

**SOM DISTILLERIES & BREWERIES LIMITED**

**CIN: L74899DL1993PLC052787**

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

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**NOTICE TO MEMBERS**

Notice is hereby given that at Extraordinary General Meeting of Som Distilleries And Breweries Ltd. will be held on Saturday the 3<sup>rd</sup> March,2018 at 16.00 hours at the company's factory at Village Rojrachak, Dist. Raisen, Madhya Pradesh to transact the following business:

**SPECIAL RESOLUTION**

**Item No.1 FURTHER ISSUE OF SECURITIES:**

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

**RESOLVED THAT** in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force (the "Companies Act") the Foreign Exchange Management Act 1999, including any amendments, statutory modification(s) and/or re-enactment thereof (the "FEMA"), the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, including any amendments, statutory modification(s) and/or re-enactment thereof, the Consolidated FDI Policy issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time (the "FDI Policy"), the relevant regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, including any amendment, modification, variation or re-enactment thereof (the "ICDR Regulations"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (the "FCCB Scheme"), the Depository Receipts Scheme, 2014 (the "GDR Scheme"), the applicable listing agreement(s) entered into by the Company with the stock exchange(s) where the equity shares of the Company of the face value of Rs. 10/- each (the "Equity Shares") are listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to the extent applicable, and all other applicable statutes, clarifications, rules, regulations, circulars, notifications, guidelines, as may be applicable, as amended from time to time, issued by the Government of India (the "GoI"), Ministry of Corporate Affairs (the "MCA"), Reserve Bank of India (the "RBI"), BSE Limited and National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges") and/or any other regulatory/statutory authorities in India or abroad from time to time, to the extent applicable and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time, including the GoI, MCA, RBI, SEBI and the Stock Exchanges (hereinafter singly or collectively referred to as the "Appropriate Authorities") as may be required and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (the "Board") (which term shall be deemed to include any committee constituted/to be

constituted by the Board to exercise its powers including powers conferred by this resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the best interest of the Company, the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), at such price that may be decided by the Board) in terms of the applicable regulations and as permitted under the applicable law for an aggregate amount not exceeding Rs. 150 crores to such investors that may be permitted to invest in such issuance of Securities, securities convertible into Equity Shares and /or Non Convertible Debentures with or without warrants including eligible qualified institutional buyers(the “QIBs”) as defined in the ICDR Regulations, by way of a public issue, preferential allotment, private placement or a rights issue, including a qualified institutions placement (the “QIP”) in accordance with the provisions of Chapter VIII of the ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate, by way of issue of equity shares or by way of issue of any instrument or security including fully/partly convertible debentures, global depository receipts (the “GDRs”), American depository receipts (the “ADRs”), foreign currency convertible bonds (the “FCCBs”), or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for equity shares or any other eligible securities(instruments listed above collectively with the equity shares to be hereinafter referred to as the “Securities”) or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, 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 and any other category of persons or entities who are authorized to invest in Securities of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively called the “Investors”), to all or any of them, jointly and/or severally through an offer/placement document and/or other letter or circular and/or on private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board’s absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/ or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, deciding of other terms and conditions like 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, terms of issuance, period of conversion, fixing of record date or book closure dates if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws.”

**“RESOLVED FURTHER THAT** the relevant date for the purpose of pricing the Securities shall be the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the

issue of such Securities, subsequent to receipt of members' approval in terms of the Companies Act, the ICDR Regulations, the FCCB Scheme, the GDR Scheme and other applicable laws, regulations and guidelines; in the event that convertible securities (as defined under the ICDR Regulations) are issued to QIBs by way of a QIP, preferential allotment, 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 or Committee of Directors duly authorized by the Board”

**“RESOLVED FURTHER THAT**, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities and take all such steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized in pursuance of the above resolution to appoint on terms it may consider fit, bankers to the issue, merchant bankers, underwriters, depositories, legal advisors, registrar to the issue and consultants and to finalize Placement Document, relevant date, utilization of issue proceeds and to decide other related issues.”

#### **Item No.2 EMPLOYEES STOCK OPTION PLAN, 2018.**

To consider and if thought fit to pass with or without modifications, the following resolution as a special resolution:-

**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, the rules and regulations issued by SEBI and other applicable laws and subject to such other approvals, permissions and sanctions as may be necessary from time to time, approval and consent of the Company be and is hereby accorded to the ‘SOM - Employees Stock Option Plan 2018 (hereinafter referred to as the “ESOP 2018”) and to the Board of Directors of the Company to create, offer and grant from time to time such number of options,

to the permanent employees of the company and employees in its subsidiary(ies) including Directors (other than Promoters of the Company and Independent Directors), whether whole-time or otherwise, as may be decided solely by the Board under the Plan, not more than 5,00,000 (Five Lacs) Options, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up Equity Share in the Company, of face value of Rs.10/- each, and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP 2018 and in due compliance with the applicable laws and regulations in force.”

“**FURTHER RESOLVED THAT** the Board and any committee formed for this purpose be and is hereby authorized to issue and allot Equity Shares upon exercise of options by Employee from time to time in accordance with the ESOP 2018 and other applicable laws in force and such Equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company.”

“**FURTHER RESOLVED THAT** the number of options that may be granted to any employee including any Director of the Company (other than Promoters of the Company and Independent Directors), in any financial year and in aggregate under the ESOP 2018 shall be lesser than 2% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.”

“**FURTHER RESOLVED THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid 5,00,000 ( Five Lacs) of option shall be deemed to be increased in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.”

**FURTHER RESOLVED THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2018 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2018 and do all other things incidental and ancillary thereof.”

“**FURTHER RESOLVED THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2018.”

“**FURTHER RESOLVED THAT** any of the Directors of the Company or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOP 2018 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

“**FURTHER RESOLVED THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre, other legal Advisors, Consultants and Representatives, being incidental to the effective implementation and administration of ESOP 2018 as also to prefer applications to the appropriate Authorities, Parties and

the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise.

For Som Distilleries and Breweries Ltd.  
By Order of the Board of Directors

Place: Bhopal  
Date 31.01.2018

Jagdish Kumar Arora  
Managing Director

Notes:

- a. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and vote at the meeting instead of him and such proxy need not be a member of the company. Proxies in order to be effective must be received at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
- b. Any queries for being answered at the meeting must reach at least seven days in advance.
- c. An explanatory statement as required under section 102 of the Companies Act, 2013 is attached.
- d. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- e. Members /Proxies are requested to bring their duly filled attendance slip sent herewith at the meeting.
- f. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically.
- g. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is pleased to offer E-voting facility to the Members of the Company to exercise their right to vote by electronic means in respect of the items contained in the notice.

## **EXPLANATORY STATEMENT**

Under Section 102(1) of the Companies Act, 2013 to the notice of Extraordinary General Meeting of Som Distilleries and Breweries Ltd. to be held on Saturday the 3<sup>rd</sup> March, 2018 at 16.00 hours at the company's factory at village Rojrachak, Dist. Raisen, M.P.

### **Item No.1 FURTHER ISSUE OF SECURITIES:**

Pursuant to Sections 23, 42, 62, 71 of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), approval of members is required to be obtained by Special Resolution for making any further issue of Equity Shares or Securities to any person(s) other than the existing members of the Company.

The fund raising is being proposed to meet the objective of meeting additional working capital requirements, repayment of some of the high cost debts to acquire tangible and intangible assets across different regions nationally or internationally, if such opportunity arises or to make any further investments in its subsidiary. The Company has been exploring various avenues for raising funds by way of issue of Equity Shares or by way of issue of any instrument or security including fully/partly convertible debentures, global depository receipts (the "GDRs"), American depository receipts (the "ADRs"), foreign currency convertible bonds (the "FCCBs"), or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for Equity Shares or any other eligible securities and/or any combination thereof (the "Securities") for an aggregate amount not exceeding Rs. 150 crores through either qualified institutions placement (the "QIP") to qualified institutional buyers (the "QIBs") as defined in ICDR Regulations or private placement or preferential issue or public issue or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law. The proposed Special Resolution is an enabling resolution and therefore the proposal seeks to confer upon the Board (including a committee thereof) the absolute discretion to determine the terms of the aforementioned issuance of Securities, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board or a committee thereof, considering prevailing market conditions, practices and in accordance with the applicable provisions of law. Accordingly, the Board (including a committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

None of the Directors/Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in the accompanying Notice.

## **Item No. 2. ESOP 2018 FOR EMPLOYEES**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/plan.

Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary Company (ies) for their continuous hard work, dedication and support, which has led the Company and the Subsidiary Company (ies) on the growth path. The Company intends to implement the Employees Stock Option Plan 2018, with a view to attract and retain key talent working with the Company and its Subsidiary Company (ies) by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, (SEBI (SBEB) Regulations), the Company seeks members, approval in respect of ESOP 2018 and grant of options to the eligible employees/ Directors of the Company and that of its Subsidiary Company(ies) as decided by the Nomination and Remuneration Committee from time to time in due compliance of the SEBI Regulations.

The main features of the ESOP 2018 are as under:

### **1. Brief Description of the Scheme(s):**

This proposed Scheme called the Employees Stock Option Plan 2018 (ESOP 2018) is intended to reward the Eligible Employees of the Company and its Subsidiary Company (ies) in India and abroad, for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to retain talent in the organization as it views options as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

The Company in terms of the said Regulations contemplates to enable the implementation of ESOP 2018 by dealing in/acquiring Equity Shares directly from the Company (“Primary Shares”).

### **2. Total number of options to be granted:**

Such number of options would be available for grant to the eligible employees of the Company and eligible employees of the Subsidiary Company (ies) under ESOP 2018, in one or more tranches exercisable into not exceeding more than 5,00,000 ( Five Lacs) options in the Company .

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP 2018, within overall ceiling.

The SEBI (SBEB) Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI (SBEB) Regulations,.

### **3. Identification of classes of employees entitled to participate in ESOP 2018:**

Following classes of employees are entitled to participate in ESOP 2018:

- a) Permanent employees of the Company working in India or out of India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the Subsidiary Company(ies).

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

### **4. Requirements of vesting and period of vesting:**

The options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company as the case may be. The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 (one) year.

The vesting dates in respect of the options granted under the Scheme may vary from employee to employee or any class thereof and/or in respect of the number or percentage of options granted to an employee.

Options shall vest essentially based on continuation of employment and apart from that the Board or Committee may prescribe achievement of any performance condition(s) for vesting. Vesting/lock-in period and the vesting may occur in tranches or otherwise.

### **5. Maximum period within which the options shall be vested:**

Options granted under ESOP 2018 would vest subject to maximum period of 5 (five) years from the date of grant of such options.

### **6. Exercise price or pricing formula:**

The Exercise Price shall be a price as may be decided by the Nomination and Remuneration Committee.

### **7. Exercise period and the process of Exercise:**

The options granted may be exercised by the Grantee at any time within the period determined by the Nomination and Remuneration Committee from time to time subject to a maximum period of Three months from the end of calendar year in which Vesting happens for the respective options.

The Vested options shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be



prescribed by the Nomination and Remuneration Committee from time to time. The options shall lapse if not exercised within the specified exercise period.

**8. Appraisal process for determining the eligibility of employees under ESOP 2018:**

The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration Committee from time to time.

**9. Maximum number of options to be issued per employee and in aggregate**

(i) The maximum number of options to be granted to each employee will depend upon the rank/designation of the employee as on the date of grant of options. However no employee shall be entitled to more than such number of options as may be determined in any financial year.

(ii) The aggregate number of options to be granted under this scheme shall not exceed 5,00,000.

(iii) The ESOP Committee shall decide on the number of options to be granted to each employee within this limit.

**10. Route of Scheme implementation:**

The Scheme shall be implemented and administered directly by the Company.

**11. Lock-in Requirements**

Shares issued and allotted under ESOP 2018 shall be subject to lock-in restrictions as may be decided by the Board or the Nomination and Remuneration Committee thereof in accordance with the ESOP 2018.

**12. Source of Shares:**

The Scheme contemplates new Issue of Shares by the Company ("Primary Shares").

**13. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms etc.:**

Company is not providing any loan for ESOP 2018 purpose, as Company is directly implementing the plan.

**14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:**

This is not relevant under the present scheme.

**15. Accounting and Disclosure Policies:**

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

**16. Method of Valuation:**

The Company shall use the fair value method for valuation of the options.

Clause 6 of the SEBI (Share Based Employee Benefits) Regulations, 2014 requires that any ESOP Scheme for offering stock options to the employees of the Company must be approved by the shareholders by way of a Special Resolution in the General Meeting and furthermore, as the Scheme will entail further shares to be offered to persons other than the existing shareholders of the company, consent of the members is required by way of a Special Resolution pursuant to the provisions of subsection(b) of Section 62 of the Companies Act, 2013 for the Item No. 2 and all other applicable provisions of the law for the time being in force. The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in these Resolutions only to the extent of any Stock Options that may be granted to them and the resultant equity shares issued, as applicable.

By Order of the Board of Directors  
for Som Distilleries and Breweries Ltd.

Place: Bhopal  
Date: 31.01.2018

Jagdish Kumar Arora  
Managing Director

### **Notes for Shareholders:**

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

Electronic copy of the notice of the Extraordinary General Meeting of the Company (including Ballot Form, Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the RTA/Depository Participants. For members who have not registered their email address, physical copies of the Notice of Extraordinary General Meeting are being sent by other permissible means.

Members may also note that the Notice of Extraordinary General Meeting will also be available on the Company's website [www.somindia.in](http://www.somindia.in) and on the website of CDSL, [www.evotingindia.com](http://www.evotingindia.com) for their download. Even after registering for e-communication, members are entitled to receive such communication in physical mode & free of cost, upon making a specific request for the same by any permissible mode.

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

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

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

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

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

### **E-voting**

- a. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is pleased to offer E-voting facility to the Members of the Company to exercise their right to vote by electronic means in respect of the items contained in the notice.
- b. The Company has engaged the services of Central Depository Services (India) Limited as the Authorized Agency to provide E-voting facility. E-voting is optional and a member may physically vote at the Extraordinary General Meeting at his discretion.
- c. The Board of Directors have appointed FCS Mr. Madan Mohan Chawla, Practising Company Secretary, Bhopal as the Scrutinizer for conducting the E-voting process in fair and transparent manner.

- d. The E-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for E-voting. Once the vote on a resolution is cast by any member, he/she shall not be allowed to change it subsequently. Commencement of E-voting, 28th February, 2018, 10:00 a.m. end of E-voting, 02<sup>nd</sup> March, 2018, 5:00 p.m.
- e. The cut-off date for the purpose of E-voting is 24th February 2018. The Voting rights of members shall be in proportion to their equity shareholding in the paid up equity share capital of the company as on cut-off date.
- f. The Results of E-voting and Physical Voting at the Extraordinary General Meeting along with the scrutinizers' report shall be placed on the website of the Company viz. [www.somindia.in](http://www.somindia.in) and shall also be communicated to the Stock Exchange.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 28.02.2018 at 10:00 a.m. and ends on 02.03.2018 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24.02.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (as mentioned on the address label of the envelope of this

	EGM Notice) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/ mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Som Distilleries and Breweries limited.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

## **INSTRUCTIONS**

### **General Instructions**

1. As per the Companies Act, 2013, Company has to provide e-voting facility to its shareholders. However the shareholders, who do not use e-voting facility, may attend the meeting and give their Assent / Dissent in Physical Assent / Dissent Form. If a shareholder has opted for e-voting, then he/she should not vote by Physical Assent / Dissent Form. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote caste through e-voting shall be considered, and vote caste through physical assent/dissent shall be treated as invalid.
2. The notice of Extraordinary General Meeting was dispatched/e-mailed to the members whose names appeared on the Register of Members as on 02.02.2018

### **Instructions for voting physically on Assent / Dissent Form.**

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

**SOM DISTILLERIES & BREWERIES LIMITED**

**CIN: L74899DL1993PLC052787**

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

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the Extraordinary General Meeting of the above named Company held on Saturday, the 3<sup>rd</sup> March 2018 at 16.00 Hours . At the company's factory at village Rojrachak, Dist. Raisen, M.P

**Names and Address of Shareholder:**

**Folio No/ DPID CLIENT ID No. :**

<b>SIGNATURE OF THE SHAREHOLDERS OR PROXY</b>	<b>NO. OF SHARES HELD</b>

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

**Date:** \_\_\_\_\_

**Place:** \_\_\_\_\_



**Form No. MGT-11  
PROXY FORM**

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

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

Name of the member (s): .....
Registered address: .....
E-mail Id:.....
Folio No/ Client Id:.....
DP ID:.....

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

1. Name: _____
Address: _____
E-mail Id: _____
Signature : _____ or failing him

2. Name: _____
Address: _____
E-mail Id: _____
Signature _____ or failing him

<p>3. Name: _____</p> <p>Address: _____</p> <p>E-mail Id: _____</p> <p>Signature _____</p>
--

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on Saturday the 03<sup>RD</sup> day of March, 2018 at 16.00 hours. at the company's factory at village Rojrachak, Dist. Raisen, M.P in respect of such resolutions as are indicated below:

**SPECIAL BUSINESS**

**1. FURTHER ISSUE OF SECURITIES:**

**2. EMPLOYEES STOCK OPTION PLAN, 2018.**

Signed this .....day of .....2018

Signature of shareholder

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

**SOM DISTILLERIES AND BREWERIES LIMITED**  
**CIN No. L74899DL1993PLC052787**

Registered office: 1-A Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi

Email: [somdistilleries@rediffmail.com](mailto:somdistilleries@rediffmail.com), Web: [www.somindia.net](http://www.somindia.net), Works: Village Rojrachak, Distt. Raisen Ph. No. 011-26169909, 26169712

**ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS**

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

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

3. i) Registered Folio No. :

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

[\*Applicable to Members holding shares in dematerialized form]

4. Number of Equity Share(s) held:

5. I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice dated 31.01.2018 of the Extraordinary General Meeting held at Bhopal on 03.03.2018, by conveying my / our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

S.No	Resolution	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
<b>Special Business/Resolution Proposed</b>			
1	<b>FURTHER ISSUE OF SECURITIES:</b>  <b>RESOLVED THAT</b> in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of Sections 23, 42, 62, 71 and ----- AS IN THE NOTICE OF THE MEETING -----advisors, registrar to the issue and consultants and to finalize Placement Document, relevant date, utilization of issue proceeds and to decide other related issues.”		

2	<p><b>EMPLOYEES STOCK OPTION PLAN, 2018.</b></p> <p><b>RESOLVED THAT</b> pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, the rules and regulations issued by SEBI -----AS IN THE NOTICE OF THE MEETING-----and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise.</p>		
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**Place: Rojrachak, Dist. Raisen**

**Date: 03.02.2018**

**Signature of the Member/ Authorized Representative**

Note:

- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- (ii) Please read the instructions on the next page carefully before exercising your vote