



CIN : L74899DL1993PLC052787

## SOM DISTILLERIES & BREWERIES LTD.

ISO 9001:2015 Certified Company

Corporate Office : 23, Zone-II, Maharana Pratap Nagar, Bhopal-462 011 (Madhya Pradesh) Tel.: +91-755-4278827, 4271271 Fax : +91-755-2557470

E-mail : [sdlttd@bsnl.in](mailto:sdlttd@bsnl.in), [somdistilleries@rediffmail.com](mailto:somdistilleries@rediffmail.com), Web : [www.somindia.com](http://www.somindia.com)

Works : Village Rojrachak, Distt. Raisen (Madhya Pradesh) Ph.: +91-7480-266244-5

03.06.2021

NSE/BSE/2021

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:cmllist@nse.co.in">cmllist@nse.co.in</a> Security ID: SDBL	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
--	---

**SUB: ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FY ENDED  
31.03.2021**

Dear Sir/Madam,

Please find enclosed the Annual Secretarial Compliance Report of Som Distilleries & Breweries Limited, dated June 3, 2021, for the financial year ended March 31, 2021, certified by Mr. Neelesh Jain of N.K. Jain & Associates, Practicing Company Secretaries.

This Report has been issued in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

Thanking you,

This is for your information and records.

**For Som Distilleries & Breweries Limited**

**Om Prakash**  
Company Secretary & Compliance Officer

**Secretarial Compliance Report of Som Distilleries and Breweries Limited for the year ended 31<sup>st</sup> March, 2021**

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

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

for the year ended march 31, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the Financial Year**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the Financial Year**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the Financial Year**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
- (i) 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:

- (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:-

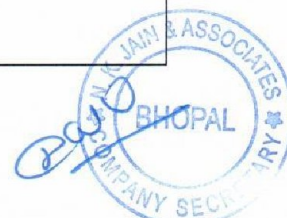
Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
		NIL	

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Database for Distinctive Number (DN) of Shares not updated	31.03.2020	The listed entity informed that due to shifting of statutory records, data relating to distinctive nos. were lost by the listed entity. Since then, this has been complied.	This issue has been settled and complied with.
2	The Statement of Investor complaints for the quarter ended 30-Sep-2019 was filed on October 23, 2019	31.03.2020	The listed entity has replied to NSE for non-compliance for a day was due to technical error and requested NSE to waive off the penalty imposed on the listed entity.	This issue has been settled and complied with.
3	Non-compliance with the requirements pertaining to Regulation 17 (1) i.e. there were requirement to have 6 (six) Directors on the Board of the Company	31.03.2020	The listed entity has paid the fine and rectified the said non-compliance.	This issue has been settled and complied with.
4	Non-compliance with the requirements pertaining to the composition of Audit Committee i.e. Two-thirds of the members of audit committee shall be independent directors.	31.03.2020	The non-compliance related to treatment of Shri Surjeet Lal as independent director. Due to the appointment of new independent directors this clause has been complied with.	This issue has been settled and complied with.



5	Non-compliance with the requirements pertaining to the Chairperson of the nomination and remuneration committee i.e. The Chairperson of the nomination and remuneration committee shall be an independent director.	31.03.2020	The non-compliance related to treatment of Shri Surjeet Lal as independent director. Due to the appointment of new independent directors this clause has been complied with.	This issue has been settled and complied with.
6	As in show cause notice no EAD/EADs/MCB/1842 8/1/2018 dated 29.06.2018- violation of prohibition of insider trading regulation in relation to Som Distilleries Private Ltd. and Shri Jagdish Kumar Arora (reference Aalok Deep Finance Pvt. Ltd.	31.03.2019	The matter regarding delays in intimating purchase of shares by the promoters (i.e.Som Distilleries Private Limited, Aalok Deep Finance Private Limited, and Shri Jagdish Kumar Arora) during 2011-13, though technical in nature has been settled with SEBI.	This issue has been settled.

**For N.K. Jain & Associates**  
Company Secretaries

*Neelesh Jain*

**NEELES JAIN**  
Proprietor  
FCS-6436, CP-6912  
Place: Bhopal  
Date: 03.06.2021  
UDIN number: F006436C000416747

