

Company Secretary

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” for issue and allotment of 6500000 (sixty five lakhs) Convertible Warrants into Equity Shares to Promoters/Promoter’s Group to be issued on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We N.K. Jain & Associates, Company Secretaries, have verified the relevant records and documents of **Som Distilleries and Breweries Limited** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- Proposed allottees hold equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.

Sr. No.	Name of Applicant	Pre-preferential shareholding (No. of shares)
1	Mr. Jagdish Kumar Arora	1,33,38,809
2	Mr. Deepak Arora	7,79,010

- The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from December 8, 2022 till December 14, 2022. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
Mr. Jagdish Kumar Arora (13338809 Equity Shares)	IN30342010041439	8281156	25/11/2022	01/06/2023
	1205950000030208	10400	28/11/2022	31/05/2023
	1203160000268504	2528953	28/11/2022	31/05/2023
	1203160000268504	518300	28/11/2022	31/05/2023
	IN30429553101497	2000000	14/12/2022	01/07/2024
Mr. Deepak Arora (779010 Equity Shares)	IN30342010041578	135270	25/11/2022	01/06/2023
	1205950000029403	143740	28/11/2022	31/05/2023
	IN30429553099297	500000	14/12/2022	01/07/2024

(*) client id/ folio no in case allottee hold the securities in physical form



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- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 8.10 is more than 5% of the post issue fully diluted share capital of the issuer

Dated: 15.12.2022
Place: Bhopal

For N.K. Jain & Associates
Company Secretaries



NEELESH JAIN
Proprietor

FCS-6436, CP-6912

Peer Review Certificate No. 2505/2022

UDIN number:F006436D002720257