

# SOM DISTILLERIES AND BREWERIES LIMITED

**Registered Office:** I-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029  
Phone: +91-11-26169909, 26169712 Fax: +91-11-26195897

**Corporate Office:** SOM House, 23, Zone II, M.P. Nagar, Bhopal, Madhya Pradesh – 462011  
Phone: +91-755-4278827, 4271271 Fax: +91-755-2557470

**Email :** [compliance@somindia.com](mailto:compliance@somindia.com) **Website:** [www.somindia.com](http://www.somindia.com)

CIN : L74899DL1993PLC052787

(BSE : 507514, NSE : SDBL)



**SDBL/BSE/NSE/2022**

**20.07.2022**

To

The Manager, Listing Department, <b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> 'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> <u>Security ID: SDBL</u>	Dy. General Manager, Department of Corporate Services, <b>BSE LIMITED,</b>  First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. <a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a> <u>Security ID: 507514</u>
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**SUB: OUTCOME OF THE MEETING OF THE BOARD OF DIRECTORS OF COMPANY HELD TODAY I.E. JULY 20, 2022**

Dear Sir/Madam,

Pursuant to Regulation 30 (read with Schedule III - Part A), Regulation 33 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith outcome of board meeting of the Company held today i.e. on Wednesday, July 20, 2022 at 4:00 P.M. and concluded at 6:00 P.M. at Corporate Office of the Company. The following matters were considered:

S.NO.	SUBJECT
1	The Board considered and approved the Unaudited Financial Results (Standalone and Consolidated) for the quarter ended 30 <sup>th</sup> June, 2022 along with Limited Review Report thereon. The same was approved by the Audit Committee in its meeting held prior to this meeting. A copy of the same are attached herewith.  A press release by the management is also enclosed with the results.
2	The Board considered appointment of Mr. Nakul Kam Sethi, Wholetime Director, who retires by rotation, being eligible, offers himself for re-appointment, subject to approval of Members at the ensuing Annual General Meeting.
3	The Board approved the re-appointment of M/s AKB Jain & Co., Chartered Accountants, Bhopal (FRN:003904C) as the Statutory Auditor of the Company to hold office for a term of 2 years from the conclusion of the 29 <sup>th</sup> Annual General Meeting till the conclusion of the 31 <sup>st</sup> Annual General Meeting in respect of the financial years beginning from April 1, 2022 and ending March 31, 2024, subject to approval of Members at the ensuing Annual General Meeting.

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4	The Board considered and approved to continue appointment of Mr. Uma Kant Samal (DIN: 08669929) as an Independent Director of the Company on attaining the age of seventy-five years for the remaining term of his appointment i.e. upto April 19, 2025, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines, subject to approval of Members at the ensuing Annual General Meeting.
5	The Board considered and approved the Material Related Party Transactions with Som Distilleries Private Limited, being a promoter & Related Party, during the Financial Year 2021-22 and subsequent Financial Years for purchase of goods, materials, availing of services or other resources and obligations in the ordinary course of business and on arm's length basis, which may exceed the materiality threshold limit i.e. exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time, subject to approval of Members at the ensuing Extra-Ordinary General Meeting.
6	The Board considered and approved, giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding ₹500 Crores [Rupees Five Hundred Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company, subject to approval of Members at the ensuing Extra-Ordinary General Meeting.
7	The Board considered and approved increase in remuneration to Shri Jagdish Kumar Arora, as Managing Director from ₹12.50 lakhs p.m. to ₹20.00 lakhs p.m. with authority to the Board of Directors of the Company to grant such increments as it may determine from time to time, for the remaining term of his appointment effective from July 20, 2022, in compliance with the applicable SEBI Regulations and the Companies Act, 2013 and Rules made thereunder, subject to approval of Members at the ensuing Extra-Ordinary General Meeting.
8	The Board considered and approved increase the overall limit of Managerial Remuneration payable beyond specified limits under Section 197 of Companies Act, 2013 in respect of any financial year upto ₹5,00,00,000/- (Rupees Five Crore Only) in compliance with the applicable SEBI Regulations and the Companies Act, 2013 and Rules made thereunder and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time Director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution, subject to approval of

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	Members at the ensuing Extra-Ordinary General Meeting.
9	The Board Considered and Approved increase in the Authorised Share Capital of the Company from ₹40,00,00,000/- (Rupees Forty Crore Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of ₹5/- each (Rupees Five only) to ₹50,00,00,000/- (Rupees Fifty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹5/- each (Rupees Five only) and consequent alteration in Clause V of Memorandum of Association of the company as per the provisions of the Companies Act, 2013 and applicable SEBI Regulations subject to approval of the shareholders in the general meeting.
10	The Board Considered and Approved raising of funds through Issue of Convertible Equity Warrants to the Promoters, Promoter's Group and Other Public Investors on Preferential Basis by issuing up to 40,00,000 (Forty Lakhs) Warrants convertible in one or more tranches to equity shares of ₹5/- each of the Company at a price of ₹72/- (including premium of Rs.67/-) for each Warrant subject to necessary shareholders/ regulatory approvals, as applicable. Please find enclosed as Annexure 'A', 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.
11	The Board considered that the Extra-Ordinary General Meeting (EGM) of the Members of the Company will be held on Friday, the 19 <sup>th</sup> day of August, 2022 at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh). Further the Board considered and approved the notice of Extra-Ordinary General Meeting (EGM) of the Company.
12	The Board considered and approved that the 29 <sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, the 27 <sup>th</sup> day of September, 2022 through video conferencing / other audio-visual means (VC / OAVM). Further the Board considered and approved the notice of 29 <sup>th</sup> Annual General Meeting of the Company.
13	The Board considered and approved appointment of M/s N.K. Jain & Associates, Practicing Company Secretary as the Secretarial Auditor of the Company for the Financial Year 2022-23.

Please note that no final dividend proposed to be declared by the Board Members for FY2021-22.

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The same is also available on the Company's website i.e. [www.somindia.com](http://www.somindia.com).

This is for your information and records please.

**For Som Distilleries & Breweries Limited**


**Om Prakash**  
**Company Secretary & Compliance Officer**

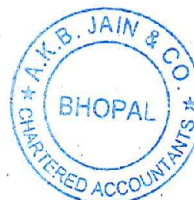
SOM

**Independent Auditor's Review Report on the Quarterly unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

Review Report to  
**The Board of Directors**  
**Som Distilleries & Breweries Limited,**

1. We have reviewed the accompanying statement of unaudited standalone financial results of **SOM DISTILLRIES & BREWERIES LIMITED** (the "Company") for the quarter ended **30<sup>th</sup> June, 2022** (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of regulation 33 of the SEBI (the Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The company's Management is responsible for the preparation of the statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, ("Ind AS 34") "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with regulation 33 of the listing regulations. The statement has been approved by the company's board of directors. Our responsibility is to express a conclusion on the statement based on our review.
3. We conducted our review of the statement in accordance with Standard on Review Engagement ("SRE") 2410 "Review of Interim financial information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountant of India ("ICAI"). This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of person responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing as issued by the ICAI and consequently does not enable us to obtain assurance that would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as stated in Paragraph 3 above, nothing has come to our attention that cause us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard ("Ind AS") specified under Section 133 of Companies Act ,2013, as amended , read with relevant rules issued thereunder and other accounting

*[Handwritten Signature]*



principles generally accepted in India, has not disclosed the information required to be disclosed in terms of listing regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For AKB Jain & Co**  
**Chartered Accountants**  
**FRN: 003904C**



**RAHUL DEWANI**  
**(Partner)**  
**M.No:435066**



**UDIN: 22435066ANHRZX9445**

**Place: Bhopal**  
**Date: 20.07.2022**

**SOM DISTILLERIES AND BREWERIES LIMITED**

23, Zone - II, M.P. Nagar, Bhopal - 462011 India

Ph. 0755- 4271271, 4271369

**STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED  
30<sup>th</sup> JUNE , 2022**

		(Rs. In Lacs)			
Particulars		Quarter ended			Year Ended
		30.06.2022	31.03.2022	30.06.2021	31.03.2022
		Unaudited	Audited	Unaudited	Audited
I	Revenue from operations (Incl State Excise Duties)	18,525.42	8,527.69	3,473.08	25,053.25
II	Other Income	608.20	498.36	75.97	895.48
III	<b>Total Income (I+II)</b>	<b>19,133.62</b>	<b>9,026.05</b>	<b>3,549.05</b>	<b>25,948.73</b>
	<b>Expenses</b>				
a	Cost of Materials Consumed	8,540.08	5,727.41	1,775.25	13,383.65
b	Purchases of stock-in-trade	-	-	48.15	137.36
c	Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	1,077.27	(683.24)	(463.12)	(848.95)
d	State Excise Duties	2,058.29	1,259.14	746.13	4,632.50
e	Employee Benefits Expenses	303.21	311.71	275.95	1,145.55
f	Finance Costs	194.81	233.23	253.56	921.19
g	Depreciation and Amortisations	225.00	221.27	224.58	898.30
h	Other Expenses	4,902.40	1,840.67	1,471.31	6,779.73
IV	<b>Total Expenses</b>	<b>17,301.06</b>	<b>8,910.19</b>	<b>4,331.81</b>	<b>27,049.33</b>
V	<b>Profit/(Loss) before exceptional items and tax (III-IV)</b>	<b>1,832.55</b>	<b>115.86</b>	<b>(782.76)</b>	<b>(1,100.60)</b>
VI	Exceptional Items	-	-	-	-
VII	<b>Profit/(Loss) before tax (V-VI)</b>	<b>1,832.55</b>	<b>115.86</b>	<b>(782.76)</b>	<b>(1,100.60)</b>
VIII	Tax Expense	246.71	(3.39)	-	(3.36)
IX	<b>Profit/(Loss) for the Period (VII-VIII)</b>	<b>1,585.85</b>	<b>119.25</b>	<b>(782.76)</b>	<b>(1,097.24)</b>
X	Other Comprehensive Income	-	14.08	-	14.08
XI	<b>Total Comprehensive income for the Period (IX-X)</b>	<b>1,585.85</b>	<b>133.33</b>	<b>(782.76)</b>	<b>(1,083.16)</b>
XII	<b>Earnings Per Equity Share (Face Value of Rs. 5/- each)</b>				
1	Basic (in Rs.)	2.27	0.20	(1.20)	(1.62)
2	Diluted (in Rs.)	2.27	0.20	(1.20)	(1.62)

**NOTES :-**

- Unaudited financial results for the quarter ended 30<sup>th</sup> June, 2022 reviewed by the audit committee were taken on record at the board meeting held on 20<sup>th</sup> July, 2022.
- The company is engaged in the business of manufacturing of alcoholic beverages. There are no reportable segments other than alcoholic beverages, which singly or in the aggregate qualify for separate disclosure as per provision of the relevant Ind AS 108 "Operating Segments".
- Previous period figures have been regrouped and or reclassified, wherever necessary.
- Shareholders are requested to intimate change of address, if any.

Dated: 20.07.2022

Place: Bhopal



*(Handwritten Signature)*

**Nakul K Sethi**  
Executive Director

Regd. Office:- 1-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi (India)

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**Independent Auditor's Review Report on the Quarterly unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.**

Review Report to  
**The Board of Directors**  
**Som Distilleries & Breweries Limited,**

1. We have reviewed the accompanying statement of unaudited consolidated financial results of **SOM DISTILLRIES & BREWERIES LIMITED** (the "Holding Company") and its subsidiaries (the holding company and its subsidiaries together referred to as "the group") for the quarter ended **30<sup>th</sup> June, 2022** (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of regulation 33 of the SEBI (the Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Holding company's management is responsible for the preparation of the statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, ("Ind AS 34") "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with regulation 33 of the listing regulations. The statement has been approved by the holding company's board of directors. Our responsibility is to express a conclusion on the statement based on our review.
3. We conducted our review of the statement in accordance with Standard on Review Engagement ("SRE") 2410 "Review of Interim financial information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountant of India ("ICAI"). This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of person responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing as issued by the ICAI and consequently does not enable us to obtain assurance that would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities Exchange





Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The statement includes the results of the holding company and its following wholly owned subsidiaries:
- (i) WOODPECKER DISTILLERIES & BREWERIES PRIVATE LIMITED
  - (ii) SOM DISTILLERIES AND BREWERIES ODISHA PRIVATE LIMITED
5. Based on our review conducted as stated in Paragraph 3 above, nothing has come to our attention that cause us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard ("Ind AS") specified under Section 133 of Companies Act ,2013, as amended , read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of listing regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For AKB Jain & Co**  
**Chartered Accountants**  
**FRN: 003904C**



**RAHUL DEWANI**  
**(Partner)**  
**M.No:435066**



**UDIN: 22435066ANHSRX3201**

**Place: Bhopal**  
**Date: 20.07.2022**

**SOM DISTILLERIES AND BREWERIES LIMITED**

23, Zone - II, M.P. Nagar, Bhopal - 462011 India.

Ph. 0755- 4271271, 4271369

**STATEMENT OF UNAUDITED CONSOLIDATED RESULTS FOR THE QUARTER ENDED  
30<sup>th</sup> JUNE, 2022**

		(Rs. In Lacs)			
		Quarter ended			Year Ended
		30.06.2022	31.03.2022	30.06.2021	31.03.2022
		Unaudited	Audited	Unaudited	Audited
I	Revenue from operations (Incl State Excise Duties)	43,768.05	26,881.96	9,897.90	65,380.61
II	Other Income	178.72	9.37	54.47	269.73
III	<b>Total Income (I+II)</b>	<b>43,946.78</b>	<b>26,891.33</b>	<b>9,952.37</b>	<b>65,650.34</b>
2	<b>Expenses</b>				
a	Cost of Materials Consumed	12,973.27	9,932.44	2,643.74	21,331.83
b	Purchases of stock-in-trade	-	-	-	257.62
c	Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	1,473.66	(1,041.45)	(62.07)	(851.81)
d	State Excise Duties	18,337.91	12,301.68	4,887.68	29,104.52
e	Employee Benefits Expenses	584.91	567.53	516.30	2,169.85
f	Finance Costs	352.41	388.15	400.02	1,535.45
g	Depreciation and Amortisations	424.14	412.83	419.36	1,677.77
h	Other Expenses	6,987.97	3,981.30	2,407.94	11,679.38
IV	<b>Total Expenses</b>	<b>41,134.26</b>	<b>26,522.48</b>	<b>11,212.97</b>	<b>66,904.61</b>
V	Profit/(Loss) before exceptional items and tax (III-IV)	2,812.52	368.85	(1,260.60)	(1,254.27)
VI	Exceptional Items	-	-	-	-
VII	<b>Profit/(Loss) before tax (V-VI)</b>	<b>2,812.52</b>	<b>368.85</b>	<b>(1,260.60)</b>	<b>(1,254.27)</b>
VIII	Tax Expense	246.71	(270.30)	-	(270.27)
IX	<b>Profit/(Loss) for the Period (VII-VIII)</b>	<b>2,565.81</b>	<b>639.15</b>	<b>(1,260.60)</b>	<b>(984.00)</b>
X	Other Comprehensive Income	-	11.02	-	11.02
XI	<b>Total Comprehensive income for the Period (IX-X)</b>	<b>2,565.81</b>	<b>650.17</b>	<b>(1,260.60)</b>	<b>(972.98)</b>
XII	<b>Earnings Per Equity Share (Face Value of Rs. 5/- each)</b>				
1	Basic (in Rs.)	3.67	0.97	(1.94)	(1.45)
2	Diluted (in Rs.)	3.67	0.97	(1.94)	(1.45)

**NOTES :-**

- 1 Unaudited financial results for the quarter ended 30th June, 2022 reviewed by the audit committee were taken on record at the board meeting held on 20th July, 2022.
- 2 The company is engaged in the business of manufacturing of alcoholic beverages. There are no reportable segments other than alcoholic beverages, which singly or in the aggregate qualify for separate disclosure as per provision of the relevant Ind AS 108 "Operating Segments".
- 3 Previous period figures have been regrouped and or reclassified, wherever necessary.
- 4 Shareholders are requested to intimate change of address, if any.

Dated: 20.07.2022

Place: Bhopal



*(Signature)*

Nakul K Sethi  
Executive Director

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## PRESS RELEASE – Q1–FY2023 RESULTS OF THE COMPANY

- *Our revenue from operations for the quarter stood at Rs.254.30 crores which are the highest ever reported for a quarter. Ours sales for the Q1 22-23 grew by 407 % over the sales reported in Q1 21-22.*
- *Our EBDITA stood at Rs.35.89 crores with an EBIDTA margin at 14.11%, a huge improvement on the 5% margin reported in the full year FY 21-22. Our EBIDTA in Q1 22-23 grew by 912% over the EBIDTA in Q1 FY 21-22.*
- *Similarly, our consolidated Net Profit stood at Rs.25.66 crores for the quarter ended Q1 22-23 against the loss of Rs.12.61 crores reported for Q1 21-22, a growth of 303%.*
- *Our sales growth has been given by the excellent performance of the company's key brands; Hunter, Blackfort and Power Cool in the markets of Madhya Pradesh, Karnataka and Odisha.*
- *We are confident of continuing the positive trend for the remaining part of the current fiscal year.*

**For Som Distilleries and Breweries Limited**



**Nakul Kam Sethi**  
**Executive Director**

**Annexure A**

Sr No	Particulars	Remarks														
1	Type of securities proposed to be issued (viz. equity shares, convertible securities etc.).	Convertible warrants ("Warrants") with a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant														
2	Type of issuance (further public offering, rights issue, depository receipts (ADRI/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Allotment														
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Issue of Convertible Equity Warrants to the Promoters, Promoter's Group and Public Investors on Preferential Basis by issuing up to 40,00,000 (Forty Lakhs) Warrants convertible in one or more tranches to equity shares of ₹5/- each of the Company at a price of at an exercise price ₹72/- (including premium of ₹67/-) for each Warrant aggregating up to ₹28,80,00,000 (Rupees Twenty Eight Crore Eighty Lakhs Only).														
4	<b>In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):</b>															
A	Names of investors	<table border="1"> <tr> <td colspan="2" data-bbox="770 936 1139 969"><b>Promoters /Promoter group</b></td> </tr> <tr> <td data-bbox="770 969 1139 1003">Mr. Jagdish Kumar Arora</td> <td data-bbox="1139 969 1390 1003">up to 2000000</td> </tr> <tr> <td data-bbox="770 1003 1139 1037">Mr. Deepak Arora</td> <td data-bbox="1139 1003 1390 1037">up to 500000</td> </tr> <tr> <td colspan="2" data-bbox="770 1037 1139 1070"><b>Non - Promoter Investor</b></td> </tr> <tr> <td data-bbox="770 1070 1139 1149">Lakeside Retail Private Limited</td> <td data-bbox="1139 1070 1390 1149">up to 500000</td> </tr> <tr> <td data-bbox="770 1149 1139 1216">Icy Blast Retails Private Limited</td> <td data-bbox="1139 1149 1390 1216">up to 500000</td> </tr> <tr> <td data-bbox="770 1216 1139 1249">Newport Retail LLP</td> <td data-bbox="1139 1216 1390 1249">up to 500000</td> </tr> </table>	<b>Promoters /Promoter group</b>		Mr. Jagdish Kumar Arora	up to 2000000	Mr. Deepak Arora	up to 500000	<b>Non - Promoter Investor</b>		Lakeside Retail Private Limited	up to 500000	Icy Blast Retails Private Limited	up to 500000	Newport Retail LLP	up to 500000
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Lakeside Retail Private Limited	up to 500000															
Icy Blast Retails Private Limited	up to 500000															
Newport Retail LLP	up to 500000															
B	post allotment of securities- outcome of the subscription: Issue price/allotted price (in case of convertibles)	Exercise price ₹72/- (including premium of Rs.67/-) for each Warrant														
C	In case of convertibles, intimation on conversion of securities or on lapse of the tenure of the instrument.	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.														
D	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable														

An amount equivalent to 25% of the issue price of the Warrants will be paid on the date of allotment of the Warrants. 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.

**FIRM PROFILE**  
**A K B JAIN & CO**  
**CHARTERED ACCOUNTANTS**

**A K B JAIN AND CO.**  
**CHARTERED ACCOUNTANTS**  
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**ABOUT FIRM –**

*AKB Jain & Co.* was setup in the year 1987 by CA Ashok Kumar Jain, since then the firm has grown from strength to strength. It is now among the leading practicing firm of Madhya Pradesh. We are the team of young and energetic partners and staff having positive approach to provide expert and professional services with due care of professional ethics.

We provide a single window professional service with highest standard, integrity, specialization and dedication to clients. We have a highly competent and motivated team for quality services which believe in continuously upgrading skills and knowledge through training at State and National level. We earnestly believe in long term relationship with clients and as a result of this, our client retention rate is excellent.

The firm has large clientele in and around Madhya Pradesh. AKB Jain & Co. is a multi-disciplinary firm of Chartered Accountants. The team of AKB Jain & Co. comprises of highly qualified and experienced professionals offering a wide range of services covering the following –

- Income Tax Compliance
- Income Tax Advisory Services
- Income Tax Litigation
- Various Audit & Assurance
- Indirect Tax Compliance and Litigation
- Certification Work
- Development and implementation of Adequate Internal Financial Control
- Project Report, CMA Data and other financing related documents
- Consultancy with regard to AS, INDAS & Preparation of standalone and consolidated financial statements

**PROFILE**

**OF**

**N.K. JAIN & ASSOCIATES**

***Practicing Company Secretaries***



**208, "Akansha" Plot No. 2 Press Complex, Zone-1 M.P. Nagar,  
Bhopal – 462011, Madhya Pradesh**

**Phone- 0755-4934494, 9303134494**

**E-MAIL: [nkjainpcs@outlook.com](mailto:nkjainpcs@outlook.com)**

**BRIEF PROFILE:**

M/s. N.K. Jain & Associates, a firm of Practising Company Secretaries, emerged under the initiative and guidance of Mr. Neelesh Jain, who is having more than 15 years of experience and proficiency in secretarial and legal matters. Having started with the belief of looking at all corporate transactions and compliances in a completely different approach, in such a way that the approach always keeps both law makers and corporates at winwin situation.

With his rich experience in the field of corporate compliance, the firm has carved its name in the market as a leading company secretary firm providing holistic services in the field of Secretarial, Legal and Foreign Exchange Related Matters.

We are working as Practicing Company Secretaries firm focusing on providing high quality services and solving complexity relating to Various Corporate Laws Matters.

**ADDRESS:**

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**SERVICES FOR OUR VALUABLE CLIENTS:**

- Incorporation of Companies
- Formation of LLP (Limited Liability Partnership)
- Conversion of one type of company to other type of Company
- Secretarial Audit of listed and unlisted public companies
- Work related to NBFC Companies
- Work related to Merchant Banking Companies
- Work related to companies registered with IRDA
- Buy and sell of companies (including NBFC)
- Merger and Amalgamation
- Takeover
- Due diligence
- Share Reconciliation Audit
- Corporate Governance Certification
- Appointment & resignation of directors and key managerial personnel
- Appointment, reappointment and ratification of auditors and fill casual vacancy of auditors
- Winding up of Companies
- Closure of LLP's
- Annual Filing of all type of Companies
- Annual Filing in XBRL Mode
- Creation, Modification and Satisfaction of charges
- Preparation of search report
- Certification of various Returns and forms

- Consultation on All Corporate Laws
- Filing of forms for registration of creation, modification and satisfaction of charges
- Allotment of shares by way of preferential issue, right issue, conversion of loan into equity and file returns of the allotments
- Drafting of various Resolutions, agreements, deeds etc.
- Buy back of shares
- Filing and certification of forms FIRC and FCGPR on foreign direct investment
- Preparation of search report on the basis of physical and online documents available with Ministry of Corporate affairs
- Condonation of delay under Companies Act
- Time based and event based compliances of listed and unlisted companies
- Shifting of Registered Office of the Company from one place to another
- Handling of all Secretarial and Legal functions of the Company
- Arranging & Conducting Board and General Meetings of the Company and all other group Companies
- Liaison and interaction with Registrar of Companies, Regional Director, Securities Exchange Board of India, Reserve Bank of India, Stock Exchange, Insurance Regulatory Development Authority, Registrar & Transfer Agents etc.
- Preparation, Execution and Registration of all Legal documents
- Trademarks and Copyrights.
- Maintenance and updation of records, registers, books etc. required under various Corporate Laws.
- Drafting of Partnership deed
- Work related Trust/NGO, section 8 company
- Account writing
- Filing of Income Tax returns
- Digital Signature (DSC)



**PROPRIETOR DETAIL:**

<b>FCS NEELESH JAIN</b>	
Profession	Practicing Company Secretary
Qualification	FCS, L.L.B
Mobile	+91 9303134494
Membership No.	F6436
COP No	6912
E-Mail	<a href="mailto:nkjainpcs@outlook.com">nkjainpcs@outlook.com</a>
Professional Experience	<p>The following are the some of his major areas of practice:</p> <ul style="list-style-type: none"><li>• Compliance with listing agreement Handled documentation relating to overseas issue and related due diligence</li><li>• Handled several composite schemes of re-arrangement including mergers, demergers and amalgamation</li><li>• Rights issue by listed companies.</li><li>• Liaison with Stock Exchanges</li><li>• Documentation and due diligence in relating to acquisition of companies in India and abroad.</li><li>• Trade marks and other intellectual property rights related matters</li><li>• Incorporation of Companies and LLPs</li><li>• Secretarial Audit and due diligence reports</li></ul>