

# 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/2023**

**05.09.2023**

**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>
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**SUB: NOTICE OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR 2022-23.**

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 a copy of the Notice of the 30<sup>th</sup> Annual General Meeting (AGM) of the Members of Som Distilleries and Breweries Limited scheduled to be held on Wednesday, the 27<sup>th</sup> day of September, 2023 at 12:30 pm through video conferencing / other audio-visual means (VC / OAVM). The Notice of the 30<sup>th</sup> Annual General Meeting (AGM) 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 & Compliance Officer**

**Encl: As above**

## NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting (AGM) of the Members of Som Distilleries and Breweries Limited will be held on Wednesday the 27th day of September, 2023 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, 2023, 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, 2023, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2023, placed before the 30th 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, 2023 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, 2023 and the report of the auditor's thereon as placed before the 30th 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 reappointment, be and is hereby re-appointed as a director of the company."

### SPECIAL BUSINESS:

4. **RE-APPOINTMENT OF MR. SATPAL KUMAR ARORA (DIN: 00061420) AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the Members/Shareholders of the Company be and is hereby accorded for Mr. Satpal Kumar Arora (DIN:00061420), in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years effective October 13, 2023, not liable to retire by rotation.

**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.

5. **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH SOM DISTILLERIES PRIVATE LIMITED, PROMOTER**

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 Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) thereof for the time being in force), Related Party Transactions Policy of the Company, approval of the Members of the Company be and is hereby accorded for Material Related Party Transactions with Som Distilleries Private Limited, being a Related Party, during the Financial Year 2023-24 and subsequent Financial Years for purchase of goods, materials, availing of services or other resources and obligations in the ordinary course of business and on arm's length basis, which may exceed the materiality threshold limit i.e. exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time."

**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. **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 are requested to consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 185 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 Members of the Company, be and is hereby accorded to the Board of

Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs.500 Crores [Rupees Five Hundred Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

**RESOLVED FURTHER THAT** the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/vsecurity and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/ documents/ undertakings/ agreements/ papers/ writings for giving effect to this Resolution."

## 7. TO RAISE FUNDS THROUGH ISSUANCE OF SECURITIES OF THE COMPANY BY WAY OF QUALIFIED INSTITUTIONAL PLACEMENT (QIP) AND OTHER PERMISSIBLE MODES

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

**"RESOLVED THAT** pursuant to Sections 23, 41, 42, 62, and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**") and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the BSE Limited and National Stock Exchange of India Limited ( the "**Stock Exchanges**") and the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary / Equity Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 each as amended, the listing agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and any other provisions of applicable laws (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**Gol**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, and such other statutory / regulatory authorities), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, Gol, or any other concerned statutory / regulatory authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which will be considered by the Board of Directors of the Company ("**Board**", which term shall include any committee which the Board may have constituted or may hereinafter constitute from time to time to exercise its powers, including the powers conferred by this resolution) consent, authority and approval of the members of the Company be and is hereby accorded to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) such number of Equity Shares and/or other securities convertible into Equity Shares (including warrants, or otherwise) (hereinafter referred to as "Securities"), or any combination thereof, in accordance with applicable law to such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non-resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the SEBI ICDR Regulations ("**QIBs**") / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, to raise funds for an aggregate consideration of up to INR 350,00,00,000/- only (Rupees Three Hundred and Fifty Crore Only), through public and / or private offerings and / or by way of a qualified institutions placements ("**QIPs**") or any combination thereof, in one or more tranches, in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations, to be subscribed to in Indian and / or any foreign currency by all eligible investors, through the issuance of a placement document, as permitted under applicable laws and regulations, at such price(s) (including at a discount of not more than 5% on the Floor Price calculated for the Issue as permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date(s); and / or book closure date(s) subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the book running lead managers and / or other advisors appointed."

**"RESOLVED FURTHER THAT** the 'relevant date' for the purpose of pricing the Securities shall be date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the members of the Company, in terms of applicable laws; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIPs, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board."

**"RESOLVED FURTHER THAT** in case of an issue and allotment of Securities by way of a QIPs in terms of the SEBI ICDR Regulations:

- (i) The allotment of the Securities shall only be to QIBs in accordance with the SEBI ICDR Regulations and shall be completed within 365 days from the date of passing of this special resolution by the members of the Company or such other time as may be allowed from time to time;
- (ii) The Equity Shares to be offered, issued, and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing Equity Shares;
- (iii) No partly paid-up Equity Shares or other Securities shall be issued / allotted;
- (iv) The issuance of the Securities by way of the QIPs shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("**QIP Floor Price**"), and the price determined for the

QIPs shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board, at its absolute discretion, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the QIP Floor Price;

- (v) No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and
- (vi) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.

**“RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a) In the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- b) In the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- c) In the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares and the price as aforesaid shall be suitably adjusted; and
- d) In the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/ or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per prevailing practices and regulations in the capital markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed to.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- (a) Offer, issue and allot all / any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- (b) Determining the terms and conditions of the issuance, including among other things, (a) terms for issuance of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks / financial institutions / mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and / or finalizing the objects of the issuance and the monitoring of the same;
- (c) Approve, finalise, and execute preliminary placement document and placement document and any other documents or any other ancillary documents in this regard;
- (d) Decide the form, terms and timing of the issue(s) including the opening and closing of the issue / offering(s), Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Equity Shares to be issued and allotted in each tranche;
- (e) Issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance all such Equity Shares ranking pari passu with the existing Equity Shares in all respects;
- (f) Approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s) / merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other expenses in connection therewith;
- (g) Provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- (h) Seek any consents and approvals, including, among others, the consent(s) from the Company’s lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
- (i) File requisite documents with the SEBI, Stock Exchanges, the Gol, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- (j) Seeking the listing of the Securities on any stock exchange(s), submitting the listing application(s) to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- (k) Open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- (l) Approving the issue price and finalize allocation and the basis of allotment(s) of the Securities on the basis of the bids / applications and

oversubscription thereof as received, where applicable;

- (m) Acceptance and appropriation of the proceeds of the issue of the Securities;
- (n) Affix the common seal of the Company, as required, on any agreement(s), undertaking(s), deed(s) or other document(s), in the presence of any one or more of the Directors of the Company or any one or more of the officers of the Company as may be authorised by the Board in accordance with the Memorandum of Association and Articles of Association of the Company;
- (o) Further authorise and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so;
- (p) To settle any issues, questions, difficulties or doubts that may arise and
- (q) Do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of this resolution and the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.

Place: Bhopal  
Date: September 05, 2023

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 General Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 8, 2021, Circular No.21/2021 dated December 14, 2021 Circular No. 02/2022 dated May 5, 2022 and General Circular No.11/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/SEBI Listing Regulations"), 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. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 8, 2021, Circular No.21/2021 dated December 14, 2021 Circular No.02/2022 dated May 5, 2022 and General Circular No.11/2022 dated December 28, 2022 respectively, 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 General Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/ PoD - 2 / P/ CIR/2023/4 dated January 05, 2023 issued by SEBI, 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 1st September, 2023.
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 / joint holders attending the AGM together, 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:
- 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).
  - 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).
  - 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.
  - 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.
  - 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. 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.
17. 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 Wednesday 20th September, 2023 ("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.
18. 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.
19. The remote e-voting period will commence at 9:00 a.m. on Sunday 24th September, 2023 and will end at 5:00 p.m. on Tuesday 26th September, 2023. 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.
- 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.
  - 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.
  - 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.
  - Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
  - 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.
  - 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.
  - Members joining AGM through video conferencing shall elect one of themselves to be the Chairman of the meeting (AGM).
  - 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 October 1, 2023, and linking PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to their DP / the Company's RTA, Mas Services Ltd.
  - 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.
  - 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.

30. 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.

31. 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.
32. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 21, 2023 to Wednesday, September 27, 2023 (both days inclusive) for the purpose of the AGM.
33. 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.
34. 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:-
- Issue of duplicate share certificate
  - Claim from unclaimed suspense account
  - Renewal/Exchange of securities certificate
  - Endorsement
  - Sub-division / splitting of securities certificate
  - Consolidation of securities certificates/folios
  - Transmission
  - 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.

35. 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.
36. 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:
- PAN;
  - Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
  - Contact details including Postal address with PIN code, Mobile Number, E-mail address;
  - Bank Account details including Bank name and branch, Bank account number, IFS code;
  - 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.
37. 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 during FY 22-23 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%.
38. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:
- Change in their residential status on return to India for permanent settlement.
  - 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.
39. 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.

40. The documents, 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, 2023 to September 27, 2023 at the Registered Office of the Company & will also be available at the time of AGM.
41. The details of Mr. Nakul Kam Sethi (DIN:06512548), Wholetime Director and Mr. Satpal Kumar Arora (DIN: 00061420), Independent 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 their re-appointment.
42. 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 Interim Dividend recommended by the Board during the financial year 2022-23 was in line with the Dividend Distribution Policy of the Company. The Dividend Distribution Policy is also placed on the Company's website and can be accessed from the weblink : <https://www.somindia.com/pdf/sebi/som-dividend-distribution-policy.pdf>.

**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?**


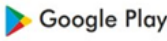


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**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 NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" 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 e-Voting service provider - NSDL 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.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience  <b>NSDL Mobile App is available on</b>      </p>

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 e-Voting service provider i.e. NSDL. Click on NSDL 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. NSDL 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 e-Voting service provider-NSDL 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?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.

4. Your User ID details are given below

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.

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

### ITEM NO. 3 & 4

#### RE-APPOINTMENT OF MR. NAKUL KAM SETHI (DIN: 06512548), WHOLETIME DIRECTOR AND MR. SATPAL KUMAR ARORA (DIN: 00061420) AS INDEPENDENT DIRECTOR OF THE COMPANY

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 Mr. Sethi's his re-appointment in the ensuing AGM.

Further, the term of appointment of Mr. Satpal Kumar Arora (DIN: 00061420) was expiring on October 13, 2023. The Board of Directors on the recommendation of the Nomination and Remuneration Committee ("NRC") of the Company at their Meeting held on September 5, 2023, considering the performance evaluation, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Satpal Kumar Arora would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director, approved the re-appointment of Mr. Satpal Kumar Arora, as Independent Director of the Company for a further period of 5 years with effect from October 13, 2023 and recommend Mr. Arora's reappointment for approval of the Shareholders at the ensuing Annual General Meeting of the company.

Pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations, the Independent Directors have provided a declaration to the Board of Directors that they meet the criteria of Independence as prescribed in the Companies Act, 2013 and the Listing Regulations, and are not aware of any situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge duties as an Independent Director with an objective independent judgement and without any external influence.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Satpal Kumar Arora and contribution to Board processes by him, his continued association would benefit the Company. Declaration has been received from Mr. Satpal Kumar Arora that he meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Arora fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for continuation of appointment as Independent Director and he is independent of the management of the Company.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mr. Satpal Kumar Arora has been received by the Company, and consents have been filed by Mr. Satpal Kumar Arora pursuant to Section 152 of the Act.

Additional information in respect of Mr. Satpal Kumar Arora, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'. Mr. Satpal Kumar Arora holds 16225 share in the Company, either in their individual capacity or on a beneficial basis for any other person. Mr. Satpal Kumar Arora and their relatives, are interested in the Special Resolutions relating to his re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolutions for your approval.

### ITEM NO.5

#### MATERIAL RELATED PARTY TRANSACTIONS WITH SOM DISTILLERIES PRIVATE LIMITED, PROMOTER

As per Regulation 23(4) of SEBI (LODR), approval of the shareholders through Ordinary Resolution is required, if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual consolidated turnover of the Company as per last audited financial statements of the Company.

Som Distilleries Private Limited (SDPL) is a promoter and a related party of the Company as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations.

SDPL has got a factory at Village Sehatganj, Dist. Raisen (M.P.) for production of Alcoholic Products such as Country Liquor, ENA, Spirit etc. including arrangements for bottling thereof and depots at various places. Also Som Distilleries and Breweries Limited (SDBL or the Company) has got a factory at Village Rojra Chak, Dist. Raisen (M.P.) for production of Beer and also bottling arrangements for beer and IMFL and other Alcoholic products and depots at various places.

SDBL requires ENA as a raw material for its IMFL production. SDPL in turn supplies ENA to SDBL at prices and other terms prevailing in the market and as may be mutually agreed upon from time to time, in ordinary course of business and at arm's length basis.

The expected value of transactions with SDPL for FY 2023-24 is Rs. 60 Crore. Transaction(s) with SDPL is in the ordinary course of business and on arm's length basis. Approval of shareholders is sought for Material Related Party Transactions with Som Distilleries Private Limited, being a Related Party, during the FY 2023-24 and subsequent Financial Years for purchase of goods, materials, availing of services or other resources and obligations which are in the ordinary course of business and on arm's length basis, which may exceed the materiality threshold limit i.e. exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other threshold limits as may be specified in SEBI (LODR) from time to time.

As per provisions of SEBI (LODR) no related party shall vote to approve the Resolution as set out in the accompanied Notice, whether the entity is a related party to the particular transaction or not. In case, any related party inadvertently votes on such resolution, the same will not be taken into account for passing of the resolution.

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 in the Company, if any.

The Board of Directors of the Company recommends the Resolution as set out at Item No.5 for approval of members as an Ordinary Resolution.

### ITEM NO. 6

#### 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 Company may have to render support for the business requirements of its Subsidiary Companies or Associates or Joint Venture companies or group entities or any other person in whom any of the Director of the Company is deemed to be interested

(collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act [as amended by the Companies (Amendment) Act, 2017] for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommend the resolution as set out at Item No.6 in this Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

#### ITEM NO. 7

#### **TO CONSIDER AND APPROVE RAISING OF THE FUNDS THROUGH ISSUANCE OF SECURITIES OF THE COMPANY BY WAY OF QUALIFIED INSTITUTIONAL PLACEMENT (QIP) AND OTHER PERMISSIBLE MODES FOR AN AMOUNT NOT EXCEEDING Rs. 350 CRORE**

The special resolution contained in the Notice under Item No. 7 relates to a resolution passed by the Board of Directors ("Board") on Tuesday, 5 September 2023 seeking approval of the shareholders of the Company to raise further capital and to create, offer, issue and allot such number of Equity Shares and/or other securities convertible into Equity Shares (including warrants, or otherwise) (hereinafter referred to as "Securities"), or any combination thereof, through public and/or private offerings and/or by way of qualified institutions placement, or any combination thereof, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (including any amendments, modifications, variations or re-enactments thereof) ("SEBI ICDR Regulations") and all other applicable laws, subject to the applicable regulations issued by the Securities and Exchange Board of India and any other governmental, regulatory or statutory approvals as may be required, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s)/ book running lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Equity Shares of the Company for an aggregate amount not exceeding ₹ 350 Crore (Rupees Three Hundred Fifty Crore only) or its equivalent in any foreign currency and/or equivalent Indian Rupees as may be determined by the Board, or in any convertible foreign currency, as the Board in its absolute discretion may deem fit and appropriate.

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for expansion and achieving growth. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, our Company intends to issue Equity Shares pursuant to this special resolution and utilize the proceeds to finance (wholly or in part) one or more, or any combination towards the funding capital expenditure of the Company and/or its subsidiaries; acquisition of manufacturing

assets or entity, marketing and brand building expenses, funding manufacturing agreements in new states, pre-payment and / or repayment of debts of the company, working capital requirements of the company or its subsidiaries or manufacturing affiliates and general corporate purposes as may be permissible under applicable laws.

The special resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, qualified institutions buyers and/or individuals or otherwise as the Board in its absolute discretion deem fit. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the QIP will be decided by the Board/ its duly constituted committee, in accordance with the SEBI ICDR Regulations and such other applicable laws, in consultation with lead manager(s)/ book running lead manager(s) and/or other advisor(s) appointed in relation to the QIP and such other authorities and agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board / its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors in the QIP and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the applicable law.

**Basis or Justification of Price:** The pricing of the Equity Shares to be issued to qualified institutional buyers as defined under the SEBI ICDR Regulations ("QIBs") pursuant to Chapter VI of the SEBI ICDR Regulations shall be determined by the Board in accordance with the provisions on pricing of equity shares determined in accordance with Chapter VI of the SEBI ICDR Regulations. The resolution enables the Board, to in accordance with applicable laws, to offer a discount of not more than 5% (five percent) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The "Relevant Date" for this purpose will be the date when the Board (including any committee thereof) decides to open the QIP for subscription or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board in accordance with applicable law.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be shareholders of the Company, consent of the shareholders is being sought pursuant to Sections 23, 41, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and SEBI ICDR Regulations.

The aforesaid proposal is in the interest of the Company and your Directors recommend the special resolution set out at item no. 7 of the accompanying Notice for approval by the shareholders of the Company.

The Promoters, Directors, Key Managerial Personnel and members of Senior Management of the Company shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with the applicable laws.

None of the Promoters, Directors, Key Managerial Personnel or members of Senior Management of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution set out at Item no. 7, except to the extent of Equity Shares that may be subscribed to by them or by companies / firms /

institutions in which they are interested as Director or shareholder or otherwise.

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Proposed time within which the allotment shall be completed:

- In case of a QIP, the allotment of the Securities shall only be made to QIBs and shall be completed within a period of 365 days from the date of passing of resolution set out at Item No. 7 of this Notice.
- The Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time.
- The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.
- The equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution.
- The detailed terms and conditions for the offer will be determined in consultation with the advisors, lead manager(s)/ book running lead manager(s) and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for various types of issues including rights issue or QIP.

- The equity shares to be allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing equity shares of the Company, as may be provided under the terms of the QIP and in accordance with the provisions of the placement document(s).

Pursuant to Section 62 of the Companies Act, 2013 and the SEBI Listing Regulations, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing shareholders in the manner laid down in the said section unless the shareholders decide otherwise in a general meeting. The Board recommends passing of the resolution as set out at Item No. 7 of this Notice for the approval of the shareholders as special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the SEBI LODR Regulations, for issuance of Securities.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ('FEMA'), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI LODR Regulations.

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

Name of the Director	Shri Nakul Kam Sethi	Shri Satpal Kumar Arora
DIN	06512548	00061420
Brief Resume & Expertise in specific functional areas	With an event full career and a total experience of close to 28 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 16 years.	Mr Arora has served in various organizations such as - IFCI Limited, TFCI LTD, CFM Assets Reconstruction Co, NSIC Ltd gaining extensive experience in wholesale lending project appraisal and financing, infrastructure project appraisal /monitoring/ negotiating terms and legal aspects.  Mr Satpal has proven himself as an essential asset to the organization. Through his good working knowledge of General commercial and economic laws, companies act, Regulatory provisions of Stock Exchanges and SEBI. Management of board and senior level meetings the company has been able to grow exponentially.
Date of Birth / Age	September 3, 1973/ 49 Year	April 1, 1958/ 65 Years
Date of first appointment on the Board	June 1, 2018	October 13, 2018
Details of shares held in the Company as on June 30, 2023	53857	16225
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)	M.Com., L.L.B. and memberships of ICMA, ICSI and CAIIB
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.4 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	₹5.5 lakhs per month w.e.f. June 1, 2023	Sitting fee of ₹30,000/- for attending each Board Meeting.
Number of Board Meetings attended/ held during Financial Year 2022-23	He attended all the board meeting held during the financial year 2022-23	He attended all the board meeting held during the financial year 2022-23
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31, 2023	Nil	<ul style="list-style-type: none"> <li>• Dhampur Sugar Mills Limited</li> <li>• Shree Pushkar Chemicals &amp; Fertilisers limited</li> <li>• Nagarjuna Fertilizers and Chemicals Ltd.</li> </ul>
Directorship held in other companies as on March 31, 2023	<ul style="list-style-type: none"> <li>• Aaryavrat Realtors Private Limited</li> <li>• Som Agro Products Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Dhampur Sugar Mills Limited</li> <li>• CMR Green Technologies Limited</li> <li>• IFCI Sycamore Capital Advisors Private Limited</li> <li>• Shree Pushkar Chemicals &amp; Fertilisers limited</li> <li>• Alchemist Asset Reconstruction Company Limited</li> <li>• Nagarjuna Fertilizers and Chemicals Ltd.</li> <li>• Shree Maheshwar Hydrel Power Corporation Limited</li> <li>• Globin INFRA AMC Services Private Limited</li> </ul>
Committee positions held in other Companies as on March 31, 2023	-	-
Audit Committee	Nil	• Shree Pushkar Chemicals & Fertilisers limited (as Chairman)
Stakeholders' Relationship Committee	Nil	• Shree Pushkar Chemicals & Fertilisers limited (as Member)



Others	Nil	<ul style="list-style-type: none"> <li>• Shree Pushkar Chemicals &amp; Fertilisers limited</li> <li>• Corporate Social Responsibility Committee (as Member)</li> <li>• Nomination and Remuneration committee(as Chairman)</li> <li>• Dhampur Sugar Mills Limited(as Member)</li> </ul>
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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)	2020-21	2021-22	2022-23
	Total Revenue	22815.32	25948.73	57333.5
	Total Expenses	24894.34	27049.32	53576.36
	Profit/Loss After Tax	(1803.61)	(1097.23)	2703.71
	Dividend Rate	Nil	Nil	Interim dividend @5%
5	Foreign investments or collaborations, if any.	Foreign holding in the Company as on 30/06/2023 is 2.45% of the Equity Shares Capital of the Company.		
II		Information about the appointee:		
1	Name	Shri Nakul Kam Sethi / Shri Satpal Kumar Arora		
2	Background details	As mentioned in Annexure A under the heading "Brief Resume and Expertise"		
3	Past remuneration	As mentioned in the resolution at Item No. 3 & 4 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 their association would be of immense benefit to the Company and it is desirable to appoint them as a Whole Time Director / Independent Director of the Company.		
6	Remuneration proposed	Same as mentioned in the resolutions at Item No. 3 & 4 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.		
8	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Not Applicable		
III		Other information:		
1	Reasons of loss or inadequate profits	The Company has been profitable in its operations in the current 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 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 2022-23, 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, 2013		
ii	Duties and Responsibilities:	As per provisions of Companies Act, 2013		