities. Your Directors periodically review the risks associated with the business or threaten the prospect of the Company. The Risk Management Policy is available on the website of the Company under the weblink <https://www.somindia.com>.

#### **WHISTLE BLOWER POLICY**

The Company has a vigil mechanism named as Whistle Blower Policy of the Company, an avenue to raise concern and access in good faith the Chairman of the Audit Committee which provide for adequate safeguard against victimization of person. The Policy on Whistle Blower Policy is available on the website of the Company under the weblink <https://www.somindia.com>.

#### **CREDIT RATING**

The company's long-term bank loan ratings have been upgraded from BBB to BBB+ by ICRA. This upgrade reflects the company's continued commitment to financial strength, stability, and strategic growth.

#### **OTHER DISCLOSURES AND AFFIRMATIONS**

Pursuant to the provisions of Companies (Accounts) Rules, 2014, the Company affirms that for the year ended on March 31, 2024:

- a. There were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016, before the National Company Law Tribunal or any other court.

- b. There was no instance of one-time settlement with any bank or financial institution.

#### **ACKNOWLEDGMENT**

Your Directors' would like to express their sincere appreciation for assistance and co-operation received from the vendors and stakeholders including financial institutions, banks, Central & State Government Authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review.

The relationship with the employees remained cordial during the year. Your Directors' are thankful to the shareholders and customers for their

continued patronage. Your Directors' wish to place on record their appreciation for solidarity, cooperation and support of employees and all stakeholders.

#### **CAUTIONARY STATEMENT**

Statement made in the Annual Report, including those stated under the caption "Management Discussion and Analysis" describing the Company's plans, executions, achievements, projections and expectations may include approximations and may constitute "forward looking statement" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

Date: September 5, 2024

For and on behalf of the Board  
For Som Distilleries and Breweries Limited

Sd/-  
**J.K. Arora**  
Chairman and Managing Director  
(DIN: 00224633)

# ANNEXURE - I TO THE BOARD'S REPORT

## FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

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

To,  
The Members,

Som Distilleries Breweries & Wineries Limited  
(Previously known as Som Distilleries and Breweries Limited)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Som Distilleries Breweries & Wineries Limited previously known as Som Distilleries and 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 the 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 March 31, 2024, 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 March 31, 2024, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable to the Company during the audit period;

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act 2013 and dealing with client; Not Applicable to the Company during the audit period;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable to the Company during the audit period;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable to the Company during the audit period;
- (vi) The other laws, as informed and certified by the management of the company which are specifically applicable to the company based on the sectors/industry are
  - a. Various State Excise Laws relating to brewing/alcohol industry;
  - b. Legal Metrology Act, 2009 and Rules thereunder;
  - c. Food Safety and Standards Act, 2006 and applicable Rules and Regulations made thereunder;
  - d. The Environment (Protection) Act, 1986 and Rules thereunder;
  - e. The Water (Prevention & Control of Pollution) Act, 1974;
  - f. The Air (Prevention & Control of Pollution) Act, 1981;
  - g. All other Labour, Employee and Industrial Laws to the extent applicable to the Company

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder ("the Listing Regulations")
- (iii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited

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

- That the company has not transferred the share to Investor Education and Protection Fund ("IEPF") in respect of which dividend was unpaid/ unclaimed for more than seven consecutive years, under section 124 of the Act read with applicable rules thereunder.
- Regulation 159(1) of ICDR Regulations 2018 that Mr. Surjeet Lal, classified as a promoter had sold his equity shares (1532) during the period 10-14 April, 2023 without pre-clearance from the company and the company came to know of this only through the weekly BENPOS. The same was communicated to the stock exchanges by the company vide letter dated 12.05.2023 as a

matter of abundant caution.

- Company has not adopted the name during the year after the approval of Name by Registrar of Companies as the certificate of Incorporation not received from Registrar of Companies after the approval of name.

#### We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and/or the Listing Regulation.

Adequate notice were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out with requisite majority unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

We further report that during the audit period there were following specific actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above

- An enquiry was done by Securities and Exchange Board of India (SEBI) relating to the violation of the Provisions of Regulation 4(1) (c), (d), (e), (f) of Chapter II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 30(2), Reg 30(7) read with Reg 30(6) and Clause 4 (d) of para-A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the response of which were duly replied. However, SEBI AO imposed a Fine of Rupees Five Lakhs, which was duly deposited/paid under protest. The company feels that adequate disclosure was given to stock exchanges, keeping that in mind an appeal has been filed with SAT regarding the same.
- The Right Issue Committee of the Company in their meeting held on 18th May, 2023 have allotted 34,95,952 (Thirty Four Lakhs Ninety Five Thousand Nine Hundred Fifty Two Only) of the face value of ₹5/- (Rupees Five Only) for cash at an issue price of ₹140/- (Rupees One Hundred Forty Only) per Share.

- The Members of the Company at the Extraordinary General Meeting held on 05th August, 2023 have passed resolutions for:
  - Issue of up to 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares having face value of ₹5/- (Rupees Five Only) for cash at an issue price of ₹275/- (Rupees Two Hundred Seventy Five Only) per Share to an identified Non Promoter Entity and in pursuance of the aforesaid Resolution, the Board of Directors of the Company in their meeting held on 25th August, 2023, have allotted 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares having face value of ₹5/- (Rupees Five Only) for cash at an issue price of ₹275/- (Rupees Two Hundred Seventy Five Only) per Share.
  - Issue of up to 51,50,000 (Fifty One Lakhs Fifty Thousand) Warrants (hereinafter referred to as the "Warrants") convertible in one or more tranches into equivalent number of equity shares of ₹5/- (Rupees Five Only) each of the Company for cash at a price of ₹275/- (Rupees Two Hundred Seventy Five Only) per warrant (including premium of ₹270/- per equity share) for each Warrant to Promoters/Promoters Group/Other Public Investor and in pursuance of the aforesaid Resolution, the Fund Raising Committee of the Company in its meeting held on 1st February, 2024 have allotted 4,84,848 (Four Lakh Eighty Four Thousand Eight Hundred Forty Eight) Equity Shares Pursuant to the Conversion of aforesaid Warrants
  - Reappointment of Mr. Nakul Kam Sethi (DIN: 06512548), As Whole Time Director Designated as Executive Director Finance & Strategy for a further Period of five years w.e.f. June, 1, 2023.
  - Increase in the Limit of Investments/Loans and Guarantees under Section 186 of the Companies Act, 2013.
- The Members of the Company at the Annual General Meeting held on 27th September, 2023 have passed resolutions for:
  - Reappointment of Mr. Satpal Kumar Arora (DIN: 00061420), As Independent Director of the Company for a second term of 5 (five) Consecutive years effective October 13, 2023.
  - Approval of Material Related Party Transactions with Som Distilleries Private Limited, Promoter Entity.
  - Approval for Giving Loan or Guarantee or Providing Security in Connection with Loan availed by any of the Company's Subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013.
- The Members of the Company at the Extraordinary General Meeting held on 15th February, 2024 have passed resolutions for Appointment of Mr. Dinesh Kumar Batra (DIN: 08773363) as Independent Director of the Company.

Place: Bhopal  
Dated: 16.08.2024  
UDIN : F006436F000988835

For N.K. Jain & Associates  
Company Secretaries

Sd/-

NEELES JAIN

Proprietor

FCS-6436, CP-6912

Peer Review Certificate no. 2505/2022

Firm Reg. No.: S2005MP082700

# SOM DISTILLERIES & BREWERIES LIMITED

## **Annexure A**

# **SECRETARIAL AUDIT REPORT**

---

To,

The Members,

**Som Distilleries Breweries & Wineries Limited**

Previously known as Som Distilleries and Breweries Limited

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 process 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 process 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. Wherever 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 procedure 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.

Place: Bhopal  
Dated: 16.08.2024  
UDIN : F006436F000988835

**For N.K. Jain & Associates**  
Company Secretaries  
Sd/-  
**NEELESH JAIN**  
Proprietor  
FCS-6436, CP-6912  
Peer Review Certificate no. 2505/2022  
Firm Reg. No.: S2005MP082700

# ANNEXURE I-A TO THE BOARD'S REPORT

## FORM NO. MR-3 (SECRETARIAL AUDIT REPORT)

### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

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

To,

The Members,  
Woodpecker Distilleries and Breweries Private Limited  
Bhopal.

Sir,

- I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Woodpecker Distilleries and Breweries Private Limited (hereinafter called the company), having CIN: U15400MH2010PTC211663 an unlisted company which has ceased to be wholly owned subsidiary of Som Distilleries Breweries & Wineries Limited (SDBWL), it is now w.e.f 07.02.2024 only subsidiary of a listed company namely Som Distilleries Breweries & Wineries Limited (SDBWL). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.
- Based on my verification of the Woodpecker Distilleries and Breweries Private Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, hereby report that subject to what is stated in the Financial Statement for 2023-24 read with the Auditors and Directors reports, the company has, during the audit period covering the financial year ended on 31.03.2024 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.
- I have examined the books, papers, minute books, forms and returns filed and other records maintained by Woodpecker Distilleries and Breweries Private Limited for the financial year ended on 31.03.2024 according to the applicable provisions of:
  - The Companies Act, 2013 (the Act) and the rules made there under.
  - The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
  - The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
  - Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
  - The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') :-
    - The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the company has complied with the provisions of the Acts, Rules, Regulations, guidelines,

Standards etc. mentioned above.

- Departmental Heads of the company have reported compliance with following laws applicable to the company during the financial year 2023-24. These reports were duly taken on record by the Board of Directors.
  - Income tax Act, 1961.
  - Goods and Services Tax
  - Foreign Exchange Management Act, 1999.
  - The Karnataka Excise Act, 1965.
  - Factories Act, 1948.
  - Industrial Disputes Act, 1947
  - The Payment of Wages Act, 1936
  - The Minimum Wages Act, 1948
  - Employees' State Insurance Act, 1948
  - The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
  - The Payment of Bonus Act, 1965.
  - The Payment of Gratuity Act, 1972
  - The Contract Labour (Regulation & Abolition) Act, 1970
  - The Maternity Benefit Act, 1961
  - The Child Labour (Prohibition & Regulation) Act, 1986
  - The Industrial Employment (Standing Order) Act, 1946
  - Workmen Compensation Act, 1923.
  - Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
  - Water (Prevention and Control of Pollution) Act, 1974.
  - Water (Prevention and Control of Pollution) Cess Act, 1977
  - Air (Prevention and Control of Pollution) Act, 1981
  - Environment (Protection) Act, 1986.
  - Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
  - Companies Act, 2013 and the rules framed there under and the Secretarial Standards issued by the Institute of Company Secretaries of India.

#### I further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. There are adequate systems and processes in the Company commensurate with the size and operations in the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Bhopal  
Date: 25.04.2024

For M.M. Chawla and Associates  
Sd/-  
M.M. Chawla  
FCS 67, C P 716  
PR: 1975/2022  
UDIN: F000067F000237304

# ANNEXURE I-B TO THE BOARD'S REPORT FORM NO. MR-3 (SECRETARIAL AUDIT REPORT)

## FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

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

To,

The Members

Som Distilleries and Breweries Odisha Private Limited  
Bhopal.

Sir,

1. I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Som Distilleries and Breweries Odisha Private Limited (hereinafter called the company) an unlisted company which is a wholly owned subsidiary of a listed company namely SOM DISTILLERIES BREWERIES & WINERIES LIMITED (SDBWL). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

2. Based on my verification of the Som Distilleries and Breweries Odisha Private Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that, the company has, during the audit period covering the financial year ended on 31.03.2024, 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.

3. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Som Distilleries and Breweries Odisha Private Limited for the financial year ended on 31.03.2024 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following regulations and guidelines, to the extent applicable, prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - (a) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the company has complied with the provisions of the Acts, Rules, Regulations, guidelines, Standards etc. mentioned above.

4. Departmental Heads of the company have reported compliance with following laws applicable to the company during the financial year 2023-24. These reports were duly taken on record by the Board of Directors.

1. Income tax Act, 1961.
2. Goods and Services Tax
3. Foreign Exchange Management Act, 1999.
4. The Odisha Excise Act, 2008.
5. Factories Act, 1948.
6. Industrial Disputes Act, 1947
7. The Payment of Wages Act, 1936
8. The Minimum Wages Act, 1948
9. Employees' State Insurance Act, 1948
10. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
11. The Payment of Bonus Act, 1965.
12. The Payment of Gratuity Act, 1972
13. The Contract Labour (Regulation & Abolition) Act, 1970
14. The Maternity Benefit Act, 1961
15. The Child Labour (Prohibition & Regulation) Act, 1986
16. The Industrial Employment (Standing Order) Act, 1946
17. Workmen Compensation Act, 1923.
18. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
19. Water (Prevention and Control of Pollution) Act, 1974.
20. Water (Prevention and Control of Pollution) Cess Act, 1977
21. Air (Prevention and Control of Pollution) Act, 1981
22. Environment (Protection) Act, 1986.
23. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.
24. Companies Act, 2013 and the rules framed there under and the Secretarial Standards issued by the Institute of Company Secretaries of India.

### I further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. 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.

Place: Bhopal  
Date: 25.04.2024

For M.M. Chawla and Associates  
Sd/-  
M.M. Chawla  
FCS 67, C P 716  
PR: 1975/2022  
UDIN: F000067F000237381



# ANNEXURE I-C TO THE BOARD'S REPORT SECRETARIAL COMPLIANCE REPORT OF SOM DISTILLERIES BREWERIES & WINERIES LIMITED

## FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Som Distilleries Breweries & Wineries Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **1-A Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi-110029**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We N.K. Jain & Associates, Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by **Som Distilleries Breweries & Wineries Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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");

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

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable during the Financial Year
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable during the Financial Year
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;and circulars/ guidelines issued thereunder;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and based on the above examination, we hereby report that, during the Review Period:

- I.(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: -**

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 4(1) (c), (d), (e), (f) of Chapter II of LODR; and Regulation 30(2), Reg 30(7) read with Reg 30(6) and Clause 4 (d) of para A of Part A of Schedule III of LODR	Inadequate disclosure by the Company regarding deferment of preferential allotment of share warrants to Promoters / Promoter's Group	SEBI	Fine	Non Compliance of Regulation 4(1) (c), (d), (e), (f) of Chapter II of LODR; and Regulation 30(2), Reg 30(7) read with Reg 30(6) and Clause 4 (d) of para A of Part A of Schedule III of LODR	5,00,000	The company has paid fine under protest	The company feels that adequate disclosure was given to stock exchanges keeping that in mind an appeal has been filed with SAT regarding the same	

I.(b) The listed entity has taken the following actions to comply with the observations made in previous reports:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re-remarks
NIL										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: Not Applicable during the Financial Year.

III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation /Remarks by PCS
1	<b>Secretarial Standard:</b> The compliances of listed entities are in accordance with Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars / guidelines issued by SEBI</li> </ul>	Yes	-
3	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	-
4	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5	<b>To examine details related to Subsidiaries of listed entities:</b> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	-
6	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8	<b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	-
9	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Except for the inadequate disclosure by the Company regarding deferment of EGM for the preferential allotment of share warrants to Promoters / Promoter's Group.
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Complete database of designated/connected persons are maintained.

11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	SEBI AO imposed fine of Rs.5 Lakh on the Company as disclosed above, an appeal has been filed by the Company with SAT.
12	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	No	<b>Regulation 159(1) of ICDR Regulations 2018:</b> Mr. Surjeet Lal, classified as a promoter had sold his equity shares (1532) during the period 10-14 April, 2023 without pre-clearance from the company and the company came to know of this only through the weekly BENPOS. The same was communicated to the stock exchanges by the company vide letter dated 12.05.2023 as a matter of abundant caution. Additionally the company had already filed an application on 13th December 2022 for his reclassification as a non-promoter as he was wrongfully classified as a promoter initially.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For N.K. Jain & Associates  
Company Secretaries

Neelesh Jain  
Proprietor

FCS-6436, CP-6912

Peer Review Certificate No. 2505/2022

Firm Reg. No.: S2005MP082700

UDIN number: F006436F000414074

Place: Bhopal  
Dated: 21.05.2024

## SOM DISTILLERIES & BREWERIES LIMITED

# ANNEXURE II TO THE BOARD'S REPORT BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

Som Distilleries and Breweries Limited (Formerly Known As Som Distilleries Breweries & Wineries Limited) was incorporated in 1993. Today, with a blend of experience led wisdom and youthful exuberance, SDBL operates with high standards of quality in the Alcobrew business, driven to create value for all our stakeholders. Our presence in multiple segments and price points of the value chain is clearly visible, with well-integrated operations aiding in ensuring quality and cost control.

In accordance with clause (f) of sub-regulation (2) of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations). Your Company's Business Performance and Impacts are disclosed based on the 9 Principles of the 'National Guidelines on Responsible Business Conduct' (NGRBC).

### SECTION A: GENERAL DISCLOSURES

#### I. DETAILS OF THE LISTED ENTITY

1	Corporate Identity Number (CIN) of the Listed Entity	L74899DL1993PLC052787
2	Name of the Listed Entity	Som Distilleries and Breweries Limited
3	Year of incorporation	1993
4	Registered office address	1-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi – 110029
5	Corporate address	23, Zone II, Maharana Pratap Nagar, Bhopal- 462011 (Madhya Pradesh) India
6	E-mail	compliance@somindia.com
7	Telephone	0755-4271271, 4278827
8	Website	www.somindia.com
9	Financial year for which reporting is being done	April 1, 2023 – March 31, 2024
10	Name of the Stock Exchange(s) where shares are listed	(a) National Stock Exchange Limited and (b) BSE Limited
11	Paid-up Capital	Rs. 38,99,76,865.00
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Shri. Nakul Kam Sethi Executive Director (0755-4271271) Email:(nksethi@somindia.in)
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The Report presented is on Consolidated Basis. The Report is made based on the data collected by the 3 SDBL owned Plants and 5 Offices.
14	Name of Assurance Provider	Not Applicable
15	Type of Assurance Obtained	Not Applicable

#### II. PRODUCTS/SERVICES

##### 16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Business Activity Code	Description of Business Activity	% of Turnover of the entity
1	Manufacturing	C1	Food, Beverages and tobacco products	100%

##### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Manufacture of beer	11031	96.11%
2	Alcoholic Beverages, Indian Made Foreign Liquor	11011	3.89%

#### III. OPERATIONS

##### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	3	5	8
International	NIL	NIL	NIL

##### 19. Markets served by the entity:

###### a. Number of Locations

Locations	Number
National (No. of States)	22 States & Union Territories
International (No. of Countries)	18

###### b. What is the contribution of exports as a percentage of the total turnover of the entity?-0.32%

###### c. A brief on types of customers

SDBL's main customers are retail consumers, restaurants, hotels and Canteen Store's Department, The Products are either supplied through Government Corporations and Distributors.

#### IV. EMPLOYEES

##### 20. Details as at the end of Financial Year:

###### a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	494	486	98.38	8	1.61

2.	Other than Permanent (E)	157	156	99.36	1	0.64
3.	<b>Total employees (D + E)</b>	<b>651</b>	<b>642</b>	<b>98.61</b>	<b>9</b>	<b>1.38</b>
<b>WORKERS</b>						
4.	Permanent (F)	NIL	NIL	NIL	NIL	NIL
5.	Other than Permanent (G)	610	332	54.43	278	45.57
6.	<b>Total workers (F + G)</b>	<b>610</b>	<b>332</b>	<b>54.43</b>	<b>278</b>	<b>45.57</b>

**b. Differently abled Employees and workers:**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1.	Permanent (D)	Nil	Nil	Nil	Nil	Nil
2.	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil

3.	<b>Total differently abled employees (D + E)</b>	Nil	Nil	Nil	Nil	Nil
<b>DIFFERENTLY ABLED WORKERS</b>						
4.	Permanent (F)	Nil	Nil	Nil	Nil	Nil
5.	Other than Permanent (G)	Nil	Nil	Nil	Nil	Nil
6.	<b>Total differently abled workers (F + G)</b>	Nil	Nil	Nil	Nil	Nil

**21. Participation/Inclusion/Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	16.67%
Key Management Personnel	4	0	0

*\*Two of Key Management Personnel are also part of Board of Directors.*

**22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)**

Particulars	FY 2023-24 (Turnover Rate in Current FY)			FY2022-23 (Turnover rate in previous FY)			FY2021-22 (Turnover rate in the year prior to other previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	2.5	0	2.5	2.4	0	2.4	2.8	0	2.8
Permanent Workers	2	0	2	2.6	0	2.6	3.2	0	3.2

**V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)**

**23. (a) Names of holding / subsidiary / associate companies / joint ventures**

S. No.	Name of the holding/ subsidiary/ associate companies/joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Woodpecker Distilleries & Breweries Private Limited	Subsidiary	78.87%	Yes
2	Som Distilleries and Breweries Odisha Private Limited	Subsidiary	100%	Yes

**VI. CSR DETAILS (FOR LISTED ENTITY ONLY)**

**24.**

- (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): YES
- (ii) Turnover (in Lakhs) : 54921.68
- (iii) Net worth (in Lakhs): 36332.85

**VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES**

**25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No)	(If Yes, then provide web-link for grievance redress policy)	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	No complaint received.							
Investors (other than shareholders)	Not Applicable. SDBL is a listed entity and does not have any other investor type apart from Ordinary Equity.							

Shareholders	Yes	<a href="https://www.somindia.com/som-policies-codes.php">https://www.somindia.com/som-policies-codes.php</a>	15	0	-	2	0	-
Employees and workers	Yes		NIL	--	NIL	NIL	--	-
Customers	Yes		NIL	--	NIL	NIL	--	-

Weblink: <https://www.somindia.com/som-policies-codes.php>

## 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Climate Change	R	Our Business is depended on weather conditions especially on supply side. Changes to existing regulations and the introduction of new ones can have a substantial impact on our sourcing of materials, emissions levels, waste management, and the production of finished goods. These, along with other environmental issues, could potentially have a negative effect on our business.	Our Efforts have been towards minimizing the impact of this risk.  Conscious of the challenges posed by climate change and environmental issues, the Company realigns its strategies to ensure business continuity. Internally, various initiatives are in progress to lower carbon reduction, lower emissions.	Negative
2.	Governance, Ethics and Transparency	O	The Company is dedicated to maintaining the highest standards of governance, recognizing that long-term sustainability depends on a robust governance and ethical framework. As the demand for transparency, accountability, and fairness in governance continues to grow, it is crucial for the Company to not only comply with current regulations but also anticipate and prepare for future ones.	The Company has established systems, procedures, and policies to uphold governance standards effectively. The Company's Code of Conduct and Ethics Policy, Anti-Bribery Policies ensures that all workers and employees act with fairness in their official capacities. Moreover, the Whistle Blower Policy, Related Party Transaction policy and various reporting mechanisms play a crucial role in identifying and addressing any issues that may arise.	Positive
3.	Sustainable Management	O	Environmentally friendly products would drive long-term growth. Global threats such as global warming, stratospheric ozone depletion, resource scarcity, bioaccumulation, are addressed through sustainability. Moreover, the Company being dutiful towards society and adopts utmost working culture.	We use ground water recharging and glass bottle recycling; we operate zero discharge breweries. We use briquettes to reduce the use of conventional fuel sources. Company has adopted several green technologies, but continuously works to evolve new green methods, materials, innovative technologies, and systems to meet the specific requirements of valuable clients.	Positive
4.	Social Responsibility	O	We have created sustainable practices across all our breweries and operate zero discharge breweries. We employ local youth from nearby locations at our breweries. We engage with local suppliers and believe in Make in India.	As a responsible company with a vision for long-term sustainability, we are committed to continuously striving to use cleaner production methods, materials, innovative technologies, and systems to achieve our goals.	Positive

5.	Waste Management	R	To adopt sustainable management, it is important to adopt efficient and effective waste management practices	The Company is dedicated to minimizing waste output and is working hard to lower its environmental impact. To achieve this goal, the Company has implemented various waste management practices, including: - Use of Briquette. - Collaborating with government-approved vendors for the collection and safe disposal of waste. - Use effective effluent treatment plant to minimize the environmental impact.	Positive
6.	Cyber Risk	R	As the business expands, the company faces increased risks of data breaches and cyber threats, as well as challenges pertaining to data privacy and protection.	The Company has implemented several proactive measures to enhance the cybersecurity of its information assets. This includes deploying essential infrastructure, tools, and backup strategies to mitigate cyber risks effectively.	Negative
7.	Health and Safety Issues	R	Such events can lead to injuries or health issues for employees, disrupting their ability to work and potentially affecting team morale. Furthermore, operational disruptions caused by these incidents can halt production processes, delay project timelines, and result in financial losses.	The Company adheres to highest safety and operational standards. As per the policy adequate safety gears are provided to the staff working inside the Plants. Regular fire drills are conducted to familiarize the staff of the evacuation procedure. Identification and continual improvements are integral process of the systems.	Negative

#### SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes, The Policies formulated are as per the principle and core values of NGRBCs								
b. Has the policy been approved by the Board? (Yes/No)	Yes, The Policy have been reviewed and approved by the Board								
c. Web Link of the Policies, if available	<a href="https://www.somindia.com/som-policies-codes.php">https://www.somindia.com/som-policies-codes.php</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes. Every department of SDBL has implemented the working of our policies. These are governed / monitored by the respective Departmental heads.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes. our Company's documentation (Agreements, Contracts, Purchase Orders) with our value chain partners (for both supply and services) contain compliance clauses.  Value chain partners are required to comply with our Business Code of Conduct prior to or on signing of the Agreement, understand the policies contained therein and agree to act in accordance with the standards and principles.								
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trusted) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	SDBL follows the policy /practice as issued by the Ministry of Corporate affairs under National Voluntary Guidelines, 2011.  Accredited with Various Certifications likes:  FSSAI Certification  ISO: 9001:2008								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Society: Spirit of Progress is our 10-year ESG action plan to help create a more inclusive and sustainable world, building on the legacy of our founders to create a positive impact on our company, within our communities and for society. To lead our business through the next decade, we have set ourselves 15 goals which align with the United Nations' Sustainable Development Goals.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	SOM sustainability agenda includes reducing carbon emissions, sourcing raw materials sustainably, water stewardship, packaging sustainability, and promoting responsible drinking.  SDBL promotes responsible drinking								

Governance, leadership and oversight	
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Please refer to the Chairman's message in the Annual Report page 5
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Board of Directors of the Company is primarily responsible to protect and enhance shareholder value through strategic supervision. As trustees, the Board ensures that the Company has clear goals aligned to shareholder value and its growth, and in line with its Sustainability agenda.
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, Corporate Social Responsibility Committee (CSR Committee) of the Board is responsible for decision making on sustainability related issues.  The CSR Committee has various responsibilities, including reviewing, overseeing and monitoring the Company's CSR matters.

#### 10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	The Board of Directors while formulating the policies for the Organisation as a whole take into consideration all the principles laid down under NGRBC guidelines. Additionally, the Business Code of Conduct of the Organisation is reviewed and modified at a regular interval. No Violation/ Deviation has been reported.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The company monitors all its regulatory compliance requirements through Churchgate Partner, Our Investor Relations Agency								
Subject of Review	Frequency (Annually/Half Yearly/Quarterly/Any Other-Please Specify)								
a. Performance against above policies and follow up actions	Annually								
b. Compliance with Statutory Requirements of relevance to the principles and rectifications of any non-compliances	Annually								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
If yes, Provide name of the agency	No								
	NA								
12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:									
Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	Not Applicable								
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

#### SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.



## PRINCIPLE 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

(This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations, and financial reporting, as well as be accountable for their actions)

### ESSENTIAL INDICATORS

#### 1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness Programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	5	SDBL has been committed itself in Spreading awareness and creating a learning environment through its familiarization programs for its Board of Directors at regular intervals	80%
Key Managerial Personnel	5	SDBL conducted awareness sessions on various area covering Conflict of Interest, Employee Health & Safety, External Communications, Human Rights & Dignity at Workplace and Information Management and Security.	75%
Employees other than BOD and KMPs	4	During the year, SDBL has conducted various awareness programs and workshop on health & safety, skill development programme, Information on cyber security awareness, programmes on mental and physical well-being.	75%
Workers	6	During the year, SDBL has conducted various awareness programs and workshop on health & safety, skill development programme, Information on cyber security awareness, programmes on mental and physical well-being.	65%

#### 2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format:

Monetary					
Particular	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	Principle 1	The Adjudicating Officer of SEBI	Five Lakhs	An enquiry was done by Securities and Exchange Board of India (SEBI) relating to the violation of the Provisions of Regulation 4(1) (c), (d), (e), (f) of Chapter II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 30(2), Reg 30(7) read with Reg 30(6) and Clause 4 (d) of para-A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
Settlement	NIL	NIL	NIL	NIL	NIL
Compounding fee	NIL	NIL	NIL	NIL	NIL
Non-Monetary					
Imprisonment	Nil				
Punishment	Nil				

#### 3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
An enquiry was done by Securities and Exchange Board of India (SEBI) relating to the violation of the Provisions of Regulation 4(1) (c), (d), (e), (f) of Chapter II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 30(2), Reg 30(7) read with Reg 30(6) and Clause 4 (d) of para-A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Appeal has been filed before the Securities Appellate Tribunal ("SAT") against the Order.

4. Does the entity have anti-corruption or anti-bribery policy? (Yes/ No) - Yes

If Yes, provide details in brief

The company Code of Conduct is the key Guiding principle with relation to governance and ethical Structure of the organization.

These policies are similar across all the entities in the Group. All stakeholders of the Company- internal as well as external are expected to work within the framework of the aforesaid policies/principles. In the selection of its vendors and contractors, the Company ensures to identify and deal with those who can maintain and follow ethical standards. The Company further on a regular basis endeavor to reiterate awareness and also impart training on these values to its employees. The relevant stakeholders of the Company are also made aware of the said values from time to time.

If Yes, Provide a web link to the policy, if available -Web link anti-corruption or anti bribery policy is place-

<https://www.somindia.com/som-policies-codes.php>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption

Particular	FY2023-24	FY2022-23
Director	Nil	Nil
KMP		
Employee		
Worker		

6. Details of complaints with regard to conflict of interest:

	FY2023-24		FY2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil		Nil	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil			

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Was taken

8. Number of days of accounts payables:

Particular	FY 2023-24	FY 2022-23
Number of days of accounts payables	30 Days Approx	36 Days Approx

Note: The above indicator has been calculated as  $365/(\text{Trade payables turnover ratio})$ . The Trade payable turnover ratio is taken as disclosed in the audited standalone financial statements

9. Open-ness of Business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameters	Metrics	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Concentration of Purchase	a. Purchases from trading houses as % of total purchases	NIL	NIL
	b. Number of trading houses where purchase are made from	NIL	NIL
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NIL	NIL
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	NIL	NIL
	b. Number of dealers / distributors to whom sales are made	NIL	NIL
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	NIL	NIL

<b>Shares of RPTs in</b>	a. Purchases (Purchases with related parties / Total Purchases)	3.52%	2.17%
	b. Sales (Sales to related parties / Total Sales)	6.47%	1.53%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	56.68%	44.13%
	d. Investment (Investment in related parties/ total investment made)	99.99%	99.99%

Note 1: SDBL has considered 'trading house' as a business entity that specializes in facilitating transactions between a home country and a foreign country. Such an entity acts as an intermediary between buyers and sellers across different countries, connecting them and facilitating the exchange of goods and services.

In line with the above, SDBL does not have any supplier falling under the category of a 'trading house'.

Note 2: Majority sales of the company are to state owned excise corporations.

Note 3: For Loans & advances and Investments (current and non-current), closing balances disclosed in the audited standalone financial statements for the year ended March 31, 2024 have been considered.

## PRINCIPLE 2

### BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

(This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimize the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.)

#### ESSENTIAL INDICATORS

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively. (Rs. in Lakhs)

S. No.	Particulars	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year	Details of improvements in environmental and social impacts
1.	Research & Development	NIL	NIL	NA
2.	Capex	255	NIL	NIL

- a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, The company has always thrived to adopted practices that are sustainable in nature.

- If yes, what percentage of inputs were sourced sustainably?

The Company is committed to using its resources efficiently and responsibly, focusing on sustainability through reduction, re-use, recycling, and waste management. We continually strive to enhance energy efficiency across all aspects of our operations. Measures are in place to monitor and prevent pollution, and we aim to boost our environmental performance by adopting cleaner production methods and promoting energy-efficient and environmentally friendly technologies. We also develop processes and contingency plans designed to prevent, mitigate, and control any environmental impacts resulting from our operations.

- Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

- Plastics (including packaging):** SDBL is committed to collect and dispose off the Plastic waste so generated or Resale to approved recyclers
- E-waste:** SDBL is committed to collect and disposed off the E- waste so generated or disposing to PCBs authorized vendor for recycling and safe disposal
- Hazardous waste:** N.A.
- Other waste:** Other waste such as glass, paper etc. is collected and disposed to authorized vendors

- a. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No) - Yes

- If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?

The waste collection plan is in line with the Extended Producer Responsibility (EPR) plan.

- If not, provide steps taken to address the same- NA

## PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains.

(This principle emphasizes the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.)

ESSENTIAL INDICATORS

1. (a) Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Employees</b>											
Male	486	486	100	486	100	NIL	NIL	NIL	NIL	NIL	NIL
Female	8	8	100	8	100	8	100	NIL	NIL	NIL	NIL
<b>Total</b>	<b>494</b>	<b>494</b>	<b>100</b>	<b>494</b>	<b>100</b>	<b>8</b>	<b>100</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Other than Permanent Employees</b>											
Male	156	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	1	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>157</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(b) Details of measures for the well-being of workers:

Category	% of worker covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
<b>Permanent Workers</b>											
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Other than Permanent Workers</b>											
Male	332	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	278	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total</b>	<b>610</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(c) Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the company	0.04%	0.03%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY2023-24 Current Financial Year			FY2022-23 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	100	100	Yes	100	100	Yes
Others – please specify	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Not applicable, as the company doesn't have any differently abled employees and workers. However most the Establishments owned by the Company are accessible to the Differently-abled employees and workers.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the same is accessible in the following link <https://www.somindia.com/som-policies-codes.php>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to Work rate	Retention rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
Total	NA	NA	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief. Yes/No(If Yes, then give details of the mechanism in brief)

Category	Yes/No	(If Yes, then give details of the mechanism in brief)
Permanent Employees	Yes	The Company has established a transparent & impartial complaint resolution process with the goal of addressing concerns as quickly as possible & in compliance with the law. There has been a Code of Conduct for Workers which provides ways for assessing, investigating & reporting of complaints.
Other than Permanent Employees		
Permanent Workers	Yes	For Employees, the Company has a vigil mechanism to deal with instance of fraud and mismanagement; if any. The Vigil Mechanism ensures that strict confidentiality is maintained whilst dealing with concerns and that no discrimination will be meted out to any person for a genuinely raised concern.
Other than Permanent Workers		

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employees workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of Employees / Workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	The company doesn't have any Worker association(s) or Unions.					
- Male						
- Female						
Total Permanent Workers						
- Male						
- Female						

8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employee										
-Male	642	444	69.15	444	69.2	666	486	72.97	486	72.97
-Female	9	5	65	5	65	4	3	75.00	3	75.00
<b>TOTAL</b>	<b>651</b>	<b>449</b>	<b>69.2</b>	<b>449</b>	<b>69.2</b>	<b>670</b>	<b>489</b>	<b>72.98</b>	<b>489</b>	<b>72.98</b>
WORKER										
-Male	332	229	69.10	229	69.10	623	451	72.39	451	72.39
-Female	278	208	70.21	208	70.21	322	247	76.71	247	76.71
<b>TOTAL</b>	<b>610</b>	<b>437</b>	<b>70.1</b>	<b>437</b>	<b>70.1</b>	<b>945</b>	<b>698</b>	<b>73.86</b>	<b>698</b>	<b>73.86</b>

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	486	486	100.00	422	422	100.00
Female	8	8	100.00	4	4	100.00
<b>Total</b>	<b>494</b>	<b>494</b>	<b>100.00</b>	<b>426</b>	<b>426</b>	<b>100.00</b>

Workers						
Male	NIL	NIL	NIL	48	48	100.00
Female	NIL	NIL	NIL	2	2	100.00
Total	NIL	NIL	NIL	50	50	100.00

**10. Health and safety management system:**

**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

SDBL has always focused upon World Class Health and Safety Culture in all our operations by creating a dynamic health and safety environment and wellbeing culture through which the management supervises all the risk associated by the health and safety management system.

We comply with all health and safety laws and regulations prescribed by the Indian Government. Our occupational health and safety programs are managed at the regional and departmental level.

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

We have implemented comprehensive methods to identify work-related risks, including hazard identification, risk assessment, and incident investigations. By continuously monitoring and analyzing health and safety parameters according to standard procedures, we can effectively identify and mitigate risks, thereby preventing adverse situations for our employees. All employees are encouraged to report any work-related hazards and address them promptly to prevent potential injuries or health issues. Additionally, we provide regular training to equip our employees with the skills to identify and report unsafe conditions, recognize near misses, and investigate incidents. This training also includes assessing risks following corrective actions to ensure ongoing safety improvements.

**c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Yes, we have robust systems of reporting work-related hazards through various mechanisms.

**d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

No.

**11. Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace.**

Our Company has set up elaborate safety systems to ensure a safe work environment. Emphasis is given to prevention of any accident. As a result of strict safety norms being followed.

A Central Safety Committee has been constituted to continuously review and upgrade the safe working practices. Emergency management plan is in place for mitigating any kind of emergency. Proper systems have been set up to record and report any accident, which is thoroughly investigated and corrective action taken for future prevention.

At work place appropriate protective equipment and gears are provided to the employees and usage of the same is strictly monitored to ensure a high level of safety. Training programs are regularly conducted for training the employees in proper use of safety equipment and following the safe work practices.

**13. Number of Complaints on the following made by employees and workers:**

Category	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

**14. Assessments for the year**

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	90%
Working Conditions	90%

**15. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

We have placed various safety protocols and hierarchy of controls in place to mitigate hazards and ensure safety of workplace and its team members. Working conditions and furthermore, the Risk Identified are regularly monitored and suitable corrective action is taken.

**PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS.**

(This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.)

**ESSENTIAL INDICATORS**

**1. Describe the processes for identifying key stakeholder groups of the entity.**

SDBL identifies its stakeholder groups through Stakeholder Engagement process. As part of the process, we look at the external trends shaping our operating environment and how we can most effectively align our work with these trends and the sentiment of relevant stakeholders. Our key stakeholders include customers, investors, community, employees, suppliers & policy makers.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors	NO	Through press releases, results calls, Shareholders can lodge their complaints or grievances via e-mail to the Company Secretary & Compliance Officer at <a href="mailto:compliance@somindia.com">compliance@somindia.com</a> or to the Registrar and Share Transfer Agent ("RTA") at <a href="mailto:info@masserv.com">info@masserv.com</a> . The contact details of the Company Secretary & Compliance Officer and the RTA is available on the website of the Company at <a href="https://www.somindia.com">https://www.somindia.com</a>	Throughout the year	Performance growth prospects
Customers	NO	Direct meetings, website through trade bodies and other associations. The customers can also contact us through our customer care number or through our website.	Throughout the year	Development, customer feedback
Suppliers	NO	Supplier meetings, trade shows. The suppliers can also connect with us through our web site.	Throughout the year	Credit terms, quantity of supplies contracts
Employees	NO	Yes - For its employees and workers, the Company has a Grievance Redressal Committee in place. Internal processes have been established to address grievances effectively.  The company also uses direct one to one meetings, phone calls, email.	Throughout the year	Role, remuneration, work culture, KRA
Community	NO	One-to-one meetings or conversations, Ongoing projects with small farmers, Community meetings	Throughout the year	Community development, employment, CSR, Sustainability
Government and Regulatory body	NO	One-to-one meetings or conversations, Ongoing partnerships, Emails	Throughout the year	Statutory Compliances, Licences, Tenders, Industry representation

**LEADERSHIP INDICATORS**

1.	Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.	Stakeholders' engagement is delegated to the senior management, with whom quarterly meetings are held as per the defined frequency. The feedback from such consultations are kept before the board for evaluations and review.
----	---	--

2.	Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No).  If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities or the entity.	Yes, the input received from the stakeholders consultation are carefully reviewed and after evaluation are incorporated in the activities and policies of the entity.
3.	Provide details of instances of engagement with and action taken to, address the concerns of vulnerable/marginalized stakeholder groups.	No instance of any concern was raised by vulnerable/marginalized stakeholder groups. Potential risks discussed with the Independent Directors have been incorporated in the risk management policy.

## PRINCIPLE 5 BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

### ESSENTIAL INDICATORS

#### 1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	494	323	65.38	426	287	67.37
Other permanent than	157	111	70.70	244	178	72.95
<b>Total Employees</b>	<b>651</b>	<b>434</b>	<b>66.67</b>	<b>670</b>	<b>465</b>	<b>69.40</b>
<b>Workers</b>						
Permanent	NIL	NIL	NIL	50	42	84.00
Other than permanent	610	457	74.91	895	690	77.09
<b>Total Workers</b>	<b>610</b>	<b>457</b>	<b>74.91</b>	<b>945</b>	<b>732</b>	<b>77.46</b>

#### 2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24 Current Financial Year					FY 2022-23 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Permanent	494	0	0	494	100	426	0	0	426	100
Male	486	0	0	486	100	422	0	0	422	100
Female	8	0	0	8	100	4	0	0	4	100
Other than Permanent	157	0	0	157	100	244	0	0	244	100
Male	156	0	0	156	100	244	0	0	244	100
Female	1	0	0	1	100	0	0	0	0	100
<b>Workers</b>										
Permanent	NIL	NIL	NIL	NIL	NIL	50	0	0	50	100
Male	NIL	NIL	NIL	NIL	NIL	48	0	0	48	100
Female	NIL	NIL	NIL	NIL	NIL	2	0	0	2	100
Other than Permanent	610	0	0	610	100	895	0	0	895	100
Male	332	0	0	332	100	575	0	0	575	100
Female	278	0	0	278	100	320	0	0	320	100

#### 3. Details of remuneration/salary/wages, in the following format:

(Rs. in Lakhs)

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD) *	2	18.47 lakh p.m	0	-
Key Managerial Personnel	4	9.69 lakh p.m	0	-
Employees other than BoD and KMP	642	0.50 lakh p.m	9	0.35
Permanent Workers	NA	NA	NA	NA

\* The Board of Directors comprises remuneration paid to Executive Directors.



4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, we have an internal committee specifically for Human Rights Impact.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has Internal Complaints Committee (ICC) with Ms. Anamma Bosco as (Presiding Officer), Mr. Nakul Sethi (Member), Mr. Rajesh Dubey (Member), Ms. Madhuri Goel a member from an NGO, to oversee the matter related to human rights.

6. Number of Complaints on the following made by employees and workers

Category	Financial Year 2023-24 (Current Financial Year)			Financial Year 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	0	0	0	0
Discrimination at workplace	0	0	0	0	0	0
Child Labour	0	0	0	0	0	0
Forced Labour/ Involuntary Labour	0	0	0	0	0	0
Wages	0	0	0	0	0	0
Other human rights related issues	0	0	0	0	0	0

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has Internal Complaints Committee (ICC) with Ms. Anamma Bosco as (Presiding Officer), Mr. Nakul Sethi (Member), Mr. Rajesh Dubey (Member), Ms. Madhuri Goel a member from an NGO, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All female employees are covered under the Policy. There was no complaint received from any employee during the FY 2023-24 and hence no complaint is outstanding as on March 31, 2024 for redressal.

8. Do human rights requirements form part of your business agreements and contracts?(Yes/No): No

9. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others – please specify	100

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above

We have put extra emphasis during our training and awareness of labour rights, non-discrimination, harassment, and other areas pertaining to Human Rights.

Our Code of Conduct is applicable to all employees in the Company and any violation of the Code renders the person liable for disciplinary action. Employees can raise complaints / issues if any in accordance with our whistleblower policy.

We continue to focus on training and awareness of labour rights, non-discrimination, harassment, and other areas pertaining to Human Rights. We also conduct annual policy refresher trainings to all employees.

#### PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

(This principle emphasizes the importance of environmental stewardship. Companies should minimize their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.)

#### ESSENTIAL INDICATOR

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
Energy Consumption in Terra Joules (TJ)		
Total electricity consumption (A)	130.36	64.85
Total fuel consumption (B)	111.18	70.66
Energy consumption through other sources (C)	4.47	0.37

<b>Total energy consumption (A+B+C)</b>	<b>246.01</b>	<b>135.88</b>
<b>Energy Intensity</b>		
Energy intensity per crore rupee of turnover (Total energy consumption/ turnover in crore rupees) (MJ/Cr)	89896	90625
Energy intensity for litre of Beverage packed (MJ/L)	1.25	0.99
Energy intensity for litre of spirit distilled (MJ/L)	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable, as the Company does not fall in the category (as Designated Consumer) of industries mandated under PAT scheme

3. Provide details of the following disclosures related to water, in the following format:

Parameter	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Previous Financial Year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	263197.29	174019.65
(ii) Groundwater	462862.00	304646.60
(iii) Third party water	NIL	NIL
(iv) Seawater / desalinated water	NIL	NIL
(v) Others	NIL	NIL
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>726059.29</b>	<b>478666.25</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>651815.00</b>	<b>435762.48</b>
Water intensity per crore rupees of turnover (Water consumed / turnover) (KL/ Cr)	238.02	291.00
Water intensity for Beverage packed (Litre of Water consumed per litre of Beverage packed)	2.98	3.20
Water intensity for Spirit distilled (Litre of Water consumed per litre of Spirit distilled)	NA	NA

Note: Water details in the table above include data pertaining to 3 Plants and 5 Offices only.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

4. Provide the following details related to water discharged:

Parameter	Financial Year 2023-24 (Current Financial Year)	Financial Year 2022-23 (Current Financial Year)
<b>I. To Surface Water</b>		
No Treatment	NA	NA
With Treatment-Pls Specify	NA	NA
<b>II. To Ground Water</b>		
No Treatment	NA	NA
With Treatment-Pls Specify	NA	NA
<b>III. To Sea Water</b>		
No Treatment	NA	NA
With Treatment-Pls Specify	NA	NA
<b>IV. Send to Third Parties</b>		
No Treatment	NA	NA
With Treatment-Pls Specify	NA	NA
<b>V. Others</b>		
No Treatment	NA	NA
With Treatment-Pls Specify	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation

All our breweries are operated with Zero Liquid Discharge facilities. Recognizing the importance of preserving this shared resource across our breweries. We have deployed several water stewardship initiatives which help to conserve water and reduce wastewater and power circularity in water.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023-24 (Current Financial Year)	FY2022-23 (Previous Financial Year)
NOx	MT/Annum	45	54
Sox	MT/Annum	69	80
Particular matter (PM)	MT/Annum	94	97
Persistent organic pollutants (POP)	Mg/Nm3	Nil	Nil
Volatile organic compounds (VOC)	Mg/Nm3	Nil	Nil
Hazardous air pollutants (HAP)	Mg/Nm3	Nil	Nil
Others-please specify	Mg/Nm3	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Please Specify Unit	FY 2023-24 (Current Financial Year)	FY2022-23 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Nil	Nil
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Nil	Nil
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	-	Nil	Nil
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	-	Nil	Nil
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	Nil	Nil
Total Scope 1 and Scope 2 emission intensity (optional) the relevant metric may be selected by the entity	-	Nil	Nil
Total Scope 1 and Scope 2 emission intensity (optional) the relevant metric may be selected by the entity	-	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The company do not have any project relating to the reduction of emission of Green house gases

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY2023-24 (Current Financial Year)	FY2022-23 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	319.03	277.09
E-waste (B)	NIL	NIL
Bio-medical waste (C)	NIL	NIL
Construction and demolition waste (D)	NIL	NIL
Battery waste (E)	Recycle Battery Through Buyback Policy	Recycle Battery Through Buyback Policy
Radioactive waste (F)	NIL	NIL

Other Hazardous waste. Please specify, if any. (G)	Lubricating Oil of 0.3 MT disposed to an PCB authorized waste oil recycler	Lubricating Oil of 0.25 MT disposed to an PCB authorized waste oil recycler
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	33978.73	31463.01
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>34297.76</b>	<b>31740.00</b>
Waste intensity per crore rupee of turnover (Total waste generated/Revenue from operations)	13.69	21.17
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	NA	NA
Waste intensity in terms of physical output	NA	NA
Waste intensity (optional) – the relevant metric may be selected by the entity	NA	NA
<b>For each category of waste generated, total waste recovered through recycling, re using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	5499.00	277.10
(ii) Re-used	28304.00	31462.58
(iii) Other recovery operations	NA	NA
<b>Total</b>	<b>33803.00</b>	<b>31739.68</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	NIL	NA
(ii) Landfilling	NIL	NA
(iii) Other disposal operations	NIL	NA
<b>Total</b>	<b>NIL</b>	<b>NA</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes

We comply with all regulations concerning the safe and responsible management of waste materials. The waste is disposed off to authorized vendors

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any
None of our operations are located near the vicinity of ecologically sensitive areas			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Our group has not undertaken any project which requires Environmental impact assessment in financial year 2023-24					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation/ guidelines which was not complied with	Specify the law / regulation / guidelines which was not complied with	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company is following all the environmental regulations of the country. There have been no incidents of non-compliances related to the environment in financial year 2023-24.				

**PRINCIPLE 7 BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT**

(This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner and avoid engaging in activities that could undermine the public interest or the democratic process.)

## ESSENTIAL INDICATORS

1.a. Number of affiliations with trade and industry chambers/ associations: 2

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	All India Brewers Association (AIBA)	National
2	M.P. Chamber of Commerce	State

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

## PRINCIPLE 8 BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

(This principle emphasizes the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalized groups. They should also contribute to the development of local communities and support social and economic empowerment.)

### ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

In accordance with our stakeholder engagement with the communities, we have developed various platforms through which the Community Grievances can be resolved. Our dynamic approach allows us to resolve the grievance in an expeditious manner.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameters	FY 2023-24 Current Financial Year	FY2022-23 Previous Financial Year
Directly sourced from MSMEs/small producers	20%	10%
Directly from within India	90%	80%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

Parameters	FY 2023-24 Current Financial Year	FY2022-23 Previous Financial Year
Rural	13%	11%
Semi Urban	28%	30%
Urban	32%	33%
Metropolitan	27%	26%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban/metropolitan)

## PRINCIPLE 9 BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

(This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services and provide consumers with the information they need to make informed choices.)

### ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

SDBL is focused upon Customer satisfaction therefore we have adopted a dynamic and vigilante customer complaint handling process to

receive and address consumer concerns related to our product.

Consumers can raise their concern to the company by calling on our Customer Care Executive No. 0755-4271271 or through [info@somindia.in](mailto:info@somindia.in).

Post Registration of complaint SDBL Customer care team will take further action and resolve customer concern at the earliest. The team would ensure that sample is collected from consumer who has raised concern for investigation. Investigation result will be communicated to consumer and concern will be addressed as per our consumer policy.

**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

Particulars	As a percentage of total turnover
Environmental and social parameters relevant to the product	100% of Our Product carry the information as "Consumption of alcohol is injurious to health" to provide warning message to consumer. All our goods are printed be safe don't drink & drive.
Safe and responsible usage	
Recycling and/or safe disposal	100% our CC Boxes used for Packaging carry the Embossed Symbol of recyclability.

**3. Number of consumer complaints in respect of the following:**

Particulars	FY 2023-24		Remarks	FY 2022-23		Remarks
	Received during year	Pending resolution at the year end		Received during year	Pending resolution at the year end	
Data Privacy	NIL	NIL	NA	NIL	NIL	NA
Advertising	NIL	NIL	NA	NIL	NIL	NA
Cyber-Security	NIL	NIL	NA	NIL	NIL	NA
Delivery of Essential	NIL	NIL	NA	NIL	NIL	NA
Services	NIL	NIL	NA	NIL	NIL	NA
Restrictive Trade Practices	NIL	NIL	NA	NIL	NIL	NA
Unfair Trade Practices	NIL	NIL	NA	NIL	NIL	NA
Other	NIL	NIL	NA	NIL	NIL	NA

**4. Details of instances of product recalls on account of safety issues:**

Particulars	FY 2023-24	FY 2022-23
Voluntary recalls	NIL	NIL
Forced recalls	NIL	NIL

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

Yes, The Risk management committee of the company headed by Shri Nakul Kam Sethi is responsible to formulate, monitor and review Cyber Security and risk related to data privacy. <https://www.somindia.com>

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

NA

**7. Provide the following information relating to data breaches:**

- Number of instances of data breaches along-with impact - NIL
- Percentage of data breaches involving personally identifiable information of customers - NIL
- Impact, if any, of the data breaches - NA

# ANNEXURE III TO THE BOARD'S REPORT ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(Pursuant to section 135 of the Companies act, 2013) for the financial year 2023-24

1. A brief Outline of the Company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs:

CSR Policy is stated herein below:

At present the CSR activities of the company are undertaken through Asha Mohan Foundation which is a registered society engaged in the education of children at Sehatganj, District Raisen, M.P. since last more than ten years and has been established by the promoters of this company. The CSR Committee monitors the CSR expenditure of the company through Asha Mohan Foundation to ensure that at least 2% of the average net profit of the company made during the immediately preceding three years is incurred and well utilized for the education and other welfare activities of the society.

2. The Composition of CSR Committee:

- Shri Uma Kant Samal (Non-Executive & Independent Director) - Chairperson
- Smt. Nishi Arora (Non-Executive & Independent Director) - Member
- Shri Nakul Kam Sethi (Whole Time Director) - Member

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

- <https://www.somindia.com/som-policies-codes.php>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable

6. Average net profit of the company as per section 135(5) for last three financial years : Rs.192.51 Lakh

7. Financial Details

- Two percent of average net profit of the company as per section 135(5): Rs. 3.85 Lakh
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- Amount required to be set off for the financial year, if any: Nil
- Total CSR obligation for the financial year 2022-23 (7a+7b-7c): Rs. 3.85 Lakh

8. A. CSR amount spent or unspent for the financial year 2023-24:

(Rs. in Lakhs)

Total Amount Spent for Financial Year	Amount unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
4.50	-	-	-	-	-

- B. Details of CSR amount spent against ongoing projects for the financial year 2023-24: Not Applicable

- C. Details of CSR amount spent against other than ongoing projects for the financial year 2023-24:

(Rs. in Lakhs)

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Children Education and Medical aid	Children Education and Medical aid	Yes	Madhya Pradesh	Raisen	4.50	No	Asha Mohan Foundation	CSR00013836

- D. Amount spent in Administrative Overheads: Nil

- E. Amount spent on Impact Assessment, if applicable: Nil

F. Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 4.50 Lakh

G. Excess amount for set off, if any

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
i	Two percentage of average net profit of the company as per section 135(5)	3.85
ii	Total amount spent for the Financial Year	4.50
iii	Excess amount spent for the financial year [(ii)-(i)]	0.65
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.65

9. A. Details of Unspent CSR amount for the preceding three financial years :

(Rs. in Lakhs)

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6)	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule-VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of transfer	
1	2022-23	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2	2021-22	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3	2020-21	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

B. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (Asset-wise details):

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
i	Date of creation or acquisition of the capital asset(s)	Not Applicable
ii	Amount of CSR spent for creation or acquisition of capital asset	Not Applicable
iii	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Not Applicable
iv	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	Not Applicable

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5) – Not Applicable:

The CSR Committee has formulated proper implementation and monitoring system which, is in compliance with CSR objectives and Policy of the Company.

For Som Distilleries and Breweries Limited

Sd/-  
Nakul Kam Sethi  
Executive Director

Sd/-  
Uma Kant Samal  
Chairperson, CSR Committee

Place : Bhopal  
Date : September 5, 2024



## ANNEXURE IV TO THE BOARD'S REPORT PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014 are given below:

1. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24:-

Name of Directors	Ratio of remuneration of Director to median remuneration of Employees
Mr. Jagdish Kumar Arora	46.70
Mr. Nakul Kam Sethi	14.67
Ms. Nishi Arora	0.52
Mr. Satpal Kumar Arora	0.94
Mr. Uma Kant Samal	0.80
Mr. Dinesh Kumar Batra	0.35
Mr. Deena Nath Singh	0.35

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, in the financial year 2023-24:-

Name of Directors	Designation	% age increase
Mr. Jagdish Kumar Arora	Managing Director	44.72
Mr. Nakul Kam Sethi	Whole Time Director	1.25
Mr. Rajesh Kumar Dubey	Chief Financial Officer	8.90
Mr. Om Prakash Singh	Company Secretary	7.35

3. The percentage increase in the median remuneration of employees in the financial year:- 9%
4. The number of permanent employees on the roll of the Company during the financial year:- 216
5. Average percentile increase in salaries of employees other than managerial personnel and its comparison with percentile increase in the remuneration of Managerial personnel: the average salary of employees other than managerial personnel has been increased by 10% whereas, remuneration to managerial personnels has been increased by 24%.
6. Key parameter of any variable component of remuneration availed by the director: Not Applicable.
7. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration as per the Remuneration Policy of the Company.

For and on behalf of the Board  
For Som Distilleries and breweries Limited

Sd/-  
Nakul Kam Sethi  
DIN NO. 06512548  
Wholetime Director

BHOPAL  
Dated: September 5, 2024

# ANNEXURE V TO THE BOARD'S REPORT DETAILS OF CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING

(Section 134 (3) (m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014)

## 1. Conservation of Energy

The company aims to reduce its dependency on fossil fuel and is therefore adopting renewable sources of energy across its establishments. Furthermore, in order to minimize the wastage of energy the company conduct regular checks of all electrical equipment and installations. The company also encourages its employees and worker to shut down all electrical machineries at appropriate time to avoid wastage of energy. SOM plans to achieve Maximum renewable energy and renewable Electricity status by replacing the usage of fossil fuels to Renewable Fuels.

## 2. Technology Absorption

SOM has consistently tried to adopt new technology in sustainable manner. It included replacing old outdated machinery to new and better equipments.

Further, the Company has adopted automation wherever possible. The company encourages its Workers to use adopt to new technology and implement the same in most efficient manner.

The company plans to adopts to import manufacturing technology in future. However, currently Company's products manufactured by using in-house know how.

## 3. Expenditure incurred on research and development :

During the financial year 2023-24, Company expenditure on research and development was Nil

## 4. Foreign Exchange Earnings and Outgo

Foreign Exchange Earning and Expenditure-	(in Rs. lakhs)
Foreign Exchange earned in terms of actual Earning during the year	774.92
Foreign Exchange outgo in terms of actual Expenditure during the year	8457.54

For and on behalf of the Board  
For Som Distilleries and breweries Limited

BHOPAL  
Dated: September 5, 2024

Sd/-  
Nakul Kam Sethi  
DIN NO. 06512548  
Wholetime Director

## ANNEXURE VI TO THE BOARD'S REPORT FORM AOC-2

FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARMS LENGTH TRANSACTION UNDER THIRD PROVISIO THERETO.

(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE ACT AND RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014)

1. Details of contracts or arrangements or transactions not at Arm's length basis: Nil

2. Details of contracts or arrangements or transactions at Arm's length basis.

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Som Distilleries Private Limited, a promoter entity
b)	Nature of contracts/ arrangements/ transaction	Purchase of goods, material, availing of services or other resources and obligations
c)	Duration of the contracts/arrangements/transaction	During FY 2023-24, 2024-25 and subsequent Financial Years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchase of goods, material, availing of services or other resources and obligations which may exceed 10% of the annual consolidated turnover of the company
e)	Date of approval by the Board	5th September, 2023 and 17th January, 2024
f)	Amount paid as advances, if any	No
g)	Date on which the resolution was passed in general meeting as required under first proviso to section 188	27th September, 2023 and 15th February, 2024

For and on behalf of the Board  
For Som Distilleries and breweries Limited

Sd/-  
Nakul Kam Sethi  
DIN NO. 06512548  
Wholetime Director

BHOPAL  
Dated: September 5, 2024

# CORPORATE GOVERNANCE REPORT

Corporate Governance is the system of rules, practices and processes through which objectives of a corporate entity are set and pursued in the context of the social, regulatory and market environment. It essentially involves balancing the interests of various stakeholders, such as shareholders, Management, customers, suppliers, financiers, Government and the community. Fundamentals of Corporate Governance includes transparency, accountability and independence.

Your Director's present the Company's Report on Corporate Governance for FY 2023-24 in compliance with Regulation 34(3) read with part C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 1. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At SDBL, we consider stakeholders as partners in our journey forward and we are committed to ensure their wellbeing, despite business challenges and economic volatilities.

As a Company with a strong sense of values and commitment, we believe that profitability must go hand in hand with a sense of responsibility towards all stakeholders. This translates into the philosophy of Corporate Governance. The cardinal principles such as independence, accountability, responsibility, transparency, trusteeship and disclosure serve as means for implementing the philosophy of Corporate Governance.

The Company is focused on enhancement of long-term value creation for all stakeholders without compromising on integrity, societal obligations, environment and regulatory compliances.

## 2. BOARD OF DIRECTORS

The "Board", being the trustee of the Company, responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities.

### a) Composition

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors, including independent professionals, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance. The Chairman is the Managing Director and one of the Promoters of the Company. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations

and the Companies Act, 2013 ('Act') as more than 50% of the Board comprises of Independent Directors.

The Board comprises Six Directors, out of which two are Executive Directors viz. Shri Jagdish Kumar Arora (Chairman) and Shri Nakul Kam Sethi (Wholetime Director). The other Directors are Shri Satpal Kumar Arora, Shri Dinesh Kumar Batra, Shri Uma Kant Samal, Smt. Nishi Arora.

Note : - During the year Shri Rajesh Kumar, Independent Director resigned from the board of the company w.e.f. April 14, 2023

- Shri Deena Nath Singh, Independent Director resigned from the board of the company w.e.f. December 22, 2023

- Shri Dinesh Kumar Batra, Independent Director Appointed on the board of the company w.e.f. January 17, 2024

The Board in its meeting held on April 27, 2023 proposed the re-appointment of the Mr. Nakul Kam Sethi, as the Whole-Time Director of the Company for a further period of 5 years with effect from June 1, 2023. The shareholders have approved reappointment of Mr. Sethi at their meeting held on August 5, 2023.

The board in its meeting held on September 5, 2023 proposed the re-appointment of Mr. Satpal Kumar Arora as an Independent Director of the company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from October 13, 2023. The shareholders have approved reappointment of Mr. Arora at their meeting held on September 27, 2023.

### b) Board Meetings

During the FY 2023-24, Nine Meetings of the Board of Directors were held on April 6, 2023, April 27, 2023, July 8, 2023, July 31, 2023, August 25, 2023, September 5, 2023, October 7, 2023, October 13, 2023 and January 17, 2024. The necessary quorum was present for all the meetings. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2024 are given herein below:

Name of Director	Category	F.Y. 2023-24 Attendance at		No. of Directorship of Companies (Including SDBL) as on March 31, 2024		No. of Committees (Including SDBL)	
		Board Meeting	Last AGM	Others		Member	Chairman
				Public	Private		
Jagdish Kumar Arora	Executive Director, Chairperson, MD	9	No	2	8	-	-
Nakul Kam Sethi	Executive Director	9	Yes	2	2	2	-
Nishi Arora	Non-Executive - Independent Director	2	Yes	1	3	2	-
Satpal Kumar Arora	Non-Executive - Independent Director	9	Yes	7	4	5	2
Uma Kant Samal	Non-Executive - Independent Director	8	No	1	-	1	-

Dinesh Kumar Batra#	Non-Executive - Independent Director	1	N.A.	1	-	1	1
Deena Nath Singh*	Non-Executive - Independent Director	2	Yes	1	2	2	2
Rajesh Kumar**	Non-Executive - Independent Director	2	No	-	-	-	-

# Appointed on the board of the company in board meeting held on January 17, 2024 w.e.f. January 17, 2024

\* Resigned from the Board of the Company w.e.f. December 22, 2023

\*\*Appointed on December 9, 2022 and Resigned from the Board of the Company w.e.f. April 14, 2023

**Notes:**

- The Directorship/Committee membership is based on the disclosures received from the Directors and excludes foreign Companies. Further, chairmanship/ membership of only Audit and Shareholder's/Investors' Grievance Committees are indicated.
- None of the Directors is a Member of more than 10 committees and Chairperson of more than 5 committees as specified in Regulation 26(1) of the Listing Regulations, across all the public companies in which they are Directors. The necessary disclosures regarding committee positions have been made by the Directors.
- No Director holds directorships in more than 10 public companies or in more than 7 listed companies. In terms of Regulation 25(8) of the Listing Regulations, all Independent Directors have confirmed that they are not aware of any circumstances or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the Management. No Whole-time Director of the Company serves as an Independent Director in any listed company. None of the Directors are related to each other.

Details of name of other listed entities where Directors of the Company are Directors and the category of Directorship as on March 31, 2024 are as under:

Name of Director	Name of other Listed entities in which the concerned Director is a Director	Category of Directorship
Jagdish Kumar Arora	-	-
Nakul Kam Sethi	-	-
Deena Nath Singh	-	-
Nishi Arora	-	-
Satpal Kumar Arora	Shree Pushkar Chemicals & Fertilisers Limited	Non-Executive - Independent Director
	Dhampur Sugar Mills Limited	Non-Executive - Independent Director
	Nagarjuna Fertilizers and Chemicals Ltd	Nominee Director
Uma Kant Samal	-	-

The profiles of Directors are available at the official website of the Company i.e. <https://www.somindia.com/som-policies-codes.php> and brief profiles of Directors proposed to be appointed/re-appointed is appended in the Notice of Annual General Meeting.

**c) Matrix setting out the Skills/Expertise/Competence of Board of Directors, pursuant to Regulation C(2)(h)(i) of Schedule V of SEBI (LODR) Regulations, 2015, as on March 31, 2024**

Skills/Expertise/Competence Required	Jagdish Kumar Arora	Nakul Kam Sethi	Deena Nath Singh*	Nishi Arora	Satpal Kumar Arora	Uma Kant Samal	Rajesh Kumar**	Dinesh Kumar Batra#
	Chairman & Managing Director	Whole Time Director	Non-Executive & Independent Director	Non-Executive & Independent Director	Non-Executive & Independent Director	Non-Executive & Independent Director	Non-Executive & Independent Director	Non-Executive & Independent Director
Sector Knowledge	Yes	Yes	Yes	Yes	Yes	Yes	-	Yes
Manufacturing Management	Yes	-	-	-	-	-	-	Yes
Operations Management	Yes	Yes	Yes	Yes	-	Yes	-	Yes
Strategic Planning	Yes	Yes	-	Yes	Yes	Yes	Yes	Yes
Sales & Marketing	Yes	-	-	-	-	-	-	-
Financial Planning & Analysis	Yes	Yes	Yes	-	Yes	-	-	Yes
Legal Knowledge	Yes	Yes	-	-	Yes	Yes	-	Yes
Planning & Allocation	Yes	Yes	-	-	Yes	Yes	Yes	Yes
Risk Management	Yes	Yes	Yes	-	Yes	-	-	Yes

Digital Technology	Yes	Yes	-	-	-	-	-	Yes
Leadership Development	Yes	Yes	-	-	Yes	Yes	Yes	Yes
Change Management	-	Yes	-	-	-	-	-	Yes
Corporate Governance	Yes	Yes	Yes	Yes	Yes	-	-	Yes
Investor Relations	Yes	Yes	-	-	Yes	-	-	Yes

\* Resigned from the Board of the Company w.e.f. December 22, 2023.

\*\* Resigned from the Board of the Company w.e.f. April 14, 2023.

# Appointed on the Board of the company w.e.f. January 17, 2024

### 3. INDEPENDENT DIRECTORS

The Company has received disclosures from all the Independent Directors that they fulfilled conditions specified under Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and were Independent of the Management. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

Mr. Deena Nath Singh, Independent Director resigned from the Board of the Company w.e.f. December 22, 2023 due to other engagements and personal reasons and there were no other material reasons for his resignation.

Mr. Rajesh Kumar, Independent Director resigned from the Board of the Company w.e.f. April 14, 2023 due to personal reasons and there are no other material reasons for his resignation.

#### i. SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met on January 17 2024 inter alia, to:

- Review & assess the ethical or governance issues;
- Review & assess the insider trading issues and
- To critical whistleblower incident.

All the Independent Directors were present at the meeting.

#### ii. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Familiarization Program for Independent Directors of Som Distilleries and Breweries Limited has been adopted by the Board of Directors pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the requirement of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through this program.

The Familiarization Programme for Independent Directors and details of Familiarization Programme imparted to Independent Directors is available on the website of the Company under the weblink: <https://www.somindia.com/pdf/sebi/SOM-Familiarization-Programme-for-Independent-Directors.pdf>

### 4. COMMITTEES OF THE BOARD

The Company has following Committees of the Board of Directors of the Company:

- Audit Committee (AC)
- Nomination & Remuneration Committee (NRC)
- Corporate Social Responsibility Committee (CSRC)
- Stakeholder Relationship Committee (SRC)

E. Risk Management Committee (RMC)

F. Executive Legal and Borrowing Committee (ELBC)

G. Fund Raising Committee (FRC)

The Company Secretary acts as Secretary of all the above mentioned Committees. The details of Committees are indicated below:

#### A. AUDIT COMMITTEE

##### i. Composition

During the period under review the Audit Committee was reconstituted on April 27, 2023 and further reconstituted on January 17, 2024. Presently, the Committee comprises of one Executive Director and three Non-Executive (Independent Directors), viz.

a.	Shri Dinesh Kumar Batra (Non-Executive & Independent Director)	Chairperson
b.	Shri Nishi Arora (Non-Executive & Independent Director)	Member
c.	Shri Nakul Kam Sethi (Executive Director)	Member
d.	Shri Uma Kant Samal (Non-Executive & Independent Director)	Member

The constitution meets the criteria prescribed under Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

##### ii. Powers

- To investigate any activity within its terms of reference;
- To seek any information from any employee;
- To obtain outside legal and other professional advise;
- To secure the attendance of outsider(s) with relevant expertise, if required;

##### iii. Terms of reference

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Review, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause(c) of sub-section (3) of Section 134 of the Act;

- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Modified opinion(s) in the draft audit report.
- Review, with the management, the quarterly financial statements before submission to the Board for approval.
- Review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Review and monitor the auditors' independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments. Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Monitor the end use of funds raised through public offers and related matter.
- Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discuss with internal auditors of any significant findings and follow up there on.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Review the functioning of the whistle blower mechanism.
- Review the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding Rs.100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date or such other limit as may be prescribed.
- Review the management discussion and analysis of

financial condition and results of operations.

- Review the statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- Review the management letters/letters of internal control weaknesses issued by the statutory auditors.
- Review the internal audit reports relating to internal control weaknesses.
- Review the appointment, removal and terms of remuneration of the chief internal auditor. Review the statement of deviations:
  - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations.
  - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of SEBI Listing Regulations.

The Audit Committee charter with exhaustive terms of reference is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>.

#### iv. Meeting and Attendance during the year

During the F.Y. ended on March 31, 2024, Six Audit Committee Meetings were held i.e. on April 27, 2023, July 8, 2023, July 31, 2023, September 5, 2023, October 13, 2023 and January 17, 2024.

### B. NOMINATION AND REMUNERATION COMMITTEE

#### i. Composition

During the period under review the Committee was reconstituted on April 27, 2023. Presently, the Committee comprises of three Non-Executive & Independent Directors, viz.

a.	Shri Uma Kant Samal (Non-Executive & Independent Director)	Chairperson
b.	Smt. Nishi Arora (Non-Executive & Independent Director)	Member
c.	Shri Satpal Kumar Arora (Non-Executive & Independent Director)	Member

The constitution meets the requirement of the provision of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

#### ii. Terms of reference

- Recommend to the Board the setup and composition of the Board and its committees, including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director." The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the Board the appointment or reappointment of directors.
- Devise a policy on Board diversity.
- Recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this Committee).
- Carry out evaluation of every director's performance

and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include "Formulation of criteria for evaluation of Independent Directors and the Board". Additionally, the Committee may also oversee the performance review process of the KMP and executive team of the Company.

- On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- Oversee familiarisation programmes for directors.
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for Board, KMP and executive team).
- Provide guidelines for remuneration of directors on material subsidiaries.
- Recommend to the Board on voting pattern for appointment and remuneration of directors on the Boards of its material subsidiary companies.

The Nomination & Remuneration Committee charter with exhaustive terms of reference is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>.

### iii. Meeting and attendance during the year

During the FY ended on March 31, 2024, three meetings of the Committee were held on April 27, 2023, September 5, 2023 and January 17, 2024

### iv. Remuneration Policy for Directors

The Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements on periodical basis. The Remuneration Policy is in consonance with the existing Industry norms. The tenure of office of the Managing Director, and Whole Time Director is for certain period from their respective dates of appointments and can be terminated by either party by giving proper notice in writing.

The Policy on Appointment and Remuneration of Directors is available on the website of the Company under the web link <https://www.somindia.com/som-policies-codes.php>.

### v. Performance Evaluation

Pursuant to the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, Corporate Social Responsibility Committee and Investor Grievances cum Stakeholder Relationship Committee. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committee, 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 and who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguard the interest of the Company and minority shareholders etc. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. Further, the performance evaluation of the

Independent Directors was carried out by the Non-Independent Directors who also reviewed the performance of Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

## C. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

### i. Composition

During the Period under review CSR Committee was reconstituted on April 27, 2023 and was last reconstituted on January 17, 2024 and comprises of one Executive Director and two Independent Non- Executive Directors, viz.

a.	Shri Uma Kant Samal (Non-Executive & Independent Director)	Chairperson
b.	Smt. Nishi Arora (Non-Executive & Independent Director)	Member
c.	Shri Nakul Kam Sethi (Whole Time Director)	Member

### ii. Terms of reference

- Formulate and recommend to the Board, a CSR policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount of expenditure to be incurred on the activities referred to above;
- Monitor the CSR Policy of the Company from time to time.
- Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.
- Do such other acts, deeds, things and matters as are necessary or expedient in complying with the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Corporate Social Responsibility Committee charter with exhaustive terms of reference is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>.

### iii. Meeting and attendance during the year

During the FY ended March 31, 2024 two meetings of the Committee were held on September 5, 2023 and January 17, 2024.

## D. STAKEHOLDER RELATIONSHIP COMMITTEE

### i. Composition

During the Period under Review Committee was constituted on April 27, 2023 and was last reconstituted on January 17, 2024 and presently its comprises of two Non-Executive & Independent Directors and one Whole Time Director, viz.

a.	Shri Satpal Kumar Arora (Non-Executive & Independent Director)	Chairperson
b.	Smt. Nishi Arora (Non-Executive & Independent Director)	Member
c.	Shri Nakul Kam Sethi (Whole Time Director)	Member

### ii. Terms of reference

- Consider and resolve the grievances of shareholders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend/ notice/annual reports, transfer/transmission of shares, issue of new/duplicate certificates, general meetings etc., and all other securities-holders related matters.



- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
- Authorize any person to take such actions as necessary or deemed fit by the Committee for any matter.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company.
- Review the policies, processes and systems periodically and recommend measures for improvements from time to time.
- Look into various aspects of interest of shareholders, debenture holders and security holders.
- Such other matters as may be required to be carried out by the Stakeholders' Relationship Committee pursuant to amendments under any law, from time to time.

The Investor Grievances & Stakeholder Relationship Committee charter with exhaustive terms of reference is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>

### iii. Meeting and attendance during the year

During the F.Y. ended March 31, 2024, two meetings were held on April 27, 2023 and January 17, 2024.

### iv. Name and Designation of the Compliance Officer

Mr. Om Prakash Singh, Company Secretary, is the Compliance Officer of the Company in terms of Regulation 6 of the Listing Regulations.

### v. Shareholders' Complaints received

During the FY 2023-24, opening balance of the complaints was nil and 15 complaints were received from the shareholders, all of which were satisfactorily attended.

Further, no valid transfer/ transmission of shares was pending as on March 31, 2024.

## E. RISK MANAGEMENT COMMITTEE

### i. Composition

During the Period under Review Committee was reconstituted on January 17, 2024 and Presently its comprises of One Whole-Time Director and Two Non-Executive & Independent Directors, viz.

a.	Shri Nakul Kam Sethi (Whole Time Director)	Chairperson
b.	Smt. Nishi Arora (Non-Executive & Independent Director)	Member
c.	Shri Dinesh Kumar Batra (Non-Executive & Independent Director)	Member

### ii. Meeting and attendance during the year

During the F.Y. ended March 31, 2024, two meetings were held on July 21, 2023 and January 8, 2024.

### iii. Terms of Reference - Assessing Management's Action to Mitigate Risks.

- Formulate, monitor and review risk management policy and plan, inter-alia, covering investment of surplus funds, management of foreign exchange risks, cyber security risks, business risks.
- Carry out any other function as is referred by the Board from time to time or required under the relevant provisions of the applicable laws, regulations and various circulars issued by the regulatory authorities, from time to time

## F. The details of all the Committee meetings attended by the Directors are indicated below:

Name of Directors	No. of Committee Meetings attended				
	AC	NRC	CSRC	SRC	RMC
Jagdish Kumar Arora	NA	NA	NA	NA	NA
Nakul Kam Sethi	6	NA	2	2	2
Deena Nath Singh	2	1	1	1	1
Nishi Arora	3	3	1	2	2
Satpal Kumar Arora	5	3	NA	1	NA
Uma Kant Samal	5	1	2	NA	NA

## G. NON MANDATORY COMMITTEES OF THE BOARD

The Company has following other Committees to speed up routine matters and to comply with other statutory formalities. They meet as and when required. The Company Secretary acts as Secretary of the Committees.

### i. Executive Legal and Borrowing Committee

a.	Shri Nakul Kam Sethi (Whole Time Director)	Chairperson
b.	Smt. Nishi Arora (Director)	Member
c.	Mr. Rajesh Kumar Dubey (CFO)	Member

### ii. Fund Raising Committee

a.	Shri Nakul Kam Sethi (Whole Time Director)	Chairperson
b.	Shri Jagdish Kumar Arora	Member
c.	Shri Rajesh Kumar Dubey (CFO)	Member

## H. SENIOR MANAGEMENT:

Particulars of Senior Management Personnels including the changes therein since the close of the previous financial year.

S. No	Name of SMP	Designation	Change
1.	Mr. Rajesh Dubey	Chief Financial Officer	-
2.	Mr. Anand Agarwal	Chief Marketing Officer	-
3.	Mr. Satish Bhansali	Finance Controller	-
4.	Mr. Om Prakash Singh	Company Secretary	-
5.	Mr. Nitin Malviya	AGM -Accounts	-
6.	Mr. Devendra Singh Tomar	Sales Controller	-
7.	Mr. Govind Singh	State Head	-
8.	Mr. Shashank Sharma	Sr. Manager-CSD	-
9.	Mr. Krishna Kumar Tiwari	AGM-Export	-

10.	Ms. Deepika Lohte	HR Manager	-
11.	Mr. Puneet Shrivastava	Manager - Purchase	-
12.	Mr. Firoz Alam	State Head	-

**I. DETAILS OF REMUNERATION OF DIRECTORS (FOR THE F.Y. ENDED ON MARCH 31, 2024)**

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance/track record, macroeconomic review on remuneration packages of heads of other organisations and is decided by the Board of Directors.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component), incentive remuneration and/or commission (variable components) to its Executive Directors within the limits prescribed under the Companies Act, 2013 and approved by the shareholders.

None of the Non-Executive Directors of the Company are drawing any remuneration from the Company.

There is no separate provision for payment of severance fees under the resolutions governing the appointment of Chairman and Whole-time Director.

During the year, the Company has not granted stock options to the Executive Directors or Employees of the Company.

The Executive Directors, so long as they function as such shall not be entitled to any sitting fees for attending any meetings of Board or Committees thereof.

(Rs. in Lakhs)

Name of the Director	Salary and Allowances	Sitting Fees	Commission	Total
Mr. Jagdish Kumar Arora*	201.74	-	-	201.74
Mr. Nakul Kam Sethi	63.38	-	-	63.38
Mr. Deena Nath Singh	-	1.50	-	1.50
Mr. Satpal Kumar Arora	-	4.05	-	4.05
Mr. Uma Kant Samal	-	3.45	-	3.45
Ms. Nishi Arora	-	2.25	-	2.25
Mr. Rajesh Kumar	-	0.30	-	0.30
Mr. Dinesh Kumar Batra	-	0.30	-	0.30

\* During the period under review the remuneration of Shri JK Arora was increased pursuant to shareholders approval dated August 5, 2023.

**Criteria of making payments to Non-Executive Directors**

The Non-Executive Directors are paid sitting fee within the permissible limit as per Companies Act, 2013 and rules made there under. Presently the sitting fee for Independent Director is Rs. 30,000/- each for Board meeting and Rs.15,000/- for attending Statutory Committee Meetings.

**Service Contract, Severance Fee and Notice Period**

Directors of the Company are ultimately appointed by the Shareholders upon recommendation of the Board of Directors within the framework of the Companies Act, 2013 as well as the Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolutions passed by these two governing bodies together with the service rules of the Company covers the terms, conditions and remuneration of such appointment. There is no service contract separately entered into by the Company with the Directors. Further, the resolutions appointing these Directors do not prescribe for the payment of any separate Severance Fee to them.

However, the requirement of notice period is as per the service rules of the Company.

**Shareholding of non-executive Directors in the Company**

As per the declarations received from the Non-Executive Directors, none of them hold any shares in the Company except Shri Satpal Kumar Arora who holds 17,125 shares and Shri Dinesh Kumar Batra who holds 2,050 shares in the company

**5. GENERAL BODY MEETINGS:**

**i) Annual General Meetings (AGM) (Location, day, date and time of Annual General Meetings (AGMs) and Special Resolutions passed there at):**

Year	Venue	Date, Day & Time	Special Resolution Passed
2022-23	Video conferencing / other audio-visual means (VC / OAVM)	Wednesday, September 27, 2023 at 12.30 p.m	Re-appointment of Mr. Satpal Kumar Arora (DIN: 00061420) as Independent Director of the company  Approval for giving loan or guarantee or providing security in connection with loan availed by any of the company's Subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013  To raise funds through issuance of securities of the company by way of qualified institutional placement (QIP) and other permissible modes
2021-22	Video conferencing / other audio-visual means (VC / OAVM)	Tuesday, September 27, 2022 at 12.30 p.m.	Nil
2020-21	Video conferencing / other audio-visual means (VC / OAVM)	Tuesday, September 28, 2021 at 12:30 PM	Nil

ii) Extra Ordinary General Meeting (EGM):

Year	Venue	Date, Day & Time	Special Resolution Passed
2023-24	Video Conference ("VC") or Other Audio-Visual Means ("OAVM")	Thursday, February 15, 2024 at 12:30 P.M.	Appoint Mr. Dinesh Kumar Batra (DIN:08773363) as an Independent Director Approve material related party transactions with Som Distilleries Private Limited, Promoter Change the name of the company
2023-24	Video Conference ("VC") or Other Audio-Visual Means ("OAVM")	Saturday, August 5, 2023 at 12:30 p.m.	Offer and Issue of Upto 2,50,000 Equity Shares On Preferential and Private Placement Basis to an Identified Non-Promoter Entity Issue of 51,50,000 Convertible Equity Warrants To Promoters / Promoters Group / Other Public Investor On Preferential Basis Re-appointment of Mr. Nakul Kam Sethi, (DIN: 06512548) as whole-time director designated as executive director finance & strategy and approval of payment of remuneration Increase in Remuneration of Shri Jagdish Kumar Arora (DIN:00224633), Chairman & Managing Director of The Company Increase in The Limits of Investments / Loans and Guarantees Under Section 186 Of Companies Act, 2013

iii) Whether Special Resolutions were put through postal ballot last year, details of voting pattern:

There were no special resolution(s) passed through postal ballot process during FY2023-24.

iv) Whether any resolutions are proposed to be conducted through postal ballot:

No Resolution is proposed to be passed by way of Postal Ballot at the ensuing Annual General Meeting.

6. MEANS OF COMMUNICATION

The quarterly and annual Financial Results of the Company are normally published in the leading newspapers like Business Standard and Economic Times (Hindi & English). The Financial Results are also furnished to stock exchange(s). The results are also posted on the Company's website <https://www.somindia.com/som-investors-section-financials.php> from time to time. Further, the Company also displays the official news releases and presentations made to the Institutional Investors and to the Analysts on its website.

7. GENERAL INFORMATION FOR SHAREHOLDERS

a. Annual General Meeting

The Annual General Meeting of the Company is scheduled to be held on Saturday, the 28th day of September, 2024 at 12.30 p.m. through video conferencing / other audio-visual means (VC/OAVM)

b. Financial calendar 2023-24 (tentative and subject to change)

First Quarterly Results	on or before August 14, 2024
Second Quarterly Results	on or before November 14, 2024
Third Quarterly Results	on or before February 14, 2025
Annual results	on or before May 30, 2025

c. Date of Book Closure

September 22, 2024 to September 28, 2024 (Both days inclusive) for the purpose of AGM.

d. Dividend Payment Date, if declared

The company has not declared any Dividend for the year 2023-24.

e. Listing on Stock Exchange

Equity Shares of the Company are listed on:

- BSE Limited (Bombay Stock Exchange) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
- National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai-400051

Annual Listing Fees for the F.Y. 2023-24 has been paid to the above Stock Exchanges.

f. Equity Code:

BSE LIMITED	507514
National Stock Exchange of India Limited	SDBL
International Securities Identification Number (ISIN) of Equity Shares	INE480C01020

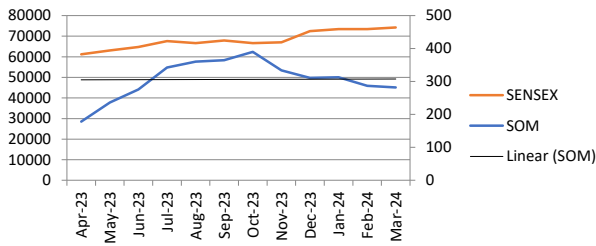
g. Market Price Data:

Monthly high and low market price data of Equity Shares traded on Stock Exchange(s):

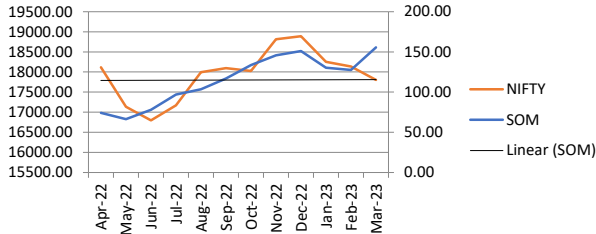
Month	BSE		NSE	
	High Price (Rs.)	Low Price (Rs.)	High Price (Rs.)	Low Price (Rs.)
Apr-23	178.00	143.1	177.9	143
May-23	236.00	170.00	236.2	169.2
Jun-23	275.9	222.65	276.05	222.5
Jul-23	342.5	264.55	343.5	264.25
Aug-23	360.5	293.15	365	292.2
Sep-23	364.4	270.3	361.05	300
Oct-23	389.8	270.1	390	269.3
Nov-23	333.95	275.1	332.5	274.6
Dec-23	311.00	275.2	311.6	276
Jan-24	312.65	275	312.65	274
Feb-24	286.8	211.3	287	230.65
Mar-24	282.00	216.6	282.5	216.15

h. Performance of the Company's Share price as compared to BSE Sensex and S & P CNX Nifty

**i. Company's share price as compared to BSE Sensex**



**ii. Company's share price as compared to Nifty**



Note: Historical prices depicted above are for shares having FV of Rs. 5 per share. As of now the FV is Rs. 2 per share.

**i. Unclaimed Dividend**

- The Company is in process to transfer unclaimed dividend for the FY 2015-16 to Investor Education and Protection Fund (IEPF) which has been delayed due to the death of an authorized signatory of the company.
- The Dividend for the under noted year remaining unclaimed for 7 years will be transferred in the Investors Education and Protection Fund (IEPF) by the Company in accordance with the schedule given below. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the company.

F.Y.	Date of declaration of Dividend	Due date for transfer to IEPF
2016-17	September 29, 2017	October 29, 2024
2017-18	September 28, 2018	October 28, 2025
2018-19	September 27, 2019	October 27, 2026
2019-20	Not declared	N.A.
2020-21	Not declared	N.A.
2022-23	November 18, 2022	November 17, 2029
2023-24	Not declared	N.A.

Shareholders who have not so far encashed their dividend warrant(s) or have not received the same are requested to seek issue of Demand Draft by writing to the Company or to the Registrar & Share Transfer Agent of the Company confirming non-encashment/ non- receipt of dividend warrant(s).

**j. Transfer of Unclaimed Shares to the Investor Education and Protection Fund (IEPF):**

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the Shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to IEPF Account.

The Company is in process of sending notices / reminders to the concerned members and to publish notice regarding the same in newspaper(s).

If the unclaimed shares and unclaimed dividends are not claimed by the time, the Company will initiate necessary steps to transfer the same, if required, to IEPF without further notice.

In the event of transfer of Shares and the unclaimed dividends

to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

**k. Address for Correspondence by investors:**

**i. Registrar & share transfer agent**

M/s Mas Services Limited is the Registrar and Transfer Agent (RTA) of the Company in respect of the Equity shares held in Demat and Physical mode. All work related to Shares Registry, both in physical and electronic form, is handled by the Company's Registrar & Share Transfer Agent. Its address is as follows:-

M/s Mas Services Limited  
T-34, Okhla Industrial, Area, Phase-II, Delhi - 110020  
Telephone No. 01126387281-83  
E-mail: investor@masserv.com  
Website: www.masserv.com

**ii. Mr. Om Prakash Singh**

Company Secretary is the Compliance Officer as per Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Investors' complaint may also be addressed to him at the following address:

Company Secretary,  
Som Distilleries and Breweries Limited  
Corporate Office: 23, Zone II, M.P. Nagar,  
Bhopal, Madhya Pradesh - 462011  
Telephone No. 0755-4271271  
Email: compliance@somindia.com

**l. Share Transfer System**

M/s Mas Services Limited processes the share transfer/ transmission requests received in physical form and the same are approved by Share/ Debenture Transfer Committee constituted by Board of Directors within the statutory timeline.

SEBI has notified that, securities of listed companies can be transferred only in dematerialised form.

**m. Nomination Facility**

Members are allowed to nominate any person to whom they desire to have the shares transmitted in the event of death. Members desirous of availing this facility may submit the prescribed documents to the RTA.

**n. Distribution of Shareholding by size as on March 31, 2024**

Range of Equity Shares of Nominal Value in Rs.	No. of Shareholders	%age	No. of Shares	%age
1 to 5000	64540	89.716	6704663	8.596
5001 to 10000	3678	5.113	2822287	3.619
10001 to 20000	1849	2.57	2747606	3.523
20001 to 30000	655	0.911	1651190	2.117
30001 to 40000	318	0.442	1128056	1.446
40001 to 50000	200	0.278	939280	1.204
50001 to 100000	375	0.521	2739728	3.513
100001 & Above	323	0.449	59262563	75.982
<b>Total</b>	<b>71938</b>	<b>100</b>	<b>77995373</b>	<b>100</b>

**o. Shareholding Pattern as on March 31, 2024**

Category	No. of Share holder	No. of Shares	Percentage of total share holding
<b>Promoters' holding</b>			
<b>Indian</b>			
Individual	6	19112710	24.50
Bodies Corporate	2	8391759	10.76
<b>Sub-total (A)</b>	<b>8</b>	<b>27504469</b>	<b>35.26</b>
<b>Non-promoters' holding</b>			
<b>Institutional Investors</b>			
Alternate Investment Fund	1	353500	0.45
Foreign Portfolio Investors	8	599335	0.77
<b>Non-Institutional Investors</b>			
Directors and Relatives excluding Independent Directors	1	55357	0.07
Resident Individual Holding nominal share capital upto Rs.2 Lakhs	70506	21460269	27.51
Resident Individual Holding nominal share capital in excess of Rs.2 Lakhs	58	22001468	28.21
Non-Resident Indian & Foreign Nationals	1056	1028483	1.32
Private corporate bodies	277	4919503	6.31
Clearing Member	23	72989	0.10
<b>Sub-total (B)</b>	<b>71930</b>	<b>50490904</b>	<b>64.74</b>
<b>Grand Total</b>	<b>71938</b>	<b>77995373</b>	<b>100</b>

**p. Dematerialisation of shares and liquidity**

The shares of the Company are tradable compulsorily in demat form and are available for trading in the depository systems of both National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd. (CDSL). As on March 31, 2024, 96.93% of the Company's total share capital was held in dematerialized form.

As on March 31, 2024, The International Security Identification Number (ISIN) allotted to the Company's Equity Shares was INE480C01020.

Further, with effect from May 24, 2024 i.e. record date for the purpose of sub-division/ split of equity shares of your Company, New ISIN number for the Sub-Divided Equity Shares of the Company is INE480C01038.

The Company's shares are actively traded on both the exchanges i.e. BSE and NSE.

**q. Outstanding GDRs / ADRs / warrants or any Convertible instruments, conversion date and likely impact on equity**

The Company has not issued any ADRs, GDRs.

Company has issued 51,50,000 (Fifty One Lakhs Fifty Thousand)

Warrants convertible in one or more tranches into equivalent number of equity shares of ₹5/- (Rupees Five Only) each of the Company for cash at a price of ₹275/- (Rupees Two Hundred Seventy Five Only) per warrant (including premium of ₹270/- per equity share) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

As on March 31,2024, warrants outstanding is 46,65,152.

**r. Commodity Price Risk/Foreign Exchange Risk and Hedging:**

In the ordinary course of business, the Company is exposed to risks resulting from exchange rate fluctuation and interest rate movements. The Company's risk management activities are subject to the management, direction and control of Treasury Team of the Company under the framework of Risk Management Policy for Currency and Interest rate risk as approved by the Board of Directors of the Company. The Company's Treasury Team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

**s. Plant Locations**

The Company's Plant is located at village Rojra Chak, District Raisen, M.P.

**t. Credit Rating (Loan Rating) : BBB +**

The Company has not issued any debt instruments or fixed deposit programme or any scheme or proposal involving mobilization of funds.

**u. In case the securities are suspended from trading, the directors report shall explain the reason thereof;**

The securities of the Company are not suspended from trading.

**v. The Registered Office of the Company is located at:**

1-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029

**8. DISCLOSURES**

- List of related parties and materially significant related-party transactions have been given in Note no. 42. of Significant Accounting Policies and Notes on Financial statements. However, there is no related party transaction which has potential conflict with the interests of Company at large.
- The Company has complied with various Rules and Regulations prescribed by the Stock Exchanges, SEBI or other statutory authorities relating to the capital markets as and when and to the extent it becomes applicable to the Company. No penalties or strictures have been imposed by them on the Company in the last three years except the following:-
  - By SEBI (Securities and Exchange Board of India): Non Compliance of Regulation 4(1) (c), (d), (e), (f) of Chapter II of LODR; and Regulation 30(2), Reg 30(7) read with Reg 30(6) and Clause 4 (d) of para A of Part A of Schedule III of LODR vide AO (SEBI) order dated November 30, 2023.
- As per the Whistle Blower Policy of the Company every employee of the Company has an open access to the respective Functional Heads, Head- HRD, Managing Director as well as Executive Chairman so as to ensure ethical and fair conduct of the business of the Company. Further no person has been denied access to the Audit Committee during the FY2023-24.
- During the FY2023-24, the Company has complied with all the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Policy on Subsidiary

The Company has formulated a policy on Subsidiary and is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>.

- f) The Company has formulated a policy on Related Party Transactions available on the website of the Company under the weblink <https://www.somindia.com/pdf/sebi/som-related-party-transactions-policy-26-4-22-revised.pdf>
- g) Disclosure of commodity price risks and commodity hedging activities – as explained in Management Discussion & Analysis Report
- h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) – The company was in requirement of funds for working capital & Other objects for which the company came up with a preferential Cum Private Placement issue of Equity Shares and convertible equity warrants of approx. Rs.148.50 Crore. The proceeds from the preferential issue of equity shares was fully utilised during the year for the specified objects. The period of warrants is ongoing.
- i) M/s N. K. Jain & Associates, Practicing Company Secretary, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority. The certificate is annexed to the Directors' Report forming part of the Annual Report.
- j) The board had accepted all recommendations made by any committee of the board which is mandatorily required, during the financial year.
- k) Fees paid to Auditors

The total fees for all services paid by your Company and its Subsidiaries to M/s AKB Jain & Co., Chartered Accountants, (Firm Registration No:003904C) Statutory Auditors and all the entities in the network firm/ network entity of which Statutory Auditors is a part during the financial year 2023-24 is Rs. 5.04 Lacs.

- l) As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, the Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.
- m) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:
- The Company has not given any loans and advances to firms/ Companies in which directors are interested except Loan given to Subsidiaries. Details of which are disclosed in notes to Accounts of Standalone Financial Statements.
- n) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.sss

Name	Date of Incorporation	Place of Incorporation	Details of Statutory Auditors
Som Distilleries and Breweries Odisha Private Limited	22/03/2013	Madhya Pradesh	AKB Jain & Co. appointed on 30/09/2022

Woodpecker Distilleries & Breweries Private Limited	31/12/2010	Maharashtra	AKB Jain & Co. on 29/09/2022
---	------------	-------------	------------------------------

#### 9. SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES)

The investor complaints are processed in centralized web-based complaints redress system. The salient features of this system are Centralized database of all complaints, online uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaints and its current status.

#### 10. WTD/CFO CERTIFICATION

In terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Wholetime Director and the Chief Financial Officer of the Company have given compliance certificate, stating therein the matter prescribed under Part B of Schedule II of the said regulations. Copy of the Certificate is enclosed with the report.

In terms of Regulation 33(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Wholetime Director and CFO certified the quarterly financial results while placing the final results before the board.

#### 11. PROMOTERS AND CONTROLLING GROUP

The promoters/promoter group(s) of the Company are as follows:

S. No.	Name
1	Shri Surjeet Lal*
2	Shri Ajay Kumar Arora
3	Shrimati Sunita Arora
4	Shrimati Natasha Arora
5	Shri Jagdish Kumar Arora
6	Shrimati Sweena Arora*
7	Shri Deepak Arora
8	M/s Aalok Deep Finance Private Limited
9	M/s Som Distilleries Private Limited

\*Application has been filed with the Stock Exchange for the Re-classification from the Promoter Category to Public Category

#### 12. OTHER REQUIREMENTS UNDER SEBI (LODR) REGULATIONS, 2015

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange(s). Further, compliance of other requirements of the said Regulation is provided below:

##### i. Non-Executive Chairman's office:

The Chairman of the Company is an Executive Chairman and hence this provision is not applicable.

All Independent Directors are appointed/ re-appointed in accordance with guidelines determined by the Board from time to time. Further, all the Independent Directors of the Company possess good qualifications and experience which is very useful to the Company and they contribute effectively to the Company in their capacity as Independent Directors of the Company.

##### ii. Nomination and Remuneration Committee:

The Company has formed a Nomination and Remuneration Committee. The details of Nomination and Remuneration Committee as to scope and composition are detailed out

earlier in this report.

**iii. Posts of Chairman & Managing Director;**

Mr. J.K. Arora is the Chairman & Managing Director.

**iv. Shareholders' Rights:**

The Quarterly, Half-yearly and Annual financial results of the Company are duly published in English language in newspapers having nation- wide circulation and also in regional language newspapers of the registered office of the Company. Further, these results are also posted on the website of the Company [www.somindia.com](http://www.somindia.com). Annual Report containing the detailed Balance Sheet and Profit & Loss Account is also sent to every shareholder of the Company.

**v. Audit Qualifications/ remarks**

As explained in Directors' Report.

**vi. Mechanism of evaluation of non-executive Directors**

The Board of Directors including Non-Executive Directors is cast with the responsibility of strategic supervision of the Company. In view of the same, the Board evaluates its Non-Executive Directors on the basis of individual contribution towards fulfillment of this responsibility.

**vii. Reporting of Internal Auditor**

The Internal Auditor directly reports to Audit Committee.

**viii. Disclosure of commodity price risks and commodity hedging activities – as explained in Management Discussion & Analysis Report**

ix. The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub – regulation (2) of Regulation 46 and para C, D and E of Schedule V of the SEBI Listing Regulations. It has obtained a certificate affirming the compliances from Practising Company Secretary and the same is attached to this Report.

**x. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

The Company has 201 Shares in the Demat Suspense Account or Unclaimed Suspense Account and the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

**xi. DISCLOSURE OF CERTAIN TYPE OF AGREEMENTS BINDING LISTED ENTITIES**

There is no agreement impacting management or control of the Company or imposing any restriction or creating any liability upon the Company as stated under Schedule III, Para A, Clause 5A of the SEBI Listing Regulations.

**13. AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Certificate from M/s N.K. Jain & Associates, Practising Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated in 34(3) and 53(f) read with part E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to the Directors' Report forming part of the Annual Report.

**14. WHISTLE BLOWER POLICY**

This policy is formulated to establish a vigil mechanism and to provide an opportunity to Director(s)/employee(s) and an avenue to raise concerns and to access in good faith the Chairman of the Audit Committee, to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, in case they observe unethical and improper practices, actual or suspected fraud or violation of the Code of Conduct of the Company or any other wrongful conduct in the Company, to provide necessary safeguards for protection of Director(s) or Employee(s) from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against those Director(s) or Employee(s).

**15. COMPLIANCE OF CODE OF CONDUCT**

Your Company has laid down a Code of Conduct for all the Board Members, Senior Management personnel and designated personnel of the Company. The Code of Conduct has been posted on the website of the Company i.e. <https://www.somindia.com/som-policies-codes.php>. All Board Members, Senior Management personnel and designated personnel have affirmed their compliance with the said Code of Conduct for the FY 2023-24.

**For Som Distilleries and Breweries Limited**  
Sd/-

**J.K. Arora**  
Chairman and Managing Director  
Place: Bhopal  
Date: September 5, 2024

Aggregate number of Shareholders and the outstanding shares in the suspense account lying at the beginning of the year (01-04-2023)	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	Number of shareholders to whom shares were transferred from suspense account during the year	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year (31-03-2024)
Shareholders – 6 No. of Shares - 201	Nil	Nil	Shareholders – 6 No. of Shares - 201

# SOM DISTILLERIES & BREWERIES LIMITED

## CERTIFICATE ON CORPORATE GOVERNANCE

---

To,

The Members,

Som Distilleries and Breweries Limited

We have examined the compliance of conditions of Corporate Governance by Som Distilleries Breweries & Wineries Limited ("the Company"), for the purpose of certifying of the Corporate Governance under Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the period April 01, 2023 to March 31, 2024. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Place: Bhopal  
Dated: 16.08.2024  
UDIN : F006436F000988593

**For N.K. Jain & Associates**  
Company Secretaries

**NEELESH JAIN**  
Proprietor  
FCS-6436, CP-6912  
Peer Review Certificate No. 2505/2022  
Firm Reg. No.: S2005MP082700



## SOM DISTILLERIES & BREWERIES LIMITED

# NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

To,  
The Members,  
Som Distilleries and Breweries Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Som Distilleries Breweries & Wineries Limited having CIN L74899DL1993PLC052787 and having registered office at 1A, Zee Plaza, Arjun Nagar, S.J. Enclave, Kamal Cinema Road, New Delhi 110029 India (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 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 ending on March 31, 2024, 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.	Jagdish Kumar Arora	00224633	04.02.2017
2.	Nishi Arora	07021730	14.11.2014
3.	Nakul Kam Sethi	06512548	01.06.2018
4.	Satpal Kumar Arora	00061420	13.10.2018
5.	Uma Kant Samal	08669929	20.04.2020
6.	Dinesh Kumar Batra	08773363	17.01.2024
7.	Rajesh Kumar*	08732528	09.12.2022
8.	Deena Nath Singh**	00281542	30.03.2006

\*Resigned from the Board of the Company w.e.f. April 14, 2023

\*\*Resigned from the board of the company w.e.f. December 22, 2023

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.

Place: Bhopal  
Dated: 16.08.2024  
UDIN : F006436F000988681

For N.K. Jain & Associates  
Company Secretaries

NEELESH JAIN  
Proprietor  
FCS-6436, CP-6912  
Peer Review Certificate No. 2505/2022  
Firm Reg. No.: S2005MP082700

# SOM DISTILLERIES & BREWERIES LIMITED

## WTD/ CFO CERTIFICATE

---

To,

The Board of Directors

Som Distilleries and Breweries Limited

(Formerly Known As Som Distilleries Breweries & Wineries Limited)

Dear Sir,

We hereby certify the following that:

1. We have reviewed financial statements and the cash flow statement of Som Distilleries and Breweries Limited for the year ended March 31, 2024 and to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee that:
  - i. There are no significant changes in internal control over financial reporting during the year;
  - ii. There are no significant changes in accounting policies during the year; and
  - iii. There are no instances of significant fraud of which we have become aware.

**For Som Distilleries and Breweries Limited**

Sd/-  
**Nakul Kam Sethi**  
Wholetime Director  
September 5, 2024  
Bhopal

Sd/-  
**Rajesh Kumar Dubey**  
Chief Financial Officer

STANDALONE  
FINANCIAL  
STATEMENTS  
FY - 2023 - 24

# INDEPENDENT AUDITOR’S REPORT

## TO THE MEMBERS OF SOM DISTILLERIES & BREWERIES LIMITED

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **M/s Som Distilleries & Breweries Limited, New Delhi** (“the Company”), which comprise the Standalone Balance Sheet as at 31st March 2024, the Standalone Statement of Profit and Loss (including standalone other comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Cash Flow Statement for the year then ended on that date, and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information (herein after 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, as amended (“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, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its **Profit** including other 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 (“SA’s) as specified under section 143(10) of the Companies Act, 2013 as amended (“the Act”). 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the 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 standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter provided below, description of how our audit has addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
<b>Revenue from Operations</b> <i>(Refer Note No. 2.03 “Revenue Recognition” and Note No. 25 “Revenue from operations” of standalone financial statements)</i>	
Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.  Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable net of returns, discounts and breakage, and taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.  Based on the Educational Material on Ind AS 115 issued by the Institute of Chartered Accountants of India (“ICAI”), the recovery of excise duty flows to the Company on its own account and hence is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty. However, sales tax/value added tax (VAT), goods and services tax are not received by the Company on its own account and are taxes collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.	Our procedures included the following: <ul style="list-style-type: none"> <li>- Assessed the Company’s revenue recognition accounting policy for sale of products and services.</li> <li>- Understood, evaluated and tested on sample basis the design and operating effectiveness of key internal controls over recognition and measurement of revenue.</li> <li>- Performed test of details on a sample basis and inspected the underlying accounting documents relating to sales accrual.</li> <li>- Tested on a sample basis, sales transactions near year end date.</li> <li>- Performed analytical procedures on revenue.</li> <li>- Assessed the disclosures in the standalone financial statements in respect of revenue for compliance with disclosure requirements.</li> </ul>

## Other Information

The Company's Board of Directors is responsible for preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears 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.

## Responsibilities of Management and those charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in sub section (5) of Section 134 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Accounting Principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

Those Board of Directors are also 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 standalone 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 standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism 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 that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements 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 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.

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 for the financial year ended March 31, 2024 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

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we provide "Annexure-A", a statement on the matters specified in paragraphs 3 and 4 of the said order.
2. 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 purpose of our audit.

- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Standalone Balance Sheet and Standalone Statement of Profit and Loss (including Standalone Other Comprehensive Income), Standalone Cash Flow Statement and Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in term of sub-section (2) of section 164 of the Companies Act, 2013.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
- g) According to the information and explanations given by the management and audit procedures performed by us, the remuneration paid/provided by the company to its directors is in accordance with the provisions of Section 197 read with Schedule V of the Act.
- h) With respect to the other matter to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, as amended, in our opinion and to the best of our information and according to explanation given to us:
  - (a) According to the information provided by the management, there is no pending litigation which may impact the financial position of the Company. As referred in Note No. 35 and Note No. 44 of the standalone financial statements.
  - (b) The company does not have long term contracts including derivative contracts for which there are any material foreseeable losses.
  - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - (d) (i) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts to the Standalone Financial Statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"),

with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

- (e) The company has not declared any interim or final dividend during the year.
- (f) Based on our examination, which included test checks and on the basis of management representation, the Company has used accounting software's for maintaining its books of account for the financial year ended 31 March 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2024

**For AKB Jain & Co.,**  
Chartered Accountants  
Firm Registration No. 003904C

Sd/-  
**Rahul Dewani**  
Partner

BHOPAL  
Dated: 25.04.2024

Membership No. 435066  
UDIN : 24435066BKFOHB8956

## ANNEXURE A

Referred to in Paragraph "Report on other Legal and Regulatory Requirements" of our Report on even date to the members of M/s Som Distilleries & Breweries Limited

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i)(a) (A) The company has maintained reasonable records showing full particulars, quantitative details and situation of Property, Plant & Equipment.

(B) The Company is maintaining reasonable records showing full particulars of intangible assets.

(b) According to the information & explanations given to us by the management, the company has a program of verification to cover all the items of Property, Plant & Equipment in a phased manner. In our opinion, which is reasonable having regards to the size of the company & nature of its assets. Pursuant to the program, certain Property, Plant & Equipment were physically verified by the management during the year. According to the information & explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information & explanations given to us by the management & on examination of the records produced before us, we report that the title deeds comprising all the immovable properties of land & buildings which are freeholds, are held in the name of the company as at balance sheet date.

(d) According to the information & explanations given to us by the management, the Company has not revalued its Property, Plant and Equipment during the year. Hence, this clause is not applicable.

(e) According to the information & explanations given to us by the management, no proceedings have been initiated or are pending against the company for holding any benami property under Benami Transactions (Prohibition) Act 1988 & Rules made thereunder.

(ii)(a) As per the information and explanation given to us by the management, the management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the frequency of verification, coverage and procedure of such verification is appropriate. Moreover, as informed to us, no material discrepancies were observed on such physical verification.

(b) As per the information and explanation given to us by the management, the Company has working capital limit in excess of five crore rupees during the year, in aggregate, from banks or financial institutions on the basis of security of current assets. But in absence of proper and adequate day to day inventory records we were unable to verify the same quarterly statements and returns.

(iii) During the year the company has made investments and also provided loans or advances in the nature of loans and also provided guarantee to its wholly owned subsidiary company. Hence, in respect of which we provide that-

(a) The company has provided loans and guarantee during the year, the details of which are as follows -

(Rs. in Lakhs)

Particulars	Loans	Guarantees	Investments
Aggregate amount during the year			
- Subsidiaries	1,298.00	1,462.00	1,000.00
- Other	-	-	-
Balance outstanding as at balance sheet date			
- Subsidiaries	12,965.71	10,603.00	9,600.00
- Other	-	2,136.00	0.01

(b) As per the information and explanations given to us by the management, the investments made, guarantees provided and loans provided during the year to its subsidiary/wholly owned subsidiary were not prejudicial to the company's interest. The company has charged interest on such loans, refer Note-6 of the financial statements.

(c) As per the information and explanations given to us by the management, in respect of loans provided by the company to its wholly owned subsidiary during the year, the schedule of repayment of principal and interest has not been stipulated. Thereby, we are unable to make specific comment upon the regularity of repayments or receipts.

(d) As per the information and explanations given to us by the management, in respect of the above loan, as the specific schedule of repayment of principal and interest has not been stipulated. Thereby, we are unable to make specific comment upon the total overdue amount for more than ninety days.

(e) As per the information and explanation given to us by the management, no loan granted were fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans or advances given to the same parties.

(f) As per the information and explanation given to us by the management, the company has granted loans either repayable on demand or without specifying any terms or period of repayment, to following parties as defined in clause (76) of section 2 of the companies act, 2013 during the year-

(Rs. in Lakhs)

Particulars	Related Parties
Aggregate of loan to subsidiary/wholly owned subsidiary during the year	
- Repayable on demand	-
- Agreement does not specify any terms or period of repayment	1,298.00
Percentage of loans to the total loans during the year	100%

(iv) In our opinion, & according to information & explanation given to us, the company has not given any loan or guarantee or has not made any investments during the year as covered under section 185 of the act. In our opinion and according to the information and explanations given to us, provisions of Section 186 of the Act in respect of loans or advances in the nature of loans given, investments made or guarantees and securities given have been complied with by the Company to the extent applicable to it.

- (v) As per the information and explanation given to us by the management and relevant records, the company has not accepted any deposits or amount which are deemed to be deposits, which are in contravention to the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the companies Act and the rules framed there under. Further, no order has been passed by Company law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of the activities carried on by the Company.
- (vii) (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employee's State Insurance, Income-tax, Goods and Service Tax, Cess and other statutory dues with the appropriate authorities.
- (b) As per the information and explanation given to us, no disputed amounts payable in respect of Provident Fund, Employee's State Insurance, Income-tax, Goods and Service Tax, Cess and other statutory dues were outstanding, at the year end. However, as per the information and explanation provided to us, there are following pending statutory dispute –

Name of Statute	Nature of dues	Amount of Demand (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
MP Entry Tax Act, 1976	Entry Tax	37.42	FY-2007-08	MP High Court, Jabalpur
MP Entry Tax Act, 1976	Entry Tax	13.95	FY-2012-13	Appeal Board Commercial Tax, Bhopal
MP Entry Tax Act, 1976	Entry Tax	9.33	FY-2016-17	Additional Commissioner Appeal, Bhopal
Central Sales Tax Act, 1956	CST Act	17.09	FY-2018-19	Appeal Board Commercial Tax, Bhopal
Madhya Pradesh VAT Act, 2002	VAT Act	10.26	FY-2019-20	Appeal Board Commercial Tax, Bhopal
Madhya Pradesh VAT Act, 2002	VAT Act	21.63	FY-2020-21	Appeal Board Commercial Tax, Bhopal
Central Sales Tax Act, 1956	CST Act	56.72	FY-2020-21	Appeal Board Commercial Tax, Bhopal
Income Tax Act, 1961	Income tax	23.54	AY-2012-23	CIT (Appeals)
Income Tax Act, 1961	Income tax	53.48	AY-2013-14	CIT (Appeals)
Income Tax Act, 1961	Income tax	938.15	AY-2014-15	CIT (Appeals)
Income Tax Act, 1961	Income tax	38.15	AY-2015-16	CIT (Appeals)
Income Tax Act, 1961	Income tax	24.75	AY-2016-17	CIT (Appeals)
Income Tax Act, 1961	Income tax	780.25	AY-2017-18	CIT (Appeals)

Income Tax Act, 1961	Income tax	25.60	AY-2018-19	CIT (Appeals)
Income Tax Act, 1961	Income tax	227.83	AY-2019-20	CIT (Appeals)
Income Tax Act, 1961	Income tax	168.00	AY-2020-21	CIT (Appeals)

- (viii) As per the information and explanation given to us by the management and relevant records, there was no transaction found unrecorded in the books of accounts of the company which have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act 1961.
- (ix) (a) Based on our audit procedures and on the information, explanations and representation given by the management, we are of the opinion that the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedure, we report that the company has not been declared willful defaulter by any bank or financial institution or other lender.
- (c) Based on our audit procedures and on the information and explanations given by the management, the Company has utilized the amount obtained by the way of term loan during the year for the purposes for which they were obtained.
- (d) According to the information and explanation given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no fund raised on short-term basis, which have been used for long-term purposed by the company.
- (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint venture.
- (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) In our opinion and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer during the year. Hence, this clause is not applicable.
- (b) The company has made preferential allotment of shares warrant during the year which were converted into equity share during the year. As per the information available with us, it is provided that the requirement of section 42 and section 62 of the companies act, 2013 have been complied with and the fund raised have been utilized for the purpose it was raised.
- (xi) (a) During the course of our examination of the books and records of the company carried out in accordance with generally accepted auditing practices in India and according the information and explanation given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor we have been informed of such case by the management.
- (b) To the best of our knowledge and information with us there is no instance of fraud reportable under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As per information and explanation given by the management there were no whistle blower complaints received by the company during the year.



- (xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company as defined under section 406 of the Companies Act, 2013. Accordingly, this clause including sub clauses are not applicable.
- (xiii) According to the information and explanation, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where ever applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered internal audit reports of the company issued till date, for the period under audit.
- (xv) According to the information and explanation given to us, during the year the company has not entered into any non-cash transactions with its directors or persons connected with them. Hence, provisions of section 192 of the Companies Act, 2013 have not applicable to the company.
- (xvi) (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to the information and explanation given to us the company has not conducted non-banking financial or housing finance activities.
- (c) The Company is not a Core Investment Company, as defined in the regulations made by the Reserve Bank of India. Hence this clause is not applicable.
- (d) This clause is not applicable to the company as it is not Core investment company (CIC).
- (xvii) The company has not incurred cash loss during the year. However, the Company has incurred cash losses of Rs. 184.85 Lakhs of cash loss in immediately preceding Financial Year.
- (xviii) There has been no resignation of the statutory auditors during

the year and accordingly reporting under this clause is not applicable.

- (xix) According to the information and explanations given to us by management and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payments of financial liabilities, other information accompanying the financial statement our knowledge of the board of directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the company and we further state that our reporting is based upon the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) The company does not fall within the limits specified under section 135 of Companies Act, 2013. Hence, this clause including sub clause is not applicable.
- (xxi) The reporting under this report is for standalone financial statement of the company. Hence this clause is not applicable.

**For AKB Jain & Co.,**  
Chartered Accountants  
Firm Registration No. 003904C

Sd/-  
**Rahul Dewani**  
Partner

BHOPAL  
Dated: 25.04.2024

Membership No. 435066  
UDIN : 24435066BKFOHB8956

## ANNEXURE B

### REFERRED IN OUR REPORT OF EVEN DATE

Report on the Internal Financial Controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

(Referred to in Para 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

In conjunction with our audit of the standalone financial statements of M/s Som Distilleries & Breweries Limited ("the Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of the company.

#### 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 the financial reporting criteria established by the Company considering the essential components of internal controls stated in the **Guidance Note on Audit of Internal Financial Controls over Financial Reporting** issued by the ICAI. 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 the respective companies policies, safeguarding the assets of the company, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information's, as required under the Act.

#### Auditor's 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 and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. 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 with reference to these standalone financial statements 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 our audit opinion on the 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 authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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, maintained 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, 2023, 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 ICAI.

For AKB Jain & Co.,  
Chartered Accountants  
Firm Registration No. 003904C

Sd/-

**Rahul Dewani**  
Partner

BHOPAL  
Dated: 25.04.2024

Membership No. 435066  
UDIN : 24435066BKFOHB8956

## STANDALONE BALANCE SHEET

AS AT 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

PARTICULARS	NOTE	AS AT 31.03.2024	AS AT 31.03.2023
<b>ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, plant and equipment	3	23,233.14	19,061.80
(b) Capital work-in-progress	3	520.29	4,404.59
(c) Other intangible assets	4	15.47	38.51
(d) Financial assetsv			
(i) Investments	5	9,600.01	8,600.01
(ii) Loans	6	12,965.71	11,341.92
(iii) Other financial assets	7	1,801.78	1,310.20
(e) Other non-current assets	8	1,540.95	503.29
<b>Total non-current assets</b>		<b>49,677.35</b>	<b>45,260.32</b>
<b>(2) Current Assets</b>			
(a) Inventories	9	11,493.46	7,981.29
(b) Financial assets			
(i) Trade receivables	10	14,642.67	8,233.06
(ii) Cash and cash equivalents	11	739.75	694.21
(iii) Other bank balances	12	55.21	60.14
(c) Current tax assets	13	289.07	156.62
(d) Other current assets	14	7,613.82	6,518.41
<b>Total Current Assets</b>		<b>34,833.98</b>	<b>23,643.73</b>
<b>Total Assets</b>		<b>84,511.33</b>	<b>68,904.05</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	15	3,899.77	3,688.23
(b) Other Equity	16	47,271.41	32,644.63
<b>Total Equity</b>		<b>51,171.18</b>	<b>36,332.86</b>
<b>Liabilities</b>			
<b>(1) Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	17	4,422.82	9,231.52
(ii) Other	18	613.81	2,940.53
(b) Deferred Tax Liabilities	19	2,092.30	1,359.33
<b>Total non current liabilities</b>		<b>7,128.93</b>	<b>13,531.38</b>

PARTICULARS	NOTE	AS AT 31.03.2024	AS AT 31.03.2023
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	20	1,019.88	4,522.73
(ii) Trade Payables	21	4,869.94	6,408.06
(iii) Other Financial Liabilities	22	8,575.93	1,660.27
(b) Other Current Liabilities	23	11,589.20	6,402.36
(c) Provisions	24	156.27	46.39
<b>Total Current Liabilities</b>		<b>26,211.22</b>	<b>19,039.81</b>
<b>Total equity and liabilities</b>		<b>84,511.33</b>	<b>68,904.05</b>

The accompanying notes form an integral part of the standalone financial statements.

As per our Report of even date  
**For AKB Jain & Co.,** Chartered Accountants  
 Firm Registration No. 003904C  
 Sd/-  
**Rahul Dewani**  
 Partner  
 Membership No. 435066  
 BHOPAL, Dated: 25.04.2024  
 UDIN : 24435066BKFOHB8956

**Som Distilleries and Breweries Limited**  
**For and on Behalf of the Board**

Sd/-  
**J.K. Arora**  
 (Chairman & Managing Director)  
 DIN - 00224633

Sd/-  
**Rajesh Dubey**  
 (Chief Financial Officer)

Sd/-  
**Nakul K Sethi**  
 (Director)  
 DIN - 06512548

Sd/-  
**Om Prakash**  
 (Company Secretary)

## STATEMENT OF STANDALONE PROFIT & LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

	PARTICULARS	NOTE	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
I.	Revenue from operations	25	88,474.41	57,242.44
II.	Other Income	26	1,180.92	91.06
III.	<b>Total Revenue</b>		<b>89,655.33</b>	<b>57,333.50</b>
	<b>Expenses:</b>			
	Cost of materials consumed	27	49,435.56	30,256.14
	Purchase of stock-in-trade	28	-	-
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	29	(1,510.10)	(1,036.56)
	Excise duties		15,179.63	8,985.90
	Employees remuneration & benefits	30	1,833.51	1,339.85
	Finance costs	31	719.67	908.69
	Depreciation & amortisations	32	1,152.91	901.37
	Other expenses	33	16,144.16	12,220.97
IV	<b>Total expenses</b>		<b>82,955.34</b>	<b>53,576.36</b>
V	<b>Profit Before Tax (III - IV)</b>		<b>6,699.99</b>	<b>3,757.14</b>
VI	<b>Tax Expenses</b>			
	Current tax		1,217.00	656.50
	Mat credit entitlement		-	(656.50)
	Previous year taxes		32.93	-
	Deferred tax		733.28	1,053.43
	<b>Total tax</b>		<b>1,983.21</b>	<b>1,053.43</b>
VII	<b>Profit/(Loss) for the year after tax</b>		<b>4,716.78</b>	<b>2,703.71</b>
	<b>Other Comprehensive Income (OCI)</b>			
	Items that will not be reclassified to profit or (loss)		(1.22)	6.80
	Income tax on above		0.32	(1.77)
			<b>(0.90)</b>	<b>5.03</b>
	<b>Total Comprehensive Income for the year</b>		<b>4,715.88</b>	<b>2,708.74</b>
VIII	<b>Earnings per equity share of face value of Rs.5/- each</b>	<b>34</b>		
	(1) Basic		6.11	3.80
	(2) Diluted		6.11	3.77
	<b>Significant Accounting Policies</b>	[2]		

The accompanying notes form an integral part of the standalone financial statements.

As per our Report of even date  
For AKB Jain & Co.,  
Chartered Accountants  
Firm Registration No. 003904C  
Sd/-  
**Rahul Dewani**  
Partner  
Membership No. 435066  
BHOPAL  
Dated: 25.04.2024  
UDIN : 24435066BKFOHB8956

Som Distilleries and Breweries Limited  
For and on Behalf of the Board

Sd/-  
**J.K. Arora**  
(Chairman & Managing Director)  
DIN - 00224633

Sd/-  
**Rajesh Dubey**  
(Chief Financial Officer)

Sd/-  
**Nakul K Sethi**  
(Director)  
DIN - 06512548

Sd/-  
**Om Prakash**  
(Company Secretary)

## STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

	PARTICULARS	YEAR ENDED 31 MARCH, 2024	YEAR ENDED 31 MARCH, 2023
A.	<b>Cash flow from operating activities:</b>		
	Net profit/ (loss) before tax	6,699.99	3,757.14
	<b>Adjustment for:</b>		
	Depreciation & amortisations	1,152.91	901.37
	Interest expense	719.67	908.69
	Profit on sale of fixed assets	(2.41)	-
	<b>Operating profit before working capital changes</b>	<b>8,570.16</b>	<b>5,567.20</b>
	<b>Movements in working capital:</b>		
	Decrease/(increase) in inventories	(3,512.18)	(3,510.73)
	Decrease/(increase) in trade receivables	(6,409.61)	(2,077.07)
	Decrease/(increase) in other current assets	(1,095.42)	(3,172.26)
	Decrease/(increase) in current tax assets (net)	(132.45)	(10.44)
	Increase/(decrease) in trade payables	(1,538.12)	3,897.47
	Increase/(decrease) in other current financial liabilities	6,920.58	(3,586.39)
	Increase/(decrease) in other current liabilities	5,185.62	5,815.11
	Increase/(decrease) in short term provisions	109.88	9.91
	<b>Cash generated from operating activity before taxes</b>	<b>8,098.46</b>	<b>2,932.80</b>
Direct tax paid	(1,249.93)	-	
<b>Net cash flow from operating activities</b>	<b>6,848.53</b>	<b>2,932.80</b>	
B.	<b>Cash flow from investing activities:</b>		
	Purchase of property, plant and equipment	(1,419.24)	(4,574.01)
	Proceeds from sale of property, plant and equipment	4.75	-
	Decrease/(increase) in investment	(1,000.00)	(999.01)
	Decrease/(increase) in long term loans	(1,623.79)	(4,150.00)
	Decrease/(increase) in non current assets	(1,037.66)	288.16
	Decrease/(increase) in long term financial assets	(491.58)	73.49
	<b>Net cash flow from investing activities</b>	<b>(5,567.52)</b>	<b>(9,361.37)</b>

C.	<b>Cash flow from financing activities:</b>		
	Borrowings (net)	(8,311.54)	2,206.52
	Increase/(decrease) in other long term liabilities	(2,326.73)	2,643.17
	Proceeds from right shares issue	4,894.33	-
	Proceeds from preferential equity issue	1,687.50	2,720.00
	Proceeds from preferential equity warrants issue	3,540.63	-
	Interest paid	(719.67)	(908.69)
	Dividend paid	(4.92)	(184.53)
	<b>Net cash flow from financing activities</b>	<b>(1,240.40)</b>	<b>6,476.47</b>
	Net increase/(decrease) in cash and cash equivalents	40.61	47.90
	Cash and cash equivalents at the beginning of the year	754.35	706.45
	Cash and cash equivalents at the end of the year	<b>794.96</b>	<b>754.35</b>
	Components of cash and cash equivalents		
	Cash in hand	53.05	43.06
	With Banks - in current account	45.07	120.78
	With Banks - in deposit account	641.63	530.37
	Other bank balances	55.21	60.14
	Total Cash and cash equivalents	<b>794.96</b>	<b>754.35</b>

The accompanying notes are on Integral Part of the standalone Ind AS Financial statements.

As per our Report of even date  
**For AKB Jain & Co.,** Chartered Accountants  
 Firm Registration No. 003904C  
 Sd/-  
**Rahul Dewani** (Partner)  
 Membership No. 435066  
 BHOPAL, Dated: 25.04.2024  
 UDIN : 24435066BKFOHB8956

**Som Distilleries and Breweries Limited**  
**For and on Behalf of the Board**

Sd/- <b>J.K. Arora</b> (Chairman & Managing Director) DIN - 00224633	Sd/- <b>Nakul K Sethi</b> (Director) DIN - 06512548
Sd/- <b>Rajesh Dubey</b> (Chief Financial Officer)	Sd/- <b>Om Prakash</b> (Company Secretary)

## STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

A. EQUITY SHARE CAPITAL

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at beginning of the year	3,688.23	3,499.34
Changes in equity share capital	211.54	188.89
Balance at end of the year	3,899.77	3,688.23

B. OTHER EQUITY

(Rs. in Lakhs)

Particulars	Share application money pending allotment (non-refundable)	Reserves and Surplus			Other comprehensive income Actuarial gain / (loss) on employee ben efit plans through OCI	Total
		Capital Reserve	Securities Premium	Retained Earnings		
Balance as at April 1, 2022	-	39.30	15,723.70	11,811.86	11.12	27,585.98
Premium on issue of equity shares	-	-	2,531.12	-	-	2,531.12
Profit / (loss) during the year	-	-	-	2,703.71	-	2,703.71
Re-measurment of defined benefit plant	-	-	-	-	5.03	5.03
Dividends	-	-	-	(181.21)	-	(181.21)
Balance as at March 31, 2023	-	39.30	18,254.82	14,334.36	16.15	32,644.63
Balance as at April 1, 2023	-	39.30	18,254.82	14,334.36	16.15	32,644.63
Share application money	3,207.29	-	-	-	-	3,207.29
Premium on issue of equity shares	-	-	6,703.61	-	-	6,703.61
Profit / (loss) during the year	-	-	-	4,716.78	-	4,716.78
Re-measurment of defined benefit plant	-	-	-	-	(0.90)	(0.90)
Balance as at March 31, 2024	3,207.29	39.30	24,958.43	19,051.14	15.25	47,271.41

As per our Report of even date  
For AKB Jain & Co.,  
Chartered Accountants  
Firm Registration No. 003904C  
Sd/-  
**Rahul Dewani**  
Partner  
Membership No. 435066  
BHOPAL  
Dated: 25.04.2024  
UDIN: 24435066BKFOHB8956

Som Distilleries and Breweries Limited  
For and on Behalf of the Board

Sd/-  
**J.K. Arora**  
(Chairman & Managing Director)  
DIN - 00224633

Sd/-  
**Rajesh Dubey**  
(Chief Financial Officer)

Sd/-  
**Nakul K Sethi**  
(Director)  
DIN - 06512548

Sd/-  
**Om Prakash**  
(Company Secretary)



# NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

### 1. COMPANY INFORMATION

SOM Distilleries & Breweries Limited is a public company domiciled in India and incorporated under the provisions of Companies Act, 1956. Its shares are listed on the National Stock Exchange and Bombay Stock Exchange. The Company is engaged in the manufacture and sale of Beer and Indian Made Foreign Liquor (IMFL). The Company is a market leader in Beer in the State of Madhya Pradesh. The Company caters to both domestic and international markets.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### 2.01 Basis for preparation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, and the provisions of the Companies Act, 2013 ('Act') to the extent notified. The Ind AS are prescribed under section 133 of the Act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereof.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 49 days for the purpose of current/ non-current classification of assets and liabilities.

#### 2.02 Key accounting estimates and judgments

The preparation of standalone financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgements based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognized prospectively.

#### 2.03 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable net off returns, discounts and breakages, and taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 115 issued by the Institute of Chartered Accountants of India ("ICAI"), the recovery of excise duty flows to the Company on its own account and

hence is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty. However, sales tax/ value added tax (VAT), goods and services tax are not received by the Company on its own account and are taxes collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.

#### 2.04 Expenditure

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

#### 2.05 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management.

The Company depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Asset class	Useful Life (in years)
<b>Building and civil work</b>	
Roads	10
Labour Quarters	15
Factory Buildings	30
<b>Computer Hardware</b>	3
<b>Electrical Installation</b>	25
<b>Furniture and Fixtures</b>	10
<b>Office Equipment</b>	5
<b>Plant &amp; Machinery</b>	25
<b>Tubwell</b>	5
<b>Vehicles</b>	8

The residual values, useful lives and methods of depreciation and amortization of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### 2.06 Cash and cash equivalents

Cash and cash equivalent in the balance sheet and cash flow statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

#### 2.07 Impairment

##### i) Financial Assets (other than at fair value)

The company assesses at each date of balance sheet whether a financial asset or a company of financial assets is impaired. IND AS 109 required expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute of financial transaction. For all other financial asset,

expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

## ii) Non-financial assets

### Tangible and Intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flow that are largely independent of those from other assets. In such, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount of the asset (or CGU) is reduced to its recoverable amount. An important loss is recognized in the statement of profit and loss.

## 2.08 Inventories

Inventories are stated at lower of cost and net realizable value. Costs are arrived at as follows:

- (i) Raw materials, components, packing material, stores and spares on weighted average basis.
- (ii) Stock in process and finished goods taking into account the annual average cost of materials consumed, direct production expenses, interest, depreciation and related Government duties.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## 2.09 Foreign Currency Transactions

The functional currency of the Company is the Indian rupee (INR). These financial statements are presented in INR.

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised as income or expenses in the period in which they arise.

## 2.10 Retirement and other employee benefits

### Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services. These benefits include performance incentives and compensated absences.

### Post-Employment Benefits

#### Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund. The Company has no obligation other than the contribution payable to the Provident Fund.

The Company's contribution is recognised as an expense in the

Statement of Profit and Loss during the period in which the employee renders the related service.

### Defined Benefit Plans

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss - Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income.

Remeasurements, comprising actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

## 2.11 Taxes on Income

### Current income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is also recognised outside profit or loss (either in OCI or in equity in correlation to the underlying transaction). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

### Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of business losses and unabsorbed depreciation. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of business losses and unabsorbed depreciation can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### 2.12 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement, if any.

### 2.13 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

### 2.14 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. These exchange differences are presented in finance cost to the extent which the exchange loss does not exceed the difference between the cost of borrowing in functional currency when compared to the cost of borrowing in a foreign currency.

### 2.15 Earnings per equity share ('EPS')

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit

attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

## 2.16 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

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

### Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of financial asset gave rise on specified dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

### Financial asset at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on principal amount outstanding and selling financial assets.

### Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss immediately recognized in statement of profit and loss.

### Financial liabilities

Financial liabilities which carry a floating rate of interest are measured at amortised cost using the effective interest method

### Equity Instruments

An equity instrument is a contract that evidences residual interest in the asset of the company after deducting all its liabilities. Equity instrument by the company are recognised at the proceeds received net of direct issue cost.

## NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### YEAR ENDED 31<sup>ST</sup> MARCH 2024

#### 3. Property, Plant and Equipment

(Rs. in Lakhs)

	Land freehold	Buildings & civil works	Plant & machinery	Furniture & fixtures	Office equipment	Vehicles	Total	Capital Work in Progress	Grand Total
<b>Gross Block</b>									
Balance as at April 1, 2022	176.20	4,157.49	21,203.41	58.71	185.55	994.22	26,775.58		26,775.58
Additions	121.65	-	36.05	-	11.72	-	169.42	4,404.59	4,574.01
Disposals & Adjustments	-	-	-	-	-	-	-		-
Balance as at March 31, 2023	297.85	4,157.49	21,239.46	58.71	197.27	994.22	26,945.00	4,404.59	31,349.59
Additions	-	1,933.21	3,340.85	11.92	12.32	(0.01)	5,298.29	1,389.76	6,688.05
Disposals & Adjustments	-	-	-	-	-	13.81	13.81	5,274.06	5,287.87
<b>Balance as at March 31, 2024</b>	<b>297.85</b>	<b>6,090.70</b>	<b>24,580.31</b>	<b>70.63</b>	<b>209.59</b>	<b>980.40</b>	<b>32,229.48</b>	<b>520.29</b>	<b>32,749.77</b>
<b>Accumulated Depreciation</b>									
Balance as at April 1, 2022	-	1,099.47	5,012.50	35.54	150.85	706.83	7,005.19	-	7,005.19
Additions	-	103.89	675.52	3.61	19.54	75.45	878.01	-	878.01
Disposals & Adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	1,203.36	5,688.02	39.15	170.39	782.28	7,883.20	-	7,883.20
Additions	-	165.52	870.89	3.61	9.70	74.89	1,124.61	-	1,124.61
Disposals & Adjustments	-	-	-	-	-	11.47	11.47	-	11.47
<b>Balance as at March 31, 2024</b>	<b>-</b>	<b>1,368.88</b>	<b>6,558.91</b>	<b>42.76</b>	<b>180.09</b>	<b>845.70</b>	<b>8,996.34</b>	<b>-</b>	<b>8,996.34</b>
<b>Net Block</b>									
Balance as at March 31, 2023	297.85	2,954.13	15,551.44	19.56	26.88	211.94	19,061.80	4,404.59	23,466.39
<b>Balance as at March 31, 2024</b>	<b>297.85</b>	<b>4,721.82</b>	<b>18,021.40</b>	<b>27.87</b>	<b>29.50</b>	<b>134.70</b>	<b>23,233.14</b>	<b>520.29</b>	<b>23,753.43</b>

#### 3.1 Ageing of Capital work in progress

Balance as at March 31, 2024

(Rs. in Lakhs)

Particulars	< 1 year	1 - 2 year	2 - 3 year	> 3 year	Total
Cane line palnt and machinery	520.29	-	-	-	520.29

Balance as at March 31, 2023

(Rs. in Lakhs)

Particulars	< 1 year	1 - 2 year	2 - 3 year	> 3 year	Total
Cane line palnt and machinery	4,404.59	-	-	-	4,404.59

## 4. Intangible Assets

(Rs. in Lakhs)

	ERP-Computer softwares	Intangible assets under development	Total
<b>Gross Block</b>			
Balance as at April 1, 2022	147.31	-	147.31
Additions	-	-	-
Disposals & Adjustments	-	-	-
Balance as at March 31, 2023	147.31	-	147.31
Additions	5.24	-	5.24
Disposals & Adjustments	-	-	-
<b>Balance as at March 31, 2024</b>	<b>152.55</b>	<b>-</b>	<b>152.55</b>
<b>Accumulated Amortisation</b>			
Balance as at April 1, 2022	85.44	-	85.44
Additions	23.36	-	23.36
Disposals & Adjustments	-	-	-
Balance as at March 31, 2023	108.80	-	108.80
Additions	28.28	-	28.28
Disposals & Adjustments	-	-	-
<b>Balance as at March 31, 2024</b>	<b>137.08</b>	<b>-</b>	<b>137.08</b>
<b>Net Block</b>			
Balance as at March 31, 2023	38.51	-	38.51
<b>Balance as at March 31, 2024</b>	<b>15.47</b>	<b>-</b>	<b>15.47</b>

## NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

		As At 31.03.2024	As At 31.03.2023
5.	<b>Investment - Non Current</b>		
	Investment in Subsidiaries - (Unquoted) - valued at cost		
	5,60,00,000 (P.Y. 5,10,00,000) Fully Paid Equity Shares of Rs.10 each in Woodpecker Distilleries & Breweries Private Limited.	6,100.00	5,100.00
	3,50,00,000 (P.Y. 3,50,00,000) Fully Paid Equity Shares of Rs.10 each in Som Distilleries & Breweries Odisha Private Limited	3,500.00	3,500.00
	Investment in Mutual Fund	0.01	0.01
	<b>Total</b>	<b>9,600.01</b>	<b>8,600.01</b>
6.	<b>Loans - Non Current</b>		
	Loans to subsidiaries*	12,965.71	11,341.92
	<b>Total</b>	<b>12,965.71</b>	<b>11,341.92</b>
	*Interest @ 9.50% p.a. has been charged on such loans.		
7.	<b>Other Financial Assets</b>		
	<b>Non Current</b>		
	Security deposits considered good - Unsecured	1,801.78	1,310.20
	<b>Total</b>	<b>1,801.78</b>	<b>1,310.20</b>
8.	<b>Other Non- Current Assets</b>		
	Capital Advances	1,540.95	503.29
	<b>Total</b>	<b>1,540.95</b>	<b>503.29</b>
9.	<b>Inventories</b>		
	Raw materials	550.51	1,183.42
	Stores, Consumables & packing materials	5,605.60	2,970.62
	Stock in process	1,038.71	1,000.54
	Finished goods	4,298.64	2,826.71
	<b>Total</b>	<b>11,493.46</b>	<b>7,981.29</b>
10.	<b>Trade Receivables</b>		
	Trade receivables considered good - unsecured	14,642.67	8,233.06
	<b>Total</b>	<b>14,642.67</b>	<b>8,233.06</b>

Trade receivables ageing schedule for the year ended as on March 31, 2024

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed trade Receivables - considered good	13,731.03	572.59	233.55	105.50	-	14,642.67

Trade receivables ageing schedule for the year ended as on March 31, 2023

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed trade Receivables - considered good	7,720.48	321.95	131.32	59.32	-	8,233.07

## NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

		As At 31.03.2024	As At 31.03.2023
<b>11.</b>	<b>Cash and Cash Equivalents</b>		
	Cash in hand	53.05	43.06
	Balance With Scheduled Banks		
	Current Accounts	45.07	120.78
	Deposit Accounts	641.63	530.37
	<b>Total</b>	<b>739.75</b>	<b>694.21</b>
<b>12.</b>	<b>Other Bank Balances</b>		
	Unpaid Dividend Accounts	55.21	60.14
	<b>Total</b>	<b>55.21</b>	<b>60.14</b>
<b>13.</b>	<b>Current Tax Assets</b>		
	Balance with revenue authority	289.07	156.62
	<b>Total</b>	<b>289.07</b>	<b>156.62</b>
<b>14.</b>	<b>Other Current Assets</b>		
	Staff Advances	101.99	79.99
	Prepaid Expenses	988.22	1,089.55
	Advances to suppliers	5,399.86	4,370.95
	MAT Credit Entitlement	656.51	656.50
	Other Assets	467.24	321.42
	<b>Total</b>	<b>7,613.82</b>	<b>6,518.41</b>
<b>15.</b>	<b>Equity Share Capital</b>		
	Authorized		
	10,00,00,000 Equity Shares of Rs. 5/- each	5,000.00	4,000.00
	[Previous year-8,00,00,000 Equity Shares of Rs. 5/- each]		
	Issued, Subscribed and Fully Paid		
	7,79,95,373 Equity Shares of Rs. 5/- each		
	[Previous year 7,37,64,573 Equity Shares of Rs. 5/- each]	3,899.77	3,688.23

**Par Value Per Share:**

The Company has only one class of equity shares having par value of Rs. 5/- each.

**Reconciliation of No. of Shares:**

Particulars	No. of shares as on 31.03.2024	No. of shares as on 31.03.2023
Equity share at the beginning of the year	7,37,64,573	6,99,86,796
Add : Issued during the year*	42,30,800	37,77,777
Less: Buyback during the year	-	-
<b>Equity share at the end of the year</b>	<b>7,79,95,373</b>	<b>7,37,64,573</b>

**\*Note-**

For Period ending on 31.03.2024- "The company has allotted equity shares pursuant to Right Issue, Preferential Issue and Conversion of Warrants on 18.05.2023, 25.08.2023 and 1.02.2024 respectively."

For Period ending on 31.03.2023- "The company has allotted equity share pursuant to conversion of preferential share warrants on 18.11.2022 and 09.12.2022"

## NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

### Terms/Rights attached to the shares

The Company has only one class of Equity Shares having par value of Rs.5/- per share. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the company after the distribution of all preferential amounts, in proportion to their shareholding.

### Details of Shareholders holding more than 5% Shares in the Company.

(Rs. in Lakhs)

Name of Shareholders	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	%	No. of Shares	%
Sh. Jagdish Kumar Arora	1,58,98,157	20.38%	1,36,12,809	18.45%
Som Distilleries Private Limited	72,36,059	9.28%	68,35,559	9.27%

Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment : NIL

Aggregate number of Bonus Shares issued, Shares issued for consideration other than cash and shares bought back during the period from five years immediately preceding the reporting date - NIL

### Terms of conversion of any securities into equity/preference shares :

The company has neither Convertible preference shares nor debentures as on date of financial statement.

### Calls unpaid:

As on date there are no unpaid calls are pending for payment. All the issued Equity Shares are fully paid.

### Forfeited shares:

No equity shares of the Company have been forfeited.

### Shareholding of Promoters

Changes in promoters holding during the year ended at March 31, 2024

Promoter name	As at March 31, 2024		As at March 31, 2023		% of Changes
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Jagdish Kumar Arora	1,58,98,157	20.38%	1,36,12,809	18.45%	16.79%
Som Distilleries Private Limited	72,36,059	9.28%	68,35,559	9.27%	5.86%
Ajay Kumar Arora	14,33,919	1.84%	14,80,370	2.01%	-3.14%
Aalok Deep Finance Private Limited	11,55,700	1.48%	11,02,200	1.49%	4.85%
Deepak Arora	11,69,010	1.50%	7,94,010	1.08%	47.23%
Sunita Arora	3,22,046	0.41%	3,07,046	0.42%	4.89%
Natasha Arora	2,89,486	0.37%	2,89,486	0.39%	0.00%
Surjeet Lal	-	0.00%	1,532	0.00%	-100.00%
Sweena Arora	92	0.00%	88	0.00%	4.55%
<b>Total</b>	<b>2,75,04,469</b>	<b>35.26%</b>	<b>2,44,23,100</b>	<b>33.11%</b>	<b>12.62%</b>



## NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

	Particulars	As At 31.03.2024	As At 31.03.2023
16.	<b>Other Equity</b>		
	Share application money pending allotment (non-refundable)	3,207.29	-
	Capital reserve	39.30	39.30
	Securities premium	24,958.43	18,254.82
	<b>Actuarial gain / (loss) on employee benefit plans through OCI:</b>		
	<b>Balance at the beginning of the year</b>	16.15	11.12
	Other comprehensive income for the year	(0.90)	5.03
	<b>Balance at the end of the year</b>	<b>15.25</b>	<b>16.15</b>
	<b>Retained earnings:</b>		
	Balance at the beginning of the year	14,334.36	11,811.86
	Add: Profit/(loss) for the year after tax	4,716.78	2,703.71
	Less: Final dividend paid	-	(181.21)
	<b>Balance at the end of the year</b>	<b>19,051.14</b>	<b>14,334.36</b>
	<b>Total</b>	<b>47,271.41</b>	<b>32,644.63</b>

**Nature and description of reserve:**

- Capital reserve: Amount forfeited against share warrants is recognised in Capital reserve
- Securities premium: The amount received in excess of face value of the equity shares is recognised in Securities premium.
- Retained earnings: Remaining portion of profits earned or accumulated losses by the Company till date after appropriations.

		Non-current maturities		Current Maturities	
		As At 31.03.2024	As At 31.03.2023	As At 31.03.2024	As At 31.03.2023
17.	<b>Non-current borrowings</b>				
	<b>Secured loans</b>				
	Term loans from banks	1,067.32	2,009.44	1,029.01	1,037.04
	Vehicle loans from banks	-	-	-	0.51
	<b>Unsecured loans</b>				
	From related parties	-	778.71	-	-
	From others	3,355.50	6,443.37	-	-
	<b>Total</b>	<b>4,422.82</b>	<b>9,231.52</b>	<b>1,029.01</b>	<b>1,037.55</b>

Notes:

- Term loans from banks are secured by way of pari passu charged on factory land & building and plant & machinery.
- Interest on vehicle loans varies from 8.95% to 10.75% per annum. Tenor of these loans ranges from 3 to 5 years. Respective vehicles have been hypothecated to the lending institutions to secure their loans. Repayment of these loans is regular as per the fixed equated monthly installments.
- The Company is in compliance with the applicable financial debt covenants prescribed in the terms of borrowings. Also there has been no default in repayment of borrowings and payment of interest during the year.

		As At 31.03.2024	As At 31.03.2023
18.	<b>Other Financial Liabilities</b>		
	<b>Non Current</b>		
	Security Deposits and Retention considered as good - unsecured	613.81	2,940.53
	<b>Total</b>	<b>613.81</b>	<b>2,940.53</b>

(Rs. in Lakhs)

<b>19.</b>	<b>Deferred tax liabilities (net)</b>		
	Deferred tax liabilities:		
	Difference between depreciation as per books of account and the Income Tax Act 1961.	2,804.37	2,340.31
	Others	-	-
		<b>2,804.37</b>	<b>2,340.31</b>
	<b>Deferred tax assets:</b>		
	Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	712.07	424.23
	Unabsorbed depreciation & carried forward losses	-	556.75
		712.07	980.98
	<b>Total</b>	<b>2,092.30</b>	<b>1,359.33</b>

Notes:

- (a) Deferred tax assets are recognized to the extent that it is probable that sufficient taxable profit will be available against which the carried forward losses and unabsorbed depreciation can be utilized.
- (b) Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities.
- (c) Deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

(Rs. in Lakhs)

	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
<b>19.1</b>	<b>Tax expense recognised in the Statement of Profit and Loss and OCI</b>		
	Current tax (net of MAT credit entitlement)	1,217.00	-
	<b>Deferred tax:</b>		
	Origination and reversal of temporary difference through profit and loss	733.28	1,053.43
	Origination and reversal of temporary difference through other comprehensive income	(0.32)	1.77
	<b>Total deferred tax expenses / (credit)</b>	732.96	1,055.20
	Tax relating to earlier year	32.93	-
	<b>Total tax expenses / (credit)</b>	<b>1,982.89</b>	<b>1,055.20</b>
<b>19.1</b>	<b>A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:</b>		
	<b>Particulars</b>		
	<b>Profit / (Loss) before tax</b>	6,699.99	3,757.14
	<b>Enacted income tax rate in India</b>	29.12%	26.00%
	<b>Income tax expenses as per enacted rate</b>	1,951.04	976.86
	Difference due to:		
	Income / Expenses not considered for tax purpose	31.86	78.34
	Others		
	<b>Total</b>	<b>1,982.89</b>	<b>1,055.20</b>
	<b>Effective Tax Rate</b>	<b>29.60%</b>	<b>28.09%</b>
<b>20.</b>	<b>Current borrowings</b>		
	<b>Secured</b>		
	Cash Credit from Bank	-	3,485.18
	(Secured by way of hypothecation of entire current assets of the company)		
	Current maturities of long-term borrowing	1,019.88	1,037.55
	<b>Total</b>	<b>1,019.88</b>	<b>4,522.73</b>
<b>21.</b>	<b>Trade payables</b>		
	MSME	586.51	314.33
	Other than MSME	4,283.43	6,093.73
	<b>Total</b>	<b>4,869.94</b>	<b>6,408.06</b>

## NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

### YEAR ENDED 31<sup>ST</sup> MARCH 2024

Trade payables ageing schedule As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 years	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	586.51	-	-	-	-	586.51
(ii) Others	3,630.04	233.25	179.01	72.38	168.75	4,283.43

Trade payables ageing schedule As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 years	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	314.33	-	-	-	-	314.33
(ii) Others	5,233.98	306.91	235.55	95.24	222.05	6,093.73

		Year Ended 31.03.2024	Year Ended 31.03.2023
22.	<b>Other financial liabilities</b>		
	- Current		
	Unpaid dividend	55.21	60.14
	Bank overdraft	3,042.11	385.65
	Expenses & other payables	5,478.61	1,214.48
	<b>Total</b>	<b>8,575.93</b>	<b>1,660.27</b>
23.	<b>Other current liabilities</b>		
	Advances from customers	-	437.52
	Statutory dues payable	11,589.20	5,964.84
	<b>Total</b>	<b>11,589.20</b>	<b>6,402.36</b>
24.	<b>Provisions</b>		
	- Current		
	<b>Employee Benefits</b>		
	Gratuity	23.40	9.79
	Other Employee Benefits	132.87	36.60
	<b>Total</b>	<b>156.27</b>	<b>46.39</b>
25.	<b>Revenue from operations</b>		
	Sale of Products (including Excise duty)	82,398.08	54,921.68
	Other Operational revenues	6,076.33	2,320.76
	<b>Total</b>	<b>88,474.41</b>	<b>57,242.44</b>
26.	<b>Other income</b>		
	Interest	1,084.03	24.85
	Rent Received	2.28	2.07
	Profit on Sale of Fixed Assets	2.41	-
	Other Revenues	92.20	64.14
	<b>Total</b>	<b>1,180.92</b>	<b>91.06</b>
27.	<b>Cost of Materials consumed</b>		
	Opening Stocks	4,154.04	1,679.86
	Add: Purchases	51,437.63	32,730.32
	Less: Closing Stocks	(6,156.11)	(4,154.04)
	<b>Total</b>	<b>49,435.56</b>	<b>30,256.14</b>

28.	Purchase of stock in trade	-	-
29.	<b>Changes in inventories of finished goods, stock-in-trade and work-in-progress</b>		
	<b>Opening stock:</b>		
	Stock in process	1,000.54	514.89
	Finished goods	2,826.71	2,275.80
		<b>3,827.25</b>	<b>2,790.69</b>
	<b>Closing stock:</b>		
	Stock in process	1,038.71	1,000.54
	Finished goods	4,298.64	2,826.71
		<b>5,337.35</b>	<b>3,827.25</b>
	<b>Increase / (Dcrease) in inventories</b>	<b>(1,510.10)</b>	<b>(1,036.56)</b>
30.	<b>Employee remuneration &amp; benefits</b>		
	Salaries, allowances & bonus	1,711.04	1,265.10
	Employer's contribution to Provident & Gratuity Fund	54.64	46.16
	Staff welfare expenses	67.83	28.59
	<b>Total</b>	<b>1,833.51</b>	<b>1,339.85</b>

## NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

30.01	<b>Defined benefit plan</b>		
	The required disclosures of employees benefits as per Ind AS – 19 are given hereunder:-		
(i)	<b>In respect of Short Term Employee Benefits:</b>		
	The Company has at present only the scheme of cumulative benefit of leave encashment payable at the end of each calendar year and the same have been provided for on accrual basis.		
(ii)	<b>In respect of Defined Benefit Scheme (Based on Actuarial Valuation) of Gratuity:</b>		
	<b>Table Showing Changes in Present Value of Obligations:</b>		
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Present value of the obligation at the beginning of the period	79.18	73.38
	Interest cost	5.94	5.32
	Current service cost	12.31	9.72
	Benefits paid (if any)	(0.67)	(2.39)
	Actuarial (gain)/loss	0.46	(6.85)
	Present value of the obligation at the end of the period	97.22	79.18
	<b>Key results:</b>		
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Present value of the obligation at the end of the period	97.22	79.18
	Fair value of plan assets at end of period	73.81	69.38
	Net liability/(asset) recognized in Balance Sheet and related analysis	23.41	9.80
	Funded Status - Surplus/ (Deficit)	(23.41)	(9.80)
	<b>Expense recognized in the statement of Profit and Loss:</b>		
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Interest cost	5.94	5.32
	Current service cost	12.31	9.72
	Expected return on plan asset	(5.03)	(4.94)
	Expenses to be recognized in P&L	13.22	10.10
	<b>Other comprehensive (income)/expenses (Re-measurement)</b>		
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Cumulative unrecognized actuarial (gain)/loss opening. B/F	(19.04)	(12.24)
	Actuarial (gain)/loss - obligation	0.46	(6.85)
	Actuarial (gain)/loss - plan assets	0.76	0.05
	Total Actuarial (gain)/loss	1.22	(6.80)
	Cumulative total actuarial (gain)/loss C/F	(17.82)	(19.04)
	<b>Table showing changes in the Fair Value of Planned Assets</b>		
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Fair value of plan assets at the beginning of the period	69.38	65.90
	Expected return on plan assets	5.03	4.94

Contributions	0.83	0.98
Benefits paid	(0.67)	(2.39)
Actuarial gain/(loss) on plan assets	(0.76)	(0.05)
Fair value of plan assets at the end of the period	73.81	69.38
<b>Table showing Fair Value of Planned Assets</b>		
<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
Fair value of plan assets at the beginning of the period	69.38	65.90
Actual return on plan assets	4.27	4.89
Contributions	0.83	0.98
Benefits paid	(0.67)	(2.39)
Fair value of plan assets at the end of the period	73.81	69.38
<b>Actuarial Gain/(Loss) on Planned Assets</b>		
<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
Actual return on plan assets	4.27	4.89
Expected return on plan assets	5.03	4.94
Actuarial gain/(loss)	(0.76)	(0.05)
<b>The assumptions employed for the calculations are tabulated</b>		
<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
Discount rate	7.50 % per annum	7.25 % per annum
Salary Growth Rate	5.00 % per annum	5.00 % per annum
Mortality	IALM 2012-14	IALM 2012-14
Withdrawal rate (Per Annum)	5.00% p.a	5.00% p.a

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant facts.

#### Funding arrangements and funding policy

The company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the company. Any deficit in the assets arising as results of such valuation is funded by the company.

#### Expected contribution during the next annual reporting period

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
The Company's best estimate of Contribution during the next year	17.45	14.78

#### Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Particulars	As on March 31, 2024
Defined Benefit Obligation (Base)	97,22,802 @ Salary Increase Rate : 5%, and discount rate :7.5%
Liability with x% increase in Discount Rate	91,64,647; x=1.00% [Change (6)% ]
Liability with x% decrease in Discount Rate	1,03,49,941; x=1.00% [Change 6% ]
Liability with x% increase in Salary Growth Rate	1,03,57,685; x=1.00% [Change 6% ]
Liability with x% decrease in Salary Growth Rate	91,47,930; x=1.00% [Change (6)% ]
Liability with x% increase in Withdrawal Rate	97,70,464; x=1.00% [Change 1% ]
Liability with x% decrease in Withdrawal Rate	96,67,248; x=1.00% [Change (1)% ]

## NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

		Year Ended 31.03.2024	Year Ended 31.03.2023
<b>31.</b>	<b>Finance Costs</b>		
	Interest to Bank & FIs	554.23	776.39
	Interest to Others	3.85	36.02
	Bank Charges	161.59	96.28
	<b>Total</b>	<b>719.67</b>	<b>908.69</b>
<b>32.</b>	<b>Depreciation &amp; amortisations</b>		
	Depreciation on property, plant and equipment	1,124.62	878.01
	Amortisation on intangible assets	28.29	23.36
	<b>Total</b>	<b>1,152.91</b>	<b>901.37</b>
<b>33.</b>	<b>Other Expenses</b>		
	Power and fuel	1,075.10	1,843.41
	Rent	31.10	30.21
	Repairs		
	Buildings	-	1.35
	Machinery	1,641.01	668.72
	Others	132.07	101.54
	Insurance	87.03	41.51
	Rates and taxes (Other than on income)	3,345.43	2,081.57
	Other Manufacturing Exp	1,031.53	785.42
	Auditors Remuneration		
	(a) Audit fees	5.05	8.89
	Donations	151.34	134.21
	Corporate Social Responsibility	4.50	-
	Travelling & Conveyance	317.67	242.04
	Legal & Professional	362.44	257.63
	Sales promotion	3,166.19	2,458.35
	Advertisement & Publicity	115.00	110.86
	Freight outward	3,498.80	2,970.82
	Other selling expenses	582.93	313.21
	General expenses	519.10	77.31
	Postage, Telegrams & Telephones	23.40	27.11
	Vehicle Running & Maintenance	54.47	66.81
	<b>Total</b>	<b>16,144.16</b>	<b>12,220.97</b>
<b>34.</b>	<b>Basic and diluted shares used In computing earning per Share:</b>		
(a)	Basic Earning per share		
	Total Comprehensive Income for the year	4,715.88	2,708.74
	Weighted average number of equity shares outstanding	7,71,37,564	7,12,89,840
		6.11	3.80
(b)	Diluted Earning per Share		
	Total Comprehensive Income for the year	4,715.88	2,708.74
	Weighted average number of equity shares outstanding	7,71,71,247	7,19,34,724
		6.11	3.77

<b>35.</b>	<b>Contingent Liabilities</b>		
i)	Claims against the Company not acknowledged as debts/ disputed *		
	• Commercial Tax Department	166.43	60.71
	• Income Tax Department	2,279.77	2,279.77
ii)	Guarantees given by Bankers on behalf of the Company not provided for	2,031.30	1,512.62
iii)	Corporate guarantee given to banks on behalf of others	12,739.00	11,277.00

\*The Company has reviewed its pending litigations and expects that the outcome of the proceedings will not have any material effect on its financial positions.

### 36. Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instruments are disclosed.

#### A. Financial assets and liabilities

The break-up of financial assets and liabilities carried at amortized cost are as follows:

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial Assets:</b>		
Cash and cash equivalents	794.96	754.35
Other bank balances	55.21	60.14
Trade receivables	14,642.67	8,233.06
Loans	12,965.71	11,341.92
Investments	9,600.01	8,600.01
Other Financial Assets	1,801.78	1,310.20
<b>Total</b>	<b>39,860.34</b>	<b>30,299.68</b>
<b>Financial Liabilities:</b>		
Trade and other payables	4,869.94	6,408.06
Borrowings	5,442.70	13,754.25
Other Financial Liabilities	12,203.01	9,342.89
<b>Total</b>	<b>22,515.65</b>	<b>29,505.20</b>

#### B. Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds unquoted investments in a wholly owned subsidiary.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The senior management reviews and agrees policies for managing each of these risks, which are summarized below.

##### i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include deposits, investments and borrowings.

##### (a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the company's financial instruments will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rate relates primarily to the Company's borrowings with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on borrowings affected, with all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Impact on profit before tax		
Increase 0.25%	(5.22)	(16.33)
Decrease 0.25%	5.22	16.33



(b) Commodity price risk

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase and manufacture of Beer and therefore require a continuous supply of Barley. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. The following table shows the effect of price changes in Barley:

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Impact on profit before tax		
Increase 1%	(5.96)	(2.56)
Decrease 1%	5.96	2.56

ii) Credit risk

Credit risk is the risk of financial loss arising from counter party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and credit worthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the company result in material concentration of audit risk.

iii) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings. The table below summarises the maturity profile of the Company's financial liabilities:

(Rs. in Lakhs)

As At March 31, 2024	Maturities			Total Carrying Value
	Upto 1 year	1-2 year	> 2 year	
<b>Financial Liabilities:</b>				
Borrowings	1,019.88	986.26	3,436.56	5,442.70
Trade and other payables	4,869.94	-	-	4,869.94
Other Financial Liabilities	8,575.93	-	613.81	9,189.74
<b>Total</b>	<b>14,465.75</b>	<b>986.26</b>	<b>4,050.37</b>	<b>19,502.38</b>

(Rs. in Lakhs)

As At March 31, 2023	Maturities			Total Carrying Value
	Upto 1 year	1-2 year	> 2 year	
<b>Financial Liabilities:</b>				
Borrowings	4,522.73	922.35	8,309.17	13,754.25
Trade and other payables	6,408.06	-	-	6,408.06
Other Financial Liabilities	1,660.27	-	2,940.53	4,600.80
<b>Total</b>	<b>12,591.06</b>	<b>922.35</b>	<b>11,249.70</b>	<b>24,763.11</b>

37. The Company has borrowing from banks on the basis of security of current assets, and the statements of current assets filed by the Company with the banks are in agreement with books of accounts.
38. As per the information available with the company, the companies has no outstanding balances in respect of payables, receivables, investments, share held by the company or any other outstanding balances with struck off companies.
39. The company is engaged in the business of manufacture and sale of Alcoholic beverages (Beer and IMFL) which constitutes a single business segment. The company's exports outside India did not exceed the threshold limits for disclosure as envisaged in IndAS 108 on "Operating Segments" issued by the Institute of Chartered Accountants of India. In view of the above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in IndAS – 108 are not applicable to the Company.

40. Corporate Social Responsibility (CSR)

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
a) Amount required to be spent by the company during the year	3.85	-
b) Amount of expenditure incurred	4.50	-
c) Shortfall at the end of the year	Nil	Nil
d) Total of previous years shortfall	Nil	Nil
e) Reason for shortfall	NA	NA
f) Nature of CSR activities for the purpose of :	CSR through Trust	NA
g) Details of related party transactions	Nil	Nil

41. Disclosure Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186 of the Companies act, 2013. (Rs. in Lakhs)

Sr. No.	Name of the Company	Nature & purpose	As at March 31, 2024	As at March 31, 2023
(i)	Woodpecker Distilleries & Breweries Private Limited	Loan for business purposes	7,857.99	7,791.92
(ii)	SOM Distilleries & Breweries Odisha Private Limited	Loan for business purposes	5,107.72	3,550.00
(iii)	Woodpecker Distilleries & Breweries Private Limited	Corporate guarantee given for business purposes	6,170.00	6,170.00
(iv)	SOM Distilleries & Breweries Odisha Private Limited	Corporate guarantee given for business purposes	4,433.00	2,971.00
(v)	Aryavrat Projects and Developers Private Limited	Corporate guarantee given for business purposes	2,136.00	2,136.00

- 42) The disclosures in respect of Related Parties as required under Ind AS 24 'Related Party Disclosures' is stated herein below.

**A). Details of related parties:**

	Name of related parties	Description of relationship
a.	<b>Subsidiary Companies</b>	
i)	Woodpecker Distilleries & Breweries Private Limited	Subsidiary
ii)	Som Distilleries and Breweries Odisha Private Limited	Wholly owned subsidiary
b.	<b>Directors, Key management personnel and their relatives</b>	
i)	Jagdish Kumar Arora	Chairman & Managing Director
ii)	Nakul Kam Sethi	Whole time Director
iii)	Dinesh Kumar Batra	Independent Director from 17.01.2024
iv)	Satpal Kumar Arora	Independent Director
v)	Deena Nath Singh	Independent Director up to 22.12.2023
vi)	Nishi Arora	Independent Director
vii)	Uma Kant Samal	Independent Director
viii)	Rajesh Kumar Dubey	Chief Finance Officer
ix)	Om Prakash Singh	Company Secretary
c.	<b>Enterprises over which key management personnel are able to exercise significant influence.</b>	
i)	Som Distilleries Private Limited	
ii)	Aryavrat Projects and Developers Private Limited	
iii)	Legend Distilleries Private Limited	

**B). Transactions with related parties:**

(Rs. in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Woodpecker Distilleries &amp; Breweries Private Limited</b>		
Purchases	4.79	3.88
Sales	4,624.55	1,408.86
Loan given during the year	-	3,000.00
Loan repayment received during the year	600.00	-
Interest Income	740.08	-
- Loans and advances to subsidiaries (refer note no. 6)	7,857.99 Dr	7,791.92 Dr
- Trade receivables (refer note no. 10)	2,557.63 Dr	361.57 Dr
- Trade payables (refer note no. 21)	7.34 Cr	46.75 Cr
Net Closing Balance	10,408.28 Dr	8,106.74 Dr
Investments (refer note no. 5)	6,100.00	5,100.00
Corporate guarantee given	6,170.00	6,170.00
<b>Som Distilleries &amp; Breweries Odisha Private Limited</b>		
Purchases	0.81	8.26
Sales	1,405.24	511.97
Loan given during the year	1,298.00	1,150.00

Interest Income	288.58	-
- Loans and advances to subsidiaries (refer note no. 6)	5,107.72 Dr	3,550.00 Dr
- Trade receivables (refer note no. 10)	986.51 Dr	617.72 Dr
Net Closing Balance	6,094.23 Dr	4,167.72 Dr
Investments (refer note no. 5)	3,500.00	3,500.00
Corporate guarantee given	4,433.00	2,971.00
<b>Som Distilleries Private Limited</b>		
Purchases	2,589.00	1,800.36
Sales	92.37	198.82
Loan taken during the year	-	778.71
Loan repayment during the year	778.71	-
- Trade receivables (refer note no. 10)	-	113.43 Dr
- Borrowings - non current (refer note no. 17)	-	778.71 Cr
- Trade payables (refer note no. 21)	-	-
Net Closing Balance	-	665.28 Cr
<b>Legend Distilleries Private Limited</b>		
Sales	0.99	-
- Trade receivables (refer note no. 10)	-	-
<b>Aryavrat Projects and Developers Private Limited</b>		
Capital work in progress expenses	23.76	1,270.68
Advances given during the year	70.95	91.91
Corporate guarantee given	2,136.00	2,136.00
<b>Key managerial personnel</b>		
Remuneration	447.59	321.02
<b>Independent director</b>		
Sitting fees	9.90	7.20

#### 43 Financial Ratios-

(Rs. in Lakhs)

Particulars	Terms	Numerator	Denominator	Year Ended 31.03.2024	Year Ended 31.03.2023	% Variance
(a) Current Ratio,	in times	Current assets	Current liabilities	1.33	1.24	7.02%
(b) Debt-Equity Ratio*	in times	Total Debt	Shareholder's Equity	0.15	0.38	-59.30%
(c) Debt Service Coverage Ratio**	in times	Earnings available for debt service i.e Net profit after tax plus Depreciation and Finance Costs	Debt Service	3.75	2.32	61.44%
(d) Return on Equity Ratio***	%	Net Profits after taxes	Average Shareholder's Equity	10.78	8.04	34.14%
(e) Inventory turnover ratio	in times	Revenue from Operations	Average Inventory	9.09	9.19	-1.18%
(f) Trade Receivables turnover ratio	in times	Revenue from Operations	Average Trade Receivable	7.74	7.96	-2.78%
(g) Trade payables turnover ratio	in times	Cost of Materials Consumed + Purchase of Stock - in - Trade+Other Expenses	Average Trade Payables	11.98	10.08	18.89%
(h) Net capital turnover ratio	in times	Revenue from Operations	Working Capital	10.26	12.43	-17.48%
(i) Net profit ratio	%	Net Profit	Revenue from Operations	5.33	4.73	12.64%
(j) Return on Capital employed****	%	Earning before interest and taxes	Capital Employed = Shareholder's fund + Current & Non-Current Borrowing	13.11	9.32	40.69%
(k) Return on investment*****	%	Increase in Shareholder's fund	Shareholder's Fund at the start of period	40.84	16.88	141.93%

- \* Repayment of total debt and raising the equity
- \*\* Effective utilization of borrowed fund resulting reduction of finance cost and debt service
- \*\*\* Increase in net profit margin due to reduction of finance cost.
- \*\*\*\* Increase in earning before interest and taxes
- \*\*\*\*\* Shareholder's fund include the warrants issue and premium on issue of shares.

- 44) The Company's pending litigations pertain to claim and cases occurring in the normal course of business. The Company has reviewed its pending litigations and expects that the outcome of the proceedings will not have any material effect on its financial positions.
- 45) Balances standing at the debit or credit in the accounts of various parties are subject to confirmation and reconciliation.
- 46) Previous year's figures have been regrouped/ restated wherever considered necessary to make them comparable to those of the current year.

As per our Report of even date  
**For AKB Jain & Co.,**  
 Chartered Accountants  
 Firm Registration No. 003904C  
 Sd/-  
**Rahul Dewani**  
 Partner  
 Membership No. 435066  
 BHOPAL  
 Dated: 25.04.2024  
 UDIN : 24435066BKFOHB8956

**Som Distilleries and Breweries Limited**  
**For and on Behalf of the Board**

Sd/-  
**J.K. Arora**  
 (Chairman & Managing Director)  
 DIN - 00224633

Sd/-  
**Nakul K Sethi**  
 (Director)  
 DIN - 06512548

Sd/-  
**Rajesh Dubey**  
 (Chief Financial Officer)

Sd/-  
**Om Prakash**  
 (Company Secretary)

CONSOLIDATED  
FINANCIAL  
STATEMENTS  
FY - 2023 - 24

# INDEPENDENT AUDITOR’S REPORT

## TO THE MEMBERS OF SOM DISTILLERIES & BREWERIES LIMITED REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

### Report on the audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of M/S SOM DISTILLERIES & BREWERIES LIMITED, NEW DELHI (hereinafter referred to as the “Holding Company”) and its subsidiaries “WOODPECKER DISTILLERIES & BREWERIES PRIVATE LIMITED” and “SOM DISTILLERIES & BREWERIES ODISHA PRIVATE LIMITED” (Holding Company and its subsidiaries together referred to as “the Group”), which comprises the consolidated balance sheet as at 31st March 2024, the consolidated statement of Profit and Loss (including other comprehensive), the consolidated cash flow statement and consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2024, its consolidated PROFIT including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters.

Key audit matters	How our audit addressed the key audit matter
<b>Revenue from Operations</b> <i>(Refer Note No. 2.03 “Revenue Recognition” and Note No. 25 “Revenue from operations” of consolidated financial statements)</i>	
Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the group expects to be entitled in exchange for those goods or services.  Revenue is recognized to the extent it is probable that the economic benefits will flow to the group and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable net off returns, discounts and breakage, and taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.  Based on the Educational Material on Ind AS 115 issued by the Institute of Chartered Accountants of India (“ICAI”), the recovery of excise duty flows to the Group on its own account and hence is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the group on its own account, revenue includes excise duty. However, sales tax/value added tax (VAT), goods and services tax are not received by the group on its own account and are taxes collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.	Our procedures included the following: <ul style="list-style-type: none"> <li>- Assessed the Group’s revenue recognition accounting policy for sale of products.</li> <li>- Understood, evaluated and tested on sample basis the design and operating effectiveness of key internal controls over recognition and measurement of revenue.</li> <li>- Performed test of details on a sample basis and inspected the underlying accounting documents relating to sales accrual.</li> <li>- Tested on a sample basis, sales transactions near year end date.</li> <li>- Performed analytical procedures on revenue.</li> <li>- Assessed the disclosures in the consolidated financial statements in respect of revenue for compliance with disclosure requirements.</li> </ul>

#### Other Information

The Holding company’s management and Board of Directors is responsible for preparation of the other information. The other information comprises the information included in the Holding Company’s Annual Report, but does not include the financial statements and our auditor’s report thereon. The Holding Company’s annual report is expected to be made available to us after the date of

this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears 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.

#### **Responsibility of Management and Those Charged with governance for the Consolidated Financial Statements**

The Holding company's management and Board of Directors is responsible for the matters stated in sub section (5) of Section 134 of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the group in accordance with the Accounting Principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group entities 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group companies.

#### **Auditor's Responsibility for audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements 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 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 Group'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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the holding company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 consolidated financial statements for the financial year ended March 31, 2024 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**

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-

section (11) of Section 143 of the Companies Act, 2013, we provide "Annexure-A", a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.

2. 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 purpose of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The Consolidated Balance Sheet and Consolidated Statement of Profit and Loss (including other comprehensive), Consolidated Cash flow statement and Consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) On the basis of written representations received from the directors of the holding company as on March 31, 2024, and taken on record by the Board of Directors of the holding company and the reports of the statutory auditors of the group companies, none of the directors of the group companies is disqualified as on March 31, 2024, from being appointed as a director in term of sub-section (2) of section 164 of the Companies Act, 2013.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the group with reference to these consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
  - g) With respect to the other matter to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, as amended, in our opinion and to the best of our information and according to explanation given to us:
    - a) According to the information provided by the management, there is no pending litigation which may impact the financial position of the Company. As referred in Note No. 34 and Note No. 43 of the consolidated financial statements.
    - b) The Group does not have long term contracts including derivative contracts for which there are any material foreseeable losses.
    - c) There has been no delay in transferring amount, required to be transferred, to the investor education and protection fund by the group. Except, in the holding company SOM Distilleries & Breweries Limited, there is an unpaid dividend for the financial year 2015-16 amounting to Rs.12.13 Lakhs which is pending to be transferred to Investor Education and Protection Fund by the company.
    - d) (i) The respective Management of the holding company and its subsidiaries has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts to the consolidated Financial Statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed

funds or share premium or any other sources or kind of funds) by the group to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (ii) The respective Management of the holding company and its subsidiaries has represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the group from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- (e) The group referred to as the Holding Company & its Subsidiaries, has not declared any interim or final dividend during the year.
- (f) Based on our examination, which included test checks and on the basis of management representation, the group referred to as the Holding Company & its Subsidiaries, has used accounting software's for maintaining its books of account for the financial year ended 31 March 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2024.

**For AKB Jain & Co.,**  
Chartered Accountants  
Firm Registration No. 003904C

Sd/-  
**Rahul Dewani**  
Partner  
Membership No. 435066  
UDIN : 24435066BKFOHC3250

BHOPAL  
Dated: 25.04.2024



# SOM DISTILLERIES & BREWERIES LIMITED

## ANNEXURE A

Referred to in paragraph "Report on other legal and regulatory requirement" of our Independent Audit Report on the Consolidated Financial Statement of M/s. Som Distilleries and Breweries Limited

(xxi) According to the information and explanations given to us, and based on the Companies (Auditors Report) Order (CARO) reports issued by respective auditors of the companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements. Except the following –

S.No.	Name	CIN	Holding Company/ Subsidiary Company	Clause number of the CARO report which is qualified or is adverse
1	Som Distilleries & Breweries Limited	L74899DL1993PLC052787	Holding Company	(ii)(b)
2	Woodpecker Distilleries & Breweries Private Limited	U15400MH2010PTC211663	Subsidiary Company	(ii)(b)
3	Som Distilleries & Breweries Odisha Private Limited	U15500MP2013PTC030385	Subsidiary Company	(ii)(b)

For AKB Jain & Co.,  
Chartered Accountants  
Firm Registration No. 003904C

Sd/-  
**Rahul Dewani**  
Partner  
Membership No. 435066  
UDIN : 24435066BKFOHC3250

BHOPAL  
Dated: 25.04.2024

## ANNEXURE B

**Report on the Internal Financial Controls with reference to the aforesaid Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the act") (Referred to in Para 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)**

In conjunction with our audit of the consolidated financial statements of M/s Som Distilleries & Breweries Limited, New Delhi (hereinafter referred to as "the holding company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the holding company and its subsidiaries companies, as of that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note.

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 the respective companies policies, safeguarding the assets of the company, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information's, as required under the Companies Act 2013 (hereinafter referred to as "the Act").

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the relevant Guidance Note (Audit of Internal Financial Controls Over Financial Controls) and the Standards on Auditing, both, issued by the ICAI and are deemed prescribed under sub-section (10) of the section 143 of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statement. 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 with reference to consolidated financial statements, 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 with reference to consolidated financial statements, and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements, included obtaining an understanding of internal financial controls with reference to consolidated financial statements, 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 our audit opinion on the internal financial controls system with reference to consolidated financial statements.

### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A Company's internal financial control with reference to consolidated

financial statements, is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control with reference to consolidated financial statements 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 authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, 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 with reference to consolidated financial statements, to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements, 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 Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

For AKB Jain & Co.,  
Chartered Accountants  
Firm Registration No. 003904C

Sd/-  
Rahul Dewani  
Partner

BHOPAL  
Dated: 25.04.2024

Membership No. 435066  
UDIN : 24435066BKFOHC3250

## CONSOLIDATED BALANCE SHEET

AS AT 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

PARTICULARS	NOTE	AS AT 31.03.2024	AS AT 31.03.2023
<b>ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, plant and equipment	3	50,447.40	39,069.68
(b) Capital work-in-progress	3	6,836.24	9,716.51
(c) Other intangible assets	4	15.47	38.51
(d) Financial assets			
(i) Investments	5	0.01	0.01
(ii) Other financial assets	6	2,138.16	1,507.62
(e) Other non-current assets	7	1,955.58	1,905.25
<b>Total non-current assets</b>		<b>61,392.86</b>	<b>52,237.58</b>
<b>(2) Current Assets</b>			
(a) Inventories	8	18,231.39	13,527.58
(b) Financial assets			
(i) Trade receivables	9	23,778.57	14,214.80
(ii) Cash and cash equivalents	10	1,277.54	1,203.54
(iii) Other bank balances	11	55.21	60.14
(c) Current tax assets	12	837.83	253.88
(d) Other current assets	13	11,374.79	9,686.63
<b>Total Current Assets</b>		<b>55,555.33</b>	<b>38,946.57</b>
<b>Total Assets</b>		<b>1,16,948.19</b>	<b>91,184.15</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	14	3,899.77	3,688.23
(b) Other Equity	15	52,295.27	33,848.71
(c) Non-controlling		3,117.16	-
<b>Total Equity</b>		<b>59,312.20</b>	<b>37,536.94</b>
<b>Liabilities</b>			
<b>(1) Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	16	9,923.77	15,966.45
(ii) Other	17	2,027.39	4,778.29
(b) Deferred Tax Liabilities	18	2,797.94	1,125.41
(c) Provisions		42.04	31.45
<b>Total non current liabilities</b>		<b>14,791.14</b>	<b>21,901.60</b>

PARTICULARS	NOTE	AS AT 31.03.2024	AS AT 31.03.2023
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	20	6,722.99	8,253.04
(ii) Trade Payables	21	11,897.03	11,021.55
(iii) Other Financial Liabilities	22	12,088.10	5,499.16
(b) Other Current Liabilities	23	11,804.94	6,883.32
(c) Provisions	24	331.79	88.54
<b>Total Current Liabilities</b>		<b>42,844.85</b>	<b>31,745.61</b>
<b>Total equity and liabilities</b>		<b>1,16,948.19</b>	<b>91,184.15</b>

The accompanying notes form an integral part of the consolidated financial statements.

As per our Report of even date  
**For AKB Jain & Co.,** Chartered Accountants  
 Firm Registration No. 003904C  
 Sd/-  
**Rahul Dewani**  
 Partner  
 Membership No. 435066  
 BHOPAL, Dated: 25.04.2024  
 UDIN : 24435066BKFOHC3250

**Som Distilleries and Breweries Limited**  
**For and on Behalf of the Board**

Sd/-  
**J.K. Arora**  
 (Chairman & Managing Director)  
 DIN - 00224633

Sd/-  
**Nakul K Sethi**  
 (Director)  
 DIN - 06512548

Sd/-  
**Rajesh Dubey**  
 (Chief Financial Officer)

Sd/-  
**Om Prakash**  
 (Company Secretary)

# STATEMENT OF CONSOLIDATED PROFIT & LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

PARTICULARS	NOTE	YEAR ENDED 31.03.2024	YEAR ENDED 31.03.2023
<b>Income</b>			
Revenue from operations	25	2,46,428.96	1,49,804.50
Other Income	26	571.71	133.19
<b>Total Income</b>		<b>2,47,000.67</b>	<b>1,49,937.69</b>
<b>Expenses:</b>			
Cost of materials consumed	27	84,809.91	50,325.62
Changes in inventories of finished goods, stock-in-trade and work-in-progress	28	(1,581.96)	(1,798.83)
Excise duties		1,18,361.66	69,136.82
Employees remuneration & benefits	29	3,776.47	2,676.55
Finance costs	30	1,188.79	1,596.77
Depreciation & amortisations	31	2,134.80	1,701.09
Other expenses	32	26,117.86	19,254.68
<b>Total expenses</b>		<b>2,34,807.53</b>	<b>1,42,892.70</b>
<b>Profit / (Loss) Before Tax</b>		<b>12,193.14</b>	<b>7,044.99</b>
<b>Tax Expenses</b>			
Current tax		1,881.00	659.34
Mat credit entitlement		(41.74)	(659.34)
Previous year taxes		32.93	-
Deferred tax		1,671.39	1,014.76
Total tax		3,543.58	1,014.76
<b>Profit/(Loss) for the year after tax</b>		<b>8,649.56</b>	<b>6,030.23</b>
<b>Other Comprehensive Income (OCI)</b>			
Items that will not be reclassified to profit or (loss)		4.38	14.42
Income tax on above		(1.14)	(3.75)
		3.24	10.67
<b>Total Comprehensive Income</b>		<b>8,652.80</b>	<b>6,040.90</b>
<b>Total Comprehensive income for the Period attributable to:</b>			
a) Owners of the Company		8,535.64	6,040.90
b) Non-controlling interest		117.16	-
<b>Earnings per equity share of face value of Rs.5/- each</b>	33		
(1) Basic		11.22	8.47
(2) Diluted		11.21	8.40

The accompanying notes form an integral part of the consolidated financial statements.

As per our Report of even date  
For AKB Jain & Co.,  
Chartered Accountants  
Firm Registration No. 003904C  
Sd/-  
**Rahul Dewani**  
Partner  
Membership No. 435066  
BHOPAL  
Dated: 25.04.2024  
UDIN : 24435066BKFOHC3250

Som Distilleries and Breweries Limited  
For and on Behalf of the Board

Sd/-  
**J.K. Arora**  
(Chairman & Managing Director)  
DIN - 00224633

Sd/-  
**Rajesh Dubey**  
(Chief Financial Officer)

Sd/-  
**Nakul K Sethi**  
(Director)  
DIN - 06512548

Sd/-  
**Om Prakash**  
(Company Secretary)

## CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

	PARTICULARS	YEAR ENDED 31 MARCH, 2024	YEAR ENDED 31 MARCH, 2023
A.	<b>Cash flow from operating activities:</b>		
	Net profit/ (loss) before tax	12,193.14	7,044.99
	<b>Adjustment for:</b>		
	Depreciation & amortisations	2,134.80	1,701.09
	Interest expense	1,188.79	1,596.77
	Profit on sale of fixed assets	(2.41)	-
	<b>Operating profit before working capital changes</b>	<b>15,514.32</b>	<b>10,342.85</b>
	<b>Movements in working capital:</b>		
	Decrease/(increase) in inventories	(4,703.81)	(5,075.74)
	Decrease/(increase) in trade receivables	(9,563.76)	(2,635.41)
	Decrease/(increase) in short term loans	-	143.90
	Decrease/(increase) in other current assets	(1,688.16)	(4,329.53)
	Decrease/(increase) in current tax assets (net)	(583.95)	(72.26)
	Increase/(decrease) in trade payables	875.49	4,088.51
	Increase/(decrease) in other current financial liabilities	6,593.87	(6,937.19)
	Increase/(decrease) in other current liabilities	4,926.00	5,884.14
	Increase/(decrease) in long term provisions	10.59	7.02
	Increase/(decrease) in short term provisions	243.25	11.17
	<b>Cash generated from operating activity before taxes</b>	<b>11,623.84</b>	<b>1,427.46</b>
Direct tax paid	(1,872.19)	-	
<b>Net cash flow from operating activities</b>	<b>9,751.65</b>	<b>1,427.46</b>	
B.	<b>Cash flow from investing activities:</b>		
	Purchase of property, plant and equipment	(10,611.56)	(9,941.13)
	Proceeds from sale of property, plant and equipment	4.75	-
	Decrease/(increase) in investment	-	(0.01)
	Decrease/(increase) in non current assets	(50.33)	(935.71)
	Decrease/(increase) in long term financial assets	(630.54)	33.52
	<b>Net cash flow from investing activities</b>	<b>(11,287.68)</b>	<b>(10,843.33)</b>

	PARTICULARS	YEAR ENDED 31 MARCH, 2024	YEAR ENDED 31 MARCH, 2023
C.	<b>Cash flow from financing activities:</b>		
	Borrowings (net)	(7,572.73)	4,487.65
	Increase/(decrease) in other long term liabilities	(2,750.90)	4,304.37
	Proceeds from right shares issue	4,894.33	-
	Proceeds from preferential equity issue	4,687.50	2,720.00
	Proceeds from preferential equity warrants issue	3,540.62	-
	Interest paid	(1,188.79)	(1,596.77)
	Dividend paid	(4.93)	(184.53)
	<b>Net cash flow from financing activities</b>	<b>1,605.10</b>	<b>9,730.72</b>
	Net increase/(decrease) in cash and cash equivalents	69.07	314.85
	Cash and cash equivalents at the beginning of the year	1,263.68	948.83
	Cash and cash equivalents at the end of the year	<b>1,332.75</b>	<b>1,263.68</b>
	Components of cash and cash equivalents		
	Cash in hand	307.98	223.60
	With Banks - in current account	88.65	180.64
	With Banks - in deposit account	880.91	799.30
	Other bank balances	55.21	60.14
	Total Cash and cash equivalents	<b>1,332.75</b>	<b>1,263.68</b>

The accompanying notes form an integral part of the consolidated financial statements.

As per our Report of even date  
**For AKB Jain & Co.,** Chartered Accountants  
Firm Registration No. 003904C  
Sd/-  
**Rahul Dewani** (Partner)  
Membership No. 435066  
BHOPAL, Dated: 25.04.2024  
UDIN : 24435066BKFOHC3250

**Som Distilleries and Breweries Limited**  
**For and on Behalf of the Board**

Sd/-  
**J.K. Arora**  
(Chairman & Managing Director)  
DIN - 00224633

Sd/-  
**Nakul K Sethi**  
(Director)  
DIN - 06512548

Sd/-  
**Rajesh Dubey**  
(Chief Financial Officer)

Sd/-  
**Om Prakash**  
(Company Secretary)

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31<sup>ST</sup> MARCH 2024

**A. EQUITY SHARE CAPITAL**

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at begning of the year	3,688.23	3,499.34
Changes in equity share capital	211.54	188.89
Balance at end of the year	3,899.77	3,688.23

**B. OTHER EQUITY**

(Rs. in Lakhs)

Particulars	Share application money pending allotment (non-refundable)	Reserves and Surplus			Other comprehensive income  Actuarial gain / (loss) on employee ben efit plans through OCI	Total
		Capital Reserve	Securities Premium	Retained Earnings		
<b>Balance as at April 1, 2022</b>		39.30	15,723.70	9,679.58	15.35	25,457.93
Premium on issue of equity shares		-	2,531.11	-	-	2,531.11
Profit / (loss) during the year		-	-	6,030.23	-	6,030.23
Re-measurment of defined benefit plant		-	-	-	10.67	10.67
<b>Dividends</b>		-	-	(181.23)	-	(181.23)
<b>Balance as at March 31, 2023</b>	-	39.30	18,254.81	15,528.58	26.02	33,848.71
<b>Balance as at April 1, 2023</b>	-	39.30	18,254.81	15,528.58	26.02	33,848.71
Share application money	3,207.29	-	-	-	-	3,207.29
Premium on issue of equity shares		-	6,703.63	-	-	6,703.63
Profit / (loss) during the year		-	-	8,532.40	-	8,532.40
Re-measurment of defined benefit plant		-	-	-	3.24	3.24
Dividends		-	-	-	-	-
<b>Balance as at March 31, 2024</b>	3,207.29	39.30	24,958.44	24,060.98	29.26	52,295.27

As per our Report of even date  
For AKB Jain & Co.,  
Chartered Accountants  
Firm Registration No. 003904C  
Sd/-  
**Rahul Dewani**  
Partner  
Membership No. 435066  
BHOPAL  
Dated: 25.04.2024  
UDIN: 24435066BKFOHC3250

Som Distilleries and Breweries Limited  
For and on Behalf of the Board

Sd/-  
**J.K. Arora**  
(Chairman & Managing Director)  
DIN - 00224633

Sd/-  
**Rajesh Dubey**  
(Chief Financial Officer)

Sd/-  
**Nakul K Sethi**  
(Director)  
DIN - 06512548

Sd/-  
**Om Prakash**  
(Company Secretary)



# NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

### 1. GROUP INFORMATION

SOM Distilleries & Breweries Limited (the 'Company') is a public company domiciled in India and incorporated under the provisions of Companies Act, 1956. Its shares are listed on the National Stock Exchange and Bombay Stock Exchange. The Company is engaged in the manufacture and sale of Beer and Indian Made Foreign Liquor (IMFL). The Company is a market leader in Beer in the State of Madhya Pradesh. The Company caters to both domestic and international markets.

The Company and its subsidiaries (Referred to as 'Group' herein under) have been considered in these consolidated financial statements. Companies considered in the consolidated financial statements are as follows:

Sr. No	Name of the company	Holding as on March 31, 2024
i)	Woodpecker Distilleries & Breweries Private Limited	78.87%
ii)	Som Distilleries and Breweries Odisha Private Limited	100.00%

The Group is engaged in the manufacture and sale of Beer and Indian Made Foreign Liquor (IMFL).

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### 2.01 Basis for preparation

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, and the provisions of the Companies Act, 2013 ('Act') to the extent notified. The Ind AS are prescribed under section 133 of the Act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereof.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 49 days for the purpose of current/ non-current classification of assets and liabilities.

#### 2.02 Key accounting estimates and judgments

The preparation of standalone financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgements based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognized prospectively.

#### 2.03 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group

expects to be entitled in exchange for those goods or services.

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable net off returns, discounts and breakages, and taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 115 issued by the Institute of Chartered Accountants of India ("ICAI"), the recovery of excise duty flows to the Company on its own account and hence is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Group on its own account, revenue includes excise duty. However, sales tax/ value added tax (VAT), goods and services tax are not received by the Group on its own account and are taxes collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.

#### 2.04 Expenditure

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

#### 2.05 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management.

The Group depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Asset class	Useful Life (in years)
<b>Building and civil work</b>	
Roads	10
Labour Quarters	15
Factory Buildings	30
<b>Computer Hardware</b>	3
<b>Electrical Installation</b>	25
<b>Furniture and Fixtures</b>	10
<b>Office Equipment</b>	5
<b>Plant &amp; Machinery</b>	25
<b>Tubwell</b>	5
<b>Vehicles</b>	8

The residual values, useful lives and methods of depreciation and amortization of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted

prospectively, if appropriate.

## 2.06 Cash and cash equivalents

Cash and cash equivalent in the balance sheet and cash flow statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## 2.07 Impairment

### i) Financial Assets (other than at fair value)

The Group assesses at each date of balance sheet whether a financial asset or a company of financial assets is impaired. IND AS 109 required expected credit losses to be measured through a loss allowance. The Group recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute of financial transaction. For all other financial asset, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

### ii) Non-financial assets

#### Tangible and Intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flow that are largely independent of those from other assets. In such, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount of the asset (or CGU) is reduced to its recoverable amount. An important loss is recognized in the statement of profit and loss.

## 2.08 Inventories

Inventories are stated at lower of cost and net realizable value. Costs are arrived at as follows:

- (i) Raw materials, consumables, packing material, stores and spares on weighted average basis.
- (ii) Stock in process and finished goods taking into account the annual average cost of materials consumed, direct production expenses, interest, depreciation and related Government duties.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## 2.09 Foreign Currency Transactions

The functional currency of the Group is the Indian rupee (INR). These financial statements are presented in INR.

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised as income or expenses in the period in which they arise.

## 2.10 Retirement and other employee benefits

### Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services. These benefits include performance incentives and compensated absences.

### Post-Employment Benefits

#### Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund. The Group has no obligation other than the contribution payable to the Provident Fund.

The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

#### Defined Benefit Plans

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss - Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income.

Remeasurements, comprising actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

## 2.11 Taxes on Income

### Current income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is also recognised outside profit or loss (either in OCI or in equity in correlation to the underlying transaction). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

### Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of business losses and unabsorbed depreciation. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of business losses and unabsorbed depreciation can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## 2.12 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement, if any.

## 2.13 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the standalone financial statements.

## 2.14 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. These exchange differences are presented in finance cost to the extent which the exchange loss does not exceed the difference between the cost of borrowing in functional currency when compared to the cost of borrowing in a foreign currency.

## 2.15 Earnings per equity share ('EPS')

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

## 2.16 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

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

### Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of financial asset gave rise on specified dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

### Financial asset at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on principal amount outstanding and selling financial assets.

### Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss immediately recognized in statement of profit and loss.

### Financial liabilities

Financial liabilities which carry a floating rate of interest are measured at amortised cost using the effective interest method.

### Equity Instruments

An equity instrument is a contract that evidences residual interest in the asset of the company after deducting all its liabilities. Equity instrument by the company are recognised at the proceeds received net of direct issue cost.

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### YEAR ENDED 31<sup>ST</sup> MARCH 2024

#### 3. Property, Plant and Equipment

(Rs. in Lakhs)

	Land freehold	Buildings & civil works	Plant & machinery	Furniture & fixtures	Office equipment	Vehicles	Total	Capital Work in Progress	Grand Total
<b>Gross Block</b>									
Balance as at April 1, 2022	2,146.68	10,351.98	36,286.15	95.44	243.25	1,046.05	50,169.55	-	50,169.55
Additions	124.87	6.75	79.12	-	13.90	-	224.64	9,716.51	9,941.15
Disposals & Adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	2,271.55	10,358.73	36,365.27	95.44	257.15	1,046.05	50,394.19	9,716.51	60,110.70
Additions	86.48	2,469.21	10,841.92	33.13	28.47	27.35	13,486.56	10,353.35	23,839.91
Disposals & Adjustments	-	-	-	-	-	13.81	13.81	13,233.62	13,247.43
<b>Balance as at March 31, 2024</b>	<b>2,358.03</b>	<b>12,827.94</b>	<b>47,207.19</b>	<b>128.57</b>	<b>285.62</b>	<b>1,059.59</b>	<b>63,866.94</b>	<b>6,836.24</b>	<b>70,703.18</b>
<b>Accumulated Depreciation</b>									
Balance as at April 1, 2022	-	1,797.11	6,878.70	48.92	194.27	727.77	9,646.77	-	9,646.77
Additions	-	312.32	1,249.80	7.14	26.87	81.61	1,677.74	-	1,677.74
Disposals & Adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	2,109.43	8,128.50	56.06	221.14	809.38	11,324.51	-	11,324.51
Additions	-	375.38	1,619.20	7.38	23.13	81.41	2,106.50	-	2,106.50
Disposals & Adjustments	-	-	-	-	-	11.47	11.47	-	11.47
<b>Balance as at March 31, 2024</b>	<b>-</b>	<b>2,484.81</b>	<b>9,747.70</b>	<b>63.44</b>	<b>244.27</b>	<b>879.32</b>	<b>13,419.54</b>	<b>-</b>	<b>13,419.54</b>
<b>Net Block</b>									
Balance as at March 31, 2023	2,271.55	8,249.30	28,236.77	39.38	36.01	236.67	39,069.68	9,716.51	48,786.19
<b>Balance as at March 31, 2024</b>	<b>2,358.03</b>	<b>10,343.13</b>	<b>37,459.49</b>	<b>65.13</b>	<b>41.35</b>	<b>180.27</b>	<b>50,447.40</b>	<b>6,836.24</b>	<b>57,283.64</b>

#### 3.1 Ageing of Capital work in progress

Balance as at March 31, 2024

(Rs. in Lakhs)

Particulars	< 1 year	1 - 2 year	2 - 3 year	> 3 year	Total
Cane line palnt and machinery	6,836.24	-	-	-	6,836.24

Balance as at March 31, 2023

(Rs. in Lakhs)

Particulars	< 1 year	1 - 2 year	2 - 3 year	> 3 year	Total
Cane line palnt and machinery	9,716.51	-	-	-	9,716.51

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

4. Intangible Assets

(Rs. in Lakhs)

	ERP-Computer softwares	Intangible assets under development	Total
<b>Gross Block</b>			
Balance as at April 1, 2022	147.31	-	147.31
Additions	-	-	-
Disposals & Adjustments	-	-	-
Balance as at March 31, 2023	147.31	-	147.31
Additions	5.24	-	5.24
Disposals & Adjustments	-	-	-
<b>Balance as at March 31, 2024</b>	<b>152.55</b>	<b>-</b>	<b>152.55</b>
<b>Accumulated Amortisation</b>			
Balance as at April 1, 2022	85.44	-	85.44
Additions	23.36	-	23.36
Disposals & Adjustments	-	-	-
Balance as at March 31, 2023	108.80	-	108.80
Additions	28.28	-	28.28
Disposals & Adjustments	-	-	-
<b>Balance as at March 31, 2024</b>	<b>137.08</b>	<b>-</b>	<b>137.08</b>
<b>Net Block</b>			
Balance as at March 31, 2023	38.51	-	38.51
<b>Balance as at March 31, 2024</b>	<b>15.47</b>	<b>-</b>	<b>15.47</b>

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

	Particulars	As At 31.03.2024	As At 31.03.2023
5.	<b>Investment - Non Current</b>		
	Investment in Mutual Fund	0.01	0.01
	<b>Total</b>	<b>0.01</b>	<b>0.01</b>
6	<b>Other Financial Assests</b>		
	<b>Non Current</b>		
	Security deposits considered good - unsecured	2,138.16	1,507.62
	<b>Total</b>	<b>2,138.16</b>	<b>1,507.62</b>
7.	<b>Other Non-Current Financial Assets</b>		
	Capital Advances	1,955.58	1,905.25
	<b>Total</b>	<b>1,955.58</b>	<b>1,905.25</b>
8.	<b>Inventories</b>		
	Raw materials	1,526.47	2,135.88
	Stores, Consumables & packing materials	9,302.07	5,570.81
	Stock in process	1,725.37	1,505.57
	Finished goods	5,677.48	4,315.32
	<b>Total</b>	<b>18,231.39</b>	<b>13,527.58</b>
9.	<b>Trade Receivables</b>		
	Trade receivables considered good - unsecured	23,778.57	14,214.80
	<b>Total</b>	<b>23,778.57</b>	<b>14,214.80</b>

Trade receivables ageing schedule for the year ended as on March 31, 2024

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed trade Receivables - considered good	22,800.88	629.99	240.69	107.01	-	23,778.57

Trade receivables ageing schedule for the year ended as on March 31, 2023

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed trade Receivables - considered good	13,630.34	376.61	143.88	63.97	-	14,214.80

	Particulars	As At 31.03.2024	As At 31.03.2023
10.	<b>Cash and Cash Equivalent</b>		
	Cash in hand	307.98	223.60
	Balance With Scheduled Banks		
	Current Accounts	88.65	180.64
	Deposit Accounts	880.91	799.30
	<b>Total</b>	<b>1,277.54</b>	<b>1,203.54</b>

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

	Particulars	As At 31.03.2024	As At 31.03.2023
<b>11.</b>	<b>Other Bank Balances</b>		
	Unpaid Dividend Accounts	55.21	60.14
	<b>Total</b>	<b>55.21</b>	<b>60.14</b>
<b>12.</b>	<b>Current Tax Assets</b>		
	Balance with revenue authority	837.83	253.88
	<b>Total</b>	<b>837.83</b>	<b>253.88</b>
<b>13.</b>	<b>Other Current Assets</b>		
	Staff Advances	134.92	164.30
	Prepaid Expenses	2,240.46	2,600.98
	Advances to suppliers	7,823.93	5,892.09
	Advances to Related Parties	0.40	-
	MAT Credit Entitlement	707.84	707.84
	Other Assets	467.24	321.42
	<b>Total</b>	<b>11,374.79</b>	<b>9,686.63</b>
<b>14.</b>	<b>Equity Share Capital</b>		
	Authorized		
	10,00,00,000 Equity Shares of Rs. 5/- each	5,000.00	4,000.00
	[Previous year-8,00,00,000 Equity Shares of Rs. 5/- each]		
	Issued, Subscribed and Fully Paid		
	7,79,95,373 Equity Shares of Rs.5/- each		
	[Previous year 7,37,64,573 Equity Shares of Rs.5/- each]	3,899.77	3,688.23

**Par Value Per Share:**

The Company has only one class of equity shares having par value of Rs. 5/- each.

**Reconciliation of No. of Shares:**

Particulars	No. of shares as on 31.03.2024	No. of shares as on 31.03.2023
Equity share at the beginning of the year	7,37,64,573	6,99,86,796
Add : Issued during the year*	42,30,800	37,77,777
Less: Buyback during the year	-	-
<b>Equity share at the end of the year</b>	<b>7,79,95,373</b>	<b>7,37,64,573</b>

**\*Note-**

For Period ending on 31.03.2024- "The company has allotted equity shares pursuant to Right Issue, Preferential Issue and Conversion of Warrants on 18.05.2023, 25.08.2023 and 1.02.2024 respectively."

For Period ending on 31.03.2023- "The company has allotted equity share pursuant to conversion of warrants on 18.11.2022 and 09.12.2022."

**Terms/Rights attached to the shares**

The Company has only one class of Equity Shares having par value of Rs.5/- per share. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the company after the distribution of all preferential amounts, in proportion to their shareholding.

#### Details of Shareholders holding more than 5% Shares in the Company.

Name of Shareholders	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	%	No. of Shares	%
Sh. Jagdish Kumar Arora	1,58,98,157	20.38%	1,36,12,809	18.45%
Som Distilleries Private Limited	72,36,059	9.28%	68,35,559	9.27%

Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment : NIL

Aggregate number of Bonus Shares issued, Shares issued for consideration other than cash and shares bought back during the period from five years immediately preceding the reporting date - NIL

#### Terms of conversion of any securities into equity/preference shares :

The company has neither Convertible preference shares nor debentures as on date of financial statement.

#### Calls unpaid:

As on date there are no unpaid calls are pending for payment. All the issued Equity Shares are fully paid.

#### Forfeited shares:

No equity shares of the Company have been forfeited.

#### Shareholding of Promoters

Changes in promoters holding during the year ended at March 31, 2024

Promoter name	As at March 31, 2024		As at March 31, 2023		% of Changes
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Jagdish Kumar Arora	1,58,98,157	20.38%	1,36,12,809	18.45%	16.79%
Som Distilleries Private Limited	72,36,059	9.28%	68,35,559	9.27%	5.86%
Ajay Kumar Arora	14,33,919	1.84%	14,80,370	2.01%	-3.14%
Aalok Deep Finance Private Limited	11,55,700	1.48%	11,02,200	1.49%	4.85%
Deepak Arora	11,69,010	1.50%	7,94,010	1.08%	47.23%
Sunita Arora	3,22,046	0.41%	3,07,046	0.42%	4.89%
Natasha Arora	2,89,486	0.37%	2,89,486	0.39%	0.00%
Surjeet Lal	-	0.00%	1,532	0.00%	-100.00%
Sweena Arora	92	0.00%	88	0.00%	4.55%
<b>Total</b>	<b>2,75,04,469</b>	<b>35.26%</b>	<b>2,44,23,100</b>	<b>33.11%</b>	<b>12.62%</b>

	Particulars	As At 31.03.2024	As At 31.03.2022
15.	<b>Other Equity</b>		
	Share application money pending allotment (non-refundable)	3,207.29	-
	Capital reserve	39.30	39.30
	Securities premium	24,958.44	18,254.81
	<b>Actuarial gain / (loss) on employee benefit plans through OCI:</b>		
	Balance at the beginning of the year	26.02	15.35
	Other comprehensive income for the year	3.24	10.67
	Balance at the end of the year	<b>29.26</b>	<b>26.02</b>
	<b>Retained earnings:</b>		
	Balance at the beginning of the year	15,528.58	9,679.58
	Add: Profit/(loss) for the year after tax	8,532.40	6,030.23
	Less: Final dividend paid	-	(181.23)
	Less: Dividend distribution tax	-	-
	Balance at the end of the year	24,060.98	15,528.58
	<b>Total</b>	<b>52,295.27</b>	<b>33,848.71</b>

#### Nature and description of reserve:

- Capital reserve: Amount forfeited against share warrants is recognised in Capital reserve
- Securities premium: The amount received in excess of face value of the equity shares is recognised in Securities premium.
- Retained earnings: Remaining portion of profits earned or accumulated losses by the Company till date after appropriations.



## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

	Particulars	Non-current maturities		Current Maturities	
		As At 31.03.2024	As At 31.03.2023	As At 31.03.2024	As At 31.03.2023
16.	<b>Non-current borrowings</b>				
	<b>Secured loans</b>				
	Term loans from banks	2,717.27	5,049.90	2,385.94	2,236.73
	<b>Unsecured loans</b>				
	From related parties	3,850.99	4,473.18	-	-
	From others	3,355.51	6,443.37	-	-
	<b>Total</b>	<b>9,923.77</b>	<b>15,966.45</b>	<b>2,385.94</b>	<b>2,236.73</b>

**Notes:**

- Term loans from banks are secured by way of pari passu charged on factory land & building and plant & machinery.
- Interest on vehicle loans varies from 8.95% to 10.75% per annum. Tenor of these loans ranges from 3 to 5 years. Respective vehicles have been hypothecated to the lending institutions to secure their loans. Repayment of these loans is regular as per the fixed equated monthly installments.

		As At 31.03.2024	As At 31.03.2023
17.	<b>Other Financial Liabilities</b>		
	<b>Non Current</b>		
	Security Deposits and Retention considered as good - unsecured	2,027.39	4,778.29
	<b>Total</b>	<b>2,027.39</b>	<b>4,778.29</b>
18.	<b>Deferred tax liabilities (net)</b>		
	Deferred tax liabilities:		
	Difference between depreciation as per books of account and the Income Tax Act 1961.	4,990.19	4,089.32
	Others		
		4,990.19	4,089.32
	<b>Deferred tax assets:</b>		
	Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	724.33	433.77
	Unabsorbed depreciation & carried forward losses	1,467.92	2,530.14
		2,192.25	2,963.91
	<b>Total</b>	<b>2,797.94</b>	<b>1,125.41</b>

**Notes:**

- Deferred tax assets are recognized to the extent that it is probable that sufficient taxable profit will be available against which the carried forward losses and unabsorbed depreciation can be utilized.
- Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities.
- Deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
18.1	<b>Tax expense recognised in the Statement of Profit and Loss and OCI</b>		
	Current tax (net of MAT credit entitlement)	1,839.26	-
	<b>Deferred tax:</b>		
	Origination and reversal of temporary difference through profit and loss	1,671.39	1,014.76
	Origination and reversal of temporary difference through other comprehensive income	1.14	3.75
	<b>Total deferred tax expenses / (credit)</b>	1,672.53	1,018.51
	Tax relating to earlier year	32.93	-
	<b>Total tax expenses / (credit)</b>	3,544.72	1,018.51
19.	<b>Provisions</b>		
	- Non current		
	<b>Employee Benefits</b>		
	Gratuity	42.04	31.45
	<b>Total</b>	42.04	31.45
20.	<b>Current borrowings</b>		
	<b>Secured</b>		
	Cash Credit from Bank	4,337.05	6,016.31
	(Secured by way of hypothecation of entire current assets of the company)		
	Current maturities of long-term borrowing	2,385.94	2,236.73
	<b>Total</b>	6,722.99	8,253.04
21.	<b>Trade Payables</b>		
	MSME	889.52	619.77
	Other than MSME	11,007.51	10,401.78
	<b>Total</b>	11,897.03	11,021.55

#### Trade payables ageing schedule As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 years	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	889.52	-	-	-	-	889.52
(ii) Others	8,916.35	832.67	767.10	245.95	245.44	11,007.51

#### Trade payables ageing schedule As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 years	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	619.77	-	-	-	-	619.77
(ii) Others	8,464.50	771.40	710.65	227.85	227.38	10,401.78

	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
22.	<b>Other financial liabilities</b>		
	- Current		
	Unpaid dividend	55.21	60.13
	Bank overdraft	3,079.07	644.31
	Expenses & other payables	8,953.82	4,794.72
	<b>Total</b>	<b>12,088.10</b>	<b>5,499.16</b>
23.	<b>Other current liabilities</b>		
	Advances from customers	-	856.61
	Statutory dues payable	11,804.94	6,026.71
	<b>Total</b>	<b>11,804.94</b>	<b>6,883.32</b>
24.	<b>Provisions</b>		
	- Current		
	<b>Employee Benefits</b>		
	Gratuity	27.01	11.13
	Other Employee Benefits	304.78	77.41
	<b>Total</b>	<b>331.79</b>	<b>88.54</b>
25.	<b>Revenue from operations</b>		
	Sale of Products (including Excise duty)	2,43,755.60	1,48,899.66
	Other Operational revenues	2,673.36	904.84
	<b>Total</b>	<b>2,46,428.96</b>	<b>1,49,804.50</b>
26.	<b>Other income</b>		
	Interest	365.24	39.40
	Rent Received	2.28	2.07
	Profit on Sale of Fixed Assets	2.41	-
	Other Revenues	201.78	91.72
	<b>Total</b>	<b>571.71</b>	<b>133.19</b>
27.	<b>Cost of Materials consumed</b>		
	Opening Stocks	7,706.69	4,429.78
	Add: Purchases	87,931.76	53,602.53
	Less: Closing Stocks	(10,828.54)	(7,706.69)
	<b>Total</b>	<b>84,809.91</b>	<b>50,325.62</b>
28.	<b>Changes in inventories of finished goods, stock-in-trade and work-in-progress</b>		
	<b>Opening stock:</b>		
	Stock in process	1,505.57	1,446.20
	Finished goods	4,315.32	2,575.86
		5,820.89	4,022.06
	<b>Closing stock:</b>		
	Stock in process	1,725.37	1,505.57
	Finished goods	5,677.48	4,315.32
	<b>Total</b>	<b>7,402.85</b>	<b>5,820.89</b>
	<b>Increase / (Decrease) in inventories</b>	<b>(1,581.96)</b>	<b>(1,798.83)</b>
29.	<b>Employee remuneration &amp; benefits</b>		
	Salaries, allowances & bonus	3,515.57	2,489.41
	Employer's contribution to Provident & Gratuity Fund	131.17	114.41
	Staff welfare expenses	129.73	72.73
	<b>Total</b>	<b>3,776.47</b>	<b>2,676.55</b>

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
29.1	<b>Defined benefit plan</b>		
	The required disclosures of employees benefits as per Ind AS – 19 are given hereunder:-		
(i)	<b>In respect of Short Term Employee Benefits:</b>		
	The Company has at present only the scheme of cumulative benefit of leave encashment payable at the end of each calendar year and the same have been provided for on accrual basis.		
(ii)	<b>In respect of Defined Benefit Scheme (Based on Actuarial Valuation) of Gratuity:</b>		
	<b>Table Showing Changes in Present Value of Obligations:</b>		
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Present value of the obligation at the beginning of the period	111.98	100.13
	Interest cost	8.40	7.26
	Current service cost	28.31	21.45
	Past Service Cost	-	-
	Benefits paid (if any)	(0.67)	(2.39)
	Actuarial (gain)/loss	(5.13)	(14.47)
	Present value of the obligation at the end of the period	142.89	111.98
	<b>Key results:</b>		
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Present value of the obligation at the end of the period	142.89	111.98
	Fair value of plan assets at end of period	73.81	69.38
	Net liability/(asset) recognized in Balance Sheet and related analysis	69.08	42.60
	Funded Status - Surplus/ (Deficit)	(69.08)	(42.60)
	<b>Expense recognized in the statement of Profit and Loss:</b>		
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Interest cost	8.40	7.26
	Current service cost	28.31	21.45
	Past Service Cost	-	-
	Expected return on plan asset	(5.03)	(4.94)
	Expenses to be recognized in P&L	31.68	23.77
	<b>Other comprehensive (income)/expenses (Re-measurement)</b>		
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Cumulative unrecognized actuarial (gain)/loss opening. B/F	(23.71)	(9.29)
	Actuarial (gain)/loss - obligation	(5.13)	(14.47)
	Actuarial (gain)/loss - plan assets	0.76	0.05
	Total Actuarial (gain)/loss	(4.37)	(14.42)
	Cumulative total actuarial (gain)/loss C/F	(28.08)	(23.71)

<b>Table showing changes in the Fair Value of Planned Assets</b>			
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Fair value of plan assets at the beginning of the period	69.38	65.90
	Expected return on plan assets	5.03	4.94
	Contributions	0.83	0.98
	Benefits paid	(0.67)	(2.39)
	Actuarial gain/(loss) on plan assets	(0.76)	(0.05)
	Fair value of plan assets at the end of the period	73.81	69.38
<b>Table showing Fair Value of Planned Assets</b>			
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Fair value of plan assets at the beginning of the period	69.38	65.90
	Actual return on plan assets	4.27	4.89
	Contributions	0.83	0.98
	Benefits paid	(0.67)	(2.39)
	Fair value of plan assets at the end of the period	73.81	69.38
<b>Actuarial Gain/(Loss) on Planned Assets</b>			
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Actual return on plan assets	4.27	4.89
	Expected return on plan assets	5.03	4.94
	Actuarial gain/(loss)	(0.76)	(0.05)
<b>The assumptions employed for the calculations are tabulated</b>			
	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	Discount rate	7.50 % per annum	7.25 % per annum
	Salary Growth Rate	5.00 % per annum	5.00 % per annum
	Mortality	IALM 2012-14	IALM 2012-14
	Withdrawal rate (Per Annum)	5.00% p.a	5.00% p.a

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant facts.

#### **Funding arrangements and funding policy**

The company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the company. Any deficit in the assets arising as results of such valuation is funded by the company.

#### **Expected contribution during the next annual reporting period**

	<b>Particulars</b>	<b>Year ended March 31, 2024</b>	<b>Year ended March 31, 2023</b>
	The Company's best estimate of Contribution during the next year	38.61	31.28

#### **Sensitivity Analysis:**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

<b>Particulars</b>	<b>As on March 31, 2024</b>
Defined Benefit Obligation (Base)	97,22,802 @ Salary Increase Rate : 5%, and discount rate :7.5%
Liability with x% increase in Discount Rate	91,64,647; x=1.00% [Change (6)% ]
Liability with x% decrease in Discount Rate	1,03,49,941; x=1.00% [Change 6% ]
Liability with x% increase in Salary Growth Rate	1,03,57,685; x=1.00% [Change 6% ]
Liability with x% decrease in Salary Growth Rate	91,47,930; x=1.00% [Change (6)% ]
Liability with x% increase in Withdrawal Rate	97,70,464; x=1.00% [Change 1% ]
Liability with x% decrease in Withdrawal Rate	96,67,248; x=1.00% [Change (1)% ]

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

(Rs. in Lakhs)

	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
30.	<b>Finance Costs</b>		
	Interest to Bank & FIs	985.78	1,414.39
	Interest to Others	3.86	36.02
	Bank Charges	199.15	146.36
	<b>Total</b>	<b>1,188.79</b>	<b>1,596.77</b>
31.	<b>Depreciation &amp; amortisations</b>		
	Depreciation on property, plant and equipment	2,106.51	1,677.74
	Amortisation on intangible assets	28.29	23.35
	<b>Total</b>	<b>2,134.80</b>	<b>1,701.09</b>
32.	<b>Other Expenses</b>		
	Power and fuel	2,107.53	3,399.10
	Rent	56.89	92.44
	Repairs		
	Buildings	-	1.35
	Machinery	2,274.60	996.90
	Others	383.62	139.28
	Insurance	178.52	70.46
	Rates and taxes (Other than on income)	4,007.08	2,603.72
	Other Manufacturing Exp	2,053.49	1,603.26
	Auditors Remuneration		
	(a) Audit fees	8.41	4.35
	Donations	151.85	135.98
	Corporate Social Responsibility	23.10	-
	Travelling & Conveyance	712.52	478.50
	Legal & Professional	397.61	294.53
	Sales promotion	5,283.20	3,707.12
	Advertisement & Publicity	121.26	111.30
	Freight outward	6,252.82	4,718.26
	Other selling expenses	954.20	649.86
	General expenses	1,054.92	135.26
	Postage, Telegrams & Telephones	29.40	31.34
	Vehicle Running & Maintenance	66.84	81.67
	<b>Total other expenses</b>	<b>26,117.86</b>	<b>19,254.68</b>
33.	<b>Basic and diluted shares used In computing earning per Share:</b>		
(a)	Basic Earning per share		
	Total Comprehensive Income for the year	8,652.80	6,040.90
	Weighted average number of equity shares outstanding	7,71,37,564	7,12,89,840
		11.22	8.47
(b)	Diluted Earning per Share		
	Total Comprehensive Income for the year	8,652.80	6,040.90
	Weighted average number of equity shares outstanding	7,71,71,247	7,19,34,724
		11.21	8.40

<b>34.</b>	<b>Contingent Liabilities</b>		
i)	Claims against the Company not acknowledged as debts/ disputed *		
	• Commercial Tax Department	166.43	60.71
	• Income Tax Department	2,279.77	2,279.77
ii)	Guarantees given by Bankers on behalf of the Company not provided for	2,193.29	1,738.89
iii)	Corporate guarantee given to banks on behalf of others	2,136.00	2,136.00

\* The Group has reviewed its pending litigations and expects that the outcome of the proceedings will not have any material effect on its financial positions.

### 35. Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instruments are disclosed.

#### A. Financial assets and liabilities

The break-up of financial assets and liabilities carried at amortized cost are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial Assets:</b>		
Cash and cash equivalents	1,332.75	1,263.68
Other bank balances	55.21	60.14
Trade receivables	23,778.57	14,214.80
Loans	-	-
Investments	0.01	0.01
Other Financial Assets	2,138.16	1,507.62
<b>Total</b>	<b>27,304.70</b>	<b>17,046.25</b>
<b>Financial Liabilities:</b>		
Trade and other payables	11,897.03	11,021.55
Borrowings	16,646.76	24,219.49
Other Financial Liabilities	14,115.49	10,277.45
<b>Total</b>	<b>42,659.28</b>	<b>45,518.49</b>

#### B. Financial risk management objectives and policies

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management ensures that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The senior management reviews and agrees policies for managing each of these risks, which are summarized below.

##### i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include deposits, investments and borrowings.

###### (a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rate relates primarily to the Group's borrowings with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on borrowings affected, with all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	As at March 31, 2024	As at March 31, 2023
Impact on profit before tax		
Increase 0.25%	(23.60)	(33.26)
Decrease 0.25%	23.60	33.26

(b) Commodity price risk

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase and manufacture of Beer and therefore require a continuous supply of Barley. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. The following table shows the effect of price changes in Barley: *(Rs. in Lakhs)*

Particulars	As at March 31, 2024	As at March 31, 2023
Impact on profit before tax		
Increase 1%	(12.91)	(9.18)
Decrease 1%	12.91	9.18

ii) Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and credit worthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the company result in material concentration of audit risk.

iii) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings. The table below summarises the maturity profile of the Group's financial liabilities: *(Rs. in Lakhs)*

As At March 31, 2024	Maturities			Total Carrying Value
	Upto 1 year	1-2 year	> 2 year	
Financial Liabilities:				
Non Current Borrowings	6,722.99	2,348.72	7,575.05	16,646.76
Trade and other payables	11,897.03	-	-	11,897.03
Other Financial Liabilities	12,088.10	-	2,027.39	14,115.49
Total	30,708.12	2,348.72	9,602.44	42,659.28

*(Rs. in Lakhs)*

As At March 31, 2023	Maturities			Total Carrying Value
	Upto 1 year	1-2 year	> 2 year	
Financial Liabilities:				
Non Current Borrowings	8,253.04	2,319.60	13,646.85	24,219.49
Trade and other payables	11,021.55	-	-	11,021.55
Other Financial Liabilities	5,499.16	-	4,778.29	10,277.45
Total	24,773.75	2,319.60	18,425.14	45,518.49

36. The Group has borrowing from banks on the basis of security of current assets, and the statements of current assets filed by the Company with the banks are in agreement with books of accounts.
37. As per the information available with the Group, the companies has no outstanding balances in respect of payables, receivables, investments, share held by the company or any other outstanding balances with struck off companies.
38. The Group is engaged in the business of manufacture and sale of Alcoholic beverages (Beer and IMFL) which constitutes a single business segment. The company's exports outside India did not exceed the threshold limits for disclosure as envisaged in IndAS 108 on "Operating Segments" issued by the Institute of Chartered Accountants of India. In view of the above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in IndAS - 108 are not applicable to the Group.
39. Corporate Social Responsibility (CSR)

*(Rs. in Lakhs)*

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
a) Amount required to be spent by the company during the year	22.35	-
b) Amount of expenditure incurred	23.10	-
c) Shortfall at the end of the year	Nil	Nil
d) Total of previous years shortfall	Nil	Nil
e) Reason for shortfall	NA	NA
f) Nature of CSR activities for the purpose of :	CSR through Trust	NA
g) Details of related party transactions	Nil	Nil



40. Disclosure Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186 of the Companies act, 2013

Sr. No.	Name of the Company	Nature & purpose	As at March 31, 2024	As at March 31, 2023
(i)	Aryavrat Projects and Developers Private Limited	Corporate guarantee given for business purposes	2,136.00	2,136.00

- 41) The disclosures in respect of Related Parties as required under Ind AS 24 'Related Party Disclosures' is stated herein below.

A). Details of related parties:

	Name of related parties	Description of relationship
a.	Directors, Key management personnel and their relatives	
i)	Jagdish Kumar Arora	Chairman & Managing Director
ii)	Nakul Kam Sethi	Whole time Director
iii)	Deepak Arora	Managing Director
iv)	Alok Arora	Director (upto 27.02.2024)
v)	Rajat Batra	Director
vi)	Navin Duseja	Director
vii)	Deena Nath Singh	Independent Director (upto 22.12.2023)
viii)	Nishi Arora	Independent Director
ix)	Satpal Kumar Arora	Independent Director
x)	Uma Kant Samal	Independent Director
xi)	Dinesh Kumar Batra	Independent Director (from 17.01.2024)
xii)	Rajesh Kumar Dubey	Chief Finance Officer
xiii)	Om Prakash Singh	Company Secretary
b.	Enterprises over which key management personnel are able to exercise significant influence	
i)	Som Distilleries Private Limited	
ii)	Aryavrat Projects and Developers Private Limited	
iii)	Legend Distilleries Private Limited	
iv)	Woodpecker Distilleries & Breweries (Uttar Pradesh) Private Limited	
v)	Woodpecker Distilleries & Breweries (Telangana) Private Limited	
vi)	Woodpecker Distilleries & Breweries (Rajasthan) Private Limited	
vii)	Woodpecker Distilleries & Breweries (Assam) Private Limited	

B). Transactions with related parties:

(Rs. in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
<b>Som Distilleries Private Limited</b>		
Purchases	2,656.18	1,823.44
Sales	92.37	203.90
Loan taken during the year	710.99	3,918.71
Loan re-paid during the year	1,333.18	1,210.83
- Trade receivables (refer note no. 9)	-	113.43 Dr
- Loan from related parties (refer note no. 17)	3,850.99 Cr	4,473.18 Cr
- Trade payables (refer note no. 22)	314.50 Cr	2,317.01 Cr
Net Closing Balance	4,165.49 Cr	6,676.76 Cr
<b>Legend Distilleries Private Limited</b>		
Sales	8.22	-
- Trade receivables (refer note no. 9)	7.23 Dr	-
<b>Aryavrat Projects and Developers Private Limited</b>		
Capital work in progress expenses	23.76	1,342.18
Advances given during the year	114.65	247.44

Corporate guarantee given	2,136	2,136
<b>Woodpecker Distilleries &amp; Breweries (Uttar Pradesh) Private Limited</b>		
Advance given	0.10	-
-Advance to related parties (refer note no. 14)	0.10 Dr	-
Net Closing Balance	0.10 Dr	-
<b>Woodpecker Distilleries &amp; Breweries (Telangana) Private Limited</b>		
Advance given	0.10	-
-Advance to related parties (refer note no. 14)	0.10 Dr	-
Net Closing Balance	0.10 Dr	-
<b>Woodpecker Distilleries &amp; Breweries (Rajasthan) Private Limited</b>		
Advance given	0.10	-
-Advance to related parties (refer note no. 14)	0.10 Dr	-
Net Closing Balance	0.10 Dr	-
<b>Woodpecker Distilleries &amp; Breweries (Assam) Private Limited</b>		
Advance given	0.10	-
-Advance to related parties (refer note no. 14)	0.10 Dr	-
Net Closing Balance	0.10 Dr	-
<b>Key managerial personnel</b>		
Remuneration	666.61	412.19
Professional Charges	15.58	-
<b>Independent director</b>		
Sitting fees	9.90	7.20

#### 42. Financial Ratios-

Particulars	Terms	Numerator	Denominator	Year Ended 31.03.2024	Year Ended 31.03.2023	% Variance
(a) Current Ratio	in times	Current assets	Current liabilities	1.30	1.23	5.69%
(b) Debt-Equity Ratio*	in times	Total Debt	Shareholder's Equity	0.28	0.65	-56.50%
(c) Debt Service Coverage Ratio**	in times	Earnings available for debt service i.e Net profit after tax plus Depreciation and Finance Costs	Debt Service	3.50	2.64	32.29%
(d) Return on Equity Ratio	%	Net Profits after taxes	Average Shareholder's Equity	17.87	18.17	-1.66%
(e) Inventory turnover ratio	in times	Revenue from Operations	Average Inventory	15.52	13.63	13.85%
(f) Trade Receivables turnover ratio	in times	Revenue from Operations	Average Trade Receivable	12.97	11.62	11.68%
(g) Trade payables turnover ratio	in times	Cost of Materials Consumed + Purchase of Stock - in - Trade+Other Expenses	Average Trade Payables	9.95	8.12	22.63%
(h) Net capital turnover ratio	in times	Revenue from Operations	Working Capital	19.39	20.80	-6.80%
(i) Net profit ratio	%	Net Profit	Revenue from Operations	3.51	4.03	-12.93%
(j) Return on Capital employed	%	Earning before interest and taxes	Capital Employed = Shareholder's fund + Current & Non-Current Borrowing	17.62	13.99	25.90%
(k) Return on investment***	%	Increase in Shareholder's fund	Shareholder's Fund at the start of period	49.47	29.63	66.95%

\* Repayment of total debt and raising the equity

\*\* Effective utilization of borrowed fund resulting reduction of finance cost and debt service

\*\*\* Shareholder's fund include the warrants issue and premium on issue of shares.

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

43. The Group's pending litigations pertain to claim and cases occurring in the normal course of business. The Group has reviewed its pending litigations and expects that the outcome of the proceedings will not have any material effect on its financial positions.
44. Balances standing at the debit or credit in the accounts of various parties are subject to confirmation and reconciliation.
45. Previous year's figures have been regrouped/ restated wherever considered necessary to make them comparable to those of the current year.

As per our Report of even date  
For AKB Jain & Co.,  
Chartered Accountants  
Firm Registration No. 003904C  
Sd/-  
**Rahul Dewani**  
Partner  
Membership No. 435066  
BHOPAL  
Dated: 25.04.2024  
UDIN : 24435066BKFOHC3250

**Som Distilleries and Breweries Limited**  
For and on Behalf of the Board

Sd/-  
**J.K. Arora**  
(Chairman & Managing Director)  
DIN - 00224633

Sd/-  
**Nakul K Sethi**  
(Director)  
DIN - 06512548

Sd/-  
**Rajesh Dubey**  
(Chief Financial Officer)

Sd/-  
**Om Prakash**  
(Company Secretary)

# SOM DISTILLERIES & BREWERIES LIMITED

## FORM AOC-1

### (PURSUANT TO FIRST PROVISIO TO SUB-SECTION (3) OF SECTION 129 READ WITH RULE 5 OF THE COMPANIES (ACCOUNTS) RULES, 2014)

Statement containing salient features of the financial statement of subsidiaries / associates.

#### PART A : Subsidiaries

S. No.	1	2
Name of the Subsidiary	Woodpecker Distilleries & Breweries Pvt Ltd	Som Distilleries & Breweries Odisha Pvt Ltd
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2023 to 31.03.2024	01.04.2023 to 31.03.2024
Reporting currency and exchange rate as on the last date of relevant financial year in the case of foreign subsidiaries.	INR	INR
Share Capital	7,100.00	3,500.00
Reserves & Surplus	7,848.13	(707.10)
Total Assets	37,236.81	21,562.14
Total Liabilities	22,288.68	18,769.24
Investments	-	-
Turnover	1,20,088.52	43,123.00
Profit/(Loss) before tax	5,254.27	238.90
Provision for tax (Including adjustments)	1,498.46	61.91
Profit/(Loss) after tax	3,755.81	176.99
Proposed Dividend	-	-
% of Shareholding of the Holding Company	78.87%	100.00%

#### PART B : Associates

S. No.	1	2
Name of the Subsidiaries	N.A.	N.A.

#### Som Distilleries and Breweries Limited For and on Behalf of the Board

Sd/-  
**J.K. Arora**  
(Chairman & Managing Director)  
DIN- 00224633

Sd/-  
**Nakul K Sethi**  
(Director)  
DIN- 06512548

Sd/-  
**Rajesh Dubey**  
(Chief Financial Officer)

Sd/-  
**Om Prakash**  
(Company Secretary)





# NOTES

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

# NOTES

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

---

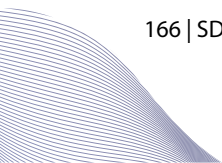
---

---

---

---

---



**MILESTONE**  
**BLUE**



**MILESTONE BANEGA,  
JASHN MANEGA!**







CORPORATE OFFICE:  
SOM HOUSE, 23, ZONE-II  
MAHARANA PRATAP NAGAR,  
BHOPAL - 462011 (M.P.)  
TEL: +91 755 4271271

DELHI OFFICE:  
I-A, ZEE PLAZA, ARJUN  
NAGAR, SAFDARJUNG  
ENCLAVE, KAMAL CINEMA  
ROAD, NEW DELHI - 110029  
TEL: 011 26169909,  
26169712

MUMBAI OFFICE:  
203, LANDMARK BUILDING,  
OPP. ADLAB CITY MALL,  
LINK ROAD, ANDHERI (W),  
MUMBAI - 4000061

BENGALURU OFFICE:  
UNIT NO. 806-807-808,  
A WING, MITTAL TOWERS  
M.G. ROAD, BENGALURU  
KARNATAKA - 560001