

# SOM DISTILLERIES AND BREWERIES LIMITED

(Formerly Known As Som Distilleries Breweries & Wineries Limited)

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

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

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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 MONDAY, MARCH 24, 2025 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: REAPPOINTMENT OF MR. JAGDISH KUMAR ARORA (DIN:00224633), AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals as may be necessary, consent of the Members be and is hereby accorded to re-appoint Mr. Jagdish Kumar Arora (DIN:00224633), as the Chairman and Managing Director of the Company for the period and on the terms and conditions, including remuneration and perquisites, as set out hereunder, with further liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted or to be constituted by the Board) to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Jagdish Kumar Arora, as the Chairman and Managing Director in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law:

**A. Period:** Five-year w.e.f. February 4, 2025 to February 3, 2030 not liable to retire by rotation, with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

**B. Remuneration:** ₹35 lakh per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹40 lakh per month;

#### **C. Perquisites**

- i) Gratuity at the rate of half a month’s salary for each completed year of service.
- ii) Leave as per Company’s Rules as specified from time to time.
- iii) Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
- iv) Premium paid on personal accident policy.
- v) Leave encashment at the end of the tenure in accordance with the rules of the company.
- vi) Re-imbursment of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.

vii) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

D. Subject as aforesaid, the Managing Director shall be governed by such other rules as are applicable to the Senior Management of the Company from time to time.

E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Jagdish Kumar Arora, Managing Director will be considered as continuous service with the Company from the date of his joining the Som Group.

F. Any revision / change in allowance / perquisite relating to Company provided (furnished/ unfurnished) accommodation and/or HRA in lieu of Company provided accommodation / Car or other allowances/ perquisites, will be adjusted from the existing Special Allowance, subject to the ceiling limit as approved by the Shareholders and as per the policy of the Company.

G. Though considering the provisions of section 188 of the Act 2013, and the applicable rules and Schedule of the Act, Mr. Jagdish Kumar Arora would not be holding any office or place of profit by his being a mere Director of the Company's Subsidiaries / Joint Ventures / Associates, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other directors for attending the meetings of Board(s) of Directors/ Committee(s) of Subsidiaries / Joint Ventures/ Associates of the Company or companies promoted by the Som Group.

**RESOLVED FURTHER THAT** in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Jagdish Kumar Arora, Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013 and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 196, 197, 198 read with schedule V of the Companies Act, 2013 and/or Regulation 17 of the Listing Regulations, as may be applicable (including any statutory modifications or re-enactment thereof, for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper including to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company for giving effect to this resolution, including filing of necessary forms with Registrar of Companies, intimating Stock Exchanges, issuing letter of appointment etc."

**ITEM NO.2 : APPROVAL 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 SECOND TERM (2 YEARS)**

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); and subject to such other approvals as may be necessary, consent of the Members be and is hereby accorded to re-appoint Mr. Uma Kant Samal (DIN: 08669929) as an Independent Director of the Company on attaining the age of seventy-five years and who meets the criteria for independence as provided in Section 149(6) of the

Act and the Rules framed thereunder, for the second term of two (2) years not liable to retire by rotation, with effect from April 20, 2025 to April 19, 2027.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper including to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company for giving effect to this resolution, including filing of necessary forms with Registrar of Companies, intimating Stock Exchanges, issuing letter of appointment etc..”

### **ITEM NO.3 : APPOINTMENT OF MR. RAJESH KUMAR DUBEY (DIN: 10912000) AS AN WHOLETIME DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals as may be necessary, consent of the Members be and is hereby accorded to appoint Mr. Rajesh Kumar Dubey (DIN: 10912000), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th January, 2025, as the Wholetime Director of the Company for the period and on the terms and conditions, including remuneration and perquisites, as set out hereunder, with further liberty to the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted or to be constituted by the Board) to alter, modify or revise from time to time, the terms and conditions of appointment and remuneration of Mr. Rajesh Kumar Dubey, as Wholetime Director in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law:

**A. Period:** Five-year w.e.f. January 28, 2025 liable to retire by rotation, with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

#### **B. Remuneration:**

₹1 lakh per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹2 lakh per month;

Long-term Incentive Compensation /Employee Stock Option / Restricted Stock Units/ Stock Appreciation Rights: As per the Plan applicable to the Senior Executives of the Company/ Som Group, including that of any parent/ subsidiary company, as may be decided by the Board from time to time.

#### **C. Perquisites**

- i) Contribution to provident fund or superannuation fund or annuity fund to the extent not taxable under the Income Tax Act, 1961.
- ii) Gratuity at the rate of half a month's salary for each completed year of service.
- iii) Leave as per Company's Rules as specified from time to time.
- iv) Leave Travel Concession: as per Company Policy
- v) Premium paid on personal accident policy upto Rs.5,000/- p.a.
- vi) Leave encashment at the end of the tenure in accordance with the rules of the company.

vii) Re-imbursement of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.

D. Subject as aforesaid, the Wholetime Director shall be governed by such other rules as are applicable to the Senior Executives of the Company from time to time.

E. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Rajesh Kumar Dubey, Wholetime Director, will be considered as continuous service with the Company from the date of his joining the Som Group.

F. Any revision/change in allowance / perquisite relating to Company provided (furnished/ unfurnished) accommodation and/or HRA in lieu of Company provided accommodation / Car or other allowances/ perquisites, will be adjusted from the existing Special Allowance, subject to the ceiling limit as approved by the Shareholders and as per the policy of the Company.

G. Though considering the provisions of section 188 of the Act 2013, and the applicable rules and Schedule of the Act, Mr. Rajesh Kumar Dubey would not be holding any office or place of profit by his being a mere director of the Company's Subsidiaries/ Joint Ventures/ Associates, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees/ commission paid/ payable to other directors for attending the meetings of Board(s) of Directors/ Committee(s) of Subsidiaries/ Joint Ventures/ Associates of the Company or companies promoted by the Som Group.

**RESOLVED FURTHER THAT** in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Rajesh Kumar Dubey, Wholetime Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013 and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 196, 197, 198 read with schedule V of the Companies Act, 2013 and/or Regulation 17 of the Listing Regulations, as may be applicable (including any statutory modifications or re-enactment thereof, for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper including to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company for giving effect to this resolution, including filing of necessary forms with Registrar of Companies, intimating Stock Exchanges, issuing letter of appointment etc..”

**ITEM NO.4 : APPOINTMENT OF MR. RAJAT BATRA (DIN: 02695119) AS NON-EXECUTIVE NON -INDEPENDENT DIRECTOR (“NENIDS”) 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 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; consent of the Members be and is hereby accorded to appoint Mr. Rajat Batra (DIN: 02695119), who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 28, 2025, as a Non-Executive Non-Independent Director of the Company liable to retire by rotation, for a term of five (5) years, i.e.

upto January 27, 2030 upon such terms and conditions as detailed in the explanatory statement annexed to the Notice of General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper including to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company for giving effect to this resolution, including filing of necessary forms with Registrar of Companies, intimating Stock Exchanges, issuing letter of appointment etc..”

**ITEM NO.5 :TO CONSIDER AND APPROVE OFFER AND ISSUE OF UPTO 20,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE IDENTIFIED PROMOTER(S)**

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 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [“SEBI (ICDR) Regulations”], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR), Regulations”] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [“SEBI (Takeover) Code”] and the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchange of India Limited (“NSE”), BSE Limited (“BSE”), and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches upto 20,00,000 (Twenty Lakh) Equity Shares having face value of ₹2/- (Rupees Two Only) for cash at an issue price of ₹112/- (Rupees One Hundred and Twelve Only) per Share (including premium of ₹110/- per equity share) aggregating amounting to ₹22,40,00,000 (Rupees Twenty Two Crore and Forty Lakh Only) to the below mentioned proposed allottee on the preferential basis in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable laws:

Sl. No.	Name of the Allottee	Number of Equity Shares	Category
1	Som Distilleries Private Limited	20,00,000	Promoter / Promoter Group
	<b>Total</b>	<b>20,00,000</b>	

**RESOLVED FURTHER THAT** as per the SEBI ICDR Regulations the ‘Relevant Date’ for determining the price of the Equity Shares to be issued, in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall be Friday, February 21, 2025, being thirty days prior to the date of this Extra Ordinary General Meeting.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares on a preferential basis to the aforesaid entity shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a. The Allottee(s) shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof.
- b. The consideration for allotment of relevant equity shares shall be paid to the Company by the proposed allottee from its bank accounts;
- c. The pre-preferential shareholding of the proposed allottee and Equity Shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. The Equity Shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
- e. Allotment of the Equity Shares shall only be made in dematerialized form. The monies to be received by the Company from the proposed allottee for application of the Equity Shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 and 62 of the Companies Act, 2013;
- f. The Equity Shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this Shareholders' resolution, provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission, as the case may be;
- g. The Equity Shares proposed to be issued shall rank *pari passu* with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (in the format of "Form PAS-4") immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the recognized stock exchange(s) where the shares of the Company is listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

**RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the aforesaid issue including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and appointing attorney(ies) or authorized representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate, corporate actions and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Equity Shares to be created, offered and allotted and the new equity shares to be issued and allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and all such new

shares shall rank in all respects pari-passu inter-se and with the then existing equity shares of the Company including entitlement of dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which shall be deemed to include any Committee(s), which the Board of Directors may have or hereafter constitute in this behalf to exercise the powers conferred on the Board of Directors by this Resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient or proper including to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares with the stock exchanges where the shares of the Company are listed, without requiring the Board of Directors to obtain any further consent or approval of the shareholders of the Company in relation to the matters set out in this resolution.”

For and on behalf of the Board

**For Som Distilleries and Breweries Limited**

Sd/-

**Om Prakash Singh**

**Company Secretary & Compliance Officer**

Place: Bhopal

Date: February 28, 2025

**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 Friday 21<sup>st</sup> February, 2025.
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 Businesses 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, IIInd 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 **Monday 17th March, 2025 ("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 remote e-voting period will commence at 9:00 a.m. on Friday 21st March, 2025 and will end at 5:00 p.m. on Sunday 23rd March, 2025.** 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.
20. 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.
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 April 1, 2024. 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. The details of Directors, proposed to be appointed/reappointed 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 Directors.

## 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:

Type of shareholders	Login Method
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 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.</li></ol>

	<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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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: TO CONSIDER REAPPOINTMENT OF MR. JAGDISH KUMAR ARORA (DIN:00224633), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY**

The members to note that at the 24<sup>th</sup> Annual General Meeting held on September 29, 2017, the Members of the Company had appointed Shri Jagdish Kumar Arora (DIN:00224633) as a Managing Director of the Company, to hold office for a period of 5 years with effect from February 4, 2017. In terms of provision of Section 196(2) of the Companies Act, 2013 a Managing Director can be re-appointed within one year before the expiry of his present term. Mr. Arora's term was further extended for a period of 3 years i.e. till February 3, 2025 pursuant to shareholders approval dated December 16, 2021.

Further, the NRC Committee recommends the Board re-appointment of Shri Jagdish Kumar Arora (DIN:00224633) as Chairman and Managing Director of the Company for a further period of 5 years with effect from February 4, 2025 on the terms & conditions including the remuneration payable to him.

The Committee & Board, based on the performance evaluation considers that, given his background and experience and contributions made by him during his tenure, the continued association of Shri Jagdish Kumar Arora would be beneficial to the Company and it is desirable to continue to avail his services as Chairman and Managing Director. Accordingly, it is proposed to re-appoint Shri Jagdish Kumar Arora as the Chairman and Managing Director of the Company, for a further period of 5 (five) years on the Board of the Company with effect from February 4, 2025.

Mr. Arora is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a Managing Director.

Details of Mr. Arora are provided in the Annexure A to the Notice, pursuant to the provisions of (i) Listing Regulations (ii) Companies Act, 2013 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The draft of the agreement between the Company and Mr. Arora is open for inspection at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

Mr. Arora and his relatives, are interested in the Special Resolution relating to his re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives are interested in this Special Resolution.

The Board recommends the Resolution at item No.1 of this Notice, for approval of the Members.

### **ITEM NO. 2: TO CONTINUE APPOINTMENT OF MR. UMA KANT SAMAL (DIN: 08669929) AS AN INDEPENDENT DIRECTOR ON ATTAINING THE AGE OF SEVENTY-FIVE YEARS**

The term of appointment of Mr. Umakant Samal, independent Director is going to expire on April 19, 2025. He was initially appointed by the board on April 20, 2020. On July 20<sup>th</sup>, 2022 his appointment was confirmed by the board on attaining the age of seventy five years. In terms of provision of Section 196(2) of the Companies Act, 2013 an Independent Director can be re-appointed within one year before the expiry of his present term. Further the Committee & Board may recommend to re-appoint Mr. Samal as Independent Director of the Company for a further period upto 5 years with effect from April 20, 2025 on attaining the age of seventy five years subject to requisite approvals.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Samal and

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

Accordingly, it was proposed to re-appoint Mr. Samal as Independent Director of the Company, for a further period of 2 (two) years on the Board of the Company with effect from April 20, 2025.

Further, pursuant to Regulation 17 of the Listing Regulations 2015, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy-five years. The Special Resolutions under Item No.2, once passed, shall also be deemed as your approval under the Listing Regulations 2015, for continuation of Mr. Samal as Independent Directors beyond the age of seventy-five years.

Mr. Samal is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as an Independent Director.

Details of Mr. Samal are provided in the Annexure A to the Notice, pursuant to the provisions of (i) Listing Regulations (ii) Companies Act, 2013 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The draft of the agreement between the Company and Mr. Samal is open for inspection at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

Mr. Samal do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person. Mr. Samal and his relatives, are interested in the Special Resolution relating to his re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends the Special Resolution set forth in Item No.2 of the Notice for approval of the Members

### **ITEM NO. 3: APPOINTMENT OF MR. RAJESH KUMAR DUBEY (DIN: 10912000) AS AN WHOLETIME DIRECTOR OF THE COMPANY**

Mr. Rajesh Kumar Dubey was appointed as an Additional Director of the Company by the Board of Directors vide Resolution dated 28<sup>th</sup> January 2025. Pursuant to the provisions of Section 161(1), Regulation 17 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 Nomination and Remuneration Committee ("the NRC") of the Company, on the basis of the performance evaluation and previous exposure as CFO of the Company, has approved & recommended appointment of Mr. Rajesh Kumar Dubey, as the Wholetime Director of the Company for a period of 5 years with effect from January 28, 2025 on the terms & conditions including the remuneration payable to him as detailed below by passing a Resolution at their Meeting held on January 28, 2025. The remuneration approved by the Nomination and Remuneration Committee and the Board is within the maximum limit of managerial remuneration prescribed under Section 197 read with Schedule V to the Companies Act, 2013.

The Board, based on the profile, performance evaluation and previous exposure as CFO of the Company of Mr. Dubey and as per the recommendation of the NRC, considers that, given his background and experience and contributions made by him during his tenure, the association of Mr. Dubey as WTD would be beneficial to the Company and it is desirable to continue to avail his services in new role as Whole-Time Director. Accordingly, it is proposed to appoint Mr. Dubey, as the Whole-time Director of the Company for a period of 5 years with effect from January 28, 2025.

Mr. Dubey is not disqualified from being appointed as a Whole Time Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a Whole Time Director.

Details of Mr. Dubey are provided in the Annexure A to the Notice, pursuant to the provisions of (i) Listing Regulations (ii) Companies Act, 2013 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The draft of the agreement between the Company and Mr. Dubey is open for inspection at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

Mr. Dubey is interested in the Resolution set out in Item No.3 of the Notice, since it pertains to his appointment and remuneration for a period of Five years. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

The Board recommends the Special Resolution set forth in Item No.3 of the Notice for approval of the Members

**ITEM NO. 4: TO CONSIDER AND APPOINT MR. RAJAT BATRA (DIN: 02695119) AS NON-EXECUTIVE NON - INDEPENDENT DIRECTOR ("NENID") OF THE COMPANY**

Mr. Rajat Batra was appointed as an Additional Director of the Company by the Board of Directors vide Resolution dated 28<sup>th</sup> January 2025. Pursuant to the provisions of Section 161(1), Regulation 17 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 Nomination and Remuneration Committee ("the NRC") of the Company, on the basis of the performance evaluation and previous experience, has approved & recommended appointment of Mr. Rajat Batra, as the Non Executive Non Independent Director (NENID) of the Company for a period of 5 years with effect from January 28, 2025 on the terms & conditions including the remuneration payable to him as may be decided between himself and the Company by passing a Resolution at their Meeting held on January 28, 2025. The remuneration approved by the Nomination and Remuneration Committee and the Board is within the statutory limits.

The Board, based on the profile, performance evaluation and previous experience of Mr. Batra and as per the recommendation of the NRC, considers that, given his background and experience, the association of Mr. Batra as NENID would be beneficial to the Company and it is desirable to continue to avail his services as NENID of the Company. Accordingly, it is proposed to appoint Mr. Batra, as the NENID of the Company for a period of 5 years with effect from January 28, 2025.

Mr. Batra is not disqualified from being appointed as a NENID in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given his consent to act as a NENID.

Details of Mr. Batra are provided in the Annexure A to the Notice, pursuant to the provisions of (i) Listing Regulations (ii) Companies Act, 2013 and (iii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The draft of the agreement between the Company and Mr. Batra is open for inspection at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

Mr. Batra is interested in the Resolution set out in Item No.4 of the Notice, since it pertains to his appointment and remuneration for a period of Five years. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

The Board recommends the Special Resolution set forth in Item No.4 of the Notice for approval of the Members.

#### **ITEM NO. 5 : ISSUE OF UPTO 20,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER(S)**

#### **OBJECTIVE OF THE PROPOSED PREFERENTIAL ISSUE OF EQUITY SHARES:**

The proceeds of the proposed preferential issue of Equity Shares shall be used primarily towards the following objects ("Objects"):

1. **Working Capital:** To fund the growing need for the working capital as the company increases its geographical footprint especially during the season.
2. **Operational Expenditures:** This will involve expenditure towards day to day operations like marketing expenses, maintenance, utilities, salaries, commissions, rebates etc..
3. **General Corporate Purposes**

By addressing these objectives, the organization seeks to strengthen its financial position, improve operational capabilities, and pursue growth opportunities.

#### **Utilization of proceeds of the Preferential Issue**

The intended use of the proceeds of the Preferential Issue is as under: -

Sl. No.	Particulars	Total estimate amount in ₹ crore)
1	Working capital	9.00
2	Operational Expenditures	7.90
3	General Corporate Purpose	5.50
	<b>Total</b>	<b>22.40</b>

Based on the proposed business plan of the Company, we plan to utilize the proceeds of the Preferential Issue in Fiscal 2025 & 2026 towards our estimated fund requirements.

Our Company proposes to deploy the proceeds of the Preferential Issue amounting to ₹5.50 crore towards general corporate purposes as approved by our management from time to time, subject to such utilization not exceeding 25% of the proceeds of the Preferential Issue, in compliance with applicable laws. Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated December 13, 2022.

#### **Schedule of Implementation and Deployment of Funds**

We propose to deploy the proceeds of the Preferential Issue in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

Particulars	Amount to be funded from the proceeds of the Preferential Issue	(in ₹ Crore)	
		Estimated deployment of the proceeds during Fiscal 2025	Estimated deployment of the proceeds during Fiscal 2026
Working Capital	9.00	4.00	5.00
Operational Expenditures	7.90	3.00	4.90
General Corporate Purpose	5.50	3.00	2.50
<b>Total</b>	<b>22.40</b>	<b>10.00</b>	<b>12.40</b>

The Company shall also disclose the mode in which the proceeds of the Preferential Issue will be kept till the time of utilisation of the proceeds of the Preferential Issue. Our fund requirements and deployment of the Net Proceeds are based on the internal management estimates as per our business plan based on current market conditions. Further, if the proceeds are not utilised (in full or in part) for the Objects during the period stated above, the remaining proceeds shall be utilised in

subsequent periods for the above mentioned objects.

The proceeds of the Preferential Issue shall be kept in the separate bank account in such time the proceeds of the Preferential Issue are fully utilized.

In order to meet the above mentioned objectives and enhance working capital requirements, and ensure long term viability and growth of the Company including enhancing competitiveness, it is proposed to issue in one or more tranches upto 20,00,000 (Twenty Lakh) Equity Shares having face value of ₹2/- (Rupees Two Only) for cash at an issue price of ₹112/- (Rupees One Hundred and Twelve Only) per Share (including a premium of ₹110/- per Share) aggregating amounting to ₹22,40,00,000 (Rupees Twenty Two Crore and Forty Lakh Only) on the preferential basis to the certain Identified Promoters, subject to necessary approvals.

In accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") as amended from time to time issue and allotment of upto 20,00,000 Equity Shares on preferential basis requires Shareholders Approval.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of aforesaid Equity Shares, the shareholding of the Promoters and Promoter Group may increase/decrease as per details given in this statement.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations") are as follows:**

- 1. Objects of the Preferential Issue:** The object of the issue is as follows:
  1. Working Capital;
  2. Operational Expenditures
  3. General Corporate Purposes
- 2. The total/maximum number of securities to be issued and the price or price band at which the allotment is proposed:** The resolution set out in the accompanying notice authorises the Board to create, offer, issue and allot from time to time, in one or more tranches upto 20,00,000 (Twenty Lakh) Equity Shares having face value of ₹2/- (Rupees Two Only) for cash at an issue price of ₹112/- (Rupees One Hundred Twelve Only) per Share (at a premium of ₹110/- per Share) aggregating amounting to ₹22,40,00,000 (Rupees Twenty Two Crore and Forty Lakh Only) to the certain Identified Promoter on the preferential basis and resolution for the same has been passed by the Board of Directors in their meeting held on Friday, 28th February, 2025.
- 3. Relevant Date:** The "Relevant Date" as per SEBI (ICDR) Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Friday, February 21, 2025 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting to approve the Preferential Issue.
- 4. Issue Price and the Basis or justification on which the price has been arrived at or offer/invitation is being made:** The price of Equity Shares to be issued is fixed at ₹112/- (Rupees One Hundred and Twelve Only) per share including premium of ₹110/- (Rupees One Hundred and Ten Only) per Equity Share having face value of ₹2/- (Rupees Two Only) in accordance with the price as determined in terms of Chapter V of SEBI (ICDR) Regulations.
- 5. Intention of Promoters/ Directors/ key management personnel to subscribe to the offer:** Promoters / Directors / key management personnel of the Company intend to participate by subscribing in the present offer. The preferential issue is being made to the Promoter(s) as mentioned hereunder.

**6. Amount which the Company intends to raise by way of issue of Equity Shares:** Upto ₹22,40,00,000 (Rupees Twenty Two Crore and Forty Lakh Only)

**7. Material terms of issue of Equity Shares:**

- a. The Allottee shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof;
- b. The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from its bank account;
- c. The pre-preferential shareholding of the proposed Allottee (if any) and Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;
- d. The Equity Shares so allotted to the proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;
- e. Allotment of the Equity Shares shall only be made in dematerialized form. The monies to be received by the Company from the proposed Allottee for application of the Equity Shares pursuant to this preferential issue shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 and 62 of the Companies Act, 2013;
- f. The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission, as the case may be;
- g. The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares bearing ISIN INE480C01038 of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- h. The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

**8. Principal terms of Assets charged as securities:** Not Applicable.

**9. The shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Category	Pre-issue shares held	No.	Pre-issue percentage of shareholding	Post- issue shares held	No.	Post-issue percentage of shareholding
<b>Promoters' holding</b>						
<b>Indian</b>						
Individual	58814424		28.56	58814424		28.29
Bodies Corporate	20979397		10.19	22979397		11.05
<b>Sub-total</b>	<b>79793821</b>		<b>38.75</b>	<b>81793821</b>		<b>39.34</b>
Foreign Promoters	<b>0</b>		<b>0</b>	<b>0</b>		<b>0</b>
<b>Sub-total (A)</b>	<b>79793821</b>		<b>38.75</b>	<b>81793821</b>		<b>39.34</b>
<b>Non-promoters' holding</b>						
Institutional Investors	1815372		0.88	1815372		0.87
Non-Institutional Investors	0		0	0		0
Private corporate bodies	12736731		6.19	12736731		6.13
Directors and relatives	140392		0.07	140392		0.07
Indian public	108366448		52.63	108366448		52.12
Others (including Non-resident Indians (NRIs))	3048548		1.48	3048548		1.47
<b>Sub-total (B)</b>	<b>126107491</b>		<b>61.25</b>	<b>126107491</b>		<b>60.66</b>
<b>Grand Total</b>	<b>205901312</b>		<b>100.00</b>	<b>207901312</b>		<b>100.00</b>

**Notes:**

- (1) The pre-issue shareholding pattern is as per the latest BENPOS.
- (2) Post shareholding structure may change depending upon any other corporate action in between.

- 10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** In accordance with Regulation 170 of the SEBI (ICDR) Regulations, the allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
- 11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year i.e. from April 1, 2024, preferential allotment allotment has been made to the following persons by the Company.

Name of Allottee	Category	No. of Shares	Price (Rs.)
Jagdish Kumar Arora	Promoter	10625000 Shares	@ Rs.110 per share of FV Rs.2 each pursuant to conversion of warrants
Deepak Arora	Promoter	1500000 Shares	

- 12. Valuation for consideration other than cash:** Not applicable.
- 13.** The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed: Not applicable.
- 14. Lock-in:** The Equity shares allotted pursuant to the preferential issue shall be subject to a lock-in for such period as specified under provisions of Chapter V of the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottee(s), shall be locked-in as per Chapter V of the SEBI ICDR Regulations.
- 15. Listing:** The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.
- 16. Certificate:** As required in Regulation 163(2) of SEBI (ICDR) Regulations, Certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days between Monday to Friday of every week, up to the date of EOGM. The certificate can also be accessed on the Company website on the link <https://somindia.com/wp-content/uploads/2025/02/PCS-Certificate.pdf>
- 17. Undertakings:**  
The Company hereby undertakes that:
- i. It is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
  - ii. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.

- iii. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
- iv. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above securities shall be continued to be locked in till such amount is paid by the allottees;
- v. All the equity shares held by the proposed allottee in the company are in dematerialized form only;
- vi. The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter:

Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Som Distilleries Private Limited	Promoter	Promoter

- 18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:** It is hereby confirmed that, neither the Company nor its Promoters or Directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees who are not natural persons:**

Name of the Proposed Allottee	Class	Identity of Natural Persons who are the Ultimate Beneficial Owners
Som Distilleries Private Limited	Promoter	Mr. Jagdish Kumar Arora, Promoter

**The percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent of the Preferential issue:**

Name of the Propose Allottee	Pre-Issue Shareholding		Issue of Share Present Issue (No)	Post Issue Shareholding*	
	No. of Shares	% of Share Holding		No. of Shares	% of Share holding
Som Distilleries Private Limited	1,80,90,147	8.79	20,00,000	2,00,90,147	9.66

*\*Assuming full subscription*

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

- 19. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:** There shall be no change in management or control of the Company pursuant to the issue equity shares.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said Equity Shares to the above-mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice.

Mr. Jagdish Kumar Arora, Chairman and Managing Director & Promoter and his relatives to the extent of their existing shareholding in the Company shall be deemed to be concerned or interested in the Resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.



The Board recommends the passing of the Special Resolution as set out in Item No.5 of this notice.

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

Sd/-

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

Place: Bhopal

Date: February 28, 2025

REGISTERED OFFICE:

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

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

Name of the Director	Mr. Jagdish Kumar Arora	Mr. Uma Kant Samal	Mr. Rajesh Kumar Dubey	Mr. Rajat Batra
DIN	00224633	08669929	10912000	02695119
Brief Resume & Expertise in specific functional areas	Mr. J.K. Arora is a visionary. His seasoned leadership qualities, his meticulous planning and strategies has given the desired shape and direction to the growth of the group. His vision as the founder has steered the company toward achieving leadership position. Mr. Arora has been instrumental in shaping SOM's strategy & building a unique partnership model based on the tenets of innovation & sustainable development. Safety, Service and Quality are the corner stones on which the group has traversed the journey of growth.	Mr. Uma Kant Samal has significant more than 30 years of experience in various Administrative & Judiciary Positions in the State of Madhya Pradesh (Govt. of India) during 1977 to 2007. His last Position was Chairperson of Board of Secondary Education, Govt. of M.P. (2005 to 2007). Mr. Samal, after retirement is Self Employed and Advising clients on MIS, automation and internal audit functions.	Mr. Rajesh Dubey is an accomplished finance professional with a Master's Degree in Commerce and three years of CA article ship experience. With a remarkable 31-year association with Som, he has become a core member of the finance and accounts team, playing a pivotal role in the company's financial operations and strategic decision-making processes.	Mr. Rajat Batra is Bachelor of Computer Applications (BCA) from Jiwaji University, Gwalior, MP. After completing his studies, Rajat chose to explore his entrepreneurial spirit and joined the family business, which primarily focuses on the malting industry in Gwalior.  In his role, Rajat took on a significant responsibility in managing the operations of the maltery, ensuring smooth production processes and quality control. His involvement in this aspect of the business gave him a deep understanding of the food and beverage industry, especially the nuances of raw material processing
Date of Birth / Age	June 23, 1956 / 68 years	December 31, 1947/ 77 year	April 01, 1968/ 56 years	August 08, 1981/ 43 years
Date of first appointment on the Board	March 26, 1993	April 20, 2020	January 28, 2025	January 28, 2025
Details of shares held in the Company as on Date	49243272	Nil	Nil	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	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
<b>Qualifications</b>	B.Sc. (Bachelor of Science)	IAS-1971 (MP), M.A. Political Science, Certificate in Development Studies from Sussex University, U.K.	Master's Degree in Commerce, three years of CA article ship experience.	Bachelor of Computer Applications (BCA) from Jiwaji University, Gwalior, Madhya Pradesh.
<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	As mentioned in the resolution placed before the members in item No.2 of the Notice read with the explanatory Statement thereto	As mentioned in the resolution placed before the members in item No.3 of the Notice read with the explanatory Statement thereto	As mentioned in the resolution placed before the members in item No.4 of the Notice read with the explanatory Statement thereto
<b>Details of Remuneration sought to be paid</b>	As mentioned in the resolution placed before the members of the Notice read with explanatory Statement thereto	Sitting fee of Rs.30,000/- per Board Meeting thereof	As mentioned in the resolution placed before the members of the Notice read with explanatory Statement thereto	Sitting fee of Rs.30,000/- per Board Meeting thereof.
<b>Last Remuneration drawn</b>	Rs.35 lakh p.m.	Sitting fee of Rs.30,000/- per Board Meeting thereof including conveyance charges	Rs.1 lakh p.m.	NA
<b>Number of Board Meetings attended/ held during Financial Year 2024-25 till date</b>	He attended all the board meeting held during the financial year 2024-25 till date	He attended all the board meeting held during the financial year 2024-25 till date	NA	NA
<b>Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on December 31, 2024</b>	Nil	Nil	Nil	Nil

<b>Directorship held in other companies as on December 31, 2024</b>	<ul style="list-style-type: none"> <li>a. Aryavrat Housing Constructions Private Limited</li> <li>b. Legend Capital Private Limited</li> <li>c. Som Power Limited</li> <li>d. Aryavrat Projects and Developers Private Limited</li> <li>e. Sompel JV Private Limited</li> <li>f. Aryavrat Fincon Private Limited</li> <li>g. Legend Distilleries Private Limited</li> <li>h. Mandori Realty Private Limited</li> <li>i. Woodpecker A Realestates Private Limited</li> </ul>	Nil	Nil	<ul style="list-style-type: none"> <li>a. Woodpecker Distilleries &amp; Breweries (Andhra Pradesh) Private Limited.</li> <li>b. Woodpecker Distilleries &amp; Breweries (West Bengal) Private Limited.</li> <li>c. Woodpecker Distilleries &amp; Breweries (Uttar Pradesh) Private Limited.</li> <li>d. Woodpecker Distilleries &amp; Breweries (Telangana) Private Limited</li> <li>e. Woodpecker Distilleries &amp; Breweries (Rajasthan) Private Limited</li> <li>f. Woodpecker Distilleries &amp; Breweries (Assam) Private Limited</li> <li>g. Som Heritage Drinks Manufacturing Private Limited</li> <li>h. Woodpecker Distilleries &amp; Breweries Private Limited</li> <li>i. Biscuit Basket Foods Private Limited</li> </ul>
<b>Committee positions held in other Companies as on December 31, 2024</b>	Nil	Nil	Nil	Nil
<b>Audit Committee</b>	Nil	Nil	Nil	Nil
<b>Stakeholders' Relationship Committee</b>	Nil	Nil	Nil	Nil
<b>Others</b>	Nil	Nil	Nil	Nil

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

I General Information				
1	Nature of industry	The Company is engaged in the production of beer; and blending and bottling of IMFL		
2	Date or expected date of commencement of commercial production	The Company commenced its business in the year 1993 i.e. the year in which it was incorporated.		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
4	Financial performance based on given indicators are as under:			
	Financial Parameters (in Lakhs)	2021-22	2022-23	2023-24
	Total Revenue	25948.73	57333.5	89,655.33
	Total Expenses	27049.32	53576.36	82,955.34
	Profit/Loss After Tax	(1097.23)	2703.71	4,716.78
Dividend Rate	Nil	Interim dividend @5%	Nil	
5	Foreign investments or collaborations, if any.	Foreign holding in the Company as on 31/12/2024 is 0.09% of the Equity Shares Capital of the Company.		

II Information about the appointee:						
1	Name	Mr. Jagdish Kumar Arora	Mr. Uma Kant Samal	Mr. Rajesh Kumar Dubey	Mr. Rajat Batra	
2	Background details	As mentioned in Annexure A under the heading "Brief Resume and Expertise"	As mentioned in Annexure A under the heading "Brief Resume and Expertise"	As mentioned in Annexure A under the heading "Brief Resume and Expertise"	As mentioned in Annexure A under the heading "Brief Resume and Expertise"	
3	Past remuneration	As mentioned in the resolution at Item No.1 of the Notice convening this Meeting read with explanatory statement thereto.	As mentioned in the resolution at Item No.2 of the Notice convening this Meeting read with explanatory statement thereto.	As mentioned in the resolution at Item No.3 of the Notice convening this Meeting read with explanatory statement thereto.	As mentioned in the resolution at Item No.4 of the Notice convening this Meeting read with explanatory statement thereto.	
4	Recognition or Awards	-	-	-	-	

	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 re-appoint him as the chairman and managing director of the Company	The Board considers that his expertise will add value to the Company and it is desirable to appoint her as an Independent Director of the Company.	The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as a Whole Time Director of the Company.	The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as a Non-Executive Non-Independent Director of the Company.
	6	<b>Remuneration proposed</b>	As mentioned in the resolutions at Item No. 1 of the Notice convening this Meeting read with explanatory statement thereto.	As mentioned in the resolutions at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto.	As mentioned in the resolutions at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto.	As mentioned in the resolutions at Item No. 4 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.	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.	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.	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	Not Applicable	Not Applicable	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 due to normal business environments.			

	2	<b>Steps taken or proposed to be taken for improvement.</b>	The Company is making efforts to improve efficiencies, reach new markets and introduce new brands to improve performance.
	3	<b>Expected increase in productivity and profits in measurable terms.</b>	The Company is expected to show an impressive growth in sales 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 2024-25, Chairmanship / Membership of Committees of the Board of Directors of other listed companies are mentioned in Annexure A hereinabove.
	i.	<b>Termination:</b>	As per provisions of Companies Act.
	ii.	<b>Duties and Responsibilities:</b>	As per provisions of Companies Act.