

SOM DISTILLERIES AND BREWERIES LIMITED

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

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

Email : compliance@somindia.com **Website:** www.somindia.com

CIN : L74899DL1993PLC052787

(BSE : 507514, NSE : SDBL)



SDBL/BSE/NSE/2023

8.07.2023

To

The Manager, Listing Department, NATIONAL STOCK EXCHANGE OF INDIA LIMITED 'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. cmlist@nse.co.in <u>Security ID: SDBL</u>	Dy. General Manager, Department of Corporate Services, BSE LIMITED, First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. corp.compliance@bseindia.com <u>Security ID: 507514</u>
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SUB: OUTCOME OF THE MEETING OF THE BOARD OF DIRECTORS OF COMPANY HELD TODAY I.E. JULY 8, 2023

Dear Sir/Madam,

Pursuant to Regulation 30 (read with Schedule III - Part A), and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith outcome of board meeting of the Company held today i.e. on Saturday, July 8, 2023 at 12:30 P.M. and concluded at 2:35 P.M. at Corporate Office of the Company. The following matters were considered:

S.NO.	SUBJECT
1	The Board Considered and Approved raising of funds through Issue of Convertible Equity Warrants to the Promoters, Promoter Group and Other Public Investors on Preferential Basis by issuing up to 51,50,000 (Fifty-One Lakhs and Fifty Thousand) Warrants convertible in one or more tranches to equity shares of ₹5/- each of the Company at a price of ₹275/- (including premium of ₹270/-) for each Warrant subject to necessary Shareholders / Regulatory approvals, as applicable. The information required to be disclosed pursuant to Regulation 30 of SEBI LODR read with Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is enclosed as Annexure 'A'.
2	The Board Considered and Approved raising of funds through Issue of Equity Shares to the certain identified Non-Promoters of the Company on Preferential and Private Placement Basis by issuing up to 2,50,000 (Two Lakhs and Fifty Thousand) Equity Shares of ₹5/- each of the Company at a price of ₹275/- (including premium of ₹270/-) subject to necessary shareholders/ regulatory approvals, as applicable. The information required to be disclosed pursuant to Regulation 30 of SEBI LODR read with Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is enclosed as Annexure 'A'.

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3	<p>The preferential issue of Convertible Equity Warrants and Equity Shares shall be used primarily for :</p> <ol style="list-style-type: none">1. The funds raised will be used to pay off some of the existing loans taken by the company.2. To part finance the capex programs of the company being planned at Bhopal and Hassan.3. To fund the growing need for the working capital as we increase our footprint across the states and take on competition.4. Expansion of operations: This will involve expenditure towards entering new markets, launching new products or services. <p>By addressing these objectives, the organization seeks to strengthen its financial position, improve operational capabilities, and pursue growth opportunities.</p>
4	<p>The Board Considered and Approved to increase in the limits of investments / Loans and Guarantees upto ₹1000 Crores under Section 186 of Companies Act, 2013, subject to the approval of shareholders in the ensuing Extra Ordinary General Meeting</p>
5	<p>The Board Considered and Approved to keep and maintain the books of accounts of the company as prescribed under Section 128 of the Companies Act, 2013 at the Corporate Office of the Company located at Som House, 23, Zone II, Maharana Pratap Nagar, Bhopal 462011, which is not the Registered Office of the Company</p>
6	<p>The Board considered that an Extra-Ordinary General Meeting (EGM) of the Members of the Company will be held on Saturday, the 5th day of August, 2023 through video conference (“VC”) or other audio visual means (“OAVM”) to consider following matters:</p> <ul style="list-style-type: none">• To consider and approve the issue of upto 2,50,000 Equity Shares on Preferential and Private Placement Basis to an identified Non-Promoters of the Company.• To consider and approve issue of upto 51,50,000 Convertible Equity Warrants to Promoters / Promoter Group/Other Public Investor on Preferential Basis.• To consider and approve to increase in the Limits of Investments / Loans and Guarantees under section 186 of Companies Act, 2013.• To consider and approve re-appointment of Mr. Nakul Kam Sethi, (DIN: 06512548) as Whole-Time Director designated as Executive Director Finance & Strategy and approval of payment of remuneration.• To consider and approve increase in remuneration of Shri Jagdish Kumar Arora (DIN: 00224633), Chairman & Managing Director of the Company.

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	Further the Board considered and approved the notice of Extra-Ordinary General Meeting (EGM) of the Company
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The above information is also available on the Company's website i.e. www.somindia.com.

This is for your information and records please.

For Som Distilleries and Breweries Limited

Om Prakash Singh
Company Secretary & Compliance Officer
Encl. aa

SOM

Annexure A

Sr No	Particulars	Remarks												
1	Type of securities proposed to be issued (viz. equity shares, convertible securities etc.).	Convertible Warrants ("Warrants") with a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant												
2	Type of issuance (further public offering, rights issue, depository receipts (ADRI/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Allotment												
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Issue of Convertible Equity Warrants to the Promoters, Promoter's Group and Public Investors on Preferential Basis by issuing up to 51,50,000 (Fifty-One Lakhs and Fifty Thousand) Warrants convertible in one or more tranches to equity shares of ₹5/- each of the Company at a price of ₹275/- (including premium of ₹270/-) for each Warrant aggregating up to ₹1,41,62,50,000 (Rupees One Hundred Forty-One Crores, Sixty Two Lakhs and Fifty Thousand Only).												
4	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):													
A	Names of investors	<table border="1"> <tr> <td colspan="2" data-bbox="770 981 1139 1010">Promoters /Promoter group</td> </tr> <tr> <td data-bbox="770 1010 1139 1039">Mr. Jagdish Kumar Arora</td> <td data-bbox="1139 1010 1390 1039">4250000</td> </tr> <tr> <td data-bbox="770 1039 1139 1068">Mr. Deepak Arora</td> <td data-bbox="1139 1039 1390 1068">600000</td> </tr> <tr> <td colspan="2" data-bbox="770 1077 1139 1106">Non - Promoter Investor</td> </tr> <tr> <td data-bbox="770 1106 1139 1173">Lakeside Retail Private Limited</td> <td data-bbox="1139 1106 1390 1173">150000</td> </tr> <tr> <td data-bbox="770 1173 1139 1240">Icy Blast Retails Private Limited</td> <td data-bbox="1139 1173 1390 1240">150000</td> </tr> </table>	Promoters /Promoter group		Mr. Jagdish Kumar Arora	4250000	Mr. Deepak Arora	600000	Non - Promoter Investor		Lakeside Retail Private Limited	150000	Icy Blast Retails Private Limited	150000
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Icy Blast Retails Private Limited	150000													
B	post allotment of securities- outcome of the subscription: Issue price/allotted price (in case of convertibles)	At a price of ₹275/- (including premium of ₹270/-) for each Warrant												
C	In case of convertibles, intimation on conversion of securities or on lapse of the tenure of the instrument.	The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon.												
D	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable												

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

Sr No	Particulars	Remarks						
1	Type of securities proposed to be issued (viz. equity shares, convertible securities etc.).	Equity Shares						
2	Type of issuance (further public offering, rights issue, depository receipts (ADRI/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Allotment						
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Issue of Equity Shares to the certain identified Non-Promoters of the Company on Preferential and Private Placement Basis by issuing up to 2,50,000 (Two Lakhs and Fifty Thousand) Equity Shares of ₹5/- each of the Company at a price of ₹275/- (including premium of ₹270/-) for up to ₹6,87,50,000 (Rupees Six Crores, Eighty-Seven Lakhs and Fifty Thousand Only).						
4	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):							
A	Names of investors	<table border="1"> <thead> <tr> <th colspan="3" data-bbox="767 909 1142 943">Non - Promoter Investor</th> </tr> </thead> <tbody> <tr> <td data-bbox="767 943 1023 1037">Ampersand Opportunities Scheme I</td> <td data-bbox="1023 943 1142 1037">Growth Fund</td> <td data-bbox="1142 943 1485 1037">250000</td> </tr> </tbody> </table>	Non - Promoter Investor			Ampersand Opportunities Scheme I	Growth Fund	250000
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B	post allotment of securities- outcome of the subscription: Issue price/allotted price (in case of convertibles)	At a Price of ₹275/- (including premium of ₹270/-) for each Equity Shares						
C	In case of convertibles, intimation on conversion of securities or on lapse of the tenure of the instrument.	Not Applicable						
D	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable						