

Neelesh Jain

Company Secretary

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Dear Sir/Madam,

Sub: Application for "In-principle approval" for issue and allotment of 2000000 (Twenty Lakhs) Equity Shares to Promoters, Promoter's Group to be issued on a preferential and private placement basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, N K Jain & Associates, Practicing Company Secretaries, Bhopal, have verified the relevant records and documents of Som Distilleries and Breweries Limited with respect to the proposed preferential issue by the company as per SEBI (ICDR) Regulations, 2018 and certify that:

- 1) The entire pre-preferential holding of the allottee(s) (number of securities along with name of allottees) and that the same is in dematerialized form.

Name of the Proposed Allottee	Holding
Som Distilleries Private Limited	1,80,90,147

- 2) Minimum issue price for the proposed preferential issue of Som Distilleries and Breweries Limited, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at **Rs.111.23**. The relevant date for the purpose of said minimum issue price was **February 21, 2025***. The workings for arriving at such minimum issue price have been attached herewith.
- 3) National stock Exchange of India Limited being the recognized stock exchange, where the highest trading volume in respect of the equity shares of the Som Distilleries and Breweries Limited has been recorded during the preceding 90 trading days prior to the relevant date.

Dated: 28.02.2025
Place: Bhopal



For N.K. Jain & Associates
Company Secretaries

NKJ
NEELESJ JAIN

Proprietor
FCS-6436, CP-6912
Peer Review Certificate No. 2505/2022
UDIN number: F006436F004020875

**Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date as per Regulation 161 of SEBI (ICDR) Regulations, 2018. Since the relevant date falls on a Saturday, February 22, 2025 (a weekend), the preceding day, i.e., Friday, February 21, 2025, shall be considered as the relevant date.*

N.K.Jain & Associates

208 "Akansha" Plot No.2 Press Complex, Zone - I, M.P. Nagar, Bhopal - 462011, Madhya Pradesh

(0) 755 4934494, 9303134494

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CS

Calculation of minimum issue price as per prescribed under Chapter V of SEBI (ICDR) Regulations, 2018

Date of Proposed EGM/AGM 24-03-2025
 Relevant Date (30 days prior to EGM/AGM) 21-02-2025
 Applicable Minimum Price 111.23

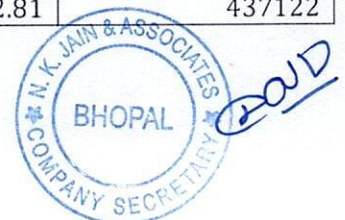
A] The 90 trading days volume weighted average price of the equity shares of Som Distilleries and Breweries Limited# quoted on the National Stock Exchange of India Limited preceding the relevant date (considering relevant date as February 21, 2025)

Trading Days	Date	Total Turnover (Rs.)	No.of Shares
1	20-Feb-25	280411736.18	2386949
2	19-Feb-25	320028539.18	2788460
3	18-Feb-25	143567279.71	1295137
4	17-Feb-25	310356554.33	2860701
5	14-Feb-25	255274612.53	2264462
6	13-Feb-25	229651649.27	2041057
7	12-Feb-25	189267266.64	1815270
8	11-Feb-25	67331258.55	655833
9	10-Feb-25	58424010.08	554592
10	07-Feb-25	53256519.86	487151
11	06-Feb-25	68384819.69	619916
12	05-Feb-25	139953075.92	1244290
13	04-Feb-25	124467469.09	1105938
14	03-Feb-25	198868338.34	1784446
15	01-Feb-25	73966466.50	698638
16	31-Jan-25	50119933.23	486366
17	30-Jan-25	86810144.46	843841
18	29-Jan-25	126972241.14	1237373
19	28-Jan-25	94074084.53	904873
20	27-Jan-25	90186930.82	882455
21	24-Jan-25	51254355.92	486096
22	23-Jan-25	39669889.48	368259
23	22-Jan-25	63782084.24	593058
24	21-Jan-25	146087317.64	1301828
25	20-Jan-25	63432276.36	575162
26	17-Jan-25	35019165.87	323893
27	16-Jan-25	35815771.00	330948
28	15-Jan-25	43263156.68	399852
29	14-Jan-25	85656497.41	796273
30	13-Jan-25	99036591.09	935928
31	10-Jan-25	92574578.36	838541
32	09-Jan-25	63055350.65	552790
33	08-Jan-25	99167657.43	857133
34	07-Jan-25	439321920.84	3719136



2025

35	06-Jan-25	113357795.54	1003934
36	03-Jan-25	146697172.42	1248971
37	02-Jan-25	277212319.13	2405377
38	01-Jan-25	31451460.62	287515
39	31-Dec-24	143520904.69	1320583
40	30-Dec-24	62358443.56	592206
41	27-Dec-24	35525267.52	336502
42	26-Dec-24	60800539.38	574477
43	24-Dec-24	52916810.98	493060
44	23-Dec-24	93574890.41	873512
45	20-Dec-24	73488973.99	665219
46	19-Dec-24	50403802.14	451509
47	18-Dec-24	51471737.38	453276
48	17-Dec-24	114679590.29	994203
49	16-Dec-24	75091299.63	636398
50	13-Dec-24	118040262.23	1004087
51	12-Dec-24	116872992.02	982657
52	11-Dec-24	212296749.49	1771668
53	10-Dec-24	402643117.11	3367918
54	09-Dec-24	278648140.56	2377485
55	06-Dec-24	253592912.19	2251241
56	05-Dec-24	167917785.09	1542347
57	04-Dec-24	98352932.51	913351
58	03-Dec-24	61083252.16	568790
59	02-Dec-24	116535624.75	1094368
60	29-Nov-24	76478254.69	737832
61	28-Nov-24	52288668.90	500801
62	27-Nov-24	86037560.52	827738
63	26-Nov-24	31623950.52	307675
64	25-Nov-24	77715831.95	752043
65	22-Nov-24	45933268.14	446157
66	21-Nov-24	63193543.46	612389
67	19-Nov-24	65899915.04	625427
68	18-Nov-24	81013514.86	792248
69	14-Nov-24	145889067.81	1436412
70	13-Nov-24	58736073.43	566329
71	12-Nov-24	35061446.11	323663
72	11-Nov-24	52496768.80	488877
73	08-Nov-24	53719680.91	493205
74	07-Nov-24	89014999.24	798586
75	06-Nov-24	198976244.83	1803779
76	05-Nov-24	102868507.03	990064
77	04-Nov-24	33485290.84	330712
78	01-Nov-24	19277747.07	187986
79	31-Oct-24	44049792.81	437122



80	30-Oct-24	36658081.96	362068
81	29-Oct-24	57328197.10	572537
82	28-Oct-24	72404454.15	725535
83	25-Oct-24	137078714.98	1411242
84	24-Oct-24	66669346.21	664645
85	23-Oct-24	82779669.57	816506
86	22-Oct-24	78050841.57	768181
87	21-Oct-24	67291832.51	639689
88	18-Oct-24	51048885.90	479829
89	17-Oct-24	66683360.59	619985
90	16-Oct-24	42304863.55	387378
Total		9699102693.86	88153939
VWAP		110.02	

B] The 10 trading days volume weighted average price of the equity shares of Som Distilleries and Breweries Limited# quoted on the National Stock Exchange of India Limited preceding the relevant date (considering relevant date as February 21, 2025)

Trading Days	Date	Total Turnover (Rs.)	No.of Shares
1	20-Feb-25	280411736.18	2386949
2	19-Feb-25	320028539.18	2788460
3	18-Feb-25	143567279.71	1295137
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6	13-Feb-25	229651649.27	2041057
7	12-Feb-25	189267266.64	1815270
8	11-Feb-25	67331258.55	655833
9	10-Feb-25	58424010.08	554592
10	07-Feb-25	53256519.86	487151
Total		1907569426.33	17149612
VWAP		111.23	

A] VWAP for a period of 90 Trading Days	110.02
B] VWAP for a period of 10 Trading Days	111.23
Applicable Minimum Price (Higher of the A or B)	111.23

#Note: National stock Exchange of India Limited being the recognized stock exchange, where the highest trading volume in respect of the equity shares of the Som Distilleries and Breweries Limited has been recorded during the preceding 90 trading days prior to the relevant date.



ANNEXURE IV

The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” for issue and allotment of 2000000 (Twenty Lakhs) Equity Shares to Promoters, Promoter’s Group to be issued on a preferential and private placement basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We N K Jain & Associates, Practicing Company Secretaries, have verified the relevant records and documents of **Som Distilleries and Breweries Limited** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) Proposed allottees hold equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.

Sr. No.	Name of Applicant	Pre-preferential shareholding (No. of shares)
1	Som Distilleries Private Limited	1,80,90,147

- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from February 21, 2025 (relevant date) till date of lock-in. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details		Pledged with	Pledge end date
			From	To		
Som Distilleries Private Limited (1,80,90,147 Equity Shares)	12031600	4274870	18/02/20	31/12/2025	Nil	N.A.
	00274286		25			
	IN303420	13796745	19/02/20	01/11/2025	Nil	N.A.
	10042613		25			

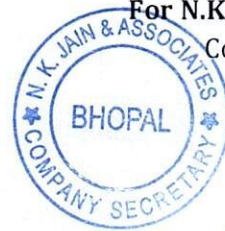
	IN300513 21275987	18532	19/02/20 25	01/11/2025	Nil	N.A.
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(*) client id/ folio no in case allottee hold the securities in physical form.

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) We hereby certify that the Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year are not more than 5% of the post issue fully diluted share capital of the issuer.

Dated: 28.02.2025

Place: Bhopal



For N.K. Jain & Associates
Company Secretaries

(Signature)
NEELESH JAIN

Proprietor

FCS-6436, CP-6912

Peer Review Certificate No. 2505/2022

UDIN number: F006436F004020809