

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

6.09.2023

To

| | |
|---|--|
| <p>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 Security ID: SDBL</p> | <p>Dy. General Manager, Department of Corporate Services, BSE LIMITED, First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. corp.compliance@bseindia.com Security ID: 507514</p> |
|---|--|

SUB: ADDITIONAL INFORMATION TO OUTCOME OF THE MEETING OF THE BOARD OF DIRECTORS OF COMPANY HELD SEPTEMBER 5, 2023

Dear Sir/Madam,

In continuation to our intimation dated September 5, 2023 and pursuant to Regulation 30 (read with Schedule III - Part A) and other applicable provisions the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), we wish to submit the following additional information:

| S.NO. | SUBJECT |
|--------------|---|
| 1. | <p>Raising of the Funds Through Issuance of Securities of the Company by way of Qualified Institutional Placement (QIP) and other permissible modes for an amount not exceeding Rs.350 Crore subject to approval of Members at the ensuing Annual General Meeting.</p> <p>Please find enclosed as Annexure 'I', information required to be disclosed pursuant to Regulation 30 of SEBI LODR read with Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.</p> |
| 2. | <p>Appointment of Mr. Nakul Kam Sethi (DIN: 06512548), Whole-time Director, who retires by rotation, being eligible, offers himself for re-appointment, subject to approval of Members at the ensuing Annual General Meeting.</p> <p>Further Please find enclosed Annexure 'II', information required to be disclosed pursuant to Regulation 30 of SEBI LODR read with Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.</p> |
| 3. | <p>Re-appointment of Mr. Satpal Kumar Arora (DIN: 00061420) as an Independent Director of the Company on completion of his tenure of five years, for a second term of 5 (five) consecutive years effective October 13, 2023, not liable to retire by rotation, subject to approval of Members at the ensuing Annual General Meeting.</p> |

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| | Further Please find enclosed Annexure 'III', information required to be disclosed pursuant to Regulation 30 of SEBI LODR read with Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015. |
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The same 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
Company Secretary and Compliance Officer

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Annexure I

Particulars of Fund Raising

| Sr No | Particulars | Remarks |
|-------|--|--|
| 1 | Type of securities proposed to be issued (viz. equity shares, convertible securities etc.). | Equity Shares and/or other securities convertible into Equity Shares (including warrants, or otherwise), or any combination thereof, to such investors, jointly and / or severally, that may be permitted to invest in such issuance of securities / any other qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended, (“SEBI ICDR Regulations”) (“QIBs”) / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company |
| 2 | Type of issuance (further public offering, rights issue, depository receipts (ADRIGDR), qualified institutions placement, preferential allotment etc.); | through public and / or private offerings and / or by way of a qualified institutions placements (“QIPs”) or any combination thereof, in one or more tranches, as may be considered appropriate, in accordance with the SEBI ICDR Regulations and all other applicable laws, as may be considered appropriate, subject to shareholders approval and government / regulatory / statutory and any other approvals and requirements, as applicable |
| 3 | Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately); | to raise funds for an aggregate consideration of up to INR 350,00,00,000/- only (Rupees Three Hundred and Fifty Crore Only) |

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| | | |
|----------|--|---|
| 4 | In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s): | |
| A | Names of investors | to such investors, jointly and / or severally, that may be permitted to invest in such issuance of securities / any other qualified institutional buyers as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended, ("SEBI ICDR Regulations") ("QIBs") / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company |
| B | Post allotment of securities- outcome of the subscription: Issue price / allotted price (in case of convertibles) | the pricing of the Equity Shares to be issued to qualified institutional buyers as defined under the SEBI ICDR Regulations ("QIBs") pursuant to Chapter VI of the SEBI ICDR Regulations shall be determined by the Board in accordance with the provisions on pricing of equity shares determined in accordance with Chapter VI of the SEBI ICDR Regulations. The resolution enables the Board, to in accordance with applicable laws, to offer a discount of not more than 5% (five percent) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations. |
| C | In case of convertibles, intimation on conversion of securities or on lapse of the tenure of the instrument. | Not Applicable. |
| D | Any cancellation or termination of proposal for issuance of securities including reasons thereof. | Not Applicable |

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Annexure II

Details for re-appointment of Director who retire by rotation of the Company are as under:

| Particulars | |
|--|--|
| 1. Reason for Change viz. appointment, resignation, removal, death or otherwise | : To appoint a director in place of Mr. Nakul Kam Sethi (DIN:06512548), who retires by rotation and being eligible offers himself for reappointment. |
| 2. Date of Appointment/ Cessation (as applicable) & Term of Appointment | : As per resolution and explanatory statement |
| 3. Brief Profile (in case of appointment) | : Attached as annexure 'A' |
| 4. Disclosure of Relationship of Directors (in case of appointment of a Director) | : He is not related to any one of the Directors |
| 5. Affirmation that the director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority | : We affirm that Mr. Nakul Kam Sethi is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Nomination & Remuneration Committee of the Board of Directors of the Company has also verified that Mr. Nakul Kam Sethi is not debarred from holding the office of director pursuant to any SEBI order. |

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Annexure III

Details for appointment of Independent Director of the Company are as under:

| Particulars | |
|--|--|
| 1. Reason for Change viz. appointment, resignation, removal, death or otherwise | : Re-appointment of Mr. Satpal Kumar Arora (DIN: 00061420) as independent director of the company a second term of 5 (five) consecutive years effective October 13, 2023, not liable to retire by rotation. |
| 2. Date of Appointment/ Cessation (as applicable) & Term of Appointment | : for a second term of 5 (five) consecutive years effective from October 13, 2023. As per resolution and explanatory statement |
| 3. Brief Profile (in case of appointment) | : Attached as annexure 'A' |
| 4. Disclosure of Relationship of Directors (in case of appointment of a Director) | : He is not related to any one of the Directors |
| 5. Affirmation that the director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority | : We affirm that Mr. Satpal Kumar Arora is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Nomination & Remuneration Committee of the Board of Directors of the Company has also verified that Mr. Satpal Kumar Arora is not debarred from holding the office of director pursuant to any SEBI order. |

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

| Name of the Director | Shri Nakul Kam Sethi | Shri Satpal Kumar Arora |
|---|--|---|
| DIN | 06512548 | 00061420 |
| Brief Resume & Expertise in specific functional areas | With an event full career and a total experience of close to 28 years with commercial, investment and corporates banking sector across geographies in India, Australia and the middle East, Mr. Nakul Sethi possess diverse skills set in-investor relation function, loan syndication, private equity mergers and acquisitions, structured finance, recapitalization, treasury, money markets etc. He has been an integral part of SOM Group for the last 16 years. | Mr Arora has served in various organizations such as - IFCI Limited, TFCI LTD, CFM Assets Reconstruction Co, NSIC Ltd gaining extensive experience in wholesale lending project appraisal and financing, infrastructure project appraisal /monitoring/ negotiating terms and legal aspects. Mr Satpal has proven himself as an essential asset to the organization. Through his good working knowledge of General commercial and economic laws, companies act, Regulatory provisions of Stock Exchanges and SEBI. Management of board and senior level meetings the company has been able to grow exponentially. |
| Date of Birth / Age | September 3, 1973/ 49 Year | April 1, 1958/ 65 Years |
| Date of first appointment on the Board | June 1, 2018 | October 13, 2018 |
| Details of shares held in the Company as on June 30, 2023 | 53857 | 16225 |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | No relationship with other Directors, Manager and other Key Managerial Personnel of the Company | No relationship with other Directors, Manager and other Key Managerial Personnel of the Company |
| Qualifications | B.Com and MBA (Manchester, UK) | M.Com., L.L.B. and memberships of ICMA, ICSI and CAIIB |
| Terms and Conditions of Appointment/ Re-appointment | As mentioned in the resolution placed before the members in item No. 3 of the Notice read with the explanatory Statement thereto | As mentioned in the resolution placed before the members in item No.4 of the Notice read with the explanatory Statement thereto |
| Details of Remuneration sought to be paid | As mentioned in the resolution placed before the members of the Notice read with explanatory Statement thereto | As mentioned in the resolution placed before the members of the Notice read with explanatory Statement thereto |
| Last Remuneration drawn | ₹5.5 lakhs per month w.e.f. June 1, 2023 | Sitting fee of ₹30,000/- for attending each Board Meeting. |
| Number of Board Meetings attended/ held during Financial Year 2022-23 | He attended all the board meeting held during the financial year 2022-23 | He attended all the board meeting held during the financial year 2022-23 |
| Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31, 2023 | Nil | <ul style="list-style-type: none"> • Dhampur Sugar Mills Limited • Shree Pushkar Chemicals & Fertilisers limited • Nagarjuna Fertilizers and Chemicals Ltd. |
| Directorship held in other companies as on March 31, 2023 | <ul style="list-style-type: none"> • Aaryavrat Realtors Private Limited • Som Agro Products Limited | <ul style="list-style-type: none"> • Dhampur Sugar Mills Limited • CMR Green Technologies Limited • IFCI Sycamore Capital Advisors Private Limited • Shree Pushkar Chemicals & Fertilisers limited • Alchemist Asset Reconstruction Company Limited • Nagarjuna Fertilizers and Chemicals Ltd. • Shree Maheshwar Hydrel Power Corporation Limited • Globin INFRA AMC Services Private Limited |
| Committee positions held in other Companies as on March 31, 2023 | - | - |
| Audit Committee | Nil | • Shree Pushkar Chemicals & Fertilisers limited (as Chairman) |
| Stakeholders' Relationship Committee | Nil | • Shree Pushkar Chemicals & Fertilisers limited (as Member) |

| | | |
|--------|-----|--|
| Others | Nil | <ul style="list-style-type: none"> • Shree Pushkar Chemicals & Fertilisers limited • Corporate Social Responsibility Committee (as Member) • Nomination and Remuneration committee(as Chairman) • Dhampur Sugar Mills Limited(as Member) |
|--------|-----|--|

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

| I | | General Information | | |
|-----|---|---|-----------|----------------------|
| 1 | Nature of industry | The Company is engaged in the production of beer; and blending and bottling of IMFL | | |
| 2 | Date or expected date of commencement of commercial production | The Company commenced its business in the year 1993 i.e. the year in which it was incorporated. | | |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. | N.A. | | |
| 4 | Financial performance based on given indicators are as under: | | | |
| | Financial Parameters (in Lakhs) | 2020-21 | 2021-22 | 2022-23 |
| | Total Revenue | 22815.32 | 25948.73 | 57333.5 |
| | Total Expenses | 24894.34 | 27049.32 | 53576.36 |
| | Profit/Loss After Tax | (1803.61) | (1097.23) | 2703.71 |
| | Dividend Rate | Nil | Nil | Interim dividend @5% |
| 5 | Foreign investments or collaborations, if any. | Foreign holding in the Company as on 30/06/2023 is 2.45% of the Equity Shares Capital of the Company. | | |
| II | | Information about the appointee: | | |
| 1 | Name | Shri Nakul Kam Sethi / Shri Satpal Kumar Arora | | |
| 2 | Background details | As mentioned in Annexure A under the heading "Brief Resume and Expertise" | | |
| 3 | Past remuneration | As mentioned in the resolution at Item No. 3 & 4 of the Notice convening this Meeting read with explanatory statement thereto. | | |
| 4 | Recognition or awards | - | | |
| 5 | Job profile and his suitability | The Board considers that their association would be of immense benefit to the Company and it is desirable to appoint them as a Whole Time Director / Independent Director of the Company. | | |
| 6 | Remuneration proposed | Same as mentioned in the resolutions at Item No. 3 & 4 of the Notice convening this Meeting read with explanatory statement thereto. | | |
| 7 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | The proposed remuneration is commensurate with size and nature of the business of the Company and the responsibilities of the appointee. The remuneration do differ from Company to Company in the industry depending of the respective operations. | | |
| 8 | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Not Applicable | | |
| III | | Other information: | | |
| 1 | Reasons of loss or inadequate profits | The Company has been profitable in its operations in the current FY as the COVID situation has been normalized. | | |
| 2 | Steps taken or proposed to be taken for improvement. | The Company has been profitable in its operations in the current FY as the COVID situation has been normalized. | | |
| 3 | Expected increase in productivity and profits in measurable terms. | The Company is expected to show an impressive growth in sale as well as profits in the short to medium term. | | |
| IV | Disclosures: | The information and disclosures related to Remuneration and Period of Appointment, Number of Board Meeting attended during the year 2022-23, Chairmanship / Membership of Committees of the Board of Directors of other listed companies are mentioned in Annexure A hereinabove. | | |
| i | Termination: | As per provisions of Companies Act, 2013 | | |
| ii | Duties and Responsibilities: | As per provisions of Companies Act, 2013 | | |