

SOM DISTILLEREIS & BREWERIES LIMITED

NOTICE TO MEMBERS

Notice is hereby given that the 24th Annual General Meeting of Som Distilleries & Breweries Limited will be held on Friday the 29th September, 2017 at 10.00 A.M. at Executive Club, Dolly Farms and Resorts Pvt. Ltd, 349, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi –110030 to transact the following business: -

ORDINARY BUSINESS

1. ACCOUNTS

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:

“**Resolved that** report of the Board of Directors dated 28.07.2017 and audited Balance sheet as at 31.03.2017 and Profit & Loss Account for the year 2016-2017 be and are hereby adopted.”

2. RETIREMENT OF DIRECTOR BY ROTATION

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution: -

“**Resolved that** Shri Surjeet Lal, who retires by rotation at this meeting and has offered himself for reappointment, be and is hereby reappointed as a Director.”

3. DECLARATION OF DIVIDEND FOR 2016-17

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution: -

“**Resolved that** as recommended by the Board of Directors, the company do hereby declare a dividend of 15% i.e. Rs.1.50 per share of Rs.10 on all the 2,75,22,400 equity shares of the company for the year 2016-17 which dividend may be paid to the holders of shares on the date of this annual general meeting.”

4. APPOINTMENT OF AUDITORS

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution: -

“**Resolved that** consequent to the retirement of M/s K.C. Khanna & Co., Chartered Accountants, Bhopal as auditors at the ensuing 24th Annual General Meeting on completion of more than ten years of audit before coming into force of The Companies Act, 2013 and on completion of three years audit thereafter in terms of Section 139(2) of the Act, and pursuant to the provisions of that Section and the Companies (Audit and Auditors) Rules, 2014 and the recommendation of the Board of Directors, M/s R.N.Gupta and Associates, Chartered Accountants, Bhopal, be and are hereby appointed as Auditors of the Company for five years from 2017-18 to 2021-22 from the conclusion of this 24th Annual General Meeting till the conclusion of Annual General Meeting to be held in 2022 at a remuneration to be decided by the Chairman cum Managing Director with the consent of the auditors from year to year and subject to ratification at every annual general meeting for the particular year.”

SPECIAL BUSINESS

5. APPOINTMENT OF SHRI JAGDISH KUMAR ARORA AS MANAGING DIRECTOR.

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution: -

“Resolved that pursuant to the provision of sections 149,152,160 and 161 read with schedule V of the Companies Act 2013, Shri Jagdish Kumar Arora (DIN: 00224633) who was appointed as an additional Director,(and also Chairman cum Managing Director) from 04.02.2017 and who holds the office of Director up to the date of this Annual General meeting, and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Director liable to retire by rotation and also as Managing Director from 04.02.2017 for a period of five years without any remuneration, it being put on record in term of third proviso to section 203(3) of the Act that he will draw his remuneration as Managing Director of Som Distilleries Private Limited, another company in same group.”

Notes:-

- a. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and vote at the meeting instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received at the Registered Office of the company at least 48 hours before the commencement of the meeting.
- b. The Register of Members of the company will remain closed from 21.09.2016 to 29.09.2016 (both days inclusive).
- c. All correspondence regarding dematerialization,/transfer of shares, change of address etc. should be addressed to MAS Services Ltd, T-34, Okhla Industrial Area, Phase II, Delhi-110020 who are the Registrar and Transfer Agents(RTA).
- d. Any queries for being answered at the meeting must reach at least ten days in advance.
- e. Shareholders are requested to furnish their e-mail addresses to RTA so that annual report etc. can be sent by e-mail in future.
- f. Electronic voting is allowed from 25.09.2017 10.00 a.m. to 28.09.2017 at 5.00 p.m. in respect of each of the items of business mentioned above. Notes/procedure on electronic voting may be seen at pages 98 to 99.
- g. Explanatory statement under section 102 of the Companies Act, 2013 is attached.

PLACE: BHOPAL
DATED: 28.07.2017

BY ORDER OF BOARD OF DIRECTORS

JAGDISH KUMAR ARORA
CHAIRMAN AND MANAGING DIRECTOR

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013
TO THE NOTICE OF THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY
THE 29TH SEPTEMBER, 2017 AT 10.00 HOURS AT EXECUTIVE CLUB, DOLLY FARMS
AND RESORTS PVT. LTD, 349, VILLAGE SHAHOORPUR, P.O. FATEHPUR BERI, NEW
DELHI –110030**

APPOINTMENT OF SHRI JAGDISH KUMAR ARORA AS MANAGING DIRECTOR

Shri Jagdish Kumar Arora is a founder promoter of the company holding 6.61% of the equity capital of the company. He was appointed as additional Director and Managing Director of the company from 04.02.2017 under section 161 of the companies Act 2013 holds office up to the date of this Annual General meeting. The Board has received a notice from a shareholder proposing his candidature as Director and Managing Director of this company. His consent to act as Director has been received in form DIR-2. He is a science graduate. He has successfully developed the business of Som Group of Companies for last more than 30 years in fields such as Liquor, real estate, information technology etc. The Board has recommended his appointment as a Director and as Managing Director as proposed in the draft resolution.

No remuneration is proposed to be paid to him by this Company. He will draw his remuneration as Managing Director of Som Distilleries Private Limited which is another company in the same group.

None of the directors, Key Managerial Personnel or their relatives is interested in the resolution.

BY ORDER OF BOARD OF DIRECTORS

PLACE: BHOPAL

DATED: 28.07.2017

JAGDISH KUMAR ARORA

CHAIRMAN AND MANAGING DIRECTOR

Notes for Shareholders:

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA.

Electronic copy of the Annual Report for the year/period ended 31st March, 2017 along with the notice of the 24TH Annual General Meeting of the Company (including Ballot Form, Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the RTA/Depository Participants. For members who have not registered their email address, physical copies of the Annual Report are being sent by other permissible means.

Members may also note that the Notice of 24TH Annual General Meeting and the Annual Report for period ended 31st March, 2017 will also be available on the Company's website www.somindia.in and on the website of CDSL, www.evotingindia.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical mode & free of cost, upon making a specific request for the same by any permissible mode.

Briefcase, Bag(s), Carry Bag(s), Helmets, Eatables, Drinks, etc. will not be allowed inside the Meeting Hall.

Members may kindly note that no 'Gifts' will be distributed at the Annual General Meeting.

Members / Proxy coming to attend the Annual General Meeting are requested to carry their original photo ID (passport/driving license/ voter's card/PAN card) proof with them for the purpose of verification at the venue.

Members wishing to seek further information or clarification on the Financial Statements or operations of the Company at the meeting are requested to send their queries, at least 10 days before the date of meeting, addressed to the Company Secretary at the registered office of the company.

Members must always mention their Folio / DP-ID & Client ID Number in all correspondence with the company or RTA.

E-voting

- a. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is pleased to offer E-voting facility to the Members of the Company to exercise their right to vote by electronic means in respect of the items contained in the notice.
- b. The Company has engaged the services of Central Depository Services (India) Limited as the Authorized Agency to provide E-voting facility. E-voting is optional and a member may physically vote at the Annual General Meeting at his discretion.
- c. The Board of Directors have appointed FCS Mr. Madan Mohan Chawla, Practising Company Secretary, Bhopal as the Scrutinizer for conducting the E-voting process in fair and transparent manner.
- d. The E-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for E-voting. Once the vote on a resolution is cast by any member, he/she shall not be allowed to change it subsequently. Commencement of E-voting, 25th September, 2017, 10:00 a.m. end of E-voting , 28th September, 2017, 5:00 p.m.
- e. The cut-off date for the purpose of E-voting is 22nd September 2017. The Voting rights of members shall be in proportion to their equity shareholding in the paid up equity share capital of the company as on cut-off date.
- f. The Results of E-voting and Physical Voting at the Annual General Meeting along with the scrutinizers' report shall be placed on the website of the Company viz. www.somindia.in and shall also be communicated to the Stock Exchange.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.09.2017 at 10:00 a.m. and ends on 28.09.2017 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (as mentioned on the address label of the envelope of this Annual Report) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/ mm/yyyy format.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the Som Distilleries and Breweries limited.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non–Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.somindia.in and on the website of CDSL <http://www.evotingindia.com> within three days of the passing of the Resolutions at the 24th AGM of the Company and shall also be communicated to BSE Limited and NSE Limited where the shares of the Company are listed.

