

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 **Website:** www.somindia.com

CIN : L74899DL1993PLC052787

(BSE : 507514, NSE : SDBL)



SDBL/BSE/NSE/2023

14.07.2023

To

The Manager, Listing Department, NATIONAL STOCK EXCHANGE OF INDIA LIMITED 'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. cmlist@nse.co.in <u>Security ID: SDBL</u>	Dy. General Manager, Department of Corporate Services, BSE LIMITED, First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. corp.compliance@bseindia.com <u>Security ID: 507514</u>
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SUB: NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING (EOGM) OF THE COMPANY THROUGH VIDEO CONFERENCE (“VC”) OR OTHER AUDIO VISUAL MEANS (“OAVM”)

Dear Sir/Madam,

This is to inform that the Extra-Ordinary General Meeting (EOGM) of the Members of the Company will be held on Saturday, August 5, 2023 at 12:30 p.m. through video conference (“VC”) or other audio visual means (“OAVM”). The notice of the EOGM enclosed.

The Notice of the EOGM is also available on the company's website i.e. www.somindia.com

This is for your information and records please.

For Som Distilleries and Breweries Limited

Om Prakash Singh
CS & Compliance Officer

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CIN: L74899DL1993PLC052787 (BSE: 507514, NSE: SDBL)



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of SOM DISTILLERIES AND BREWERIES LIMITED will be held on Saturday, August 5, 2023 at 12:30 p.m. through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”), to transact the following business:

SPECIAL BUSINESS:

- 1. TO CONSIDER AND APPROVE OFFER AND ISSUE OF UPTO 2,50,000 EQUITY SHARES ON PREFERENTIAL AND PRIVATE PLACEMENT BASIS TO AN IDENTIFIED NON-PROMOTER ENTITY, AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of 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 [“SEBI (LODR), Regulations”] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [“SEBI (Takeover) Code”] and the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchange of India Limited (“NSE”), BSE Limited (“BSE”), and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches upto 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares having face value of ₹5/- (Rupees Five Only) for cash at an issue price of ₹275/- (Rupees Two Hundred Seventy Five Only) per Share (including premium of ₹270/- per equity share) aggregating amounting to ₹6,87,50,000 (Rupees Six Crore Eighty Seven Lakhs Fifty Thousand Only) to the below mentioned proposed allottee on the preferential and private placement basis in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable laws:

Name of the Allottee	Number of Equity Shares	Category
Ampersand Growth Opportunities Fund Scheme I	2,50,000	Alternative Investment Fund / Non Promoter
Total	2,50,000	

RESOLVED FURTHER THAT as per the SEBI ICDR Regulations the 'Relevant Date' for determining the price of the Equity Shares to be issued, in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall be Thursday, July 6, 2023, being thirty days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares on a preferential basis to the aforesaid entity shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a. The Allottee(s) shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof.
- b. The consideration for allotment of relevant equity shares shall be paid to the Company by the proposed allottee from its bank accounts;
- c. The pre-preferential shareholding of the proposed allottee and Equity Shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. The Equity Shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
- e. Allotment of the Equity Shares shall only be made in dematerialized form. The monies to be received by the Company from the proposed allottee for application of the Equity Shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 and 62 of the Companies Act, 2013;
- f. The Equity Shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this Shareholders' resolution, provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission, as the case may be;
- g. The Equity Shares proposed to be issued shall rank *pari passu* with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (in the format of "Form PAS-4") immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the recognized stock exchange(s) where the shares of the Company is listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the aforesaid issue including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and appointing attorney(ies) or authorized representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate, corporate actions and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Equity Shares to be created, offered and allotted and the new equity shares to be issued and allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and all such new shares shall rank in all respects pari-passu inter-se and with the then existing equity shares of the Company including entitlement of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which shall be deemed to include any Committee(s), which the Board of Directors may have or hereafter constitute in this behalf to exercise the powers conferred on the Board of Directors by this Resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper including to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares with the stock exchanges where the shares of the Company are listed, without requiring the Board of Directors to obtain any further consent or approval of the shareholders of the Company in relation to the matters set out in this resolution.”

2. TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE EQUITY WARRANTS TO PROMOTERS / PROMOTERS GROUP / OTHER PUBLIC INVESTOR ON PREFERENTIAL BASIS AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of 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 [“SEBI (LODR), Regulations”] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [“SEBI (Takeover) Code”] and the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchange of India Limited (“NSE”), BSE Limited (“BSE”), and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot from time to time upto 51,50,000 (Fifty One Lakhs Fifty Thousand) Warrants (hereinafter referred to as the “Warrants”) convertible in one or more tranches into equivalent number of equity shares of ₹5/- (Rupees Five Only) each of the Company for cash at a price of ₹275/- (Rupees Two Hundred Seventy Five Only) per warrant (including premium of ₹270/- per equity share) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, on such terms and conditions as the Board may think fit, by way of preferential allotment on a private placement basis to the following allottee(s) forming part of the Promoters, Promoter’s Group and Other Public Investor (hereinafter collectively referred to as the “Proposed Allottee(s)”).

Sr No	Name of the Allottee	Number of Convertible Warrants	Category
1	Mr. Jagdish Kumar Arora	42,50,000	Promoter / Promoter Group
2	Mr. Deepak Arora	6,00,000	Promoter / Promoter Group
3	Icy Blast Retails Private Limited	1,50,000	Other than Promoter / Promoter Group
4	Lakeside Retail Private Limited	1,50,000	Other than Promoter / Promoter Group
	Total	Upto 51,50,000	

RESOLVED FURTHER THAT as per the SEBI ICDR Regulations the 'Relevant Date' for determining the price of the Equity Shares to be issued upon conversion/exercise of right attached to the Warrants, in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall be Thursday, July 6, 2023, being thirty days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants on a preferential basis to the Proposed Allottee(s) shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a. An amount equivalent to 25% of the warrant price shall be payable at the time of subscription and allotment of each Warrant as prescribed by Regulation 169 of SEBI (ICDR) Regulations and the balance 75% of the warrant price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to the exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b. Each Warrant held by the Proposed Allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of ₹5/- (Rupees Five Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
- c. The pre-preferential Equity shareholding of the Proposed Warrant Allottees along with Warrants being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission, as the case may be;
- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws issued by SEBI or any other statutory authority as applicable from time to time;
- f. The Warrants and the Equity Shares be allotted on exercise of the Warrants under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;
- g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (ICDR) Regulations;
- h. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- i. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited;
- j. The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- k. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or

circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;

- l. The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- m. The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the recognized stock exchange(s) where the shares of the Company is listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may require to be allotted upon conversion/exercise of right attached to the Warrants issued in terms of this resolution.

RESOLVED FURTHER THAT the Warrants to be created, offered and allotted and the new equity shares to be issued and allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and all such new shares shall rank in all respects pari-passu inter-se and with the then existing equity shares of the Company including entitlement of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (which shall be deemed to include any Committee(s), which the Board of Directors may have or hereafter constitute in this behalf to exercise the powers conferred on the Board of Directors by this Resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper including to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares with the stock exchanges where the shares of the Company are listed, without requiring the Board of Directors to obtain any further consent or approval of the shareholders of the Company in relation to the matters set out in this resolution."

3. TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. NAKUL KAM SETHI, (DIN: 06512548) AS WHOLE-TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR FINANCE & STRATEGY AND APPROVAL OF PAYMENT OF REMUNERATION AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time, consent of the Members be and is hereby accorded to re- appointment of Mr. Nakul Kam Sethi (DIN: 06512548), as the Whole-time Director designated as Executive Director, Finance & Strategy of the Company for the period and upon the following terms and conditions, including remuneration and perquisites, as set out hereunder, with further liberty to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted or to be constituted by the Board) to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Nakul Kam Sethi, as Whole-time Director in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible by law:

- A. **Period:** Five-year w.e.f. June 1, 2023 liable to retire by rotation, with the liberty to either party to terminate the appointment on three months' notice in writing to the other.
- B. **Remuneration:** ₹5.5 lakh per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹6.5 lakh per month; Long-term Incentive Compensation / Employee Stock Option / Restricted Stock Units/ Stock Appreciation Rights: as per the plan applicable to the Senior Executives of the Company / Som Group as may be decided by the Board from time to time.

C. Perquisites:

- a. Contribution to provident fund or superannuation fund or annuity fund to the extent not taxable under the Income Tax Act, 1961.
 - b. Gratuity at the rate of half a month's salary for each completed year of service.
 - c. Leave as per Company's Rules as specified from time to time.
 - d. Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
 - e. Premium paid on personal accident policy.
 - f. Leave encashment at the end of the tenure in accordance with the rules of the company.
 - g. Re-imbursment of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
 - h. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.
- D. Subject as aforesaid, the Whole-time Director shall be governed by such other rules as are applicable to the Senior Executives of the Company from time to time.
- E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Nakul Kam Sethi, Whole-time Director, will be considered as continuous service with the Company from the date of his joining the Som Group.
- F. The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit under section 197, 198 read with Schedule V and other applicable provisions of the Act, or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.
- G. Any revision / change in allowance / perquisite relating to Company provided (furnished/ unfurnished) accommodation and / or HRA in lieu of Company provided accommodation / Car or other allowances / perquisites, will be adjusted from the existing Special Allowance, subject to the ceiling limit as approved by the Shareholders and as per the policy of the Company.
- H. Though considering the provisions of Section 188 of the Act 2013, and the applicable Rules and Schedule of the Act, Mr. Nakul Kam Sethi would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries/ Joint Ventures/Associates, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other directors for attending the meetings of Board(s) of Directors / Committee(s) of Subsidiaries / Joint Ventures / Associates of the Company or companies promoted by the Som Group.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for revising the terms of remuneration payable to Mr. Nakul Kam Sethi, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed ₹80,00,000/- (Rupees Eighty Lakh Only) per year, on the terms and conditions, as may be agreed between the Board and Mr. Nakul Kam Sethi, with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Nakul Kam Sethi, Whole-time Director such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 read with schedule V of the Companies Act, 2013 and/or Regulation 17 of the Listing Regulations, as may be applicable (including any statutory modifications or re-enactment thereof, for the time being in force).

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Nakul Kam Sethi, Whole-time Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013 and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

RESOLVED FURTHER THAT all the Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. TO CONSIDER AND APPROVE INCREASE IN REMUNERATION OF SHRI JAGDISH KUMAR ARORA (DIN:00224633), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

“RESOLVED THAT in supersession of all earlier resolutions passed till date, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed there under, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the approval of the members be and is hereby accorded to the board to pay the following increased remuneration to Mr. Jagdish Kumar Arora (DIN:00224633), as Managing Director, for the remaining term of his appointment effective from April 27, 2023 to February 3, 2025:-

A. SALARY: ₹30 lakh per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹35 lakh per month.

B. PERQUISITIES:

- i) Contribution to provident fund or superannuation fund or annuity fund to the extent not taxable under the Income Tax Act, 1961.
- ii) Gratuity at the rate of half a month’s salary for each completed year of service.
- iii) Leave as per Company’s Rules as specified from time to time.
- iv) Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
- v) Premium paid on personal accident policy.
- vi) Leave encashment in accordance with the rules of the company.
- vii) Re-imbusement of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
- viii) Provision of car for use on Company’s business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.
- ix) Reimbursement of official expenses.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for revising the terms of remuneration payable to Mr. Jagdish Kumar Arora, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed ₹5,00,00,000/- (Rupees Five Crore Only) per year, on the terms and conditions, as may be agreed between the Board and Mr. Jagdish Kumar Arora, with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Jagdish Kumar Arora, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 read with schedule V of the Companies Act, 2013 and/or Regulation 17 of the Listing Regulations, as may be applicable (including any statutory modifications or re-enactment thereof, for the time being in force).

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Jagdish Kumar Arora, Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013 and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

RESOLVED FURTHER THAT all the Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. TO CONSIDER AND APPROVE INCREASE IN THE LIMITS OF INVESTMENTS / LOANS AND GUARANTEES UNDER SECTION 186 OF COMPANIES ACT, 2013 AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

“RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors in terms of the provisions of Section 186 of the Companies Act, 2013, and the Board including any Committee of Directors be and is hereby authorised subject to such other approvals, consent, sanctions as may be necessary including from banks and financial

institutions, if any, any such other statutory approvals, if any, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities for;

- a) giving any loan to any person or other body corporate
- b) giving any guarantee or providing security in connection with a loan to any other body corporate or person and /or
- c) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

upto an amount, the aggregate outstanding of which should not exceed at any given time ₹1,000/- Crore (Rupees One Thousand Crore Only) which shall be over and above the limits as specified in section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/guarantees/securities given/provided to wholly owned subsidiary companies and /or joint venture companies and investments made in wholly owned subsidiary companies from time to time.

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board including any Committee of Directors, pursuant to Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned and other Subsidiaries and /or joint venture / associate companies and investments made in wholly owned and other subsidiary companies of the Companies from time to time, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

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

Sd/-

Om Prakash Singh
Company Secretary & Compliance Officer
Place: Bhopal
Date: July 8, 2023

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

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 Extra-Ordinary General Meeting (“EOGM”) 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 EOGM 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 EOGM. 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 EOGM through VC/OAVM and the e-voting system on the date of the EOGM will be provided by NSDL.
3. For the convenience of the members and proper conduct of the EOGM, Members can login and join the EOGM 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 EOGM 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 EOGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EOGM 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 EOGM 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 EOGM 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 EOGM 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 EOGM, pursuant to Section 113 of the Act, at 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 EOGM 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 7th July, 2023.
7. Members may note that, Notice of the EOGM can also be accessed from the website of the Company at 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 and www.nseindia.com respectively. The EOGM Notice

is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. 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 EOGM is annexed herewith. The Board of Directors ("the Board") have considered and decided to include the special businesses in the EOGM as it is unavoidable in nature.
9. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. In view of the above, Members are advised to dematerialize shares held by them in physical form.
10. Members holding the shares in physical form are requested to notify immediately any update/ change of address and/or details of PAN and Bank account to M/s. MAS Services Limited., the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
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 EOGM. 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 EOGM 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 EOGM. The Members who have cast their vote by remote e-voting prior to the EOGM may also join the EOGM 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, IIInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020. The following the procedure given below:

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

- a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@somindia.com.
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@somindia.com.
 - c. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (a) or (b) as the case may be.
 - d. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
 - e. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, M/s Mas Services Limited to enable servicing of notices / documents electronically to their e-mail address.
15. Members holding shares in physical form are requested to submit particulars of their bank account viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to MAS Services Limited /Company to update their Bank Account Details.
 16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to MAS Services Limited.
 17. Members who hold shares in the dematerialized form are requested to update their Bank Account details with their respective Depository Participants. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company or MAS Services Limited cannot act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

18. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EOGM and prior to Saturday 29th July, 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 EOGM by following the procedure mentioned below.
19. The Board of Directors has appointed Mr. Neelesh Jain, Proprietor M/s N.K. Jain & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
20. The remote e-voting period will commence at 9:00 a.m. on Wednesday 2nd August, 2023 and will end at 5:00 p.m. on Friday 4th August, 2023. In addition, the Members attending the EOGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the EOGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
21. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@somindia.com. The shareholders who do not wish to speak during the EOGM 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. These queries will be replied to by the company suitably by email.
22. A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to compliance@somindia.com till the date of EOGM.
23. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EOGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.somindia.com and on the website of NSDL <http://www.evoting.nsdl.com> within three days of the passing of the Resolutions at the EOGM of the Company and shall also be communicated to the stock Exchanges BSE and NSE where the shares of the Company are listed.
25. Since the EOGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
26. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic / Demat form, members may please contact their respective Depository Participants.
27. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again
28. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.
29. In case of joint holders attending the EOGM together, only holder whose name appearing first will be entitled to vote
30. Members joining EOGM through video conferencing shall elect one of themselves to be the Chairman of the meeting (EOGM)
31. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA,
32. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
33. All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.
34. Transfer of Unclaimed Shares to the Investor Education and Protection Fund (IEPF):
The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund)

Rules, 2016. As per these Rules, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed /unpaid for a period of seven years from the date they became due for payment, shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. No claim shall be entertained against the Company for the amounts so transferred.

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

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

35. Members who have not encashed dividend warrants may approach the Registrar and Share Transfer Agent of the Company for obtaining payment thereof. The details of unpaid/unclaimed dividends for last seven financial year can be viewed on Company's website i.e. www.somindia.com, which was uploaded in compliance with the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012.
36. The details of Mr. Nakul Kam Sethi (DIN:06512548), Wholetime Director, proposed to be re-appointed at the ensuing EOGM, 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.

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 EOGM may also attend the EOGM 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.	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: https://eservices.nsd.com/ 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>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (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.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com 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 https://web.cdslindia.com/myeasitoken/Home/Login</p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address 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 with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsd.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.nsd.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at 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.
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 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 EOGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM 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 EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
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 EOGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EOGM 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 EOGM 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 EOGM.
6. If any Votes are cast by the shareholders through the e-voting available during the EOGM 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. 1 & 2

OBJECTIVE OF THE PROPOSED PREFERENTIAL ISSUE OF EQUITY SHARES AND CONVERTIBLE EQUITY WARRANTS:

The proceeds of the proposed preferential issue of Equity Shares and Convertible Equity Warrants shall be used primarily towards the following objects ("Objects"):

1. Capital Expenditure: Our brewery at Hassan after undergoing expansion in the FY 2022-23 needs further expansion to meet the growing demand of beer in Karnataka and neighboring states. Therefore, we have plans of expansion of capacity in the FY 2023-24 and we expect the plant to be operational by March 2024. Similarly, we will also undertake a capex program at Bhopal to bring about efficiencies.
2. Working Capital: We continue to increase our footprint across the country and most of the States have moved to a duty paid structure where the manufacturer must pay Excise duty initially at the time of dispatch of finished goods from the factory which has led to an increased requirement of Working Capital.
3. Operational Expenses: As we enter new states and try to increase our market presence, we will incur operating expenses towards strengthening of our distribution channel, expenditure on brand building.
4. Repayment of loans - With a view to reducing the debt obligation we intend to repay some of the loans borrowed by the Company.
5. General Corporate Purposes

By addressing these objectives, the organization seeks to strengthen its financial position, improve operational capabilities, and pursue growth opportunities.

Utilization of proceeds of the Preferential Issue

The intended use of the proceeds of the Preferential Issue is as under: -

Sl. No.	Particulars	Total estimate amount in ₹ crores)
1	Capital Expenditure	30.0
2	Working capital	26.5
3	Operational expenses	30.0
4	Partial repayment of existing loans taken by the Company	30.0
5	General Corporate Purpose	32.0
	Total	148.5

Based on the proposed business plan of the Company, we plan to utilize ₹148.5 Crore of the proceeds of the Preferential Issue in Fiscal 2024 and 2025, towards our estimated fund requirements. The balance portion of our fund requirement, if any, shall be met from internal accruals and short-term borrowings.

Our Company proposes to deploy the balance proceeds of the Preferential Issue amounting to ₹32 crores towards general corporate purposes as approved by our management from time to time, subject to such utilization not exceeding 25% of the proceeds of the Preferential Issue, in compliance with applicable laws. Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated December 13, 2022.

Schedule of Implementation and Deployment of Funds

We propose to deploy the proceeds of the Preferential Issue in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(in ₹ Crore)

Particulars	Amount to be funded from the proceeds of the Preferential Issue	Estimated deployment of the proceeds during Fiscal 2024	Estimated deployment of the Net Proceeds during Fiscal 2025
Capital Expenditure	30.0	23.0	7.0
Working capital	26.5	15.0	11.5
Operational expenses	30.0	12.0	18.0
Pay off some of the existing loans	30.0	30.0	-
General Corporate Purpose	32.0	20.0	12.0
Total	148.5	100.0	48.5

The Company shall also disclose the mode in which the proceeds of the Preferential Issue will be kept till the time of utilisation of the proceeds of the Preferential Issue. Our fund requirements and deployment of the Net Proceeds are based on the internal management estimates as per our business plan based on current market conditions. Further, if the proceeds are not utilised (in full or in part) for the Objects during the period stated above, the remaining proceeds shall be utilised in subsequent periods for the above mentioned objects.

The proceeds of the Preferential Issue shall be kept in the monitoring account/ separate bank account in such time the proceeds of the Preferential Issue are fully utilized and will be monitored by the monitoring agency as required under Regulation 162A of the SEBI ICDR Regulations.

Additional disclosures stipulated by BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated December 13, 2022 and appointment of a SEBI registered Credit Rating Agency as monitoring agency for monitoring the use of proceeds of the Preferential Issue.

The disclosures above are in accordance with the said notice/circular and the Company will appoint a Credit Rating Agency duly registered with the SEBI as the monitoring agency in this respect. The Monitoring Agency shall submit a report to our Board as required under Regulation 162A of the SEBI ICDR Regulations. The Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate instances, if any, of unutilized Net Proceeds in the balance sheet of the Company for the relevant Financial Years.

ITEM NO. 1

ISSUE OF UPTO 2,50,000 EQUITY SHARES ON PREFERENTIAL AND PRIVATE PLACEMENT BASIS TO AN IDENTIFIED NON-PROMOTER ENTITY

In terms of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the Item No. 1 – Issue of upto 2,50,000 Equity Shares on preferential and private placement basis to an identified Non-Promoter entity.

In order to meet the above requirement mentioned objectives and enhance working capital requirements, and ensure long term viability and growth of the Company including enhancing competitiveness, it is proposed to issue in one or more tranches upto 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares having face value of ₹5/- (Rupees Five Only) for cash at an issue price of ₹275/- (Rupees Two Hundred Seventy Five Only) per Share (including a premium of ₹270/- per Share) aggregating amounting to ₹6,87,50,000 (Rupees Six Crore Eighty Seven Lakhs Fifty Thousand Only) on the preferential and private placement basis to the certain Identified Non- Promoters, subject to necessary approvals.

In accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR)

Regulations”) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) as amended from time to time issue and allotment of upto 2,50,000 Equity Shares on preferential and private placement basis requires Shareholders Approval.

Hence, the Board recommends passing of the **Special Resolution**, as set out in Item No.1 of this notice.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of aforesaid Equity Shares, the shareholding of the Promoters and Promoter Group may increase/decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations”) are as follows:

1. **Objects of the Preferential Issue:** The object of the issue is as follows:
 1. Capital Expenditure;
 2. Working Capital;
 3. Operational Expenditure
 3. Repayment of loans;
 4. General Corporate Purposes
2. **The total/maximum number of securities to be issued and the price or price band at which the allotment is proposed:** The resolution set out in the accompanying notice authorises the Board to create, offer, issue and allot from time to time, in one or more tranches upto 2,50,000 (Two Lakh Fifty Thousand) Equity Shares having face value of ₹5/- (Rupees Five Only) for cash at an issue price of ₹275/- (Rupees Two Hundred Seventy Five Only) per Share (at a premium of ₹270/- per Share) aggregating amounting to ₹6,87,50,000 (Rupees Six Crore Eighty Seven Lakhs Fifty Thousand Only) to the certain Identified Non-Promoters on the preferential basis and resolution for the same has been passed by the Board of Directors in their meeting held on Saturday, 8th July, 2023.
3. **Relevant Date:** The “Relevant Date” as per SEBI (ICDR) Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Thursday, July 06, 2023 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting to approve the Preferential Issue.
4. **Issue Price and the Basis or justification on which the price has been arrived at or offer/invitation is being made:** The price of Equity Shares to be issued is fixed at ₹275/- (Rupees Two Hundred Seventy Five Only) per share including premium of ₹270/- (Rupees Two Hundred Seventy Only) per Equity Share having face value of ₹5/- (Rupees Five Only) in accordance with the price as determined in terms of Chapter V of SEBI (ICDR) Regulations.

The Company is listed on BSE Limited and National Stock Exchange of India Limited and shares of the Company are frequently traded in accordance with Regulation 164 of the SEBI (ICDR) Regulations read such other applicable regulations of the SEBI (ICDR) Regulations for Pricing of frequently traded shares. Hence, the issue price of per share has been determined by valuation report dated July 8, 2023, issued by Mr. Sanka Hari Surya, independent registered valuer (registration no. IBBI/RV/07/2019/12576, having office at Shree Mahavir Sadhana Chs, D-602, Plot No.18 EFG, Sector-14, Navi Mumbai, Sanpada– 400705 Maharashtra, in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”) using all the methods of valuation viz. Income approach, Asset Approach and Market approach for the proposed Preferential Issue.

Accordingly, the issue price i.e. ₹275/- (Rupees Two Hundred Seventy Five Only) Per Share has been determined by the Independent Registered Valuer in accordance with the provisions of Regulation 164 of the SEBI (ICDR) Regulations for issuance and allotment upto 2,50,000 (Two Lakhs Fifty Thousand) Equity Shares. Further, the Valuation Report can also be accessed on the Company website on the link, <https://www.somindia.com/pdf/valuation-report-by-registered-valuer-preferential-issue.pdf>

5. **Intention of Promoters/ Directors/ key management personnel to subscribe to the offer:** Promoters / Directors / key management personnel of the Company do not intend to participate by subscribing in the present offer. The preferential issue is being made to the Non-Promoter entity as mentioned hereunder.

6. **Amount which the Company intends to raise by way of issue of Equity Shares:** Upto ₹6,87,50,000 (Rupees Six Crore Eighty Seven Lakhs Fifty Thousand Only)

7. Material terms of issue of Equity Shares:

- a. The Allottee shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof;
- b. The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from its bank account;
- c. The pre-preferential shareholding of the proposed Allottee (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock- in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. The Equity Shares so allotted to the proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
- e. Allotment of the Equity Shares shall only be made in dematerialized form. The monies to be received by the Company from the proposed Allottee for application of the Equity Shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 and 62 of the Companies Act, 2013;
- f. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission, as the case may be;
- g. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares bearing ISIN INE480C01020 of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

8. **Principal terms of Assets charged as securities:** Not Applicable.

9. The shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Category	Pre-issue No. shares held	Pre-issue percentage of shareholding	Post- issue No. shares held	Post-issue percentage of shareholding
Promoters' holding				
Indian				
Individual	18256813	23.63	18256813	23.55
Bodies Corporate	8391759	10.86	8391759	10.83
Sub-total	26648572	34.49	26648572	34.38
Foreign Promoters	0	0	0	0
Sub-total (A)	26648572	34.49	26648572	34.38
Non-promoters' holding				
Institutional Investors	969839	1.26	1219839	1.57
Non-Institutional Investors				
Private corporate bodies	4372055	5.66	4372055	5.64
Directors and relatives	53857	0.07	53857	0.07
Indian public	44001704	56.95	44001704	56.77
Others (including Non-resident Indians (NRIs))	1214498	1.57	1214498	1.57
Sub-total (B)	50611953	65.51	50861953	65.62
Grand Total	77260525	100.00	77510525	100.00

Notes:

- (1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. 7th July, 2023.
 - (2) Post shareholding structure may change depending upon any other corporate action in between.
10. **Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** In accordance with Regulation 170 of the SEBI (ICDR) Regulations, the allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
 11. **No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** During the year i.e. from April 1, 2023, no preferential allotment has been made to any person by the Company.
 12. **Valuation for consideration other than cash:** Not applicable.
 13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed: Not applicable.
 14. **Lock-in:** The Equity shares allotted pursuant to the preferential issue shall be subject to a lock-in for such period as specified under provisions of Chapter V of the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.
 15. **Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.
 16. **Certificate:** As required in Regulation 163(2) of SEBI (ICDR) Regulations, Certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days between Monday to Friday of every week, up to the date of EOGM. The certificate can also be accessed on the Company website on the link <https://www.somindia.com/pdf/compliance-certificate-by-PCS-preferential-issue.pdf>
 17. **Undertakings:**
The Company hereby undertakes that:
 - i. It is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
 - ii. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
 - iii. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
 - iv. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above securities shall be continued to be locked in till such amount is paid by the allottees;
 - v. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

vi. The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter:

Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Ampersand Growth Opportunities Fund Scheme I	Non-Promoter	Non-Promoter

18. **Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:** It is hereby confirmed that, neither the Company nor its Promoters or Directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. **Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

Name of the Proposed Allotees	Current Status (Pre issue Category/Class)	Name of the Natural Person who are the ultimate Beneficiary Owner	Pre-issue Holding		No. of the Equity Shared to be Issued	Post Issue-allotment of Equity Shares	Proposed Status (Post Issue Category/Class)#	
			No. of Equity Shares	% of Holding			No. of Equity Shares	% of Holding
Ampersand Growth Opportunities Fund Scheme I	Alternative Investment Fund / Non Promoter	Mr. Arun Subrahmanyam*	1,03,500	0.13	2,50,000	3,53,500	2,50,000	0.46

* Mr. Arun Subrahmanyam been identified as Natural Person/ beneficial owner.

#Post Issue % Holding is calculated on post issued capital of the Company i.e. after allotment of 2,50,000 Equity shares

20. **Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:** There shall be no change in management or control of the Company pursuant to the issue equity shares.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said Equity Shares to the above-mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice.

The Board recommends the passing of the **Special Resolution** as set out in Item No.1 of this notice.

None of the Promoters, other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

ITEM NO.2

TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE EQUITY WARRANTS TO PROMOTERS / PROMOTERS GROUP/OTHER PUBLIC INVESTOR ON PREFERENTIAL BASIS AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

In order to meet the funding requirements of the Company, it is proposed that Convertible Warrants of the Company be issued to identified Promoters, Promoter's Group and Other Public Investors on preferential basis, at a price of ₹275/- (Rupees Two Hundred Seventy Five only) per warrant (including a premium of ₹270/- per warrant), in such manner and on such terms and conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 (ICDR Regulations) and in compliance with Section 42 and Section 62 and other applicable provisions

of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The Board, at their meeting held on July 8, 2023, has accorded its approval to the said preferential issue of Warrants. The issue price of the warrants/equity shares has been determined in accordance with the SEBI ICDR Regulations.

Section 62 of the Companies Act, 2013 provides that when a Company proposes to increase its issued capital by allotment of further shares, etc., such further shares are to be offered to the existing shareholders of the Company in the manner laid down in the said section unless the shareholders in a General Meeting decide otherwise by passing a Special Resolution. The Special Resolution proposed at Item No.2 will, if passed, enable the Board on behalf of the Company to allot convertible warrants on a preferential basis to the Promoters, Promoter's Group and Other Public Investors as permitted under Section 62(1)(c) of the Act and the Rules made there under (read with Section 42 of the Companies Act, 2013 and the Rules made there under).

The terms of issue of Warrants as approved by the Board of Directors are as follows:

a) Number of warrants: Not exceeding 51,50,000 warrants.

b) Terms of conversion:

- i. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- ii. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
- iii. The Equity Shares arising from the exercise of the Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- iv. Each Warrant will be convertible into 1 (one) Equity Share of par value of ₹5/- each at an issue price of ₹275/- per equity share (including premium of ₹270/- per equity share).

c) Payment Terms:

- i. 25% of the issue price of the Warrants will be paid on the date of allotment of the Warrants.
- ii. The balance 75% of the issue price of the Warrants is payable at the time of allotment of the Equity Shares pursuant to the exercise of the conversion right by the warrant holder, as and when they deem fit. Non-payment of balance sum i.e 75% of the issue price by the warrant holder would entail in forfeiture of the amount paid. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

d) Issue Price:

The price at which each Warrant will be issued will be ₹275/-, such price being not less than the minimum price determined as per the provisions of Chapter V of the SEBI ICDR Regulations.

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time. Apart from the above said right of adjustment, the Warrants do not give any rights/entitlements to the Warrant holder as a shareholder of the Company.

e) Other terms:

- i. The Warrants and the Shares converted shall be subject to lock-in in accordance with the provisions of SEBI ICDR Regulations.
- ii. The Warrants shall not confer upon the holders thereof any right to receive any notice of the meeting of the Shareholders of the Company or Annual Report of the Company and/or to attend/vote at any of the General Meetings of the Shareholders of the Company held, if any.
- iii. Save and except the right of subscription to the Company's Equity Shares as per the terms of the issue of Warrants, the Warrant holder shall have no other rights or privileges such as entitlement to voting rights, dividend, bonus issue or rights issue or similar benefits declared by the Company.
- iv. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari-passu* with the existing Equity Shares bearing ISIN INE480C01020 of the Company in all respects (including with respect to

dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- v. A separate Register of Warrant holders would be maintained by the Company.
- vi. In the event of any sub-division or consolidation of the face value of the Company's Equity Shares, the share entitlement on each Warrant shall be proportionately increased/ decreased such that the aggregate nominal value of the entitlement remains the same as the nominal value of the Equity Shares immediately prior to such subdivision or consolidation.

THE ADDITIONAL DISCLOSURES RELATED TO THE ISSUANCE OF THE WARRANTS CONVERTIBLE INTO EQUITY SHARES ARE AS FOLLOWS:

1. Disclosures required in terms of Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014

Heading	Disclosure
Particulars of the offer including date of passing of Board resolution	Issuance of up to 51,50,000 (Fifty-One Lakhs Fifty Thousand) convertibles warrants of a face value of ₹275/- (Rupees Two hundred seventy-five only) each on a private placement /preferential basis. Date of Board resolution: July 8, 2023
Kinds of securities offered and price at which security is being offered	Warrants convertible into equity shares, The Warrants of face value of ₹275/- each are being offered at ₹275/- each
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Report of independent registered valuer: Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of ₹275/- (Rupees Two hundred seventy five only) of the warrants to be issued and allotted to the proposed allottee(s) has been determined taking into account the valuation report dated July 8, 2023, issued by Mr. Sanka Hari Surya, independent registered valuer (registration no. IBBI/RV/07/2019/12576, having office at Shree Mahavir Sadhana Chs, D-602, Plot No. 18 EFG, Sector-14, Navi Mumbai, Sanpada-400705 Maharashtra, in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: https://www.somindia.com/pdf/valuation-report-by-registered-valuer-preferential-issue.pdf The Issue price of Warrants and the price for conversion of warrants into Equity Share of the Company has been also determined by pricing certificate issued by CS Neelesh Jain, proprietor of M/s N K Jain & Associates, Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018 and the same may be accessed on the Company's website at the link: https://www.somindia.com/pdf/valuation-report-by-PCS-preferential-issue.pdf . The Warrants Holder shall be entitled to require the Company to convert its warrants held by such Warrants Holder into fully-paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at an issue price of ₹275/- (Rupees Two hundred Seventy Five Only) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being July 6, 2023 (viz. 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders)
Name and address of valuer who performed valuation	Name: Mr. Sanka Hari Surya, independent registered valuer (registration no. IBBI/RV/07/2019/12576, Address: Shree Mahavir Sadhana Chs, D-602, Plot No. 18 EFG, Sector-14, Navi Mumbai, Sanpada- 400705 Maharashtra Name: CS Neelesh Jain, proprietor of M/s N K Jain & Associates, Practicing

	Company Secretaries Address: 208, Akansha, Press Complex, Zone I, M.P. Nagar, Bhopal 462011.
Amount which the company intends to raise by way of such securities	Upto ₹1,41,62,50,000 (Rupees One Hundred Forty One Crores, Sixty Two Lakhs and Fifty Thousands Only)
Material terms of raising such securities	The Warrants Holder shall be entitled to require the Company to convert the Warrants held by such Warrants Holder into fully- paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹275/- (Rupees Two Hundred seventy-Five only) per share.
Proposed time schedule	As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.
Purposes or objects of offer	<ol style="list-style-type: none"> 1. Capital Expenditure 2. Working Capital 3. Operational Expenses 4. Repayment of loans 5. General Corporate Purposes
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	The Promoters will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No.2 Except the Managing Director, None of the other Directors of the Company will be subscribing to the proposed issue.
Principle terms of assets charged as securities	Not Applicable.

2. Disclosures required in terms of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014

Heading	Disclosure
The Objects of the Issue	The proceeds from the issuance of the Warrants (Equity Shares upon conversion of Warrants) shall be used by the Company towards <ol style="list-style-type: none"> 1. Capital Expenditure 2. Working Capital 3. Operational Expenses 4. Repayment of loans 5. General Corporate Purposes
The total number of shares or other securities to be issued	Up to 51,50,000 (Fifty-One Lakhs and Fifty Thousand Only) convertibles warrants of a face value of ₹275/- each
The price or price band at/ within which the allotment is proposed	The issue price at which Warrant will be issued has been decided at ₹275/-, such price being not less than the minimum price determined as per the provisions of Chapter V of the SEBI ICDR Regulations. This conversion price of warrants is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being July 6, 2023 (viz. 30 days prior to the date of the Extraordinary General Meeting of the shareholders)
Basis on which the price has been arrived at along with report of the registered valuer	Report of independent registered valuer: Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of ₹275/- (Rupees Two hundred seventy five only) of the warrants to be issued and allotted to the proposed allottee(s) has been determined taking into account the valuation report dated July 8, 2023, issued by Mr. Sanka Hari Surya, independent registered valuer (registration no. IBBI/RV/07/2019/12576, having office at Shree

	<p>Mahavir Sadhana Chs, D-602, Plot No. 18 EFG, Sector-14, Navi Mumbai, Sanpada-400705 Maharashtra, in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: https://www.somindia.com/pdf/valuation-report-by-registered-valuer-preferential-issue.pdf</p> <p>The Issue price of Warrants and the price for conversion of warrants into Equity Share of the Company has been also determined by pricing certificate issued by CS Neelesh Jain, proprietor of M/s N K Jain & Associates, Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018 and the same may be accessed on the Company's website at the link: https://www.somindia.com/pdf/valuation-report-by-PCS-preferential-issue.pdf.</p> <p>The Warrants Holder shall be entitled to require the Company to convert its warrants held by such Warrants Holder into fully-paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at an issue price of ₹275/- (Rupees Two hundred Seventy Five Only) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being July 6, 2023 (viz. 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders)</p>																														
Relevant date with reference to which the price has been arrived at	July 6, 2023																														
The class or classes of persons to whom the allotment is proposed to be made	Promoter, Promoter Group and Other Public Investors																														
Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Promoters will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No. 2 Except the Managing Director, None of the Directors / Key Managerial Personal will be subscribing to the proposed issue.																														
The proposed time within which the allotment shall be completed	As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded in accordance with Regulation 170 of the SEBI (CDR) Regulations within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.																														
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Identity of Proposed Allottees</th> <th>No. of Warrants to be allotted</th> <th>Pre-holding 8.07.2023</th> <th>Post Shareholding</th> <th>% of post shareholding*</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Jagdish Kumar Arora</td> <td>42,50,000</td> <td>1,51,35,309</td> <td>1,93,85,309</td> <td>23.45</td> </tr> <tr> <td>2.</td> <td>Mr. Deepak Arora</td> <td>6,00,000</td> <td>10,29,510</td> <td>16,29,510</td> <td>1.97</td> </tr> <tr> <td>3.</td> <td>Icy Blast Retails Private Limited</td> <td>1,50,000</td> <td>5,00,000</td> <td>6,50,000</td> <td>0.79</td> </tr> <tr> <td>4.</td> <td>Lakeside Retail Private Limited</td> <td>1,50,000</td> <td>5,00,000</td> <td>6,50,000</td> <td>0.79</td> </tr> </tbody> </table> <p>* Considering preferential allotment of 2,50,000 equity shares to Ampersand Growth Opportunities Fund Scheme I under the proposed Preferential Issue</p>	Sr. No.	Identity of Proposed Allottees	No. of Warrants to be allotted	Pre-holding 8.07.2023	Post Shareholding	% of post shareholding*	1.	Mr. Jagdish Kumar Arora	42,50,000	1,51,35,309	1,93,85,309	23.45	2.	Mr. Deepak Arora	6,00,000	10,29,510	16,29,510	1.97	3.	Icy Blast Retails Private Limited	1,50,000	5,00,000	6,50,000	0.79	4.	Lakeside Retail Private Limited	1,50,000	5,00,000	6,50,000	0.79
Sr. No.	Identity of Proposed Allottees	No. of Warrants to be allotted	Pre-holding 8.07.2023	Post Shareholding	% of post shareholding*																										
1.	Mr. Jagdish Kumar Arora	42,50,000	1,51,35,309	1,93,85,309	23.45																										
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3.	Icy Blast Retails Private Limited	1,50,000	5,00,000	6,50,000	0.79																										
4.	Lakeside Retail Private Limited	1,50,000	5,00,000	6,50,000	0.79																										
The change in control, if any, in the company that would occur consequent to the preferential offer	Consequent to the preferential offer, there will be no change in control in the company.																														
The number of persons to whom allotment on preferential basis	During the year, the Company has not allotted any securities on preferential basis till date.																														

have already been made during the year, in terms of number of securities as well as price					
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable				
The pre issue and post issue shareholding pattern of the company	Category	Pre-issue No. shares Held	Pre-issue percentage of shareholding	Post- issue No. shares held	Post-issue percentage of shareholding
	Promoters' holding				
	Indian				
	Individual	18256813	23.55	23106813	27.95
	Bodies Corporate	8391759	10.83	8391759	10.15
	Sub-total	26648572	34.38	31498572	38.11
	Foreign Promoters				
	Sub-total (A)	26648572	34.38	31498572	38.11
	Non-promoters' holding				
	Institutional Investors	1219839	1.57	1219839	1.48
	Non-Institutional Investors				
	Private corporate bodies	4372055	5.64	4672055	5.65
	Directors and relatives	53857	0.07	53857	0.07
	Indian public	44001704	56.77	44001704	53.23
	Others (including Non-resident Indians (NRIs))	1214498	1.57	1214498	1.47
Sub-total (B)	50861953	65.62	51161953	61.89	
Grand Total	77510525	100.00	82660525	100.00	

3. Disclosures required in terms of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

Heading	Disclosure
The Relevant Date on the basis of which price of the equity shares to be allotted on conversion or exchange of convertible securities shall be calculated	July 6, 2023
The objects of the issue	1. Capital Expenditure: 2. Working Capital: 3. Operational Expenses: 4. Repayment of loans 5. General Corporate Purposes
Maximum number of specified securities to be issued	Up to 51,50,000 (Rupees Fifty-One lakhs and Fifty Thousand) Warrants convertible into Equity Shares having face value of ₹5/- each.
Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer	The Promoters will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No.2 Except the Managing Director, None of the Directors / Key Managerial Personal will be subscribing to the proposed issue.
Shareholding pattern of the	Category Pre-issue Pre-issue Post-issue Post-issue

issuer before and after the preferential issue		No. shares Held	percentage of shareholding	No. shares held	percentage of shareholding	
	Promoters' holding					
	Indian					
	Individual	18256813	23.55	23106813	27.95	
	Bodies Corporate	8391759	10.83	8391759	10.15	
	Sub-total	26648572	34.38	31498572	38.11	
	Foreign Promoters					
	Sub-total (A)	26648572	34.38	31498572	38.11	
	Non-promoters' holding					
	Institutional Investors	1219839	1.57	1219839	1.48	
	Non-Institutional Investors					
	Private corporate bodies	4372055	5.64	4672055	5.65	
	Directors and relatives	53857	0.07	53857	0.07	
	Indian public	44001704	56.77	44001704	53.23	
Others (including Non-resident Indians (NRIs))	1214498	1.57	1214498	1.47		
Sub-total (B)	50861953	65.62	51161953	61.89		
Grand Total	77510525	100.00	82660525	100.00		
Time frame within which the preferential issue shall be completed	As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.					
Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue. Provided that, if there is any listed company, mutual fund, scheduled commercial bank, insurance company registered with the Insurance Regulatory and Development Authority of India in the chain of ownership of the proposed allottee, no further disclosure will be necessary	Sr. No.	Identity of Proposed Allottees	No. of Warrants to be allotted	Pre-holding 08.07.2023	Post Shareholding	% of post shareholding
	1.	Mr. Jagdish Kumar Arora	42,50,000	1,51,35,309	1,93,85,309	23.45
	2.	Mr. Deepak Arora	6,00,000	10,29,510	16,29,510	1.97
	3.	Icy Blast Retails Private Limited	1,50,000	5,00,000	6,50,000	0.79
	3.	Lakeside Retail Private Limited	1,50,000	5,00,000	6,50,000	0.79
	Note: the number of shares, post allotment shareholding and % of shareholding post issue has been set out in the above table on the assumption that up to 51,50,000 (Fifty-One Lakhs Fifty Thousand) convertibles warrants shall be allotted by the Company to the Promoters, Promoter's Group and Other Public Investors and they will convert the entire allotted warrants into equity shares. In the event the actual number of shares and warrants allotted by the Board or the number of warrants converted is less than the warrants allotted, the details of the number of shares, post allotment shareholding and % of shareholding post issue set out in the above table in relation to each Promoters, Promoter's Group and Public Investors shall change accordingly.					
	The proposed preferential issue will not result in change in control of the Company.					
Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required	The Company agrees and undertakes that it shall re-compute the price of the Warrants (Equity Shares upon conversion of Warrants) specified securities issued on preferential basis if required in terms of the provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 where it is required to do so.					

to do so	
Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees	The Company agrees and undertakes that if the amount payable on account of the re-computation of price in terms of the applicable law is not paid within the time stipulated in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Warrants (Equity Shares upon conversion of Warrants) shall continue to be locked-in till the time such amount is paid by the allottees.
Disclosures specified in Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the issuer or any of its promoters or directors is a wilful defaulter	Neither the Company's name nor any of its Promoter or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018. Name of the person declared as a wilful defaulter: Not applicable Name of the Bank declaring the person as a wilful defaulter: Not applicable Year in which the person was declared as a wilful defaulter: Not applicable Outstanding amount when the person was declared as a wilful defaulter: Not applicable Steps taken, if any, by the person for removal of its name from the list of wilful defaulters: Not applicable Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision: Not applicable Any other disclosure as specified by the Board: Not applicable
Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed	Not Applicable
Placing of Practicing Company Secretary Certificate	As required in Regulation 163(2) of SEBI (ICDR) Regulations, Certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days between Monday to Friday of every week, up to the date of EOGM. The certificate can also be accessed on the Company website on the link https://www.somindia.com/pdf/compliance-certificate-by-PCS-preferential-issue.pdf , the same shall be placed before the shareholders at the Extra Ordinary General Meeting of the Company.

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees who are not natural persons:

Name of the Proposed Allottee	Class	Identity of Natural Persons who are the Ultimate Beneficial Owners
Lakeside Retail Private Limited	Private Limited	a. Bhup Singh - 50% b. Jai Prakash Sharma - 50%
Icy Blast Retails Private Limited	Private Limited	a. Bhupendra Guru – 50% b. Amit Tiwari – 50%

The percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent of the Preferential issue:

Name of the Propose Allottee	Pre-Issue Shareholding		Issue Warrants of Present Issue (No)	Post Issue Shareholding after Conversion of Warrants*	
	No. of Shares	% of Share Holding		No. of Shares	% of Share holding
Mr. Jagdish Kumar Arora	1,51,35,309	19.59	42,50,000	1,93,85,309	23.45
Mr. Deepak Arora	10,29,510	1.33	6,00,000	16,29,510	1.97
Icy Blast Retails Private Limited	5,00,000	0.65	1,50,000	6,50,000	0.79
Lakeside Retail Private Limited	5,00,000	0.65	1,50,000	6,50,000	0.79

Confirmations regarding wilful defaulter or a fraudulent borrower / fugitives, if any:

Neither the Company nor its promoters nor the Directors of the Company have been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter:

Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Mr. Jagdish Kumar Arora	Promoter	Promoter
Mr. Deepak Arora	Promoter	Promoter
M/s Icy Blast Retails Private Limited	Non-Promoter	Non-Promoter
M/s Lakeside Retail Private Limited	Non-Promoter	Non-Promoter

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

The Board recommends the Special Resolution as set out at Item No.2 of the Notice for approval by the members.

Mr. Jagdish Kumar Arora, Chairman and Managing Director, Mr. Deepak Arora, Promoter and their relatives to the extent of their existing shareholding in the Company and to the extent of their subscription to the above proposed Preferential Issue shall be deemed to be concerned or interested in the Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

ITEM NO:3

RE-APPOINTMENT OF MR. NAKUL KAM SETHI, (DIN: 06512548) AS WHOLE-TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR FINANCE & STRATEGY AND APPROVAL OF PAYMENT OF REMUNERATION

At the 25th Annual General Meeting held on 28th September, 2018, the Members of the Company had appointed Nakul Kam Sethi, (DIN: 06512548) as Whole-Time Director, to hold office for a period of 5 years with effect from June 1, 2018.

The Nomination and Remuneration Committee ("the NRC") of the Company, on the basis of the performance evaluation, has approved & recommended re-appointment of of Mr. Nakul Kam Sethi (DIN: 06512548), as the Wholetime Director of the Company for a period of 5 years with effect from June 1, 2023 on the terms & conditions including the remuneration payable to him as detailed below by passing a Resolution at their Meeting held on July 8,2023. The remuneration approved by the Nomination and Remuneration Committee and the Board is within the maximum limit of managerial remuneration prescribed under Section 197 read with Schedule V to the Companies Act, 2013.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Shri Nakul Kam Sethi would be beneficial to the Company and it is desirable to continue to avail his services as Whole-Time Director Designated as Executive Director Finance & Strategy. Accordingly, it is proposed to re-appoint Shri Nakul Kam Sethi (DIN: 06512548), as the Whole-time Director of the Company for a period of 5 years with effect from June 1, 2023.

The detailed terms and conditions of re-appointment and remuneration payable to Shri Nakul Kam Sethi (DIN: 06512548), as the Whole-time Director are as follows:

Remuneration proposed:

- A. **Period:** Five-year w.e.f. June 1, 2023 liable to retire by rotation, with the liberty to either party to terminate the appointment on three months' notice in writing to the other.
- B. **Remuneration:** ₹5.5 lakh per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹6.5 lakh per month; Long-term Incentive Compensation / Employee Stock Option / Restricted Stock Units/ Stock Appreciation Rights: As per the plan applicable to the Senior Executives of the Company / Som Group as may be decided by the Board from time to time.
- C. **Perquisites :**
 - a. Contribution to provident fund or superannuation fund or annuity fund to the extent not taxable under the Income Tax Act, 1961.
 - b. Gratuity at the rate of half a month's salary for each completed year of service.
 - c. Leave as per Company's Rules as specified from time to time.
 - d. Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
 - e. Premium paid on personal accident policy.
 - f. Leave encashment at the end of the tenure in accordance with the rules of the company.
 - g. Re-imbursment of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
 - h. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.
- D. Subject as aforesaid, the Wholetime Director shall be governed by such other rules as are applicable to the Senior Executives of the Company from time to time.
- E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Nakul Kam Sethi, Wholetime Director, will be considered as continuous service with the Company from the date of his joining the company.
- F. The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit under section 197, 198 read with Schedule V and other applicable provisions of the Act, or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.
- G. Any revision / change in allowance / perquisite relating to Company provided (furnished/ unfurnished) accommodation and / or HRA in lieu of Company provided accommodation / Car or other allowances / perquisites, will be adjusted from the existing Special Allowance, subject to the ceiling limit as approved by the Shareholders and as per the policy of the Company.
- H. Though considering the provisions of Section 188 of the Act 2013, and the applicable Rules and Schedule of the Act, Mr. Nakul Kam Sethi would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries/ Joint Ventures/Associates, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other directors for attending the meetings of Board(s) of Directors / Committee(s) of Subsidiaries / Joint Ventures / Associates of the Company or companies promoted by the Som Group.

Minimum Remuneration:

If in any Financial Year during the tenure of Shri Nakul Kam Sethi, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Nakul Kam Sethi, Wholetime Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013

The terms and conditions of reappointment of Shri Nakul Kam Sethi may be altered and varied from time to time during his tenure of appointment in such manner as may be agreed to between the Board of Directors and Shri Nakul Kam Sethi

provided such terms are within and in accordance with the limits specified in Schedule V to the Companies Act, 2013, or any amendment thereto.

Shri Nakul Kam Sethi shall be entitled to reimbursement of expenses incurred by him towards furtherance of the Company's business. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable. In the absence of any such Income Tax Rules, 1962, perquisites shall be evaluated at actual cost.

Shri Nakul Kam Sethi is not disqualified from being appointed as a Whole Time Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a Whole Time Director.

Details of Shri Nakul Kam Sethi are provided in the Annexure A to the Notice, pursuant to the provisions of (i) Listing Regulations (ii) Companies Act, 2013 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The draft of the agreement between the Company and Shri Nakul Kam Sethi is open for inspection at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

Shri Nakul Kam Sethi is interested in the Resolution set out in Item No.3 of the Notice, since it pertains to his re-appointment and remuneration for a period of Five years.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board commends the Special Resolution as set out at Item No. 3 of the Notice for approval by the Members.

ITEM NO.4

INCREASE OF REMUNERATION OF SHRI JAGDISH KUMAR ARORA (DIN:00224633), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

The Members of the Company in the Extra-Ordinary General Meeting held on December 16, 2021, had re-appointed Mr. Jagdish Kumar Arora as the Chairman and Managing Director of the Company for a further tenure of three years effective from February 4, 2022 to February 3, 2025 at a revised remuneration. Further, on recommendation of the Nomination and remuneration committee the Board of Directors in its meeting held on April 7, 2023 has approved increase in remuneration to Mr.J.K. Arora upto ₹30 lakhs per month subject to approval of shareholder in general meeting and as per the provisions of the Companies Act, 2013, applicable SEBI Regulations. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr.J. K. Arora is required requisite approval. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mr. Jagdish Kumar Arora as the Chairman and Managing Director of the Company for the period from April 27, 2023 to February 3, 2025. The details are set out below:

Remuneration proposed:

- I. **SALARY:** ₹30 lakh per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹35 lakh per month.
2. **PERQUISITIES:**
 - i) Contribution to provident fund or superannuation fund or annuity fund to the extent not taxable under the Income Tax Act, 1961.
 - ii) Gratuity at the rate of half a month's salary for each completed year of service.
 - iii) Leave as per Company's Rules as specified from time to time.
 - iv) Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
 - v) Premium paid on personal accident policy.
 - vi) Leave encashment in accordance with the rules of the company.
 - vii) Re-imbusement of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
 - viii) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.
 - ix) Reimbursement of official expenses.

Minimum Remuneration:

The Remuneration payable to Mr. Jagdish Kumar Arora, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed ₹5,00,00,000/- (Rupees Five Crore Only) per year with effect from April 27, 2023 to February 3, 2025, on the terms and conditions, as may be agreed between the Board and Mr. Jagdish Kumar Arora, with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Jagdish Kumar Arora, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 read with schedule V of the Companies Act, 2013 and/or Regulation 17 of the Listing Regulations, as may be applicable (including any statutory modifications or re-enactment thereof, for the time being in force).

In the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Jagdish Kumar Arora, Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013 and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.3 is annexed hereto as Annexure A.

Pursuant to Section 190 of the Companies Act, 2013 a copy of the draft Supplementary Agreement proposed to be executed by the Company with the Chairman and Managing Director (on approval by Members of this Resolution) is kept and available for inspection at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Jagdish Kumar Arora and Mr. Ajay Kumar Arora, Mr. Deepak Arora, Ms. Sunita Arora & Ms. Natasha Arora, who is related to Mr. Jagdish Kumar Arora, is in any way concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No.4 of the Notice for approval by the Members.

ITEM NO. 5

INCREASE IN THE LIMITS OF INVESTMENTS / LOANS AND GUARANTEES UNDER SECTION 186 OF COMPANIES ACT, 2013

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary.

In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit in the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of ₹1000 Crores (Rupees One Thousand Crores) over and above the aggregate of free

reserves and securities premium account of the Company at any point of time.

The Board of Directors recommends resolution as set out in item No. 5 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

For and on behalf of the Board

For Som Distilleries and Breweries Limited

Sd/-

Om Prakash Singh

Company Secretary & Compliance Officer

Place: Bhopal

Date: July 8, 2023

REGISTERED OFFICE:

1-A Zee Plaza, Arjun Nagar,

Safdarjang Enclave, Kamal Cinema

Road, New Delhi-110029

Tel.: 011 26169909, 26169712

DETAILS OF DIRECTOR SEEKING REAPPOINTMENT / REMUNERATION AT THE GENERAL MEETING

Name of the Director	Shri Nakul Kam Sethi	Shri Jagdish Kumar Arora
DIN	06512548	00224633
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. J.K. Arora is a visionary. His seasoned leadership qualities, his meticulous planning and strategies has given the desired shape and direction to the growth of the group. His vision as the founder has steered the company toward achieving leadership position. Mr. Arora has been instrumental in shaping SOM's strategy & building a unique partnership model based on the tenets of innovation & sustainable development. Safety, Service and Quality are the corner stones on which the group has traversed the journey of growth.
Date of Birth / Age	September 3, 1973/ 49 Year	June 23, 1956 / 67 Years
Date of first appointment on the Board	June 1, 2018	March 26, 1993
Details of shares held in the Company as on June 30, 2023	53857	15135309
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
Qualifications	B.Com and MBA (Manchester, UK)	B.Sc.
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 lakhs per month till May 31, 2023 ₹5.5 lakhs per month w.e.f. June 1, 2023 subject to requisite approvals	₹20 lakhs per month till April 26, 2023 ₹30 lakhs per month w.e.f. April 27, 2023 subject to requisite approvals
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	Nil
Directorship held in other companies as on March 31, 2023	Aaryavrat Realtors Private Limited Som Agro Products Limited	Legend Capital Private Limited Som Power Limited Aryavrat Projects and Developers Private Limited Sompel JV Private Limited Aryavrat Fincon Private Limited

Committee positions held in other Companies as on March 31, 2023	Nil	Nil
Audit Committee	Nil	Nil
Stakeholders' Relationship Committee	Nil	Nil
Others	Nil	Nil

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

I	General Information			
1	Nature of industry	The Company is engaged in the production of beer; and blending and bottling of IMFL		
2	Date or expected date of commencement of commercial production	The Company commenced its business in the year 1993 i.e. the year in which it was incorporated.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4	Financial performance based on given indicators are as under:			
	Financial Parameters (in Lakhs)	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		
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 of the Notice convening this Meeting read with explanatory statement thereto.		
4	Recognition or awards	-		
5	Job profile and his suitability	The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as a Whole Time Director of the Company.		
6	Remuneration proposed	Same as mentioned in the resolutions at Item No. 3 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.
	ii.	Duties and Responsibilities:
		As per provisions of Companies Act.