



Som Distilleries & Breweries Ltd.

SOM DISTILLERIES AND BREWERIES LIMITED

Corp. Off. Plot No. 23 Som House Mp Nagar Zone 2 Bhopal-462011

Tel: +917554271271

CIN : L74899DL1993PLC052787

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the members of **Som Distilleries and Breweries Limited** will be held on 29th day, of June, 2018, at 4 pm at Factory Premises, Village Rojrachak, Chiklod Road, District Raisen, Madhya Pradesh to consider and to pass the following resolutions.

SPEICAL BUSINESS

ITEM NO. 1: PREFERENTIAL ALLOTMENT OF EQUITY SHARES OF THE COMPANY

To consider and if thought fit, to pass with or without modifications the following resolution as **Special resolution**.

“**RESOLVED THAT** pursuant to the provisions of section 23, 42, 62 and other applicable provisions of the Companies Act 2013 (the “**Act**”), rules made thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (the “**SEBI Regulations**” or “**ICDR Regulations**”), listing agreements entered into by the Company with National Stock Exchange of India and BSE Limited (collectively the “**Stock Exchanges**”) where the equity shares of the Company are listed (including statutory modifications or re-enactment of aforesaid and for the time being force), enabling provisions of the Memorandum of Association and Articles of Association of Som Distilleries and Breweries Limited (the “**Company**”), other statutes, law, notifications, circulars, rules and regulations as may be applicable and relevant and subject to requisite approvals or permissions of the Securities and Exchange Board of India (the “**SEBI**”), Stock Exchanges, and such other authorities, institutions or persons as may be required, and subject to such conditions as may be prescribed by any of them while granting approval or permission as may be agreed by the Board of the Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the approval and consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized to create, offer, issue and allot equity shares of face value of Rs. 10/- (Rupees ten only) each of the Company on a preferential basis 36,82,563 (Thirty six lakh eighty two thousand five hundred sixty three) Equity Shares(the “**Equity Shares**”), for cash at an issue price of Rs. 271.55 (Rupees two hundred seventy one and paise fifty five only) per equity share (“**Issue Price**”), aggregating to Rs. 99,99,99,982.65/- (Rupees ninety nine crore ninety nine lakh ninety nine thousand nine hundred eighty two and paise sixty five only), including premium of Rs. 261.55 (Rupees two hundred sixty one and paise fifty five only) per equity share to the following entities (the “**Investors**”) which form part of the public shareholders of the Company in accordance with the provisions of the SEBI Regulations through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents / writings, on such terms and conditions and in such manner, as the Board may, in its discretion, think fit (“**Preferential Issue**”):

Sr. No	Name of Applicant alongwith PAN and Address	Category	Number of equity shares proposed to be allotted	Total consideration payable (Rs.)
1	Karst Peak Asia Master Fund, AAGCK6687C Box 309, Uglan House, George Town, Cayman Islands KY1-1104	Public	24,55,042	66,66,66,655.10
2	Vermilion Peak Master Fund, AAGCK6686D Box 309, Uglan House, George Town, Cayman Islands KY1-1104	Public	12,27,521	33,33,33,327.55
Total			36,82,563	99,99,99,982.65

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the “*Relevant Date*” for the purpose of calculating the floor price of the Equity Shares is May 30th 2018 which is 30 days prior to the date of this Extraordinary General Meeting i.e. June 29th 2018 and the floor price so calculated is Rs. 271.55 (Rupees two hundred seventy one and paise fifty five only).

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investors in dematerialised form within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of grant of such approval.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter VII of the SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed on the Stock Exchanges, where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals from the Stock Exchanges.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Statutory Auditor of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the Company do apply for the listing of new equity shares as may be issued with the BSE Limited and National Stock Exchange of India of India.

RESOLVED FURTHER THAT the Company do make an application to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for admission and trading of new equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of

doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2: PREFERENTIAL ALLOTMENT OF EQUITY WARRANTS OF THE COMPANY

To consider and if thought fit, to pass with or without modifications the following resolution as **Special resolution**.

“**RESOLVED THAT** pursuant to the provisions of section 23, 42, 62 and other applicable provisions of the Companies Act 2013 (the “**Act**”), Rules made thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (the “**SEBI Regulations**” or “**ICDR Regulations**”), listing agreements entered into by the Company with the National Stock Exchange of India and BSE Limited (collectively the “**Stock Exchanges**”) where the equity shares of the Company are listed (including statutory modifications or re-enactment of aforesaid and for the time being force), enabling provisions of the Memorandum of Association and Articles of Association of Som Distilleries and Breweries Limited (the “**Company**”), other statutes, law, notifications, circulars, rules and regulations as may be applicable and relevant and subject to requisite approvals or permissions of the Securities and Exchange Board of India, Stock Exchange, Ministries and Departments of the Government of India and such other authorities, Institutions or persons as may be required, and subject to such conditions as may be prescribed by any of them while granting approval or permission as may be agreed by the Board of the Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) the approval and consent of the members of the Company be and is hereby accorded and the Board of Directors of the Company is hereby authorized to create, offer, issue and allot, 12,88,906 (Twelve lakh eighty eight thousand nine hundred six) warrants (the “**Warrants**”), One Warrant will be converted into One equity share of face value of Rs.10/- each, at a price of Rs. 271.55/- (Rupees two hundred seventy one and paise fifty five only), on a preferential basis to the following entities (the “**Warrant Holders**”) who are the Promoters of the Company:

Sr. No	Name of Applicant along with PAN and Address	Category	Number of Warrant proposed to be allotted	Total consideration payable (Rs.) (including Warrant Subscription Price and the Warrant Exercise Price)
1	Jagdish Kumar Arora, AAPPA8546E, Vatsalya, Kerwa Dam Road, Village Mandori, Bhopal	Promoter and Promoter Group	11,04,770	30,00,00,293.50
2	Ajay Kumar Arora, AAPPA8542A, Vatsalya, Kerwa Dam Road, Village Mandori, Bhopal	Promoter and Promoter Group	92,075	2,50,02,966.25
3	Deepak Arora, ANHPA1254A, Vatsalya, Kerwa Dam Road, Village Mandori, Bhopal	Promoter and Promoter Group	55,235	1,49,99,064.25
4	Sunita Arora, AAPPA8543B, Vatsalya, Kerwa Dam Road, Village Mandori, Bhopal	Promoter and Promoter Group	18,413	50,00,050.15
5	Natasha Arora, AAPPA8545H, Vatsalya, Kerwa Dam Road, Village Mandori, Bhopal	Promoter and Promoter Group	18,413	50,00,050.15
Total			12,88,906	35,00,02,424.30

each convertible into, or exchangeable for, one equity share of face value of Rs. 10 each (the “**Converted Equity Shares**”) at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 271.55 (Rupees two hundred seventy one and paise fifty five only), including premium of Rs.261.55 (Rupees two hundred sixty one and paise fifty five only) aggregating to Rs. 35,00,02,424.30/- (Rupees thirty five crore two thousand four hundred twenty four and paise thirty only), in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents / writings, on such terms and conditions and in such manner, as the Board may, in its absolute discretion thinks fit (“**Preferential Issue**”).

RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the “*Relevant Date*” for the purpose of calculating the floor price for the issue of the Warrants is May 30th 2018 which is 30 days prior to the date of this Extraordinary General Meeting i.e. June 29th 2018 and the floor price so calculated is Rs.271.55 (Rupees two hundred seventy one and paise fifty five only)

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to following terms:

- i) The Warrants and Converted Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Warrants may be exercised by the Warrant Holder(s) at any time before the expiry of 18 (eighteen) months from the date of allotment of the Warrants.

- ii) The Warrant subscription price (the “**Warrant Subscription Price**”) equivalent to 25% of the issue price of the Equity Shares shall be payable at the time of subscription to the Warrants, in accordance with Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Converted Equity Shares. Warrant exercise price (the “**Warrant Exercise Price**”) equivalent to the 75% of the issue price of the Converted Equity Shares shall be payable by the Warrant Holder(s) at the time of exercising the Warrant.
- iii) The issue of the Warrants as well as the Converted Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- iv) In the event the Warrant Holder(s) does not exercise the Warrants within 18 (eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the Warrant Subscription Price paid by the Warrant Holders shall stand forfeited by the Company.
- v) The Converted Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company.
- vi) The Warrants and the Converted Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified under Chapter VII of ICDR Regulations.”
- vii) The Warrants shall be issued and allotted by the Company to the Warrant Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of grant of such approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Converted Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.

RESOLVED FURTHER THAT the Company do apply for listing of the Converted Equity Shares as may be issued on conversion of Warrant with the Stock Exchanges.

RESOLVED FURTHER THAT the Company do make an application to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for admission of the Converted Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and the Converted Equity Shares and utilisation of proceeds of the Converted Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

**By order of the Board
For Som Distilleries and Breweries Limited**

01.06. 2018, Bhopal

**Sd/-
Director**

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Your Company is engaged in the business of, inter alia, manufacturing and selling of alcoholic beverages. The objective of the proposed issue of Equity Shares and Warrants (together the “Issue”) is to meet the requirements of the Company including acquisition of other manufacturing assets, capex in existing assets, reductions of financial obligations, other external liabilities, working capital requirement and other general corporate expenses, in such proportion and manner as the Board may determine from time to time about the utilization of the Issue proceeds.

ITEM NO. 1 & 2:

PREFERENTIAL ISSUE OF EQUITY SHARES AND PREFERENTIAL ISSUE OF EQUITY WARRANTS OF THE COMPANY:

COMPANY’S OPERATIONS AND JUSTIFICATION FOR THE PROPOSED PREFERENTIAL ISSUES:

Your Company is engaged in the business of, inter alia, manufacturing and selling of alcoholic beverages. The objective of the proposed preferential allotment of Equity Shares and the Warrants is to meet the requirements of the Company including acquisition of other manufacturing assets, capex in existing assets, reductions of financial obligations, other external liabilities, working capital requirement and other general corporate expenses, in such proportion and manner as the Board may determine from time to time about the utilization of the proceeds received from the proceeds of the Issue. The Company, subject to necessary approvals, is proposing to issue and allot, on a preferential basis:

- A. Equity Shares to the following Investors at a price of Rs. 271.55 (Rupees two hundred seventy one and paise fifty five only) per Equity Share including a premium of Rs. 261.55 (Rupees two hundred sixty one and paise fifty five only) per Equity Share determined in accordance with the ICDR Regulations; and

Sr. No	Name of Applicant alongwith PAN and Address	Category	Number of equity shares proposed to be allotted	Total consideration payable (Rs.)
1	Karst Peak Asia Master Fund, AAGCK6687C Box 309, Uglan House, George Town, Cayman Islands KY1-1104	Public	24,55,042	66,66,66,655.10
2	Vermilion Peak Master Fund, AAGCK6686D Box 309, Uglan House, George Town, Cayman Islands KY1-1104	Public	12,27,521	33,33,33,327.55
Total			36,82,563	99,99,99,982.65

- B. Warrants to the following Warrant Holders which may be exercised to receive the Converted Equity Shares at a price (including the Warrant Subscription Price and Warrant Exercise Price) of Rs 271.55 (Rupees two

hundred seventy one and paise fifty five only) including a premium of Rs. 261.55 (Rupees two hundred sixty one and paise fifty five only) per Equity Share, determined in accordance with the ICDR Regulations

Sr. No	Name of Applicant along with PAN and Address	Category	Number of Warrants proposed to be allotted	Total consideration payable (Rs.) (including Warrant Subscription Price and the Warrant Exercise Price)
1	Jagdish Kumar Arora, AAPPA8546E, Vatsalya, Kerwa Dam Road, Village Mandori, Bhopal	Promoter and Promoter Group	11,04,770	30,00,00,293.50
2	Ajay Kumar Arora, AAPPA8542A, Vatsalya, Kerwa Dam Road, Village Mandori, Bhopal	Promoter and Promoter Group	92,075	2,50,02,966.25
3	Deepak Arora, ANHPA1254A, Vatsalya, Kerwa Dam Road, Village Mandori, Bhopal	Promoter and Promoter Group	55,235	1,49,99,064.25
4	Sunita Arora, AAPPA8543B, Vatsalya, Kerwa Dam Road, Village Mandori, Bhopal	Promoter and Promoter Group	18,413	50,00,050.15
5	Natasha Arora, AAPPA8545H, Vatsalya, Kerwa Dam Road, Village Mandori, Bhopal	Promoter and Promoter Group	18,413	50,00,050.15
Total			12,88,906	35,00,02,424.30

Salient features of the preferential issue of Equity Shares and preferential issue of Equity Warrants are as under:

The proposed issue and allotment of Equity Shares and Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made thereunder. Without generality to the above, the salient features of the preferential issue of Equity Shares and the Warrants are:

- a. The "Relevant Date" as per the ICDR Regulations for determining the floor price for the preferential issue of Equity Shares and the Warrants is May 30th 2018 being 30 days prior to the date of this Extraordinary General Meeting i.e. June 29th 2018.
- b. The floor price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Equity Shares and Equity Warrants is Rs.271.55 (Rupees two hundred seventy one and paise fifty five only), being higher of (a) the average of the weekly high and low of the volume weighted average price at the Stock Exchange for 2 weeks prior to the relevant date viz. Rs 271.55 (Rupees two hundred seventy one and paise fifty five only) or (b) the average of the weekly high and low of the average of the high and low of the volume weighted average price at the Stock Exchange for 26 weeks prior to the relevant date viz. Rs 239.22 (Rupees two hundred thirty nine and paise twenty two only). The Stock Exchange being National

Stock Exchange of India Limited with the highest trading volume in the equity shares of the Company recorded during the preceding twenty six weeks prior to the relevant date.

- c. The total amount payable for preferential issue of Equity Shares and atleast 25% of the amount for preferential issue of Warrants shall be received by the Company prior to the respective allotments. The payments for the allotments shall be made from the bank accounts of the respective Investor or Warrant Holder subscribing to such Equity Shares or Warrants.
- d. The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- e. At the time of exercise, the Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Warrants so being exercised.
- f. Post allotment, pursuant to preferential issue of Equity Shares, the increase in equity share capital would be Rs. 4,97,14,690 - (Rupees four crore ninety seven lakh fourteen thousand six hundred ninety only)

Following are the particulars of the information and disclosures, pursuant to rule 13 of the Companies (Share Capital and Debentures) Rules 2014 and SEBI (Issue of Capital Disclosure Requirements) Regulations 2009 and other applicable statutory provisions.

1. Object of the preferential issue of Equity Shares and Warrants and details of utilization of proceeds:

The Board of Directors of the Company has proposed to raise funds by issue of Equity Shares to Investors belong to Public category and Warrants to the Warrant Holders belong to Promoter and Promoter Group through Preferential Issue in accordance with applicable statutory provisions including Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, (the “**SEBI Regulations**” or “**ICDR Regulations**”) and applicable statutory provisions and law, for cash at issue price of Rs. 271.55 (Rupees two hundred seventy one and paise fifty five only), including a premium of Rs. 261.55 (Rupees two hundred seventy one and paise fifty five only) per Equity Share (the “**Issue Price**”) of face value of Rs. 10 each, aggregating upto Rs. 135,00,02,406.95 (Rupees one thirty five crore two thousand four hundred six and paise ninety five only). The Issue Price is arrived as per pricing formula keeping in view volume weighted average price on the Stock Exchanges in reference to Relevant Date which is thirtieth day prior to the date of passing of resolution. If necessary to meet the compliance requirement, the Board may vary or determine the issue price not less than price to be calculated as per the applicable SEBI Regulations. The Company shall, if required, undertakes to re-compute the issue price in accordance with ICDR Regulations and shall observe the statutory provisions in this respect.

It is proposed to raise further capital by way of a preferential issue of Equity Shares and Warrants in compliance with applicable statutory provisions. The proposed resolution gives adequate powers, flexibility and discretion to the Board to finalise the terms of the issue in accordance with the normal practice and for utilization of the issue proceeds as the Board may deem fit.

The Board believes that the preferential offer to subscribers the Equity Shares and Warrants as mentioned in the below disclosure will be in the best interest of the Company and its Members.

The objective of the proposed preferential allotment of Equity Shares and Warrants is to meet the requirements of the Company including acquisition of other manufacturing assets, capex in existing assets, reductions of financial obligations, other external liabilities, working capital requirement and other general

corporate expenses, in such proportion and manner as the Board may determine from time to time about the utilization of the Issue proceeds.

2. Proposal of the promoters, directors and key management personnel to subscribe to the offer.

The preferential issue of Equity Shares is being made to persons in public category and other than Promoter and Promoter Group of the Company. None of the promoter, directors and key managerial personnel of the Company intends to subscribe to the preferential issue of Equity Shares.

The preferential issue of Warrants is being made to the promoters, directors and key management personnel.

3. Terms of issue of Warrants and Equity Shares

The issue and allotments under the Preferential Issue of Equity Shares and Warrants process is to be completed within the statutory time limits prescribed by the regulatory authorities from the date of this meeting subject to all the necessary approvals being in place.

It is also proposed to seek approval of members of the Company for issue of Warrants convertible into equal number of equity shares of the Company on such terms and conditions as mentioned in the resolution. In case of any sub-division, consolidation of value of shares or share capital or corporate actions prior to allotment of equity shares resulting from the exercise of the option under the Warrants, the Board may do fair adjustment in proportion or as near as circumstances admit to the extent necessary.

The total amount payable for preferential issue of Equity Shares and atleast 25% of the amount for preferential issue of Warrants shall be received by the Company prior to the respective allotments. The payments for the allotments shall be made from the bank accounts of the respective Investor or Warrant Holder subscribing to such Equity Shares or Warrants.

The Equity Shares or Converted Equity Shares to be issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects

4. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control of the allottees is as follows.

Karst Peak Asia Master Fund

Karst Peak Asia Master Fund is a mutual fund incorporated with limited liability in the Cayman Islands, and is registered with the Cayman Islands Monetary Authority. The Fund makes longer term investments in the equity securities of leading companies throughout Asia, India, Australia and elsewhere.

The management shares of the Fund are held by Karst Peak Capital Management (Cayman) Limited. The fund has two Independent Directors (Mr. William Jones, a resident of Luxembourg, and Mr. Warren Keens, a resident of the Cayman Islands) and one Executive Director (Mr. Adam Leitzes, a resident of Hong Kong). Karst Peak Asia Master Fund has been issued a Certificate of Incorporation (Certificate Number: MC-266850) by the Registrar of Companies in the Cayman Islands on March 5, 2012 and a Certificate of Registration as a Mutual Fund (Registration Number: 623943) by the Cayman Islands Monetary Authority.

Mr. Adam Leitzes is the ultimate beneficial owner of Karst Peak Capital Management (Cayman) Limited that is the controller of the fund.

Vermilion Peak Master Fund

Vermilion Peak Master Fund is a mutual fund incorporated with limited liability in the Cayman Islands, and is registered with the Cayman Islands Monetary Authority. The Fund makes longer term investments in the equity securities of leading companies throughout Asia, India, Australia and elsewhere.

The management shares of the Fund are held by Karst Peak Vermilion Management Limited. The fund has two Independent Directors (Mr. William Jones, a resident of Luxembourg, and Mr. Warren Keens, a resident of the Cayman Islands) and one Executive Director (Mr. Adam Leitzes, a resident of Hong Kong). Vermilion Peak Master Fund has been issued a Certificate of Incorporation (on name change) (Certificate Number: MC-315191) by the Registrar of Companies in the Cayman Islands on March 22, 2018 and a Certificate of Registration as a Mutual Fund (Registration Number: 1328331) by the Cayman Islands Monetary Authority.

Mr. Adam Leitzes is the ultimate beneficial owner of Karst Peak Vermilion Management Limited that is the controller of the fund.

5. Shareholding pattern pre and post Preferential Issue

The shareholding pattern of the Company giving the present position (as on 31st March 2018) and as also assuming full allotment of the Equity Shares and conversion of Warrants into equity shares are given below including percentage of total paid-up equity share capital and voting right in the Company.

Category of shareholders	Pre-allotment holding		Post-allotment holding	
	No. of eq. shares	%	No. of eq. shares	%
A. Promoter & Promoter Group	63,94,291	23.23	76,83,197	23.65
B. Public	2,11,28,109	76.77	2,48,10,672	76.35
Total (A) + (B)	2,75,22,400	100.00	3,24,93,869	100.00
C. Non-Promoter Non-Public	-	-	-	-
Grand Total - (A) + (B) + (C)	2,75,22,400	100.00	3,24,93,869	100.00

The percentage of holding of post Preferential Issue capital of equity shares that may be held by the proposed Investors and Warrant Holders is as follows.

Proposed Investors and Warrant Holders	Pre-issue holding	% of pre-issue	No. of Equity Shares proposed to be allotted	No. of Warrants proposed to be allotted #	Post issue holding*	% of post issue capital*
Investors:						
Karst Peak Asia Master Fund	Nil	Nil	24,55,042	Nil	24,55,042	7.56%
Vermilion Peak Master Fund	Nil	Nil	12,27,521	Nil	12,27,521	3.78%
Warrant Holders:						
Jagdish Kumar Arora	18,88,827	6.86%	Nil	11,04,770	29,93,597	9.21%

Ajay Kumar Arora	6,48,100	2.35%	Nil	92,075	7,40,175	2.28%
Deepak Arora	12,900	0.05%	Nil	55,235	68,135	0.21%
Sunita Arora	1,35,110	0.49%	Nil	18,413	1,53,523	0.47%
Natasha Arora	1,24,730	0.45%	Nil	18,413	1,43,143	0.44%

Each Warrant is convertible into one equity share of face value of Rs. 10 each, fully paid up.

*Assuming allotment of equity shares and full conversion of Warrants.

The above mentioned pre and post issue holding is tentative and may vary considering the shares applied, allotted and/or other relevant factors.

6. Proposed time within which the Preferential Issue shall be completed

Allotment of the Equity Shares and Warrants shall be completed within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares and Warrants is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of grant of such approval.

7. An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so

As the shares of the Company are listed with the Stock Exchanges for more than six (6) months, the same is not applicable to the Company.

8. An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees

As the shares of the Company are listed with the Stock Exchanges for more than six (6) months, the same is not applicable to the Company.

9. Change in control

Issue and allotment of the Equity Shares and Warrants under the preferential issue will not result in a change in control of the Company.

10. Relevant date

Relevant date for determine the issue price for the Equity Shares and Warrants to be issued and allotted under preferential issue is May 30th 2018 being 30 days prior to the date of this Extraordinary General Meeting i.e. June 29th 2018.

11. Auditor's Certificate

The Company has sought a certificate from RN Gupta & Associates, Chartered Accountants certifying that the Preferential Issue is being made in accordance with the ICDR Regulations. A copy of this certificate shall be placed before the shareholders at the general meeting. A copy of this certificate would be available

for inspection at the registered office of the Company on all working days from 11 a.m. to 3 p.m. except Saturday, Sunday and public holidays, up to the date of passing of resolution.

12. Pricing of the Preferential Issue

The Issue Price is Rs.271.55/- per equity share for Equity Shares and Warrants. The Issue Price is arrived as per pricing formula keeping in view volume weighted average price on the Stock Exchanges in reference to Relevant Date which is thirtieth day prior to the date of passing of resolution.

13. Lock-in period

The Warrants, Equity Shares and Converted Equity Shares as may be allotted under the preferential issue shall be subject to lock-in as per the ICDR Regulations.

14. Disclosure as per Part G of Schedule VIII of ICDR Regulations

The Company, its promoters and directors are not wilful defaulters and therefore disclosure is not applicable.

The proposed Investors have not sold any equity shares of the Company during the six months preceding the Relevant Date.

None of the persons belonging to promoter and promoter group have sold any equity shares of the Company during the six months preceding the Relevant Date and none of the proposed Warrant Holders belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 72(3) of SEBI (ICDR) Regulations, 2009.

Since the special resolution proposed in the Notice may result in further issue of the Equity Shares of the Company to persons who are not shareholders of the Company, consent of the Shareholders is being sought pursuant to the provisions of section 23, 42, 62(1)(c) and all other applicable provisions of the Companies Act 2013, ICDR Regulations and in terms of the provisions of the listing agreements executed by the Company with the Stock Exchanges where the equity shares of the Company are listed.

The special resolution seeks to empower the Board to issue the Equity Shares and Warrants, as provided in SEBI Regulations, in accordance with the provisions of applicable laws in one or more tranches at such times as the Board may determine.

The Board of Directors believes that raising of fund through the preferential issue as set out in the resolution and herein is in the interest of the Company and therefore recommends the resolution for your approval.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares being allotted to or held in the company by them or their relatives or any entity in which they may be deemed to be concerned or interested.

By order of the Board
For Som Distilleries and Breweries Limited

Sd/-
Director

01.06. 2018, Bhopal

NOTES

1. **A member entitled to attend and vote at the Extraordinary General Meeting (EGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll/ballot instead of him/herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting, either in person or through post** A Proxy form is appended with the attendance slip.

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

2. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by Authorized representative of body corporate or attorney, certified copy of Board resolution/power of attorney / other authority must be attached with the proxy form.
3. The statement pursuant to section 102 of the Companies Act 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. **Members are requested to bring their details of demat account (client ID and DPID), folio number etc for easier identification of attendance at the meeting.**
5. Body Corporate members intending to send their authorized representative to attend EGM are requested to send to the Company at registered office a duly certified copy of the Board Resolution / Authority letter authorizing their representative to attend and vote on their behalf at the Meeting.
6. Relevant documents referred to in the accompanying notice and explanatory statements are open for inspection by the members at the registered office and corporate office of the Company on all working days between 11.00 a.m. and 2.00 p.m. and will also be made available at the meeting.
7. Member / proxy holders shall hand over the attendance slips, duly signed and filled in all respect, at the entrance for attending the meeting. Route map of venue of EGM is given in this Notice.
8. Members may also note that notice of the EGM along with attendance slip and proxy form is available on the website of the Company.
9. Every member entitled to vote at the EGM of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning 24 hours before the time fixed for the commencement of the EGM and ending on the conclusion of the EGM. However, a prior notice of not less than 3 days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
10. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.

11. The Resolution shall be deemed to be passed on the date of the EGM, subject to receipt of sufficient votes.

12. **PROCEDURE OF VOTING AT EGM**

Members who have not exercised their votes through remote e-voting are entitled to vote at the general meeting. Members who have already casted their vote by remote e-voting mechanism prior to the meeting are also authorized to attend the meeting but shall not be entitled to cast their vote again at the general meeting.

Voting to the resolution as contained in the Notice shall be conducted also through ballot/poll or other appropriate process. Relevant facility for voting shall also be made available at the meeting and members attending the meeting, who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot/poll paper in the Meeting. The Company will make arrangement in this respect including distribution of ballot papers under the supervision of a scrutinizer appointed for this purpose. Members are required to mention Folio No, DP ID & Client ID No. and number of shares held, etc. on the ballot papers.

13. **EVOTING FACILITY**

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 Extraordinary General Meeting at his discretion.
- c. The Board of Directors have appointed FCS Mr. Madan Mohan Chawla, Practicing 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 June, 2018, 10:00 a.m. end of E-voting , 28th June , 2018, 5:00 p.m.
- e. The cut-off date for the purpose of E-voting is 22th June 2018. 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 Extraordinary 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 25.06.2018 at 10:00 a.m. and ends on 28.06.2018 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 22.06.2018, 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 EGM Notice) 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 Details	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 EGM of the Company and shall also be communicated to BSE Limited and NSE Limited where the shares of the Company are listed.

INSTRUCTIONS

General Instructions

1. As per the Companies Act, 2013, Company has to provide e-voting facility to its shareholders. However the shareholders, who do not use e-voting facility, may attend the meeting and give their Assent / Dissent in Physical Assent / Dissent Form. If a shareholder has opted for e-voting, then he/she should not vote by Physical Assent / Dissent Form. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote caste through e-voting shall be considered, and vote caste through physical assent/dissent shall be treated as invalid.
2. The notice of Extraordinary General Meeting was dispatched/e-mailed to the members whose names appeared on the Register of Members as on 22.06.2018

Instructions for voting physically on Assent / Dissent Form.

1. A Member desiring to exercise vote by Assent / Dissent should complete this Assent / Dissent Form and hand it over at the meeting site.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Assent /Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent / Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. Members are requested not to attach any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent / Dissent form except giving their assent or dissent and putting their signature.
8. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding.
9. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.

By Order of the Board of Directors
For Som Distilleries and Breweries Limited

Sd/-
Director
Place: Bhopal
Date: 01.06. 2018

SOM DISTILLERIES & BREWERIES LIMITED

CIN: L74899DL1993PLC052787

Regd office: 1A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema road, New Delhi-110029

ATTENDANCE SLIP

I/We hereby record my/our presence at the Extraordinary General Meeting of the above named Company held on Friday, the 29TH June 2018 at 16.00 Hours at the company's factory premises at village Rojrachak, Chiklod Road, Dist. Raisen, M.P

Names and Address of Shareholder:

Folio No/ DPID CLIENT ID No. :

SIGNATURE OF THE SHAREHOLDERS OR PROXY	NO. OF SHARES HELD

Note: Shareholder/Proxy holder must bring this admission slip to the meeting and hand over at the venue duly signed.

Date: _____

Place: _____

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74899DL1993PLC052787
Name of the company : SOM DISTILLERIES & BREWERIES LIMITED
Registered office : 1A, ZEE PLAZA, ARJUN NAGAR, SAFDARJUNG ENCLAVE,
KAMAL CINEMA ROAD, NEW DELHI.110029.

Name of the member (s):

Registered address:

E-mail Id:.....

Folio No/ Client Id:.....

DP ID:.....

I/We, being the member (s) of shares of the above named company, hereby appoint:

1. Name: _____

Address: _____

E-mail Id: _____

Signature : _____ or failing him

2. Name:

Address:

E-mail Id:

Signature _____ or failing him

3. Name:

Address:

E-mail Id: _____

Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on Friday the 29th day of June, 2018 at 16.00 hours at the company's factory at village Rojrachak, Dist. Raisen, M.P in respect of such resolutions as are indicated below:

SPECIAL BUSINESS

- 1. PREFERENTIAL ALLOTMENT OF EQUITY SHARES OF THE COMPANY**
- 2. PREFERENTIAL ALLOTMENT OF EQUITY WARRANTS OF THE COMPANY**

Signed thisday of2018

Signature of shareholder

<p>Signature of proxy holder(s) Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the company, not less than 48 hours before the commencement of the meeting.</p>	<p>Affix Revenue stamp</p>
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POLLING PAPER

SOM DISTILLERIES AND BREWERIES LIMITED
CIN No. L74899DL1993PLC052787

Registered office: 1-A Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi
Email: somdistilleries@rediffmail.com, Web: www.somindia.net, Works: Village Rojrachak, Distt. Raisen Ph.
No. 011-26169909, 26169712

ASSENT / DISSENT FORM FOR VOTING ON AGM/EGM RESOLUTIONS

1. Name & Registered Address :
of the sole / first named Member

2. Name(s) of the Joint-Holder(s) :
if any, in block letters

3. i) Registered Folio No. :

ii) *DP ID No. & Client ID No. :

[*Applicable to Members holding shares in dematerialized form]

4. Number of Equity Share(s) held:

5. I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice dated 01.06.2018 of the Extraordinary General Meeting held at Bhopal on 29.06.2018, by conveying my / our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

S.No	Resolution	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Special Business/Resolution Proposed			
1	<p>PREFERENTIAL ALLOTMENT OF EQUITY SHARES OF THE COMPANY "RESOLVED THAT pursuant to the provisions of section 23, 42, 62 and other applicable provisions of the Companies Act 2013 (the "Act"), rules made thereunder,-----</p> <p>----- RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."</p>		

2	<p>PREFERENTIAL ALLOTMENT OF EQUITY WARRANTS OF THE COMPANY “RESOLVED THAT pursuant to the provisions of section 23, 42, 62 and other applicable provisions of the Companies Act 2013 (the “Act”), Rules made----- ----- ----- RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”</p>		
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Place: Rojrachak, Dist. Raisen

Date: 01.06.2018

Signature of the Member/ Authorized Representative