



Som Distilleries And
Breweries Limited

30th ANNUAL REPORT

2022-23





TRIPLE DISTILLED
VODKA

WHAT'S
YOUR
FOX?



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Jagdish Kumar Arora
Chairman and Managing Director

Mr. Nakul Kam Sethi
Whole Time Director

Mr. Satpal Kumar Arora
Director (Non-Executive & Independent)

Mr. Uma Kant Samal
Director (Non-Executive & Independent)

Mr. Deena Nath Singh
Director (Non-Executive & Independent)

Ms. Nishi Arora
Woman Director (Non-Executive & Independent)

CHIEF FINANCIAL OFFICER

Mr. Rajesh Kumar Dubey

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Om Prakash Singh

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Satpal Kumar Arora, Chairperson
Mr. Uma Kant Samal
Mr. Nakul Kam Sethi
Mr. Deena Nath Singh
Ms. Nishi Arora

NOMINATION AND REMUNERATION COMMITTEE

Mr. Uma Kant Samal, Chairperson
Mr. Satpal Kumar Arora
Ms. Nishi Arora

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Uma Kant Samal, Chairperson
Mr. Nakul Kam Sethi
Mr. Deena Nath Singh
Ms. Nishi Arora

INVESTOR GRIEVANCES CUM STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Satpal Kumar Arora, Chairperson
Mr. Nakul Kam Sethi
Mr. Deena Nath Singh
Ms. Nishi Arora

RISK MANAGEMENT COMMITTEE

Mr. Nakul Kam Sethi, Chairperson
Mr. Deena Nath Singh
Ms. Nishi Arora

EXECUTIVE, LEGAL AND BORROWING COMMITTEE

Mr. Nakul Kam Sethi, Chairperson
Mr. Deena Nath Singh
Mr. Rajesh Kumar Dubey

STATUTORY AUDITORS

M/s AKB Jain & Co.,
Chartered Accountants
E-2/316, Arera Colony, Bhopal
Madhya Pradesh - 462 016

SECRETARIAL AUDITORS

M/s N.K. Jain & Associates
Company Secretaries
208, Akansha, Press Complex,
Zone I, M.P. Nagar, Bhopal 462011

REGISTRAR & SHARE TRANSFER AGENT

MAS Services Limited
T-34, Okhla Industrial Area,
Phase-II, Delhi 110020

BANKS / FINANCIAL INSTITUTIONS

State Bank of India
DBS Bank Ltd.
Bandhan Bank
Punjab National Bank

REGISTERED OFFICE

CIN: L74899DL1993PLC052787
1-A Zee Plaza, Arjun Nagar,
Safdarjang Enclave,
Kamal Cinema Road,
New Delhi-110029
Tel.: 011 26169909, 26169712

CORPORATE OFFICE

23, Zone-II,
M.P. Nagar,
Bhopal-462 011
Tel.: 0755 4271271, 4278827

STOCK EXCHANGE

BSE Limited
BSE Security ID: 507514
National Stock Exchange of India
NSE Security ID: SDBL

INVESTOR'S HELP-DESK

Email: compliance@somindia.com
Phone: +91 755 4278827



FROM THE DESK OF **CHAIRMAN AND MANAGING DIRECTOR**

Dear Friends and Fellow Shareholders,

This year has been truly remarkable, characterized by achievements and milestones, coupled with robust financial performance. I am delighted to share that our financial performance in FY2023 has exceeded expectations, showcasing our continued focus on growth and resiliency in the face of challenges. Our total income for FY2023 stood at an impressive Rs. 8,080 million, a growth of 121.1% Y-o-Y and, our Profit After Tax (PAT) stood at Rs. 603 million, thus signalling our efficiency of operations and our strategic direction.

Throughout the year, we witnessed several pivotal developments that have propelled our company to new heights. Market performance of our Genius Prestige whiskey in the Karnataka segment has been a notable achievement, garnering 46% market share within three months of its launch showcasing the remarkable reception and demand for our product.

In another significant development, both our Legend Brandy and Pentagon whisky have been approved for nationwide distribution by the Canteen Stores Department (CSD), thus opening up opportunities for our brands to reach a wider customer base & geography.

To support our growth and expansion plans, we have successfully executed a comprehensive capital expenditure program. As part of this initiative, we have established a state-of-the-art canning facility at our Bhopal Plant and also enhanced our production capacity at Hassan Plant in Karnataka, to meet the growing demand for our products at a cost of Rs. 850 million.

Another crucial milestone was the ongoing expansion of our Odisha Plant, which was completed in June 2023. This expansion, with a capex outlay of Rs. 350 million, will enable us to cater to the rising demand in the region and further strengthen our market position.

Our commitment to excellence and customer satisfaction has yielded exceptional results. In January, our Karnataka unit achieved the highest sales ever recorded in a single month.

On the contract manufacturing side, during Q3 FY2023, Radico Khaitan has signed an agreement to manufacture their IMFL and Ready-to-Drink brands at our plant in Hassan. This contract while enhancing our capacity utilization of the IMFL facility will also reinforce our reputation as a trusted and reliable partner.

I am also delighted to share that our beer volumes have witnessed remarkable growth. SOM beer volumes have grown at an annual rate of 2.1x, Power Cool by 2.8x, while Hunter's volume nearly doubled from the previous fiscal year. This growth indicated a strong market demand for our products. It is noteworthy that beer accounted for 94% of our total volumes and 91% of the revenue during FY23, underscoring the strength and dominance of our beer portfolio in the market.

As we reflect on the achievements of the past year, we recognize that our success would not have been possible without the unwavering support and trust of our stakeholders. I extend my deepest gratitude to each one of you for your continued belief in our company's potential and strategic intent.

Looking ahead, we are confident that the foundation we have laid and the strategic initiatives we have undertaken will fuel our future growth. Our strong market presence, production capabilities, and product portfolio, have positioned us well to capitalize on emerging opportunities and deliver value to our customers and shareholders.

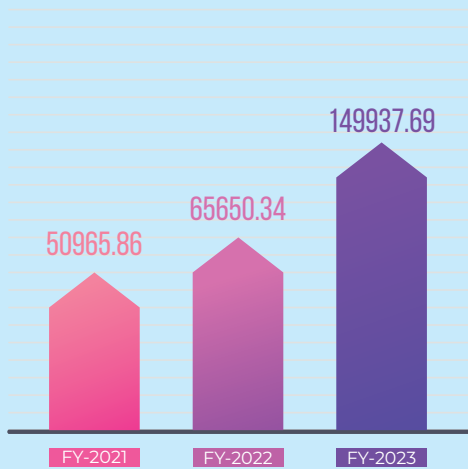
Thank you for your support and belief in our potential. Here is our promise to another year of growth and prosperity.

J.K. Arora

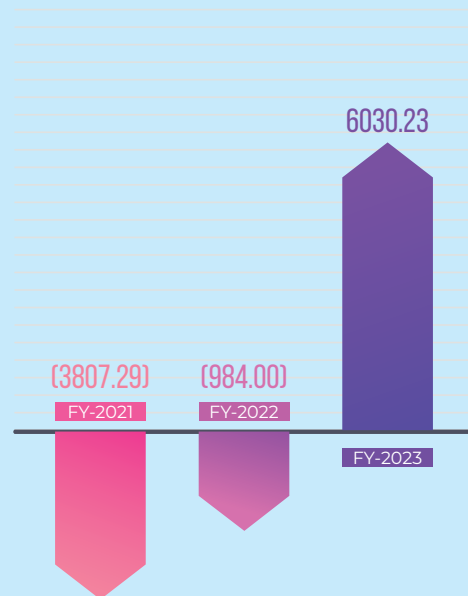
Chairman & Managing Director

FINANCIAL HIGHLIGHTS

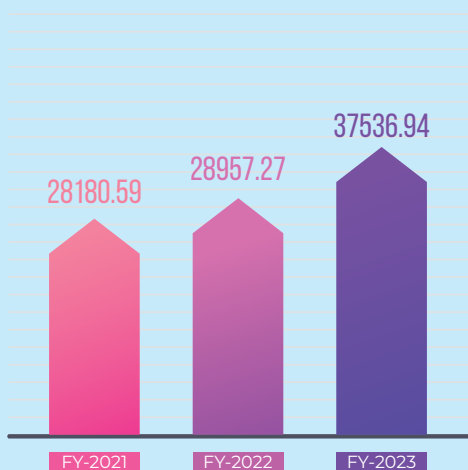
(All figures in Rs. Lakhs)



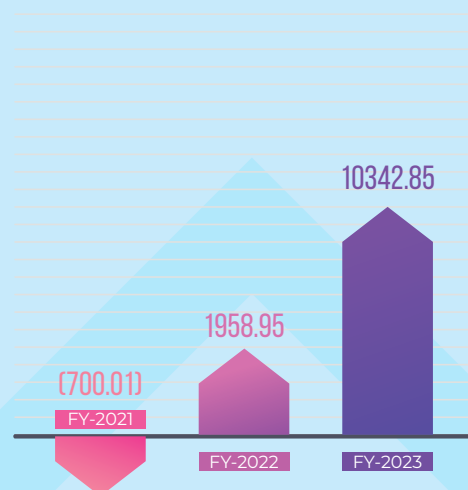
GROSS TOTAL REVENUE



PROFIT AFTER TAX



NET WORTH

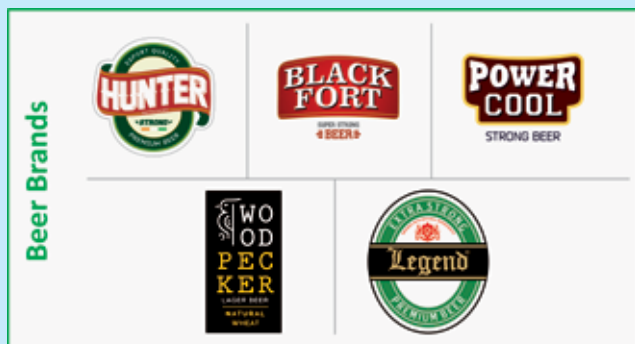


EBITDA

(Rs. in Lakhs)

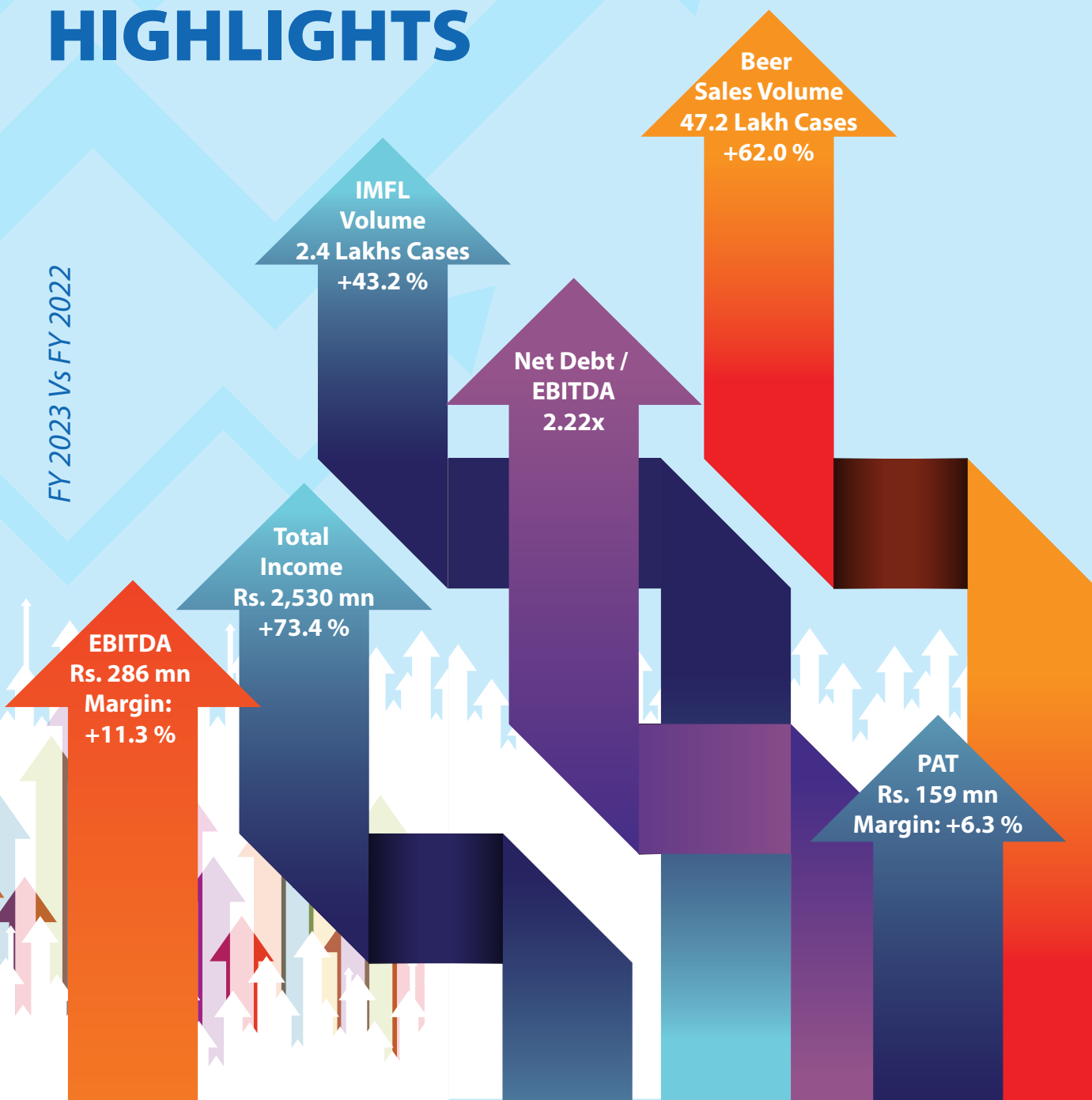
Particulars	12M		Y-o-Y
	FY2023	FY2022	Growth (%)
Total Income	80,801	36,546	121.1%
Gross Profit	32,274	15,808	104.2%
Margin (%)	39.9%	43.3%	-
EBITDA	10,343	1,959	nm
Margin (%)	12.8%	5.4%	-
Interest	1,597	1,535	4.0%
Depreciation	1,701	1,678	1.4%
Net Profit (After Tax)	6,030	(984)	nm
Margin (%)	7.5%	(2.7)%	-

OUR BRANDS



OPERATIONAL HIGHLIGHTS

FY 2023 Vs FY 2022



MANAGEMENT DISCUSSION & ANALYSIS

1. Economy and Outlook

According to the IMF, Global growth is projected to fall from an estimated 3.5 percent in 2022 to 3.0 percent in both 2023 and 2024. While the forecast for 2023 is modestly higher than predicted in the April 2023 World Economic Outlook (WEO), it remains weak by historical standards. The rise in central bank policy rates to fight inflation continues to weigh on economic activity. Global headline inflation is expected to fall from 8.7 percent in 2022 to 6.8 percent in 2023 and 5.2 percent in 2024. Underlying (core) inflation is projected to decline more gradually, and forecasts for inflation in 2024 have been revised upward.

The global recovery from the COVID-19 pandemic and Russia's invasion of Ukraine is slowing amid widening divergences among economic sectors and regions.

The World Health Organization (WHO) announced in May that it no longer considers COVID-19 to be a "global health emergency." Supply chains have largely recovered, and shipping costs and suppliers' delivery times are back to pre-pandemic levels. But forces that hindered growth in 2022 persist. Inflation remains high and continues to erode household purchasing power. Policy tightening by central banks in response to inflation has raised the cost of borrowing, constraining economic activity. Immediate concerns about the health of the banking sector have subsided, but high interest rates are filtering through the financial system, and banks in advanced economies have significantly tightened lending standards, curtailing the supply of credit. The impact of higher interest rates extends to public finances, especially in poorer countries grappling with elevated debt costs, constraining room for priority investments. As a result, output losses compared with pre-pandemic forecasts remain large, especially for the world's poorest nations.

The recent resolution of the US debt ceiling standoff and, earlier this year, strong action by authorities to contain turbulence in US and Swiss banking reduced the immediate risks of financial sector turmoil. This moderated adverse risks to the outlook. However, the balance of risks to global growth remains tilted to the downside. Inflation could remain high and even rise if further shocks occur, including those from an intensification of the war in Ukraine and extreme weather-related events, triggering more restrictive monetary policy. Financial sector turbulence could resume as markets adjust to further policy tightening by central banks. China's recovery could slow, in part as a result of unresolved real estate problems, with negative cross-border spill overs. Sovereign debt distress could spread to a wider group of economies. On the upside, inflation could fall faster than expected, reducing the need for tight monetary policy, and domestic demand could again prove more resilient.

In most economies, the priority remains achieving sustained disinflation while ensuring financial stability.

2. Indian Alcobeve Industry

The Indian Alcobeve Industry has experienced significant growth in recent years, positioning itself as one of the fastest-growing beverage markets globally and becoming the third-largest market for alcoholic beverages worldwide. This growth can be attributed to increasing urbanization, rising disposable income, raising youth aspirations and changing consumer preferences. With India's high population growth rate, a significant number of drinking-age adults emerge annually, contributing to an increase in alcohol consumption rates.

The industry had its own share of distress over the past two

years due to the pandemic. Lockdowns and higher taxes had a notable impact. To counter these distribution bottlenecks, the industry modified its distribution means to comply with restrictions, introduced new product combinations to meet evolving consumer demands, etc, post-pandemic, resulting in the industry rebounding and surge in sales. The industry also saw a growing demand for premium and luxury alcoholic beverages, driven by a rising middle class with higher disposable incomes, increasing urbanization, and a desire for sophisticated drinking experiences.

States like Karnataka, Maharashtra, West Bengal, Odisha, Telangana, Delhi, Haryana, Punjab, among few others are the prominent consuming states for alcobeve in India. Liquor stores are the preferred sales channel for alcobeve, primarily due to alcohol consumption being an outdoor activity, while supermarkets and malls are more prevalent in tier I and tier II cities.

Beer Industry

Beer, a popular alcoholic beverage made from water, malted barley, yeast, and hops, has gained popularity among consumers due to changing lifestyles, rapid urbanization, and increasing disposable incomes. India, being one of the fastest growing and least penetrated markets, presents a promising opportunity for major players in the beer industry.

Consumers in India are gradually shifting towards beer due to its lower alcohol content compared to spirits like whisky, vodka, brandy, and rum. The decrease in selling and distribution costs has further contributed to the growth of the beer industry. The market has observed product and packaging innovations, with canned beer, draught beer, and craft beer gaining traction among customers. Canned beer offers convenience and ease of transportation, while freshly brewed, on-tap beer has shown steady growth. The emergence of brewpubs in cities like Bengaluru, Gurgaon, and Pune has also contributed to the overall expansion of the beer market in India.

The pandemic presented challenges to the beer industry, but it has also spurred innovations and the exploration of new distribution channels. With physical stores closed, beer suppliers turned to home deliveries and online platforms to sustain sales. The changing consumer behaviours has opened up new means of reaching out to them fast and safe in a cost-effective manner.

According to The International Market Analysis Research and Consulting Group (IMARC Group) a leading advisor on management strategy and market research worldwide, India beer market size reached INR 383 billion in 2022, and is expected to reach INR 622 Billion by 2028, exhibiting a growth rate (CAGR) of 8.1%.

IMFL Industry

The Indian-made foreign liquor (IMFL) sector in India had a strong growth in FY2023, with sales volumes rising by 14.0% to reach 385 million cases. This growth can be attributed to factors such as the gradual economic recovery from the pandemic, increased disposable incomes among consumers, and the growing popularity of premium alcoholic beverages. Whisky remained the most popular IMFL category, but there was also significant growth in the gin segment, which saw a 48.0% increase in sales volumes.

Looking ahead, the IMFL sector is expected to continue growing, driven by the rising popularity of alcoholic beverages among consumers and the growth of the online alcohol market. The

premium segment within the IMFL sector showed strong growth, driven by the increasing demand for imported and domestic brands offering a premium experience. The online alcohol market is also expanding rapidly in India, further contributing to the growth of the IMFL sector. Overall, the IMFL sector plays a crucial role in the Indian economy and is expected to maintain its upward trajectory in the coming years.

3. Demand Drivers for the AlcobeV Industry

The alcobeV industry in India is experiencing remarkable growth and is poised to continue expanding in the coming years. Following are few key factors that are driving the growth of the industry:

- **Growing urban population:** India's rapid urbanization is contributing to an increased consumer base for alcoholic beverages. As more people move to urban areas, they are exposed to a wider range of alcoholic beverages and have greater access to them
- **Rising disposable incomes:** With the rise in disposable incomes among Indians, there is an upward trend in the demand for premium alcoholic beverages. Consumers are willing to spend more on high-quality and innovative products, driving the growth of the alcobeV industry
- **Changing consumer preferences:** Indian consumers are becoming more discerning in their choice of alcoholic beverages. They are seeking premium and innovative products that align with their evolving tastes and preferences. This shift in consumer demand is creating opportunities for the industry to introduce new and exciting offerings
- **Growth of the out-of-home (OOH) segment:** The OOH segment, which includes bars, restaurants, and other social venues, is experiencing rapid growth in India. This expansion is driving the demand for alcoholic beverages in these settings, further fueling the growth of the alcobeV industry
- **Rise of e-commerce:** The rapid growth of the e-commerce market in India has opened up new avenues for the alcobeV industry. Online platforms provide an accessible and convenient way for consumers to purchase alcoholic beverages, expanding the industry's reach and boosting sales

Further, the relaxation of liquor laws by the government in recent years has played a significant role in the industry's growth. It has increased the availability of alcoholic beverages and made them more accessible to consumers.

The alcobeV industry in India is responding to these demand drivers by focusing on premiumization, innovation, and brand awareness. Companies are launching new premium brands and products to cater to the growing demand for higher quality offerings. They are also introducing innovative products, such as ready-to-drink cocktails and craft beers, to capture consumers' attention. Marketing and advertising campaigns are being employed to raise brand awareness and expand the consumer base.

Overall, the alcobeV industry in India is thriving and with the demand drivers, the industry is well-positioned for continued growth and success in the future.

4. Business Overview

SOM Distilleries & Breweries Limited, is a leading alcoholic beverages manufacturer based in Bhopal, India. The company primarily is in the production of beer and the blending and bottling of Indian Made Foreign Liquor (IMFL). With a diverse product portfolio, the company offers a broad line of products to cater to the varied preferences of consumers, including beer,

rum, brandy, vodka, and whisky.

The company takes pride in its three key millionaire brands - Hunter, Black Fort, and Power Cool. These brands have achieved impressive sales volumes of more than 1 million cases per annum, showcasing their popularity among consumers. Additionally, in FY2020, the company launched Woodpecker Wheat Beer, which is India's first filtered wheat beer, adding innovation to its product offerings.

The company focuses on introducing new products with seasonal themes to enhance consumer traction and engagement. This strategy includes the introduction of Hunter Pint Beer and various flavors of ready-to-drink (RTD) drinks. By continuously innovating and expanding its product range, the company aims to capture evolving consumer preferences and boost brand loyalty.

An advantage of the company is being the only listed company in India that has both beer and IMFL segments. This complementarity reduces the risk of seasonality and provides marketing efficiencies. The combination of beer and IMFL allows the company to cater to a wide range of consumer preferences and capture opportunities in both segments.

The company is committed to maintaining its market position as a leading player in the alcoholic beverages industry in India. By offering a diverse product portfolio, focusing on innovation, and leveraging its unique position with beer and IMFL, the company aims to drive growth, increase market share, and deliver value to its stakeholders.

Capacity (In million cases)	SDBL (Bhopal)	Woodpecker (Karnataka)	SDBOPL (Odisha)	Total Capacity
Beer	15.2	9.0*	6.0*	30.2
IMFL	0.6	2.7	0.6	3.9

* Expanded Capacity

BEER Portfolio

- Hunter Refreshing Strong Premium Beer
- Black Fort Super Strong Beer
- Black Fort Lager Premium Beer
- Woodpecker Lager Beer
- Power Cool Beer

IMFL

- Pentagon Gold Edition Whisky
- Milestone Blue Whisky
- Legend Premium Whisky

RUM

- Pentagon XO Premium Rum
- Black Fort XXX Matured Rum

Vodka

- White Fox Triple Distilled Vodka
- White Fox Triple Distilled Vodka Naughty Green Apple
- White Fox Triple Distilled Vodka Naughty Orange

Brandy

- Legend Rare Brandy
- Milestone VSOP Brandy

RTD

- White Fox Refresh Cosmo Cranberry Vodka Mixed Ready to Drink
- White Fox Refresh Tangey Lemon Vodka Mixed Ready to Drink
- White Fox Refresh Naughty Orange Vodka Mixed Ready to Drink
- White Fox Refresh Wild Passion Fruit Vodka Mixed Ready to Drink

5. Threats and Concerns

The AlcobeV industry in India faces several threats and concerns that can impact the operations and growth of companies in the sector. These challenges include:

- Regulatory Hurdles:** The Alcobev industry in India is heavily regulated, with a complex web of laws and regulations governing production, distribution, and sale. This can make it difficult for companies to navigate the system and can lead to delays and bureaucratic red tape. Compliance with regulatory requirements is crucial, and companies must stay abreast of any changes in regulations to ensure smooth operations
- High Taxes:** The Alcobev industry in India is subject to high taxes, which can drive up the cost of production and reduce profit margins. In addition, taxes can vary widely from state to state, making it difficult for companies to plan and budget effectively. The burden of high taxes can also impact the affordability of alcoholic beverages for consumers and affect overall sales
- Changing Consumer Preferences:** As India's economy grows and consumer tastes evolve, companies in the Alcobev industry must adapt to changing trends and preferences. For example, there is a growing demand for premium and craft spirits, as well as low-alcohol and non-alcoholic beverages. Companies need to stay attuned to consumer preferences and invest in research and development to meet the evolving demands of the market
- Distribution Challenges:** The distribution system in India's Alcobev industry is highly fragmented and can be difficult to navigate, particularly for small and medium-sized companies. This can make it challenging to get products to market and can limit the reach of companies in the industry. Developing an efficient and robust distribution network is crucial for companies to effectively distribute their products across different regions
- Competition:** The Alcobev industry in India is highly competitive, with several large players dominating the market. This intense competition can make it difficult for new and innovative companies to gain a foothold and compete effectively. Companies must differentiate themselves through product quality, branding, marketing strategies, and innovation to stand out in the market and capture consumer attention
- Geopolitical Uncertainty:** Geopolitical factors, such as trade disputes, changes in government policies, and international relations, can introduce uncertainty and impact the Alcobev industry in India. Fluctuations in import/export regulations, tariffs, and diplomatic tensions between countries can disrupt supply chains, hinder market access, and affect the overall business environment. Companies must closely monitor geopolitical developments and proactively adapt their strategies to mitigate potential risks

Addressing these threats and concerns requires proactive measures such as engaging with regulatory bodies, advocating for industry-friendly policies, optimizing production and distribution processes, conducting market research to understand consumer preferences, and fostering innovation to stay ahead of the competition. Additionally, closely monitoring geopolitical developments and building resilience to navigate uncertainties becomes crucial for companies in the Alcobev industry to ensure long-term success in the dynamic Indian market.

6. Performance Review

In FY2023, SOM Distilleries & Breweries achieved exceptional growth and delivered impressive financial results. The company's annual volume had a growth of 2.1x, reaching 149 lakh cases compared to the previous fiscal year. This significant increase in volume can be attributed to the strong demand for the company's products and its commitment to delivering high-quality offerings that align with customer preferences.

The performance of two key products, Hunter's and Power Cool,

was particularly noteworthy. Hunter's volume nearly doubled from the previous fiscal year, indicating a robust market demand for this product. This growth is a testament to the company's ability to identify market opportunities and meet customer needs effectively. Similarly, Power Cool's volume had seen remarkable growth of over 2.8x, showcasing the company's success in capturing market share and satisfying consumer preferences.

Financially, SOM achieved remarkable results in FY2023. The company's total income increased to Rs 8,080 million, reflecting a year-on-year growth of 121.1%. This substantial increase in income highlights the company's ability to generate higher revenue through its strong market presence and favorable customer response. Revenue from beer was Rs. 7,303 million and revenue from IMFL was Rs. 659 million. Of the total revenue 91.0% (FY2022: 88.0%) was contributed by beer and remaining 9.0% (FY2022: 12.0%) was contributed by IMFL. In FY2023, realization per case for beer and IMFL was Rs. 488 and Rs. 744, respectively.

Ratios	FY2023	Comments
Debtor Turnover (Days)	31	Lower debtor turnover due to prudent working capital management
Inventory Turnover (Days)	27	Strong sales and low inventory holding costs signal better operational efficiency
Interest Coverage (x)	5.4x	Higher interest coverage ratio indicate capacity to meet interest payments with operating profits
Current Ratio (x)	1.2x	Higher current ratio demonstrates improved short-term liquidity and ability to cover current liabilities
Debt to Equity (x)	0.65x	A decrease in the debt to equity ratio indicates improved financial leverage and lower dependency on debt financing, potentially enhancing long-term financial stability
Return on Equity (%)	18.17%	ROE improvement was due to higher sales vis-à-vis last year
Net Profit Margin (%)	7.5%	Increase in profit margin is on account of increase in sales vis-à-vis last year which was impacted by the pandemic.

Additionally, the company's EBITDA surged to Rs 1,034 million, indicating a growth of 5.2x compared to the previous year. This significant improvement in EBITDA showcases the company's enhanced profitability and operational efficiency. The net profit margin stood at 7.5%, resulting in a net profit of Rs 603 million.

7. Liquidity

As of 31st March 2023, total debt stood at Rs. 2,422 million and cash and cash equivalent were Rs. 126 million, resulting in a net debt of Rs. 2,296 million. Gross Debt to Equity ratio was 0.65x.

8. Major Corporate Developments

Product Success:

- Genius Prestige whiskey gains 46.0% market share in Karnataka segment within 3 months of launch
- Legend Brandy and Pentagon Whisky approved for nationwide supply by Canteen Stores Department (CSD)

Expansion Plans:

- Execution of an expansion plan of a Capex outlay of Rs 850 million for the new canning facility at the Bhopal Plant

and expanding the Brewing Facility in Hassan Plant. This expansion has enabled increased production capacity and support the company's growth strategy

- The expansion of the Odisha Plant has been completed in June 2023 at a capex outlay of Rs. 350 million. This expansion has enhanced the company's presence in the region and cater to the growing demand for its products

Operational Achievements:

- The Karnataka unit achieved the highest sales ever recorded in a single month in January, demonstrating strong market demand and effective sales strategies
- A contract was signed with Radico Khaitan during Q3 FY2023 to manufacture their IMFL and Ready to Drink brands at the company's plant in Hassan, Karnataka. This partnership will not only drive increased production and revenue but also optimize the utilization of the company's IMFL facility

Efficiency:

- The Bhopal plant's beer dispatch in January 2023 has doubled compared to the previous year's corresponding period, highlighting the company's improved operational efficiency and ability to meet growing customer demand.

9. Business Strategy

Portfolio Premiumisation: The Company predominantly caters to the strong beer segment. The Company's mainline brand 'Hunter' caters to customers in the premium strong beer segment. In FY2021, the Company launched 'Woodpecker' wheat beer in select markets in Northern India, which is India's first filtered wheat beer. In addition, the Company has also launched new variant / limited editions of its existing brands on an ongoing basis to enhance its customer experience.

Exports: The Company is focused on expanding its exports portfolio. Recently, SOM signed a Memorandum of Understanding (MOU) with Indian Fashion FZE, based out of the UAE for export of Beer and IMFL for West and Central Africa. Initially, the Company plans to start supply of 'Blackfort' beer and based on the traction will gradually start supplying other brands over the period.

Pan India Expansion: The Company has a well-defined business strategy to expand its customer base and outreach. The Company has a vision of becoming one of the top brewing companies in India. SOM regularly revisits its brand portfolio to cater changing consumer taste and this has helped the Company to continuously re-innovate their existing portfolio as well as launch new products to match the customer preferences.

10. Human Resources

SOM is known by its people who are the biggest assets. Their collective knowledge and skills combined with the right attitude to win, sets us apart. We continue to evolve as an organisation with a conducive workplace environment and people-oriented policies having a relentless focus on health and safety. Our people strategy is guided by our core values, high performance, collaboration, continuous improvement and passion to win. To ensure that our people have a rewarding experience, we focus on areas like talent acquisition, workplace culture and developing the skills & competencies in line with our business needs.

We ensure that we have a talent pool who have been nurtured to tackle the challenges of tomorrow while helping deliver on organisational goals today. The Company believes in people-friendly workplace policies and constantly updates and refines them based on feedback received from employees.

The Company has well-documented employee-friendly policies

to enhance transparency, create a sense of teamwork, oneness and trust among employees and align employees' interests with the organisation's strategic goals. These policies assist in providing a holistic workplace environment and play a key role in the right talent onboarding, talent retention and leadership development.

The Company ensures equal access to opportunities in the areas of recruitment, learning & development, career progression and advancement. This is regardless of gender, age, racial/ethnic background, religion, or social status.

We organise regular employee engagement and career development initiatives to equip them for ever evolving landscape. As on 31st March 2023, 426 employees are on our payroll with diversified workforce structure at all levels.

Owing to the cordial rapport between management and employees, there was no industrial unrest causing loss in production across all manufacturing facilities. Our employees take pride in their workplace.

11. Internal Control Systems & Their Adequacy

SOM has a comprehensive internal control framework to ensure requisite control to its operations. The Company believes an adequate internal control system is a prerequisite for ensuring sustainable operations of the Company. Stringent and comprehensive controls are put in place to ensure the optimal and efficient utilization of resources and to ensure safety and protection of all assets. This ensures that the Company's assets and interests are carefully protected, and operations are conducted within a framework of appropriate checks and balances. The system helps mitigate and reduce risks that may prevent the Company from achieving its business objectives and to provide reasonable assurance that all material misstatements, frauds or violations of laws and regulations will be prevented. The existing controls have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance with corporate policies.

The Statutory Auditors also conduct the limited review as part of the listing obligations and the reports are placed before the Audit Committee and forwarded to the regulatory authorities. The observations of the Audit Committee with regard to the efficacy of audit report and the effective remedial measures that have been taken by the Company are placed before the Board for their consideration. The Company undertakes periodic review of its internal control practices and its adequacy and presents its findings to Audit committee with recommendations to enhance the control measures.

12. Corporate Social Responsibility

Corporate social responsibility forms an integral part of the Company's business activities. SOM actively contributes to the social, economic and environmental development of the community in which it operates, ensuring participation from the community and thereby creating value. The Company's CSR policy outlines its strategy to bring about a positive impact on the society through various initiatives relating to poverty, education, environment protection and healthcare. SOM endeavours to serve the society and achieve excellence. The Company continues to remain focused on improving the quality of life and engaging communities through ensuring environment sustainability, promoting healthcare, promoting education and many more activities.

The annual report on Corporate Social Responsibility activities as required under Sections 134 and 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies

(Accounts) Rules, 2014 is provided in the Annexure forming part of this Report. As per the section 135 of the Companies Act, 2013, a CSR committee is in place.

13. Information Technology (IT)

SOM views IT as a necessary business enabler. The Company's operations are increasingly dependent on IT systems and there is a need to manage the information effectively. A strong IT infrastructure is critical as it binds the Company's varied operations into a cohesive unit. SOM is embracing digitisation to create engaging customers experiences. IT has been one of the key factors driving robust growth of the Company and facilitating it to effectively manage its network of distribution channels. The Company use technology in a big way to service its customers better and establish more efficient channels of communication not only within the Company but also with the distributors and channel partners. The IT platform encompasses all core business processes and provides comprehensive data and analytics that enables better decision making. SOM continuously invests in upgrading to the latest technology enhancements to deliver business efficiencies. The Company runs ERP system across the manufacturing units and depots. This enables further strengthening of the supply chain efficiencies, with increased qualitative control. Processes have been standardised across the Company to ensure streamlining of the systems across the operational value chain.

14. Supply Chain Management

An effective supply chain system is a critical ingredient for ensuring smooth business operation and distribution of

products. Having a robust supply chain is essential for SOM to adjust more dynamically to the fluctuating economies, improves responsiveness to the customer requirements and leads to a mutually beneficial relationship with our suppliers and dealers and hence is a core focus for us. The Company has set up centers of excellence, engaging in strategic sourcing and improving cost efficiencies. This will significantly benefit the Company, given the ongoing volatility in the macro economic environment.

15. Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be 'forward looking' within the meaning of applicable Securities Laws and Regulations. Actual results may differ materially from those expressed herein, due to uncertainties related to the business model. Important factors that could influence the Company's operations include global and domestic economic conditions affecting demand, supply, price conditions, change in Government's regulations, tax regimes, other statutes and other factors such as litigation and industrial relations. The risk related information provided is not exhaustive and is for information purposes only. Readers are advised to refer to related disclosures in the Company's regulatory filings and exercise individual judgement in assessing risks associated with the Company.

NOTICE OF 30TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting (AGM) of the Members of Som Distilleries and Breweries Limited will be held on Wednesday the 27th day of September, 2023 at 12.30 p.m. through video conferencing / other audio-visual means (VC/OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, THE REPORT OF THE AUDITORS' THEREON AND THE REPORT OF THE BOARD OF DIRECTORS:**

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

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2023, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2023, placed before the 30th Annual General Meeting be and are hereby received, considered and adopted."

2. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 TOGETHER WITH THE AUDITORS' REPORT THEREON.**

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

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of the auditor's thereon as placed before the 30th Annual General Meeting be and are hereby received, considered and adopted."

3. **TO APPOINT A DIRECTOR IN PLACE OF MR. NAKUL KAM SETHI (DIN:06512548), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT.**

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 provisions of section 152 of the Companies Act, 2013, Mr. Nakul Kam Sethi (DIN:06512548) who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a director of the company."

SPECIAL BUSINESS:

4. **RE-APPOINTMENT OF MR. SATPAL KUMAR ARORA (DIN: 00061420) AS INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the Members/Shareholders of the Company be and is hereby accorded for Mr. Satpal Kumar Arora (DIN:00061420), in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years effective October 13, 2023, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.

5. **TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH SOM DISTILLERIES PRIVATE LIMITED, PROMOTER**

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 provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) thereof for the time being in force), Related Party Transactions Policy of the Company, approval of the Members of the Company be and is hereby accorded for Material Related Party Transactions with Som Distilleries Private Limited, being a Related Party, during the Financial Year 2023-24 and subsequent Financial Years for purchase of goods, materials, availing of services or other resources and obligations in the ordinary course of business and on arm's length basis, which may exceed the materiality threshold limit i.e. exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other threshold limits as may be specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time."

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

6. **APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

The Members are requested to consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of

Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs.500 Crores [Rupees Five Hundred Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/vsecurity and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/ documents/ undertakings/ agreements/ papers/ writings for giving effect to this Resolution."

7. TO RAISE FUNDS THROUGH ISSUANCE OF SECURITIES OF THE COMPANY BY WAY OF QUALIFIED INSTITUTIONAL PLACEMENT (QIP) AND OTHER PERMISSIBLE MODES

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 23, 41, 42, 62, and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**") and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the BSE Limited and National Stock Exchange of India Limited (the "**Stock Exchanges**") and the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary / Equity Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 each as amended, the listing agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and any other provisions of applicable laws (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**Gol**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, and such other statutory / regulatory authorities), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, Gol, or any other concerned statutory / regulatory authorities, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which will be considered by the Board of Directors of the Company ("**Board**", which term shall include any committee which the Board may have constituted or may hereinafter constitute from time to time to exercise its powers, including the powers conferred by this resolution) consent, authority and approval of the members of the Company be and is hereby accorded to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) such number of Equity Shares and/or other securities convertible into Equity Shares (including warrants, or otherwise) (hereinafter referred to as "Securities"), or any combination thereof, in accordance with applicable law to such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non-resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the SEBI ICDR Regulations ("**QIBs**") / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, to raise funds for an aggregate consideration of up to INR 350,00,00,000/- only (Rupees Three Hundred and Fifty Crore Only), through public and / or private offerings and / or by way of a qualified institutions placements ("**QIPs**") or any combination thereof, in one or more tranches, in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations, to be subscribed to in Indian and / or any foreign currency by all eligible investors, through the issuance of a placement document, as permitted under applicable laws and regulations, at such price(s) (including at a discount of not more than 5% on the Floor Price calculated for the Issue as permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date(s); and / or book closure date(s) subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the book running lead managers and / or other advisors appointed."

"RESOLVED FURTHER THAT the 'relevant date' for the purpose of pricing the Securities shall be date of the meeting in which the Board decides to open the issue of the Securities, subsequent to receipt of approval from the members of the Company, in terms of applicable laws; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs by way of a QIPs, the relevant date for pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board."

"RESOLVED FURTHER THAT in case of an issue and allotment of Securities by way of a QIPs in terms of the SEBI ICDR Regulations:

- (i) The allotment of the Securities shall only be to QIBs in accordance with the SEBI ICDR Regulations and shall be completed within 365 days from the date of passing of this special resolution by the members of the Company or such other time as may be allowed from time to time;
- (ii) The Equity Shares to be offered, 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 in all respects with the existing Equity Shares;
- (iii) No partly paid-up Equity Shares or other Securities shall be issued / allotted;
- (iv) The issuance of the Securities by way of the QIPs shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("**QIP Floor Price**"), and the price determined for the

QIPs shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board, at its absolute discretion, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the QIP Floor Price;

- (v) No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and
- (vi) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.

“RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a) In the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- b) In the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- c) In the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares and the price as aforesaid shall be suitably adjusted; and
- d) In the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/ or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per prevailing practices and regulations in the capital markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed to.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorised to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- (a) Offer, issue and allot all / any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- (b) Determining the terms and conditions of the issuance, including among other things, (a) terms for issuance of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks / financial institutions / mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and / or finalizing the objects of the issuance and the monitoring of the same;
- (c) Approve, finalise, and execute preliminary placement document and placement document and any other documents or any other ancillary documents in this regard;
- (d) Decide the form, terms and timing of the issue(s) including the opening and closing of the issue / offering(s), Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Equity Shares to be issued and allotted in each tranche;
- (e) Issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance all such Equity Shares ranking pari passu with the existing Equity Shares in all respects;
- (f) Approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s) / merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other expenses in connection therewith;
- (g) Provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- (h) Seek any consents and approvals, including, among others, the consent(s) from the Company’s lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
- (i) File requisite documents with the SEBI, Stock Exchanges, the Gol, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
- (j) Seeking the listing of the Securities on any stock exchange(s), submitting the listing application(s) to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- (k) Open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- (l) Approving the issue price and finalize allocation and the basis of allotment(s) of the Securities on the basis of the bids / applications and

oversubscription thereof as received, where applicable;

- (m) Acceptance and appropriation of the proceeds of the issue of the Securities;
- (n) Affix the common seal of the Company, as required, on any agreement(s), undertaking(s), deed(s) or other document(s), in the presence of any one or more of the Directors of the Company or any one or more of the officers of the Company as may be authorised by the Board in accordance with the Memorandum of Association and Articles of Association of the Company;
- (o) Further authorise and empower any committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so;
- (p) To settle any issues, questions, difficulties or doubts that may arise and
- (q) Do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of this resolution and the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.

Place: Bhopal
Date: September 05, 2023

For and on behalf of the Board
For Som Distilleries and Breweries Limited

REGISTERED OFFICE:
1-A Zee Plaza, Arjun Nagar,
Safdarjang Enclave, Kamal Cinema
Road, New Delhi-110029
Tel.: 011 26169909, 26169712

Sd/-
Om Prakash Singh
Company Secretary & Compliance Officer

NOTES

1. Pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 8, 2021, Circular No.21/2021 dated December 14, 2021 Circular No. 02/2022 dated May 5, 2022 and General Circular No.11/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/SEBI Listing Regulations"), the Annual General Meeting ('AGM') of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting, participation in the AGM through VC/OAVM and the e-voting system on the date of the AGM will be provided by NSDL.
3. For the convenience of the members and proper conduct of the AGM, Members can login and join the AGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled for the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 8, 2021, Circular No.21/2021 dated December 14, 2021 Circular No.02/2022 dated May 5, 2022 and General Circular No.11/2022 dated December 28, 2022 respectively, as the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at compliance@somindia.com.
6. In line with the General Circular No.14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/ PoD - 2 / P/ CIR/2023/4 dated January 05, 2023 issued by SEBI, owing to the difficulties involved in dispatching of physical copies, Notice of AGM are being sent in electronic mode to Members whose names appear on the Register of Members/List of Beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") and whose email address is available with the Company or the Depository Participants or RTA of the Company as on Friday 1st September, 2023.
7. Members may note that, Notice of the AGM can also be accessed from the website of the Company at www.somindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed herewith. The Board of Directors ("the Board") have considered and decided to include the special businesses in the AGM as it is unavoidable in nature.
9. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. In view of the above, Members are advised to dematerialize shares held by them in physical form.
10. Members holding the shares in physical form are requested to notify immediately any update/ change of address and/or details of PAN and Bank account to M/s. MAS Services Limited., the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.
11. In case of joint holders / joint holders attending the AGM together, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.
13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent ('RTA'), MAS Services Limited, T-34, 11nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020. The following the procedure given below:
- In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholder has not registered his/her/ their email address with the Company/its RTA/Depositories, the following instructions to be followed:
- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@somindia.com.
 - In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@somindia.com.
 - Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
 - Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, M/s Mas Services Limited to enable servicing of notices / documents electronically to their e-mail address.
15. Members holding shares in physical form are requested to submit particulars of their bank account viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to MAS Services Limited /Company to update their Bank Account Details.
16. Members who hold shares in the dematerialized form are requested to update their Bank Account details with their respective Depository Participants. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company or MAS Services Limited cannot act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
17. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to Wednesday 20th September, 2023 ("Cut-Off date"), shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below.
18. The Board of Directors has appointed Mr. Neelesh Jain, Proprietor M/s N.K. Jain & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
19. The remote e-voting period will commence at 9:00 a.m. on Sunday 24th September, 2023 and will end at 5:00 p.m. on Tuesday 26th September, 2023. In addition, the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
- Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@somindia.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at compliance@somindia.com. These queries will be replied to by the company suitably by email.
 - The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
 - The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.somindia.com and on the website of NSDL <http://www.evoting.nsdl.com> within three days of the passing of the Resolutions at the AGM of the Company and shall also be communicated to the stock Exchanges BSE and NSE where the shares of the Company are listed.
 - Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
 - Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic / Demat form, members may please contact their respective Depository Participants.
 - The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - Members joining AGM through video conferencing shall elect one of themselves to be the Chairman of the meeting (AGM).
 - Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to their DP / the Company's RTA, Mas Services Ltd.
 - To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
 - All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.

30. Transfer of Unclaimed Shares to the Investor Education and Protection Fund (IEPF):

The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed /unpaid for a period of seven years from the date they became due for payment, shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the Shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to IEPF Account. The Company is in process to send notice / reminders to the concerned members and to publish notice regarding the same in newspaper(s). If the unclaimed shares and unclaimed dividends are not claimed by the time, the Company will initiate necessary steps to transfer the same, if required, to IEPF without further notice.

In the event of transfer of Shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

31. Members who have not encashed dividend warrants may approach the Registrar and Share Transfer Agent of the Company for obtaining payment thereof. The details of unpaid/unclaimed dividends for last seven financial year can be viewed on Company's website i.e. www.somindia.com, which was uploaded in compliance with the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012.
32. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 21, 2023 to Wednesday, September 27, 2023 (both days inclusive) for the purpose of the AGM.
33. Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, email, nominations, power of attorney, bank details, NECS & ECS mandates to their depository participant only. The said changes will be automatically reflected in the Company's records. Members holding Shares in physical mode are requested to intimate all changes in their particulars or bank mandates to the company's Registrar and Share Transfer Agent. Members holding shares in physical mode and desirous of making nominations are requested to send their request in Form SH-13 under the Companies Act, 2013 to the Company's Registrar & Share Transfer Agent.
34. In compliance with SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-
- Issue of duplicate share certificate
 - Claim from unclaimed suspense account
 - Renewal/Exchange of securities certificate
 - Endorsement
 - Sub-division / splitting of securities certificate
 - Consolidation of securities certificates/folios
 - Transmission
 - Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd., Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form. Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

35. The Securities and Exchange Board of India ('SEBI') vide its circular dated 3rd November, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company.
36. The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after 1st April, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:
- PAN;
 - Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
 - Contact details including Postal address with PIN code, Mobile Number, E-mail address;
 - Bank Account details including Bank name and branch, Bank account number, IFS code;
 - Specimen signature. Any cancellation or change in nomination shall be provided in Form No.SH-14.
- All of above required documents/details shall be provided to Company/RTA at compliance@somindia.com / investor@masserv.com and send the documents at the address of registered office of the company or RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company at www.somindia.com as well as RTA website i.e. www.masserv.com. A separate communication has already been sent to the respective shareholders.
37. Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereto. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 22-23 does not exceed Rs.5,000/- . A resident individual shareholder with PAN who is not liable to pay income tax submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA at investor@masserv.com. Shareholders are requested to note that incase their PAN is not registered, the tax will be deducted at a higher rate of 20%.
38. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
39. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Further, to contribute towards greener environment and to receive all documents, notices, including

Annual Reports and other communications of the Company, investors should register their e-mail address with the Registrar and Share Transfer Agent of the Company, if Shares are held in physical mode and with their DP's, if the holding is in electronic mode.

40. The documents, referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection by the Members on all working days between 14:00 - 16:00 hrs from September 5, 2023 to September 27, 2023 at the Registered Office of the Company & will also be available at the time of AGM.
41. The details of Mr. Nakul Kam Sethi (DIN:06512548), Wholetime Director and Mr. Satpal Kumar Arora (DIN: 00061420), Independent Director proposed to be re-appointed at the ensuing AGM, as required by Regulation 26 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other disclosures are forming part of this Notice. Requisite declaration has been received from the Director for their re-appointment.
42. Dividend Distribution Policy

The Company has adopted a Dividend Distribution Policy in compliance with Regulation 43A of the SEBI Listing Regulations. The Dividend Distribution Policy of the Company was approved by the Board of the Company at its meeting held on November 18, 2022. Further, the Company's dividend pay-out will be determined by the Board of Directors from time to time based on the available financial resources, investment requirements and other factors more fully described hereunder. Subject to these parameters, the Company would endeavour to maintain a total dividend pay-out ratio (dividend inclusive of any tax on

distribution of dividend in the hands of the Company) of about 25% of the annual standalone profits after tax after adjusting for payment of preference dividend, if any.

The Interim Dividend recommended by the Board during the financial year 2022-23 was in line with the Dividend Distribution Policy of the Company. The Dividend Distribution Policy is also placed on the Company's website and can be accessed from the weblink : <https://www.somindia.com/pdf/sebi/som-dividend-distribution-policy.pdf>.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING / VOTING AT VENUE ARE AS UNDER:

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

How do I vote electronically using NSDL e-Voting system?


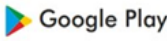


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience NSDL Mobile App is available on    </p>

Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the

relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nkjaincs@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@masserv.com.
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu

against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot

may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
6. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3 & 4

RE-APPOINTMENT OF MR. NAKUL KAM SETHI (DIN: 06512548), WHOLETIME DIRECTOR AND MR. SATPAL KUMAR ARORA (DIN: 00061420) AS INDEPENDENT DIRECTOR OF THE COMPANY

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, Mr. Nakul Kam Sethi (DIN: 06512548), Wholetime Director of the Company retires by rotation at the ensuing Annual General Meeting ("AGM") of the Company and being eligible, offers himself for re-appointment. The Board on the recommendation of the Nomination & Remuneration Committee ("NRC") has recommended Mr. Sethi's his re-appointment in the ensuing AGM.

Further, the term of appointment of Mr. Satpal Kumar Arora (DIN: 00061420) was expiring on October 13, 2023. The Board of Directors on the recommendation of the Nomination and Remuneration Committee ("NRC") of the Company at their Meeting held on September 5, 2023, considering the performance evaluation, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Satpal Kumar Arora would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director, approved the re-appointment of Mr. Satpal Kumar Arora, as Independent Director of the Company for a further period of 5 years with effect from October 13, 2023 and recommend Mr. Arora's reappointment for approval of the Shareholders at the ensuing Annual General Meeting of the company.

Pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations, the Independent Directors have provided a declaration to the Board of Directors that they meet the criteria of Independence as prescribed in the Companies Act, 2013 and the Listing Regulations, and are not aware of any situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge duties as an Independent Director with an objective independent judgement and without any external influence.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Satpal Kumar Arora and contribution to Board processes by him, his continued association would benefit the Company. Declaration has been received from Mr. Satpal Kumar Arora that he meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Arora fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for continuation of appointment as Independent Director and he is independent of the management of the Company.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mr. Satpal Kumar Arora has been received by the Company, and consents have been filed by Mr. Satpal Kumar Arora pursuant to Section 152 of the Act.

Additional information in respect of Mr. Satpal Kumar Arora, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'. Mr. Satpal Kumar Arora holds 16225 share in the Company, either in their individual capacity or on a beneficial basis for any other person. Mr. Satpal Kumar Arora and their relatives, are interested in the Special Resolutions relating to his re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolutions for your approval.

ITEM NO.5

MATERIAL RELATED PARTY TRANSACTIONS WITH SOM DISTILLERIES PRIVATE LIMITED, PROMOTER

As per Regulation 23(4) of SEBI (LODR), approval of the shareholders through Ordinary Resolution is required, if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual consolidated turnover of the Company as per last audited financial statements of the Company.

Som Distilleries Private Limited (SDPL) is a promoter and a related party of the Company as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations.

SDPL has got a factory at Village Sehatganj, Dist. Raisen (M.P.) for production of Alcoholic Products such as Country Liquor, ENA, Spirit etc. including arrangements for bottling thereof and depots at various places. Also Som Distilleries and Breweries Limited (SDBL or the Company) has got a factory at Village Rojra Chak, Dist. Raisen (M.P.) for production of Beer and also bottling arrangements for beer and IMFL and other Alcoholic products and depots at various places.

SDBL requires ENA as a raw material for its IMFL production. SDPL in turn supplies ENA to SDBL at prices and other terms prevailing in the market and as may be mutually agreed upon from time to time, in ordinary course of business and at arm's length basis.

The expected value of transactions with SDPL for FY 2023-24 is Rs. 60 Crore. Transaction(s) with SDPL is in the ordinary course of business and on arm's length basis. Approval of shareholders is sought for Material Related Party Transactions with Som Distilleries Private Limited, being a Related Party, during the FY 2023-24 and subsequent Financial Years for purchase of goods, materials, availing of services or other resources and obligations which are in the ordinary course of business and on arm's length basis, which may exceed the materiality threshold limit i.e. exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other threshold limits as may be specified in SEBI (LODR) from time to time.

As per provisions of SEBI (LODR) no related party shall vote to approve the Resolution as set out in the accompanied Notice, whether the entity is a related party to the particular transaction or not. In case, any related party inadvertently votes on such resolution, the same will not be taken into account for passing of the resolution.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the Resolution as set out at Item No.5 for approval of members as an Ordinary Resolution.

ITEM NO. 6

GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

The Company may have to render support for the business requirements of its Subsidiary Companies or Associates or Joint Venture companies or group entities or any other person in whom any of the Director of the Company is deemed to be interested

(collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act [as amended by the Companies (Amendment) Act, 2017] for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommend the resolution as set out at Item No.6 in this Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

ITEM NO. 7

TO CONSIDER AND APPROVE RAISING OF THE FUNDS THROUGH ISSUANCE OF SECURITIES OF THE COMPANY BY WAY OF QUALIFIED INSTITUTIONAL PLACEMENT (QIP) AND OTHER PERMISSIBLE MODES FOR AN AMOUNT NOT EXCEEDING Rs. 350 CRORE

The special resolution contained in the Notice under Item No. 7 relates to a resolution passed by the Board of Directors ("Board") on Tuesday, 5 September 2023 seeking approval of the shareholders of the Company to raise further capital and to create, offer, issue and allot such number of Equity Shares and/or other securities convertible into Equity Shares (including warrants, or otherwise) (hereinafter referred to as "Securities"), or any combination thereof, through public and/or private offerings and/or by way of qualified institutions placement, or any combination thereof, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (including any amendments, modifications, variations or re-enactments thereof) ("SEBI ICDR Regulations") and all other applicable laws, subject to the applicable regulations issued by the Securities and Exchange Board of India and any other governmental, regulatory or statutory approvals as may be required, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s)/ book running lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Equity Shares of the Company for an aggregate amount not exceeding ₹ 350 Crore (Rupees Three Hundred Fifty Crore only) or its equivalent in any foreign currency and/or equivalent Indian Rupees as may be determined by the Board, or in any convertible foreign currency, as the Board in its absolute discretion may deem fit and appropriate.

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for expansion and achieving growth. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, our Company intends to issue Equity Shares pursuant to this special resolution and utilize the proceeds to finance (wholly or in part) one or more, or any combination towards the funding capital expenditure of the Company and/or its subsidiaries; acquisition of manufacturing

assets or entity, marketing and brand building expenses, funding manufacturing agreements in new states, pre-payment and / or repayment of debts of the company, working capital requirements of the company or its subsidiaries or manufacturing affiliates and general corporate purposes as may be permissible under applicable laws.

The special resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, qualified institutions buyers and/or individuals or otherwise as the Board in its absolute discretion deem fit. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the QIP will be decided by the Board/ its duly constituted committee, in accordance with the SEBI ICDR Regulations and such other applicable laws, in consultation with lead manager(s)/ book running lead manager(s) and/or other advisor(s) appointed in relation to the QIP and such other authorities and agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post QIP shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board / its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the QIP, including but not limited to the identification of the proposed investors in the QIP and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the applicable law.

Basis or Justification of Price: The pricing of the Equity Shares to be issued to qualified institutional buyers as defined under the SEBI ICDR Regulations ("QIBs") pursuant to Chapter VI of the SEBI ICDR Regulations shall be determined by the Board in accordance with the provisions on pricing of equity shares determined in accordance with Chapter VI of the SEBI ICDR Regulations. The resolution enables the Board, to in accordance with applicable laws, to offer a discount of not more than 5% (five percent) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The "Relevant Date" for this purpose will be the date when the Board (including any committee thereof) decides to open the QIP for subscription or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board in accordance with applicable law.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be shareholders of the Company, consent of the shareholders is being sought pursuant to Sections 23, 41, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and SEBI ICDR Regulations.

The aforesaid proposal is in the interest of the Company and your Directors recommend the special resolution set out at item no. 7 of the accompanying Notice for approval by the shareholders of the Company.

The Promoters, Directors, Key Managerial Personnel and members of Senior Management of the Company shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with the applicable laws.

None of the Promoters, Directors, Key Managerial Personnel or members of Senior Management of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution set out at Item no. 7, except to the extent of Equity Shares that may be subscribed to by them or by companies / firms /

institutions in which they are interested as Director or shareholder or otherwise.

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Proposed time within which the allotment shall be completed:

- In case of a QIP, the allotment of the Securities shall only be made to QIBs and shall be completed within a period of 365 days from the date of passing of resolution set out at Item No. 7 of this Notice.
- The Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time.
- The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.
- The equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution.
- The detailed terms and conditions for the offer will be determined in consultation with the advisors, lead manager(s)/ book running lead manager(s) and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for various types of issues including rights issue or QIP.

- The equity shares to be allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects with the existing equity shares of the Company, as may be provided under the terms of the QIP and in accordance with the provisions of the placement document(s).

Pursuant to Section 62 of the Companies Act, 2013 and the SEBI Listing Regulations, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing shareholders in the manner laid down in the said section unless the shareholders decide otherwise in a general meeting. The Board recommends passing of the resolution as set out at Item No. 7 of this Notice for the approval of the shareholders as special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the SEBI LODR Regulations, for issuance of Securities.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ('FEMA'), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI LODR Regulations.

ANNEXURE- A**DETAILS OF DIRECTOR SEEKING REAPPOINTMENT / REMUNERATION AT THE GENERAL MEETING**

Name of the Director	Shri Nakul Kam Sethi	Shri Satpal Kumar Arora
DIN	06512548	00061420
Brief Resume & Expertise in specific functional areas	With an event full career and a total experience of close to 28 years with commercial, investment and corporates banking sector across geographies in India, Australia and the middle East, Mr. Nakul Sethi possess diverse skills set in-investor relation function, loan syndication, private equity mergers and acquisitions, structured finance, recapitalization, treasury, money markets etc. He has been an integral part of SOM Group for the last 16 years.	Mr Arora has served in various organizations such as - IFCI Limited, TFCI LTD, CFM Assets Reconstruction Co, NSIC Ltd gaining extensive experience in wholesale lending project appraisal and financing, infrastructure project appraisal /monitoring/ negotiating terms and legal aspects. Mr Satpal has proven himself as an essential asset to the organization. Through his good working knowledge of General commercial and economic laws, companies act, Regulatory provisions of Stock Exchanges and SEBI. Management of board and senior level meetings the company has been able to grow exponentially.
Date of Birth / Age	September 3, 1973/ 49 Year	April 1, 1958/ 65 Years
Date of first appointment on the Board	June 1, 2018	October 13, 2018
Details of shares held in the Company as on June 30, 2023	53857	16225
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
Qualifications	B.Com and MBA (Manchester, UK)	M.Com., L.L.B. and memberships of ICMA, ICSI and CAIIB
Terms and Conditions of Appointment/ Re-appointment	As mentioned in the resolution placed before the members in item No. 3 of the Notice read with the explanatory Statement thereto	As mentioned in the resolution placed before the members in item No.4 of the Notice read with the explanatory Statement thereto
Details of Remuneration sought to be paid	As mentioned in the resolution placed before the members of the Notice read with explanatory Statement thereto	As mentioned in the resolution placed before the members of the Notice read with explanatory Statement thereto
Last Remuneration drawn	₹5.5 lakhs per month w.e.f. June 1, 2023	Sitting fee of ₹30,000/- for attending each Board Meeting.
Number of Board Meetings attended/ held during Financial Year 2022-23	He attended all the board meeting held during the financial year 2022-23	He attended all the board meeting held during the financial year 2022-23
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31, 2023	Nil	<ul style="list-style-type: none"> • Dhampur Sugar Mills Limited • Shree Pushkar Chemicals & Fertilisers limited • Nagarjuna Fertilizers and Chemicals Ltd.
Directorship held in other companies as on March 31, 2023	<ul style="list-style-type: none"> • Aaryavrat Realtors Private Limited • Som Agro Products Limited 	<ul style="list-style-type: none"> • Dhampur Sugar Mills Limited • CMR Green Technologies Limited • IFCI Sycamore Capital Advisors Private Limited • Shree Pushkar Chemicals & Fertilisers limited • Alchemist Asset Reconstruction Company Limited • Nagarjuna Fertilizers and Chemicals Ltd. • Shree Maheshwar Hydrel Power Corporation Limited • Globin INFRA AMC Services Private Limited
Committee positions held in other Companies as on March 31, 2023	-	-
Audit Committee	Nil	• Shree Pushkar Chemicals & Fertilisers limited (as Chairman)
Stakeholders' Relationship Committee	Nil	• Shree Pushkar Chemicals & Fertilisers limited (as Member)

Others	Nil	<ul style="list-style-type: none"> • Shree Pushkar Chemicals & Fertilisers limited • Corporate Social Responsibility Committee (as Member) • Nomination and Remuneration committee(as Chairman) • Dhampur Sugar Mills Limited(as Member)
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The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013:

I		General Information		
1	Nature of industry	The Company is engaged in the production of beer; and blending and bottling of IMFL		
2	Date or expected date of commencement of commercial production	The Company commenced its business in the year 1993 i.e. the year in which it was incorporated.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4	Financial performance based on given indicators are as under:			
	Financial Parameters (in Lakhs)	2020-21	2021-22	2022-23
	Total Revenue	22815.32	25948.73	57333.5
	Total Expenses	24894.34	27049.32	53576.36
	Profit/Loss After Tax	(1803.61)	(1097.23)	2703.71
	Dividend Rate	Nil	Nil	Interim dividend @5%
5	Foreign investments or collaborations, if any.	Foreign holding in the Company as on 30/06/2023 is 2.45% of the Equity Shares Capital of the Company.		
II		Information about the appointee:		
1	Name	Shri Nakul Kam Sethi / Shri Satpal Kumar Arora		
2	Background details	As mentioned in Annexure A under the heading "Brief Resume and Expertise"		
3	Past remuneration	As mentioned in the resolution at Item No. 3 & 4 of the Notice convening this Meeting read with explanatory statement thereto.		
4	Recognition or awards	-		
5	Job profile and his suitability	The Board considers that their association would be of immense benefit to the Company and it is desirable to appoint them as a Whole Time Director / Independent Director of the Company.		
6	Remuneration proposed	Same as mentioned in the resolutions at Item No. 3 & 4 of the Notice convening this Meeting read with explanatory statement thereto.		
7	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with size and nature of the business of the Company and the responsibilities of the appointee. The remuneration do differ from Company to Company in the industry depending of the respective operations.		
8	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Not Applicable		
III		Other information:		
1	Reasons of loss or inadequate profits	The Company has been profitable in its operations in the current FY as the COVID situation has been normalized.		
2	Steps taken or proposed to be taken for improvement.	The Company has been profitable in its operations in the current FY as the COVID situation has been normalized.		
3	Expected increase in productivity and profits in measurable terms.	The Company is expected to show an impressive growth in sale as well as profits in the short to medium term.		
IV	Disclosures:	The information and disclosures related to Remuneration and Period of Appointment, Number of Board Meeting attended during the year 2022-23, Chairmanship / Membership of Committees of the Board of Directors of other listed companies are mentioned in Annexure A hereinabove.		
i	Termination:	As per provisions of Companies Act, 2013		
ii	Duties and Responsibilities:	As per provisions of Companies Act, 2013		

BOARD'S REPORT

DEAR MEMBERS,

Your Directors have pleasure in presenting the Thirtieth Annual Report together with the Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL HIGHLIGHTS

A brief overview on Stand-Alone and Consolidated Financial Performance for the Financial Year ended March 31, 2023 is as follows:

A. STANDALONE FINANCIAL PERFORMANCE

(Rupees in Lakhs)

Particulars	31.03.2023 (Audited)	31.03.2022 (Audited)
Revenue from operations	57242.44	25932.49
Other Income	91.06	17.35
Total Income	57333.5	25949.84
Expenses		
Operating Expenditure	29219.58	12672.06
Excise Duty	8985.90	4632.50
Employee Benefit Expense	1339.85	1145.55
Depreciation and amortization expenses	901.37	898.30
Other Expenses	12220.97	6761.74
Total Expenses	52667.67	26110.15
Profit before finance cost and tax	4665.83	-160.31
Finance Cost	908.69	940.28
Profit before tax	3,757.14	-1,100.59
Tax Expenses	1053.43	-3.36
Share of profit/(loss) in associates	-	-
Profit before comprehensive income	2703.71	-1097.23
Other comprehensive incomes	5.03	14.08
Total Comprehensive Income for the year (PAT)	2708.74	-1083.15

B. CONSOLIDATED FINANCIAL PERFORMANCE

(Rupees in Lakhs)

Particulars	31.03.2023 (Audited)	31.03.2022 (Audited)
Revenue from operations	149804.50	65620.82
Other Income	133.19	29.52
Total Income	149937.69	65650.34
Expenses		
Operating Expenditure	48526.79	20737.64
Excise Duty	69136.82	29104.52
Employee Benefit Expense	2676.55	2169.85
Depreciation and amortization expenses	1701.09	1677.77
Other Expenses	19254.68	11679.38
Total Expenses	141295.93	65369.16
Profit before finance cost and tax	8641.76	281.18
Finance Cost	1596.77	1535.45
Profit before tax	7044.99	-1254.27

Tax Expenses	1014.76	-270.27
Share of profit/(loss) in associates	-	-
Profit before comprehensive income	6030.23	-984.00
Other comprehensive incomes	10.67	11.02
Total Comprehensive Income for the year (PAT)	6040.90	-972.98

TRANSFER TO RESERVES

The Board of the Company has decided to carry entire amount of its profit to reserves and surplus.

DIVIDEND EQUITY SHARES

During FY 2022-23 the company declared an interim dividend @5% on its paidup equity shares capital of the company. Your Board did not recommend any further dividend on equity shares of the company.

In terms of the provisions of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations'), the Company has formulated a Dividend Distribution Policy. Policy is available on the Company's website and can be accessed at <https://www.somindia.com/pdf/sebi/som-dividend-distribution-policy.pdf>

OPERATIONS

During the year under review, on consolidated basis, your Company registered Gross Revenue of Rs.149937.69 lacs, whereas the Profit Before Tax and Total Comprehensive Income for the year stood at Rs.7044.99 lacs and Rs.6040.90 lacs respectively. On a standalone basis, the Company registered Gross Revenue of Rs.57333.50 lacs, whereas the Profit Before Tax and Total Comprehensive Income for the year stood at Rs.3757.14 lacs and Rs.2708.74 lacs, respectively.

KEY DEVELOPMENTS

The following are the key developments reported by your company –

PRODUCTS –

- Genius Prestige whiskey gains 46% market share in Karnataka segment within 3 months of launch
- Legend Brandy and Pentagon Whisky approved for nationwide supply by Canteen Stores Department (CSD)

EXPANSION PLANS –

- Execution of an expansion plan of a Capex outlay of Rs. 850 million for the new canning facility at the Bhopal Plant and expanding the Brewing Facility in Hasan Plant.
- Expansion of the Odisha Plant has been completed in June 2023 at a capex outlay of Rs. 350 million.

OPERATION –

- Highest sales ever recorded in a single month achieved by Karnataka unit in January
- Contract signed with Radico Khaitan during Q3 FY2023 to manufacture their IMFL and Ready to Drink brands at our plant in Hassan, Karnataka, leading to improved utilization of our IMFL facility

EFFICIENCY –

- The Bhopal plant's beer dispatch in January 2023 has doubled compared to the previous year's corresponding period

AUDIT COMMITTEE

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which forms part of this Annual Report.

STATUTORY AUDITOR

M/s AKB Jain & Co., Chartered Accountants, (FRN:003904C), was re-appointed by the Company as the Statutory Auditors in the 29th Annual General Meeting held on 27th September, 2022 for a period of Two consecutive years in terms of the provisions of Section 139(2) of the Companies Act, 2013 read with Rules made thereunder. Accordingly, the Auditors hold office until the conclusion of the 31st Annual General Meeting to be held in the year 2024.

The Statutory Auditors have submitted a certificate confirming their eligibility under Section 139 of the Act and meet the criteria for appointment specified in Section 141 of the Act. Further, the Company has also received a copy of Peer Review Certificate as prescribed by the Institute of Chartered Accountant of India to the Auditors and declaration from the Auditors that they are not disqualified for such appointment/ reappointment under the said Act.

The remuneration of M/s AKB Jain & Co., Chartered Accountants for conducting the statutory audit of the company on a consolidated basis for FY 2022-23 was Rs.5.77 Lacs (excluding out of pocket expenses).

AUDITOR'S REPORT

The Notes on accounts and observations of the Auditors in their Report on the Accounts of the Company are self-explanatory.

There were no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Reports that may call for any explanation from the Directors.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Neelesh Jain & Associates, Company Secretaries to undertake the Secretarial Audit of the Company for the FY 2023-24. The remarks of Secretarial Auditors were self-explanatory and the same was mentioned in the Board's Report.

The comments of Board on observations of Secretarial Auditor of the Company in their Report for the FY 2022-23 are indicated below and the Report of the Secretarial Audit in Form MR-3 is annexed as Annexure I. Further, in terms of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company carried out Secretarial Audit of its material unlisted subsidiaries i.e. (a) Woodpecker Distilleries & Breweries Private Limited and (b) Som Distilleries & Breweries Odisha Private Limited, through M/s MM Chawla & Associates, Company Secretaries in Practice. The reports of the secretarial audit are annexed herewith as Annexure I (A) & Annexure I (B) respectively.

Comments by Board on observations of Secretarial Auditor:

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the Shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to IEPF Account. The Company is in process to send notice / reminders to the concerned members and to publish notice regarding the same in newspaper(s).

INTERNAL AUDIT

The Board of Directors had appointed Mr. Sourabh Tandon as the Internal Auditors of the Company for the F.Y. 2023-24. Internal Financial Control & Systems of the Company has been devised through its extensive experience that ensures control over various functions of its business. The Company practices Quality Management System for Design, Planning, Construction and Marketing. Periodic audits conducted by Internal Auditors and Statutory Auditors provide means

whereby any weakness, whether financial or otherwise, is identified and rectified in time.

SUBSIDIARY, JOINT VENTURE & ASSOCIATE COMPANIES

The Company has 2 Wholly Owned Subsidiary as on March 31, 2023. List of companies which have been consolidated at the year-end is given in the Notes to Accounts.

During the year, the company has made further investment in 99,90,000 equity shares of Rs.10/- each in one of its wholly owned subsidiary M/s Som Distilleries and Breweries Odisha Private Limited. There has been no material change in the nature of the business of the Subsidiaries. A separate statement containing the report on the performance and financial position of each of subsidiaries is included in the consolidated financial statements of the Company forming part of this Annual Report.

ACCOUNTS OF SUBSIDIARY COMPANIES

Pursuant to applicable Accounting Standards on Consolidated Financial Statements and Financial Reporting issued by the ICAI and as prescribed by Securities and Exchange Board of India (SEBI), Consolidated Financial Statements, which includes the financial information of the subsidiaries, are enclosed and forms part of this Annual Report.

As per the provision of first proviso of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the balance sheets of the Subsidiary Companies have not been attached to the Annual Report. However, Company is required to attach along with its financial statements a separate statement containing the salient features of financial statements of its subsidiaries in Form AOC-1.

Further, the Annual Accounts of the Subsidiary Companies and the related detailed information will be made available to the shareholders of the Holding and Subsidiary Companies seeking such information at any point of time and the Annual Accounts of the subsidiary companies will also be kept for inspection by any member in the head office of the holding Company and of the subsidiary companies concerned. Further, the annual accounts for the FY 2022-23 of all the subsidiary companies are available on the website of the Company i.e., www.somindia.com.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

As per Regulation 34 of the SEBI Listing Regulations, a Business Responsibility and Sustainability Reporting is annexed as Annexure II and forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board, upon the recommendation of the CSR Committee, has adopted CSR Policy and initiated its implementation. The CSR Policy is available on the Company's website www.somindia.com.

The details pertaining to composition of CSR Committee are included in the Corporate Governance Report, which forms part of this Annual Report. The Annual Report on CSR activities is annexed as Annexure III.

POLICY ON SEXUAL HARASSMENT

The Company has Internal Complaints Committee (ICC) with Ms. Anamma Bosco as (Presiding Officer), Mr. Nakul Sethi (Member), Mr. Rajesh Dubey (Member), Ms. Madhuri Goel a member from an NGO, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All female employees are covered under the Policy. There was no complaint received from any employee during the FY 2022-23 and hence no complaint is outstanding as on March 31, 2023 for redressal.

Board of Directors & Key Managerial Personnel (KMPs)

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, Mr. Nakul Kam Sethi (DIN: 06512548), Wholetime Director of the Company retires by rotation at the ensuing Annual General

Meeting ("AGM") of the Company and being eligible, offers himself for re-appointment. The Board on the recommendation of the Nomination & Remuneration Committee ("NRC") has recommended his re-appointment in the ensuing AGM.

During the period under review the Board of Directors of the Company ('the Board') on the recommendation of the Nomination & Remuneration Committee ('NRC'), at the meeting held on November 18, 2022, approved the continuation of appointment of Mr. Uma Kant Samal (DIN: 08669929) as Independent Director of the Company on attaining the age of seventy-five years for the remaining term of his appointment i.e. upto April 19, 2025. The shareholders have approved the same at their meeting held on December 27, 2022. Further, Mr. Rajesh Kumar (DIN: 08732528) was appointed as Additional Director (Non-Executive & Independent) w.e.f. December 9, 2022 on the Board of the Company and regularized by Shareholders as Director (Non-Executive & Independent) at the Extra Ordinary General Meeting of the company held on March 7, 2023.

Later, Mr. Rajesh Kumar (DIN: 08732528), Non-executive & Independent Director has Resigned from the Board of the Company w.e.f. April 14, 2023. The Board appreciated Mr. Kumar's valuable contribution during his tenure as Independent Director of the Company and noted the content of his resignation letter that there was no material reason for his resignation.

The term of appointment of Mr. Nakul Kam Sethi, as Wholetime Director (DIN: 06512548) was expiring on June 1, 2023. The Board of Directors on the recommendation of the Nomination and Remuneration Committee ("NRC") of the Company at their Meeting held on April 27, 2023, considering the performance evaluation, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Nakul Kam Sethi would be beneficial to the Company and it is desirable to continue to avail his services as Wholetime Director, approved the re-appointment of Mr. Nakul Kam Sethi, as Wholetime Director (DIN: 06512548) of the Company for a period of 5 years with effect from June 1, 2023. Mr. Sethi's reappointment was approved by the Shareholders at the Extra Ordinary General Meeting of the company held on August 5, 2023.

The term of appointment of Mr. Satpal Kumar Arora (DIN: 00061420) was expiring on October 13, 2023. The Board of Directors on the recommendation of the Nomination and Remuneration Committee ("NRC") of the Company at their Meeting held on September 5, 2023, considering the performance evaluation, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Satpal Kumar Arora would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director, approved the re-appointment of Mr. Satpal Kumar Arora, as Independent Director of the Company for a further period of 5 years with effect from October 13, 2023 and recommend Mr. Arora's reappointment for approval of the Shareholders at the ensuing Annual General Meeting of the company.

Details of Mr. Nakul Kam Sethi (DIN: 06512548) and Mr. Satpal Kumar Arora (DIN: 00061420) are provided in the explanatory statement to the AGM Notice, in accordance with the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations, the Independent Directors have provided a declaration to the Board of Directors that they meet the criteria of Independence as prescribed in the Companies Act, 2013 and the Listing Regulations, and are not aware of any situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge duties as an Independent Director with an objective independent judgement and without any external influence. Further, veracity of the above declarations has been assessed by the Board, in accordance with Regulation 25(9) of the Listing Regulations.

Further, declaration in compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended by Ministry of Corporate Affairs ("MCA") Notification dated October 22, 2019, regarding the requirement relating to enrolment in the Data

Bank created by MCA for Independent Directors, has been received from all the Independent Directors.

The Company has formulated a policy on 'familiarisation programme for independent directors' which is available on the Company's website at the link <https://www.somindia.com/pdf/sebi/SOM-Familiarization-Programme-for-Independent-Directors.pdf>

Brief resume of the Director(s) recommended for approval of appointment/re-appointment at the 30th AGM of the Company and nature of expertise in specific functional areas and names of the Companies in which he/she holds Directorship and Membership/ Chairmanship of Committees of the Board, as stipulated under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are provided in the Corporate Governance Report which forms part of the Annual Report.

BOARD AND ITS COMMITTEES

The Board, as on March 31, 2023 comprises 7 Members - 2 Executive Directors and 5 Non-executive Directors, of which 5 are Independent Directors. During the period under review, your directors met eight times. The maximum time-gap between any two consecutive meetings was within the period prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of number of meetings of Board and various Committees attended during the year by each Director/ Member is disclosed in the Corporate Governance Report forming part of this Annual Report.

The Board, as on March 31, 2023 has six Committees namely, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholder Relationship Committee, Risk Management Committee and Executive Legal and Borrowing Committee.

A detailed note on the composition of the Board, Committees including meetings, attendance thereat is provided in the Corporate Governance Report which forms part of this Annual Report.

Mr. J.K. Arora, is the Chairman and Managing Director, Mr. Nakul Kam Sethi is the Whole time Director, Mr. Rajesh Kumar Dubey is the Chief Financial Officer and Mr. Om Prakash Singh is the Company Secretary & Compliance Officer of the Company.

RAISING OF FUNDS THROUGH PREFERENTIAL ISSUE AND RIGHTS ISSUE

The company was in requirement of funds for working capital for this purpose the company came up with a preferential issue of convertible equity warrants of approx. Rs.27.20 crore and a rights issue of equity shares of approx. Rs.49 crores during the year.

CHANGE IN NAME OF THE COMPANY

On the recommendation by the Board, the shareholders of the company in the Extra-Ordinary General Meeting held on December 27, 2022, has approved the change of name of the Company from 'Som Distilleries & Breweries Limited' to 'Som Distilleries Breweries and Wineries Limited'. The Certificate w.r.t. change of Name is awaited from the concerned ROC. The company is following up for the same and till such time the Fresh COI is received, the company will continue with its existing name.

INDEPENDENT DIRECTORS' MEETING

The Independent Directors met on January 24th, 2023, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

COMPLIANCE OF THE SECRETARIAL STANDARDS ISSUED BY ICSI

The Board confirms that, during the period under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as amended from time to time.

DECLARATION BY INDEPENDENT DIRECTORS

As per the requirement of section 134(3)(d) of the Companies Act, 2013, the Company is required to attach the statement on declaration given by the Independent Directors under Section 149(6) with the Report. Your Company has received the said declaration from all the Independent Directors.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a. In the preparation of the annual accounts for the Financial Year ended March 31, 2023, the applicable Accounting Standards have been followed and there are no material departures;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2023 and of the profit of the Company for the year ended on that date;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. The Directors had prepared the financial statements of the Company for the Financial Year ended March 31, 2023 on a 'going concern' basis.
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF EMPLOYEES

As required by the provisions of Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, details of the Employees are set out in Annexure IV.

DISCLOSURE RELATING TO SOM EMPLOYEES STOCK OPTION PLAN SCHEME 2020

The Company has "SOM Employees Stock Option Plan Scheme 2020" ("SOM ESOP-2020"). The Board on the recommendation of NRC modified the SOM ESOP-2020 scheme and the shareholders approved the same at their Meeting (EGM) held on April 8, 2021 to extend the benefits of the SOM ESOP-2020 scheme for the benefit of permanent Employees and/ or Directors of the Company and/or subsidiary company(ies), as may be permissible under the SEBI Regulations.

The Company did not issue/grant any options under "SOM ESOP-2020 scheme" during the year under review.

Accordingly, there are no outstanding options under SOM ESOP-2020 as on March 31, 2023. Accordingly, no disclosures in terms of Companies (Share Capital and Debenture) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is required.

Further the Company has received the in-principle approval from the stock exchanges for the for implementation of SOM ESOP-2020 scheme in terms of the amended regulations.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT/ TECHNOLOGY/ ABSORPTION/ FOREIGN EXCHANGE EARNING AND OUTGO

The information required pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 pertaining to Conservation of Energy, Research & Development, Technology Absorption is set out in Annexure V.

INVESTOR RELATIONS

As per the Circular No. CIR/OIAE/2/2011 dated June 3, 2011 issued by the Securities and Exchange Board of India, Company is timely redressing the Investor Complaints through the SEBI complaints Redress System (SCORES). As a part of compliance, the Company has a Stakeholder Relationship Committee to redress the issues relating to investors. It consists of four Members namely Mr. Satpal Kumar Arora, Chairperson, Mr. Deena Nath Singh, Ms. Nishi Arora and Mr. Nakul Kam Sethi, as Members.

The details of this Committee are provided in the Corporate Governance Report forming part of the Annual Report.

LISTING

The equity shares are listed on the BSE Ltd (Bombay Stock Exchange) and the National Stock Exchange of India Ltd. (NSE). Both these Stock Exchanges have nationwide terminals and therefore, shareholders/ investors are not facing any difficulty in trading the shares of the Company from any part of the Country. The Company has paid annual listing fees for FY 2022-23 and FY 2023-24 to BSE and NSE and annual custody fees to National Securities Depository Limited and Central Depository Services (India) Limited.

CORPORATE GOVERNANCE REPORT

The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. Secretarial compliances, reporting, intimations etc. Under the Companies Act, 2013, listing agreement(s) and other applicable laws, rules and regulations are noted in the Board/ Committee Meetings from time to time. The Company has implemented several best corporate governance practices as prevalent globally.

The Corporate Governance Report as stipulated under Regulation 34(3) and other applicable Regulations read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report.

CERTIFICATE ON CORPORATE GOVERNANCE FROM PRACTICING COMPANY SECRETARIES

The requisite Certificate from the Company secretary in practice, M/S N.K. Jain & Associates, Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34(3) and 53(f) read with Part E of Schedule V of the aforesaid Regulations, forms part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report.

ANNUAL RETURN

The Annual Return of the Company as on March 31, 2023 is available on the Company's website and can be accessed at the Company's website under the weblink <https://www.somindia.com>

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All contracts/ arrangements/ transaction entered into by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis.

During the year, the Company had not entered into any contract/

arrangement/ transaction with the related parties which could be considered material in accordance with the Policy of the Company on materiality of related party transactions. The RPT Policy is available on the Company's website under the weblink <https://www.somindia.com>. Your Directors draw attention of the Members to Note no. 43 of the financial statements which set out related party disclosure.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

The company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans, investments and guarantees given by the Company during the year.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate till the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

The details of the same are provided in Corporate Governance Report forming part of the Annual Report.

PERFORMANCE EVALUATION

SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of Directors on various parameters.

Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board on its own performance and that of its Committees, Chairman of the Board and Individual Directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the Directors being evaluated.

The Company has adopted adequate Policy for the evaluation of its Director including independent Director and for the evaluation of the performance of Board and its Committee; the above referred evaluation has been made in accordance with the stated Policy which is available on the website of the Company under the weblink <https://www.somindia.com>

DIRECTOR'S APPOINTMENT AND REMUNERATION POLICY

Pursuant to the provision of Section 178 of the Companies Act 2013 and Regulation 19 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 the Board of Directors on the recommendation of Nomination and Remuneration Committee has framed a Policy for the appointment of Directors and Senior Management and their remuneration which is available on the website of the Company under the weblink <https://www.somindia.com>.

The details pertaining to composition of Nomination and Remuneration Committee are included in the Corporate Governance Report, which forms part of this Annual Report.

Place: Bhopal
Date: September 5, 2023

RISK MANAGEMENT POLICY

The Company has adopted the Risk Management Policy which is aimed at creating and protecting shareholders value by minimizing threats and losses and identifying and maximizing opportunities. Your Directors periodically review the risks associated with the business or threaten the prospect of the Company. The Risk Management Policy is available on the website of the Company under the weblink <https://www.somindia.com>.

WHISTLE BLOWER POLICY

The Company has a vigil mechanism named as Whistle Blower Policy of the Company, an avenue to raise concern and access in good faith the Chairman of the Audit Committee which provide for adequate safeguard against victimization of person. The Policy on Whistle Blower Policy is available on the website of the Company under the weblink <https://www.somindia.com>.

CREDIT RATING

The company's long-term bank loan ratings have been upgraded from BBB to BBB+ by ICRA. Similarly, the company's short-term rating has been upgraded to A2 from A3+. This upgrade reflects the company's continued commitment to financial strength, stability, and strategic growth. The rating upgrade is a testament to the company's strong position within the industry and its ability to navigate evolving market dynamics successfully.

The Company has the following latest rating assigned by ICRA on banking facilities.

Long Term Rating	[ICRA]BBB+ (pronounced ICRA triple B) with a Stable outlook
Short Term Rating	[ICRA]A2; (pronounced ICRA A Two)

ACKNOWLEDGMENT

Your Directors would like to express their sincere appreciation for assistance and co-operation received from the vendors and stakeholders including financial institutions, banks, Central & State Government Authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review.

The relationship with the employees remained cordial during the year. Your Directors are thankful to the shareholders and customers for their continued patronage. Your Directors wish to place on record their appreciation for solidarity, cooperation and support of employees and all stakeholders.

CAUTIONARY STATEMENT

Statement made in the Annual Report, including those stated under the caption "Management Discussion and Analysis" describing the Company's plans, executions, achievements, projections and expectations may include approximations and may constitute "forward looking statement" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

For and on behalf of the Board
FOR SOM DISTILLERIES AND BREWERIES LIMITED

Sd/-
J.K. ARORA
CHAIRMAN AND MANAGING DIRECTOR
(DIN: 00224633)

ANNEXURE - I

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Som Distilleries and Breweries Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Som Distilleries and Breweries Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our Opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by ("The Company") for the financial year ended on March 31, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable to the Company during the audit period;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act 2013 and dealing with client;

Not Applicable to the Company during the audit period;

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable to the Company during the audit period;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable to the Company during the audit period;
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and,
- (vi) The other laws, as informed and certified by the management of the company which are specifically applicable to the company based on the sectors/industry are
- a. Various State Excise Laws relating to brewing/alcohol industry;
 - b. Legal Metrology Act, 2009 and Rules thereunder;
 - c. Food Safety and Standards Act, 2006 and applicable Rules and Regulations made thereunder;
 - d. The Environment (Protection) Act, 1986 and Rules thereunder;
 - e. The Water (Prevention & Control of Pollution) Act, 1974;
 - f. The Air (Prevention & Control of Pollution) Act, 1981;
 - g. All other Labour, Employee and Industrial Laws to the extent applicable to the Company

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that the company has not transferred the share to Investor Education and Protection Fund ("IEPF") in respect of which dividend was unpaid/ unclaimed for more than seven consecutive years, under section 124 and the directors whose period of office is liable to retirement by rotation is not as per Section 152(6) of the Act read with applicable rules thereunder.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except that the directors whose period of office is liable to retirement by rotation is not as per Section 152(6) of the Act read with applicable rules thereunder.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except wherever a meeting was duly called on shorter notice as per the prescribed procedure, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were following specific actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

- The Company has allotted 37,77,777 Equity Shares of face value of Rs. 5/- pursuant to conversion of Equity Warrants allotted to Promoters/ Promoters group and public Investors on Preferential Basis pursuant to shareholders resolution dated August 19, 2022.
- The shareholders of the company in the Extra-Ordinary General Meeting held on December 27, 2022, have approved the change of name of the Company from 'Som Distilleries & Breweries Limited' to 'Som Distilleries Breweries and Wineries Limited' and its reflecting on Ministry of Corporate Affairs from the May, 2023. The Certificate w.r.t. change of Name is awaited from the concerned ROC. The company is following up for the same.
- The application for Reclassification of Mr. Surjeet Lal and Mrs. Sweena Arora from Promoters to "Public" shareholder category pursuant to shareholders resolution dated December 27, 2022 have been filed with the Stock exchanges. The approval from the Stock Exchanges is awaited.

Place: Bhopal
Dated: 25.08.2023
UDIN : F006436E000857748

For N.K. Jain & Associates
Company Secretaries
Sd/-
NEELESH JAIN
Proprietor
FCS-6436, CP-6912
Peer Review Certificate no. 2505/2022

Annexure A

SECRETARIAL AUDIT REPORT

To,

The Members,

Som Distilleries and Breweries Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Bhopal

Dated: 25.08.2023

UDIN : F006436E000857748

For N.K. Jain & Associates

Company Secretaries

Sd/-

NEELESH JAIN

Proprietor

FCS-6436, CP-6912

Peer Review Certificate no. 2505/2022

ANNEXURE I-A TO THE DIRECTOR REPORT FORM NO. MR-3 (SECRETARIAL AUDIT REPORT)

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
Woodpecker Distilleries and Breweries Private Limited
Bhopal.

Sir,

1. I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Woodpecker Distilleries and Breweries Private Limited (hereinafter called the company), an unlisted company which is a wholly owned subsidiary of a listed company namely Som Distilleries & Breweries Limited (SDBL). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my/our opinion thereon.
2. Based on my verification of the Woodpecker Distilleries and Breweries Private Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that subject to what is stated in the Financial Statement for 2022-23 read with the Auditors and Directors reports, the company has, during the audit period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
3. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Woodpecker Distilleries and Breweries Private Limited for the financial year ended on 31.03.2023 according to the applicable provisions of
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
 - (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') :-
 - (a) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the company has complied with the provisions of the Acts, Rules, Regulations, guidelines, Standards etc. mentioned above.

4. Departmental Heads of the company have reported compliance with following laws applicable to the company during the financial year 2022-23. These reports were duly taken on record by the Board of Directors.

1. Income tax Act, 1961.
2. Goods and Services Tax
3. Foreign Exchange Management Act, 1999.
4. The Karnataka Excise Act, 1965.
5. Factories Act, 1948.
6. Industrial Disputes Act, 1947
7. The Payment of Wages Act, 1936
8. The Minimum Wages Act, 1948
9. Employees' State Insurance Act, 1948
10. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
11. The Payment of Bonus Act, 1965.
12. The Payment of Gratuity Act, 1972
13. The Contract Labour (Regulation & Abolition) Act, 1970
14. The Maternity Benefit Act, 1961
15. The Child Labour (Prohibition & Regulation) Act, 1986
16. The Industrial Employment (Standing Order) Act, 1946
17. Workmen Compensation Act, 1923.
18. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
19. Water (Prevention and Control of Pollution) Act, 1974.
20. Water (Prevention and Control of Pollution) Cess Act, 1977
21. Air (Prevention and Control of Pollution) Act, 1981
22. Environment (Protection) Act, 1986.
23. Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
24. Companies Act, 2013 and the rules framed there under and the Secretarial Standards issued by the Institute of Company Secretaries of India.

I further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. There are adequate systems and processes in the Company commensurate with the size and operations in the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Bhopal
Date: 27.04.2023

For M.M. Chawla and Associates
Sd/-
M.M. Chawla
FCS 67, C P 716
PR: 1975/2022
UDIN: F000067E000204722

ANNEXURE I-B TO THE DIRECTOR REPORT FORM NO. MR-3 (SECRETARIAL AUDIT REPORT)

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members

Som Distilleries and Breweries Odisha Private Limited
Bhopal.

Sir,

1. I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Som Distilleries and Breweries Odisha Private Limited (hereinafter called the company) an unlisted company which is a wholly owned subsidiary of a listed company namely Som Distilleries & Breweries Limited (SDBL). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my/our opinion thereon.

2. Based on my verification of the Som Distilleries and Breweries Odisha Private Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that, the company has, during the audit period covering the financial year ended on 31.03.2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

3. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Som Distilleries and Breweries Odisha Private Limited for the financial year ended on 31.03.2023 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following regulations and guidelines, to the extent applicable, prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the company has complied with the provisions of the Acts, Rules, Regulations, guidelines, Standards etc. mentioned above.

4. Departmental Heads of the company have reported compliance with following laws applicable to the company during the financial year 2022-23. These reports were duly taken on record by the Board of Directors.

1. Income tax Act, 1961.
2. Goods and Services Tax
3. Foreign Exchange Management Act, 1999.
4. The Odisha Excise Act, 2008.
5. Factories Act, 1948.
6. Industrial Disputes Act, 1947
7. The Payment of Wages Act, 1936
8. The Minimum Wages Act, 1948
9. Employees' State Insurance Act, 1948
10. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
11. The Payment of Bonus Act, 1965.
12. The Payment of Gratuity Act, 1972
13. The Contract Labour (Regulation & Abolition) Act, 1970
14. The Maternity Benefit Act, 1961
15. The Child Labour (Prohibition & Regulation) Act, 1986
16. The Industrial Employment (Standing Order) Act, 1946
17. Workmen Compensation Act, 1923.
18. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
19. Water (Prevention and Control of Pollution) Act, 1974.
20. Water (Prevention and Control of Pollution) Cess Act, 1977
21. Air (Prevention and Control of Pollution) Act, 1981
22. Environment (Protection) Act, 1986.
23. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.
24. Companies Act, 2013 and the rules framed there under and the Secretarial Standards issued by the Institute of Company Secretaries of India

I further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Bhopal
Date: 27.04.2023

For M.M. Chawla and Associates
Sd/-
M.M. Chawla
FCS 67, C P 716
PR: 1975/2022
UDIN: F000067E000204953

ANNEXURE II

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING FORMAT

Som Distilleries and Breweries Limited (SDBL) was incorporated in 1993. Today, with a blend of experience led wisdom and youthful exuberance, SDBL operates with high standards of quality in the Alcobrew business, driven to create value for all our stakeholders. Our presence in multiple segments and price points of the value chain is clearly visible, with well-integrated operations aiding in ensuring quality and cost control.

In accordance with clause (f) of sub-regulation (2) of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations). Your Company's Business Performance and Impacts are disclosed based on the 9 Principles of the 'National Guidelines on Responsible Business Conduct' (NGRBC).

SECTION A: GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY

1	Corporate Identity Number (CIN) of the Listed Entity	L74899DL1993PLC052787
2	Name of the Listed Entity	Som Distilleries and Breweries Limited
3	Year of incorporation	1993
4	Registered office address	1-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi – 110029
5	Corporate address	23, Zone II, Maharana Pratap Nagar, Bhopal- 462011 (Madhya Pradesh) India
6	E-mail	compliance@somindia.com
7	Telephone	0755-4271271, 4278827
8	Website	www.somindia.com
9	Financial year for which reporting is being done	April 01, 2022 – March 31, 2023
10	Name of the Stock Exchange(s) where shares are listed	(a) National Stock Exchange Limited and (b) BSE Limited
11	Paid-up Capital	Rs. 36,88,22,865.00
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Shri. Nakul Kam Sethi Executive Director (011-26169909) Email:(nksethi@somindia.in)
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The Report presented is on Consolidated Basis. The Report is made based on the data collected by the 3 SDBL owned plants and 5 offices.

II. PRODUCTS/SERVICES

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Business Activity Code	Description of Business Activity	% of Turnover of the entity
1	Manufacturing	C1	Food, Beverages and tobacco products	100%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Manufacture of beer	11031	91
2	Alcoholic Beverages, Indian Made Foreign Liquor, Extra Neutral Alcohol	11011	9

III. OPERATIONS

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	3	5	8
International	0	0	0

17. Markets served by the entity:

a. Number of Locations

Locations	Number
National (No. of States)	15 States and Union territories
International (No. of Countries)	14

b. What is the contribution of exports as a percentage of the total turnover of the entity? -0.61%

c. A brief on types of customers

SDBL Principal customers are intermediaries (such as a distributor, government Corporations like Canteen Store's Department, wholesaler's and direct retailers).

IV. EMPLOYEES

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1.	Permanent (D)	426	422	98.89	4	1.11
2.	Other than Permanent (E)	244	244	100	0	0

3.	Total employees (D + E)	670	666	99.40	4	0.60
WORKERS						
4.	Permanent (F)	50	48	96.00	2	4.00
5.	Other than Permanent (G)	895	575	64.25	320	35.75
6.	Total workers (F + G)	945	623	65.83	322	34.07

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	Nil	Nil	Nil	Nil	Nil
2.	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil

3.	Total differently abled employees (D + E)	Nil	Nil	Nil	Nil	Nil
WORKERS						
4.	Permanent (F)	Nil	Nil	Nil	Nil	Nil
5.	Other than Permanent (G)	Nil	Nil	Nil	Nil	Nil
6.	Total differently abled workers (F + G)	Nil	Nil	Nil	Nil	Nil

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	16.67
Key Management Personnel	4	0	0

20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2022-23 (Turnover rate in current FY)			FY2021-22 (Turnover rate in previous FY)			FY2020-21 (Turnover rate in the year prior to other previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	2.4	0	2.4	2.8	0	2.8	2.6	0	2.6
Permanent Workers	2.6	0	2.6	3.2	0	3.2	3.0	0	3.0

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Woodpecker Distilleries & Breweries Private Limited	Subsidiary	100%	Yes
2	Som Distilleries and Breweries Odisha Private Limited	Subsidiary	100%	Yes

VI. CSR DETAILS

22.

(i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No):No

(ii) Turnover (in Lakhs) : 1,49,804.50

(iii) Net worth (in Lakhs): 37,536.94

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

24.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No)	(If Yes, then provide web-link for grievance redress policy)	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Not Applicable. SDBL is a listed entity and does not have any other investor type apart from Equity.							
Investors (other than shareholders)	Not Applicable. SDBL is a listed entity and does not have any other investor type apart from Equity.							

Shareholders	Yes	https://www.somindia.com/som-policies-codes.php	2	0	-	4	0	-
Employees and workers Customers	Yes	https://www.somindia.com/som-policies-codes.php	0	0	-	0	0	-
Value Chain Partners	Yes	https://www.somindia.com/som-policies-codes.php	0	0	-	0	0	-

25. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Climate Change	R	Our Business is depended on weather conditions specially on supply side.	Our efforts have been towards minimizing the impact of this risk we have tried to brodbase the suppliers accros region in the country. We have also invested in digital platform to minimize this risk.	Negative
2.	Governance, Ethics and Transparency	O	Company ensures ethical and integral relation with all its stakeholders. Corpor ate Governance necessitates professionals to raise their competency and capability levels and upgrade systems and processes to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics.	N.A.	Positive
3.	Sustainable Management	R	Our company uses water, agricultural produce as well as glass bottles which have a carbon footprint.	Ground water recharging and glass bottle recycling, we operate zero discharge breweries.	Positive
4.	Social Responsibility	O	We have created sustainable practices across all our breweries and operate zero discharge breweries. We employ local youth from nearby locations of our breweries. We engage with local suppliers and believe in Make in India.	N.A.	Positive
5.	Waste Management	R/O	To adopt sustainable management, it is important to adopt efficient and effective waste management practices	We operate zero discharge breweries as well as have effective effluent treatment plant to minimize the environmental impact.	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes, The Policies formulated are as per the principle and core values of NGRBCs								
b. Has the policy been approved by the Board? (Yes/No)	Yes, The Policy have been reviewed and approved by the Board								

c. Web Link of the Policies, if available	https://www.somindia.com/som-policies-codes.php
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes. Every department of SDBL has implemented the working of our policies. These are governed / monitored by the respective Departmental heads.
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes. our Company's documentation (Agreements, Contracts, Purchase Orders) with our value chain partners (for both supply and services) contain compliance clauses Value chain partners are required to comply with our Business Code of Conduct prior to or on signing of the Agreement, understand the policies contained therein and agree to act in accordance with the standards and principles.
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trusted) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	SDBL is follows the policy /practice as issued by the Ministry of Corporate affairs under National Voluntray Guidelines,2011
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Society: Spirit of Progress is our 10-year ESG action plan to help create a more inclusive and sustainable world, building on the legacy of our founders to create a positive impact on our company, within our communities and for society. To lead our business through the next decade, we have set ourselves 15 goals which align with the United Nations' Sustainable Development Goals.
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	SOM sustainability agenda includes reducing carbon emissions, sourcing raw materials sustainably, water stewardship, packaging sustainability, and promoting responsible drinking. SDBL promotes responsible drinking and aims to replenish 100% of the water it uses in water-stressed areas by 2024.
Governance, leadership and oversight	
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Please refer to the Chairman's message in the Annual report page
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Board of Directors of the Company is primarily responsible of trusteeship to protect and enhance shareholder value through strategic supervision. As trustees, the Board ensures that the Company has clear goals aligned to shareholder value and its growth, and in line with its Sustainability agenda.
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, Corporate Social Responsibility Committee (CSR Committee) of the Board is responsible for decision making on sustainability related issues. The CSR Committee has various responsibilities, including reviewing, overseeing and monitoring the Company's CSR matters.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	The Board of Directors while formulating the policies for the Organisation as a whole take into consideration all the principles laid down under NGRBC guidelines. Additionally, the Business Code of Conduct of the Organisation is reviewed and modified at a regular interval. No Violation/ Deviation has been reported.									Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The company monitors all its regulatory compliance requirements through Chrchgate Partner, Our Investor Relationship Agency									Annually								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	No								
12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:									
Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9

The entity does not consider the Principles material to its business (Yes/No)	Not Applicable
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	Not Applicable
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	
It is planned to be done in the next financial year (Yes/No)	
Any other reason (please specify)	

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE.

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness Programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	SDBL has been committed itself in Spreading awareness and creating a learning environment through its familiarization program's for its Board of Directors at regular intervals		
Key Managerial Personnel	SDBL has been committed itself in Spreading awareness and creating a learning environment through its familiarization program's for its Board of Directors at regular intervals		
Employees other than BOD and KMPs	SDBL during the year has conducted various awareness programs and workshop on health & safety, skill development programme, Information on cyber security awareness, programmes on mental and physical well being.		
Workers	SDBL during the year has conducted various awareness programs and workshop on health & safety, skill development programme, Information on cyber security awareness, programmes on mental and physical well being.		

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil				
Settlement					
Compounding fee					
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	Nil				
Punishment					

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not Applicable	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the company Code of Conduct is the key Guiding principle with relation to governance and ethical Structure of the organization.

These policies are similar across all the entities in the Group. All stakeholders of the Company- internal as well as external are expected to work within the framework of the aforesaid policies/principles. In the selection of its vendors and contractors, the Company ensures to identify and deal with those who can maintain and follow ethical standards. The Company further on a regular basis endeavor to reiterate awareness and also impart training on these values to its employees. The relevant stakeholders of the Company are also made aware of the said values from time to time

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption

	FY2022-23	FY2021-2022
Director	Nil	Nil
KMP		
Employee		
Worker		

6. Details of complaints with regard to conflict of interest:

	FY2022-23		FY2021-2022	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil		Nil	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Not applicable			

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

None, as the case was unsubstantiated.

PRINCIPLE 2

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	-	-	-
Capex	-	-	-

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, The company has always thrived to adopted practices that are sustainable in nature.

- b. If yes, what percentage of inputs were sourced sustainably?

The Company utilises its resources in an optimal and responsible manner ensuring sustainability through reduction, re-use, re-cycling and managing waste. Continuous efforts are on to improve energy efficiency in every sphere of Company's operations. Appropriate measures to check and prevent pollution are undertaken. The Company seeks to improve its environmental performance by adopting cleaner production methods, promotion of energy efficient and environmental friendly technologies. Suitable processes and systems are developed with contingency plans and processes that help in preventing, mitigating and controlling environmental damages caused due to the Company's operations.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

- **Plastics (including packaging):** SDBL is committed to collect and dispose off the Plastic waste so generated or Resale to approved recyclers
- **E-waste:** SDBL is committed to collect and disposed off the E- waste so generated or disposing to PCBs authorized vendor for recycling and safe disposal
- **Hazardous waste:** N.A.
- **Other waste:** Other waste such as glass, paper etc. is collected and disposed to authorized vendors

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same: Yes, the waste collection plan is in line with the Extended Producer Responsibility (EPR)

PRINCIPLE 3

BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS ESSENTIAL INDICATORS

1. (a) Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	422	422	100	422	100	0	0	0	0	0	0
Female	4	4	100	4	100	0	0	0	0	0	0
Total	426	426	100	426	100	0	0	0	0	0	0
Other than Permanent Employees											
Male	244	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	244	0	0	0	0	0	0	0	0	0	0

- (b) Details of measures for the well-being of workers:

Category	% of worker covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	48	48	100	48	100	0	0	0	0	0	0
Female	2	2	100	2	100	0	0	0	0	0	0
Total	50	50	100	50	100	0	0	0	0	0	0
Other than Permanent Workers											
Male	575	0	0	0	0	0	0	0	0	0	0
Female	320	0	0	0	0	0	0	0	0	0	0
Total	695	0	0	0	0	0	0	0	0	0	0

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY2022-23 Current Financial Year			FY2021-22 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	100	100	Yes	100	100	Yes
Others – please specify	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Not applicable, as the company doesn't have any differently abled employees and workers. However most the Establishments owned by the Company are accessible to the Differently-abled employees and workers.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the same is accessible in the following link <https://www.somindia.com/som-policies-codes.php>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to Work rate	Retention rate
Male	-	-	-	-
Female	-	-	-	-
Total	-	-	-	-

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief. Yes/No(If Yes, then give details of the mechanism in brief)

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	The Company has established a transparent & impartial complaint resolution process with the goal of addressing concerns as quickly as possible & in compliance with the law. There has been a Code of Conduct for Workers which provides ways for assessing, investigating & reporting of complaints.
Other than Permanent Workers	
Permanent Employees	For Employees, the Company has a vigil mechanism to deal with instance of fraud and mismanagement; if any. The Vigil Mechanism ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.
Other than Permanent Employees	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of Employees / Workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	The company doesn't have any Worker association(s) or Unions.					
- Male						
- Female						
Total Permanent Workers						
- Male						
- Female						

8. Details of training given to employees and workers:

Category	FY 2022-23 Current Financial Year					FY2021-22 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employee										
-Male	666	486	72.97	486	72.97	558	362	64.87	362	64.87
-Female	4	3	75.00	3	75.00	4	4	100	4	100
TOTAL	670	489	72.98	489	72.98	562	366	65.12	366	65.12
WORKER										
-Male	623	451	72.39	451	72.39	497	335	67.40	335	67.40
-Female	322	247	76.71	247	76.71	260	191	73.46	191	73.46
TOTAL	945	698	73.86	698	73.86	757	526	69.48	526	69.48

9. Details of performance and career development reviews of employees and worker:

Category	FY2022-23 Current Financial Year			FY2021-22 Previous Financial Year		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	422	422	100	392	392	100
Female	4	4	100	4	4	100
Total	426	426	100	396	396	100
Workers						

Male	48	48	100	40	40	100
Female	2	2	100	4	4	100
Total	50	50	100	44	44	100

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

SDBL has always focused upon World Class Health and Safety Culture in all our operations by creating a Dynamic Health and Safety Environment and Wellbeing culture through which the management supervises all the risk associated by the health and safety management system.

We comply with all health and safety laws and regulations prescribed by the Indian Government. Our occupational health and safety programs are managed at the regional and departmental level.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

SDBL has adopted the rigorous methods for this identification of work related risk which involves hazard identification, risk assessment and incident investigations as a process. We continually monitor health and safety parameters and analyze them as per the standard procedures. This allows us to not only identify but also mitigate the risk and avoid any kind of adverse situation for our employees. All the employees are encouraged to report work-related hazards and remove them from their workplace which could cause injury or ill health. We also train our employees regularly to identify, report unsafe conditions, near misses and investigate work-related incidents and assess the risks post corrective actions.

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes, we have robust systems of reporting work-related hazards through various mechanisms.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

No.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

*Including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company provides training to its workers in area of firefighting, provide first aid training, all drivers are certified trainer and registered under IOC

13. Number of Complaints on the following made by employees and workers:

Category	Financial Year 2022-23 (Current Financial Year)			Financial Year 2021-22 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

14. Assessments for the year

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	90%
Working Conditions	90%

15. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

SOM has been placing Various safety protocols and hierarchy of controls are in place to mitigate hazards and ensure safety of workplace and its

team members Working conditions and other Furthermore, the Risk Identified are regularly Monitored and Suitable Corrective action is taken.

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS.

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity.

SDBL identifies its stakeholder groups through Stakeholder Engagement process. As part of the process, we look at the external trends shaping our operating environment and how we can most effectively align our work with these trends and the sentiment of relevant stakeholders. Our key stakeholders include customers, investors, community, employees, suppliers & policy makers.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors	NO	Investor meetings, earning calls	Quarterly	Performance growth prospects
Customers	NO	Direct meetings, website through trade bodies and other associations	Throughout the year	Development, customer feedback
Suppliers	NO	Supplier meetings	Throughout the year	Credit terms, quantity of supplies
Employees	NO	Direct meetings, emails, phone calls	Throughout the year	Role, remuneration, work culture
Community	NO	One-to-one meetings or conversations, Ongoing projects with small farmers, Community meetings	Throughout the year	Community development, employment, CSR
Government and Regulatory body	NO	One-to-one meetings or conversations, Ongoing partnerships, Emails	Throughout the year	Statutory Compliances, Licences, Tenders

PRINCIPLE 5 BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	426	287	67.37	396	299	75.51
Other permanent than	244	178	72.95	166	112	67.47
Total Employees	670	465	69.40	562	411	73.13
Workers						
Permanent	50	42	84.00	44	37	84.09
Other than permanent	895	690	77.09	713	512	71.81
Total Workers	945	732	77.46	757	549	72.52

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	426	0	0	426	100	396	0	0	396	100
Male	422	0	0	422	100	392	0	0	392	100
Female	4	0	0	4	100	4	0	0	4	100
Other than Permanent	244	0	0	244	100	166	0	0	166	100
Male	244	0	0	244	100	166	0	0	166	100

Female	0	-	0	0	0	0	0	0	0	0
Workers										
Permanent	50	0	0	50	100	44	0	0	44	100
Male	48	0	0	48	100	40	0	0	40	100
Female	2	0	0	2	100	4	0	0	4	100
Other than Permanent	895	0	0	895	100	713	0	0	713	100
Male	575	0	0	575	100	457	0	0	457	100
Female	320	0	0	320	100	256	0	0	256	100

3. Details of remuneration/salary/wages, in the following format:

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD) *	2	13.00 Lacs p.m.	0	
Key Managerial Personnel	4	3.90 Lacs p.m.	0	
Employees other than BoD and KMP	666	0.33 Lacs p.m.	4	0.34 Lacs p.m.
Permanent Workers	48	0.12 Lacs p.m.	2	0.10 Lacs p.m.

* The Board of Directors comprises remuneration paid to Key Managerial Personnel, Executive Director and Independent Directors and excludes Non-Executive Directors

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, we have an internal committee specifically for Human Rights Impacts.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has Internal Complaints Committee (ICC) with Ms. Anamma Bosco as (Presiding Officer), Mr. Nakul Sethi (Member), Mr. Rajesh Dubey (Member), Ms. Madhuri Goel a member from an NGO, to oversee the matter related to human rights.

6. Number of Complaints on the following made by employees and workers

Category	Financial Year 2022-23 (Current Financial Year)			Financial Year 2021-22 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	0	0	0	0
Discrimination at workplace	0	0	0	0	0	0
Child Labour	0	0	0	0	0	0
Forced Labour/ Involuntary Labour	0	0	0	0	0	0
Wages	0	0	0	0	0	0
Other human rights related issues	0	0	0	0	0	0

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has Internal Complaints Committee (ICC) with Ms. Anamma Bosco as (Presiding Officer), Mr. Nakul Sethi (Member), Mr. Rajesh Dubey (Member), Ms. Madhuri Goel a member from an NGO, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All female employees are covered under the Policy. There was no complaint received from any employee during the FY 2022-23 and hence no complaint is outstanding as on March 31, 2023 for redressal.

8. Do human rights requirements form part of your business agreements and contracts?(Yes/No): No

9. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others – please specify	-

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above

We have put extra emphasis during our training and awareness of labour rights, non-discrimination, harassment, and other areas pertaining to Human Rights.

Our Code of Conduct is applicable to all employees in the Company and any violation of the Code renders the person liable for disciplinary action. Employees can raise complaints / issues if any in accordance with our whistleblower policy.

We continue to focus on training and awareness of labour rights, non-discrimination, harassment, and other areas pertaining to Human Rights. We also conduct annual policy refresher trainings to all employees.

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

ESSENTIAL INDICATOR

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)
Energy Consumption in Terra Joules (TJ)		
Total electricity consumption (A)	64.85	33.38
Total fuel consumption (B)	70.66	46.44
Energy consumption through other sources (C)	0.37	0.54
Total energy consumption (A+B+C)	135.88	80.36
Energy Intensity		
Energy intensity per crore rupee of turnover (Total energy consumption/ turnover in crore rupees) (MJ/Cr)	90625	122407
Energy intensity for litre of Beverage packed (MJ/L)	0.99	1.38
Energy intensity for litre of spirit distilled (MJ/L)	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable, as the Company does not fall in the category (as Designated Consumer) of industries mandated under PAT scheme

3. Provide details of the following disclosures related to water, in the following format:

Parameter	Financial Year 2022-23 (Current Financial Year)	Financial Year 2021-22 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	174019.65	71390.20
(ii) Groundwater	304646.60	144534.00
(iii) Third party water	Nil	Nil
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	478666.25	215924.20
Total volume of water consumption (in kilolitres)	435762.48	196971.98
Water intensity per crore rupees of turnover (Water consumed / turnover) (KL/ Cr)	291	300
Water intensity for Beverage packed (Litre of Water consumed per litre of Beverage packed)	3.2	3.4
Water intensity for Spirit distilled (Litre of Water consumed per litre of Spirit distilled)	NA	NA

Note:

1) Water details in the table above include data pertaining to 3 Plants and 5 Offices only.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

All our breweries are operated with Zero Liquid Discharge facilities. Recognizing the importance of preserving this shared resource across our breweries. We have deployed several water stewardship initiatives which help to conserve water and reduce wastewater and power circularity in water

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-23 (Current Financial Year)	FY2021-22 (Previous Financial Year)
NOx	Mg/Nm3	51.80	52.66
Sox	Mg/Nm3	31.43	33.92
Particular matter (PM)	Mg/Nm3	195.90	183.10
Persistent organic pollutants (POP)	Mg/Nm3	Nil	Nil
Volatile organic compounds (VOC)	Mg/Nm3	Nil	Nil
Hazardous air pollutants (HAP)	Mg/Nm3	Nil	Nil
Others-please specify	Mg/Nm3	Nil	Nil

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY2021-22 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Nil	Nil
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Nil	Nil
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)		Nil	Nil
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		Nil	Nil
Total Scope 1 and Scope 2 emission intensity in terms of physical output		Nil	Nil
Total Scope 1 and Scope 2 emission intensity (optional) the relevant metric may be selected by the entity		Nil	Nil
Total Scope 1 and Scope 2 emission intensity (optional) the relevant metric may be selected by the entity		Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The company do not have any project relating to the reduction of emission of Green house gases

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY2022-23 (Current Financial Year)	FY2021-22 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	277.09	203.02
E-waste (B)	Nil	Nil
Bio-medical waste (C)	Nil	Nil
Construction and demolition waste (D)	Nil	Nil
Battery waste (E)	Recycle battery through buyback policy	Recycle battery through buyback policy
Radioactive waste (F)	Nil	Nil
Other Hazardous waste. Please specify, if any. (G)	Lubricating Oil of 0.3 MT disposed to an PCB authorized waste oil recycler	Lubricating Oil of 0.25 MT disposed to an PCB authorized waste oil recycler
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	31463	21440
Total (A+B + C + D + E + F + G + H)	31740	21643
Waste intensity per crore rupee of turnover (Total waste generated/Revenue from operations)	21.17	32.97

Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	NA	NA
Waste intensity in terms of physical output	NA	NA
Waste intensity (optional) – the relevant metric may be selected by the entity	NA	NA
For each category of waste generated, total waste recovered through recycling, re using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	277.10	203.02
(ii) Re-used	31462.58	21439.77
(iii) Other recovery operations	-	-
Total	31739.68	21642.78
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	NA	NA
(ii) Landfilling	NA	NA
(iii) Other disposal operations	NA	NA
Total	0.00	0.00

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

We comply with all regulations concerning the safe and responsible management of waste materials. The waste is disposed off to authorized vendors

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any
None of our operations are located near the vicinity of ecologically Sensitive area			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Our Group has not undertaken any project which requires Environmental impact assessment in financial year 2022-23					

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation/ guidelines which was not complied with	Specify the law / regulation / guidelines which was not complied with	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company is following all the environmental regulations of the country. There have been no incidents of non-compliances related to the environment in financial year 2022-23				

PRINCIPLE 7 BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

1.a. Number of affiliations with trade and industry chambers/ associations:2

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	All India Brewers Association (AIBA)	National
2	M.P. Chamber of Commerce	State

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

PRINCIPLE 8 BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

In accordance with our stakeholder engagement with the communities, we have developed various platforms through which the Community Grievances can be resolved. Our Dynamic teams allows us to resolve the grievance in an expeditious manner.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2022-23 Current Financial Year	FY2021-22 Previous Financial Year
Directly sourced from MSMEs/small producers	10%	8%
Directly from within India	80%	82%

PRINCIPLE 9 BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

SDBL is focused upon Customer satisfaction therefore we have adopted a dynamic and vigilante customer complaint handling process to receive and address consumer concerns related to our product.

Consumer can raise their concern to SDBL by calling on our Toll-free No. 1800-425-2433 or through info@somindia.in.

Post Registration of complaint SDBL Customer care team will take further action and resolve customer concern at the earliest. The team would ensure that sample is collected from consumer who has raised concern for investigation. Investigation result will be communicated to consumer and concern will be addressed as per our consumer policy.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Particulars	As a percentage of total turnover
Environmental and social parameters relevant to the product	100% of Our Product carry the information as "Consumption of alcohol is injurious to health" to provide warning message to consumer. All our goods printed with be safe don't drink & drive.
Safe and responsible usage	
Recycling and/or safe disposal	100% our CC Boxes used for Packaging carry the Embossed Symbol of recyclability.

3. Number of consumer complaints in respect of the following:

Particulars	FY 2022-23 (Current Financial Year)		Remarks	FY 2021-22 (Previous Financial)		Remarks
	Received during year	Pending resolution at the year end		Received during year	Pending resolution at the year end	
Data Privacy	0	0	Not Applicable	0	0	Not Applicable
Advertising	0	0	Not Applicable	0	0	Not Applicable
Cyber Security	0	0	Not Applicable	0	0	Not Applicable
Delivery of essential services	0	0	Not Applicable	0	0	Not Applicable
Restrictive Trade Practices	0	0	Not Applicable	0	0	Not Applicable

Unfair Trade Practices	0	0	Not Applicable	0	0	Not Applicable
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4. Details of instances of product recalls on account of safety issues:

Particulars	Number	Reasons for Recall
Voluntary recalls	0	0
Forced recalls	0	0

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

The Risk management committee of the company headed by Shri Nakul Kam Sethi is responsible to formulate, monitor and review Cyber Security and risk related to data Privacy.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No such Incidents and hence it is not applicable.

ANNEXURE III

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(Pursuant to section 135 of the Companies act, 2013) for the financial year 2022-23

1. A brief Outline of the Company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs:

CSR Policy is stated herein below:

At present the CSR activities of the company are undertaken through Asha Mohan Foundation which is a registered society engaged in the education of children at Sehatganj, District Raissen, M.P. since last more than ten years and has been established by the promoters of this company. The CSR Committee monitors the CSR expenditure of the company through Asha Mohan Foundation to ensure that the at least 2% of the average net profit of the company made during the immediately preceding three years is incurred and well utilized for the education and other welfare activities of the society.

2. The Composition of CSR Committee:

- Shri Uma Kant Samal (Non-Executive & Independent Director) - Chairperson
- Shri Deena Nath Singh (Non-Executive & Independent Director) - Member
- Smt. Nishi Arora (Non-Executive & Independent Director) - Member
- Shri Nakul Kam Sethi (Whole Time Director) - Member

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

- <https://www.somindia.com/som-policies-codes.php>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable

6. Average net profit of the company as per section 135(5) for last three financial years : No Profit

7. Financial Details

- Two percent of average net profit of the company as per section 135(5): Not Applicable
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- Amount required to be set off for the financial year, if any: Nil
- Total CSR obligation for the financial year 2022-23 (7a+7b-7c): Not Applicable

8. A. CSR amount spent or unspent for the financial year 2022-23:

(Rs. in Lakhs)

Total Amount Spent for Financial Year	Amount unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
-	-	-	-	-	-

- B. Details of CSR amount spent against ongoing projects for the financial year 2022-23: Not Applicable

- C. Details of CSR amount spent against other than ongoing projects for the financial year 2022-23:

(Rs. in Lakhs)

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
-	-	-	-	-	-	-	-	-	-

- D. Amount spent in Administrative Overheads: Nil

- E. Amount spent on Impact Assessment, if applicable: Nil

F. Total amount spent for the Financial Year (8b+8c+8d+8e): Not Applicable

G. Excess amount for set off, if any

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
i	Two percentage of average net profit of the company as per section 135(5)	-
ii	Total amount spent for the Financial Year	-
iii	Excess amount spent for the financial year [(ii)-(i)]	-
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

9. A. Details of Unspent CSR amount for the preceding three financial years :

(Rs. in Lakhs)

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6)	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule-VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of transfer	
1	2021-22	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2	2020-21	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3	2019-20	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

B. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (Asset-wise details):

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
i	Date of creation or acquisition of the capital asset(s)	Not Applicable
ii	Amount of CSR spent for creation or acquisition of capital asset	Not Applicable
iii	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Not Applicable
iv	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	Not Applicable

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5) – Not Applicable:

The CSR Committee has formulated proper implementation and monitoring system which, is in compliance with CSR objectives and Policy of the Company.

For Som Distilleries and Breweries Limited

Sd/-
Nakul Kam Sethi
Executive Director

Sd/-
Uma Kant Samal
Chairperson, CSR Committee

ANNEXURE IV

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014 are given below:

1. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23:-

Name of Directors	Ratio of remuneration of Director to median remuneration of Employees
Mr. Jagdish Kumar Arora	32.67
Mr. Nakul Kam Sethi	16.67
Mr. Deena Nath Singh	0.17
Ms. Nishi Arora	0.17
Mr. Satpal Kumar Arora	0.42
Mr. Uma Kant Samal	0.42

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, in the financial year 2022-23:-

Name of Directors	Designation	% age increase
Mr. Nakul Kam Sethi	Whole Time Director	10
Mr. Rajesh Kumar Dubey	Chief Financial Officer	10
Mr. Om Prakash Singh	Company Secretary	7

3. The percentage increase in the median remuneration of employees in the financial year:- 10
4. The number of permanent employees on the roll of the Company during the financial year:- 426
5. Average percentile increase in salaries of employees other than managerial personnel and its comparison with percentile increase in the remuneration of Managerial personnel: the average salary of employees other than managerial personnel has been increased by 10% whereas, remuneration to managerial personnels has been increased by 10%.
6. Key parameter of any variable component of remuneration availed by the director: Not Applicable.
7. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration as per the Remuneration Policy of the Company.

ANNEXURE V

DETAILS OF CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING

(Section 134 (3) (m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014)

1. Conservation of Energy

The company aims to reduce its dependency on fossil fuel and is therefore adopting renewable sources of energy across its establishments. Furthermore, in order to minimize the wastage of energy the company conduct Regular checks of all electrical equipment and installations. The company also encourages its employees and worker to Shut down all electrical machineries at appropriate time to avoid wastage of energy SOM plans to achieve Maximum renewable energy and renewable Electricity status by replacing the usage of fossil fuels to Renewable Fuels.

2. Technology Absorption

SOM has consistently tried to adopt new technology in sustainable manner. It included replacing old outdated machinery to new and better equipments.

Further, the Company has adopted automation wherever possible. The company encourages its Workers to use adopt to new technology and implement the same in most efficient manner.

The company plans to adopts to import manufacturing technology in future. However, currently Company's products manufactured by using in-house know how.

3. Expenditure incurred on research and development :

During the financial year 2022-23, Company expenditure on research and development was Nil

4. Foreign Exchange Earnings and Outgo

Foreign Exchange Earning and Expenditure-	(in Rs. lakhs)
Foreign Exchange earned in terms of actual Earning during the year	910.27
Foreign Exchange outgo in terms of actual Expenditure during the year	2335.33

CORPORATE GOVERNANCE REPORT

Corporate Governance is the system of rules, practices and processes through which objectives of a corporate entity are set and pursued in the context of the social, regulatory and market environment. It essentially involves balancing the interests of various stakeholders, such as shareholders, Management, customers, suppliers, financiers, Government and the community. Fundamentals of Corporate Governance includes transparency, accountability and independence.

Your Director's present the Company's Report on Corporate Governance for FY 2022-23 in compliance with Regulation 34(3) read with part C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At SOM, we consider stakeholders as partners in our journey forward and we are committed to ensure their wellbeing, despite business challenges and economic volatilities.

As a Company with a strong sense of values and commitment, we believe that profitability must go hand in hand with a sense of responsibility towards all stakeholders. This translates into the philosophy of Corporate Governance. The cardinal principles such as independence, accountability, responsibility, transparency, trusteeship and disclosure serve as means for implementing the philosophy of Corporate Governance.

The Company is focused on enhancement of long-term value creation for all stakeholders without compromising on integrity, societal obligations, environment and regulatory compliances.

2. BOARD OF DIRECTORS

The "Board", being the trustee of the Company, is responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities.

a) Composition

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors, including independent professionals, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance. The Board currently comprises Six Directors, out of which two are Executive Directors viz. Shri Jagdish Kumar Arora (Chairman) and Shri Nakul Kam Sethi. The other Four Directors are Non- Executive-Independent Directors viz. Shri Deena Nath Singh, Shri Satpal Kumar Arora, Smt. Nishi Arora, Shri Uma Kant Samal, and Shri Rajesh Kumar (Resigned from the Board of the Company w.e.f. 14th April, 2023)

The Board In its meeting dated April 27, 2023 proposed the re-appointment of the Mr. Nakul Kam Sethi, as the Whole-Time Director of the Company for a further period of 5 years with effect from June 1, 2023. The shareholders have approved reappointment of Mr. Sethi at their meeting held on August 8, 2023.

b) Board Meetings

During the FY 2022-23, Eight Meetings of the Board of Directors were held on April 26, 2022 , July 20, 2022, September 2, 2022, October 20, 2022, November 18, 2022, December 9, 2022, January 24, 2023, and February 27, 2023. The necessary quorum was present for all the meetings. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2023 are given herein below:

Name of Director	Category	F.Y. 2022-23 Attendance at		No. of Directorship of Companies (Including SDBL) as on March 31, 2022		No. of Committees (Including SDBL)		Directorship in other listed Entity (Category of Others Member Chairman Directorship)
		Board Meeting	Last AGM	Others		Member	Chairman	
				Public	Private			
Jagdish Kumar Arora	Executive Director, Chairperson, MD	8	No	2	4	-	-	-
Nakul Kam Sethi	Executive Director	8	Yes	2	1	5	-	-
Deena Nath Singh	Non-Executive - Independent Director	2	Yes	1	2	6	2	-
Nishi Arora	Non-Executive - Independent Director	3	Yes	1	1	5	-	-
Satpal Kumar Arora	Non-Executive - Independent Director	8	Yes	6	2	4	5	2
Uma Kant Samal	Non-Executive - Independent Director	8	Yes	1	-	-	-	-
Rajesh Kumar*	Non-Executive - Independent Director	2	No	-	-	-	-	-

*Appointed on 9th December, 2022 and Resigned from the Board of the Company w.e.f. 14th April, 2023.

Notes:

1. The Directorship/Committee membership is based on the disclosures received from the Directors and excludes foreign Companies. Further, chairmanship/ membership of only Audit and Shareholder's/Investors' Grievance Committees are indicated.
2. None of the Directors is a Director in more than 10 public companies in terms of section 165 of the Companies Act, 2013 nor a Member of more than 10 Committees and Chairman of more than 5 committees pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015.
3. None of the Directors are related to each other.

Details of name of other listed entities where Directors of the Company are Directors and the category of Directorship as on 31st March, 2023 are as under:

Name of Director	Name of other Listed entities in which the concerned Director is a Director	Category of Directorship
Jagdish Kumar Arora	-	-
Nakul Kam Sethi	-	-
Deena Nath Singh	-	-
Nishi Arora	-	-
Satpal Kumar Arora	Shree Pushkar Chemicals & Fertilisers Limited	Non-Executive - Independent Director
	Dhampur Sugar Mills Limited	Non-Executive - Independent Director
Uma Kant Samal	-	-

The profiles of Directors are available at the official website of the Company i.e. <https://www.somindia.com/som-policies-codes.php> and brief profiles of Directors proposed to be appointed/re-appointed is appended in the Notice of Annual General Meeting.

- c) **Matrix setting out the Skills/Expertise/Competence of Board of Directors, pursuant to Regulation C(2)(h)(i) of Schedule V of SEBI (LODR) Regulations, 2015, as on March 31, 2023**

Skills/Expertise/ Competence Required	Jagdish Kumar Arora	Nakul Kam Sethi	Deena Nath Singh	Nishi Arora	Satpal Kumar Arora	Uma Kant Samal	Rajesh Kumar
	Chairman & Managing Director	Whole Time Director	Non- Executive & Independent Director	Non- Executive & Independent Director	Non- Executive & Independent Director	Non-Executive & Independent Director	Non-Executive & Independent Director
Sector Knowledge	Yes	Yes	Yes	Yes	Yes	Yes	-
Manufacturing Management	Yes	-	-	-	-	-	-
Operations Management	Yes	Yes	Yes	Yes	-	Yes	-
Strategic Planning	Yes	Yes	-	Yes	Yes	Yes	Yes
Sales & Marketing	Yes	-	-	-	-	-	-
Financial Planning & Analysis	Yes	Yes	Yes	-	Yes	-	-
Legal Knowledge	Yes	Yes	-	-	Yes	Yes	-
Planning & Allocation	Yes	Yes	-	-	-	Yes	Yes
Risk Management	Yes	Yes	Yes	-	Yes	-	-
Digital Technology	Yes	Yes	-	-	-	-	-
Leadership Development	Yes	Yes	-	-	Yes	Yes	Yes
Change Management	-	Yes	-	-	-	-	-
Corporate Governance	Yes	Yes	Yes	Yes	Yes	-	-
Investor Relations	Yes	Yes	-	-	Yes	-	-

3. INDEPENDENT DIRECTORS

The Company has received disclosures from all the Independent Directors that they fulfilled conditions specified under Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and were Independent of the Management. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

i. SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met on January 24th 2023 inter alia, to:

- Review & assess the ethical or governance issues;
- Review & assess the insider trading issues and
- To critical whistleblower incident.

All the Independent Directors were present at the meeting.

ii. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Familiarization Program for Independent Directors of Som Distilleries and Breweries Limited has been adopted by the Board of Directors pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the requirement of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through this program.

The Familiarization Programme for Independent Directors and details of Familiarization Programme imparted to Independent Directors is available on the website of the Company under the weblink: <https://www.somindia.com/pdf/sebi/SOM-Familiarization-Programme-for-Independent-Directors.pdf>

4. COMMITTEES OF THE BOARD

The Company has following Committees of the Board of Directors of the Company:

- Audit Committee (AC)
- Nomination & Remuneration Committee (NRC)
- Corporate Social Responsibility Committee (CSRC)
- Stakeholder Relationship Committee (SRC)
- Risk Management Committee (RMC)
- Executive Legal and Borrowing Committee (ELBC)

The Company Secretary acts as Secretary of all the above mentioned Committees. The details of Committees are indicated below:

A. AUDIT COMMITTEE

i. Composition

During the period in review the Audit Committee was reconstituted on 26th day of April, 2022. The Committee was further reconstituted on April 27, 2023. Currently, the Committee comprises of one Executive Director and Four Non-Executive (Independent Directors), viz.

a.	Shri Satpal Kumar Arora (Non-Executive & Independent Director)	Chairperson
b.	Shri Deena Nath Singh (Non-Executive & Independent Director)	Member

c.	Smt. Nishi Arora (Non-Executive & Independent Director)	Member
d.	Shri Nakul Kam Sethi (Executive)	Member
e.	Shri Uma Kant Samal (Non-Executive & Independent Director)	Member

The constitution meets the criteria prescribed under Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

ii. Powers

- To investigate any activity within its terms of reference;
- To seek any information from any employee;
- To obtain outside legal and other professional advise;
- To secure the attendance of outsider(s) with relevant expertise, if required;

iii. Terms of reference

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Review, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause(c) of sub-section (3) of Section 134 of the Act;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Modified opinion(s) in the draft audit report.
- Review, with the management, the quarterly financial statements before submission to the Board for approval.
- Review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Review and monitor the auditors' independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments. Valuation of undertakings or assets of the Company, wherever it is necessary.

- Evaluation of internal financial controls and risk management systems.
- Monitor the end use of funds raised through public offers and related matter.
- Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discuss with internal auditors of any significant findings and follow up there on.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Review the functioning of the whistle blower mechanism.
- Review the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding Rs.100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date or such other limit as may be prescribed.
- Review the management discussion and analysis of financial condition and results of operations.
- Review the statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- Review the management letters/letters of internal control weaknesses issued by the statutory auditors.
- Review the internal audit reports relating to internal control weaknesses.
- Review the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee. Review the statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations.
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of SEBI Listing Regulations.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Examination of the financial statement and the auditors' report thereon; Review the financial statements, in particular, the investments made by the unlisted subsidiary/ ies.

The Audit Committee charter with exhaustive terms of reference

is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>.

iv. Meeting and Attendance during the year

During the F.Y. ended on March 31, 2023, Six Audit Committee Meeting were held on 26 April, 2022, 20 July, 2022, August 10, 2022, October 20, 2022, December 9, 2022 and January 24, 2023.

B. NOMINATION AND REMUNERATION COMMITTEE

i. Composition

During the Period under Review there was no change in the Constitution of the Committee. However, the Committee was Reconstituted on April 27, 2023 and Currently its comprises of Three Non-Executive & Independent Directors, viz.

a.	Shri Uma Kant Samal (Non-Executive & Independent Director)	Chairperson
b.	Smt. Nishi Arora (Non-Executive & Independent Director)	Member
c.	Shri Satpal Kumar Arora (Non-Executive & Independent Director)	Member

The constitution meets the requirement of the provision of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

ii. Terms of reference

- Recommend to the Board the setup and composition of the Board and its committees, including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director." The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the Board the appointment or reappointment of directors.
- Devise a policy on Board diversity.
- Recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this Committee).
- Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include "Formulation of criteria for evaluation of Independent Directors and the Board". Additionally, the Committee may also oversee the performance review process of the KMP and executive team of the Company.
- Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
- On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- Oversee familiarisation programmes for directors.
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for Board, KMP and executive team).

- Provide guidelines for remuneration of directors on material subsidiaries.
- Recommend to the Board on voting pattern for appointment and remuneration of directors on the Boards of its material subsidiary companies.

The Nomination & Remuneration Committee charter with exhaustive terms of reference is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>.

iii. Meeting and attendance during the year

During the FY ended on March 31, 2023, two meetings of the Committee were held on July 20, 2022 and December 9, 2022.

iv. Remuneration Policy for Directors

The Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements on periodical basis. The Remuneration Policy is in consonance with the existing Industry norms. The tenure of office of the Managing Director, and Whole Time Director is for certain period from their respective dates of appointments and can be terminated by either party by giving proper notice in writing.

The Policy on Appointment and Remuneration of Directors is available on the website of the Company under the web link <https://www.somindia.com/som-policies-codes.php>.

v. Performance Evaluation

Pursuant to the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees, Corporate Social Responsibility Committee and Investor Grievances cum Stakeholder Relationship Committee. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committee, Board Culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board and who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguard the interest of the Company and minority shareholders etc. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. Further, the performance evaluation of the Independent Directors was carried out by the Non-Independent Directors who also reviewed the performance of Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

vi. Details of Remuneration of Directors (For the F.Y. ended on March 31, 2023)

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance/ track record, macroeconomic review on remuneration packages of heads of other organisations and is decided by the Board of Directors.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component), incentive remuneration and/ or commission (variable components) to its Executive Directors within the limits prescribed under the Companies Act, 2013 and approved by the shareholders.

None of the Non-Executive Directors of the Company are drawing any remuneration from the Company.

There is no separate provision for payment of severance fees under the resolutions governing the appointment of Chairman and Whole-time Director.

The Company has not granted stock options to the Executive Directors or Employees of the Company.

The Executive Directors, so long as they function as such shall not be entitled to any sitting fees for attending any meetings of Board or Committees thereof.

(Rs. in lakhs)

Name of the Director	Salary and Allowances	Sitting Fees	Commission	Total
Mr. Jagdish Kumar Arora*	139.4	-	-	139.4
Mr. Nakul Kam Sethi	62.6	-	-	62.6
Mr. Deena Nath Singh	-	0.60	-	0.60
Mr. Satpal Kumar Arora	-	2.40	-	2.40
Mr. Uma Kant Samal	-	2.40	-	2.40
Ms. Nishi Arora	-	0.90	-	0.90

* During the period under review the remuneration of Shri JK Arora was increased pursuant to shareholders approval dated August 19, 2022

Criteria of making payments to Non-Executive Directors

The Non-Executive Directors are paid sitting fee within the permissible limit as per Companies Act, 2013 and rules made there under. Presently the sitting fee for Independent Director is Rs.30,000/- each for Board meeting.

Service Contract, Severance Fee and Notice Period

Directors of the Company are ultimately appointed by the Shareholders upon recommendation of the Board of Directors within the framework of the Companies Act, 2013 as well as the Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolutions passed by these two governing bodies together with the service rules of the Company covers the terms, conditions and remuneration of such appointment. There is no service contract separately entered into by the Company with the Directors. Further, the resolutions appointing these Directors do not prescribe for the payment of any separate Severance Fee to them.

However, the requirement of notice period is as per the service rules of the Company.

Shareholding of non-executive Directors in the Company

As per the declarations received from the Non-Executive Directors, none of them hold any shares in the Company except Shri Satpal Kumar Arora who hold 16225 shares in the Company.

C. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

i. Composition

During the Period under review there was no change in the CSR Committee. The Committee was last reconstituted on April 27, 2023 and comprises of one Executive Director and three Independent Non- Executive Directors, viz.

a.	Shri Uma Kant Samal (Non-Executive & Independent Director)	Chairperson
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b.	Smt. Nishi Arora (Non-Executive & Independent Director)	Member
c.	Shri Nakul Kam Sethi (Whole Time Director)	Member
d.	Shri Deena Nath Singh (Non-Executive & Independent Director)	Member

ii. Terms of reference

- Formulate and recommend to the Board, a CSR policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount of expenditure to be incurred on the activities referred to above;
- Monitor the CSR Policy of the Company from time to time.
- Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.
- Do such other acts, deeds, things and matters as are necessary or expedient in complying with the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Corporate Social Responsibility Committee charter with exhaustive terms of reference is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>.

iii. Meeting and attendance during the year

During the FY ended March 31, 2023 two meetings of the Committee were held on July 20, 2022 and January 24, 2023.

D. STAKEHOLDER RELATIONSHIP COMMITTEE

i. Composition

During the Period under Review there was no change in the Constitution of the Committee. However, the Committee was reconstituted on April 27, 2023 and Currently its comprises of Three Non-Executive & Independent Directors and one Whole Time Director, viz.

a.	Shri Satpal Kumar Arora (Non-Executive & Independent Director)	Chairperson
b.	Shri Deena Nath Singh (Non-Executive & Independent Director)	Member
c.	Smt. Nishi Arora (Non-Executive & Independent Director)	Member
d.	Shri Nakul Kam Sethi (Whole Time Director)	Member

ii. Terms of reference

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend/notice/annual reports, transfer/transmission of shares, issue of new/duplicate certificates, general meetings etc., and all other securities-holders related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
- Authorize any person to take such actions as necessary or deemed fit by the Committee for any matter.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by

the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company.
- Review the policies, processes and systems periodically and recommend measures for improvements from time to time.
- Look into various aspects of interest of shareholders, debenture holders and security holders.
- Such other matters as may be required to be carried out by the Stakeholders' Relationship Committee pursuant to amendments under any law, from time to time.

The Investor Grievances & Stakeholder Relationship Committee charter with exhaustive terms of reference is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>

iii. Meeting and attendance during the year

During the F.Y. ended March 31, 2022, four meetings were held on April 26, 2022, July 20 2022, October 20,2022 and January 24, 2023.

Shareholders' Complaints received

During the FY 2022-23, opening balance of the complaints was nil and 1 complaints was received from the shareholders, all of which were satisfactorily attended.

Further, no valid transfer/ transmission of shares was pending as on March 31, 2023.

E. RISK MANAGEMENT COMMITTEE

i. Composition

During the Period under Review there was no change in the Constitution of the Committee. However, the Committee was reconstituted on April 27, 2023 and Currently it comprises of One Whole-Time Director and Two Non-Executive & Independent Directors, viz.

a.	Shri Nakul Kam Sethi (Whole Time Director)	Chairperson
b.	Smt. Nishi Arora (Non-Executive & Independent Director)	Member
c.	Shri Deena Nath Singh (Non-Executive & Independent Director)	Member

ii. Meeting and attendance during the year

During the F.Y. ended March 31, 2023, one meeting was held on January 24, 2023.

iii. Terms of reference

- Formulate, monitor and review risk management policy and plan, inter-alia, covering investment of surplus funds, management of foreign exchange risks, cyber security risks.
- Approve addition/deletion of banks and other financial intermediaries and recognised exchanges from time to time for carrying out Treasury transactions and delegate the said power to such person as may be deemed fit.
- Carry out any other function as is referred by the Board from time to time or required under the relevant provisions of the applicable laws, regulations and various circulars issued by the regulatory authorities, from time to time

The details of all the Committee meetings attended by the

Directors are indicated below:

Name of Directors	No. of Committee Meetings attended				
	AC	NRC	CSRC	SRC	RMC
Jagdish Kumar Arora	NA	NA	NA	NA	NA
Nakul Kam Sethi	5	NA	2	4	1
Deena Nath Singh	4	2	1	2	0
Nishi Arora	5	0	1	3	1
Satpal Kumar Arora	NA	2	NA	NA	NA
Uma Kant Samal	5	NA	2	NA	NA

F. NON MANDATORY COMMITTEES OF THE BOARD

The Company has following other Committees to speed up routine matters and to comply with other statutory formalities. They meet as and when required. The Company Secretary acts as Secretary of the Committees.

i. Executive Legal and Borrowing Committee

a.	Shri Nakul Kam Sethi (Whole Time Director)	Chairperson
b.	Shri Deena Nath Singh (Director)	Member
c.	Mr. Rajesh Kumar Dubey (CFO)	Member

G. SENIOR MANAGEMENT:

Particulars of Senior Management Personnels including the changes therein since the close of the previous financial year.

S. No	Name of SMP	Designation	Change
1.	Mr. Rajesh Dubey	Chief Financial Officer	-
2.	Mr. Satish Bhansali	Finance	-
3.	Mr. Kumar Raman Shrivastav	Manager Legal	-
4.	Mr. Om Prakash Singh	Company Secretary	-
5.	Mr. Nitin Malviya	AGM -Accounts	-
6.	Mr. Devendra Singh Tomar	Sales Controller	-
7.	Mr. Govind Singh	States Head	-
8.	Mr. Shashank Sharma	DGM-CSD	-
9.	Mr. Krishna Kumar Tiwari	AGM-Export	-
10.	Mr. Krishna Kant Malviya	HR Manager	-

5. GENERAL BODY MEETINGS:

i) Annual General Meetings (AGM) (Location, day, date and time of Annual General Meetings (AGMs) and Special Resolutions passed there at):

Year	Venue	Date, Day & Time	Special Resolution Passed
2021-22	Video conferencing / other audio-visual means (VC / OAVM)	Tuesday, 27th September, 2022 at 12.30 p.m.	Nil

2020-21	Video conferencing / other audio-visual means (VC / OAVM)	Tuesday, September 28th, 2021 At 12:30 PM	Nil
2019-20	Video conferencing / other audio-visual means (VC / OAVM)	Tuesday, September 29, 2020 At 12:30 PM	Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013. Adoption of Articles of Association as per the provisions of the Companies Act, 2013. Approval SOM ESOP Scheme, 2020 as per the provisions of the Companies Act, 2013 and applicable SEBI Regulations. Approve sub-division of shares as per the provisions of the Companies Act, 2013 and applicable SEBI Regulations.

ii) Extra Ordinary General Meeting (EGM):

Year	Venue	Date, Day & Time	Special Resolution Passed
2022-23	Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh)	Tuesday, 7th March, 2023 at 11:30 am	To consider appointment of Mr. Rajesh Kumar as an Independent Director
2022-23	Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh)	27th December, 2022 at 12:00 p.m.	To continue appointment of Mr. Uma Kant Samal as an Independent Director on attaining the age of seventy-five years Reclassification of Mr. Surjeet Lal (outgoing Promoter 1) to "Public" shareholder category Reclassification of Ms. Sweena Arora (outgoing Promoter 2) to "Public" shareholder category To change the name of the company

2022-23	Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh)	19th August, 2022 at 11:30 am	<p>To increase the authorised share capital and consequent Alteration in Clause v of memorandum of association</p> <p>To consider and approve issue of convertible equity warrants to Promoters/ Promoters group and Public investors on Preferential basis</p> <p>To approve increase in Remuneration to Mr. Jagdish Kumar Arora, Chairman & Managing Director in terms of the provisions of the Companies Act, 2013, applicable SEBI regulations</p> <p>To increase the overall Managerial Remuneration of the Directors of the company</p> <p>To approve Material Related Party transactions with Som Distilleries Private Limited, Promoter</p> <p>Approval for giving loan or guarantee or providing security in connection with loan availed by any of the company's subsidiary(ies) or any other person specified under Section 185 of the companies act, 2013</p>
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iii) Whether Special Resolutions were put through postal ballot last year, details of voting pattern:

There were no special resolution(s) passed through postal ballot process during FY 2022-23.

iv) Whether any resolutions are proposed to be conducted through postal ballot:

No Resolution is proposed to be passed by way of Postal Ballot at the ensuing Annual General Meeting.

6. DISCLOSURES

a) List of related parties and materially significant related-party transactions have been given in Note no. 43. of Significant Accounting Policies and Notes on Financial statements. However, there is no related party transaction which has potential conflict with the interests of Company at large. The Company has formulated a policy on Related Party Transactions available on the website of the Company under the weblink <https://www.somindia.com/pdf/sebi/som-related-party-transactions-policy-26-4-22-revised.pdf>.

b) The Company has complied with various Rules and Regulations

prescribed by the Stock Exchanges, SEBI or other statutory authorities relating to the capital markets as and when and to the extent it becomes applicable to the Company. No penalties or strictures have been imposed by them on the Company in the last three years except the following:-

- By Stock Exchanges (BSE & NSE) for non-compliance of Regulation 17 of SEBI (LODR) Regulations, 2015;
- By National Stock Exchange for non-compliance of regulation 13(3) for one day with National Stock Exchange;

c) As per the Whistle Blower Policy of the Company every employee of the Company has an open access to the respective Functional Heads, Head- HRD, Managing Director as well as Executive Chairman so as to ensure ethical and fair conduct of the business of the Company. Further no person has been denied access to the Audit Committee during the FY 2022-23.

d) During the FY 2022-23, the Company has complied with all the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. MEANS OF COMMUNICATION

The quarterly and annual Financial Results of the Company are normally published in the leading newspapers like Business Standard (Hindi & English). The Financial Results are also furnished to stock exchange(s). The results are also posted on the Company's website <https://www.somindia.com/som-investors-section-financials.php> from time to time. Further, the Company also displays the official news releases and presentations made to the Institutional Investors and to the Analysts on its website.

8. SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES)

The investor complaints are processed in centralized web-based complaints redress system. The salient features of this system are Centralized database of all complaints, online uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaints and its current status.

9. GENERAL INFORMATION FOR SHAREHOLDERS

a. Annual General Meeting

The Annual General Meeting of the Company is scheduled to be held Wednesday, the 27th day of September, 2023 at 12.30 p.m. through video conferencing / other audio-visual means (VC/OAVM).

b. Financial calendar 2023-24 (tentative and subject to change)

First Quarterly Results	on or before August 14, 2023
Second Quarterly Results	on or before November 14, 2023
Third Quarterly Results	on or before February 14, 2024
Annual results	on or before May 30, 2024

c. Date of Book Closure

Thursday, September 21st, 2023 to Wednesday the September 27th, 2023 (Both days inclusive) for the purpose of AGM.

d. Dividend Payment Date, if declared

The Company declared a dividend @ 5% on November 18, 2022 on paidup equity share capital.

e. Listing on Stock Exchange

Equity Shares of the Company are listed on:

- BSE Limited (Bombay Stock Exchange) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
- National Stock Exchange of India Limited Exchange Plaza,

Annual Listing Fees for the F.Y. 2022-23 has been paid to the above Stock Exchanges. The Company has also paid annual custodian fees for F.Y. 2022-23 to National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL).

f. Equity Code:

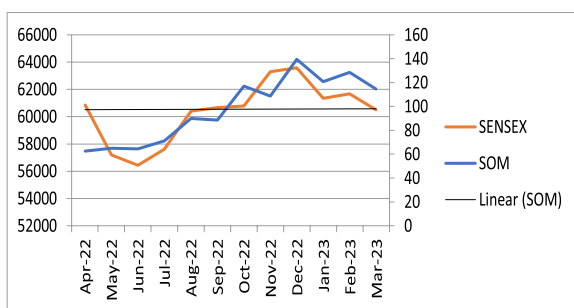
BSE LIMITED	507514
National Stock Exchange of India Limited	SDBL
International Securities Identification Number (ISIN) of Equity Shares	INE480C01020

g. Market Price Data:

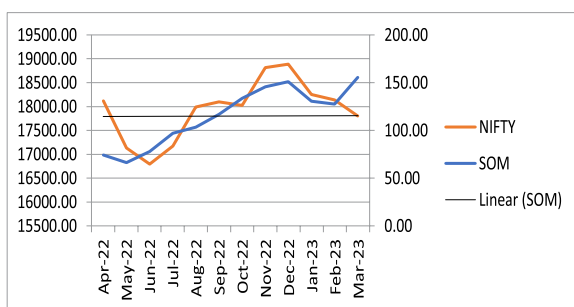
Monthly high and low market price data of Equity Shares traded on Stock Exchange(s):

Month	BSE		NSE	
	High Price (Rs.)	Low Price (Rs.)	High Price (Rs.)	Low Price (Rs.)
Apr-22	74.6	59.4	74.1	58.95
May-22	65.55	53.85	66.25	53.9
Jun-22	78.05	58.7	78	58.55
Jul-22	97.5	64.55	97	64.55
Aug-22	103.4	86.55	103.5	87.55
Sep-22	116.45	88.65	116.9	90.3
Oct-22	133.3	102.65	133.5	102.6
Nov-22	146	105.25	145.6	105.1
Dec-22	151	109.9	150.95	109.85
Jan-23	130.4	109.9	130.4	109.8
Feb-23	128.65	112.25	127.5	112.3
Mar-23	155	114.6	155.5	114.6

h. Performance of the Company's Share price as compared to BSE Sensex and S & P CNX Nifty



ii. Company's share price as compared to Nifty



i. Unclaimed Dividend

- The Company had transferred an amount of Rs.11,71,719 in respect of unclaimed dividend for the FY 2014-15 to

- The Dividend for the under noted year remaining unclaimed for 7 years will be transferred in the Investors Education and Protection Fund (IEPF) by the Company in accordance with the schedule given below. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.

F.Y.	Date of declaration of Dividend	Due date for transfer to IEPF
2015-16	September 30, 2016	October 30, 2023
2016-17	September 29, 2017	October 29, 2024
2017-18	September 28, 2018	October 28, 2025
2018-19	September 27, 2019	October 27, 2026
2019-20	Not declared	N.A.
2020-21	Not declared	N.A.
2022-23	November 18, 2022	November 17, 2029

Shareholders who have not so far encashed their dividend warrant(s) or have not received the same are requested to seek issue of Demand Draft by writing to the Company or to the Registrar & Share Transfer Agent of the Company confirming non-encashment/ non- receipt of dividend warrant(s).

j. Transfer of Unclaimed Shares to the Investor Education and Protection Fund (IEPF):

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the Shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to IEPF Account.

The Company is in process of sending notices / reminders to the concerned members and to publish notice regarding the same in newspaper(s).

If the unclaimed shares and unclaimed dividends are not claimed by the time, the Company will initiate necessary steps to transfer the same, if required, to IEPF without further notice.

In the event of transfer of Shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

k. Address for Correspondence by investors:

i. Registrar & share transfer agent

M/s Mas Services Limited is the Registrar and Transfer Agent (RTA) of the Company in respect of the Equity shares held in Demat and Physical mode. All work related to Shares Registry, both in physical and electronic form, is handled by the Company's Registrar & Share Transfer Agent. Its address is as follows:-

M/s Mas Services Limited
 T-34, Okhla Industrial, Area, Phase-II, Delhi - 110020
 Telephone No. 01126387281-83
 E-mail: investor@masserv.com
 Website: www.masserv.com

ii. Mr. Om Prakash Singh

Company Secretary is the Compliance Officer as per Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Investors' complaint may also be addressed to him at the following address:

Company Secretary,
Som Distilleries and Breweries Limited
Corporate Office: 23, Zone II, M.P. Nagar,
Bhopal, Madhya Pradesh - 462011
Telephone No. 0755-4271271
Email: compliance@somindia.com

I. Share Transfer System

M/s Mas Services Limited processes the share transfer/transmission requests received in physical form and the same are approved by Share/ Debenture Transfer Committee constituted by Board of Directors within the statutory timeline.

SEBI has notified that, securities of listed companies can be transferred only in dematerialised form.

m. Nomination Facility

Members are allowed to nominate any person to whom they desire to have the shares transmitted in the event of death. Members desirous of availing this facility may submit the prescribed documents to the RTA.

n. Distribution of Shareholding by size as on March 31, 2023

Range of Equity Shares of Nominal Value in Rs.	No. of Shareholders	%age	No. of Shares	%age
1 to 5000	30633	91.52	5700683	7.73
5001 to 10000	1238	3.70	1905427	2.58
10001 to 20000	692	2.07	2011001	2.72
20001 to 30000	286	0.85	1439634	1.95
30001 to 40000	140	0.42	1000465	1.35
40001 to 50000	115	0.34	1089168	1.48
50001 to 100000	159	0.47	2290616	3.10
100001 & Above	209	0.62	58327579	79.07
Total	33472	100	73764573	100

o. Shareholding Pattern as on March 31, 2023

Shareholding of Promoter and Promoter Group		
Indian	24423100	33.11%
Sub Total	24423100	33.11%
Public Shareholding		
Institutions		
Alternate Investment Funds	-	-
Foreign Portfolio Investor	813013	1.11%
Financial Institutions / Banks	-	-
Central Government/ State Government(s)/ President of India		
Non-Institutions		
Individuals		
Individual shareholders holding nominal share capital upto Rs.2 Lakhs	16958847	22.99%
Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.	26314950	35.67%
Any Other (Specify)	5254663	7.12%
Sub Total	49341473	65.78%
GRAND TOTAL (A)+(B)	73764573	100.00%

p. Dematerialisation of shares and liquidity

The shares of the Company are tradable compulsorily in demat form and are available for trading in the depository systems of both National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd. (CDSL). As on March 31, 2023, 97.235% of the Company's total share capital was held in dematerialized form.

The International Security Identification Number (ISIN) allotted to the Company's Equity Shares is INE480C01020. The Company's shares are actively traded on both the exchanges i.e. BSE and NSE.

q. Outstanding GDRs / ADRs / warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any ADRs, GDRs or any other convertible instruments.

r. Commodity Price Risk/Foreign Exchange Risk and Hedging:

In the ordinary course of business, the Company is exposed to risks resulting from exchange rate fluctuation and interest rate movements. It manages its exposure to these risks through derivative financial instruments. The Company's risk management activities are subject to the management, direction and control of Treasury Team of the Company under the framework of Risk Management Policy for Currency and Interest rate risk as approved by the Board of Directors of the Company. The Company's Treasury Team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The decision of whether and when to execute derivative financial instruments along with its tenure can vary from period to period depending on market conditions and the relative costs of the instruments. The tenure is linked to the timing of the underlying exposure, with the connection between the two being regularly monitored.

s. Plant Locations

The Company's Plant is located at village Rojra Chak, District Raisen, M.P.

t. Credit Rating (Loan Rating) : BBB +

The Company has not issued any debt instruments or fixed deposit programme or any scheme or proposal involving mobilization of funds.

u. In case the securities are suspended from trading, the directors report shall explain the reason thereof;

The securities of the Company are not suspended from trading.

v. The Registered Office of the Company is located at:

1-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029

10. WTD/CFO CERTIFICATION

In terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Wholetime Director and the Chief Financial Officer of the Company have given compliance certificate, stating therein the matter prescribed under Part B of Schedule II of the said regulations. Copy of the Certificate is enclosed with the report.

In terms of Regulation 33(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Wholetime Director and CFO certified the quarterly financial results while placing the final results before the board.

11. PROMOTERS AND CONTROLLING GROUP

The promoters/promoter group(s) of the Company are as follows:

S. No.	Name
1	Shri Surjeet Lal*
2	Shri Ajay Kumar Arora
3	Shrimati Sunita Arora
4	Shrimati Natasha Arora
5	Shri Jagdish Kumar Arora
6	Shrimati Sweena Arora*
7	Shri Deepak Arora
8	M/s Aalok Deep Finance Private Limited
9	M/s Som Distilleries Private Limited

*Application has been filed with the Stock Exchange for the Re-classification from the Promoter Category to Public Category

12. OTHER REQUIREMENTS UNDER SEBI (LODR) REGULATIONS, 2015

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange(s). Further, compliance of other requirements of the said Regulation is provided below:

i. Non-Executive Chairman's office:

The Chairman of the Company is an Executive Chairman and hence this provision is not applicable.

All Independent Directors are appointed/ re-appointed in accordance with guidelines determined by the Board from time to time. Further, all the Independent Directors of the Company possess good qualifications and experience which is very useful to the Company and they contribute effectively to the Company in their capacity as Independent Directors of the Company.

ii. Nomination and Remuneration Committee:

The Company has formed a Nomination and Remuneration Committee. The details of Nomination and Remuneration Committee as to scope and composition are detailed out earlier in this report.

iii. Posts of Chairman & Managing Director;

Mr. J.K. Arora is the Chairman & Managing Director.

iv. Shareholders' Rights:

The Quarterly, Half-yearly and Annual financial results of the Company are duly published in English language in newspapers having nation- wide circulation and also in regional language newspapers of the registered office of the Company. Further, these results are also posted on the website of the Company www.somindia.com. Annual Report containing the detailed Balance Sheet and Profit & Loss Account is also sent to every shareholder of the Company.

v. Audit Qualifications/ remarks

As explained in Directors' Report.

vi. Mechanism of evaluation of non-executive Directors

The Board of Directors including Non-Executive Directors is cast with the responsibility of strategic supervision of the Company. In view of the same, the Board evaluates its Non-Executive Directors on the basis of individual contribution towards fulfillment of this responsibility.

vii. Reporting of Internal Auditor

The Internal Auditor directly reports to Audit Committee.

viii. Disclosure of commodity price risks and commodity hedging activities – as explained in Management Discussion & Analysis Report

ix. **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) –** The Company has raised Rs.27.20 Crore through Preferential issue pursuant to EOGM approved on 19.08.2022. The Company has utilized the aforesaid funds for its objects i.e. towards the long term working capital

x. The board had accepted all recommendations made by any committee of the board which is mandatorily required, in the relevant financial year.

xi. As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, the Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

xii. The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the SEBI Listing Regulations. It has obtained a certificate affirming the compliances from Practising Company Secretary and the same is attached to this Report.

xiii. Details of Demat/Unclaimed Suspense Account

The Company has 201 any shares in the demat suspense account or unclaimed suspense account.

xiv. Fees paid to Auditors

The total fees for all services paid by your Company and its Subsidiaries to M/s AKB Jain & Co., Chartered Accountants, (Firm Registration No:003904C) Statutory Auditors and all the entities in the network firm/ network entity of which Statutory Auditors is a part during the financial year 2022-23 is Rs. 5.77 Lacs and estimated fees to be paid for the financial year 2023-24 shall be Rs. 6.34 Lacs.

13. POLICY ON SUBSIDIARY

The Company has formulated a policy on Subsidiary and is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>.

14. AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Certificate from M/s N.K. Jain & Associates, Practising Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated in 34(3) and 53(f) read with part E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to the Directors' Report forming part of the Annual Report.

15. CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

M/s N. K. Jain & Associates, Practising Company Secretary, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority. The

certificate is annexed to the Directors' Report forming part of the Annual Report.

16. WHISTLE BLOWER POLICY

This policy is formulated to establish a vigil mechanism and to provide an opportunity to Director(s)/employee(s) and an avenue to raise concerns and to access in good faith the Chairman of the Audit Committee, to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, in case they observe unethical and improper practices, actual or suspected fraud or violation of the Code of Conduct of the Company or any other wrongful conduct in the Company, to provide necessary safeguards for protection of Director(s) or Employee(s) from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against those Director(s) or Employee(s).

17. COMPLIANCE OF CODE OF CONDUCT

Your Company has laid down a Code of Conduct for all the Board Members, Senior Management personnel and designated personnel of the Company. The Code of Conduct has been

posted on the website of the Company i.e. <https://www.somindia.com/som-policies-codes.php>. All Board Members, Senior Management personnel and designated personnel have affirmed their compliance with the said Code of Conduct for the FY 2022-23.

For Som Distilleries and Breweries Limited

Sd/-

J.K. Arora

Chairman and Managing Director

Place: Bhopal

Date: September 5, 2023

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

Som Distilleries and Breweries Limited

We have examined the compliance of conditions of Corporate Governance by Som Distilleries and Breweries Limited ("the Company"), for the purpose of certifying of the Corporate Governance under Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the period April 01, 2022 to March 31, 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Corporation nor the efficiency or effectiveness with which the management has conducted the affairs of the Corporation.

Place: Bhopal
Dated: 25.08.2023
UDIN : F006436E000857671

For N.K. Jain & Associates
Company Secretaries

NEELESH JAIN
Proprietor
FCS-6436, CP-6912
Peer Review Certificate No. 2505/2022

NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

To,
The Members,
Som Distilleries and Breweries Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Som Distilleries and Breweries Limited having CIN L74899DL1993PLC052787 and having registered office at 1A, Zee Plaza, Arjun Nagar, S.J. Enclave, Kamal Cinema Road, New Delhi 110029 India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2023, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Jagdish Kumar Arora	00224633	04.02.2017
2.	Mr. Deena Nath Singh	00281542	30.03.2006
3.	Ms. Nishi Arora	07021730	14.11.2014
4.	Mr. Nakul Kam Sethi	06512548	01.06.2018
5.	Mr. Satpal Kumar Arora	00061420	13.10.2018
6.	Mr. Uma Kant Samal	08669929	20.04.2020
7.	Mr. Rajesh Kumar*	08732528	09.12.2022

*Resigned from the Board of the Company w.e.f. 14th April, 2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bhopal
Dated: 25.08.2023
UDIN : F006436E000857616

For N.K. Jain & Associates
Company Secretaries

NEELESH JAIN
Proprietor
FCS-6436, CP-6912
Peer Review Certificate No. 2505/2022

SOM DISTILLERIES & BREWERIES LIMITED

WTD/ CFO CERTIFICATE

To,

The Board of Directors

Som Distilleries and Breweries Limited

Dear Sir,

We hereby certify the following that:

1. We have reviewed financial statements and the cash flow statement of Som Distilleries and Breweries Limited for the year ended March 31, 2023 and to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee that:
 - i. There are no significant changes in internal control over financial reporting during the year;
 - ii. There are no significant changes in accounting policies during the year; and
 - iii. There are no instances of significant fraud of which we have become aware.

For Som Distilleries and Breweries Limited

Sd/-
Nakul Kam Sethi
Wholetime Director
August 25, 2023
Bhopal

Sd/-
Rajesh Kumar Dubey
Chief Financial Officer

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF SOM DISTILLERIES & BREWERIES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **M/s Som Distilleries & Breweries Limited, New Delhi** (“the Company”), which comprise the Standalone Balance Sheet as at 31st March 2023, the Standalone Statement of Profit and Loss (including standalone other comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Cash Flow Statement for the year then ended on that date, and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as the “standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its **Profit** including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (“SA’s) as specified under section 143(10) of the Companies Act, 2013 as amended (“the Act”). Our responsibilities under those Standards are further described in the “Auditor’s Responsibilities for the Audit of the Standalone Financial Statements” section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to the following Notes to the accompanying Standalone financial results:

- a) Note No. 46 regarding non availability of the necessary information of outstanding dues to Micro Enterprises and Small Enterprises.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter provided below, description of how our audit has addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled

the responsibilities described in the Auditor’s responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue from Operations (Refer Note No. 2.03 “Revenue Recognition” and Note No. 25 “Revenue from operations” of standalone financial statements)	
<p>Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.</p> <p>Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable net of returns, discounts and breakage, and taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.</p> <p>Based on the Educational Material on Ind AS 115 issued by the Institute of Chartered Accountants of India (“ICAI”), the recovery of excise duty flows to the Company on its own account and hence is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty. However, sales tax/value added tax (VAT), goods and services tax are not received by the Company on its own account and are taxes collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> - Assessed the Company’s revenue recognition accounting policy for sale of products and services. - Understood, evaluated and tested on sample basis the design and operating effectiveness of key internal controls over recognition and measurement of revenue. - Performed test of details on a sample basis and inspected the underlying accounting documents relating to sales accrual. - Tested on a sample basis, sales transactions near year end date. - Performed analytical procedures on revenue. - Assessed the disclosures in the standalone financial statements in respect of revenue for compliance with disclosure requirements.

Other Information

The Company's Board of Directors is responsible for preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in sub section (5) of Section 134 of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Accounting Principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error,

design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we provide "Annexure-A", a statement on the matters specified in paragraphs 3 and 4 of the said order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief

were necessary for the purpose of our audit.

- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Standalone Balance Sheet and Standalone Statement of Profit and Loss (including Standalone Other Comprehensive Income), Standalone Cash Flow Statement and Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in term of sub-section (2) of section 164 of the Companies Act, 2013.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
- g) According to the information and explanations given by the management and audit procedures performed by us, the remuneration paid/provided by the company to its directors is in accordance with the provisions of Section 197 read with Schedule V of the Act.
- h) With respect to the other matter to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, as amended, in our opinion and to the best of our information and according to explanation given to us:
 - (a) According to the information provided by the management, there is no pending litigation which may impact the financial position of the Company. As referred in Note No. 35 and Note No. 44 of the standalone financial statements.
 - (b) The company does not have long term contracts including derivative contracts for which there are any material foreseeable losses.
 - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (d) (i) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts to the Standalone Financial Statements, no funds (which are material either individually or in the

aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

- (e) The interim dividend declared and paid by the Company for the previous year is in accordance with the section 123 of the act to the extent it applies to the payment of dividend.
- (f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C

Sd/-

Rahul Dewani
Partner

BHOPAL
Dated: 27.04.2023

Membership No. 435066
UDIN : 23435066BGUVLC8237

ANNEXURE A

Referred to in Paragraph "Report on other Legal and Regulatory Requirements" of our Report on even date to the members of M/s Som Distilleries & Breweries Limited

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i)(a) (A) The company has maintained reasonable records showing full particulars, quantitative details and situation of Property, Plant & Equipment.

(B) The Company is maintaining reasonable records showing full particulars of intangible assets.

(b) According to the information & explanations given to us by the management, the company has a program of verification to cover all the items of Property, Plant & Equipment in a phased manner. In our opinion, which is reasonable having regards to the size of the company & nature of its assets. Pursuant to the program, certain Property, Plant & Equipment were physically verified by the management during the year. According to the information & explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information & explanations given to us by the management & on examination of the records produced before us, we report that the title deeds comprising all the immovable properties of land & buildings which are freeholds, are held in the name of the company as at balance sheet date.

(d) According to the information & explanations given to us by the management, the Company has not revalued its Property, Plant and Equipment during the year. Hence, this clause is not applicable.

(e) According to the information & explanations given to us by the management, no proceedings have been initiated or are pending against the company for holding any benami property under Benami Transactions (Prohibition) Act 1988 & Rules made thereunder.

(ii)(a) As per the information and explanation given to us by the management, the management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the frequency of verification, coverage and procedure of such verification is appropriate. Moreover, as informed to us, no material discrepancies were observed on such physical verification.

(b) As per the information and explanation given to us by the management, the Company has working capital limit in excess of five crore rupees during the year, in aggregate, from banks or financial institutions on the basis of security of current assets.

Copies of quarterly statements & returns, furnished to banks have been made available for our verification which have been verified by us on the random sampling basis & found the same in agreement with the books of accounts. Except the instances as mentioned below (referred in Note No. 20 of the standalone financial statements)–

(Rs. in Lakhs)

Quarter Ended	Value as per books of account	Value as per quarterly return/ statement	Discrepancy*
June 30, 2022 – Total Inventories	4,310.46	4,491.69	-181.23
September 30, 2022 – Total Inventories	4,885.73	4,435.01	450.72

*As informed to us, such were updated for book closure entries recorded post submission of returns/statements to banks.

(iii) During the year the company has made investments and also provided loans or advances in the nature of loans and also provided guarantee to its wholly owned subsidiary company. Hence, in respect of which we provide that–

(a) The company has provided loans and guarantee during the year, the details of which are as follows –

(Rs. in Lakhs)

Particulars	Loans	Guarantees
Aggregate amount during the year		
- Subsidiaries	4,150.00	2,600.00
- Other	-	-
Balance outstanding as at balance sheet date		
- Subsidiaries	11,341.92	9,141.00
- Other	-	2,136.00

(b) As per the information and explanations given to us by the management, the investments made, guarantees provided and loans provided during the year to its wholly owned subsidiary were not prejudicial to the company's interest.

(c) As per the information and explanations given to us by the management, in respect of loans provided by the company to its wholly owned subsidiary during the year, the schedule of repayment of principal and interest has not been stipulated. Thereby, we are unable to make specific comment upon the regularity of repayments or receipts.

(d) As per the information and explanations given to us by the management, in respect of the above loan, as the specific schedule of repayment of principal and interest has not been stipulated. Thereby, we are unable to make specific comment upon the total overdue amount for more than ninety days.

(e) As per the information and explanation given to us by the management, no loan granted were fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans or advances given to the same parties.

(f) As per the information and explanation given to us by the management, the company has granted loans either repayable on demand or without specifying any terms or period of repayment, to following parties as defined in clause (76) of section 2 of the companies act, 2013 during the year–

(Rs. in Lakhs)

Particulars	Related Parties
Aggregate of loan to wholly owned subsidiary during the year	
- Repayable on demand	-
- Agreement does not specify any terms or period of repayment	4,150.00
Percentage of loans to the total loans during the year	100%

- (iv) In our opinion, & according to information & explanation given to us, the company has not given any loan or guarantee or has not made any investments during the year as covered under section 185 of the act. In our opinion and according to the information and explanations given to us, provisions of Section 186 of the Act in respect of loans or advances in the nature of loans given, investments made or guarantees and securities given have been complied with by the Company to the extent applicable to it. However, interest has not been charged during the year on said loans.
- (v) As per the information and explanation given to us by the management and relevant records, the company has not accepted any deposits or amount which are deemed to be deposits, which are in contravention to the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the companies Act and the rules framed there under. Further, no order has been passed by Company law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of the activities carried on by the Company.
- (vii) (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employee's State Insurance, Income-tax, Goods and Service Tax, Cess and other statutory dues with the appropriate authorities.
- (b) As per the information and explanation given to us, no disputed amounts payable in respect of Provident Fund, Employee's State Insurance, Income-tax, Goods and Service Tax, Cess and other statutory dues were outstanding, at the year end. However, as per the information and explanation provided to us, there are following pending statutory dispute –

Name of Statute	Nature of dues	Amount of Demand (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
MP Entry Tax Act, 1976	Entry Tax	37.42	FY-2007-08	MP High Court, Jabalpur
MP Entry Tax Act, 1976	Entry Tax	13.95	FY-2012-13	Appeal Board Commercial Tax, Bhopal
MP Entry Tax Act, 1976	Entry Tax	9.33	FY-2016-17	Additional Commissioner Appeal, Bhopal
Income Tax Act, 1961	Income tax	23.54	AY-2012-13	CIT (Appeals)
Income Tax Act, 1961	Income tax	53.48	AY-2013-14	CIT (Appeals)

Income Tax Act, 1961	Income tax	938.15	AY-2014-15	CIT (Appeals)
Income Tax Act, 1961	Income tax	38.15	AY-2015-16	CIT (Appeals)
Income Tax Act, 1961	Income tax	24.75	AY-2016-17	CIT (Appeals)
Income Tax Act, 1961	Income tax	780.25	AY-2017-18	CIT (Appeals)
Income Tax Act, 1961	Income tax	25.60	AY-2018-19	CIT (Appeals)
Income Tax Act, 1961	Income tax	227.83	AY-2019-20	CIT (Appeals)
Income Tax Act, 1961	Income tax	168.00	AY-2020-21	CIT (Appeals)

- (viii) As per the information and explanation given to us by the management and relevant records, there was no transaction found unrecorded in the books of accounts of the company which have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act 1961.
- (ix) (a) Based on our audit procedures and on the information, explanations and representation given by the management, we are of the opinion that the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedure, we report that the company has not been declared willful defaulter by any bank or financial institution or other lender.
- (c) Based on our audit procedures and on the information and explanations given by the management, the Company have not taken any new term loan during the year.
- (d) According to the information and explanation given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no fund raised on short-term basis, which have been used for long-term purposed by the company.
- (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint venture.
- (f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) In our opinion and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer during the year. Hence, this clause is not applicable.
- (b) The company has made preferential allotment of shares warrant during the year which were converted into equity share during the year. As per the information available with us, it is provided that the requirement of section 42 and section 62 of the companies act, 2013 have been complied with and the fund raised have been utilized for the purpose it was raised.
- (xi) (a) During the course of our examination of the books and records of the company carried out in accordance with generally accepted auditing practices in India and according the information and explanation given to us, we have neither come

across any instance of fraud on or by the company, noticed or reported during the year, nor we have been informed of such case by the management.

- (b) To the best of our knowledge and information with us there is no instance of fraud reportable under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As per information and explanation given by the management there were no whistle blower complaints received by the company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company as defined under section 406 of the Companies Act, 2013. Accordingly, this clause including sub clauses are not applicable.
- (xiii) According to the information and explanation, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where ever applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered internal audit reports of the company issued till date, for the period under audit.
- (xv) According to the information and explanation given to us, during the year the company has not entered into any non-cash transactions with its directors or persons connected with them. Hence, provisions of section 192 of the Companies Act, 2013 have not applicable to the company.
- (xvi) (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to the information and explanation given to us the company has not conducted non-banking financial or housing finance activities.
- (c) The Company is not a Core Investment Company, as defined in the regulations made by the Reserve Bank of India. Hence this clause is not applicable.
- (d) This clause is not applicable to the company as it is not Core

investment company (CIC).

- (xvii) The company has not incurred cash loss during the year. However, the Company has incurred cash losses of Rs. 184.85 Lakhs of cash loss in immediately preceding Financial Year.
 - (xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under this clause is not applicable.
 - (xix) According to the information and explanations given to us by management and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payments of financial liabilities, other information accompanying the financial statement our knowledge of the board of directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- We, however, state that this is not an assurance as to the future viability of the company and we further state that our reporting is based upon the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) The company does not fall within the limits specified under section 135 of Companies Act, 2013. Hence, this clause including sub clause is not applicable.
 - (xxi) The reporting under this report is for standalone financial statement of the company. Hence this clause is not applicable.

For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C

Sd/-
Rahul Dewani
Partner

BHOPAL
Dated: 27.04.2023

Membership No. 435066
UDIN : 23435066BGUVLC8237

ANNEXURE B

REFERRED IN OUR REPORT OF EVEN DATE

Report on the Internal Financial Controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

(Referred to in Para 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

In conjunction with our audit of the standalone financial statements of M/s Som Distilleries & Breweries Limited ("the Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of the company.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal controls stated in the **Guidance Note on Audit of Internal Financial Controls over Financial Reporting** issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective companies policies, safeguarding the assets of the company, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information's, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C

Sd/-

Rahul Dewani
Partner

BHOPAL
Dated: 27.04.2023

Membership No. 435066
UDIN : 23435066BGUVLC8237

STANDALONE BALANCE SHEET

AS AT 31ST MARCH 2023

(Rs. in Lakhs)

PARTICULARS	NOTE	AS AT 31.03.2023	AS AT 31.03.2022
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	3	19,061.80	19,770.39
(b) Capital work-in-progress	3	4,404.59	-
(c) Other intangible assets	4	38.51	61.87
(d) Financial assetsv			
(i) Investments	5	8,600.01	7,601.00
(ii) Loans	6	11,341.92	7,191.92
(iii) Other financial assets	7	1,310.20	1,383.69
(e) Other non-current assets	8	503.29	791.45
Total non-current assets		45,260.32	36,800.32
(2) Current Assets			
(a) Inventories	9	7,981.29	4,470.55
(b) Financial assets			
(i) Trade receivables	10	8,233.06	6,155.99
(ii) Cash and cash equivalents	11	694.21	643.00
(iii) Other bank balances	12	60.14	63.45
(c) Current tax assets	13	156.62	146.18
(d) Other current assets	14	6,518.41	3,527.36
Total Current Assets		23,643.73	15,006.53
Total Assets		68,904.05	51,806.85
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	15	3,688.23	3,499.34
(b) Other Equity	16	32,644.63	27,585.98
Total Equity		36,332.86	31,085.32
Liabilities			
(1) Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	9,231.52	7,179.39
(ii) Other	18	2,940.53	297.36
(b) Deferred Tax Liabilities	19	1,359.33	304.13
Total non current liabilities		13,531.38	7,780.88

PARTICULARS	NOTE	AS AT 31.03.2023	AS AT 31.03.2022
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	4,522.73	4,368.35
(ii) Trade Payables	21	6,408.06	2,510.60
(iii) Other Financial Liabilities	22	1,660.27	5,431.18
(b) Other Current Liabilities	23	6,402.36	594.04
(c) Provisions	24	46.39	36.48
Total Current Liabilities		19,039.81	12,940.65
Total equity and liabilities		68,904.05	51,806.85

The accompanying notes form an integral part of the standalone financial statements.

As per our Report of even date
For AKB Jain & Co., Chartered Accountants
 Firm Registration No. 003904C
 Sd/-
Rahul Dewani
 Partner
 Membership No. 435066
 BHOPAL, Dated: 27.04.2023
 UDIN : 23435066BGUVLC8237

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
 (Chairman & Managing Director)
 DIN - 00224633

Sd/-
Rajesh Dubey
 (Chief Financial Officer)

Sd/-
Nakul K Sethi
 (Director)
 DIN - 06512548

Sd/-
Om Prakash
 (Company Secretary)

STATEMENT OF STANDALONE PROFIT & LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

	PARTICULARS	NOTE	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
I.	Revenue from operations	25	57,242.44	25,932.49
II.	Other Income	26	91.06	17.35
III.	Total Revenue		57,333.50	25,949.84
	Expenses:			
	Cost of materials consumed	27	30,256.14	13,383.65
	Purchase of stock-in-trade	28	-	137.36
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	29	(1,036.56)	(848.95)
	Excise duties		8,985.90	4,632.50
	Employees remuneration & benefits	30	1,339.85	1,145.55
	Finance costs	31	908.69	940.28
	Depreciation & amortisations	32	901.37	898.30
	Other expenses	33	12,220.97	6,761.74
IV	Total expenses		53,576.36	27,050.43
V	Profit Before Tax (III - IV)		3,757.14	(1,100.59)
VI	Tax Expenses			
	Current tax		656.50	-
	Mat credit entitlement		(656.50)	-
	Previous year taxes		-	307.85
	Deferred tax		1,053.43	(311.21)
	Total tax		1,053.43	(3.36)
VII	Profit/(Loss) for the year after tax		2,703.71	(1,097.23)
	Other Comprehensive Income (OCI)			
	Items that will not be reclassified to profit or (loss)		6.80	19.03
	Income tax on above		(1.77)	(4.95)
			5.03	14.08
	Total Comprehensive Income for the year		2,708.74	(1,083.15)
VIII	Earnings per equity share of face value of Rs.5/- each	34		
	(1) Basic		3.80	(1.62)
	(2) Diluted		3.77	(1.62)
	Significant Accounting Policies	[2]		

The accompanying notes form an integral part of the standalone financial statements.

As per our Report of even date
For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani
Partner
Membership No. 435066
BHOPAL
Dated: 27.04.2023
UDIN : 23435066BGUVLC8237

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN - 00224633

Sd/-
Rajesh Dubey
(Chief Financial Officer)

Sd/-
Nakul K Sethi
(Director)
DIN - 06512548
Sd/-
Om Prakash
(Company Secretary)

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

	PARTICULARS	YEAR ENDED 31 MARCH, 2023	YEAR ENDED 31 MARCH, 2022
A.	Cash flow from operating activities:		
	Net profit/ (loss) before tax	3,757.14	(1,100.59)
	Adjustment for:		
	Depreciation & amortisations	901.37	898.30
	Interest expense	908.69	940.28
	Profit on sale of fixed assets	-	(0.73)
	Loss on sale of fixed assets	-	50.82
	Operating profit before working capital changes	5,567.20	788.08
	Movements in working capital:		
	Decrease/(increase) in inventories	(3,510.73)	(424.07)
	Decrease/(increase) in trade receivables	(2,077.07)	2,132.39
	Decrease/(increase) in short term loans	-	2,354.32
	Decrease/(increase) in other current assets	(3,172.26)	(46.43)
	Decrease/(increase) in current tax assets (net)	(10.44)	345.46
	Increase/(decrease) in trade payables	3,897.46	(2,799.84)
	Increase/(decrease) in other current financial liabilities	(3,586.39)	(1,756.02)
	Increase/(decrease) in other current liabilities	5,815.12	156.11
	Increase/(decrease) in short term provisions	9.91	(29.97)
	Cash generated from operating activity before taxes	2,932.80	720.03
Direct tax paid	-	(307.85)	
Net cash flow from operating activities	2,932.80	412.18	
B.	Cash flow from investing activities:		
	Purchase of property, plant and equipment	(4,574.01)	(143.43)
	Proceeds from sale of property, plant and equipment	-	14.46
	Decrease/(increase) in investment	(999.01)	-
	Decrease/(increase) in long term loans	(4,150.00)	-
	Decrease/(increase) in non current assets	288.16	52.41
	Decrease/(increase) in long term financial assets	73.49	50.75
	Net cash flow from investing activities	(9,361.37)	(25.81)

C.	Cash flow from financing activities:		
	Borrowings (net)	2,206.52	(1,255.66)
	Increase/(decrease) in other long term liabilities	2,643.17	4.20
	Proceeds from right shares issue	-	1,749.67
	Proceeds from preferential equity issue	2,720.00	-
	Interest paid	(908.69)	(940.28)
	Dividend paid	(184.53)	(10.88)
	Dividend distribution tax	-	(62.64)
	Net cash flow from financing activities	6,476.47	(515.59)
	Net increase/(decrease) in cash and cash equivalents	47.90	(129.22)
	Cash and cash equivalents at the beginning of the year	706.45	835.67
	Cash and cash equivalents at the end of the year	754.35	706.45
	Components of cash and cash equivalents		
	Cash in hand	43.06	12.18
	With Banks - in current account	120.78	210.92
	With Banks - in deposit account	530.37	419.90
	Other bank balances	60.14	63.45
	Total Cash and cash equivalents	754.35	706.45

The accompanying notes are on Integral Part of the standalone Ind AS Financial statements.

As per our Report of even date
For AKB Jain & Co., Chartered Accountants
 Firm Registration No. 003904C
 Sd/-
Rahul Dewani (Partner)
 Membership No. 435066
 BHOPAL, Dated: 27.04.2023
 UDIN : 23435066BGUVLC8237

Som Distilleries and Breweries Limited
For and on Behalf of the Board
 Sd/-
J.K. Arora
 (Chairman & Managing Director)
 DIN - 00224633
 Sd/-
Rajesh Dubey
 (Chief Financial Officer)

Sd/-
Nakul K Sethi
 (Director)
 DIN - 06512548
 Sd/-
Om Prakash
 (Company Secretary)

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2023

A. EQUITY SHARE CAPITAL

(Rs. in Lakhs)

Particulars	"As at March 31, 2023"	"As at March 31, 2022"
Balance at beginning of the year	3,499.34	3,249.39
Changes in equity share capital	188.89	249.95
Balance at end of the year	3,688.23	3,499.34

B. OTHER EQUITY

(Rs. in Lakhs)

Particulars	Reserves and Surplus			Other comprehensive income Actuarial gain / (loss) on employee ben efit plans through OCI	Total
	Capital Reserve	Securities Premium	Retained Earnings		
Balance as at April 1, 2021	39.30	14,223.99	12,909.09	(2.96)	27,169.42
Premium on issue of equity shares	-	1,499.71	-	-	1,499.71
Profit / (loss) during the year	-	-	(1,097.23)	-	(1,097.23)
Re-measurment of defined benefit plant	-	-	-	14.08	14.08
Balance as at March 31, 2022	39.30	15,723.70	11,811.86	11.12	27,585.98
Balance as at April 1, 2022	39.30	15,723.70	11,811.86	11.12	27,585.98
Premium on issue of equity shares	-	2,531.12	-	-	2,531.12
Profit / (loss) during the year	-	-	2,703.71	-	2,703.71
Re-measurment of defined benefit plant	-	-	-	5.03	5.03
Dividends	-	-	(181.21)	-	(181.21)
Balance as at March 31, 2023	39.30	18,254.82	14,334.36	16.15	32,644.63

As per our Report of even date
For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani
Partner
Membership No. 435066
BHOPAL
Dated: 27.04.2023
UDIN: 23435066BGUVLC8237

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN - 00224633

Sd/-
Rajesh Dubey
(Chief Financial Officer)

Sd/-
Nakul K Sethi
(Director)
DIN - 06512548

Sd/-
Om Prakash
(Company Secretary)

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2023

1. COMPANY INFORMATION

SOM Distilleries & Breweries Limited is a public company domiciled in India and incorporated under the provisions of Companies Act, 1956. Its shares are listed on the National Stock Exchange and Bombay Stock Exchange. The Company is engaged in the manufacture and sale of Beer and Indian Made Foreign Liquor (IMFL). The Company is a market leader in Beer in the State of Madhya Pradesh. The Company caters to both domestic and international markets.

2. SIGNIFICANT ACCOUNTING POLICIES

2.01 Basis for preparation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, and the provisions of the Companies Act, 2013 ('Act') to the extent notified. The Ind AS are prescribed under section 133 of the Act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereof.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 49 days for the purpose of current/ non-current classification of assets and liabilities.

2.02 Key accounting estimates and judgments

The preparation of standalone financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgements based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognized prospectively.

2.03 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable net off returns, discounts and breakages, and taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 115 issued by the Institute of Chartered Accountants of India ("ICAI"), the recovery of excise duty flows to the Company on its own account and

hence is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty. However, sales tax/ value added tax (VAT), goods and services tax are not received by the Company on its own account and are taxes collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.

2.04 Expenditure

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

2.05 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management.

The Company depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Asset class	Useful Life (in years)
Building and civil work	
Roads	10
Labour Quarters	15
Factory Buildings	30
Computer Hardware	3
Electrical Installation	25
Furniture and Fixtures	10
Office Equipment	5
Plant & Machinery	25
Tubwell	5
Vehicles	8

The residual values, useful lives and methods of depreciation and amortization of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.06 Cash and cash equivalents

Cash and cash equivalent in the balance sheet and cash flow statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.07 Impairment

i) Financial Assets (other than at fair value)

The company assesses at each date of balance sheet whether a financial asset or a company of financial assets is impaired. IND AS 109 required expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute of financial transaction. For all other financial asset,

expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ii) Non-financial assets

Tangible and Intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flow that are largely independent of those from other assets. In such, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount of the asset (or CGU) is reduced to its recoverable amount. An important loss is recognized in the statement of profit and loss.

2.08 Inventories

Inventories are stated at lower of cost and net realizable value. Costs are arrived at as follows:

- (i) Raw materials, components, packing material, stores and spares on weighted average basis.
- (ii) Stock in process and finished goods taking into account the annual average cost of materials consumed, direct production expenses, interest, depreciation and related Government duties.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.09 Foreign Currency Transactions

The functional currency of the Company is the Indian rupee (INR). These financial statements are presented in INR.

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised as income or expenses in the period in which they arise.

2.10 Retirement and other employee benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services. These benefits include performance incentives and compensated absences.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund. The Company has no obligation other than the contribution payable to the Provident Fund.

The Company's contribution is recognised as an expense in the

Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss - Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income.

Remeasurements, comprising actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

2.11 Taxes on Income

Current income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is also recognised outside profit or loss (either in OCI or in equity in correlation to the underlying transaction). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of business losses and unabsorbed depreciation. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of business losses and unabsorbed depreciation can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.12 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement, if any.

2.13 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

2.14 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. These exchange differences are presented in finance cost to the extent which the exchange loss does not exceed the difference between the cost of borrowing in functional currency when compared to the cost of borrowing in a foreign currency.

2.15 Earnings per equity share ('EPS')

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit

attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.16 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of financial asset gave rise on specified dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

Financial asset at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss immediately recognized in statement of profit and loss.

Financial liabilities

Financial liabilities which carry a floating rate of interest are measured at amortised cost using the effective interest method

Equity Instruments

An equity instrument is a contract that evidences residual interest in the asset of the company after deducting all its liabilities. Equity instrument by the company are recognised at the proceeds received net of direct issue cost.

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2023

3. Property, Plant and Equipment

(Rs. in Lakhs)

	Land freehold	Buildings & civil works	Plant & machinery	Furniture & fixtures	Office equipment	Vehicles	Total	Capital Work in Progress	Grand Total
Gross Block									
Balance as at April 1, 2021	176.20	4,157.49	21,169.25	58.51	182.94	1,039.68	26,784.07		26,784.07
Additions	-	-	138.27	0.20	2.60	-	141.07	-	141.07
Disposals & Adjustments	-	-	104.10	-	-	45.47	149.57	-	149.57
Balance as at March 31, 2022	176.20	4,157.49	21,203.42	58.71	185.54	994.21	26,775.57	-	26,775.57
Additions	121.65	-	36.05	-	11.72	-	169.42	4,404.59	4,574.01
Disposals & Adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	297.85	4,157.49	21,239.47	58.71	197.26	994.21	26,944.99	4,404.59	31,349.58
Accumulated Depreciation									
Balance as at April 1, 2021	-	995.31	4,384.34	31.93	128.53	674.57	6,214.68	-	6,214.68
Additions	-	104.16	669.99	3.60	22.32	75.45	875.52	-	875.52
Disposals & Adjustments	-	-	41.83	-	-	43.19	85.02	-	85.02
Balance as at March 31, 2022	-	1,099.47	5,012.50	35.53	150.85	706.83	7,005.18	-	7,005.18
Additions	-	103.89	675.52	3.61	19.54	75.45	878.01	-	878.01
Disposals & Adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	1,203.36	5,688.02	39.14	170.39	782.28	7,883.19	-	7,883.19
Net Block									
Balance as at March 31, 2022	176.20	3,058.02	16,190.92	23.18	34.69	287.38	19,770.39	-	19,770.39
Balance as at March 31, 2023	297.85	2,954.13	15,551.45	19.57	26.87	211.93	19,061.80	4,404.59	23,466.39

3.1 Ageing of Capital work in progress

Balance as at March 31, 2023

(Rs. in Lakhs)

Particulars	< 1 year	1 - 2 year	2 - 3 year	> 3 year	Total
Cane line palnt and machinery	4,404.59	-	-	-	4,404.59

Balance as at March 31, 2022

(Rs. in Lakhs)

Particulars	< 1 year	1 - 2 year	2 - 3 year	> 3 year	Total
Cane line palnt and machinery	-	-	-	-	-

4. Intangible Assets

(Rs. in Lakhs)

	ERP-Computer softwares	Intangible assets under development	Total
Gross Block			
Balance as at April 1, 2021	142.59		142.59
Additions	4.72	-	4.72
Disposals & Adjustments	-		-
Balance as at March 31, 2022	147.31	-	147.31
Additions	-	-	-
Disposals & Adjustments			-
Balance as at March 31, 2023	147.31	-	147.31
Accumulated Amortisation			
Balance as at April 1, 2021	62.66		62.66
Additions	22.78		22.78
Disposals & Adjustments	-	-	-
Balance as at March 31, 2022	85.44	-	85.44
Additions	23.36		23.36
Disposals & Adjustments	-	-	-
Balance as at March 31, 2023	108.80	-	108.80
Net Block			
Balance as at March 31, 2022	61.87	-	61.87
Balance as at March 31, 2023	38.51	-	38.51

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

		As At 31.03.2023	As At 31.03.2022
5.	Investment - Non Current		
	Investment in Subsidiaries - (Unquoted)		
	5,10,00,000 Equity Shares of Rs.10 each in Woodpecker Distilleries & Breweries Private Ltd.	5,100.00	5,100.00
	3,50,00,000 (P.Y. 2,50,10,000) Fully Paid Equity Shares of Rs. 10 each in Som Distilleries & Breweries Odisha Private Limited	3,500.00	2,501.00
	Investment in Mutual Fund	0.01	-
	Total	8,600.01	7,601.00
6.	Loans - Non Current		
	Loans & Advances to Subsidiaries	11,341.92	7,191.92
	Total	11,341.92	7,191.92
7.	Other Financial Assets		
	Non Current		
	Security deposits considered good - Unsecured	1,310.20	1,383.69
	Total	1,310.20	1,383.69
8.	Other Non- Current Assets		
	Capital Advances	503.29	791.45
	Total	503.29	791.45
9.	Inventories		
	Raw materials	1,183.42	583.79
	Stores, Consumables & packing materials	2,970.62	1,096.07
	Stock in process	1,000.54	514.89
	Finished goods	2,826.71	2,275.80
	Total	7,981.29	4,470.55
10.	Trade Receivables		
	Trade receivables considered good - unsecured	8,233.06	6,155.99
	Total	8,233.06	6,155.99

Trade receivables ageing schedule for the year ended as on March 31, 2023

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed trade Receivables - considered good	7,720.48	321.95	131.32	59.31	-	8,233.06

Trade receivables ageing schedule for the year ended as on March 31, 2022

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed trade Receivables - considered good	5,834.04	262.63	59.32	-	-	6,155.99

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

		As At 31.03.2023	As At 31.03.2022
11.	Cash and Cash Equivalents		
	Cash in hand	43.06	12.18
	Balance With Scheduled Banks		
	Current Accounts	120.78	210.92
	Deposit Accounts	530.37	419.90
	Total	694.21	643.00
12.	Other Bank Balances		
	Unpaid Dividend Accounts	60.14	63.45
	Total	60.14	63.45
13.	Current Tax Assets		
	Balance with revenue authority	156.62	146.18
	Total	156.62	146.18
14.	Other Current Assets		
	Staff Advances	79.99	64.93
	Prepaid Expenses	1089.55	487.40
	Advances to suppliers	4370.95	2,661.27
	MAT Credit Entitlement	656.50	-
	Other Assets	321.42	313.76
	Total	6,518.41	3,527.36
15.	Equity Share Capital		
	Authorized		
	8,00,00,000 Equity Shares of Rs. 5/- each	4,000.00	4,000.00
	[Previous year-8,00,00,000 Equity Shares of Rs. 5/- each]		
	Issued, Subscribed and Fully Paid		
	7,37,64,573 Equity Shares of Rs. 5/- each		
	[Previous year 6,99,86,796 Equity Shares of Rs. 5/- each]	3,688.23	3,499.34

Par Value Per Share:

The Company has only one class of equity shares having par value of Rs. 5/- each.

Reconciliation of No. of Shares:

Particulars	No. of shares as on 31.03.2023	No. of shares as on 31.03.2022
Equity share at the beginning of the year	6,99,86,796	6,49,87,738
Add : Issued during the year*	37,77,777	49,99,058
Less: Buyback during the year	-	-
Equity share at the end of the year	7,37,64,573	6,99,86,796

*Note-

For Period ending on 31.03.2023- "The company has allotted equity share pursuant to conversion of preferential share warrant on 18.11.2022 and 09.12.2022"
For Period ending on 31.03.2022- "The company has allotted equity share pursuant to right issue on 14.02.2022"

Terms/Rights attached to the shares

The Company has only one class of Equity Shares having par value of Rs.5/- per share. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the company after the distribution of all preferential amounts, in proportion to their shareholding.

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

(Rs. in Lakhs)

Details of Shareholders holding more than 5% Shares in the Company.

Name of Shareholders	As at 31.03.2023		As at 31.03.2022	
	No. of Shares	%	No. of Shares	%
Sh. Jagdish Kumar Arora	1,36,12,809	18.45%	1,03,49,509	14.79%
Som Distilleries Private Limited	68,35,559	9.27%	68,35,559	9.77%

Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment : NIL

Aggregate number of Bonus Shares issued, Shares issued for consideration other than cash and shares bought back during the period from five years immediately preceding the reporting date - NIL

Terms of conversion of any securities into equity/preference shares :

The company has neither Convertible preference shares nor debentures as on date of financial statement.

Calls unpaid:

As on date there are no unpaid calls are pending for payment. All the issued Equity Shares are fully paid.

Forfeited shares:

No equity shares of the Company have been forfeited.

Shareholding of Promoters

Changes in promoters holding during the year ended at March 31, 2023

Promoter name	As at March 31, 2023		As at March 31, 2022		% of Changes
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Jagdish Kumar Arora	1,36,12,809	18.45%	1,03,49,509	14.79%	31.53%
Som Distilleries Private Limited	68,35,559	9.27%	68,35,559	9.77%	0.00%
Ajay Kumar Arora	14,80,370	2.01%	14,80,370	2.12%	0.00%
Aalok Deep Finance Private Limited	11,02,200	1.49%	11,02,200	1.57%	0.00%
Deepak Arora	7,94,010	1.08%	1,36,270	0.19%	482.67%
Sunita Arora	3,07,046	0.42%	3,07,046	0.44%	0.00%
Natasha Arora	2,89,486	0.39%	2,89,486	0.41%	0.00%
Surjeet Lal	1,532	0.00%	1,532	0.00%	0.00%
Sweena Arora	88	0.00%	88	0.00%	0.00%
Total	2,44,23,100	33.11%	2,05,02,060	29.29%	19.13%

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

	Particulars	As At 31.03.2023	As At 31.03.2022
16.	Other Equity		
	Capital reserve	39.30	39.30
	Securities premium	18,254.82	15,723.70
	Actuarial gain / (loss) on employee benefit plans through OCI:		
	Balance at the beginning of the year	11.12	(2.96)
	Other comprehensive income for the year	5.03	14.08
	Balance at the end of the year	16.15	11.12
	Retained earnings:		
	Balance at the beginning of the year	11,811.86	12,909.09
	Add: Profit/(loss) for the year after tax	2,703.71	(1,097.23)
	Less: Final dividend paid	(181.21)	-
	Balance at the end of the year	14,334.36	11,811.86
	Total	32,644.63	27,585.98

Nature and description of reserve:

- Capital reserve: Amount forfeited against share warrants is recognised in Capital reserve
- Securities premium: The amount received in excess of face value of the equity shares is recognised in Securities premium.
- Retained earnings: Remaining portion of profits earned or accumulated losses by the Company till date after appropriations.

		Non-current maturities		Current Maturities	
		As At 31.03.2023	As At 31.03.2022	As At 31.03.2023	As At 31.03.2022
17.	Non-current borrowings				
	Secured loans				
	Term loans from banks	2,009.44	3,137.69	1,037.04	1,033.88
	Vehicle loans from banks	-	3.22	0.51	3.16
	Unsecured loans				
	From related parties	778.71	-	-	-
	From others	6,443.37	4,038.48	-	-
	Total	9,231.52	7,179.39	1,037.55	1,037.04

Notes:

- Term loans from banks are secured by way of pari passu charged on factory land & building and plant & machinery.
- Interest on vehicle loans varies from 8.95% to 10.75% per annum. Tenor of these loans ranges from 3 to 5 years. Respective vehicles have been hypothecated to the lending institutions to secure their loans. Repayment of these loans is regular as per the fixed equated monthly installments.
- The Company is in compliance with the applicable financial debt covenants prescribed in the terms of borrowings. Also there has been no default in repayment of borrowings and payment of interest during the year.

		As At 31.03.2023	As At 31.03.2022
18.	Other Financial Liabilities		
	Non Current		
	Security Deposits and Retention considered as good - unsecured	2,940.53	297.36
	Total	2,940.53	297.36

19.	Deferred tax liabilities (net)		
	Deferred tax liabilities:		
	Difference between depreciation as per books of account and the Income Tax Act 1961.	2,340.31	2,220.98
	Others		
		2,340.31	2,220.98
	Deferred tax assets:		
	Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	424.23	13.77
	Unabsorbed depreciation & carried forward losses	556.75	1,903.08
		980.98	1,916.85
	Total	1,359.33	304.13

Notes:

- Deferred tax assets are recognized to the extent that it is probable that sufficient taxable profit will be available against which the carried forward losses and unabsorbed depreciation can be utilized.
- Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities.
- Deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
19.1	Tax expense recognised in the Statement of Profit and Loss and OCI		
	Current tax (net of MAT credit entitlement)	-	-
	Deferred tax:		
	Origination and reversal of temporary difference through profit and loss	1,053.43	(311.21)
	Origination and reversal of temporary difference through other comprehensive income	1.77	4.95
	Total deferred tax expenses / (credit)	1,055.20	(306.26)
	Tax relating to earlier year	-	307.85
	Total tax expenses / (credit)	1,055.20	1.59
20.	Current borrowings		
	Secured		
	Cash Credit from Bank	3,485.18	3,331.31
	(Secured by way of hypothecation of entire current assets of the company)		
	Current maturities of long-term borrowing	1,037.55	1,037.04
	Total	4,522.73	4,368.35

The quarterly returns/statements filed by the Company with banks are in the agreement with the books of the Company, except in instances as below:

Quarter ended	Value as per books of accounts	Value as per quarterly returns / statements	Discrepancy*
June 30, 2022	4,310.46	4,491.69	-181.23
September 30, 2022	4,885.73	4,435.01	450.72

*Updated for book closure entries recorded post submission for returns/statements to banks

21.	Trade payables		
	MSME	-	-
	Other than MSME	6,408.06	2,510.60
	Total	6,408.06	2,510.60

Trade payables ageing schedule As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 years	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	5,548.31	306.91	235.55	95.24	222.05	6,408.06

Trade payables ageing schedule As at March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 years	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	1,793.56	328.39	142.72	47.77	198.16	2,510.60

		Year Ended 31.03.2023	Year Ended 31.03.2022
22.	Other financial liabilities		
	- Current		
	Unpaid dividend	60.14	63.45
	Bank overdraft	385.65	-
	Expenses & other payables	1,214.48	5,367.73
	Total	1,660.27	5,431.18
23.	Other current liabilities		
	Advances from customers	437.52	362.59
	Statutory dues payable	5,964.84	231.45
	Total	6,402.36	594.04
24.	Provisions		
	- Current		
	Employee Benefits		
	Gratuity	9.79	7.47
	Other Employee Benefits	36.60	29.01
	Total	46.39	36.48
25.	Revenue from operations		
	Sale of Products (including Excise duty)	54,921.68	25,053.25
	Other Operational revenues	2,320.76	879.24
	Total	57,242.44	25,932.49
26.	Other income		
	Interest	24.85	15.02
	Rent Received	2.07	-
	Profit on Sale of Fixed Assets	-	0.73
	Other Revenues	64.14	1.60
	Total	91.06	17.35
27.	Cost of Materials consumed		
	Opening Stocks	1,679.86	2,104.74
	Add: Purchases	32,730.32	12,958.77
	Less: Closing Stocks	(4,154.04)	(1,679.86)
	Total	30,256.14	13,383.65
28.	Purchase of stock in trade	-	137.36
29.	Changes in inventories of finished goods, stock-in-trade and work-in-progress		
	Opening stock:		
	Stock in process	514.89	515.63
	Finished goods	2,275.80	1,426.11
		2,790.69	1,941.74
	Closing stock:		
	Stock in process	1,000.54	514.89
	Finished goods	2,826.71	2,275.80
		3,827.25	2,790.69
	Increase / (Dcrease) in inventories	(1,036.56)	(848.95)
30.	Employee remuneration & benefits		
	Salaries, allowances & bonus	1,265.10	1,087.12
	Employer's contribution to Provident & Gratuity Fund	46.16	41.88
	Staff welfare expenses	28.59	16.55
	Total	1,339.85	1,145.55

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

30.01	Defined benefit plan		
	The required disclosures of employees benefits as per Ind AS – 19 are given hereunder:-		
(i)	In respect of Short Term Employee Benefits:		
	The Company has at present only the scheme of cumulative benefit of leave encashment payable at the end of each calendar year and the same have been provided for on accrual basis.		
(ii)	In respect of Defined Benefit Scheme (Based on Actuarial Valuation) of Gratuity:		
	Table Showing Changes in Present Value of Obligations:		
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Present value of the obligation at the beginning of the period	73.38	78.63
	Interest cost	5.32	5.70
	Current service cost	9.72	8.86
	Benefits paid (if any)	(2.39)	-
	Actuarial (gain)/loss	(6.85)	(19.81)
	Present value of the obligation at the end of the period	79.18	73.38
	Key results:		
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Present value of the obligation at the end of the period	79.18	73.38
	Fair value of plan assets at end of period	69.38	65.90
	Net liability/(asset) recognized in Balance Sheet and related analysis	9.80	7.48
	Funded Status - Surplus/ (Deficit)	(9.80)	(7.48)
	Expense recognized in the statement of Profit and Loss:		
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Interest cost	5.32	5.70
	Current service cost	9.72	8.86
	Expected return on plan asset	(4.94)	(4.47)
	Expenses to be recognized in P&L	10.10	10.09
	Other comprehensive (income)/expenses (Re-measurement)		
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Cumulative unrecognized actuarial (gain)/loss opening. B/F	(12.23)	6.79
	Actuarial (gain)/loss - obligation	(6.85)	(19.81)
	Actuarial (gain)/loss - plan assets	0.05	0.79
	Total Actuarial (gain)/loss	(6.80)	(19.02)
	Cumulative total actuarial (gain)/loss C/F	(19.03)	(12.23)
	Table showing changes in the Fair Value of Planned Assets		
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Fair value of plan assets at the beginning of the period	65.90	61.72
	Expected return on plan assets	4.94	4.47

	Contributions	0.98	0.50
	Benefits paid	(2.39)	-
	Actuarial gain/(loss) on plan assets	(0.05)	(0.79)
	Fair value of plan assets at the end of the period	69.38	65.90
	Table showing Fair Value of Planned Assets		
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Fair value of plan assets at the beginning of the period	65.90	61.72
	Actual return on plan assets	4.89	3.68
	Contributions	0.98	0.50
	Benefits paid	(2.39)	-
	Fair value of plan assets at the end of the period	69.38	65.90
	Actuarial Gain/(Loss) on Planned Assets		
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Actual return on plan assets	4.89	3.68
	Expected return on plan assets	4.94	4.47
	Actuarial gain/(loss)	(0.05)	(0.79)
	The assumptions employed for the calculations are tabulated		
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Discount rate	7.50 % per annum	7.25 % per annum
	Salary Growth Rate	5.00 % per annum	5.00 % per annum
	Mortality	IALM 2012-14	IALM 2012-14
	Withdrawal rate (Per Annum)	5.00% p.a	5.00% p.a

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant facts.

Funding arrangements and funding policy

The company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the company. Any deficit in the assets arising as results of such valuation is funded by the company.

Expected contribution during the next annual reporting period

	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	The Company's best estimate of Contribution during the next year	14.78	11.24

Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Particulars	As on March 31, 2023
Defined Benefit Obligation (Base)	79,18,543 @ Salary Increase Rate : 5%, and discount rate :7.5%
Liability with x% increase in Discount Rate	74,77,326; x=1.00% [Change (6)%]
Liability with x% decrease in Discount Rate	84,12,718; x=1.00% [Change 6%]
Liability with x% increase in Salary Growth Rate	84,20,244; x=1.00% [Change 6%]
Liability with x% decrease in Salary Growth Rate	74,63,358; x=1.00% [Change (6)%]
Liability with x% increase in Withdrawal Rate	79,60,115; x=1.00% [Change 1%]
Liability with x% decrease in Withdrawal Rate	78,69,725; x=1.00% [Change (1)%]

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

		Year Ended 31.03.2023	Year Ended 31.03.2022
31.	Finance Costs		
	Interest to Bank & FIs	776.39	867.64
	Interest to Others	36.02	0.61
	Bank Charges	96.28	72.03
	Total	908.69	940.28
32.	Depreciation & amortisations		
	Depreciation on property, plant and equipment	878.01	875.52
	Amortisation on intangible assets	23.36	22.78
	Total	901.37	898.30
33.	Other Expenses		
	Power and fuel	1,843.41	855.69
	Labour	687.05	365.91
	Rent	30.21	54.38
	Repairs		
	Buildings	1.35	-
	Machinery	668.73	278.51
	Others	101.54	67.03
	Insurance	41.51	53.79
	Rates and taxes (Other than on income)	2,081.56	1,288.41
	Other Manufacturing Exp	98.38	43.10
	Auditors Remuneration		
	(a) Audit fees	2.36	2.28
	Donations	134.21	29.27
	Corporate Social Responsibility	-	23.50
	Travelling & Conveyance	242.03	117.06
	Legal & Professional	264.16	240.63
	Sales promotion	2,458.35	1,375.51
	Advertisement & Publicity	110.86	29.68
	Freight outward	2,970.81	1,437.69
	Other selling expenses	313.22	276.09
	General expenses	77.31	85.69
	Loss-Sale of Asset	-	50.82
	Postage, Telegrams & Telephones	27.11	21.28
	Vehicle Running & Maintenance	66.81	65.42
	Total	12,220.97	6,761.74
34.	Basic and diluted shares used In computing earning per Share:		
(a)	Basic Earning per share		
	Total Comprehensive Income for the year	2,708.74	(1,083.15)
	Weighted average number of equity shares outstanding	7,12,89,840	6,69,03,392
		3.80	(1.62)
(b)	Diluted Earning per Share		
	Total Comprehensive Income for the year	2,708.74	(1,083.15)
	Weighted average number of equity shares outstanding	7,19,34,724	6,69,03,392

		3.77	(1.62)
35.	Contingent Liabilities		
i)	Claims against the Company not acknowledged as debts/ disputed *		
	• Commercial Tax Department	60.71	60.71
	• Income Tax Department	2,279.77	1,989.82
ii)	Guarantees given by Bankers on behalf of the Company not provided for	1,512.62	1,019.39
iii)	Corporate guarantee given to banks on behalf of others	11,277.00	11,306.00

* The Company has reviewed its pending litigations and expects that the outcome of the proceedings will not have any material effect on its financial positions.

36. Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instruments are disclosed.

A. Financial assets and liabilities

The break-up of financial assets and liabilities carried at amortized cost are as follows:

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial Assets:		
Cash and cash equivalents	754.35	706.45
Other bank balances	60.14	63.45
Trade receivables	8,233.06	6,155.99
Loans	11,341.92	7,191.92
Investments	8,600.01	7,601.00
Other Financial Assets	1,310.20	1,383.69
Total	30,299.68	23,102.50
Financial Liabilities:		
Trade and other payables	6,408.06	2,510.60
Borrowings	13,754.25	11,547.74
Other Financial Liabilities	9,342.89	891.40
Total	29,505.20	14,949.74

B. Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds unquoted investments in a wholly owned subsidiary.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The senior management reviews and agrees policies for managing each of these risks, which are summarized below.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include deposits, investments and borrowings.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the company's financial instruments will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rate relates primarily to the Company's borrowings with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on borrowings affected, with all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Impact on profit before tax		
Increase 0.25%	(16.33)	(18.77)
Decrease 0.25%	16.33	18.77

(b) Commodity price risk

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase and manufacture of Beer and therefore require a continuous supply of Barley. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. The following table shows the effect of price changes in Barley:

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Impact on profit before tax		
Increase 1%	(5.96)	(2.56)
Decrease 1%	5.96	2.56

ii) Credit risk

Credit risk is the risk of financial loss arising from counter party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and credit worthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the company result in material concentration of audit risk.

iii) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings. The table below summarises the maturity profile of the Company's financial liabilities:

(Rs. in Lakhs)

As At March 31, 2023	Maturities			Total Carrying Value
	Upto 1 year	1-2 year	> 2 year	
Financial Liabilities:				
Borrowings	4,522.73	922.35	8,309.17	13,754.25
Trade and other payables	6,408.06	-	-	6,408.06
Other Financial Liabilities	1,660.27	-	2,940.53	4,600.80
Total	12,591.06	922.35	11,249.70	24,763.11

(Rs. in Lakhs)

As At March 31, 2022	Maturities			Total Carrying Value
	Upto 1 year	1-2 year	> 2 year	
Financial Liabilities:				
Borrowings	4,368.35	1,037.04	6,142.35	11,547.74
Trade and other payables	2,510.60	-	-	2,510.60
Other Financial Liabilities	5,431.18	-	297.36	5,728.54
Total	12,310.13	1,037.04	6,439.71	19,786.88

37. The Company has borrowing from banks on the basis of security of current assets, and the statements of current assets filed by the Company with the banks are in agreement with books of accounts.
38. As per the information available with the company, the companies has no outstanding balances in respect of payables, receivables, investments, share held by the company or any other outstanding balances with struck off companies.
39. The company is engaged in the business of manufacture and sale of Alcoholic beverages (Beer and IMFL) which constitutes a single business segment. The company's exports outside India did not exceed the threshold limits for disclosure as envisaged in IndAS 108 on "Operating Segments" issued by the Institute of Chartered Accountants of India. In view of the above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in IndAS – 108 are not applicable to the Company.

40. Corporate Social Responsibility (CSR)

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
a) Amount required to be spent by the company during the year	-	23.35
b) Amount of expenditure incurred	-	23.50
c) Shortfall at the end of the year	Nil	Nil
d) Total of previous years shortfall	Nil	Nil
e) Reason for shortfall	NA	NA

f) Nature of CSR activities for the purpose of :	NA	Children education and medical aid.
g) Details of related party transactions	Nil	Nil

41. Disclosure Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186 of the Companies act, 2013. (Rs. in Lakhs)

Sr. No.	Name of the Company	Nature & purpose	As at March 31, 2023	As at March 31, 2022
(i)	Woodpecker Distilleries & Breweries Private Limited	Loan for business purposes	7,791.92	4,791.92
(ii)	SOM Distilleries & Breweries Odisha Private Limited	Loan for business purposes	3,550.00	2,400.00
(iii)	Woodpecker Distilleries & Breweries Private Limited	Corporate guarantee given for business purposes	6,170.00	6,170.00
(iv)	SOM Distilleries & Breweries Odisha Private Limited	Corporate guarantee given for business purposes	2,971.00	3,000.00
(v)	Aryavrat Projects and Developers Private Limited	Corporate guarantee given for business purposes	2,136.00	2,136.00

- 42) The disclosures in respect of Related Parties as required under Ind AS 24 'Related Party Disclosures' is stated herein below.

A). Details of related parties:

	Name of related parties	Description of relationship
a.	Subsidiary Companies	
i)	Woodpecker Distilleries & Breweries Private Limited	Wholly owned subsidiary
ii)	Som Distilleries and Breweries Odisha Private Limited	Wholly owned subsidiary
b.	Directors, Key management personnel and their relatives	
i)	Jagdish Kumar Arora	Chairman & Managing Director
ii)	Nakul Kam Sethi	Whole time Director
iii)	Satpal Kumar Arora	Independent Director
iv)	Deena Nath Singh	Independent Director
v)	Nishi Arora	Independent Director
vi)	Uma Kant Samal	Independent Director
vii)	Rajesh Kumar Dubey	Chief Finance Officer
viii)	Om Prakash Singh	Company Secretary
c.	Enterprises over which key management personnel are able to exercise significant influence.	
i)	Som Distilleries Private Limited	
ii)	Aryavrat Projects and Developers Private Limited	

B). Transactions with related parties:

(Rs. in Lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Woodpecker Distilleries & Breweries Private Limited		
Purchases	3.88	-
Sales	1,408.87	692.62
Loan given during the year	3,000.00	-
Other transactions	400.10 Cr	1,382.69 Cr
- Loans and advances to subsidiaries (refer note no. 6)	7,791.92 Dr	4,791.92 Dr
- Trade receivables (refer note no. 10)	361.57 Dr	-
- Trade payables (refer note no. 21)	46.75 Cr	690.07 Cr
Net Closing Balance	8,106.74 Dr	4,101.85 Dr
Corporate guarantee given	6,170.00	6,170.00
Som Distilleries & Breweries Odisha Private Limited		
Purchases	8.26	138.18
Sales	511.97	130.40

Loan given during the year	1,150.00	-
Other transactions	765.58 Dr	2,998.10 Dr
- Loans and advances to subsidiaries (refer note no. 6)	3,550.00 Dr	2,400.00 Dr
- Trade receivables (refer note no. 10)	617.72 Dr	-
- Trade payables (refer note no. 21)	-	651.57 Cr
Net Closing Balance	4,167.72 Dr	1,748.43 Dr
Outstanding Corporate guarantee given	2,971.00	3,000.00
Som Distilleries Private Limited		
Purchases	1,800.36	574.39
Sales	198.82	19.76
Loan taken during the year	778.71	-
Other transactions	1,896.20 Dr	2,088.74 Dr
- Trade receivables (refer note no. 10)	113.43 Dr	-
- Borrowings - non current (refer note no. 17)	778.71 Cr	-
- Trade payables (refer note no. 21)	-	181.23 Cr
Net Closing Balance	665.28 Cr	181.23 Cr
Key managerial personnel		
Remuneration	321.02	188.67
Independent director		
Sitting fees	7.20	6.60
Aryavrat Projects and Developers Private Limited		
Corporate guarantee given	2,136.00	2,136.00

43 Financial Ratios-

(Rs. in Lakhs)

Particulars	Terms	Numerator	Denominator	Year Ended 31.03.2023	Year Ended 31.03.2022
(a) Current Ratio,	in times	Current assets	Current liabilities	1.24	1.16
(b) Debt-Equity Ratio,	in times	Total Debt	Shareholder's Equity	0.38	0.37
(c) Debt Service Coverage Ratio,	in times	Earnings available for debt service i.e Net profit after tax plus Depreciation and Finance Costs	Debt Service	2.32	0.29
(d) Return on Equity Ratio,	%	Net Profits after taxes	Average Shareholder's Equity	8.04	(3.52)
(e) Inventory turnover ratio,	in times	Revenue from Operations	Average Inventory	9.19	5.80
(f) Trade Receivables turnover ratio,	in times	Revenue from Operations	Average Trade Receivable	7.96	3.59
(g) Trade payables turnover ratio,	in times	Cost of Materials Consumed + Purchase of Stock - in - Trade+Other Expenses	Average Trade Payables	10.08	5.08
(h) Net capital turnover ratio,	in times	Revenue from Operations	Working Capital	12.43	12.55
(i) Net profit ratio,	%	Net Profit	Revenue from Operations	4.73	(4.18)
(j) Return on Capital employed,	%	Earning before interest and taxes	Capital Employed = Shareholder's fund + Current & Non-Current Borrowing	9.32	(0.38)
(k) Return on investment.	%	Increase in Shareholder's fund	Shareholder's Fund at the start of period	16.88	2.19

- 44) The Company's pending litigations pertain to claim and cases occurring in the normal course of business. The Company has reviewed its pending litigations and expects that the outcome of the proceedings will not have any material effect on its financial positions.
- 45) Balances standing at the debit or credit in the accounts of various parties are subject to confirmation and reconciliation.
- 46) The company has sought information and certification from its vendors as to their being a micro, small or medium enterprise unit under the Micro, Small and Medium Enterprises Development Act, 2006, to comply with the requirements of law. However, till date replies have been received from very few vendors. Hence, amount due to micro, small scale enterprises outstanding as on March 31st, 2023 is not ascertainable. The process of collecting the information from the vendors is currently ongoing.
- 47) Previous year's figures have been regrouped/ restated wherever considered necessary to make them comparable to those of the current year.
- 48) All figures in the Balance Sheet, Profit & Loss Account and Schedules have been rounded off to the nearest rupee in lakhs.

As per our Report of even date
For AKB Jain & Co.,
 Chartered Accountants
 Firm Registration No. 003904C
 Sd/-
Rahul Dewani
 Partner
 Membership No. 435066
 BHOPAL
 Dated: 27.04.2023
 UDIN : 23435066BGUVLC8237

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
 (Chairman & Managing Director)
 DIN - 00224633

Sd/-
Rajesh Dubey
 (Chief Financial Officer)

Sd/-
Nakul K Sethi
 (Director)
 DIN - 06512548

Sd/-
Om Prakash
 (Company Secretary)

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF SOM DISTILLERIES & BREWERIES LIMITED REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of M/S SOM DISTILLERIES & BREWERIES LIMITED, NEW DELHI (hereinafter referred to as the “Holding Company”) and its subsidiaries “WOODPECKER DISTILLERIES & BREWERIES PRIVATE LIMITED” and “SOM DISTILLERIES & BREWERIES ODISHA PRIVATE LIMITED” (Holding Company and its subsidiaries together referred to as “the Group”), which comprises the consolidated balance sheet as at 31st March 2023, the consolidated statement of Profit and Loss (including other comprehensive), the consolidated cash flow statement and consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2023, its consolidated PROFIT including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) as specified under section 143(10) of the Companies Act, 2013 as amended (“the Act”). Our responsibilities under those Standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to the following Notes to the accompanying consolidated financial statements:

- a) Note No. 45 regarding non availability of the necessary information of outstanding dues to Micro Enterprises and Small Enterprises.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters.

Key audit matters	How our audit addressed the key audit matter
Revenue from Operations	
<i>(Refer Note No. 2.03 “Revenue Recognition” and Note No. 26 “Revenue from operations” of consolidated financial statements)</i>	
<p>Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the group expects to be entitled in exchange for those goods or services.</p> <p>Revenue is recognized to the extent it is probable that the economic benefits will flow to the group and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable net off returns, discounts and breakage, and taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.</p> <p>Based on the Educational Material on Ind AS 115 issued by the Institute of Chartered Accountants of India (“ICAI”), the recovery of excise duty flows to the Group on its own account and hence is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the group on its own account, revenue includes excise duty. However, sales tax/value added tax (VAT), goods and services tax are not received by the group on its own account and are taxes collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> - Assessed the Group’s revenue recognition accounting policy for sale of products. - Understood, evaluated and tested on sample basis the design and operating effectiveness of key internal controls over recognition and measurement of revenue. - Performed test of details on a sample basis and inspected the underlying accounting documents relating to sales accrual. - Tested on a sample basis, sales transactions near year end date. - Performed analytical procedures on revenue. - Assessed the disclosures in the consolidated financial statements in respect of revenue for compliance with disclosure requirements.

Other Information

The Holding company's management and Board of Directors is responsible for preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with governance for the Consolidated Financial Statements

The Holding company's management and Board of Directors is responsible for the matters stated in sub section (5) of Section 134 of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the group in accordance with the Accounting Principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group companies.

Auditor's Responsibility for audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the holding company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we

determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we provide "Annexure-A", a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet and Consolidated Statement of Profit and Loss (including other comprehensive), Consolidated Cash flow statement and Consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of written representations received from the directors of the holding company as on March 31, 2023, and taken on record by the Board of Directors of the holding company and the reports of the statutory auditors of the group companies, none of the directors of the group companies is disqualified as on March 31, 2023, from being appointed as a director in term of sub-section (2) of section 164 of the Companies Act, 2013.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the group with reference to these consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
 - g) With respect to the other matter to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, as amended, in our opinion and to the best of our information and according to explanation given to us:
 - (a) According to the information provided by the management, there is no pending litigation which may impact the financial position of the Company. As referred in Note No. 36 and Note No. 43 of the consolidated financial statements.
 - (b) The Group does not have long term contracts including derivative contracts for which there are any material foreseeable losses.

- (c) There have no transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the holding company or the other company included in the group.
- (d) (i) The respective Management of the holding company and its subsidiaries has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts to the consolidated Financial Statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the group to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (ii) The respective Management of the holding company and its subsidiaries has represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the group from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- (e) The interim dividend declared and paid by the holding company for the previous year is in accordance with the section 123 of the act to the extent it applies to the payment of dividend.
- (f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the companies with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C

Sd/-

Rahul Dewani
Partner

BHOPAL
Dated: 27.04.2023

Membership No. 435066
UDIN : 23435066BGUVLD3907

SOM DISTILLERIES & BREWERIES LIMITED

ANNEXURE A

Referred to in paragraph "Report on other legal and regulatory requirement" of our Independent Audit Report on the Consolidated Financial Statement of M/s. Som Distilleries and Breweries Limited

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S.No.	Name	CIN	Holding Company/ Subsidiary Company	Clause number of the CARO report which is qualified or is adverse
1.	Som Distilleries & Breweries Limited	L74899DL1993PLC052787	Holding Company	(ii) (b)

BHOPAL
Dated: 27.04.2023

For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C

Sd/-
Rahul Dewani
Partner
Membership No. 435066
UDIN : 23435066BGUVLD3907

ANNEXURE B

Report on the Internal Financial Controls with reference to the aforesaid Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the act") (Referred to in Para 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

In conjunction with our audit of the consolidated financial statements of M/s Som Distilleries & Breweries Limited, New Delhi (hereinafter referred to as "the holding company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the holding company and its subsidiaries companies, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective companies policies, safeguarding the assets of the company, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information's, as required under the Companies Act 2013 (hereinafter referred to as "the Act").

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the relevant Guidance Note (Audit of Internal Financial Controls Over Financial Controls) and the Standards on Auditing, both, issued by the ICAI and are deemed prescribed under sub-section (10) of the section 143 of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statement. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements, was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements, and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements, included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to consolidated financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A Company's internal financial control with reference to consolidated

financial statements, is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control with reference to consolidated financial statements includes those policies and procedures that;

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements, to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements, may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C

Sd/-
Rahul Dewani
Partner

BHOPAL
Dated: 27.04.2023

Membership No. 435066
UDIN : 23435066BGUVDL3907

CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH 2023

(Rs. in Lakhs)

PARTICULARS	NOTE	AS AT 31.03.2023	AS AT 31.03.2022
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	3	39,069.68	40,522.79
(b) Capital work-in-progress	3	9,716.51	-
(c) Other intangible assets	4	38.52	61.87
(d) Financial assets			
(i) Investments	5	0.01	-
(ii) Other financial assets	6	1,507.62	1,541.14
(e) Other non-current assets	7	1,905.25	969.54
Total non-current assets		52,237.59	43,095.34
(2) Current Assets			
(a) Inventories	8	13,527.58	8,451.84
(b) Financial assets			
(i) Trade receivables	9	14,214.80	11,579.40
(ii) Cash and cash equivalents	10	1,203.54	885.39
(iii) Other bank balances	11	60.14	63.44
(iv) Loans	12	-	143.90
(c) Current tax assets	13	253.88	181.62
(d) Other current assets	14	9,686.62	5,538.31
Total Current Assets		38,946.56	26,843.90
Total Assets		91,184.15	69,939.24
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	15	3,688.23	3,499.34
(b) Other Equity	16	33,848.71	25,457.93
Total Equity		37,536.94	28,957.27
Liabilities			
(1) Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	15,966.45	11,119.15
(ii) Other	18	4,778.29	473.91
(b) Deferred Tax Liabilities	19	1,125.41	106.89
(c) Provisions		31.45	24.43
Total non current liabilities		21,901.60	11,724.38

PARTICULARS	NOTE	AS AT 31.03.2023	AS AT 31.03.2022
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	8,253.04	8,612.69
(ii) Trade Payables	22	11,021.55	6,933.05
(iii) Other Financial Liabilities	23	5,499.17	12,620.88
(b) Other Current Liabilities	24	6,883.31	1,013.60
(c) Provisions	25	88.54	77.37
Total Current Liabilities		31,745.61	29,257.59
Total equity and liabilities		91,184.15	69,939.24

The accompanying notes form an integral part of the consolidated financial statements.

As per our Report of even date
For AKB Jain & Co., Chartered Accountants
 Firm Registration No. 003904C
 Sd/-
Rahul Dewani
 Partner
 Membership No. 435066
 BHOPAL, Dated: 27.04.2023
 UDIN : 23435066BGUVLD3907

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
 (Chairman & Managing Director)
 DIN - 00224633

Sd/-
Nakul K Sethi
 (Director)
 DIN - 06512548

Sd/-
Rajesh Dubey
 (Chief Financial Officer)

Sd/-
Om Prakash
 (Company Secretary)

STATEMENT OF CONSOLIDATED PROFIT & LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

PARTICULARS	NOTE	YEAR ENDED 31.03.2023	YEAR ENDED 31.03.2022
Income			
Revenue from operations	26	1,49,804.50	65,620.82
Other Income	27	133.19	29.52
Total Income		1,49,937.69	65,650.34
Expenses:			
Cost of materials consumed	28	50,325.62	21,194.47
Purchase of stock-in-trade	29	-	394.98
Changes in inventories of finished goods, stock-in-trade and work-in-progress	30	(1,798.83)	(851.81)
Excise duties		69,136.82	29,104.52
Employees remuneration & benefits	31	2,676.55	2,169.85
Finance costs	32	1,596.77	1,535.45
Depreciation & amortisations	33	1,701.09	1,677.77
Other expenses	34	19,254.68	11,679.38
Total expenses		1,42,892.70	66,904.61
Profit / (Loss) Before Tax		7,044.99	(1,254.27)
Tax Expenses			
Current tax		659.34	-
Mat credit entitlement		(659.34)	-
Previous year taxes		-	307.85
Deferred tax		1,014.76	(578.12)
Total tax		1,014.76	(270.27)
Profit/(Loss) for the year after tax		6,030.23	(984.00)
Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or (loss)		14.42	14.92
Income tax on above		(3.75)	(3.90)
		10.67	11.02
Total Comprehensive Income for the year		6,040.90	(972.98)
Earnings per equity share of face value of Rs.5/- each	35		
(1) Basic		8.47	(1.45)
(2) Diluted		8.40	(1.45)

The accompanying notes form an integral part of the consolidated financial statements.

As per our Report of even date
For AKB Jain & Co.,

Chartered Accountants
Firm Registration No. 003904C
Sd/-

Rahul Dewani

Partner

Membership No. 435066

BHOPAL

Dated: 27.04.2023

UDIN : UDIN: 23435066BGUVLD3907

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-

J.K. Arora

(Chairman & Managing Director)

DIN - 00224633

Sd/-

Rajesh Dubey

(Chief Financial Officer)

Sd/-

Nakul K Sethi

(Director)

DIN - 06512548

Sd/-

Om Prakash

(Company Secretary)

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

	PARTICULARS	YEAR ENDED 31 MARCH, 2023	YEAR ENDED 31 MARCH, 2022
A.	Cash flow from operating activities:		
	Net profit/ (loss) before tax	7,044.99	(1,254.27)
	Adjustment for:		
	Depreciation & amortisations	1,701.09	1,677.77
	Interest expense	1,596.77	1,535.45
	Profit on sale of fixed assets	-	(0.73)
	Loss on sale of fixed assets	-	50.82
	Operating profit before working capital changes	10,342.85	2,009.04
	Movements in working capital:		
	Decrease/(increase) in inventories	(5,075.74)	(1,607.64)
	Decrease/(increase) in trade receivables	(2,635.41)	1,570.32
	Decrease/(increase) in short term loans	143.90	3.24
	Decrease/(increase) in other current assets	(4,329.53)	(747.61)
	Decrease/(increase) in current tax assets (net)	(72.26)	369.09
	Increase/(decrease) in trade payables	4,088.51	(1,997.42)
	Increase/(decrease) in other current financial liabilities	(6,937.18)	1,263.39
	Increase/(decrease) in other current liabilities	5,884.14	392.72
	Increase/(decrease) in long term provisions	7.02	24.43
	Increase/(decrease) in short term provisions	11.17	(46.58)
	Cash generated from operating activity before taxes	1,427.47	1,232.98
Direct tax paid	-	(307.85)	
Net cash flow from operating activities	1,427.47	925.13	
B.	Cash flow from investing activities:		
	Purchase of property, plant and equipment	(9,941.13)	(680.49)
	Proceeds from sale of property, plant and equipment	-	14.46
	Decrease/(increase) in investment	(0.01)	-
	Decrease/(increase) in non current assets	(935.71)	(5.94)
	Decrease/(increase) in long term financial assets	33.52	69.52
	Net cash flow from investing activities	(10,843.33)	(602.45)

	PARTICULARS	YEAR ENDED 31 MARCH, 2023	YEAR ENDED 31 MARCH, 2022
C.	Cash flow from financing activities:		
	Borrowings (net)	4,487.65	(1,089.10)
	Increase/(decrease) in other long term liabilities	4,304.37	127.75
	Proceeds from right shares issue	-	1,749.67
	Proceeds from preferential equity issue	2,720.00	-
	Interest paid	(1,596.77)	(1,535.45)
	Dividend paid	(184.53)	(10.88)
	Dividend distribution tax	-	(62.64)
	Net cash flow from financing activities	9,730.72	(820.65)
	Net increase/(decrease) in cash and cash equivalents	314.86	(497.97)
	Cash and cash equivalents at the beginning of the year	948.82	1,446.79
	Cash and cash equivalents at the end of the year	1,263.68	948.82
	Components of cash and cash equivalents		
	Cash in hand	223.60	40.48
	With Banks - in current account	180.64	237.02
	With Banks - in deposit account	799.30	607.88
	Other bank balances	60.14	63.44
	Total Cash and cash equivalents	1,263.68	948.82

The accompanying notes form an integral part of the consolidated financial statements.

As per our Report of even date
For AKB Jain & Co., Chartered Accountants
 Firm Registration No. 003904C
 Sd/-
Rahul Dewani (Partner)
 Membership No. 435066
 BHOPAL, Dated: 27.04.2023
 UDIN : 23435066BGUVLD3907

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
 (Chairman & Managing Director)
 DIN - 00224633
 Sd/-
Rajesh Dubey
 (Chief Financial Officer)

Sd/-
Nakul K Sethi
 (Director)
 DIN - 06512548
 Sd/-
Om Prakash
 (Company Secretary)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31ST MARCH 2023

A. EQUITY SHARE CAPITAL

(Rs. in Lakhs)

Particulars	"As at March 31, 2023"	"As at March 31, 2022"
Balance at begning of the year	3,499.34	3,249.39
Changes in equity share capital	188.89	249.95
Balance at end of the year	3,688.23	3,499.34

B. OTHER EQUITY

(Rs. in Lakhs)

Particulars	Reserves and Surplus			Other comprehensive income	Total
	Capital Reserve	Securities Premium	Retained Earnings	Actuarial gain / (loss) on employee ben efit plans through OCI	
Balance as at April 1, 2021	39.30	14,223.99	10,663.58	4.33	24,931.20
Premium on issue of equity shares	-	1,499.71	-	-	1,499.71
Profit / (loss) during the year	-	-	(984.00)	-	(984.00)
Re-measurment of defined benefit plant	-	-	-	11.02	11.02
Balance as at March 31, 2022	39.30	15,723.70	9,679.58	15.35	25,457.93
Balance as at April 1, 2022	39.30	15,723.70	9,679.58	15.35	25,457.93
Premium on issue of equity shares	-	2,531.11	-	-	2,531.11
Profit / (loss) during the year	-	-	6,030.23	-	6,030.23
Re-measurment of defined benefit plant	-	-	-	10.67	10.67
Dividends	-	-	(181.23)	-	(181.23)
Balance as at March 31, 2023	39.30	18,254.81	15,528.58	26.02	33,848.71

As per our Report of even date
For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani
Partner
Membership No. 435066
BHOPAL
Dated: 27.04.2023
UDIN: 23435066BGUULD3907

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN - 00224633

Sd/-
Rajesh Dubey
(Chief Financial Officer)

Sd/-
Nakul K Sethi
(Director)
DIN - 06512548

Sd/-
Om Prakash
(Company Secretary)

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2023

1. GROUP INFORMATION

SOM Distilleries & Breweries Limited (the 'Company') is a public company domiciled in India and incorporated under the provisions of Companies Act, 1956. Its shares are listed on the National Stock Exchange and Bombay Stock Exchange. The Company is engaged in the manufacture and sale of Beer and Indian Made Foreign Liquor (IMFL). The Company is a market leader in Beer in the State of Madhya Pradesh. The Company caters to both domestic and international markets.

The Company and its subsidiaries (Referred to as 'Group' herein under) have been considered in these consolidated financial statements. The Company has following wholly owned subsidiaries:

- i) Woodpecker Distilleries & Breweries Private Limited
- ii) Som Distilleries and Breweries Odisha Private Limited

The Group is engaged in the manufacture and sale of Beer and Indian Made Foreign Liquor (IMFL).

2. SIGNIFICANT ACCOUNTING POLICIES

2.01 Basis for preparation

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, and the provisions of the Companies Act, 2013 ('Act') to the extent notified. The Ind AS are prescribed under section 133 of the Act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereof.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 49 days for the purpose of current/ non-current classification of assets and liabilities.

2.02 Key accounting estimates and judgments

The preparation of standalone financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgements based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognized prospectively.

2.03 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is

being received. Revenue is measured at the fair value of the consideration received or receivable net off returns, discounts and breakages, and taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 115 issued by the Institute of Chartered Accountants of India ("ICAI"), the recovery of excise duty flows to the Company on its own account and hence is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Group on its own account, revenue includes excise duty. However, sales tax/ value added tax (VAT), goods and services tax are not received by the Group on its own account and are taxes collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.

2.04 Expenditure

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

2.05 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management.

The Group depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Asset class	Useful Life (in years)
Building and civil work	
Roads	10
Labour Quarters	15
Factory Buildings	30
Computer Hardware	3
Electrical Installation	25
Furniture and Fixtures	10
Office Equipment	5
Plant & Machinery	25
Tubwell	5
Vehicles	8

The residual values, useful lives and methods of depreciation and amortization of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.06 Cash and cash equivalents

Cash and cash equivalent in the balance sheet and cash flow

statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.07 Impairment

i) Financial Assets (other than at fair value)

The Group assesses at each date of balance sheet whether a financial asset or a company of financial assets is impaired. IND AS 109 required expected credit losses to be measured through a loss allowance. The Group recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute of financial transaction. For all other financial asset, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ii) Non-financial assets

Tangible and Intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flow that are largely independent of those from other assets. In such, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount of the asset (or CGU) is reduced to its recoverable amount. An important loss is recognized in the statement of profit and loss.

2.08 Inventories

Inventories are stated at lower of cost and net realizable value. Costs are arrived at as follows:

- (i) Raw materials, consumables, packing material, stores and spares on weighted average basis.
- (ii) Stock in process and finished goods taking into account the annual average cost of materials consumed, direct production expenses, interest, depreciation and related Government duties.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.09 Foreign Currency Transactions

The functional currency of the Group is the Indian rupee (INR). These financial statements are presented in INR.

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised as income or expenses in the period in which they arise.

2.10 Retirement and other employee benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services. These benefits include

performance incentives and compensated absences.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund. The Group has no obligation other than the contribution payable to the Provident Fund.

The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss - Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income.

Remeasurements, comprising actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

2.11 Taxes on Income

Current income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is also recognised outside profit or loss (either in OCI or in equity in correlation to the underlying transaction). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of business losses and unabsorbed depreciation. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of business losses and unabsorbed depreciation can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow

all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.12 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement, if any.

2.13 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the standalone financial statements.

2.14 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. These exchange differences are presented in finance cost to the extent which the exchange loss does not exceed the difference between the cost of borrowing in functional currency when compared to the cost of borrowing in a foreign currency.

2.15 Earnings per equity share ('EPS')

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.16 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and liabilities are recognised when the group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of financial asset gave rise on specified dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

Financial asset at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss immediately recognized in statement of profit and loss.

Financial liabilities

Financial liabilities which carry a floating rate of interest are measured at amortised cost using the effective interest method.

Equity Instruments

An equity instrument is a contract that evidences residual interest in the asset of the company after deducting all its liabilities. Equity instrument by the company are recognised at the proceeds received net of direct issue cost.

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2023

3. Property, Plant and Equipment

(Rs. in Lakhs)

	Land freehold	Buildings & civil works	Plant & machinery	Furniture & fixtures	Office equipment	Vehicles	Total	Capital Work in Progress	Grand Total
Gross Block									
Balance as at April 1, 2021	2,013.06	10,158.49	35,825.76	95.24	239.23	1,091.51	49,423.29	217.69	49,640.98
Additions	133.62	193.49	564.50	0.20	4.02	-	895.83	(217.69)	678.14
Disposals & Adjustments	-	-	104.10	-	-	45.47	149.57	-	149.57
Balance as at March 31, 2022	2,146.68	10,351.98	36,286.16	95.44	243.25	1,046.04	50,169.55	-	50,169.55
Additions	124.86	6.74	79.12	-	13.90	-	224.62	9,716.51	9,941.13
Disposals & Adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	2,271.54	10,358.72	36,365.28	95.44	257.15	1,046.04	50,394.17	9,716.51	60,110.68
Accumulated Depreciation									
Balance as at April 1, 2021	-	1,492.01	5,693.40	41.78	160.23	689.36	8,076.78	-	8,076.78
Additions	-	305.09	1,227.14	7.13	34.04	81.60	1,655.00	-	1,655.00
Disposals & Adjustments	-	-	41.83	-	-	43.19	85.02	-	85.02
Balance as at March 31, 2022	-	1,797.10	6,878.71	48.91	194.27	727.77	9,646.76	-	9,646.76
Additions	-	312.32	1,249.79	7.15	26.87	81.60	1,677.73	-	1,677.73
Disposals & Adjustments	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	-	2,109.42	8,128.50	56.06	221.14	809.37	11,324.49	-	11,324.49
Net Block									
Balance as at March 31, 2022	2,146.68	8,554.88	29,407.45	46.53	48.98	318.27	40,522.79	-	40,522.79
Balance as at March 31, 2023	2,271.54	8,249.30	28,236.78	39.38	36.01	236.67	39,069.68	9,716.51	48,786.19

3.1 Ageing of Capital work in progress

Additions

(Rs. in Lakhs)

Particulars	< 1 year	1 - 2 year	2 - 3 year	> 3 year	Total
Cane line palnt and machinery	9,716.51	-	-	-	9,716.51

Balance as at April 1, 2021

(Rs. in Lakhs)

Particulars	< 1 year	1 - 2 year	2 - 3 year	> 3 year	Total
Cane line palnt and machinery	-	-	-	-	-

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2023

4. Intangible Assets

(Rs. in Lakhs)

	ERP-Computer softwares	Intangible assets under development	Total
Gross Block			
Balance as at April 1, 2021	142.58	-	142.58
Additions	4.72	-	4.72
Disposals & Adjustments	-	-	-
Balance as at March 31, 2022	147.30	-	147.30
Additions	-	-	-
Disposals & Adjustments	-	-	-
Balance as at March 31, 2023	147.30	-	147.30
Accumulated Amortisation			
Balance as at April 1, 2021	62.66	-	62.66
Additions	22.77	-	22.77
Disposals & Adjustments	-	-	-
Balance as at March 31, 2022	85.43	-	85.43
Additions	23.35	-	23.35
Disposals & Adjustments	-	-	-
Balance as at March 31, 2023	108.78	-	108.78
Net Block			
Balance as at March 31, 2022	61.87	-	61.87
Balance as at March 31, 2023	38.52	-	38.52

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

	Particulars	As At 31.03.2023	As At 31.03.2022
5.	Investment - Non Current		
	Investment in Mutual Fund	0.01	-
	Total	0.01	-
6	Other Financial Assests		
	Non Current		
	Security deposits considered good - unsecured	1,507.62	1,541.14
	Total	1,507.62	1,541.14
7.	Other Non-Current Financial Assets		
	Capital Advances	1,905.25	969.54
	Total	1,905.25	969.54
8.	Inventories		
	Raw materials	2,135.88	1,272.18
	Stores, Consumables & packing materials	5,570.81	3,157.60
	Stock in process	1,505.57	1,446.20
	Finished goods	4,315.32	2,575.86
	Total	13,527.58	8,451.84
9.	Trade Receivables		
	Trade receivables considered good - unsecured	14,214.80	11,579.40
	Total	14,214.80	11,579.40

Trade receivables ageing schedule for the year ended as on March 31, 2023

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed trade Receivables - considered good	13,630.34	376.61	143.88	63.97	-	14,214.80

Trade receivables ageing schedule for the year ended as on March 31, 2022

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 year	
Undisputed trade Receivables - considered good	11,196.14	312.64	70.62	-	-	11,579.40

	Particulars	As At 31.03.2023	As At 31.03.2020
10.	Cash and Cash Equivalents		
	Cash in hand	223.60	40.48
	Balance With Scheduled Banks		
	Current Accounts	180.64	237.03
	Deposit Accounts	799.30	607.88
	Total	1,203.54	885.39

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

	Particulars	As At 31.03.2023	As At 31.03.2022
11.	Other Bank Balances		
	Unpaid Dividend Accounts	60.14	63.44
	Total	60.14	63.44
12.	Loans		
	Current		
	Loans and advances to related parties - considered good	-	143.90
	Total	-	143.90
13.	Current Tax Assets		
	Balance with revenue authority	253.88	181.62
	Total	253.88	181.62
14.	Other Current Assets		
	Staff Advances	164.30	89.87
	Prepaid Expenses	2,600.97	1,596.09
	Advances to suppliers	5,892.09	3,364.17
	Advances to Related Parties	-	125.92
	MAT Credit Entitlement	707.84	48.50
	Other Assets	321.42	313.76
	Total	9,686.62	5,538.31
15.	Equity Share Capital		
	Authorized		
	8,00,00,000 Equity Shares of Rs. 5/- each	4,000.00	4,000.00
	[Previous year-8,00,00,000 Equity Shares of Rs. 5/- each]		
	Issued, Subscribed and Fully Paid		
	7,37,64,573 Equity Shares of Rs. 5/- each		
	[Previous year 6,99,86,796 Equity Shares of Rs. 5/- each]	3,688.23	3,499.34

Par Value Per Share:

The Company has only one class of equity shares having par value of Rs. 5/- each.

Reconciliation of No. of Shares:

Particulars	No. of shares as on 31.03.2023	No. of shares as on 31.03.2022
Equity share at the beginning of the year	6,99,86,796	6,49,87,738
Add : Issued during the year*	37,77,777	49,99,058
Less: Buyback during the year	-	-
Equity share at the end of the year	7,37,64,573	6,99,86,796

*Note-

For Period ending on 31.03.2023- "The company has allotted equity share pursuant to conversion of warrants on 18.11.2022 and 09.12.2022"
For Period ending on 31.03.2022-"The company has allotted equity share pursuant to right issue on 14.02.2022"

Terms/Rights attached to the shares

The Company has only one class of Equity Shares having par value of Rs.5/- per share. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the company after the distribution of all preferential amounts, in proportion to their shareholding.

Details of Shareholders holding more than 5% Shares in the Company.

Name of Shareholders	As at 31.03.2023		As at 31.03.2022	
	No. of Shares	%	No. of Shares	%
Sh. Jagdish Kumar Arora	1,36,12,809	18.45%	1,03,49,509	14.79%
Som Distilleries Private Limited	68,35,559	9.27%	68,35,559	9.77%

Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment : NIL

Aggregate number of Bonus Shares issued, Shares issued for consideration other than cash and shares bought back during the period from five years immediately preceeding the reporting date - NIL

Terms of conversion of any securities into equity/preference shares :

The company has neither Convertible preference shares nor debentures as on date of financial statement.

Calls unpaid:

As on date there are no unpaid calls are pending for payment. All the issued Equity Shares are fully paid.

Forfeited shares:

No equity shares of the Company have been forfeited.

Shareholding of Promoters

Changes in promoters holding during the year ended at March 31, 2023

Promoter name	As at March 31, 2023		As at March 31, 2022		% of Changes
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Jagdish Kumar Arora	1,36,12,809	18.45%	1,03,49,509	14.03%	31.53%
Som Distilleries Private Limited	68,35,559	9.27%	68,35,559	9.27%	0.00%
Ajay Kumar Arora	14,80,370	2.01%	14,80,370	2.01%	0.00%
Aalok Deep Finance Private Limited	11,02,200	1.49%	11,02,200	1.49%	0.00%
Deepak Arora	7,94,010	1.08%	1,36,270	0.18%	482.67%
Sunita Arora	3,07,046	0.42%	3,07,046	0.42%	0.00%
Natasha Arora	2,89,486	0.39%	2,89,486	0.39%	0.00%
Surjeet Lal	1,532	0.00%	1,532	0.00%	0.00%
Sweena Arora	88	0.00%	88	0.00%	0.00%
Total	2,44,23,100	33.11%	2,05,02,060	27.79%	19.13%

	Particulars	As At 31.03.2022	As At 31.03.2021
16.	Other Equity		
	Share application money pending allotment (non-refundable)	-	-
	Capital reserve	39.30	39.30
	Securities premium	18,254.81	15,723.70
	Actuarial gain / (loss) on employee benefit plans through OCI:		
	Balance at the beginning of the year	15.35	4.33
	Other comprehensive income for the year	10.67	11.02
	Balance at the end of the year	26.02	15.35
	Retained earnings:		
	Balance at the beginning of the year	9,679.58	10,663.58
	Add: Profit/(loss) for the year after tax	6,030.23	(984.00)
	Less: Final dividend paid	(181.23)	-
	Less: Dividend distribution tax	-	-
	Balance at the end of the year	15,528.58	9,679.58
	Total	33,848.71	25,457.93

Nature and description of reserve:

- Capital reserve: Amount forfeited against share warrants is recognised in Capital reserve
- Securities premium: The amount received in excess of face value of the equity shares is recognised in Securities premium.
- Retained earnings: Remaining portion of profits earned or accumulated losses by the Company till date after appropriations.

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

	Particulars	Non-current maturities		Current Maturities	
		As At 31.03.2023	As At 31.03.2022	As At 31.03.2023	As At 31.03.2022
17.	Non-current borrowings				
	Secured loans				
	Term loans from banks	5,049.90	5,312.15	2,236.73	1,931.13
	Vehicle loans from banks	-	3.22	-	5.66
	Unsecured loans				
	From related parties	4,473.18	1,765.30	-	-
	From others	6,443.37	4,038.48	-	-
	Total	15,966.45	11,119.15	2,236.73	1,936.79

Notes:

- Term loans from banks are secured by way of pari passu charged on factory land & building and plant & machinery.
- Interest on vehicle loans varies from 8.95% to 10.75% per annum. Tenor of these loans ranges from 3 to 5 years. Respective vehicles have been hypothecated to the lending institutions to secure their loans. Repayment of these loans is regular as per the fixed equated monthly installments.

		As At 31.03.2023	As At 31.03.2022
18.	Other Financial Liabilities		
	Non Current		
	Security Deposits and Retention considered as good - unsecured	4,778.29	473.91
	Total	4,778.29	473.91
19.	Deferred tax liabilities (net)		
	Deferred tax liabilities:		
	Difference between depreciation as per books of account and the Income Tax Act 1961.	4,089.32	4,150.45
	Others		
		4,089.32	4,150.45
	Deferred tax assets:		
	Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	433.77	21.64
	Unabsorbed depreciation & carried forward losses	2,530.14	4,021.92
		2,963.91	4,043.56
	Total	1,125.41	106.89

Notes:

- Deferred tax assets are recognized to the extent that it is porbable that sufficient taxable profit will be available against which the carried forward lossess and unabsorbed depreciation can be utilized.
- Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities.
- Deferred tax assets and deferred tax liabilities relate to income taxes leived by the same taxation authority.

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
19.1	Tax expense recognised in the Statement of Profit and Loss and OCI		
	Current tax (net of MAT credit entitlement)	-	-
	Deferred tax:		
	Origination and reversal of temporary difference through profit and loss	1,014.76	(578.12)
	Origination and reversal of temporary difference through other comprehensive income	3.75	3.90
	Total deferred tax expenses / (credit)	1,018.51	(574.22)
	Tax relating to earlier year	-	307.85
	Total tax expenses / (credit)	1,018.51	(266.37)
20.	Provisions		
	- Non current		
	Employee Benefits		
	Gratuity	31.45	24.43
	Total	31.45	24.43
21.	Current borrowings		
	Secured		
	Cash Credit from Bank	6,016.31	6,675.90
	(Secured by way of hypothecation of entire current assets of the company)		
	Current maturities of long-term borrowing	2,236.73	1,936.79
	Total	8,253.04	8,612.69
22.	Trade Payables		
	MSME	-	-
	Other than MSME	11,021.55	6,933.05
	Total	11,021.55	6,933.05

Trade payables ageing schedule As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 years	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	9,084.27	771.40	710.65	227.85	227.38	11,021.55

Trade payables ageing schedule As at March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 years	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	5,080.67	683.57	891.51	79.13	198.17	6,933.05

	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
23.	Other financial liabilities		
	- Current		
	Unpaid dividend	60.14	63.45
	Bank overdraft	644.31	386.00
	Expenses & other payables	4,794.72	12,171.43
	Total	5,499.17	12,620.88
24.	Other current liabilities		
	Advances from customers	856.60	714.46
	Statutory dues payable	6,026.71	299.14
	Total	6,883.31	1,013.60
25.	Provisions		
	- Current		
	Employee Benefits		
	Gratuity	11.13	9.79
	Other Employee Benefits	77.41	67.58
	Total	88.54	77.37
26.	Revenue from operations		
	Sale of Products (including Excise duty)	1,48,899.66	65,380.61
	Other Operational revenues	904.84	240.21
	Total	1,49,804.50	65,620.82
27.	Other income		
	Interest	39.40	24.79
	Rent Received	2.07	-
	Profit on Sale of Fixed Assets	-	0.73
	Other Revenues	91.72	4.00
	Total	133.19	29.52
28.	Cost of Materials consumed		
	Opening Stocks	4,429.78	3,673.95
	Add: Purchases	53,602.53	21,950.30
	Less: Closing Stocks	(7,706.69)	(4,429.78)
	Total	50,325.62	21,194.47
29.	Purchase of stock in trade	-	394.98
30.	Changes in inventories of finished goods, stock-in-trade and work-in-progress		
	Opening stock:		
	Stock in process	1,446.20	944.04
	Finished goods	2,575.86	2,226.21
		4,022.06	3,170.25
	Closing stock:		
	Stock in process	1,505.57	1,446.20
	Finished goods	4,315.32	2,575.86
		5,820.89	4,022.06
	Increase / (Decrease) in inventories	(1,798.83)	(851.81)
	31.	Employee remuneration & benefits	
Salaries, allowances & bonus		2,489.41	2,035.16
Employer's contribution to Provident & Gratuity Fund		114.41	93.46
Staff welfare expenses		72.73	41.23
Total		2,676.55	2,169.85

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
30.1	Defined benefit plan		
	The required disclosures of employees benefits as per Ind AS – 19 are given hereunder:-		
(i)	In respect of Short Term Employee Benefits:		
	The Company has at present only the scheme of cumulative benefit of leave encashment payable at the end of each calendar year and the same have been provided for on accrual basis.		
(ii)	In respect of Defined Benefit Scheme (Based on Actuarial Valuation) of Gratuity:		
	Table Showing Changes in Present Value of Obligations:		
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Present value of the obligation at the beginning of the period	100.13	89.91
	Interest cost	7.26	6.52
	Current service cost	21.45	19.41
	Past Service Cost	-	-
	Benefits paid (if any)	(2.39)	-
	Actuarial (gain)/loss	(14.47)	(15.71)
	Present value of the obligation at the end of the period	111.98	100.13
	Key results:		
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Present value of the obligation at the end of the period	111.98	100.13
	Fair value of plan assets at end of period	69.38	65.90
	Net liability/(asset) recognized in Balance Sheet and related analysis	42.60	34.23
	Funded Status - Surplus/ (Deficit)	(42.60)	(34.23)
	Expense recognized in the statement of Profit and Loss:		
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Interest cost	7.26	6.52
	Current service cost	21.45	19.41
	Past Service Cost	-	-
	Expected return on plan asset	(4.94)	(4.47)
	Expenses to be recognized in P&L	23.77	21.46
	Other comprehensive (income)/expenses (Re-measurement)		
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Cumulative unrecognized actuarial (gain)/loss opening. B/F	(9.29)	5.63
	Actuarial (gain)/loss - obligation	(14.47)	(15.71)
	Actuarial (gain)/loss - plan assets	0.05	0.79
	Total Actuarial (gain)/loss	(14.42)	(14.92)
	Cumulative total actuarial (gain)/loss C/F	(23.71)	(9.29)

Table showing changes in the Fair Value of Planned Assets			
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Fair value of plan assets at the beginning of the period	65.90	61.72
	Expected return on plan assets	4.94	4.47
	Contributions	0.98	0.50
	Benefits paid	(2.39)	-
	Actuarial gain/(loss) on plan assets	(0.05)	(0.79)
	Fair value of plan assets at the end of the period	69.38	65.90
Table showing Fair Value of Planned Assets			
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Fair value of plan assets at the beginning of the period	65.90	61.72
	Expected return on plan assets	4.94	4.47
	Contributions	0.98	0.50
	Benefits paid	(2.39)	-
	Actuarial gain/(loss) on plan assets	(0.05)	(0.79)
	Fair value of plan assets at the end of the period	69.38	65.90
Actuarial Gain/(Loss) on Planned Assets			
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Actual return on plan assets	4.89	3.68
	Expected return on plan assets	4.94	4.47
	Actuarial gain/(loss)	(0.05)	(0.79)
The assumptions employed for the calculations are tabulated			
	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	Discount rate	7.50 % per annum	7.25 % per annum
	Salary Growth Rate	5.00 % per annum	5.00 % per annum
	Mortality	IALM 2012-14	IALM 2012-14
	Withdrawal rate (Per Annum)	5.00% p.a	5.00% p.a

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant facts.

Funding arrangements and funding policy

The company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the company. Any deficit in the assets arising as results of such valuation is funded by the company.

Expected contribution during the next annual reporting period

	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
	The Company's best estimate of Contribution during the next year	31.28	26.22

Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Particulars	As on March 31, 2023
Defined Benefit Obligation (Base)	79,18,543 @ Salary Increase Rate : 5%, and discount rate :7.5%
Liability with x% increase in Discount Rate	74,77,326; x=1.00% [Change (6)%]
Liability with x% decrease in Discount Rate	84,12,718; x=1.00% [Change 6%]
Liability with x% increase in Salary Growth Rate	84,20,244; x=1.00% [Change 6%]
Liability with x% decrease in Salary Growth Rate	74,63,358; x=1.00% [Change (6)%]
Liability with x% increase in Withdrawal Rate	79,60,115; x=1.00% [Change 1%]
Liability with x% decrease in Withdrawal Rate	78,69,725; x=1.00% [Change (1)%]

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Lakhs)

	Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
32.	Finance Costs		
	Interest to Bank & FIs	1,414.39	1,479.81
	Interest to Others	36.02	55.64
	Bank Charges	146.36	-
	Total	1,596.77	1,535.45
33.	Depreciation & amortisations		
	Depreciation on property, plant and equipment	1,677.74	1,655.00
	Amortisation on intangible assets	23.35	22.77
	Total	1,701.09	1,677.77
34.	Other Expenses		
	Power and fuel	3,399.10	1,619.65
	Labour	1,425.31	712.21
	Rent	92.44	144.31
	Repairs		
	Buildings	1.35	-
	Machinery	996.90	495.74
	Others	139.28	72.27
	Insurance	70.46	93.94
	Rates and taxes (Other than on income)	2,603.72	1,745.47
	Other Manufacturing Exp	177.95	100.41
	Auditors Remuneration		
	(a) Audit fees	4.35	3.46
	Donations	135.98	30.52
	Corporate Social Responsibility	-	23.50
	Travelling & Conveyance	478.50	290.00
	Legal & Professional	294.53	269.86
	Sales promotion	3,707.12	3,015.12
	Advertisement & Publicity	111.30	37.11
	Freight outward	4,718.26	2,248.89
	Other selling expenses	649.86	469.54
	General expenses	135.26	191.82
	Loss-Sale of Asset	-	50.82
	Postage, Telegrams & Telephones	31.34	24.65
	Vehicle Running & Maintenance	81.67	40.09
	Total other expenses	19,254.68	11,679.38
35.	Basic and diluted shares used In computing earning per Share:		
(a)	Basic Earning per share		
	Total Comprehensive Income for the year	6,040.90	(972.98)
	Weighted average number of equity shares outstanding	7,12,89,840	6,69,03,392
		8.47	(1.45)
(b)	Diluted Earning per Share		
	Total Comprehensive Income for the year	6,040.90	(972.98)

	Weighted average number of equity shares outstanding	7,19,34,724	6,69,03,392
		8.40	(1.45)
36.	Contingent Liabilities		
i)	Claims against the Company not acknowledged as debts/ disputed *		
	• Commercial Tax Department	60.71	60.71
	• Income Tax Department	2,279.77	1,989.82
ii)	Guarantees given by Bankers on behalf of the Company not provided for	1,738.90	1,178.67
iii)	Corporate guarantee given to banks on behalf of others	2,136.00	2,136.00

*The Group has reviewed its pending litigations and expects that the outcome of the proceedings will not have any material effect on its financial positions.

37. Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instruments are disclosed.

A. Financial assets and liabilities

The break-up of financial assets and liabilities carried at amortized cost are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Financial Assets:		
Cash and cash equivalents	1,263.68	948.83
Other bank balances	60.14	63.44
Trade receivables	14,214.80	11,579.40
Loans	-	143.90
Investments	0.01	-
Other Financial Assets	1,507.62	1,541.14
Total	17,046.25	14,276.71
Financial Liabilities:		
Trade and other payables	11,021.55	6,933.05
Borrowings	24,219.49	19,731.84
Other Financial Liabilities	10,277.46	13,094.79
Total	45,518.50	39,759.68

B. Financial risk management objectives and policies

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management ensures that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The senior management reviews and agrees policies for managing each of these risks, which are summarized below.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include deposits, investments and borrowings.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rate relates primarily to the Group's borrowings with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on borrowings affected, with all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Impact on profit before tax		
Increase 0.25%	(33.26)	(34.82)
Decrease 0.25%	33.26	34.82

(b) Commodity price risk

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase and manufacture of Beer and therefore require a continuous supply of Barley. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. The following table shows the effect of price changes in Barley: *(Rs. in Lakhs)*

Particulars	As at March 31, 2023	As at March 31, 2022
Impact on profit before tax		
Increase 1%	(12.91)	(7.49)
Decrease 1%	12.91	7.49

ii) Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and credit worthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the company result in material concentration of audit risk.

iii) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings. The table below summarises the maturity profile of the Group's financial liabilities: *(Rs. in Lakhs)*

As At March 31, 2023	Maturities			Total Carrying Value
	Upto 1 year	1-2 year	> 2 year	
Financial Liabilities:				
Non Current Borrowings	8,253.04	2,284.81	13,681.64	24,219.49
Trade and other payables	11,021.55	-	-	11,021.55
Other Financial Liabilities	5,499.17	-	4,778.29	10,277.46
Total	24,773.76	2,284.81	18,459.93	45,518.50

(Rs. in Lakhs)

As At March 31, 2022	Maturities			Total Carrying Value
	Upto 1 year	1-2 year	> 2 year	
Financial Liabilities:				
Non Current Borrowings	8,612.69	2,184.29	8,934.86	19,731.84
Trade and other payables	6,933.05	-	-	6,933.05
Other Financial Liabilities	12,620.88	-	473.91	13,094.79
Total	28,166.62	2,184.29	9,408.77	39,759.68

38. The Group has borrowing from banks on the basis of security of current assets, and the statements of current assets filed by the Company with the banks are in agreement with books of accounts.
39. As per the information available with the Group, the companies has no outstanding balances in respect of payables, receivables, investments, share held by the company or any other outstanding balances with struck off companies.
40. The Group is engaged in the business of manufacture and sale of Alcoholic beverages (Beer and IMFL) which constitutes a single business segment. The company's exports outside India did not exceed the threshold limits for disclosure as envisaged in IndAS 108 on "Operating Segments" issued by the Institute of Chartered Accountants of India. In view of the above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in IndAS - 108 are not applicable to the Group.
41. Corporate Social Responsibility (CSR)

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
a) Amount required to be spent by the company during the year	-	23.35
b) Amount of expenditure incurred	-	23.50
c) Shortfall at the end of the year	Nil	Nil
d) Total of previous years shortfall	Nil	Nil
e) Reason for shortfall	NA	NA
f) Nature of CSR activities for the purpose of :	NA	Children education and medical aid
g) Details of related party transactions	Nil	Nil

42. Disclosure Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186 of the Companies act, 2013

Sr. No.	Name of the Company	Nature & purpose	As at March 31, 2023	As at March 31, 2022
(i)	Aryavrat Projects and Developers Private Limited	Corporate guarantee given for business purposes	2,136.00	2,136.00

- 43) The disclosures in respect of Related Parties as required under Ind AS 24 'Related Party Disclosures' is stated herein below.

A). Details of related parties:

	Name of related parties	Description of relationship
a.	Directors, Key management personnel and their relatives	
i)	Jagdish Kumar Arora	Chairman & Managing Director
ii)	Nakul Kam Sethi	Whole time Director
iii)	Deepak Arora	Director
iv)	Alok Arora	Director
v)	Rajat Batra	Director
vi)	Deena Nath Singh	Director
vii)	Navin Duseja	Director
viii)	S. Lal	Director (upto 31.03.2023)
ix)	Satpal Kumar Arora	Independent Director
x)	Deena Nath Singh	Independent Director
xi)	Nishi Arora	Independent Director
xii)	Uma Kant Samal	Independent Director
xiii)	Rajesh Kumar Dubey	Chief Finance Officer
xiv)	Om Prakash Singh	Company Secretary
b.	Enterprises over which key management personnel are able to exercise significant influence	
i)	Som Distilleries Private Limited	
ii)	Aryavrat Projects and Developers Private Limited	

B). Transactions with related parties:

(Rs. in Lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Som Distilleries Private Limited		
Purchases	1,823.44	574.39
Sales	203.90	44.76
Loan taken during the year	3,918.71	-
Loan re-paid during the year	1,210.83	-
Other transactions	5,221.29 Dr	1,236.81 Cr
- Trade receivables (refer note no. 9)	113.43 Dr	-
- Advances to related parties (refer note no. 14)	-	125.92 Dr
- Loan from related parties (refer note no. 17)	4,473.18 Cr	1,765.30 Cr
- Trade payables (refer note no. 22)	-	181.23 Cr
- Other payables (refer note no. 23)	2,317.01 Cr	5,750.02 Cr
Net Closing Balance	6,676.76 Cr	7,570.63 Cr
Key managerial personnel		
Remuneration	412.19	188.67
Independent director		
Sitting fees	7.20	6.60
Aryavrat Projects and Developers Private Limited		
Corporate guarantee given	2,136.00	2,136.00

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2023

44. Financial Ratios-

Particulars	Terms	Numerator	Denominator	Year Ended 31.03.2023	Year Ended 31.03.2022
(a) Current Ratio,	in times	Current assets	Current liabilities	1.23	0.92
(b) Debt-Equity Ratio,	in times	Total Debt	Shareholder's Equity	0.65	0.68
(c) Debt Service Coverage Ratio,	in times	Earnings available for debt service i.e Net profit after tax plus Depreciation and Finance Costs	Debt Service	2.64	0.08
(d) Return on Equity Ratio,	%	Net Profits after taxes	Average Shareholder's Equity	18.17	(3.41)
(e) Inventory turnover ratio,	in times	Revenue from Operations	Average Inventory	13.63	7.76
(f) Trade Receivables turnover ratio,	in times	Revenue from Operations	Average Trade Receivable	11.62	5.31
(g) Trade payables turnover ratio,	in times	Cost of Materials Consumed + Purchase of Stock - in - Trade+Other Expenses	Average Trade Payables	8.12	4.29
(h) Net capital turnover ratio,	in times	Revenue from Operations	Working Capital	20.80	(27.19)
(i) Net profit ratio,	%	Net Profit	Revenue from Operations	4.03	(1.48)
(j) Return on Capital employed,	%	Earning before interest and taxes	Capital Employed = Shareholder's fund + Current & Non-Current Borrowing	13.99	0.58
(k) Return on investment.	%	Increase in Shareholder's fund	Shareholder's Fund at the start of period	29.63	2.76

45. The Group's pending litigations pertain to claim and cases occurring in the normal course of business. The Group has reviewed its pending litigations and expects that the outcome of the proceedings will not have any material effect on its financial positions.
46. Balances standing at the debit or credit in the accounts of various parties are subject to confirmation and reconciliation.
47. The company has sought information and certification from its vendors as to their being a micro, small or medium enterprise unit under the Micro, Small and Medium Enterprises Development

Act, 2006, to comply with the requirements of law. However, till date replies have been received from very few vendors. Hence, amount due to micro, small scale enterprises outstanding as on March 31st, 2023 is not ascertainable. The process of collecting the information from the vendors is currently ongoing.

48. Previous year's figures have been regrouped/ restated wherever considered necessary to make them comparable to those of the current year.
49. All figures in the Balance Sheet, Profit & Loss Account and Schedules have been rounded off to the nearest rupee in lakhs.

As per our Report of even date
For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani
Partner
Membership No. 435066
BHOPAL
Dated: 27.04.2023
UDIN : 23435066BGUVD3907

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN - 00224633

Sd/-
Rajesh Dubey
(Chief Financial Officer)

Sd/-
Nakul K Sethi
(Director)
DIN - 06512548

Sd/-
Om Prakash
(Company Secretary)

SOM DISTILLERIES & BREWERIES LIMITED

FORM AOC-1

(PURSUANT TO FIRST PROVISIO TO SUB-SECTION (3) OF SECTION 129 READ WITH RULE 5 OF THE COMPANIES (ACCOUNTS) RULES, 2014)

Statement containing salient features of the financial statement of subsidiaries / associates.

PART A : Subsidiaries

S. No.	1	2
Name of the Subsidiary	Woodpecker Distilleries & Breweries Pvt Ltd	Som Distilleries & Breweries Odisha Pvt Ltd
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2022 to 31.03.2023	01.04.2022 to 31.03.2023
Reporting currency and exchange rate as on the last date of relevant financial year in the case of foreign subsidiaries.	INR	INR
Share Capital	5,100.00	3,500.00
Reserves & Surplus	2,089.33	(885.24)
Total Assets	25,335.00	18,226.14
Total Liabilities	18,145.67	15,611.38
Investments	-	-
Turnover	70,916.64	23,575.39
Profit/(Loss) before tax	3,269.63	18.21
Provision for tax (Including adjustments)	211.52	(250.19)
Profit/(Loss) after tax	3,058.11	268.40
Proposed Dividend	-	-
% of Shareholding of the Holding Company	100%	100%

PART B : Associates

S. No.	1	2
Name of the Subsidiaries	N.A.	N.A.

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN- 00224633

Sd/-
Nakul K Sethi
(Director)
DIN- 06512548

Sd/-
Rajesh Dubey
(Chief Financial Officer)

Sd/-
Om Prakash
(Company Secretary)



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SOM GROUP OF COMPANIES

CORPORATE OFFICE: 23, Zone-II, M.P. Nagar, Bhopal - 462011, Madhya; Pradesh, India. Ph.: +91-755-4271271, info@somindia.in

DELHI OFFICE: 1-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi, India. Ph.: +91-11-26169909, 26169712.

MUMBAI OFFICE: 203, Landmark Building, Opp. Adlabs City Mall, Link Road, Andheri West, Mumbai - 400061, Maharashtra, India. Ph.: +91-22-66919001.

KARNATAKA OFFICE: Unit No: 806-807-808, A Wing, Mittal Towers, MG Road; Bengaluru - 560001, Karnataka, India.