

# SOM DISTILLERIES AND BREWERIES LIMITED

**Registered Office:** I-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029

Phone: +91-11-26169909, 26169712 Fax: +91-11-26195897

**Corporate Office:** SOM House, 23, Zone II, M.P. Nagar, Bhopal, Madhya Pradesh – 462011

Phone: +91-755-4278827, 4271271 Fax: +91-755-2557470

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

CIN: L74899DL1993PLC052787 (BSE: 507514, NSE: SDBL)



## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SOM DISTILLERIES AND BREWERIES LIMITED WILL BE HELD ON THURSDAY, FEBRUARY 15, 2024 AT 12:30 P.M. THROUGH VIDEO CONFERENCE (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESSES:**

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### **SPECIAL BUSINESS:**

**ITEM NO.1 : TO APPOINT MR. DINESH KUMAR BATRA (DIN:08773363) AS AN INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mr. Dinesh Kumar Batra (DIN 08773363), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from January 17, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a term of five (5) years, with effect from January 17, 2024 to January 16, 2029.

**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.”

**ITEM NO.2: 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 2024-25 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."

### **ITEM NO.3 : TO CHANGE THE NAME 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 the provisions of Section 4(4), Section 13 read with Rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the consent given by the Board of Directors of the Company subject to the approval of the concerned Registrar of Companies, the consent of the Shareholders, be and is hereby accorded, to change the name of the Company from 'SOM DISTILLERIES BREWERIES & WINERIES LIMITED' to 'SOM DISTILLERIES AND BREWERIES LIMITED', as may be approved by the concerned Registrar of Companies (ROC), Ministry of Corporate Affairs or any other appropriate authority.

**FURTHER RESOLVED THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

I. The Name of the Company is **"SOM DISTILLERIES AND BREWERIES LIMITED"**

**FURTHER RESOLVED THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized, to apply to the concerned ROC, Ministry of Corporate Affairs, Stock Exchange(s) or any other concerned authorities for approval of the proposed name mentioned aforesaid and to prepare, file and submit the necessary e-forms, applications, documents, declaration, undertaking, fees and other documents for change of name, and also authorized to obtain the necessary approvals, permission from the concerned ROC, Ministry of Corporate Affairs, Stock Exchange(s) or other concerned authority/ies as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified by any one Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary."

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

Sd/-

**Om Prakash Singh**  
**Company Secretary & Compliance Officer**

Place: Bhopal

Date: January 17, 2024

REGISTERED OFFICE:

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

**NOTES:**

1. The Ministry of Corporate Affairs (“**MCA**”) vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 09/2023 dated September 25, 2023 (“**MCA Circulars**”), permitted the holding of EGM through Video Conferencing/ Other Audio Visual Means (“**VC/ OAVM**”) facility without the physical presence of the Members at a common venue. In compliance with the MCA Circulars read with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), EGM of the Company is being held through VC/ OAVM facility. The deemed venue for the EOGM 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 EOGM. 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 EOGM through VC/OAVM and the e-voting system on the date of the EOGM will be provided by NSDL.
3. For the convenience of the members and proper conduct of the EOGM, Members can login and join the EOGM 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 EOGM 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 EOGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The EGM is being held pursuant to the MCA Circulars through VC/ OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the

Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this 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 EOGM 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 EOGM, pursuant to Section 113 of the Act, at [compliance@somindia.com](mailto:compliance@somindia.com).

6. In line with the Circulars issued by the Ministry of Corporate Affairs (MCA) and Circulars issued by SEBI, owing to the difficulties involved in dispatching of physical copies, Notice of EOGM 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 Wednesday 17th January, 2024.
7. Members may note that, Notice of the EOGM can also be accessed from the website of the Company at [www.somindia.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EOGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://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 EOGM is annexed herewith. The Board of Directors ("the Board") have considered and decided to include the special businesses in the EOGM as it is unavoidable in nature.
9. SEBI vide its notification(s)/ circular(s) dated June 8, 2018, November 30, 2018 and January 24, 2022, mandated that securities of listed companies can be transferred only in dematerialized form. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, Members holding shares in physical form are requested to dematerialize the 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, 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 EOGM.
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 EOGM. 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 EOGM 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 EOGM. The Members who have cast their vote by remote e-voting prior to the EOGM may also join the EOGM 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, IInd 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:

- a. 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](mailto:compliance@somindia.com).
  - b. 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](mailto:compliance@somindia.com).
  - c. Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto: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.
  - d. 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.
  - e. 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. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to MAS Services Limited.
17. 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.
18. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EOGM and prior to Thursday 8<sup>th</sup> February, 2024 ("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 EOGM by following the procedure mentioned below.
19. 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.

20. The remote e-voting period will commence at 9:00 a.m. on Monday 12<sup>th</sup> February, 2024 and will end at 5:00 p.m. on Wednesday 14<sup>th</sup> February, 2024. In addition, the Members attending the EOGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the EOGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
21. 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](mailto:compliance@somindia.com). The shareholders who do not wish to speak during the EOGM 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](mailto:compliance@somindia.com). These queries will be replied to by the company suitably by email.
22. A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to [compliance@somindia.com](mailto:compliance@somindia.com) till the date of EOGM.
23. 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 EOGM, 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.
24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.somindia.com](http://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 EOGM of the Company and shall also be communicated to the stock Exchanges BSE and NSE where the shares of the Company are listed.
25. Since the EOGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
26. 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.
27. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again
28. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.
29. In case of joint holders attending the EOGM together, only holder whose name appearing first will be entitled to vote
30. Members joining EOGM through video conferencing shall elect one of themselves to be the Chairman of the meeting (EOGM)
31. SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details and specimen signature) and nomination details by holders of securities in physical form and the last date of submission was December 31, 2023. Thereafter, any service request or complaint received from the Member will not be processed until the aforesaid details/documents are provided to the RTA.



32. 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.
33. 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.

34. 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](http://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.

35. 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](http://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.
36. Details of Mr. Dinesh Kumar Batra (DIN 08773363), Independent Director, proposed to be appointed at the General Meeting, as required under Regulation 26 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other disclosures are forming part of this Notice. Requisite Notice / Declaration for eligibility as required under the law has been received from the Proposed Director.

## 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 EOGM may also attend the EOGM 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” 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 <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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</li></ol>



	<p>Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> 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 “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 <b>e-Voting service provider-NSDL</b> 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 &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:nkjaincs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto: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](mailto: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](mailto: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 EOGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM 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 EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
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 EOGM shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EOGM 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 EOGM 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 EOGM.
6. If any Votes are cast by the shareholders through the e-voting available during the EOGM 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. 1:**

#### **APPOINTMENT OF MR. DINESH KUMAR BATRA (DIN: 08773363) AS AN INDEPENDENT DIRECTOR**

Mr. Dinesh Kumar Batra was appointed as an Additional Independent Director of the Company by the Board of Directors vide Resolution dated 17<sup>th</sup> January 2024. Pursuant to the provisions of Section 161(1), Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Dinesh Kumar Batra, as a candidate for the office of a Director.

The brief profile of Mr. Dinesh Kumar Batra is given below:

Mr. Dinesh Kumar Batra, is Former Chairman & Managing Director and Former Director (Finance) & CFO of Bharat Electronics Ltd. and superannuated on 31st Oct' 2022. He had a wide experience in various facets of Management during career spanning over 38 years. He worked as a change agent and facilitator for sustainable and continuous growth of the organization.

As Chairman & Managing Director and Director (Finance) & CFO of Navratna Defence PSU Bharat Electronics Ltd (BEL) strategized growth of the company's market capitalization from Rs.24,000 Crore to Rs.80,000 Crore

Consequently, BEL rose to 73rd position in Top 100 Listed Companies on BSE and No.56 in Top 100 Defence Companies according to Defence News.

## **AWARDS**

- Public Sector CFO of the Year 2022 Award from National Awards for Leadership & CFO Excellence
- Most innovative CFO 2022 Award
- CFO of the Year 2021– PSU Award from Confederation of Indian Industry (CII)
- Steered BEL to become “The Economic Times - Iconic Brand of India - 2022”
- Greentech Corporate Governance Professional of the Year 2021 Award
- BEL Executive Excellence Award in 2010

## **ACADEMIC QUALIFICATIONS**

- Advanced Management Programme, MDI and European Universities – 2019
- Post Graduate Diploma in Management, MDI, Gurgaon – 1991
- Post Graduate Diploma in International Marketing, IIFT, Delhi – 1987
- B.Tech (Mech), HBTI, Kanpur – 1983

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Dinesh Kumar Batra has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Mr. Dinesh Kumar Batra as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director up to 16<sup>th</sup> January 2029.

In the opinion of the Board, Mr. Dinesh Kumar Batra fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Mr. Dinesh Kumar Batra possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Dinesh Kumar Batra, Director as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Dinesh Kumar Batra as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company. The members can get the same by sending an email at [compliance@somindia.com](mailto:compliance@somindia.com).

Mr. Dinesh Kumar Batra is interested and concerned in the Resolution mentioned at Item No.1 of the Notice. Other than Mr. Dinesh Kumar Batra, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No.1 of the Notice.



The Directors recommend the resolutions for approval by the members as a Special Resolution.

## **ITEM NO.2**

### **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 2024-25 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 2024-25 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.2 for approval of members as an Ordinary Resolution.

**ITEM NO. 3:**

**CHANGE THE NAME OF THE COMPANY**

At the Board meeting held on January 17, 2024, the Directors of the Company put forward the proposal to change the name of the Company to “**SOM DISTILLERIES AND BREWERIES LIMITED**”. As there were numerous approvals from various state excise authorities, which was proving to be cumbersome, it was felt by the management to revert to the old name so as not to affect the business operations of the company.

The Board of Directors discussed the same and is of the opinion that the name of the company be changed from ‘**SOM DISTILLERIES BREWERIES & WINERIES LIMITED** to **SOM DISTILLERIES AND BREWERIES LIMITED**’.

As a result of change in the name, the clause I of the Memorandum of Association is also required to be suitably amended. Your Directors recommend the above as Special Resolution.

As required under Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a certificate from a practicing chartered accountant stating compliance with conditions provided in Regulation 45(1) is enclosed and forming part of this explanatory statement of the notice.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Resolution. The Board recommends the Special Resolution set forth in Item No.3 of the Notice for approval of the Members

For and on behalf of the Board

**For Som Distilleries and Breweries Limited**

Sd/-

**Om Prakash Singh**

**Company Secretary & Compliance Officer**

Place: Bhopal

Date: January 17, 2024

REGISTERED OFFICE:

1-A Zee Plaza, Arjun Nagar,

Safdarjang Enclave, Kamal Cinema

Road, New Delhi-110029

Tel.: 011 26169909, 26169712

## DETAILS OF DIRECTOR SEEKING APPOINTMENT / REAPPOINTMENT AT THE GENERAL MEETING

<b>Name of the Director</b>	<b>Shri DINESH KUMAR BATRA</b>
<b>DIN</b>	08773363
<b>Brief Resume &amp; Expertise in specific functional areas</b>	With a wide experience in various facets of Management during career spanning over 38 years Mr. Batra superannuated on 31st Oct' 2022 as Chairman & Managing Director and Director (Finance) & CFO of Navratna Defence PSU Bharat Electronics Ltd. (BEL), he worked as a change agent and facilitator for sustainable and continuous growth of the organization, strategized growth of the company's market capitalization.
<b>Date of Birth / Age</b>	October 11, 1962 / 61 Year
<b>Date of first appointment on the Board</b>	January 17, 2024
<b>Details of shares held in the Company as on December 31, 2023</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
<b>Qualifications</b>	B.Tech (Mech.), HBTI, Kanpur – 1983, Post Graduate Diploma in International Marketing, IIFT, Delhi – 1987, Post Graduate Diploma in Management, MDI, Gurgaon – 1991, Advanced Management Programme, MDI and European Universities – 2019
<b>Terms and Conditions of Appointment/ Re-appointment</b>	As mentioned in the resolution placed before the members in item No.1 of the Notice read with the explanatory Statement thereto
<b>Details of Remuneration sought to be paid</b>	No remuneration except the sitting fee as permitted under the Companies Act, 2013
<b>Last Remuneration drawn</b>	superannuated in Oct' 2022 as Chairman & Managing Director and Director (Finance) & CFO of Navratna Defence PSU Bharat Electronics Ltd. (BEL)
<b>Number of Board Meetings attended/ held during Financial Year 2023-24</b>	Not Applicable
<b>Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on December 31, 2023</b>	Nil
<b>Directorship held in other companies as on December 31, 2023</b>	Nil

<b>Committee positions held in other Companies as on December 31, 2023</b>	Nil
<b>Audit Committee</b>	Nil
<b>Stakeholders' Relationship Committee</b>	Nil
<b>Others</b>	Nil

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013:

<b>I General Information</b>				
<b>1</b>	<b>Nature of industry</b>	The Company is engaged in the production of beer; and blending and bottling of IMFL		
<b>2</b>	<b>Date or expected date of commencement of commercial production</b>	The Company commenced its business in the year 1993 i.e. the year in which it was incorporated.		
<b>3</b>	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</b>	N.A.		
<b>4</b>	<b>Financial performance based on given indicators are as under:</b>			
	<b>Financial Parameters (in Lakhs)</b>	<b>2020-21</b>	<b>2021-22</b>	<b>2022-23</b>
	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%
<b>5</b>	<b>Foreign investments or collaborations, if any.</b>	Foreign holding in the Company as on 31/12/2023 is 2.21% of the Equity Shares Capital of the Company.		

<b>II Information about the appointee:</b>		
<b>1</b>	<b>Name</b>	<b>MR. DINESH KUMAR BATRA</b>
<b>2</b>	<b>Background details</b>	As mentioned in Annexure A under the heading "Brief Resume and Expertise"
<b>3</b>	<b>Past remuneration</b>	As mentioned in the resolution at Item No.1 of the Notice convening this Meeting read with explanatory statement thereto.
<b>4</b>	<b>Recognition or awards</b>	<ul style="list-style-type: none"> <li>• Public Sector CFO of the Year 2022 Award from National Awards for Leadership &amp; CFO Excellence</li> <li>• Most innovative CFO 2022 Award</li> <li>• CFO of the Year 2021– PSU Award from Confederation of Indian Industry (CII)</li> </ul>

		<ul style="list-style-type: none"> <li>Steered BEL to become “The Economic Times - Iconic Brand of India - 2022”</li> <li>Greentech Corporate Governance Professional of the Year 2021 Award</li> <li>BEL Executive Excellence Award in 2010</li> </ul>
5	<b>Job profile and his suitability</b>	The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as an Independent Director of the Company.
6	<b>Remuneration proposed</b>	Same as mentioned in the resolutions at Item No.1 of the Notice convening this Meeting read with explanatory statement thereto.
7	<b>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)</b>	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	<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</b>	Not Applicable
<b>III</b>	<b>Other information:</b>	
1	<b>Reasons of loss or inadequate profits</b>	The Company has been profitable in its operations in the current FY as well as after the COVID
2	<b>Steps taken or proposed to be taken for improvement.</b>	The Company has been profitable in its operations in the current FY as well as after the COVID
3	<b>Expected increase in productivity and profits in measurable terms.</b>	The Company is expected to show an impressive growth in sale as well as profits in the short to medium term.
<b>IV</b>	<b>Disclosures:</b>	
	The information and disclosures related to Remuneration and Period of Appointment, Number of Board Meeting attended during the year 2023-24, Chairmanship / Membership of Committees of the Board of Directors of other listed companies are mentioned in Annexure A hereinabove.	
	<b>i. Termination:</b>	As per provisions of Companies Act.
	<b>ii. Duties and Responsibilities:</b>	As per provisions of Companies Act.

**CERTIFICATE FROM A PRACTICING CHARTERED ACCOUNTANT STATING COMPLIANCE WITH CONDITIONS PROVIDED IN REGULATION 45(1), AS REQUIRED UNDER REGULATION 45(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**CA. Gopal Saraf**  
(B.Com., F.C.A)



**GOPAL SARAF & CO.**  
**Chartered Accountants**

Office : 18-B, Zone-II, M.P. Nagar,  
Near Hotel G. K. Palace, Bhopal - 462 011  
Ph. : 0755-4076825, M. : 9826076825  
gopsarafco@yahoo.co.in  
gopsarafandco@yahoo.com

Certificate from the Chartered Accountant stating compliance with conditions at sub-regulation (1) of Regulation 45 of SEBI LODR, Regulation, 2015:

To, The Chief General Manager Listing Operation, BSE Limited, 20 <sup>th</sup> Floor, P.J. Towers, Dalal Street, Mumbai – 400 001	To Som Distilleries and Breweries Limited SOM House, 23, Zone II, M.P. Nagar, Bhopal, Madhya Pradesh – 462011
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Dear Sir,

**Sub:** Change of Name of the Company and compliance of sub-regulation (1) of Regulation 45 of SEBI LODR, Regulation, 2015

We, **Gopal Saraf & Co.**, (Chartered Accountants) have examined relevant records of the company and based on information provided by the management for issue of certificate in compliance of sub-regulation (1) of Regulation 45 of SEBI LODR, Regulation, 2015 for change of name of the company from **Som Distilleries Breweries & Wineries Limited to Som Distilleries and Breweries Limited**.

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of regulation 45 of SEBI (LODR) Regulations, 2015, we do hereby confirm that:

(a) a time period of at least one year has elapsed from the last name change that was occurred in the year;

*The Company has not changed its name since at least one year.*

(b) at least fifty percent. of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name;

*Not Applicable since there is no change in the activity/project of the company in the preceding one-year period*

(c) the amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity:

*Not Applicable since there is no change in the activity/project of the company*

This certificate is issued at the request of the company pursuant to requirement of Regulation 45(3) of SEBI LODR, Regulation, 2015 for onward submission to the stock exchanges, where the equity shares of the listed entity are listed.

For Gopal Saraf & Co.  
Chartered Accountant

CA Gopal Saraf  
M.No.: 0755427  
FRN : 011314C  
Date : 17-01-2024  
Place : Bhopal

UDIN : 24075827BKCBGG8922