

# 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](mailto:compliance@somindia.com) **Website:** [www.somindia.com](http://www.somindia.com)

CIN : L74899DL1993PLC052787

(BSE : 507514, NSE : SDBL)



**SDBL/BSE/NSE/2022**

**20.07.2022**

To

The Manager, Listing Department, <b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> 'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> <u>Security ID: SDBL</u>	Dy. General Manager, Department of Corporate Services, <b>BSE LIMITED,</b>  First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. <a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a> <u>Security ID: 507514</u>
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**SUB: OUTCOME OF THE MEETING OF THE BOARD OF DIRECTORS OF COMPANY HELD TODAY I.E. JULY 20, 2022**

Dear Sir/Madam,

Pursuant to Regulation 30 (read with Schedule III - Part A), Regulation 33 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find herewith outcome of board meeting of the Company held today i.e. on Wednesday, July 20, 2022 at 4:00 P.M. and concluded at 6:00 P.M. at Corporate Office of the Company. The following matters were considered:

S.NO.	SUBJECT
1	The Board considered and approved the Unaudited Financial Results (Standalone and Consolidated) for the quarter ended 30 <sup>th</sup> June, 2022 along with Limited Review Report thereon. The same was approved by the Audit Committee in its meeting held prior to this meeting. A copy of the same are attached herewith.  A press release by the management is also enclosed with the results.
2	The Board considered appointment of Mr. Nakul Kam Sethi, Wholetime Director, who retires by rotation, being eligible, offers himself for re-appointment, subject to approval of Members at the ensuing Annual General Meeting.
3	The Board approved the re-appointment of M/s AKB Jain & Co., Chartered Accountants, Bhopal (FRN:003904C) as the Statutory Auditor of the Company to hold office for a term of 2 years from the conclusion of the 29 <sup>th</sup> Annual General Meeting till the conclusion of the 31 <sup>st</sup> Annual General Meeting in respect of the financial years beginning from April 1, 2022 and ending March 31, 2024, subject to approval of Members at the ensuing Annual General Meeting.

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4	The Board considered and approved to continue appointment of Mr. Uma Kant Samal (DIN: 08669929) as an Independent Director of the Company on attaining the age of seventy-five years for the remaining term of his appointment i.e. upto April 19, 2025, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines, subject to approval of Members at the ensuing Annual General Meeting.
5	The Board considered and approved the Material Related Party Transactions with Som Distilleries Private Limited, being a promoter & Related Party, during the Financial Year 2021-22 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, subject to approval of Members at the ensuing Extra-Ordinary General Meeting.
6	The Board considered and approved, giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding ₹500 Crores [Rupees Five Hundred Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company, subject to approval of Members at the ensuing Extra-Ordinary General Meeting.
7	The Board considered and approved increase in remuneration to Shri Jagdish Kumar Arora, as Managing Director from ₹12.50 lakhs p.m. to ₹20.00 lakhs p.m. with authority to the Board of Directors of the Company to grant such increments as it may determine from time to time, for the remaining term of his appointment effective from July 20, 2022, in compliance with the applicable SEBI Regulations and the Companies Act, 2013 and Rules made thereunder, subject to approval of Members at the ensuing Extra-Ordinary General Meeting.
8	The Board considered and approved increase the overall limit of Managerial Remuneration payable beyond specified limits under Section 197 of Companies Act, 2013 in respect of any financial year upto ₹5,00,00,000/- (Rupees Five Crore Only) in compliance with the applicable SEBI Regulations and the Companies Act, 2013 and Rules made thereunder and amended schedule V of Companies Act, 2013 thereby Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time Director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution, subject to approval of

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	Members at the ensuing Extra-Ordinary General Meeting.
9	The Board Considered and Approved increase in the Authorised Share Capital of the Company from ₹40,00,00,000/- (Rupees Forty Crore Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of ₹5/- each (Rupees Five only) to ₹50,00,00,000/- (Rupees Fifty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹5/- each (Rupees Five only) and consequent alteration in Clause V of Memorandum of Association of the company as per the provisions of the Companies Act, 2013 and applicable SEBI Regulations subject to approval of the shareholders in the general meeting.
10	The Board Considered and Approved raising of funds through Issue of Convertible Equity Warrants to the Promoters, Promoter's Group and Other Public Investors on Preferential Basis by issuing up to 40,00,000 (Forty Lakhs) Warrants convertible in one or more tranches to equity shares of ₹5/- each of the Company at a price of ₹72/- (including premium of Rs.67/-) for each Warrant subject to necessary shareholders/ regulatory approvals, as applicable. Please find enclosed as Annexure 'A', information required to be disclosed pursuant to Regulation 30 of SEBI LODR read with Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.
11	The Board considered that the Extra-Ordinary General Meeting (EGM) of the Members of the Company will be held on Friday, the 19 <sup>th</sup> day of August, 2022 at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh). Further the Board considered and approved the notice of Extra-Ordinary General Meeting (EGM) of the Company.
12	The Board considered and approved that the 29 <sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Tuesday, the 27 <sup>th</sup> day of September, 2022 through video conferencing / other audio-visual means (VC / OAVM). Further the Board considered and approved the notice of 29 <sup>th</sup> Annual General Meeting of the Company.
13	The Board considered and approved appointment of M/s N.K. Jain & Associates, Practicing Company Secretary as the Secretarial Auditor of the Company for the Financial Year 2022-23.

Please note that no final dividend proposed to be declared by the Board Members for FY2021-22.

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The same is also available on the Company's website i.e. [www.somindia.com](http://www.somindia.com).

This is for your information and records please.

**For Som Distilleries & Breweries Limited**

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

SOM