

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

27.06.2020

NSE/BSE/2020

The Manager,  
Listing Department,  
**NATIONAL STOCK EXCHANGE OF  
INDIA LIMITED**  
'Exchange Plaza' C-1 , Block G,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai-400 051.  
[cmlist@nse.co.in](mailto:cmlist@nse.co.in)  
Security ID: SDBL

Dy. General Manager,  
Department of Corporate Services,  
**BSE LIMITED**,  
First Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai – 400001.  
[corp.compliance@bseindia.com](mailto:corp.compliance@bseindia.com)  
Security ID: 507514

**SUB:ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FY ENDED 31.03.2020**  
**- ISIN No.: INE480C01012**

Dear Sir/Madam,

Please find enclosed the Annual Secretarial Compliance Report of Som Distilleries & Breweries Limited, dated June 27, 2020, for the financial year ended March 31, 2020, certified by Mr. Neelesh Jain of N.K. Jain & Associates, Practicing Company Secretaries.

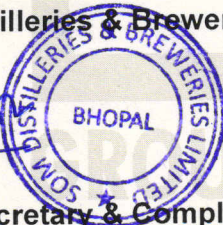
This Report has been issued in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

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, 2020**

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, 2020 ("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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; 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
1	SEBI circular no. CIR/MRD/DP/10/2015 dated June 05, 2015	Database for Distinctive Number (DN) of Shares not updated	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.
2	Regulation 13 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	The Statement of Investor complaints for the quarter ended 30-Sep-2019 was filed on October 23, 2019.	The listed entity was delayed in complying with regulation 13(3) for one day with National Stock Exchange
3	Regulation 17 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	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.	One of the directors resigned from the directorship of the listed entity on 22.08.2019, due to which the number of Directors on the Board of the listed entity fell below six. However the listed entity appointed Mr. Rakesh Rathi, as an Independent Director of the listed entity w.e.f. 21.01.2020.
4	Regulation 18 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	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.	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.
5	Regulation 19(1)/(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	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.	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.

- (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:

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any.</b>
1	Securities and Exchange Board of India	Non-compliance with SEBI circular no. CIR/MRD/DP/10/2015 dated June 05, 2015	SEBI directed Depositories to freeze all the securities held by the promoters and directors of the listed companies	-
2	National Stock Exchange	Non-compliance of Regulation 13(3) of SEBI (LODR), Regulations, 2015	Fine imposed by NSE for non-compliance of Regulation 13 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015	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.
3	Bombay Stock Exchange and National Stock Exchange	Non-compliance of Regulation 17(1) of SEBI (LODR), Regulations, 2015	Fine imposed by NSE and BSE for non-compliance of Regulation 17(1) of SEBI LODR, 2015 for non-appointment of requisite number of directors in the listed entity in respect to the period commencing from 22/11/2019 till 20/01/2020.	The listed entity has paid the fine and rectified the said non compliance.
4	National Stock Exchange	Non-compliance of Regulation 18(1) of SEBI (LODR), Regulations, 2015	Fine imposed by NSE for non-compliance of Regulation 18(1) of SEBI LODR, 2015 for Two-thirds of the members of audit committee was not independent directors in respect to the period commencing from 01/04/2019 till 26/05/2019.	This issue has been settled and complied with.
5	National Stock Exchange	Non-compliance of Regulation 19(1)/ (2) of SEBI (LODR), Regulations, 2015	Fine imposed by NSE for non-compliance of Regulation 19(1)/ (2) of SEBI LODR, 2015 for the Chairperson of the nomination and remuneration committee was not an independent director in respect to the period commencing from 01/04/2019 till 26/05/2019.	This issue has been settled and complied with.

(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... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	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, except in case of Shri Jagdish Kumar Arora for which the company had approached to SEBI (SAT), to set aside the order Adjudication Order.	
2	Delay in filing listing application for listing of 1288906 equity shares allotted on 2.03.2019 in terms of schedule XIX of SEBI ICDR Regulation 2018	31.03.2019	The stock exchanges have levied fine and which has been paid by the listed entity	

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

**NEELESH JAIN**  
Proprietor  
FCS-6436, CP-6912  
UDIN number: F006436B000391205

Place: Bhopal  
Dated: 27.06.2020