

CIN: L74899DL1993PLC052787

Date: 14.01.2022

#### BREWERIES LTD. OM DIS

ISO 9001:2015 Certified Company

Corporate Office: 23, Zone-II, Maharana Pratap Nagar, Bhopal-462 011 (Madhya Pradesh) Tel.: +91-755-4278827, 4271271 Fax: +91-755-2557470

E-mail: sdltd@bsnl.in, somdistilleries@rediffmail.com, Web: www.somindia.com Works: Village Rojrachak, Distt. Raisen (Madhya Pradesh) Ph.: +91-7480-266244-5

#### SDBL/BSE/NSE/2022

To,

The Manager,

Listing Department,

NATIONAL STOCK EXCHANGE OF BSE LIMITED.

INDIA LIMITED

'Exchange Plaza' C-1, Block G,

Bandra-Kurla Complex, Bandra (E),

Mumbai-400 051.

cmlist@nse.co.in

Security ID: SDBL

Dy. General Manager,

Department of Corporate Services,

First Floor, P.J. Towers,

Dalal Street, Fort,

Mumbai - 400001.

corp.compliance@bseindia.com

Security ID: 507514

## SUB.: NEWSPAPERS ADVERTISEMENT - PUBLIC ANNOUNCEMENT - RIGHTS ISSUE NOTICE TO THE SHAREHOLDERS OF THE COMPANY

Dear Sir/Madam,

In terms of Regulation 30 and Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the advertisement published in newspapers - Notice to the eligible Equity Shareholders of Som Distilleries and Breweries Limited.

The above-mentioned advertisement has been published in Business Standard Hindi and Business Standard English, newspapers on January 14, 2022.

The same has also been uploaded on the Company's website www.somindia.com.

This is for your information and records please.

For Som Distilleries and Breweries Limited

Om Prakash

Company Secretary & Compliance Officer

Encl: aa



(This is a public announcement for information purposes only and not for publication or distribution outside India and is not an Offer Document)

# OM DISTILLERIES AND BREWERIES LIMITED

Registered Office: 1A, Zee Plaza, Arjun Nagar, S.J. Enclave, Karnal Cinema Road, New Delhi - 110 029, India; Telephone: +91 755 4271 271 / + 91 755 4278 827; E-mail: compliance@somindia.com; Website: www.somindia.com Contact Person: Om Prakash, Company Secretary and Compliance Officer: Corporate Identification Number: L74899DI 1993PI 0052787

### PROMOTERS OF OUR COMPANY

JAGDISH KUMAR ARORA, AJAY KUMAR ARORA, SUNITA ARORA, NATASHA ARORA, SWEENA ARORA, DEEPAK ARORA, SURJEET LAL, AALOK DEEP FINANCE PRIVATE LIMITED AND SOM DISTILLERIES PRIVATE LIMITED

#### NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF SOM DISTILLERIES AND BREWERIES LIMITED (THE "COMPANY") **ISSUE OPENS ON** \*# ISSUE CLOSES ON LAST DATE FOR ON MARKET RENUNCIATION **MONDAY, JANUARY 17, 2022 TUESDAY, JANUARY 25, 2022 MONDAY, JANUARY 31, 2022**

# Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date. \*The Board of Directors or a duly authorized committee thereof will have the right to extend the issue period as it may determine from time to time, provided that the issue will not remain open in excess of 30 (thirty) days from the issue Opening Date.

ISSUE OF UPTO 49,99,058 EQUITY SHARES OF FACE VALUE ₹ 5 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 35 EACH INCLUDING A SHARE PREMIUM OF ₹ 30 PER RIGHTS EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ 1,749.67° LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1:13 I.E. ONE RIGHTS EQUITY SHARE FOR EVERY THIRTEEN FULLY PAID-UP EQUITY SHARES IS SEVEN (7) TIMES THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 117 OF THE LETTER OF OFFER.

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details read section on ASBA below

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HD/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HD/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 01, 2021 (Collectively hereafter referred to as "SEBI Rights issue Circulars") and SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (Collectively hereafter referred to as "ASBA Circulars"), all investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for Resident Individual Investors in this Issue, i.e., R-WAP Kindly note that Non-Resident Investors cannot apply in this issue using the R-WAP facility, and therefore will have to apply through ASBA mode. Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Procedure for Application through the ASBA Process" and "Procedure for Application through R-WAP" on pages 128 and 129, respectively of the Letter of Offer.

Further, in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Further, in accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their dernat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. Tuesday, January 25, 2022, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical

Facility for Application in the Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue circular and ASBA circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for Resident Individual Investors in this Issue, i.e., R-WAP, Kindly note that Non-Resident Investors cannot apply in this Issue using the R-WAP facility, and therefore will have to apply through ASBA mode. Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Procedure for Application through the ASBA Process" and "Procedure for Application through R-WAP" on pages 128 and 129, respectively of the Letter of Offer.

Procedure for Application through ASBA Process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications may be submitted at Designated Branches of the SCSBs. Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, SCSBs should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the issue and clear demarcated funds should be available in such account for Applications. SCSBs applying in the Issue shall be responsible for ensuring that they have a separate account in their own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the Application, for ensuring compliance with the applicable regulations.

Registrar's Web-based Application Platform (R-WAP)

in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/552 dated April 22, 2021, a separate web based application platform, i.e., the R-WAP facility (accessible at www.masserv.com), has been instituted for making an Application in this issue by Resident individual investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. At the R-WAP, Resident individual investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such investors should ensure that the respective bank accounts have sufficient funds. For risks associated with the R-WAP process, see "Risk Factor No 48. - The R-WAP payment mechanism facility proposed to be used for this issue may be exposed to risks, including risks associated with payment gateways" on page 36 of the Letter of Offer.

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked stions or call helpline number +91 11 2638 7281 / 82 / 83. For details, see "Procedure for Application through R-WAP" on page 129 of the Letter of Offer Application by Eligible Equity Shareholders holding Equity Shares in physical form:

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" on page 134 of the Letter of Offer

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN

ALLOTMENT IN DEMATERIALIZED FORM ONLY: Investors may please note that the Rights Equity Shares in the Issue can be allotted only in dematerialized form and to the same depository account in which the Rights Entitlements are held by such Applicant on the issue closing date. In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in the issue during the issue Period. Such Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in ph form" on page 134 of the Letter of Offer.

DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND APPLICATION FORM: The dispatch of the ALOF and Application Form for the Issue was completed on January 11, 2022 by Registrar to the Issue, i.e., Mas Services Limited to the Eligible Equity Shareholders of the Company, whose names appeared in the Register of Members/Beneficial

Owners of the Company, on the Record date, i.e., Monday, January 03, 2022 through electronic dispatch to the shareholders who have registered their email ids. AVAILABILITY OF APPLICATION FORM: The Registrar has electronically dispatched an Application Form to all Eligible Equity Shareholders as per their Rights Entitlements on the Record Date for the Issue, in the event that e-mail addresses of the Eligible Equity Shareholders were not available with our Company/ Depositories or the Eligible Shareholders have not provided valid e-mail addresses to our Company/ Depositories, our Company has dispatched the Application Form and other applicable Issue materials by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address.

The Renouncees and Eligible Equity Shareholders who have not received the Application Form can download the same from the websites of the Registrar (www.masserv.com), the Company (www.somindia.com), the Lead Manager (www.saffronadvisor.com) and the Stock Exchanges at (www.bseindia.com), (www.nseindia.com). Resident Individual Investors applying through the R-WAP can access and submit the online Application Form in electronic mode using the R-WAP at www.masserv.com.

CREDIT OF RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNTS: Pursuant to provisions of the SEBI ICDR Requiations and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been credited in their respective dernat account under the ISIN - INE480C20012 on Friday, January 07, 2022.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.masserv.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., www.somindia.com).

APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS: An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India Alternatively, Eligible Equity Shareholders may also use the Application Form available online on the websites of our Company, the Registrar to the Issue, the Stock Exchanges, the

Lead Manager or the R-WAP to provide requisite details. Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the

Application Form for any purpose including renunciation even if it is received subseque PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP

Validity of Registration: Permanent

as amended, or an exemption from registration. There will be no public offering of Equity Shares in the United States.

office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Issuer, being Som Distilleries and Breweries Limited Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository):
- Registered Folio Number and DP and Client ID No.: Number of Equity Shares held as on Record Date
- Allotment option preferred only Demat form;

\*Simple, Safe, Smart way of Application - Make use of it!!!

- Number of Rights Equity Shares entitled to: Number of Rights Equity Shares applied for;
- Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for within the Right Entitlements;
- Total amount paid at the rate of ₹35/- per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB: In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address
- and branch of the SCSB with which the account is maintained: Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and
- for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants:
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account:
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);

Additionally, all such Applicants are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application elates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. If we confirm that If we are not in the United States and understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compiliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the

l/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act

I/We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements." In case an investor makes an Application as well as on plain paper, his application is liable to be rejected.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e., Monday, January 31, 2022. Our Board or any

committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application together with the amount payable is either (I) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue or the Registrar on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under "Terms of the Issue - Basis of Allotment" on page 143 of the Letter of Offer.

APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM. LISTING: The existing Equity Shares of our Company are listed on BSE and NSE ("Stock Exchanges"). Our Company has received 'in-principle' approval from the BSE and NSE for

listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letter dated December 09, 2021 and November 24, 2021, respectively. For the purpose of this Issue, the Designated Stock Exchange is BSE. DISCLAIMER CLAUSE OF BSE (THE DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE Limited should not in anyway be

deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" on page 112 of the Letter of Offer. AVAILABILITY OF THE LETTER OF OFFER: A copy of the Letter of Offer can be downloaded from the website of a) our Company at www.somindia.com; b) the Registrar to the

Issue at www.masserv.com; c) the Lead Manager at www.saffronadvisor.com d) SEBI and the Stock Exchanges at www.sebi.gov.in, www.bseindia.com, and www.nseindia.com and e) the Registrar's web-based application platform R-WAP www.masserv.com. NOTICE TO OVERSEAS SHAREHOLDERS: No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in

India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirement applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. For more details, see "Other Regulatory and Statutory Disclosures -Selling Restrictions" on page 113 of the Letter of Offer. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the

securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBS") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S"). In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares in the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the Securities Act. The Rights Equity Shares are transferable only in accordance with the restrictions described in "Other Regulatory and Statutory Disclosures - Selling Restrictions" on page 113 of the Letter of Offer

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter has been sent through email to email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdic

BANKER TO THE ISSUE AND REFUND BANK: ICICI Bank Limited MONITORING AGENCY: NA

FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER. OTHER IMPORTANT LINKS AND HELPLINE:

a) Frequently asked questions and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.masserv.com.

b) Updation of email address/mobile number in the records maintained by the Registrar or our Company: www.masserv.com. c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.masserv.com.

d) Updation of Indian address can be done by way of an email to info@masserv.com, sm@masserv.com.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

Date: January 13, 2022

Place: New Delhi

# SAFFRON CAPITAL ADVISORS PRIVATE LIMITED

605, Center Point, 6th floor, Andheri Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India. Telephone: +91 22 4082 0906 Facsimile: +91 22 4082 0999 E-mall: rights.issue@saffronadvisor.com Website: www.saffronadvisor.com Investor grievance: investorgrievance@saffronadvisor.com Contact Person: Gaurav Khandelwal/Varsha Gandhi SEBI Registration Number: INM 000011211

LEAD MANAGER TO THE ISSUE



#### MAS SERVICES LIMITED T-34, 2rd Floor, Okhla Industrial Area, Phase - II,

New Delhi - 110 020, India.

Validity of Registration: Permanent

**REGISTRAR TO THE ISSUE** 

Telephone: +91 11 2638 7281 / 82 / 83 Facsimile: +91 11 2638 7384

Email: sm@masserv.com Website: www.masserv.com Investor grievance e-mail: info@masserv.com Contact Person: Sharwan Mangla. SEBI Registration No.: INR000000049

#### COMPANY SECRETARY AND COMPLIANCE OFFICER SOM DISTILLERIES AND BREWERIES LIMITED

Registered Office: 1A, Zee Plaza, Arjun Nagar, S.J. Enclave, Karnal Cinema Road, New Delhi - 110 029, India. 53000 Corporate Office: 23, Zone-II, M.P. Nagar, Bhopal - 462 011, Madhya Pradesh, India; Tel: +91 755 4271 271 / + 91 755 4278 827;

E-mall: compliance@somindia.com; Website: www.somindia.com

Contact Person: Om Prakash, Company Secretary and Compliance Officer Investors may contact the Registrar to Issue / Compliance Officer in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.

For Som Distilleries and Breweries Limited

**Om Prakash** 

Disclaimer: Our Company is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in and the Stock Exchanges where the Equity Shares are listed i.e. BSE and NSE at www.bseindia.com, www.nseindia.com, www.nseindia.com and the website of the Lead Manager at www.saffronadvisor.com. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 20 of the Letter of Offer. This announcement has been prepared for publication in India and may not be released in the United States absent registration under the US Securities Act of 1933,

















(This is a public announcement for information purposes only and not for publication or distribution outside India and is not an Offer Document)

# SOM DISTILLERIES AND BREWERIES LIMITED

Registered Office: 1A, Zee Plaza, Arjun Nagar, S.J. Enclave, Kamal Cinema Road, New Delhi - 110 029, India; Telephone: +91 755 4271 271 / + 91 755 4278 827; E-mail: compilance@somindia.com; Website: www.somindia.com; Contact Person: Om Prakash, Company Secretary and Compliance Officer; Corporate Identification Number: L74899DL1993PLC052787

### PROMOTERS OF OUR COMPANY

JAGDISH KUMAR ARORA, AJAY KUMAR ARORA, SUNITA ARORA, NATASHA ARORA, SWEENA ARORA, DEEPAK ARORA, SURJEET LAL, AALOK DEEP FINANCE PRIVATE LIMITED AND SOM DISTILLERIES PRIVATE LIMITED

# NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF SOM DISTILLERIES AND BREWERIES LIMITED (THE "COMPANY")

LAST DATE FOR ON MARKET RENUNCIATION **ISSUE OPENS ON** \*# ISSUE CLOSES ON **TUESDAY, JANUARY 25, 2022 MONDAY, JANUARY 17, 2022 MONDAY, JANUARY 31, 2022** 

# Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the issue Closing Date. \*The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue Opening Date.

ISSUE OF UPTO 49,99,058 EQUITY SHARES OF FACE VALUE 🛪 5 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF 🛪 35 EACH INCLUDING A SHARE PREMIUM OF 🛪 30 PER RIGHTS EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING UPTO 🛪 1,749.67° LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1:13 I.E. ONE RIGHTS EQUITY SHARE FOR EVERY THIRTEEN FULLY PAID-UP EQUITY SHARES IS SEVEN (7) TIMES THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 117 OF THE LETTER OF OFFER. #Assuming full subscription

Facility for Application in the Issue

#### \*Simple, Safe, Smart way of Application - Make use of it!!!

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details read section on ASBA below

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 01, 2021 (Collectively hereafter referred to as "SEBI Rights Issue Circulars") and SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (Collectively hereafter referred to as "ASBA Circulars"), all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for Resident Individual Investors in this Issue, i.e., R-WAP. Kindly note that Non-Resident investors cannot apply in this issue using the R-WAP facility, and therefore will have to apply through ASBA mode. Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Procedure for Application through the ASBA Process" and "Procedure for Application through R-WAP" on pages 128 and 129, respectively of the Letter of Offer.

Further, in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Further, in accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date I.e. Tuesday, January 25, 2022, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue circular and ASBA circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for Resident Individual Investors in this Issue, i.e., R-WAP. Kindly note that Non-Resident Investors cannot apply in this Issue using the R-WAP facility, and therefore will have to apply through ASBA mode. Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP For details, see "Procedure for Application through the ASBA Process" and "Procedure for Application through R-WAP" on pages 128 and 129, respectively of the Letter of Offer. Procedure for Application through ASBA Process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012

within the periods stipulated therein. ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications may be submitted at Designated Branches of the SCSBs. Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, SCSBs should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for Applications. SCSBs applying in the issue shall be responsible for ensuring that they have a separate account in their own name with any other SCSB having clear demarcated funds for applying in the issue and that such separate account shall be used as the ASBA Account for the Application, for ensuring compliance with the applicable regulations.

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021, a separate web based application platform, i.e., the R-WAP facility (accessible at www.masserv.com), has been instituted for making an Application in this issue by Resident Individual Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. At the R-WAP, Resident Individual Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat. Prior to making an Application, such investors should enable the internet banking or UPI facility of their respective bank accounts and such investors should ensure that the respective bank accounts have sufficient funds. For risks associated with the R-WAP process, see "Risk Factor No 48. - The R-WAP payment mechanism facility proposed to be used for this issue may be exposed to risks, including risks associated with payment gateways" on page 36 of the Letter of Offer.

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked

stions or call helpline number + 91 11 2638 7281/82/83. For details, see "Procedure for Application through R-WAP" on page 129 of the Letter of Offer.

Application by Eligible Equity Shareholders holding Equity Shares in physical form:

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" on page 134 of the Letter of Offer.

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM ALLOTMENT IN DEMATERIALIZED FORM ONLY: Investors may please note that the Rights Equity Shares in the Issue can be allotted only in dematerialized form and to the

same depository account in which the Rights Entitlements are held by such Applicant on the issue closing date. In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our bing to Rights Equity Shares may y at least two Working Days prior to the Issi Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" on page 134 of the Letter of Offer. DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND APPLICATION FORM: The dispatch of the ALOF and Application Form for the Issue was completed on January

11, 2022 by Registrar to the Issue, i.e., Mas Services Limited to the Eligible Equity Shareholders of the Company, whose names appeared in the Register of Members/Beneficial Owners of the Company, on the Record date, i.e., Monday, January 03, 2022 through electronic dispatch to the shareholders who have registered their email ids.

AVAILABILITY OF APPLICATION FORM: The Registrar has electronically dispatched an Application Form to all Eligible Equity Shareholders as per their Rights Entitlements on the Record Date for the Issue. In the event that e-mail addresses of the Eligible Shareholders were not available with our Company/ Depositories or the Eligible Shareholders have not provided valid e-mail addresses to our Company/ Depositories, our Company has dispatched the Application Form and other applicable issue materials by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address.

The Renouncees and Eligible Equity Shareholders who have not received the Application Form can download the same from the websites of the Registrar (www.masserv.com), the Company (www.somindia.com), the Lead Manager (www.saffronadvisor.com) and the Stock Exchanges at (www.bseindia.com), (www.nseindia.com). Resident Individual Investors applying through the R-WAP can access and submit the online Application Form in electronic mode using the R-WAP at www.masserv.com.

CREDIT OF RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNTS: Pursuant to provisions of the SEBI ICDR Regulations and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been credited in their respective demat account under the ISIN - INE480C20012 on Friday, January 07, 2022.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.masserv.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e. www.somindia.com)

APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS: An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India Alternatively, Eligible Equity Shareholders may also use the Application Form available online on the websites of our Company, the Registrar to the Issue, the Stock Exchanges, the

Lead Manager or the R-WAP to provide requisite details. Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the

Application Form for any purpose including renunciation even if it is received subsequently. PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the LEAD MANAGER TO THE ISSUE **REGISTRAR TO THE ISSUE** 

office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars: Name of our Issuer, being Som Distilleries and Breweries Limited;

Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

Registered Folio Number and DP and Client ID No.; Number of Equity Shares held as on Record Date

Allotment option preferred - only Dematform; Number of Rights Equity Shares entitled to:

Number of Rights Equity Shares applied for; Number of Additional Rights Equity Shares applied for, if any;

Total number of Rights Equity Shares applied for within the Right Entitlements;

Total amount paid at the rate of ₹35/- per Rights Equity Share; Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB

In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;

Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants;

Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); Additionally, all such Applicants are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). !/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. If we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. If we confirm that If we are not in the United States and understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue

"I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In case an Investor makes an Application as well as on plain paper, his application is liable to be rejected.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in Application Form is the Issue Closing Date I.e., Monday, January 31, 2022. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue or the Registrar on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under "Terms of the Issue - Basis of Allotment" on page 143 of the Letter of Offer.

APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM.

LISTING: The existing Equity Shares of our Company are listed on BSE and NSE ("Stock Exchanges"). Our Company has received 'in-principle' approval from the BSE and NSE for

listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letter dated December 09, 2021 and November 24, 2021, respectively. For the purpose of this Issue, the nated Stock Exchange is BSE. DISCLAIMER CLAUSE OF BSE (THE DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE Limited should not in anyway be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of

Offer. The investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" on page 112 of the Letter of Offer. AVAILABILITY OF THE LETTER OF OFFER: A copy of the Letter of Offer can be downloaded from the website of a) our Company at www.somindia.com; b) the Registrar to the

Issue at www.masserv.com; c) the Lead Manager at www.saffronadvisor.com d) SEBI and the Stock Exchanges at www.sebi.gov.ln, www.bseindia.com, and www.nseindia.com and e) the Registrar's web-based application platform R-WAP www.masserv.com. NOTICE TO OVERSEAS SHAREHOLDERS: No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in

India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or ridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abric Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. For more details, see "Other Regulatory and Statutory Disclosures -Selling Restrictions" on page 113 of the Letter of Offer. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the

securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S"). In addition, until the expiry of 40 days after the commencement of the issue, an offer or sale of Rights Entitlements or Rights Equity Shares in the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the Securities Act. The Rights Equity Shares are transferable only in accordance with the restrictions described in "Other Regulatory and Statutory Disclosures - Selling Restrictions" on page 113 of the Letter of Offer.

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter has been sent through email to email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. BANKER TO THE ISSUE AND REFUND BANK: ICICI Bank Limited

FOR RISK FACTORS AND OTHER DETAILS. KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER. OTHER IMPORTANT LINKS AND HELPLINE:

a) Frequently asked questions and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors:

- www.masserv.com. Updation of email address/mobile number in the records maintained by the Registrar or our Company: www.masserv.com.
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.masserv.com.
- d) Updation of Indian address can be done by way of an email to info@masserv.com, sm@masserv.com.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

Date: January 13, 2022

Place: New Delhi

#### SAFFRON CAPITAL ADVISORS PRIVATE LIMITED 605, Center Point, 6th floor, Andheri Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India.

Telephone: +91 22 4082 0906 Facsimile: +91 22 4082 0999 E-mail: rights.issue@saffronadvisor.com Website: www.saffronadvisor.com Investor grievance: investorgrievance@saffronadvisor.com Contact Person: Gaurav Khandelwal/Varsha Gandhi

SEBI Registration Number: INM 000011211

Validity of Registration: Permanent



#### MAS SERVICES LIMITED T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase - II,

New Delhi - 110 020, India. Telephone: +91 11 2638 7281 / 82 / 83 Facsimile: +91 11 2638 7384

Validity of Registration: Permanent

MONITORING AGENCY: NA

Email: sm@masserv.com Website: www.masserv.com Investor grievance e-mail: info@masserv.com Contact Person: Sharwan Mangla SEBI Registration No.: INR000000049



#### COMPANY SECRETARY AND COMPLIANCE OFFICER SOM DISTILLERIES AND BREWERIES LIMITED Registered Office: 1A, Zee Plaza, Arjun Nagar, S.J. Enclave, Kamal Cinema Road,

New Delhi - 110 029, India. Corporate Office: 23, Zone-II, M.P. Nagar, Bhopal - 462 011, Madhya Pradesh, India,

Tel: +91 755 4271 271 / + 91 755 4278 827: E-mail: compliance@somindia.com;

Website: www.somindia.com

Contact Person: Om Prakash, Company Secretary and Compliance Officer Investors may contact the Registrar to Issue / Compliance Officer in case of any Pre Issue/ Post Issue

related problems such as non-receipt of Allotment advice/demat credit etc.

For Som Distilleries and Breweries Limited

Om Prakash

Company Secretary & Compliance Officer

Disclaimer: Our Company is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in and the Stock Exchanges where the Equity Shares are listed I.e. BSE and NSE at www.bseindia.com, www.nseindia.com, www.nseindia.com and the website of the Lead Manager at www.saffronadvisor.com. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 20 of the Letter of Offer. This announcement has been prepared for publication in India and may not be released in the United States absent registration under the United States, and any Equity Shares described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Equity Shares in the United States.



(This is a public announcement for information purposes only and not for publication or distribution outside India and is not an Offer Document)

# OM DISTILLERIES AND BREWERIES LIMITED

Registered Office: 1A, Zee Plaza, Arjun Nagar, S.J. Enclave, Karnal Cinema Road, New Delhi - 110 029, India; Telephone: +91 755 4271 271 / + 91 755 4278 827; E-mail: compliance@somindia.com; Website: www.somindia.com Contact Person: Om Prakash, Company Secretary and Compliance Officer: Corporate Identification Number: L74899DI 1993PI 0052787

### PROMOTERS OF OUR COMPANY

JAGDISH KUMAR ARORA, AJAY KUMAR ARORA, SUNITA ARORA, NATASHA ARORA, SWEENA ARORA, DEEPAK ARORA, SURJEET LAL, AALOK DEEP FINANCE PRIVATE LIMITED AND SOM DISTILLERIES PRIVATE LIMITED

#### NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF SOM DISTILLERIES AND BREWERIES LIMITED (THE "COMPANY") **ISSUE OPENS ON** LAST DATE FOR ON MARKET RENUNCIATION \*# ISSUE CLOSES ON **MONDAY, JANUARY 17, 2022 TUESDAY, JANUARY 25, 2022 MONDAY, JANUARY 31, 2022**

# Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date. \*The Board of Directors or a duly authorized committee thereof will have the right to extend the issue period as it may determine from time to time, provided that the issue will not remain open in excess of 30 (thirty) days from the issue Opening Date.

ISSUE OF UPTO 49,99,058 EQUITY SHARES OF FACE VALUE ₹ 5 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 35 EACH INCLUDING A SHARE PREMIUM OF ₹ 30 PER RIGHTS EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING UPTO ₹ 1,749.67° LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1:13 I.E. ONE RIGHTS EQUITY SHARE FOR EVERY THIRTEEN FULLY PAID-UP EQUITY SHARES IS SEVEN (7) TIMES THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 117 OF THE LETTER OF OFFER.

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details read section on ASBA below

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HD/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HD/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 01, 2021 (Collectively hereafter referred to as "SEBI Rights issue Circulars") and SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (Collectively hereafter referred to as "ASBA Circulars"), all investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for Resident Individual Investors in this Issue, i.e., R-WAP Kindly note that Non-Resident Investors cannot apply in this issue using the R-WAP facility, and therefore will have to apply through ASBA mode. Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Procedure for Application through the ASBA Process" and "Procedure for Application through R-WAP" on pages 128 and 129, respectively of the Letter of Offer.

Further, in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Further, in accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their dernat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date i.e. Tuesday, January 25, 2022, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical

Facility for Application in the Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue circular and ASBA circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for Resident Individual Investors in this Issue, i.e., R-WAP. Kindly note that Non-Resident Investors cannot apply in this Issue using the R-WAP facility, and therefore will have to apply through ASBA mode. Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Procedure for Application through the ASBA Process" and "Procedure for Application through R-WAP" on pages 128 and 129, respectively of the Letter of Offer.

Procedure for Application through ASBA Process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications may be submitted at Designated Branches of the SCSBs. Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, SCSBs should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the issue and clear demarcated funds should be available in such account for Applications. SCSBs applying in the Issue shall be responsible for ensuring that they have a separate account in their own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the Application, for ensuring compliance with the applicable regulations.

Registrar's Web-based Application Platform (R-WAP)

in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/552 dated April 22, 2021, a separate web based application platform, i.e., the R-WAP facility (accessible at www.masserv.com), has been instituted for making an Application in this issue by Resident individual investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. At the R-WAP, Resident individual investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds. For risks associated with the R-WAP process, see "Risk Factor No 48. - The R-WAP payment mechanism facility proposed to be used for this issue may be exposed to risks, including risks associated with payment gateways" on page 36 of the Letter of Offer.

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked stions or call helpline number +91 11 2638 7281 / 82 / 83. For details, see "Procedure for Application through R-WAP" on page 129 of the Letter of Offer Application by Eligible Equity Shareholders holding Equity Shares in physical form:

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" on page 134 of the Letter of Offer

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN

ALLOTMENT IN DEMATERIALIZED FORM ONLY: Investors may please note that the Rights Equity Shares in the Issue can be allotted only in dematerialized form and to the same depository account in which the Rights Entitlements are held by such Applicant on the issue closing date. In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the issue Closing Date, desirous of subscribing to Rights Equity Shares may also apply in the issue during the issue Period. Such Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in ph form" on page 134 of the Letter of Offer. DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND APPLICATION FORM: The dispatch of the ALOF and Application Form for the Issue was completed on January

11, 2022 by Registrar to the Issue, i.e., Mas Services Limited to the Eligible Equity Shareholders of the Company, whose names appeared in the Register of Members/Beneficial Owners of the Company, on the Record date, i.e., Monday, January 03, 2022 through electronic dispatch to the shareholders who have registered their email ids.

AVAILABILITY OF APPLICATION FORM: The Registrar has electronically dispatched an Application Form to all Eligible Equity Shareholders as per their Rights Entitlements on the Record Date for the Issue, in the event that e-mail addresses of the Eligible Equity Shareholders were not available with our Company/ Depositories or the Eligible Shareholders have not provided valid e-mail addresses to our Company/ Depositories, our Company has dispatched the Application Form and other applicable Issue materials by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address.

The Renouncees and Eligible Equity Shareholders who have not received the Application Form can download the same from the websites of the Registrar (www.masserv.com), the Company (www.somindia.com), the Lead Manager (www.saffronadvisor.com) and the Stock Exchanges at (www.bseindia.com), (www.nseindia.com). Resident Individual Investors applying through the R-WAP can access and submit the online Application Form in electronic mode using the R-WAP at www.masserv.com.

CREDIT OF RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNTS: Pursuant to provisions of the SEBI ICDR Requiations and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been credited in their respective dernat account under the ISIN - INE480C20012 on Friday, January 07, 2022.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.masserv.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e., www.somindia.com).

APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS: An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India Alternatively, Eligible Equity Shareholders may also use the Application Form available online on the websites of our Company, the Registrar to the Issue, the Stock Exchanges, the

Lead Manager or the R-WAP to provide requisite details. Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the

Application Form for any purpose including renunciation even if it is received subseque PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer.

office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Issuer, being Som Distilleries and Breweries Limited Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository):
- Registered Folio Number and DP and Client ID No.: Number of Equity Shares held as on Record Date
- Allotment option preferred only Demat form; Number of Rights Equity Shares entitled to:

\*Simple, Safe, Smart way of Application - Make use of it!!!

- Number of Rights Equity Shares applied for; Number of Additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for within the Right Entitlements;
- Total amount paid at the rate of ₹35/- per Rights Equity Share;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB:
- In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained:
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants:
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);

Additionally, all such Applicants are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application elates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. If we confirm that If we are not in the United States and understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

"I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compiliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the

l/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act

I/We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements." In case an investor makes an Application as well as on plain paper, his application is liable to be rejected.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in Application Form is the Issue Closing Date i.e., Monday, January 31, 2022. Our Board or any

committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application together with the amount payable is either (I) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue or the Registrar on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under "Terms of the Issue - Basis of Allotment" on page 143 of the Letter of Offer.

APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM. LISTING: The existing Equity Shares of our Company are listed on BSE and NSE ("Stock Exchanges"). Our Company has received 'in-principle' approval from the BSE and NSE for

listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letter dated December 09, 2021 and November 24, 2021, respectively. For the purpose of this Issue, the Designated Stock Exchange is BSE. DISCLAIMER CLAUSE OF BSE (THE DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE Limited should not in anyway be

deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" on page 112 of the Letter of Offer. AVAILABILITY OF THE LETTER OF OFFER: A copy of the Letter of Offer can be downloaded from the website of a) our Company at www.somindia.com; b) the Registrar to the

Issue at www.masserv.com; c) the Lead Manager at www.saffronadvisor.com d) SEBI and the Stock Exchanges at www.sebi.gov.in, www.bseindia.com, and www.nseindia.com and e) the Registrar's web-based application platform R-WAP www.masserv.com. NOTICE TO OVERSEAS SHAREHOLDERS: No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in

India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirement applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. For more details, see "Other Regulatory and Statutory Disclosures -Selling Restrictions" on page 113 of the Letter of Offer.

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBS") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S"). In addition, until the expiry of 40 days after the commencement of the Issue, an offer or sale of Rights Entitlements or Rights Equity Shares in the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the Securities Act. The Rights Equity Shares are transferable only in accordance with the restrictions described in "Other Regulatory and Statutory Disclosures - Selling Restrictions" on page 113 of the Letter of Offer

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter has been sent through email to email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdic

BANKER TO THE ISSUE AND REFUND BANK: ICICI Bank Limited MONITORING AGENCY: NA

FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER. OTHER IMPORTANT LINKS AND HELPLINE:

a) Frequently asked questions and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.masserv.com. b) Updation of email address/mobile number in the records maintained by the Registrar or our Company: www.masserv.com.

c) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.masserv.com.

d) Updation of Indian address can be done by way of an email to info@masserv.com, sm@masserv.com.

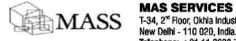
Date: January 13, 2022

Place: New Delhi

### SAFFRON CAPITAL ADVISORS PRIVATE LIMITED 605, Center Point, 6th floor, Andheri Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India.

Telephone: +91 22 4082 0906 Facsimile: +91 22 4082 0999 E-mall: rights.issue@saffronadvisor.com Website: www.saffronadvisor.com Investor grievance: investorgrievance@saffronadvisor.com Contact Person: Gaurav Khandelwal/Varsha Gandhi SEBI Registration Number: INM 000011211 Validity of Registration: Permanent

LEAD MANAGER TO THE ISSUE



#### MAS SERVICES LIMITED T-34, 2rd Floor, Okhla Industrial Area, Phase - II,

SEBI Registration No.: INR000000049

Validity of Registration: Permanent

**REGISTRAR TO THE ISSUE** 

Telephone: +91 11 2638 7281 / 82 / 83 Facsimile: +91 11 2638 7384 Email: sm@masserv.com Website: www.masserv.com Investor grievance e-mail: info@masserv.com Contact Person: Sharwan Mangla.



SOM DISTILLERIES AND BREWERIES LIMITED Registered Office: 1A, Zee Plaza, Arjun Nagar, S.J. Enclave, Karnal Cinema Road, New Delhi - 110 029, India.

Corporate Office: 23, Zone-II, M.P. Nagar, Bhopal - 462 011, Madhya Pradesh, India; Tel: +91 755 4271 271 / + 91 755 4278 827; E-mall: compliance@somindia.com;

Website: www.somindia.com

Contact Person: Om Prakash, Company Secretary and Compliance Officer Investors may contact the Registrar to Issue / Compliance Officer in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.

COMPANY SECRETARY AND COMPLIANCE OFFICER

For Som Distilleries and Breweries Limited

**Om Prakash** 

Disclaimer: Our Company is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in and the Stock Exchanges where the Equity Shares are listed i.e. BSE and NSE at www.bseindia.com, www.nseindia.com, www.nseindia.com and the website of the Lead Manager at www.saffronadvisor.com. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 20 of the Letter of Offer. This announcement has been prepared for publication in India and may not be released in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Equity Shares in the United States.















(This is a public announcement for information purposes only and not for publication or distribution outside India and is not an Offer Document)

# SOM DISTILLERIES AND BREWERIES LIMITED

Registered Office: 1A, Zee Plaza, Arjun Nagar, S.J. Enclave, Kamal Cinema Road, New Delhi - 110 029, India; Telephone: +91 755 4271 271 / + 91 755 4278 827; E-mail: compilance@somindia.com; Website: www.somindia.com; Contact Person: Om Prakash, Company Secretary and Compliance Officer; Corporate Identification Number: L74899DL1993PLC052787

### PROMOTERS OF OUR COMPANY

JAGDISH KUMAR ARORA, AJAY KUMAR ARORA, SUNITA ARORA, NATASHA ARORA, SWEENA ARORA, DEEPAK ARORA, SURJEET LAL, AALOK DEEP FINANCE PRIVATE LIMITED AND SOM DISTILLERIES PRIVATE LIMITED

# NOTICE TO THE ELIGIBLE EQUITY SHAREHOLDERS OF SOM DISTILLERIES AND BREWERIES LIMITED (THE "COMPANY")

**ISSUE OPENS ON** LAST DATE FOR ON MARKET RENUNCIATION \*# ISSUE CLOSES ON **MONDAY, JANUARY 17, 2022 TUESDAY, JANUARY 25, 2022 MONDAY, JANUARY 31, 2022** 

# Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the issue Closing Date. \*The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue Opening Date.

ISSUE OF UPTO 49,99,058 EQUITY SHARES OF FACE VALUE 🛪 5 EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF 🛪 35 EACH INCLUDING A SHARE PREMIUM OF 🛪 30 PER RIGHTS EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING UPTO 🛪 1,749.67° LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1:13 I.E. ONE RIGHTS EQUITY SHARE FOR EVERY THIRTEEN FULLY PAID-UP EQUITY SHARES IS SEVEN (7) TIMES THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 117 OF THE LETTER OF OFFER. #Assuming full subscription

Facility for Application in the Issue

#### \*Simple, Safe, Smart way of Application - Make use of it!!!

\*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details read section on ASBA below

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 01, 2021 (Collectively hereafter referred to as "SEBI Rights Issue Circulars") and SEBI circular SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular CIR/CFD/DIL/1/2011 dated April 29, 2011, the SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (Collectively hereafter referred to as "ASBA Circulars"), all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for Resident Individual Investors in this Issue, i.e., R-WAP. Kindly note that Non-Resident investors cannot apply in this issue using the R-WAP facility, and therefore will have to apply through ASBA mode. Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP. For details, see "Procedure for Application through the ASBA Process" and "Procedure for Application through R-WAP" on pages 128 and 129, respectively of the Letter of Offer.

Further, in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Further, in accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date I.e. Tuesday, January 25, 2022, shall not be eligible to make an Application for Rights Equity Shares against their Rights Entitlements with respect to the equity shares held in physical

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue circular and ASBA circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for Resident Individual Investors in this Issue, i.e., R-WAP. Kindly note that Non-Resident Investors cannot apply in this Issue using the R-WAP facility, and therefore will have to apply through ASBA mode. Investors should note that the ASBA process involves procedures that are different from the procedure under the R-WAP process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using the R-WAP For details, see "Procedure for Application through the ASBA Process" and "Procedure for Application through R-WAP" on pages 128 and 129, respectively of the Letter of Offer.

Procedure for Application through ASBA Process Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012

within the periods stipulated therein. ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, Applications may be submitted at Designated Branches of the SCSBs. Further, in terms of the SEBI Circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, SCSBs should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making Application in the Issue and clear demarcated funds should be available in such account for Applications. SCSBs applying in the issue shall be responsible for ensuring that they have a separate account in their own name with any other SCSB having clear demarcated funds for applying in the issue and that such separate account shall be used as the ASBA Account for the Application, for ensuring compliance with the applicable regulations.

Registrar's Web-based Application Platform (R-WAP)

In accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI circular bearing reference number SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021, a separate web based application platform, i.e., the R-WAP facility (accessible at www.masserv.com), has been instituted for making an Application in this issue by Resident Individual Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. At the R-WAP, Resident Individual Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat. Prior to making an Application, such investors should enable the internet banking or UPI facility of their respective bank accounts and such investors should ensure that the respective bank accounts have sufficient funds. For risks associated with the R-WAP process, see "Risk Factor No 48. - The R-WAP payment mechanism facility proposed to be used for this issue may be exposed to risks, including risks associated with payment gateways" on page 36 of the Letter of Offer.

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked

stions or call helpline number + 91 11 2638 7281/82/83. For details, see "Procedure for Application through R-WAP" on page 129 of the Letter of Offer.

Application by Eligible Equity Shareholders holding Equity Shares in physical form:

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. Such resident Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" on page 134 of the Letter of Offer.

PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM

ALLOTMENT IN DEMATERIALIZED FORM ONLY: Investors may please note that the Rights Equity Shares in the Issue can be allotted only in dematerialized form and to the same depository account in which the Rights Entitlements are held by such Applicant on the issue closing date. In accordance with the SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our bing to Rights Equity Shares may y at least two Working Days prior to the Issi Eligible Equity Shareholders must check the procedure for Application in "Procedure for Application by Resident Eligible Equity Shareholders holding Equity Shares in physical form" on page 134 of the Letter of Offer.

DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND APPLICATION FORM: The dispatch of the ALOF and Application Form for the Issue was completed on January 11, 2022 by Registrar to the Issue, i.e., Mas Services Limited to the Eligible Equity Shareholders of the Company, whose names appeared in the Register of Members/Beneficial Owners of the Company, on the Record date, i.e., Monday, January 03, 2022 through electronic dispatch to the shareholders who have registered their email ids.

AVAILABILITY OF APPLICATION FORM: The Registrar has electronically dispatched an Application Form to all Eligible Equity Shareholders as per their Rights Entitlements on the Record Date for the Issue. In the event that e-mail addresses of the Eligible Shareholders were not available with our Company/ Depositories or the Eligible Shareholders have not provided valid e-mail addresses to our Company/ Depositories, our Company has dispatched the Application Form and other applicable issue materials by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address.

The Renouncees and Eligible Equity Shareholders who have not received the Application Form can download the same from the websites of the Registrar (www.masserv.com), the Company (www.somindia.com), the Lead Manager (www.saffronadvisor.com) and the Stock Exchanges at (www.bseindia.com), (www.nseindia.com). Resident Individual Investors applying through the R-WAP can access and submit the online Application Form in electronic mode using the R-WAP at www.masserv.com.

CREDIT OF RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNTS: Pursuant to provisions of the SEBI ICDR Regulations and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been credited in their respective demat account under the ISIN - INE480C20012 on Friday, January 07, 2022.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., www.masserv.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e. www.somindia.com)

APPLICATION ON PLAIN PAPER UNDER ASBA PROCESS: An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India

Alternatively, Eligible Equity Shareholders may also use the Application Form available online on the websites of our Company, the Registrar to the Issue, the Stock Exchanges, the Lead Manager or the R-WAP to provide requisite details. Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the

Application Form for any purpose including renunciation even if it is received subsequently.

PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP

Validity of Registration: Permanent

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the LEAD MANAGER TO THE ISSUE

office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars: Name of our Issuer, being Som Distilleries and Breweries Limited;

Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);

Registered Folio Number and DP and Client ID No.; Number of Equity Shares held as on Record Date Allotment option preferred - only Dematform; Number of Rights Equity Shares entitled to:

Number of Rights Equity Shares applied for; Number of Additional Rights Equity Shares applied for, if any; Total number of Rights Equity Shares applied for within the Right Entitlements;

Total amount paid at the rate of ₹35/- per Rights Equity Share; Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB

In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained; Except for Applications on behalf of the Central or State Government, the residents of Sikkim and officials appointed by the courts, PAN of the Eligible Equity Shareholder and

for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants;

Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;

Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); Additionally, all such Applicants are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933, as amended ("US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof ("United States") or to, or for the account or benefit of a United States person as defined in the Regulation S of the US Securities Act ("Regulation S"). !/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the United States. If we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. If we confirm that If we are not in the United States and understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is a resident of the United States "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue

"I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the US Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act.

I/We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In case an Investor makes an Application as well as on plain paper, his application is liable to be rejected.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in Application Form is the Issue Closing Date I.e., Monday, January 31, 2022. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the provisions of the Articles of Association, and subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). If the Application together with the amount payable is either (i) not blocked with an SCSB; or (ii) not received by the Bankers to the Issue or the Registrar on or before the close of banking hours on the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under "Terms of the Issue - Basis of Allotment" on page 143 of the Letter of Offer.

APPLICANTS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALISED FORM.

LISTING: The existing Equity Shares of our Company are listed on BSE and NSE ("Stock Exchanges"). Our Company has received 'in-principle' approval from the BSE and NSE for

listing the Rights Equity Shares to be allotted pursuant to this Issue vide its letter dated December 09, 2021 and November 24, 2021, respectively. For the purpose of this Issue, the nated Stock Exchange is BSE. DISCLAIMER CLAUSE OF BSE (THE DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by BSE Limited should not in anyway be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of

Offer. The investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" on page 112 of the Letter of Offer. AVAILABILITY OF THE LETTER OF OFFER: A copy of the Letter of Offer can be downloaded from the website of a) our Company at www.somindia.com; b) the Registrar to the

Issue at www.masserv.com; c) the Lead Manager at www.saffronadvisor.com d) SEBI and the Stock Exchanges at www.sebi.gov.ln, www.bseindia.com, and www.nseindia.com and e) the Registrar's web-based application platform R-WAP www.masserv.com. NOTICE TO OVERSEAS SHAREHOLDERS: No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except in

India. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and the Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer ("Restricted Jurisdictions") and, in those circumstances, the Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of the Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send the Letter of Offer or ridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If the Letter of Offer or the Abric Offer or Application Form is received by any person in any Restricted Jurisdiction, or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in the Letter of Offer and the Abridged Letter of Offer. Envelopes containing an Application Form should not be dispatched from a Restricted Jurisdiction and all the persons subscribing for the Rights Equity Shares must provide an Indian address. For more details, see "Other Regulatory and Statutory Disclosures -Selling Restrictions" on page 113 of the Letter of Offer. The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the

securities laws of any state of the United States of America and may not be offered or sold in the United States of America, its territories and possessions, any State of the United States, and the District of Columbia ("United States"), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity Shares are being offered and sold only (a) to persons in the United States who are reasonably believed to be qualified institutional buyers as defined in Rule 144A under the Securities Act ("U.S. QIBs") pursuant to Section 4(a)(2) of the Securities Act and (b) to persons outside the United States in reliance on Regulation S under the Securities Act ("Regulation S"). In addition, until the expiry of 40 days after the commencement of the issue, an offer or sale of Rights Entitlements or Rights Equity Shares in the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the Securities Act. The Rights Equity Shares are transferable only in accordance with the restrictions described in "Other Regulatory and Statutory Disclosures - Selling Restrictions" on page 113 of the Letter of Offer.

The Application Form along with the Abridged Letter of Offer and the Rights Entitlement Letter has been sent through email to email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. BANKER TO THE ISSUE AND REFUND BANK: ICICI Bank Limited

MONITORING AGENCY: NA FOR RISK FACTORS AND OTHER DETAILS. KINDLY REFER TO THE LETTER OF OFFER AND ABRIDGED LETTER OF OFFER.

OTHER IMPORTANT LINKS AND HELPLINE:

- a) Frequently asked questions and online/electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.masserv.com. Updation of email address/mobile number in the records maintained by the Registrar or our Company: www.masserv.com.
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: www.masserv.com.
- d) Updation of Indian address can be done by way of an email to info@masserv.com, sm@masserv.com.

Unless otherwise specified, all capitalised terms used herein shall have the same meaning ascribed to such terms in the Letter of Offer. **REGISTRAR TO THE ISSUE** 

Date: January 13, 2022

Place: New Delhi

#### SAFFRON CAPITAL ADVISORS PRIVATE LIMITED 605, Center Point, 6th floor, Andheri Kurla Road, J. B. Nagar, Andheri (East), Mumbai - 400 059, Maharashtra, India.

Telephone: +91 22 4082 0906 Facsimile: +91 22 4082 0999 E-mail: rights.issue@saffronadvisor.com Website: www.saffronadvisor.com Investor grievance: investorgrievance@saffronadvisor.com Contact Person: Gaurav Khandelwal/Varsha Gandhi SEBI Registration Number: INM 000011211



### MAS SERVICES LIMITED

T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, India. Telephone: +91 11 2638 7281 / 82 / 83 Facsimile: +91 11 2638 7384

Validity of Registration: Permanent

Email: sm@masserv.com Website: www.masserv.com Investor grievance e-mail: info@masserv.com Contact Person: Sharwan Mangla SEBI Registration No.: INR000000049



#### COMPANY SECRETARY AND COMPLIANCE OFFICER SOM DISTILLERIES AND BREWERIES LIMITED

Registered Office: 1A, Zee Plaza, Arjun Nagar, S.J. Enclave, Kamal Cinema Road, New Delhi - 110 029, India. Corporate Office: 23, Zone-II, M.P. Nagar, Bhopal - 462 011, Madhya Pradesh, India,

Tel: +91 755 4271 271 / + 91 755 4278 827:

E-mail: compliance@somindia.com;

Website: www.somindia.com Contact Person: Om Prakash, Company Secretary and Compliance Officer

Investors may contact the Registrar to Issue / Compliance Officer in case of any Pre Issue/ Post Issue related problems such as non-receipt of Allotment advice/demat credit etc.

Om Prakash

For Som Distilleries and Breweries Limited

Company Secretary & Compliance Officer

Disclaimer: Our Company is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer shall be available on the website of SEBI at www.sebi.gov.in and the Stock Exchanges where the Equity Shares are listed

I.e. BSE and NSE at www.bseindia.com, www.nseindia.com, www.nseindia.com and the website of the Lead Manager at www.saffronadvisor.com. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 20 of the Letter of Offer. This announcement has been prepared for publication in India and may not be released in the United States absent registration under the United States, and any Equity Shares described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Equity Shares in the United States.