



SPIRIT OF PROGRESS
2024-2025



SOM DISTILLERIES & BREWERIES LIMITED
32nd ANNUAL REPORT

EVOLUTION OF SOM

SOM's story began in the mid-1980s as a humble white-label bottling unit. What started as a single-location enterprise has since evolved into one of India's most admired alcohol companies renowned for its vision, scale, and pioneering spirit.

Today, SOM stands as the first Indian company to hold a truly diversified portfolio: premium spirits, strong and light beers, ready-to-drink formats, along with Rectified Spirits (RS) and Extra Neutral Alcohol (ENA). This expansive offering is a testament to SOM's ability to anticipate changing consumer preferences and deliver products that speak to the distinct tastes of every region.

Across India, SOM resonates differently yet meaningfully. In some markets, it is celebrated for bold and full-bodied strong beers. In others, for crisp and refreshing wheat beers. Elsewhere, SOM's name is synonymous with quality whiskies, vodkas, brandies, and rums. This nuanced understanding of local palates has helped SOM transcend borders and build an enduring reputation worldwide.

At the forefront of this journey is Hunter the flagship brand and a pioneer in India's strong beer category. Its bold yet smooth taste has won consumer loyalty and established SOM as a force in the industry. Complementing this success is



EVOLUTION OF SOM

Woodpecker, a finely crafted and filtered wheat beer, representing the sophistication and freshness of SOM's light beer portfolio.

Together, these brands and the larger SOM family embody a singular promise: to create beverages that unite craftsmanship with consumer delight. From its modest beginnings to its present stature, SOM continues to redefine India's alcobev landscape with innovation, trust and excellence.

SOM: Crafting India's Legacy, Serving the World



Our Vision: Shaping India's Alcobev Legacy for the World

To be the most admired alcobev group from India building iconic, world-class brands that delight consumers, empower partners and enrich communities while creating sustainable growth and enduring value for every stakeholder.

Our Mission: Crafting Icons, Creating Impact

To develop a world-class portfolio of spirits, beers, and ready-to-drink beverages by blending innovation, craftsmanship and accessibility; to continuously invest in people, technology, and infrastructure; and to expand SOM Group's presence across India and global markets with integrity, excellence and leadership.

AIM TO SOAR HIGHER

Som Distilleries and Breweries Limited (SDBL) (BSE:507514 / NSE:SDBL) is one of India's most dynamic alcobev companies, with a heritage of over three decades. Specializing in brewing, fermentation, bottling, canning and blending of beer and Indian Made Foreign Liquor (IMFL), SDBL has emerged as a trusted name across the country and beyond.

At its core, SDBL is driven by a singular mission: to deliver superior-quality products at accessible price points, while continuously innovating to meet evolving consumer preferences. Over the years, this philosophy has enabled the company to pioneer several first-to-market brands, create new categories and build lasting consumer trust.

Through strategic investments in modern manufacturing assets across India, SDBL has achieved a scale that reflects both operational excellence and forward-looking vision. Today, the company commands an installed capacity of 38 million cases annually, a threefold increase in just the past five years. Its portfolio includes three millionaire strong beer brands, alongside a growing range of spirits and the supply of premium draught beer catering to the fast-expanding on-trade segment.

As a listed entity, SDBL upholds the highest standards of transparency and corporate governance. Its Investor Relations objective is to ensure continuous, open and clear communication with financial market participants, reinforcing stakeholder confidence through consistent performance, strategic clarity and long-term value creation.

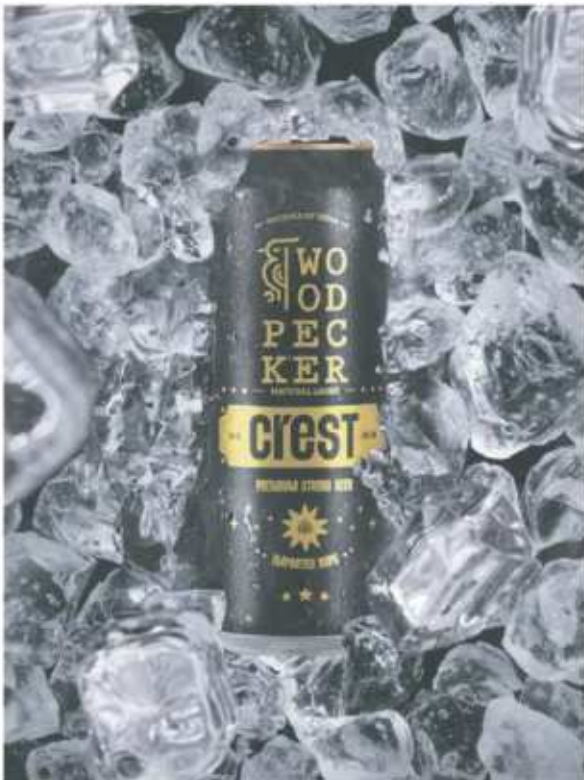


PRODUCT PORTFOLIO

Mahavat Whisky – Every King Needs One

Mahavat is a whisky of stature, embodying power, presence, and character. With its radiant golden hue, it opens on crisp green apples and pears with a subtle curl of smoke. On the palate, orchard fruits and candied sweetness unfold seamlessly into seasoned oak, while the finish carries smooth cocoa, warm wood, and quiet authority. Passionately crafted and boldly positioned, Mahavat is not just poured—it is presented. A whisky for leaders, legends, and kings. Every King Needs One.

Strategic Positioning: Positioned as SOM's premium whisky brand, Mahavat is set to drive growth in India's fast-expanding premium whisky category.



Woodpecker Premium Beer Craftsmanship in Every Sip

Woodpecker Premium Beer is brewed for those who value refinement and quality. Using carefully selected malts, fine hops, and **European single-strain yeast of Czech origin**, it achieves a smooth balance of tradition and modern precision. Radiant golden in appearance with a velvety body, gentle malt sweetness, and a crisp, clean finish, Woodpecker continues to define the premium beer experience. Its consistency and finesse strengthen its position as a flagship in SOM's beer portfolio.

Strategic Positioning: Flagship premium lager, strengthening SOM's presence in metro markets and high-growth premium beer segments.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Jagdish Kumar Arora
Chairman and Managing Director

Mr. Nakul Kam Sethi
Whole Time Director

Mr. Rajesh Kumar Dubey
Whole Time Director

Ms. Shreyansi Goel
Woman Director
(Non-Executive & Independent)

Mr. Satpal Kumar Arora
Director
(Non-Executive & Independent)

Mr. Dinesh Kumar Batra
Director
(Non-Executive & Independent)

Mr. Uma Kant Samal
Director
(Non-Executive & Independent)

Mr. Rajat Batra
Director
(Non-Executive & Non-Independent)

CHIEF FINANCIAL OFFICER

Mr. Nitin Malviya

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Om Prakash Singh

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Dinesh Kumar Batra (Chairperson)
Mr. Uma Kant Samal
Mr. Nakul Kam Sethi
Mr. Satpal Kumar Arora

NOMINATION AND REMUNERATION COMMITTEE

Mr. Uma Kant Samal (Chairperson)
Mr. Satpal Kumar Arora
Ms. Shreyansi Goel
Mr. Dinesh Kumar Batra
Mr. Rajat Batra

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Uma Kant Samal (Chairperson)
Mr. Nakul Kam Sethi
Mr. Rajesh Kumar Dubey

INVESTOR GRIEVANCES CUM STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Satpal Kumar Arora (Chairperson)
Mr. Nakul Kam Sethi
Mr. Rajesh Kumar Dubey

RISK MANAGEMENT COMMITTEE

Mr. Nakul Kam Sethi (Chairperson)
Mr. Dinesh Kumar Batra
Mr. Rajat Batra

EXECUTIVE, LEGAL AND BORROWING COMMITTEE

Mr. Nakul Kam Sethi (Chairperson)
Mr. Rajesh Kumar Dubey
Mr. Nitin Malviya

STATUTORY AUDITORS

M/s AKB Jain & Co.,
Chartered Accountants
E-2/316, Arera Colony,
Bhopal Madhya Pradesh - 462 016

SECRETARIAL AUDITORS

M/s N.K. Jain & Associates Company
Secretaries 208, Akansha, Press
Complex, Zone I, M.P. Nagar
Bhopal 462011

CORPORATE INFORMATION

REGISTRAR & SHARE TRANSFER AGENT

MAS Services Limited T-34, Okhla
Industrial Area, Phase-II, Delhi 110020

BANKS / FINANCIAL INSTITUTIONS

State Bank of India
ICICI Bank Ltd.
Punjab National Bank

REGISTERED OFFICE

CIN: L74899DL1993PLC052787
1-A Zee Plaza, Arjun Nagar,
Safdarjang Enclave,
Kamal Cinema Road,
New Delhi-110029
Tel.: 011 26169909, 26169712

CORPORATE OFFICE & ADDRESS AT WHICH THE BOOKS OF ACCOUNT ARE MAINTAINED

23, Zone-II, M.P. Nagar,
Bhopal-462 011
Tel.: 0755 4271271, 4278827

STOCK EXCHANGE

BSE Limited
BSE Security ID: 507514
National Stock Exchange of India Limited
NSE Security ID: SDBL

INVESTOR'S HELP-DESK

Email: compliance@somindia.com
Phone: +91 755 4278827

FROM THE DESK OF CHAIRMAN & MANAGING DIRECTOR



Jagdish Kumar Arora
Chairman & Managing Director

Dear Friends and Fellow Shareholders,

I am pleased to address you at the close of another year marked by significant growth and operational accomplishments at Som Distilleries & Breweries. In FY2025, our total income increased to INR 14,474 million, reflecting a 12.5% year-on-year growth, highlighting the successful execution of our strategies across key markets. Our EBITDA reached INR 1,807 million, with a margin of 12.5%, while our net profit was INR 1,045 million, with a margin of 7.2%, representing a 20.8% growth compared to the previous year. These results reflect our commitment to improving operational efficiency and strengthening our financial performance.

This year, we achieved a 10% growth in beer volumes, totalling 23.4 million cases. Our flagship brand, Hunter, continued to drive growth, expanding by 14.7%. Despite challenges, particularly in Karnataka due

to excise duty hikes, we were able to adapt and maintain a strong market presence. Furthermore, our IMFL segment experienced a 22.2% increase, highlighting the continued appeal of our diverse portfolio.

Our strategic expansion efforts have been critical in driving growth. We have launched a new INR 6,000 million greenfield facility in Farrukhabad, Uttar Pradesh, with a projected monthly capacity of 1 million cases of beer in Phase I and a distillery in Phase II. Additionally, we completed a capacity expansion in Odisha, increasing annual production from 6 million cases to 9 million cases. These investments will enable us to meet increasing demand and improve our market position.

During the year, we made significant progress in expanding our market reach. We began dispatches from our Karnataka facility to Tamil Nadu, entering one of India's largest consumption markets. Additionally, we strengthened our position in Jharkhand, becoming the second-largest beer company in the state with a 22% market share.

These milestones reflect our deep understanding of market dynamics, consumer preferences, and the strength of our distribution network.

FROM THE DESK OF CHAIRMAN & MANAGING DIRECTOR

We have also made significant progress in reducing debt. In FY2025, we successfully lowered our net debt to INR 1,510 million, from INR 1,640 million last year. This reduction reflects our commitment to maintaining a strong balance sheet and improving our debt-servicing capacity.

We continue to prioritize sustainability through our Environmental, Social, and Governance (ESG) initiatives. We are focused on reducing our environmental footprint with measures aimed at energy conservation, waste reduction and responsible water usage. Our CSR activities also remain an essential part of our commitment to society, with projects focused on education, healthcare and community development.

Looking forward, we are confident in our ability to build on these successes. Our focus remains on expanding market reach, particularly in new territories, while maintaining our commitment to innovation. We are keenly focused on delivering value to our stakeholders, with a clear emphasis on driving volume growth and market penetration.

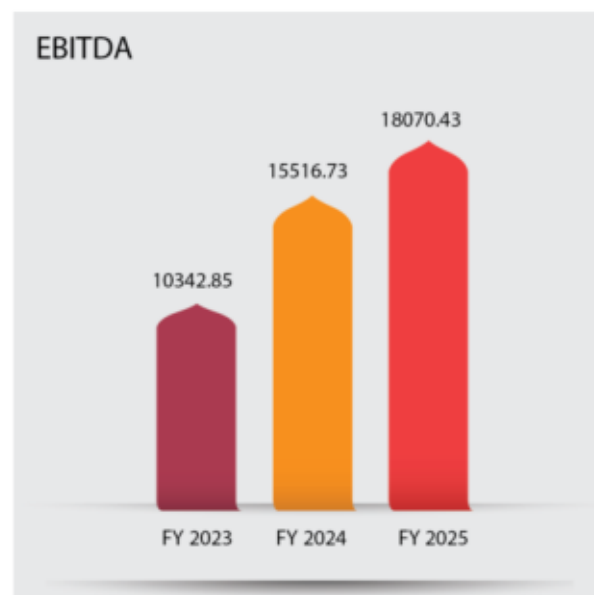
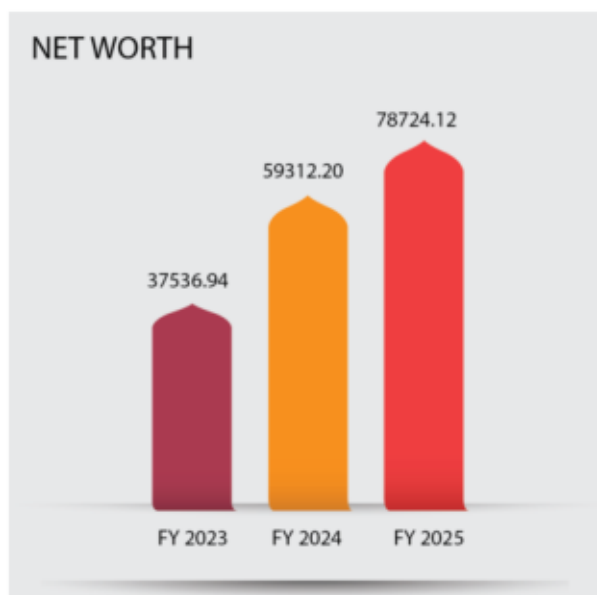
We are also optimistic about the potential of our Greenfield project and ongoing investments which will enhance our production capacity and supply chain efficiency. With these initiatives, we are positioning ourselves for sustainable growth, both in terms of volume and profitability.

In conclusion, I would like to express my gratitude to our employees, partners and shareholders for their continued support. Together, we have laid a strong foundation for future growth. We remain dedicated to maximizing value and ensuring long-term success for all stakeholders.

Thank you for your continued trust and support.

FINANCIAL HIGHLIGHTS

(All figures in Rs. Lakhs)

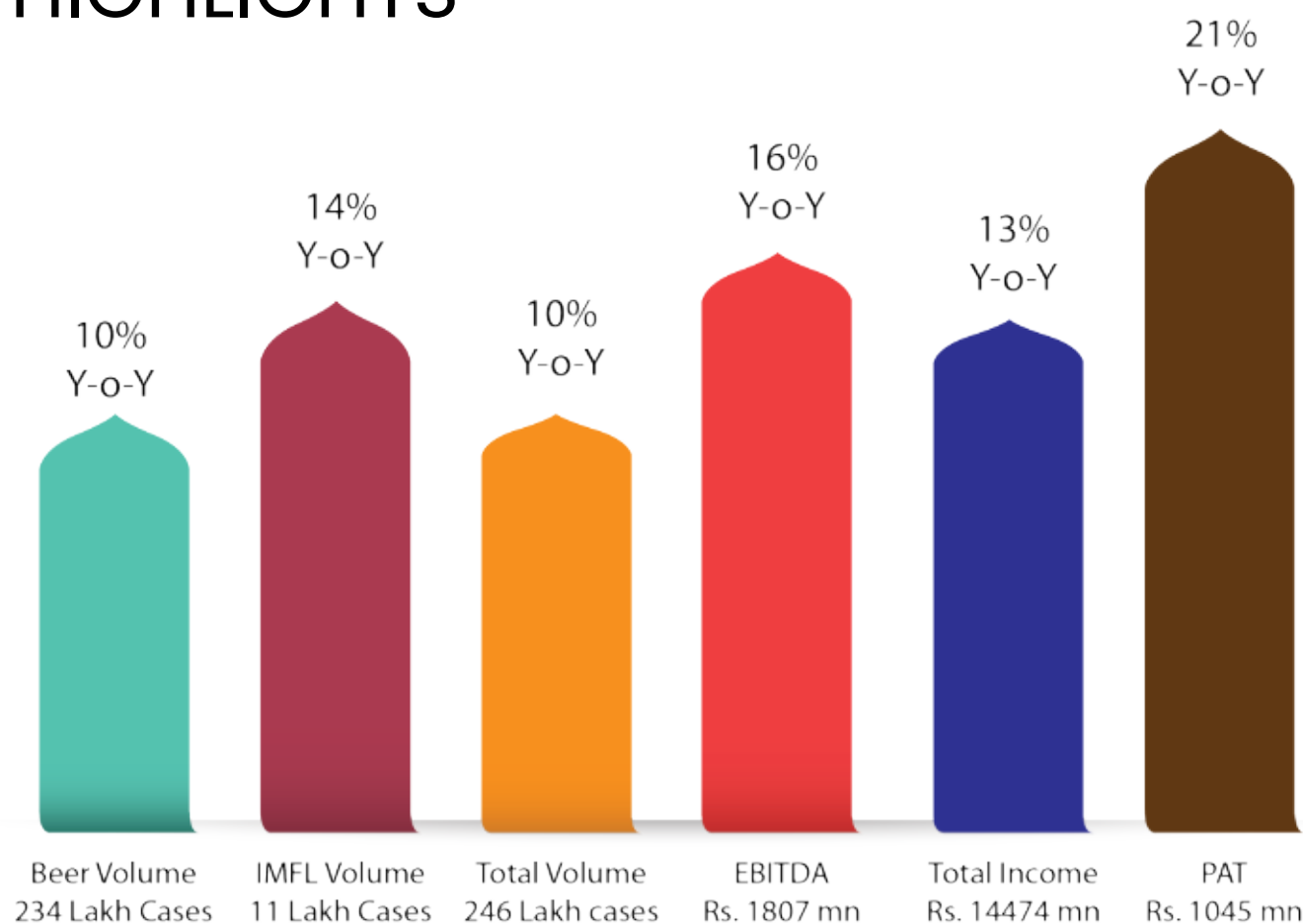


OPERATIONAL HIGHLIGHTS

OUR BRANDS



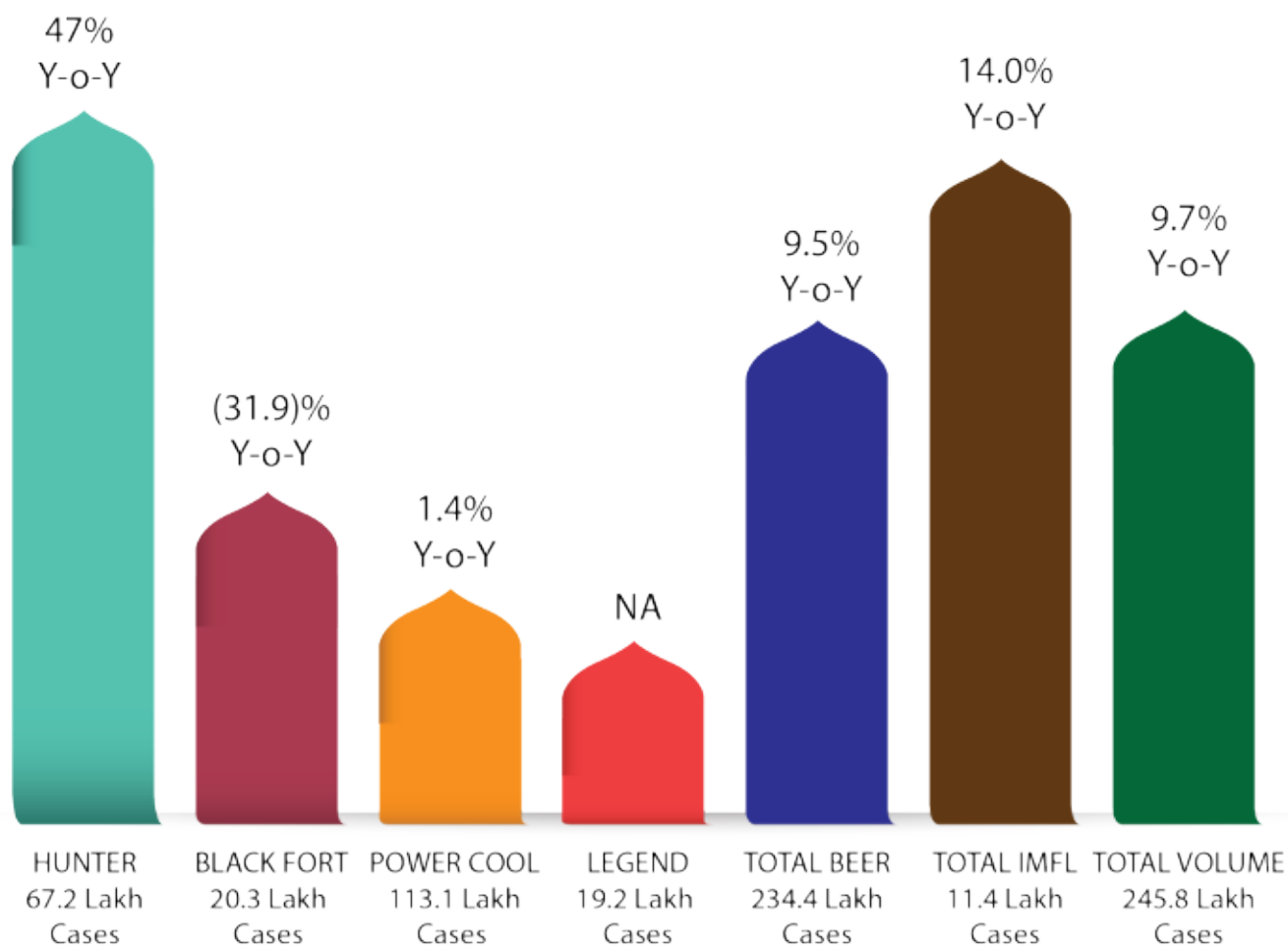
OPERATIONAL HIGHLIGHTS



* FY 2023-24 Vs FY 2022-23

OPERATIONAL HIGHLIGHTS

(All figures in Lakh Cases)



* FY 2024-25 Vs FY 2023-24

MANAGEMENT DISCUSSION & ANALYSIS

1. Economy and Outlook

The global economic landscape for 2025, while showing signs of resilience, is characterized by continued moderation. According to the IMF's April 2025 World Economic Outlook, global GDP is anticipated to expand steadily, with projections indicating growth between 3.1% and 3.3%. This stability is supported by a gradual disinflation trend, with global headline inflation expected to ease. Despite this economic activity, growth remains moderate when compared to historical benchmarks, influenced by ongoing geopolitical pressures in various regions and challenges related to productivity growth.

The global outlook, while improving in some aspects, remains subject to various downside risks. Growth is set to underperform its 2010s average in a considerable number of economies, representing a significant portion of the global population. Downside risks continue, including the potential for increased geopolitical tensions, growing trade fragmentation, the possibility of interest rates remaining elevated for longer periods, and climate-related disruptions. However, it is significant that supply chains have largely recovered from previous disruptions, and shipping costs have returned to pre-pandemic levels, providing a more stable environment for global trade.

Central banks globally continue to manage monetary policies to address inflation, which, while declining, has not yet reached target levels in most major economies. Economic performance varies by region. The United States continues to demonstrate stable demand, supported by private consumption. Conversely, the Euro area faces slower growth, influenced by energy costs and consumer sentiment. In contrast, emerging markets, particularly India, are contributing substantially to global momentum. India is projected to achieve a considerable 7.0% GDP growth, supported by strong domestic consumption, ongoing structural reforms, and sustained government spending.

The efficiency of supply chain and distribution system is essential in the evolving global economic scenario. While global supply chains have largely recovered from recent disruptions and shipping costs have stabilized, the alcoholic beverage market continues to face potential challenges, including fluctuations in the cost of key ingredients and the imposition of higher taxes. The distribution network is adapting to changing consumer preferences, with significant growth observed across various channels. Supermarkets and hypermarkets remain primary distribution avenues, providing extensive product selections and competitive pricing. Concurrently, the expansion of online retail channels is transforming traditional methods, enabling more direct connections with consumers and offering increased convenience, particularly for Ready-to-Drink (RTD) beverages.

Looking ahead, the global economic landscape for 2025 and beyond indicates a continued focus on managing inflation and ensuring financial stability. While overall economic growth may remain moderate, emerging markets, especially India, are expected to contribute significantly to global momentum. These regions, characterized by increasing disposable incomes and evolving consumer tastes, present considerable opportunities for the alcoholic beverage industry. The ongoing shift towards premium products and convenient formats, coupled with a growing interest in health-conscious options, will continue to shape market dynamics.

Despite the overall economic uncertainty and the growing consumer focus on health and wellness, which influences consumption patterns, the alcoholic beverage industry continues to adapt through product innovation and strategic market expansion. The resolution of immediate financial sector

risks and the potential for a faster decline in inflation could lead to a more accommodative monetary policy, further supporting economic activity and supporting a favourable environment for investment and growth in the coming years.

2. Indian Alcobev Industry

India's alcoholic beverage sector continues to demonstrate robust growth, solidifying its position as one of the fastest-growing markets globally. By 2025, the market is projected to reach approximately USD 64.0 billion. India currently ranks as the third-largest alcoholic beverage market worldwide, after China and Russia, and has emerged as the second-largest spirits market globally. The industry is expected to maintain this strong trajectory, expanding at a compound annual growth rate (CAGR) of 11.3% in value and 14.5% in volume over the next five years, reaching FY 2028. Several factors are driving this significant expansion.

A growing population and an expanding middle class have led to higher disposable incomes, enabling a larger consumer base to explore premium alcoholic beverages. Additionally, India's socio-cultural landscape is evolving, with increasing acceptance of alcohol consumption in social settings, particularly in urban and semi-urban regions. Rural markets, too, are witnessing rising alcohol consumption, further contributing to overall growth.

Regional trends in alcohol consumption highlight distinct preferences. Southern states have traditionally dominated the market, accounting for nearly half of total consumption, with Tamil Nadu and Karnataka leading in this segment. In contrast, northern and western regions exhibit a stronger inclination toward premium and luxury categories, with Delhi and Haryana at the forefront. Country liquor continues to hold popularity in parts of northern India, where it is primarily produced from grain ENA, while southern states see higher consumption of Indian-Made Foreign Liquor (IMFL), largely due to restrictions on country liquor.

Beer Industry

The beer market in India has evolved significantly, driven by a growing preference for this beverage among younger consumers, particularly millennials. This demographic is increasingly opting for beer during celebrations, social gatherings, and leisure activities. Beer currently represents approximately 42% of total alcohol consumption in India, surpassing the global average of one-third, according to the World Health Organization (WHO). IMARC Group forecasts a CAGR of 6.72% from 2025 to 2033, with revenues growing from INR 444.6 billion (2024) to INR 802.5 billion (2033).

The beer segment in India is predominantly composed of strong lagers, with alcohol content between 6.0% and 8.0%, which accounts for more than 80% of total beer consumed. High-alcohol-content beers are gaining traction, as consumers increasingly associate higher alcohol levels with premium offerings, assuming superior taste and quality. The rise of craft breweries, which emphasize small-batch, high-quality beer, is also driving demand for higher ABV beers. Craft beer culture is flourishing, with significant investment from large-scale companies, further driving the consumption of premium beers across major cities like Bangalore, Mumbai, and Delhi.

IMFL Industry

The IMFL sector remains the largest segment of the Indian alcoholic beverage market, both in terms of volume and value. The IMFL market, which includes whisky, rum, and other spirits, is projected to achieve volumes of approximately 520 million cases by FY2028, reflecting a CAGR of around 5.7%. This represents a

strong recovery, surpassing pre-pandemic levels, and highlights the resilience of the market. The IMFL industry has been supported by increasing disposable incomes, which have led to a shift from country liquor to premium IMFL products.

Urbanization and changing consumer preferences are supporting the shift toward more sophisticated and premium products within the IMFL sector. Consumers are increasingly opting for higher-quality whisky, with a marked shift toward the prestige, premium, and luxury segments. This trend is particularly noticeable in southern states, where IMFL whisky consumption is highest, driven by the ban on country liquor. The five southern states, Andhra Pradesh, Kerala, Telangana, Karnataka and Tamil Nadu, collectively account for over 50% of the total IMFL consumption in India. The shift toward IMFL, particularly whisky, has further gained momentum as consumer tastes evolve and disposable incomes rise.

Industry Drivers and Future Outlook

The Indian Alcobeve industry is driven by multiple dynamics, with key growth drivers including increasing urbanization, higher disposable incomes, and a growing preference for premium beverages. As consumer tastes continue to evolve, premiumisation has emerged as a dominant trend, with rising demand for high-end spirits, craft beers, and specialty liquors. The trend toward premiumisation is not limited to urban regions; even smaller towns and rural areas are increasing an increase in consumption of premium products, supported by improving access to distribution networks and retail channels.

Government policies have also played a significant role in supporting industry growth. Several states have introduced favourable reforms, including simplified excise policies and licensing procedures for microbreweries, which have encouraged the establishment and expansion of local brewing operations. The government's focus on generating revenue from alcohol excise duties ensures a stable regulatory environment, further boosting market confidence.

The future outlook for the Indian Alcobeve sector remains positive, with continued growth in both volume and value. However, challenges such as regulatory complexities, excise duties, and social stigma in certain regions could pose hurdles to the market's progress. Despite these challenges, the increasing popularity of premium and craft alcoholic beverages, coupled with the expansion of consumption in untapped rural areas, suggests that the industry will continue to thrive.

The industry is likely to see further consolidation, with large-scale players investing in microbreweries and craft breweries, thus enhancing their market presence. As the sector adapts to evolving consumer preferences and market dynamics, the Indian Alcobeve industry is expected to remain a key contributor to the global alcoholic beverage market.

3. Demand Drivers for the Alcobeve Industry

The alcoholic beverages industry in India is continuing its upward trajectory, with several critical factors driving growth. These demand drivers are not only influencing the market in the short term but also positioning the industry for continued expansion over the coming years.

1. Urbanization and Demographic Shifts

India's accelerating pace of urbanization is reshaping consumption dynamics, expanding the addressable consumer base for alcoholic beverages. The migration from rural to urban centres exposes individuals to a broader spectrum of premium offerings and modern retail ecosystems, thereby enhancing accessibility and driving category penetration.

2. Rising Disposable Incomes

The sustained growth in purchasing power, particularly among the burgeoning middle class, is a critical determinant of premiumization within the Alcobeve sector. As household

incomes rise, consumers are exhibiting a marked propensity to allocate higher discretionary spending toward superior-quality and innovative beverages.

3. Evolving Consumer Preferences

Indian consumers are transitioning toward more nuanced and experiential drinking preferences. The appetite for premium spirits, craft beers, and ready-to-drink (RTD) cocktails is gaining momentum, particularly among younger cohorts who value novelty, authenticity, and craftsmanship—stimulating continuous product innovation across the value chain.

4. Social Acceptance and Changing Attitudes

Societal attitudes toward alcohol consumption are undergoing a paradigm shift, with increased normalization across diverse social strata. This cultural evolution is not only altering consumption behaviors but also amplifying demand across multiple consumption occasions, from convivial gatherings to in-home indulgence.

5. Young and Expanding Consumer Base

The young population in India, particularly younger target audience, is proving to be a significant driver for the alcobeve sector. These younger consumers, who are more adventurous and brand-conscious, are increasingly adopting new drinking experiences. As a result, they are creating new trends and driving the demand for premium and craft beverages.

6. Out-of-Home Consumption Growth

The rapid expansion of the out-of-home (OOH) consumption segment, including bars, restaurants, and pubs, is one of the most significant contributors to industry growth. As more Indians dine out and seek social experiences, the demand for alcoholic beverages in these venues is accelerating, thus supporting the overall market growth.

7. Tourism and Hospitality Expansion

The resurgence of domestic tourism coupled with a steady inflow of international travellers has invigorated beverage sales within the hospitality value chain. Upscale hotels, resorts, and destination bars are witnessing heightened demand, particularly for premium and bespoke offerings.

8. Technological Advancements in Distribution

Advancements in supply chain logistics and the integration of omnichannel retailing are enhancing market reach. The expansion of both online and offline sales channels is ensuring that alcoholic beverages are more accessible to consumers, particularly in remote and underserved areas.

The Indian Alcobeve industry stands at the cusp of remarkable expansion, propelled by demographic realignment, increasing disposable incomes, and the evolution of consumer preferences. In an environment characterized by rapid change, sustained success will hinge on the industry's ability to innovate, embrace premiumization, and adapt to shifting cultural and social dynamics.

As emerging consumer cohorts and diversified segments reshape the competitive landscape, companies that remain agile, data-driven, and attuned to evolving market trends will be best positioned to capture growth. The future of the Indian Alcobeve sector is not only promising but also transformative—rewarding players who can deliver differentiated, aspirational, and experience-driven offerings.

4. Business Overview

Som Distilleries & Breweries Limited (SDBL), headquartered in

Bhopal, Madhya Pradesh, is a leading player in India's alcoholic beverage industry, with a well-established presence across both beer and Indian Made Foreign Liquor (IMFL) segments. The company's integrated operations encompass beer production, blending, and bottling of spirits, enabling it to offer a diversified portfolio that caters to a wide spectrum of consumer preferences across price points and categories.

Diverse Product Portfolio

SDBL's product mix includes a range of beer, whisky, rum, brandy, and vodka, addressing the growing demand across mainstream, premium, and super-premium segments. The company's flagship beer brands—Hunter, Black Fort, and Power Cool—have each surpassed 1 million cases in annual sales, underscoring their strong market penetration and enduring consumer appeal.

Innovation and Product Differentiation

Innovation forms a cornerstone of SDBL's growth strategy. A notable achievement in this regard is the introduction of Woodpecker Beer, India's first twist-cap Beer: This innovation eliminates the need for a bottle opener, providing consumers with convenience and a hassle-free experience. The beer is available in two variants, the mild Woodpecker Glide and the strong Woodpecker Crest, and is crafted using a blend of imported two-row barley, Indian malts, and German hops. The company continues to drive innovation through the launch of seasonal variants, premium formats, and Ready-to-Drink (RTD) offerings, including Hunter Pint Beer, designed to capture emerging consumption trends and experiential drinking occasions.

Strategic Market Positioning

SDBL holds a unique competitive advantage as the only publicly listed company in India engaged in both beer production and IMFL manufacturing. This dual-segment presence mitigates seasonal demand fluctuations and enhances marketing synergies, enabling the company to optimize its distribution networks and achieve higher operational efficiency. The ability to leverage cross-category expertise strengthens its resilience in a highly competitive and regulated market environment.

Growth and Expansion Initiatives

Aligned with its long-term growth vision, SDBL is actively expanding its geographic footprint and product offerings to tap into high-potential markets, including Tier-II and Tier-III cities, where premiumization and consumption growth are accelerating. The company continues to invest in capacity enhancement, brand-building initiatives, and supply chain modernization to meet rising demand and sustain its leadership position in the Alcobeve sector.

Commitment to Value Creation

With a strong emphasis on brand loyalty, innovation, and operational excellence, Som Distilleries & Breweries Limited is committed to delivering superior value to consumers, partners, and stakeholders. The company's ability to anticipate market trends, respond to evolving consumer preferences, and maintain strategic agility positions it as a formidable force in India's dynamic alcoholic beverage industry.

(Million Cases)

Capacity (In million cases)	SDBL (Bhopal)	Woodpecker (Karnataka)	SDBOPL (Odisha)	Total Capacity
Beer	15.2	14.0	9.0	38.2
IMFL	0.6	2.7	0.6	3.9

BEER Portfolio
• Hunter Refreshing Strong Premium Beer
• Black Fort Super Strong Beer

• Black Fort Lager Premium Beer
• Woodpecker Lager Beer
• Power Cool Beer
• Legend Beer
IMFL
• Pentagon Gold Edition Whisky
• Milestone Blue Whisky
• Legend Premium Whisky
• Mahavat Passionately Crafted Whisky
RUM
• Pentagon XO Premium Rum
• Black Fort XXX Matured Rum
Vodka
• White Fox Triple Distilled Vodka
• White Fox Triple Distilled Vodka Naughty Green Apple
• White Fox Triple Distilled Vodka Naughty Orange
Brandy
• Legend Rare Brandy
• Milestone VSOP Brandy
RTD
• White Fox Refresh Cosmo Cranberry Vodka Mixed Ready to Drink
• White Fox Refresh Tangy Lemon Vodka Mixed Ready to Drink
• White Fox Refresh Naughty Orange Vodka Mixed Ready to Drink
• White Fox Refresh Wild Passion Fruit Vodka Mixed Ready to Drink

5. Threats and Concerns

The Alcoholic Beverages industry in India continues to navigate a challenging landscape, with several external and internal factors posing potential risks to business operations and growth:

1. Regulatory Challenges

The alcoholic beverages industry faces a highly complex and fragmented regulatory environment. In India, alcohol laws differ significantly from state to state, creating inefficiencies and hindrances for manufacturers and distributors. This disparity in regulations, ranging from production licenses to sales restrictions can lead to delays in market penetration and increased operational costs. Although there have been efforts to streamline regulations, such as digitization of licensing processes and simplifying the supply chain, the absence of a uniform policy remains a significant challenge. Companies must continuously adapt to shifting regulations and invest in compliance to avoid disruptions.

2. Shifting Consumer Preferences

As India's economy evolves, so do consumer demands, particularly with the younger demographic leaning towards premium and craft beverages. There is also a rising trend towards low-alcohol and non-alcoholic options, influenced by health-conscious attitudes. The shift in consumer preferences towards premium products is evident in the growing popularity of international spirits, craft beers, and innovative blends. However, businesses in the Alcobeve sector must continuously invest in research and development to meet these new demands, as consumer loyalty to traditional products declines. Companies must be agile and responsive to stay competitive in an increasingly diverse market.

3. High Taxation and Regulatory Burden

The Alcobev industry continues to face significant tax burdens, with the complex tax system in India intensifying operational challenges. State-wise variation in excise duties and taxes increases the cost of production and reduces profit margins. For instance, high taxes on beer, relative to spirits, add to its pricing challenges. The absence of a uniform Goods and Services Tax (GST) on the final product, despite the GST being applicable to raw materials, further impacts the industry's financial efficiency. The inability to claim input tax credits for raw materials like barley and glass bottles, due to the current taxation structure, reduces the sector's competitiveness. Advocacy for a more streamlined tax regime and the introduction of GST on finished products could alleviate some of these pressures.

4. Distribution Inefficiencies

The fragmented distribution network remains a persistent challenge in India's Alcobev industry. While larger companies may have the resources to develop effective distribution channels, smaller and medium-sized players struggle to maintain consistent reach across the diverse Indian market. Moreover, delays and inefficiencies in distribution affect product availability, limiting market potential. Although certain states, such as Madhya Pradesh, have taken steps to improve distribution efficiency through digitized systems and auto-renewal of licenses, these efforts remain inconsistent across regions. To remain competitive, companies must invest in strengthening their distribution networks and collaborate with local partners to optimize logistics and supply chain operations.

5. Competitive Pressures

The Alcobev sector in India is marked by intense competition, with both domestic and international players competing for market share. Established brands dominate the market, making it difficult for new entrants to secure a position. The competition is intense, not only in terms of product offerings but also in marketing and branding. Companies must differentiate themselves through superior product quality, innovative branding, and effective marketing strategies. As a result, businesses in the Alcobev space need to focus on continuous innovation to remain relevant and capture consumer attention. Differentiating through unique flavours, packaging, and marketing campaigns is crucial to standing out in a crowded marketplace.

6. Geopolitical and Economic Uncertainty

Geopolitical developments and economic shifts globally can have a profound impact on the Alcobev industry. International trade policies, import/export tariffs, and changes in foreign exchange rates can disrupt supply chains, especially for companies that rely on imported ingredients and packaging materials. Additionally, geopolitical tensions and the shifting global economic landscape create uncertainties for businesses that operate in international markets. Companies must closely monitor these external risks and adjust their strategies accordingly to mitigate potential disruptions. The ongoing discussions around Free Trade Agreements (FTAs) may present opportunities, but companies should be cautious of the fluctuating global trade environment.

7. Rising Input Costs and Margin Pressures

The rising cost of raw materials, such as barley, sugar, glass bottles, and Extra Neutral Alcohol (ENA), continues to strain profit margins for Alcobev producers. Barley, a key agricultural commodity, is subject to price volatility, driven by factors such as climatic conditions and global supply chain disruptions. Additionally, the rising cost of energy

and packaging materials further impacts the cost structure. Given the highly competitive nature of the industry and the lack of pricing flexibility in certain segments due to state-imposed maximum retail prices (MRPs), it becomes difficult for companies to pass on these higher costs to consumers. This combination of rising input costs and limited ability to adjust retail prices worsens margin pressures, threatening profitability.

8. Health and Wellness Trends

As awareness around health and wellness increases, consumer preferences are shifting towards healthier, lower-calorie, and alcohol-free alternatives. This growing focus on wellness, accelerated by the global pandemic, presents a challenge for the Alcobev industry, which must adapt to these changing preferences. Alcoholic beverages that cater to the growing demand for low-alcohol, sugar-free, or organic options are seeing higher consumer interest. To stay competitive, companies need to innovate and offer products that align with the wellness movement, such as low-alcohol beers, organic wines, and health-focused spirits.

9. Environmental Sustainability

Environmental sustainability is becoming an increasingly important concern for the Alcobev industry. The production process, including water usage, energy consumption, and waste management, generates significant environmental impact. As consumers and regulators place greater emphasis on sustainability, companies are expected to adopt greener practices, such as water conservation, renewable energy sources, and waste reduction. Additionally, packaging waste, particularly plastic bottles and glass, poses an environmental challenge. The industry must respond to these concerns by investing in sustainable practices and adopting environmentally friendly technologies. Embracing sustainability will not only enhance brand reputation but also ensure compliance with evolving environmental regulations.

The Alcobev industry in India faces multiple external and internal risks, including regulatory complexities, evolving consumer demands, high taxes, distribution inefficiencies, and intense competition. Addressing these challenges requires a proactive and adaptive approach. Companies must focus on continuous innovation, enhance distribution capabilities, advocate for regulatory reforms, and invest in sustainable practices to ensure long-term success. A strategic and informed response to these threats will help businesses navigate an increasingly dynamic and competitive environment.

6. Performance Review

In FY2025, our company delivered exceptional performance and achieved remarkable financial growth. The annual volume surged to 234 lakh cases, reflecting a growth of 10.0% from the previous fiscal year. This growth highlights the sustained consumer demand for our **Strong Operational and Financial Performance in FY2025**.

FY2025 was a landmark year for the Company, characterized by robust operational execution, strategic capacity expansion, and exceptional financial performance. Our annual sales volume reached **234 lakh cases**, representing a **10.0% year-on-year growth**, driven by sustained consumer demand and effective market strategies tailored to evolving preferences. This growth underscores the strength of our diversified product portfolio and the success of our distribution and brand-building initiatives.

Strategic Capacity Expansion and Infrastructure Development

Significant operational milestones were achieved during the year to reinforce our long-term growth trajectory:

Greenfield Project in Uttar Pradesh: Construction commenced on a state-of-the-art greenfield facility in **Farrukhabad, Uttar Pradesh**, with a planned investment of **₹600 crore**. Once operational, this facility will have an installed capacity of **10 lakh cases of beer per month** and will also house an integrated **distillery unit**, enhancing our product mix and market reach.

Odisha Plant Expansion: We successfully completed the capacity expansion at our Odisha facility, scaling production from **60 lakh cases to 90 lakh cases annually**. This enhancement will enable deeper penetration in key markets and strengthen supply chain efficiency across eastern India.

These strategic investments will significantly augment production capabilities, improve operating leverage, and support the Company's vision for sustainable growth.

Financial Highlights

FY2025 demonstrated strong financial resilience and profitability improvement:

- **Total Income:** Increased to **₹14,474 million**, registering a **13% year-on-year growth**, driven by higher volumes and favourable product mix.
- **Segment Revenue:**
 - **Beer:** ₹12781.15 million **88% of total revenue**, from 92.8% in FY2024
 - **IMFL:** ₹1196.71 million (**12% of total revenue**)
- **Realization per Case:**
 - **Beer:** ₹545
 - **IMFL:** ₹1,046
- **EBITDA:** ₹1,807 million, reflecting **16% growth** over the previous year, supported by improved operational efficiencies and cost optimization initiatives.\
- **Net Profit:** ₹1,045 million, with a **net profit margin of 7.2%**, demonstrating enhanced profitability and disciplined financial management.

This strong performance was driven by an optimal **pack mix and brand mix strategy**, supported by targeted marketing efforts and premiumization initiatives.

Outlook and Strategic Priorities

Looking ahead, the Company remains committed to:

- Accelerating capacity additions to meet rising demand.
- Driving innovation and premiumization across product segments.
- Expanding distribution networks and digital engagement platforms.
- Strengthening cost efficiency through automation and process optimization.

With these initiatives, the Company is well-positioned to capture emerging opportunities, reinforce market leadership, and deliver sustained value creation for all stakeholders.

7. Liquidity

As of 31st March 2025, total debt was Rs. 1,710 million, with cash and cash equivalents of Rs. 200 million, resulting in a net debt of Rs. 1,510 million. The Gross Debt to Equity ratio stood at 0.26x. The Net Debt to EBITDA ratio stood at 0.63x

8. Major Corporate Developments

Product Performance:

- Power Cool secured its position as the second most popular beer in Karnataka, highlighting its growing brand equity in

a competitive market.

- The IMFL portfolio delivered an exceptional performance with volumes rising nearly 70.0% during April and May 2025, driven by strong demand and effective distribution strategies.
- The newly launched Legend strong beer brand contributed significantly to volume, with 19.2 lakh cases sold in FY2025.

Capacity Expansion

- A greenfield project with a total outlay of Rs. 600 crore was initiated in Farrukhabad, Uttar Pradesh. The facility, spread across 40 acres, will include brewery, distillery, and advanced packaging operations with an annual capacity of over 12 million beer cases.
- Capacity expansion at the Odisha plant was successfully completed in Q4 FY25, enhancing production capabilities to support regional demand.

Operational Achievements:

- Dispatches from the Bhopal facility rose by over 32.0% in April 2025, reflecting strong seasonal demand and operational agility.
- SOM became the second-largest beer company in Jharkhand, capturing a 22.0% market share.
- IMFL realization improved to Rs. 991 per case in Q4 FY25, indicating stronger premiumization and product mix optimization

9. Business Strategy

Portfolio Diversification

The Company continues to maintain a strategic focus on the strong beer segment, where flagship brands such as Hunter and Power Cool remain category leaders. With the rising momentum in premiumization, the Company is deepening its presence among aspirational consumers through limited-edition variants and newer packaging formats that enhance brand appeal. The launch of Legend has further strengthened the Company's ability to address evolving consumer preferences in the high-strength beer category.

To ensure broader market reach, the product portfolio is structured to cover multiple price points and regional tastes. This allows the Company to connect with varied consumer demographics and retain relevance in an increasingly competitive landscape. The Company is also steadily growing its IMFL portfolio, creating additional opportunities for future growth

Geographic Expansion and Capacity Planning

An integrated pan-India expansion strategy is in place, backed by operational investments in new markets and manufacturing infrastructure. The ongoing construction of a greenfield plant in Uttar Pradesh is expected to significantly enhance supply chain agility and support demand in North and Central India.

The Odisha plant capacity enhancement and increased distribution in southern markets such as Tamil Nadu reinforce the Company's commitment to geographic de-risking and consistent volume growth across regions.

Cost Management and Margin Improvement

The Company remains focused on disciplined cost management and sustained margin enhancement despite our increased use of new glass bottles.

To mitigate these challenges, the Company has adopted a multi-pronged approach that includes strategic sourcing, vendor consolidation, and long-term procurement contracts to secure price stability. Operational efficiencies are being enhanced through process optimization, automation initiatives, and improved asset utilization across manufacturing facilities.

Looking ahead, the anticipated softening of raw material

prices, combined with higher operating leverage from capacity expansion and volume growth, is expected to drive significant improvement in gross margins over the medium term.

Future Outlook

The Company remains committed to sustaining its growth momentum through a balanced approach of capacity expansion, innovation, and digital transformation.

Strategic investments are being directed towards:

- **New Manufacturing Assets:** Enhancing production capabilities to meet rising demand and strengthen regional presence.
- **Brand Development:** Building stronger consumer connect through targeted marketing and differentiated brand propositions.
- **Automation and Digital Efficiencies:** Leveraging advanced technologies for process automation, data-driven decision-making, and improved supply chain agility.
- **Talent and Capability Building:** Attracting and developing skilled talent to support the Company's ambitious growth trajectory.

A strong emphasis on consumer-centric innovation and distribution excellence will continue to be the cornerstone of the Company's strategy. Ongoing evaluation of product performance and deep consumer insight mapping ensure that our portfolio remains relevant and competitive in an evolving market landscape. This proactive approach positions the Company to deliver sustainable growth and long-term value creation for all stakeholders.

10. Human Resources

At SOM, people are recognized as the most valuable asset and the driving force behind our sustained growth and operational excellence. The Company's philosophy is deeply rooted in fostering a **high-performance culture** characterized by **collaboration, accountability, continuous learning, and innovation**.

We believe that an engaged, empowered, and skilled workforce is essential to achieving long-term business success. To this end, our **Human Resources (HR) strategy** is designed to attract, retain, and develop top talent while creating an environment where individuals can thrive both professionally and personally.

Building a High-Performance Culture

Our culture emphasizes **collaboration, ownership, and shared responsibility for success**. This is supported through:

- **Structured performance management systems** that align individual goals with business objectives.
- **Recognition and reward mechanisms** to celebrate high performers and foster motivation across levels.
- **Cross-functional collaboration** to encourage knowledge sharing and innovation.

Talent Acquisition & Development

SOM continues to focus on **strategic talent acquisition**, ensuring that we bring in individuals with the right mix of skills, values, and adaptability. Beyond hiring, we invest heavily in **continuous capability building**, including:

- **Induction and onboarding programs** for seamless integration of new employees.
- **Skill-building initiatives** tailored for both technical and leadership competencies.
- **Leadership development programs** that prepare high-potential employees for future leadership roles.

Our **learning ecosystem** combines classroom training, on-

the-job learning, and digital modules, ensuring flexibility and scalability across diverse locations and functions.

Employee Engagement & Well-being

To maintain a motivated and engaged workforce, the Company undertakes **employee engagement initiatives** such as:

- Team-building workshops and cultural programs to enhance collaboration and inclusion.
- Periodic surveys to capture employee sentiment and feedback for actionable improvements.
- **Wellness programs** that include physical health, mental well-being, and financial awareness.

Our policies are **employee-centric and feedback-driven**, reviewed regularly to stay aligned with evolving workforce expectations while reinforcing **transparency, fairness, and trust**.

Diversity, Equity & Inclusion (DEI)

We are committed to **equal opportunity principles** in recruitment, learning, and career progression, irrespective of **gender, age, ethnicity, religion, or background**. Our DEI framework seeks to create a **workplace that values different perspectives**, thereby fostering innovation and better decision-making.

Safety & Industrial Relations

Safety remains a **non-negotiable priority** at SOM. Comprehensive **health and safety policies** are implemented across all operations, including regular training, audits, and emergency preparedness drills.

The strong and transparent relationship between management and employees has ensured **harmonious industrial relations**, resulting in **zero disruptions to operations** during the year.

Workforce Snapshot (as of March 31, 2025)

- **Total Employees:** 494 across functions, geographies, and roles.
- **Average Tenure:** [35 years], reflecting strong employee loyalty and retention.

Looking Ahead

SOM remains committed to strengthening its **people-first approach**. Our focus areas for the coming years include:

- **Advanced digital learning platforms** for scalable skill development.
- **Expanded leadership pipelines** through structured mentoring programs.
- **Enhanced employee well-being frameworks** addressing holistic health and work-life integration.

Our unwavering commitment ensures that employees **derive pride, purpose, and growth** from their association with SOM, while contributing meaningfully to our business objectives and organizational vision.

11. Internal Control Systems & Their Adequacy

We have implemented a robust and structured internal control system designed to ensure operational efficiency, safeguard assets, and uphold compliance with all applicable laws, regulations, and internal policies. This framework facilitates informed decision-making, mitigates business and operational risks, and ensures transparency and integrity in financial as well as operational reporting.

A key element of this system is the **comprehensive internal audit mechanism**, which covers all critical functions across our three manufacturing plants. These audits are conducted periodically by independent professionals to assess the adequacy and effectiveness of controls, compliance adherence,

and operational efficiency at each facility. Special attention is given to areas involving inventory management, procurement, production processes, and statutory compliance to identify and address potential vulnerabilities.

The findings from these audits are systematically documented and presented to the Audit Committee. The Committee closely monitors the implementation of corrective actions and recommends further enhancements to strengthen control systems. This process ensures that internal controls remain dynamic, adaptive, and aligned with the Company's strategic objectives.

Additionally, controls are specifically designed to prevent unauthorized use of assets, maintain accurate and timely records, and ensure full compliance with regulatory requirements, including environmental and safety standards at all plants. Statutory Auditors conduct limited reviews in accordance with listing regulations, and their reports are evaluated by the Audit Committee and shared with relevant regulatory authorities for complete transparency.

Our internal control framework undergoes continuous review and refinement to meet evolving business requirements and regulatory expectations. By integrating plant-level audits, centralized oversight, and technology-driven monitoring, we reinforce our commitment to operational excellence, governance, and long-term sustainability.

12. Corporate Social Responsibility

Corporate Social Responsibility (CSR) is an integral part of the Company's value system and business conduct. The CSR framework is designed to create long-term positive impact by addressing critical areas such as education, healthcare, poverty alleviation, and environmental sustainability. We remain committed to inclusive development, ensuring its initiatives are aligned with the needs of the communities it operates in.

A structured policy guides the Company's CSR efforts, enabling targeted interventions that uplift underserved segments while fostering partnerships with local stakeholders. These initiatives aim to improve quality of life and promote environmental stewardship, health awareness, and access to learning opportunities.

The Company believes that sustained engagement and accountability are key to driving meaningful change. All CSR activities are monitored by the CSR Committee, constituted in accordance with Section 135 of the Companies Act, 2013. The Annual Report on CSR activities, as mandated under Sections 134 and 135 of the Companies Act, 2013, read with applicable Rules, forms part of the annexure to this Report.

13. Information Technology (IT)

Technology continues to play a strong role in supporting business agility, operational integration, and strategic decision-making across the Company. A strong IT framework enables seamless connectivity across manufacturing units, depots, and distribution channels, facilitating real-time coordination and enhanced responsiveness to market dynamics.

Our Digitization initiatives remain central to improving customer engagement and internal efficiencies. The ERP system deployed across operations ensures standardized processes, strengthens supply chain performance, and elevates quality monitoring. Business-critical data and analytics generated from the platform

support faster, more informed decision-making across functions.

Regular investments in IT upgrades, automation, and cybersecurity strengthens the Company's digital infrastructure and ensure scalability in line with growth plans. Enhanced digital collaboration with channel partners and distributors improves service delivery and optimizes communication across the value chain.

By aligning technology with core operational priorities, the Company continues to create a competitive edge while ensuring secure, efficient, and future-ready systems that support sustainable growth.

14. Supply Chain Management

A well-integrated and responsive supply chain remains pivotal to ensuring uninterrupted operations and timely product availability. Our supply chain strategy is anchored on efficiency, agility, and cost optimization, enabling seamless coordination from sourcing to distribution.

We leverage advanced demand forecasting tools and real-time inventory management systems to align production with market needs, minimize waste, and avoid stock imbalances. Strategic sourcing initiatives, driven through dedicated centres of excellence, strengthen vendor relationships and enhance procurement efficiency, even in volatile economic conditions.

Logistics optimization remains a core focus, ensuring on-time deliveries while reducing transit costs and enhancing service reliability. The supply chain framework also incorporates robust sustainability and compliance measures, reinforcing our commitment to ethical and responsible business practices.

We foster strong partnerships with suppliers and channel partners, enabling operational resilience and responsiveness to dynamic market conditions. Continued investments in digital technologies and process enhancements position our supply chain as a critical driver of long-term growth and customer satisfaction.

Encouraging the Local Ecosystem

In line with our inclusive growth philosophy, we actively engage with local suppliers promoting regional economic development and job creation. By prioritizing local sourcing wherever feasible, we reduce lead times, strengthen community relationships, and contribute to building a self-reliant and sustainable ecosystem. This approach not only supports local businesses but also enhances supply chain agility and resilience.

15. Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be 'forward looking' within the meaning of applicable Securities Laws and Regulations. Actual results may differ materially from those expressed herein, due to uncertainties related to the business model. Important factors that could influence the Company's operations include global and domestic economic conditions affecting demand, supply, price conditions, change in Government's regulations, tax regimes, other statutes and other factors such as litigation and industrial relations. The risk related information provided is not exhaustive and is for information purposes only. Readers are advised to refer to related disclosures in the Company's regulatory filings and exercise individual judgement in assessing risks associated with the Company.

NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the Members of Som Distilleries and Breweries Limited will be held on Monday the 29th day of September, 2025 at 1.00 p.m. through video conferencing / other audio-visual means (VC/OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, THE REPORT OF THE AUDITORS' THEREON AND THE REPORT OF THE BOARD OF DIRECTORS'

The Members are requested to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2025, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2025, placed before the 32nd Annual General Meeting be and are hereby received, considered and adopted."

2. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 TOGETHER WITH THE AUDITORS' REPORT THEREON

The Members are requested to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of the auditor's thereon as placed before the 32nd Annual General Meeting be and are hereby received, considered and adopted."

3. TO APPOINT A DIRECTOR IN PLACE OF MR. NAKUL KAM SETHI (DIN:06512548), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT

The Members are requested to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Nakul Kam Sethi (DIN:06512548) who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a director of the company."

SPECIAL BUSINESS:

4. TO CONSIDER APPOINTMENT OF M/S. N.K. JAIN & ASSOCIATES, COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY

The Members are requested to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), including any amendment(s), modification(s), or re-enactment(s) thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of M/s. N.K. Jain & Associates, a firm led by Mr. Neelesh Jain (FCS No. 6436, COP No. 6912), as the Secretarial Auditor of the Company for one term of five consecutive years, who shall hold office from the conclusion of 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in the year 2030 at a remuneration as may be mutually decided and agreed between Mr. Neelesh Jain and the Management in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

5. INCREASE IN REMUNERATION OF SHRI JAGDISH KUMAR ARORA, MANAGING DIRECTOR & CHAIRMAN OF THE COMPANY

The Members are requested to consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of all earlier resolutions passed till date, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed there under, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the approval of the Shareholders be and is hereby accorded to pay the following increased remuneration to Mr. Jagdish Kumar Arora (DIN:00224633), as Managing Director, for the remaining term of his appointment effective from August 1, 2025:-

1. **SALARY:** Rs.50 lakh per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs.75 lakh per month.

2. **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: For self and his family, once a year, incurred in accordance with rules of the Company.
- v) Premium paid on personal accident policy.
- vi) Leave encashment 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.
- viii) 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.
- ix) Reimbursement of official expenses.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded for revising the terms of remuneration payable to Mr. Jagdish Kumar Arora, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed ₹9,00,00,000/- (Rupees Nine Crore Only) per year with effect from August 1, 2025, on the terms and conditions, as may be agreed between the Board and Mr. Jagdish Kumar Arora, with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Jagdish Kumar Arora, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 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 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 197(10) read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

RESOLVED FURTHER THAT all the Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. INCREASE IN REMUNERATION OF MR. NAKUL KAM SETHI, WHOLE TIME DIRECTOR OF THE COMPANY

The Members are requested to consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of all earlier resolutions passed till date, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed there under, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the approval of the Shareholders be and is hereby accorded to pay the following increased remuneration to Mr. Nakul Kam Sethi (DIN:06512548), as Whole Time Director, for the remaining term of his appointment effective from August 1, 2025.

1. **SALARY:** ₹ 7.00 lakh per month with such increments as the Board may decide from time to time.

2. 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: For self and his family, once a year, incurred in accordance with rules of the Company.
- v) Premium paid on personal accident policy.
- 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.
- viii) 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.

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.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded for revising the terms of remuneration payable to Mr. Nakul Kam Sethi, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed ₹85,00,000/- on the terms and conditions, as may be agreed between the Board and Mr. Nakul Kam Sethi, with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Nakul Kam Sethi, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 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 all the Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be

and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Place: Bhopal
Date: September 5, 2025
Limited

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

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

Sd/-
Om Prakash Singh
Company Secretary & Compliance Officer

NOTES

1. Pursuant to the General Circular 09/2024 dated September 19, 2024 and other relevant circulars issued by the Ministry of Corporate Affairs (MCA) in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), permits the companies to hold their Annual General Meeting (AGM) through VC/ OAVM, without physical presence of members at common venue, and the AGM can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), accordingly the Annual General Meeting ('AGM') of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM 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 AGM. 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 AGM through VC/OAVM and the e-voting system on the date of the AGM will be provided by NSDL.
3. For the convenience of the members and proper conduct of the AGM, Members can login and join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. As the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the 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 AGM 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 AGM, pursuant to Section 113 of the Act, at compliance@somindia.com.
6. In line with the aforesaid Circulars, owing to the difficulties involved in dispatching of physical copies, Notice of AGM 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 29th August, 2025.
7. Members may note that, Notice of the AGM can also be accessed from the website of the Company at 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 and www.nseindia.com, respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM is annexed herewith. The Board of Directors ("the Board") have considered and decided to include the special businesses in the AGM as it is unavoidable in nature.
9. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. In view of the above, Members are advised to dematerialize 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 AGM.
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 AGM. 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 AGM 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 AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent ('RTA'), MAS Services Limited, T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020. The following the procedure given below:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholder has not registered his/her/ their email address with the Company/its RTA/Depositories, the following instructions to be followed:

a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@somindia.com.

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.
- c. Alternatively, member may send an e-mail request to 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, Registrar and Share Transfer Agent.
 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 AGM and prior to Monday 22nd September, 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 AGM by following the procedure mentioned below.
 19. The Board of Directors has appointed Mr. Neelesh Jain, Proprietor M/s N.K. Jain & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
 20. The remote e-voting period will commence at 9:00 a.m. on Friday 26th September, 2025 and will end at 5:00 p.m. on Sunday 28th September, 2025. In addition, the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
 21. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@somindia.com. The shareholders who do not wish to speak during the AGM 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. 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 till the date of AGM.
 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 AGM, 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 and on the website of NSDL <http://www.evoting.nsdl.com> within three days of the passing of the Resolutions at the AGM 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 AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again
 28. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote
 29. Members joining AGM through video conferencing shall elect one of themselves to be the Chairman of the meeting (AGM)
 30. 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.
 31. 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. 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.
 32. 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 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.

33. 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, which was uploaded in compliance with the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012.
34. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 23, 2025 to Monday, September 29, 2025 (both days inclusive) for the purpose of the AGM.
35. Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, email, nominations, power of attorney, bank details, NECS & ECS mandates to their depository participant only. The said changes will be automatically reflected in the Company's records. Members holding Shares in physical mode are requested to intimate all changes in their particulars or bank mandates to the company's Registrar and Share Transfer Agent. Members holding shares in physical mode and desirous of making nominations are requested to send their request in Form SH-13 under the Companies Act, 2013 to the Company's Registrar & Share Transfer Agent.
36. In compliance with SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only: -
 - a. Issue of duplicate share certificate
 - b. Claim from unclaimed suspense account
 - c. Renewal/Exchange of securities certificate
 - d. Endorsement
 - e. Sub-division / splitting of securities certificate
 - f. Consolidation of securities certificates/folios
 - g. Transmission
 - h. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd., Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form. Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

37. The Securities and Exchange Board of India ('SEBI') vide its circular dated 3rd November, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA on or after 1st April 2024.
38. The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after 1st April, 2024 by the RTA. In view of the above, shareholders of the Company holding securities in

physical form are requested to provide following documents/details to RTA:

- a. PAN;
- b. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- c. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- d. Bank Account details including Bank name and branch, Bank account number, IFS code;
- e. Specimen signature. Any cancellation or change in nomination shall be provided in Form No.SH-14.

All of above required documents/details shall be provided to Company/RTA at compliance@somindia.com / investor@masserv.com and send the documents at the address of registered office of the company or RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company at www.somindia.com as well as RTA website i.e. www.masserv.com. A separate communication has already been sent to the respective shareholders.

39. Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereto. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received does not exceed Rs.5,000/-. A resident individual shareholder with PAN who is not liable to pay income tax submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA at investor@masserv.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
40. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
41. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Further, to contribute towards greener environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors should register their e-mail address with the Registrar and Share Transfer Agent of the Company, if Shares are held in physical mode and with their DP's, if the holding is in electronic mode.
42. The details of Directors, proposed to be re-appointed/ increase in remuneration at the ensuing AGM, as required by Regulation 26 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other disclosures are forming part of this Notice. Requisite declaration has been received from the Director(s) for re-appointment.
43. Dividend Distribution Policy

The Company has adopted a Dividend Distribution Policy in compliance with Regulation 43A of the SEBI Listing Regulations. The Dividend Distribution Policy of the Company was approved by the Board of the Company at its meeting held on November

18, 2022. Further, the Company's dividend pay-out will be determined by the Board of Directors from time to time based on the available financial resources, investment requirements and other factors more fully described hereunder. Subject to these parameters, the Company would endeavour to maintain a total dividend pay-out ratio (dividend inclusive of any tax on distribution of dividend in the hands of the Company) of about 25% of the annual standalone profits after tax after adjusting for payment of preference dividend, if any.

The Dividend Distribution Policy is also placed on the Company's website and can be accessed from the weblink : <https://www.somindia.com/pdf/sebi/som-dividend-distribution-policy.pdf>.

44. The Board of Directors has appointed Mr. Neelesh Jain as the Scrutinizer to scrutinize the voting at the meeting

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING / VOTING AT VENUE ARE AS UNDER:

Login method for Individual shareholders holding securities in demat mode is given below:

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" 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 e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	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 https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on New System Myeasi. 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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 e-Voting service provider-NSDL 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 & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at 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.
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 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 AGM ARE AS UNDER:-

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

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

Place: Bhopal

Date: September 5, 2025

REGISTERED OFFICE:

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

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

Sd/-
Om Prakash Singh
Company Secretary & Compliance Officer

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

APPOINTED M/S. N.K. JAIN & ASSOCIATES, A FIRM LED BY MR. NEELESH JAIN AS THE SECRETARIAL AUDITOR OF THE COMPANY

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations (Third Amendment), 2024, the Company is required to appoint Secretarial Auditors, for one term of five consecutive years. Their appointment shall be approved by the members.

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on 11th August, 2025, have appointed M/s. N.K. Jain & Associates, a firm led by Mr. Neelesh Jain (FCS No. 6436, COP No. 6912) as the Secretarial Auditor of the Company for a term of five consecutive years from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in the year 2030, subject to approval of the members of the Company at the ensuing Annual General Meeting.

M/s. N.K. Jain & Associates is proprietorship concern of Practicing Company Secretaries based in Bhopal, led by Mr. Neelesh Jain, with over 20 years of experience and expertise in Company Law, SEBI Regulations, FEMA, Corporate Restructuring and Secretarial Audits.

M/s N.K. Jain & Associates have expressed their willingness to act as the Secretarial Auditor of the Company and have confirmed that they meet the eligibility criteria as prescribed under the Act and the Listing Regulations.

The firm has also provided confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India ("ICSI") and holds a valid certificate issued by the 'Peer Review Board of ICSI'. They have also furnished a declaration confirming their independence in terms of Regulation 24A(1b) of the Listing Regulations and that it has not taken up any prohibited non-audit assignments for the Company.

Their appointment is in compliance with Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Listing Regulations, as amended.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

ITEM NO. 5

INCREASE OF REMUNERATION OF SHRI JAGDISH KUMAR ARORA (DIN:00224633), CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

The Members of the Company in the Extra-Ordinary General Meeting held on March 24, 2025, had re-appointed Mr. Jagdish Kumar Arora as the Chairman and Managing Director of the Company for a further tenure of three years effective from February 4, 2025 to February 3, 2030 at a remuneration ranging from ₹35-40 lakhs per month subject to approval of shareholder in general meeting and as per the provisions of the Companies Act, 2013, applicable SEBI Regulations. Further the Board in its meeting held on August 11, 2025 has proposed to increase in remuneration ranging from ₹50-75 lakhs per month subject to approval of shareholder in general meeting and as per the provisions of the Companies Act, 2013, applicable SEBI Regulations. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr.J.K. Arora requires requisite approval. The approval of the Members pursuant to Section 197(1)

of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mr. Jagdish Kumar Arora as the Chairman and Managing Director of the Company w.e.f. August 1, 2025. The details are set out below:

Remuneration proposed:

- I. **SALARY: ₹50 lakh per month with such increments as the Board may decide from time to time, subject however to a ceiling of ₹75 lakh per month.**
2. **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: For self and his family, once a year, incurred in accordance with rules of the Company.
 - v) Premium paid on personal accident policy. \
 - vi) Leave encashment 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.
 - viii) 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.
 - ix) Reimbursement of official expenses.

Minimum Remuneration:

The Remuneration payable to Mr. Jagdish Kumar Arora, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed ₹9,00,00,000/- (Rupees Nine Crore Only) per year with effect from August 1, 2025, on the terms and conditions, as may be agreed between the Board and Mr. Jagdish Kumar Arora, with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Jagdish Kumar Arora, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 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).

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 197(10) read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

The statement as required under Section II, Part II of the Schedule V of

the Companies Act, 2013 with reference to Special Resolution at Item No.5 is annexed hereto as Annexure A.

Pursuant to Section 190 of the Companies Act, 2013 a copy of the draft Supplementary Agreement proposed to be executed by the Company with the Chairman and Managing Director (on approval by Members of this Resolution) is kept and available for inspection at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Jagdish Kumar Arora and Mr. Ajay Kumar Arora, Mr. Deepak Arora, Ms. Sunita Arora & Ms. Natasha Arora, who is related to Mr. Jagdish Kumar Arora, is in any way concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No.5 of the Notice for approval by the Members.

ITEM NO. 6

INCREASE IN REMUNERATION OF MR. NAKUL KAM SETHI, WHOLE TIME DIRECTOR OF THE COMPANY

The Board in its meeting held on August 11, 2025 has proposed to increase in remuneration upto Rs.7 lakhs per month subject to approval of shareholder in general meeting and as per the provisions of the Companies Act, 2013, applicable SEBI Regulations. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Nakul Sethi requires requisite approval. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mr. Nakul Sethi as the Wholetime Director of the Company for the period from August 1, 2025. The details are set out below:

Remuneration proposed:

the remaining term of his appointment effective from August 1, 2025.

1. **SALARY:** ₹ 7.00 lakh per month with such increments as the Board may decide from time to time.
2. **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: For self and his family, once a year, incurred in accordance with rules of the Company.
 - v) Premium paid on personal accident policy.
 - 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.
- viii) 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.

Minimum Remuneration:

The Remuneration payable to Mr. Nakul Sethi, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed ₹85,00,000/- (Rupees Eighty Five Lakh Only) per year with effect from August 1, 2025, on the terms and conditions, as may be agreed between the Board and Mr. Nakul Sethi, with liberty to the Board / Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Nakul Sethi, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 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).

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. Nakul Sethi, 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 197(10) read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 6 is annexed hereto as Annexure A.

Pursuant to Section 190 of the Companies Act, 2013 a copy of the draft Supplementary Agreement proposed to be executed by the Company with the Wholetime Director (on approval by Members of this Resolution) is kept and available for inspection at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Nakul Sethi, is in any way concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

ANNEXURE- A

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

Name of the Director	Mr. Jagdish Kumar Arora	Shri Nakul Kam Sethi
DIN	00224633	06512548
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.	With an event full career and a total experience of close to 25 years with commercial, investment and corporate banking sector across geographies in India, Australia and middle East. Mr. Nakul Sethi possess diverse skill set in-investor relation function, loan syndication, private equity mergers and acquisitions, structured finance, recapitalization, treasury, money markets etc. He has been an integral part of SOM Group for the last 17 years.
Date of Birth / Age	June 23, 1956 / 68 years	September 3, 1973/ 52 years
Date of first appointment on the Board	March 26, 1993	June 1, 2018
Details of shares held in the Company as on Date	49273272	135392
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
Qualifications	B.Sc. (Bachelor of Science)	B.com and MBA (Manchester, U.K.)
Terms and Conditions of Appointment/Re-appointment	As mentioned in the resolution placed before the members in item No. 5 of the Notice read with the explanatory Statement thereto	As mentioned in the resolution placed before the members in the Item No. 6 of the Notice read with explanatory statement thereto.
Details of Remuneration sought to be paid	As mentioned in the resolution placed before the members of the Notice read with explanatory Statement thereto	As mentioned in the resolution placed before the members of the notice read with the explanatory statement thereto.
Last Remuneration drawn	Rs. 35 lakh p.m.	Rs. 6 lakh p.m.
Number of Board Meetings attended/ held during Financial Year 2024-25 till date	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
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31, 2025	Nil	Nil
Directorship held in other companies as on March 31, 2025	a. Aryavrat Housing Constructions Private Limited b. Legend Capital Private Limited c. Som Power Limited d. Aryavrat Projects and Developers Private Limited e. Sompel JV Private Limited f. Aryavrat Fincon Private Limited g. Legend Distilleries Private Limited h. Mandori Realty Private Limited g. Woodpecker A Realestates Private Limited	a. Aaryavrat Realtors Private Limited b. Som Agro Products Limited c. Aalokdeep Finance Private Limited
Committee positions held in other Companies as on March, 2025	Nil	Nil
Audit Committee	Nil	Nil
Stakeholders' Relationship Committee	Nil	Nil
Others	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)	2022-23	2023-24	2024-25
	Total Revenue	57333.5	89,655.33	97,173.61
	Total Expenses	53576.36	82,955.34	89,215.91
	Profit/Loss After Tax	2703.71	4,716.78	5,772.47
	Dividend Rate	Interim dividend @5%	Nil	Nil
5	Foreign investments or collaborations, if any.	Foreign holding in the Company as on 31/03/2025 is 3.06% of the Equity Shares Capital of the Company.		

II	Information about the appointee:		
1	Name	Mr. Jagdish Kumar Arora	Shri Nakul Kam Sethi
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."
3	Past remuneration	As mentioned in Annexure A read with explanatory statement thereto.	As mentioned in Annexure A read with explanatory statement thereto.
4	Recognition or Awards	-	-
5	Job profile and his suitability	The Board considers that his association would be of immense benefit to the Company and it is desirable to increase remuneration as the chairman and managing director of the Company	The Board considers that his association would be of immense benefit to the Company and it is desirable to increase remuneration as Whole time Director of the Company.
6	Remuneration proposed	As mentioned in the resolutions at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto.	Same as mentioned in the resolutions at Item No. 6 of the Notice convening this meeting read with explanatory statement thereto.
7	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)	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	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Not Applicable	Not Applicable
III	Other information:		
1	Reasons of loss or inadequate profits	NA	
2	Steps taken or proposed to be taken for improvement.	NA	
3	Expected increase in productivity and profits in measurable terms.	The Company is expected to show an impressive growth in sale as well as profits in the short to medium term.	
IV	Disclosures:	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	Termination:	As per provisions of Companies Act and listing regulations.	
ii	Duties and Responsibilities:	As per provisions of Companies Act and listing regulations.	

BOARD'S REPORT

DEAR MEMBERS,

Your Directors have pleasure in presenting the 32nd Annual Report together with the Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2025.

FINANCIAL HIGHLIGHTS

A brief overview on Standalone and Consolidated Financial Performance for the Financial Year ended March 31, 2025 is as follows:

A. STANDALONE FINANCIAL PERFORMANCE

(Rupees in Lakhs)

Particulars	31.03.2025 (Audited)	31.03.2024 (Audited)
Revenue from operations	97101.17	88474.41
Other Income	72.44	1180.92
Total Income	97173.61	89655.33
Expenses		
Operating Expenditure	50390.72	47925.46
Excise Duty	17731.21	15179.63
Employee Benefit Expense	2118.85	1833.51
Depreciation and amortization expenses	1250.86	1152.91
Other Expenses	17258.94	16144.16
Total Expenses	88750.58	82235.67
Profit before finance cost and tax	8423.03	7419.66
Finance Cost	465.33	719.67
Profit before tax	7957.70	6699.99
Tax Expenses	2185.23	1983.21
Share of profit/(loss) in associates	-	-
Profit before comprehensive income	5772.47	4716.78
Other comprehensive incomes	(28.55)	(0.90)
Total Comprehensive Income for the year (PAT)	5743.92	4715.88

B. CONSOLIDATED FINANCIAL PERFORMANCE

(Rupees in Lakhs)

Particulars	31.03.2025 (Audited)	31.03.2024 (Audited)
Revenue from operations	283072.98	246428.96
Other Income	450.21	571.71
Total Income	283523.19	247000.67
Expenses		
Operating Expenditure	92580.74	83227.95
Excise Duty	138782.70	118361.66
Employee Benefit Expense	4692.11	3776.47
Depreciation and amortization expenses	2596.61	2134.80
Other Expenses	29397.21	26117.86
Total Expenses	268049.37	233618.74
Profit before finance cost and tax	15473.82	13381.93
Finance Cost	1105.93	1188.79
Profit before tax	14367.89	12193.14
Tax Expenses	3918.26	3543.58

Share of profit/(loss) in associates	-	-
Profit before comprehensive income	10449.63	8649.56
Other comprehensive incomes	(40.86)	(3.24)
Total Comprehensive Income for the year (PAT)	10408.77	8652.80
Total Comprehensive Income for the Period attributable to: Owners of the Company	9553.87	8535.64
Non-Controlling Interest	854.90	117.16

TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to the general reserves and the entire amount of profit for the year forms part of the 'Retained Earnings'.

DIVIDEND ON EQUITY SHARES

During FY 2024-25 your Board has not recommend any dividend on equity share in order to conserve Cash and growth plans of the Company.

The Dividend Distribution Policy as adopted and formulated by the Board in terms of Regulation 43A of the Listing Regulations is available on the Company's website and can be assessed at the link: <https://somindia.com/wp-content/uploads/2024/03/som-dividend-distribution-policy.pdf>

OPERATIONS

During the year under review, on consolidated basis, your Company registered Gross Revenue of Rs.283523.19 Lacs, whereas the Profit Before Tax and Total Comprehensive Income (PAT) for the year stood at Rs.14367.89 Lacs and Rs.10408.77 Lacs respectively. On a standalone basis, the Company registered Gross Revenue of Rs.97173.61 Lacs, whereas the Profit Before Tax and Total Comprehensive Income (PAT) for the year stood at Rs.7957.70 Lacs and Rs.5743.92 Lacs, respectively.

KEY DEVELOPMENTS

The following are the key developments reported by your company –

PRODUCTS –

- The launch of Woodpecker Premium Beer, India's first twist-cap beer in Karnataka marks a revolutionary step in the Indian beer market

"Power Cool brand secured its position as the second most popular and highest-selling beer in Karnataka"

EXPANSION PLANS –

- Successful commissioned the state-of-the-art wraparound packaging equipment at our Bhopal canning facility boosts overall efficiency by approximately 25%
- Woodpecker Greenagri Nutrients Private Limited. An associate of our Company, is Setting up a New Greenfield Project in the State of Uttar Pradesh.

OPERATION –

- Execution of the capex at Odisha is on track and expected to complete in time to catch the beer season.

AUDIT COMMITTEE

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which forms part of this Annual Report.

STATUTORY AUDITOR

M/s AKB Jain & Co., Chartered Accountants, (FRN:003904C) was re-appointed by the company as Statutory Auditor in the thirty First Annual General Meeting held on 28th September, 2024 for a period of three Consecutive Years .In terms of Provision of section 139 (2) of the Companies Act, 2013 read with Rules made thereunder, Accordingly the Auditor hold office until the conclusion of the 34th Annual General Meeting to held in year 2027.

The Statutory Auditors have submitted a certificate confirming their eligibility under Section 139 of the Act and meet the criteria for appointment specified in Section 141 of the Act. Further, the Company has also received a copy of Peer Review Certificate as prescribed by the Institute of Chartered Accountant of India to the Auditors and declaration from the Auditors that they are not disqualified for such appointment/ reappointment under the said Act.

AUDITOR'S REPORT

The Notes on accounts and observations of the Auditors in their Report on the Accounts of the Company are self- explanatory.

There were no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Reports that may call for any explanation from the Directors.

SECRETARIAL AUDIT COMPLIANCE REPORTS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Neelesh Jain & Associates, Company Secretaries to undertake the Secretarial Audit of the Company for the FY 2024-25.

The comments of Board on observations of Secretarial Auditor of the Company in their Report for the FY 2024-25 are self-explanatory indicated below and the Report of the Secretarial Audit in Form MR-3 is annexed as **Annexure I**. Further, in terms of Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company carried out Secretarial Audit of its material unlisted subsidiaries i.e. (a) Woodpecker Distilleries & Breweries Private Limited and (b) Som Distilleries and Breweries Odisha Private Limited, through M/s MM Chawla & Associates, Company Secretaries in Practice. The reports of the secretarial audit are annexed herewith as **Annexure I (A) & Annexure I (B)** respectively. The Annual Secretarial Compliance Certificate duly signed by M/s N.K. Jain & Associates, Company Secretaries has been submitted to the Stock Exchanges and is annexed at **Annexure I (C)** to this Board's Report.

Comments by Board on observations of Secretarial Auditor:

Under Companies Act, 2013 -

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).

UNDER LISTING REGULATIONS -

Penalties of Rs.1,88,000 each imposed by both BSE and NSE on the Company for non-compliance of composition under Regulation 20 and Regulation 21(2) of the SEBI (LODR) Regulations.

Management Response - the Company has submitted fine waiver applications to both exchanges, citing the grace period permitted under the respective regulations. The company currently awaiting the exchanges' consideration and response to the waiver request.

SECRETARIAL AUDITORS

Pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force] and Regulation 24A (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations 2024, the Board of Directors on the recommendation of the Audit Committee had

appointed M/s N.K. Jain & Associates, Company Secretaries, having Firm Registration No.: S2005MP082700, as Secretarial Auditors of the Company to hold office for the first term of 5 consecutive years from FY 2025-26 to FY 2029-2030 at such remuneration as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company.

The necessary resolution seeking members approval for appointment of M/s N.K. Jain & Associates, Company Secretaries forms part of AGM notice.

DETAILS WITH RESPECT TO THE ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Board of Directors had appointed M/s Sobhani & Agarwal, Chartered Accountant as the Internal Auditors of the Company for the F.Y. 2024-25. Internal Financial Control & Systems of the Company has been devised through its extensive experience that ensures control over various functions of its business. The Company practices Quality Management System for Design, Planning, Construction and Marketing. Periodic audits conducted by Internal Auditors and Statutory Auditors provide means whereby any weakness, whether financial or otherwise, is identified and rectified in time.

The Audit Committee receives a quarterly update of the key findings and the action taken report. The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis, which is a part of this report.

RAISING OF FUNDS THROUGH PREFERENTIAL CUM PRIVATE PLACEMENT ISSUE

The company was in requirement of funds for working capital & Other objects for which the company came up with a preferential Cum Private Placement issue of Equity Shares and convertible equity warrants of approx. Rs.148.50 Crore. The proceeds from the preferential issue of equity shares were fully utilised during the year for the specified objects. The period of warrants has been completed

SUB-DIVISION/ SPLIT OF EQUITY SHARES

The members vide resolution passed in Extraordinary General Meeting on April 30, 2024 approved the sub-division/ split of 1 (One) fully paid-up equity share having face value of ₹ 5.00 (Rupees Five only) each into 1 (One) fully paid up equity shares having face value of ₹ 2.00 (Rupee Two only) each and consequential alteration in the existing Capital Clause of the Memorandum of Association (MOA) of your Company.

After the requisite approvals of the Stock Exchanges i.e. BSE and NSE and the depositories i.e. NSDL and CDSL, new ISIN (INE480C01038) was allotted to your Company. The effect of change in face value of the share was reflected on the share price at the Stock Exchanges where your Company is listed (BSE and NSE) effective from May 24, 2024 i.e. record date for the purpose of sub-division/ split of equity shares of your Company.

As a result of the sub-division/ split of equity shares of your Company, it has become more affordable and encouraged participation of investors at large.

Accordingly, the capital structure of your Company post sub-division/ split of equity shares aon on 31.03.2025 is as follows:

Type of Capital	No. of Equity	Face Value (in ₹)	Total Share Capital (in ₹)
Authorised Share Capital	250000000	₹ 2/-	500000000
Issued, Subscribed and Paid-up Share Capital	205901312	₹ 2/-	411802624

CHANGE IN NAME OF THE COMPANY

On recommendation by the Board, the shareholders of the company in the Extra-Ordinary General Meeting held through Other Audio Visual Means (OAVM) on April, 30, 2024, has approved the change of name of the Company from 'Som Distilleries Breweries & Wineries Limited' to

'Som Distilleries and Breweries Limited'. The Certificate w.r.t. change of Name is received from the concerned ROC.

SUBSIDIARY, JOINT VENTURE & ASSOCIATE COMPANIES

As on March 31, 2025, the Company has 2 (Two) Subsidiary Companies, one being Wholly Owned Subsidiary i.e. Som Distilleries and Breweries Odisha Private Limited and the other one being Subsidiary Company Woodpecker Distilleries & Breweries Private Limited. List of companies which have been consolidated at the year-end is given in the Significant Accounting Policies of the Consolidated Audited Financial Statements of the Company. The company is also having an associate company Woodpecker Greenagri Nutrients Pvt. Ltd.

There has been no material change in the nature of the business of the Subsidiaries. A separate statement containing the report on the performance and financial position of each of subsidiaries is included in the consolidated financial statements of the Company forming part of this Annual Report.

ACCOUNTS OF SUBSIDIARY COMPANIES

Pursuant to applicable Accounting Standards on Consolidated Financial Statements and Financial Reporting issued by the ICAI and as prescribed by Securities and Exchange Board of India (SEBI), Consolidated Financial Statements, which includes the financial information of the subsidiaries, are enclosed and forms part of this Annual Report.

As per the provision of first proviso of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the Financial Statements of the Subsidiary Companies have not been attached to the Annual Report. However, Company has attached along with its financial statements a separate statement containing the salient features of financial statements of its subsidiaries in Form AOC-1.

Further, the Annual Accounts of the Subsidiary Companies and the detailed related information shall be made available to shareholders of the Company and of its Subsidiary Companies upon request and the Annual Accounts of the subsidiary companies shall also be kept for inspection by any shareholder in the head office of the Company and the office of its subsidiary companies. Further, the annual accounts for the FY 2024-25 of both the subsidiary companies are available on the website of the Company i.e., www.somindia.com.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

As per Regulation 34 of the SEBI Listing Regulations, a Business Responsibility and Sustainability Reporting is annexed as **Annexure II** and forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board, upon the recommendation of the CSR Committee, has adopted CSR Policy and initiated its implementation. The CSR Policy is available on the Company's website www.somindia.com.

The details pertaining to composition of CSR Committee are included in the Corporate Governance Report, which forms part of this Annual Report. The Annual Report on CSR activities is annexed as **Annexure III**.

POLICY ON SEXUAL HARASSMENT

The Company has Internal Complaints Committee (ICC) with Ms. Anamma Bosco as (Presiding Officer), Mr. Nakul Kam Sethi (Member), Mr. Rajesh Dubey (Member) and Ms. Madhuri Goel a member from an NGO, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

All female employees are covered under the Policy. There was no complaint received from any employee during the FY 2024-25 and hence no complaint is outstanding as on March 31, 2025 for redressal.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL (KMPS)

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, Mr. Nakul Kam Sethi (DIN: 06512548), Wholetime Director of the Company retires by rotation at the ensuing Annual General

Meeting ("AGM") of the Company and being eligible, offers himself for re-appointment. The Board on the recommendation of the Nomination & Remuneration Committee ("NRC") has recommended his re-appointment in the ensuing AGM.

Ms. Nishi Arora (DIN: 07021730), Non-Executive/Independent Director has ceased from the Board of the Company w.e.f. November 14, 2024 as her term got expired. The Board appreciated Ms. Nishi Arora valuable contribution during her tenure as Independent Director of the Company.

Mr. Jagdish Kumar Arora (DIN: 00224633) was re-appointed as Chairman and Managing Director of the Company for a further period of 5 years with effect from February 4, 2025 and such re-appointment was approved by the Shareholders at the Extraordinary General Meeting of the company held on March 24, 2025.

Mr. Uma Kant Samal (DIN: 08669929) was re-appointed as Non-Executive/Independent Director of the Company on Attaining the age of 75 years for a further period of 2 years with effect from April 20, 2025 and such re-appointment was approved by the Shareholders at the Extraordinary General Meeting of the company held on March 24, 2025.

Mr. Rajesh Kumar Dubey (DIN: 10912000) was Appointed as Whole Time Director of the Company for a period of 5 years with effect from January 28, 2025 and such Appointment was approved by the Shareholders at the Extraordinary General Meeting of the company held on March 24, 2025.

Mr. Rajat Batra (DIN: 02695119) was Appointed as Non-Executive Non-Independent Director of the Company for a period of 5 years with effect from January 28, 2025 and such Appointment was approved by the Shareholders at the Extraordinary General Meeting of the company held on March 24, 2025.

The Company has formulated a policy on 'familiarisation programme for independent directors' which is available on the Company's website at the link <https://somindia.com/wp-content/uploads/2024/03/SOM-Familiarization-Programme-for-Independent-Directors.pdf>

BOARD AND ITS COMMITTEES

The Board, as on March 31, 2025 comprises 8 Members - 3 Executive Directors and 4 Non-Executive/Independent Directors and 1 Non-Executive/ Non-Independent Director. During the period under review, your directors met 7 (Seven) times. The maximum time-gap between any two consecutive meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of number of meetings of Board and various Committees attended during the year by each Director/ Member is disclosed in the Corporate Governance Report forming part of this Annual Report.

The Board, as on March 31, 2025 has Seven Committees namely, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholder Relationship Committee, Risk Management Committee, Executive Legal and Borrowing Committee and Fund Raising Committee.

A detailed note on the composition of the Board and Committees including meetings, attendance thereat is provided in the Corporate Governance Report which forms part of this Annual Report.

Mr. Jagdish Kumar Arora (DIN: 00224633), is the Chairman and Managing Director, Mr. Nakul Kam Sethi (DIN: 06512548) is the Whole time Director, Mr. Nitin Malviya is the Chief Financial Officer and Mr. Om Prakash Singh is the Company Secretary & Compliance Officer of the Company.

INDEPENDENT DIRECTORS' MEETING

The Independent Directors met on January 28, 2025, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information

between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

COMPLIANCE OF THE SECRETARIAL STANDARDS ISSUED BY ICSI

The Board confirms that, during the period under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as amended from time to time.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; So, as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules thereof.

In the opinion of the Board, they fulfil the condition for appointment/re-appointment as Independent Directors on the Board. Further, in the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5)(iii) of the Companies (Accounts) Rules, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- In the preparation of the annual accounts for the Financial Year ended March 31, 2025, the applicable Accounting Standards have been followed and there are no material departures;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2025 and of the profit of the Company for the year ended on that date;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- The Directors had prepared the financial statements of the Company for the Financial Year ended March 31, 2025 on a 'going concern' basis.
- The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PARTICULARS OF EMPLOYEES

As required by the provisions of Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, details of the Employees are set out in **Annexure IV**.

Further, during the year under review, no director has received any commission from the Company accordingly the provision of Section 197(14) of the Act are not applicable to the Company.

DISCLOSURE RELATING TO SOM EMPLOYEES STOCK OPTION PLAN SCHEME 2020

The Company has "SOM Employees Stock Option Plan Scheme 2020" ("SOM ESOP-2020"). The company with requisite approvals had extended the benefits of the SOM ESOP-2020 scheme for the benefit of permanent Employees and/ or Directors of the Company and/ or subsidiary company(ies), as may be permissible under the SEBI Regulations.

During the year under review, the Company did not issue/grant any options under "SOM ESOP-2020 scheme".

Accordingly, there are no outstanding options under SOM ESOP-2020 as on March 31, 2025 and no disclosures in terms of Companies (Share Capital and Debenture) Rules, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is required.

Further the Company had received the in-principle approval from the stock exchanges for the for implementation of SOM ESOP-2020 scheme in terms of the amended regulations.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT/ TECHNOLOGY/ ABSORPTION/ FOREIGN EXCHANGE EARNING AND OUTGO

The information required pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 pertaining to Conservation of Energy, Research & Development, Technology Absorption is set out in **Annexure V**.

INVESTOR RELATIONS

As per the SEBI Master Circular No. SEBI/HO/OIAE/IGRD/P/CIR/2022 /0150 dated November 7, 2022, the Company is timely redressing the Investor Complaints through the SEBI complaints Redress System (SCORES). As a part of compliance, the Company has a Stakeholder Relationship Committee to redress the issues relating to investors. It consists of Three Members namely Mr. Satpal Kumar Arora, Chairperson, Mr. Rajesh Kumar Dubey and Mr. Nakul Kam Sethi, as Members.

The details of this Committee are provided in the Corporate Governance Report forming part of the Annual Report.

LISTING

The equity shares of the Company are listed on the National Stock Exchange of India Ltd. (NSE) and BSE Limited (BSE). The Company has paid annual listing fees for FY 2024-25 has already been paid to the credit of both the Stock Exchanges.

CORPORATE GOVERNANCE REPORT

The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. Secretarial compliances, reporting, intimations etc. Under the Companies Act, 2013, listing agreement(s) and other applicable laws, rules and regulations are noted in the Board/ Committee Meetings from time to time. The Company has implemented several best corporate governance practices as prevalent globally.

The Corporate Governance Report as stipulated under Regulation 34(3) and other applicable Regulations read with Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report.

CERTIFICATE ON CORPORATE GOVERNANCE FROM PRACTICING COMPANY SECRETARIES

The requisite Certificate from the Company secretary in practice, M/s N.K. Jain & Associates, Company Secretaries, confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part E of Schedule V of the aforesaid Regulations, forms part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report.

ANNUAL RETURN

The Annual Return of the Company as on March 31, 2025 is available on the Company's website and can be accessed at the Company's website under the weblink <https://www.somindia.com>

DEPOSITS

Your Directors' state that no disclosure or reporting is required in respect of Details relating to deposits covered under Chapter V of the

Act, as there were no transactions on these items during the financial year under review.

COST RECORDS

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable to the business activities of the Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All contracts/ arrangements/ transaction entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis.

During the year, the Company had entered any contract/arrangement/ transaction with the related parties which could be considered material in accordance with the Policy of the Company on materiality of related party transactions. The details of related party transactions in form AOC-2 is enclosed as **Annexure-VI**. The RPT Policy is available on the Company's website under the weblink <https://www.somindia.com>. Your Directors' draw attention of the Members to Note no. 42 of the financial statements which set out related party disclosure.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

The particulars of loans given, investments made and guarantees provided by the Company under Section 186 of the Companies Act, 2013, have been disclosed in the financial statements provided in this Integrated Annual Report. Please refer to the Notes of the Standalone Financial Statements.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There was no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate till the date of this report.

Your director's draw attention of the Members to Note no. 36 of the financial statements which set out Contingent Liabilities.

PERFORMANCE EVALUATION

SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of Directors on various parameters.

Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board on its own performance and that of its Committees, Chairman of the Board and Individual Directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the Directors being evaluated.

The Company has adopted adequate Policy for the evaluation of its Director including independent Director and for the evaluation of the performance of Board and its Committee; the above referred evaluation has been made in accordance with the stated Policy which is available on the website of the Company under the weblink <https://www.somindia.com>

DIRECTOR'S APPOINTMENT AND REMUNERATION POLICY

Pursuant to the provision of Section 178 of the Companies Act

Date: September 5, 2025

2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors on the recommendation of Nomination and Remuneration Committee has framed a Policy for the appointment of Directors and Senior Management and their remuneration which is available on the website of the Company under the weblink <https://www.somindia.com> The details pertaining to composition of Nomination and Remuneration Committee are included in the Corporate Governance Report, which forms part of this Annual Report.

RISK MANAGEMENT POLICY

The Company has adopted the Risk Management Policy which is aimed at creating and protecting shareholders value by minimizing threats and losses and identifying and maximizing opportunities. Your Directors periodically review the risks associated with the business or threaten the prospect of the Company. The Risk Management Policy is available on the website of the Company under the weblink <https://www.somindia.com>.

WHISTLE BLOWER POLICY

The Company has a vigil mechanism named as Whistle Blower Policy of the Company, an avenue to raise concern and access in good faith the Chairman of the Audit Committee which provide for adequate safeguard against victimization of person. The Policy on Whistle Blower Policy is available on the website of the Company under the weblink <https://www.somindia.com>.

CREDIT RATING

The company's long-term bank loan ratings have been upgraded from BBB to A- by Infomeric. This upgrade reflects the company's continued commitment to financial strength, stability, and strategic growth.

OTHER DISCLOSURES AND AFFIRMATIONS

Pursuant to the provisions of Companies (Accounts) Rules, 2014, the Company affirms that for the year ended on March 31, 2025:

- a. There were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016, before the National Company Law Tribunal or any other court.
- b. There was no instance of one-time settlement with any bank or financial institution.

ACKNOWLEDGMENT

Your Directors' would like to express their sincere appreciation for assistance and co-operation received from the vendors and stakeholders including financial institutions, banks, Central & State Government Authorities, other business associates, who have extended their valuable sustained support and encouragement during the year under review.

The relationship with the employees remained cordial during the year. Your Directors' are thankful to the shareholders and customers for their continued patronage. Your Directors' wish to place on record their appreciation for solidarity, cooperation and support of employees and all stakeholders.

CAUTIONARY STATEMENT

Statement made in the Annual Report, including those stated under the caption "Management Discussion and Analysis" describing the Company's plans, executions, achievements, projections and expectations may include approximations and may constitute "forward looking statement" within the meaning of applicable laws and regulations. Actual results may differ materially from those either expressed or implied.

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

Sd/-
J.K. Arora
Chairman and Managing Director
(DIN: 00224633)

ANNEXURE - I TO THE BOARD'S REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,

Som Distilleries and Breweries Limited
(Previously known as Som Distilleries Breweries & Wineries Limited)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Som Distilleries and Breweries Limited previously known as Som Distilleries Breweries & Wineries Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our Opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other record maintained by ("The Company") for the financial year ended on March 31, 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable to the Company during the audit period;

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act 2013 and dealing with client; Not Applicable to the Company during the audit period;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable to the Company during the audit period;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable to the Company during the audit period;
- (vi) The other laws, as informed and certified by the management of the company which are specifically applicable to the company based on the sectors/industry are:
 - a. Various State Excise Laws relating to brewing/alcohol industry;
 - b. Legal Metrology Act, 2009 and Rules thereunder;
 - c. Food Safety and Standards Act, 2006 and applicable Rules and Regulations made thereunder;
 - d. The Environment (Protection) Act, 1986 and Rules thereunder;
 - e. The Water (Prevention & Control of Pollution) Act, 1974;
 - f. The Air (Prevention & Control of Pollution) Act, 1981;
 - g. All other Labour, Employee and Industrial Laws to the extent applicable to the Company

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder ("the Listing Regulations")
- (iii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following:

- That the company has not transferred unpaid dividend and the share to Investor Education and Protection Fund ("IEPF") in respect of which dividend was unpaid/ unclaimed for more than seven consecutive years, under section 124 of the Act read with applicable rules thereunder.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the

provisions of the Act and/or the Listing Regulation.

Adequate notice were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out with requisite majority unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were following specific actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above

- Penalties of Rs. 1,88,000 plus GST each have been imposed by both BSE and NSE on the Company for non-compliance of composition under Regulation 20 and Regulation 21(2) of the SEBI (LODR) Regulations. In response, the Company has submitted fine waiver applications to both exchanges, citing the grace period permitted under the respective regulations. The company currently awaiting the exchanges' consideration and response to the waiver request.
- The Members of the Company at the Extraordinary General Meeting held on 30th Day of April, 2024 have passed resolutions for:
 - Sub-division of each of the Equity Share of the Company from a face value of Rs.5/- each to a face value of Rs.2/- each.
 - To change the name of the Company from 'Som Distilleries Breweries & Wineries Limited' to 'Som Distilleries And

Breweries Limited'.

- The Members of the Company at the Annual General Meeting held on 28th day of September, 2024 have passed resolutions for:
 - Reappointment of M/s AKB Jain & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office for a further term of 3 consecutive years
 - Appointment of Ms. Shreyansi Goel (DIN:10164947) as a director (non-executive & independent) of the company with effect from 5th August 2024 to hold office for a term of five consecutive years.
 - Ratify and approval of transactions under Section 186 of the Companies Act, 2013 with Som Distilleries & Breweries Odisha Private Limited
 - Ratify the related party transactions of the company.
 - Approval of Material Related Party Transactions.
- The Members of the Company at the Extraordinary General Meeting held on 24th March 2025 have passed resolutions for
 - Reappointment of Mr. Jagdish Kumar Arora (DIN:00224633), as the chairman and managing director of the company for Five-year.
 - 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)
 - Appointment of Mr. Rajesh Kumar Dubey (DIN: 10912000) as an Wholetime director of the company
 - Appointment of Mr. Rajat Batra (DIN: 02695119) as Non-Executive Non -Independent Director of the company
 - Issue of upto 20,00,000 equity shares on preferential and private placement basis to Som Distilleries Private Limited.

Place: Bhopal
Dated: 28.08.2025
UDIN : F006436G001100254

For N.K. Jain & Associates
Company Secretaries
Sd/-

NEELESH JAIN

Proprietor

FCS-6436, CP-6912

Peer Review Certificate no. 2505/2022

Firm Reg. No.: S2005MP082700

SOM DISTILLERIES & BREWERIES LIMITED

Annexure A SECRETARIAL AUDIT REPORT

To,

The Members,

Som Distilleries and Breweries Limited

(Previously known as Som Distilleries Breweries & Wineries Limited)

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Bhopal
Dated: 28.08.2025
UDIN : F006436G001100254

For N.K. Jain & Associates
Company Secretaries
Sd/-
NEELESH JAIN
Proprietor
FCS-6436, CP-6912
Peer Review Certificate no. 2505/2022
Firm Reg. No.: S2005MP082700

ANNEXURE I (A) TO THE BOARD'S REPORT

FORM NO. MR-3 (SECRETARIAL AUDIT REPORT)

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
Woodpecker Distilleries and Breweries Private Limited
Bhopal.

Sir,

1. I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Woodpecker Distilleries and Breweries Private Limited (hereinafter called the company), having CIN: U15400MH2010PTC211663 an unlisted company which is w.e.f 07.02.2024 subsidiary of a listed company namely Som Distilleries & Breweries Limited (SDBL). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

2. Based on my verification of the Woodpecker Distilleries and Breweries Private Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that subject to what is stated in the Financial Statement for 2024-25 read with the Auditors and Directors reports, the company has, during the audit period covering the financial year ended on 31.03.2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

3. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Woodpecker Distilleries and Breweries Private Limited for the financial year ended on 31.03.2025 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') :-
 - (a) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the company has complied with the provisions of the Acts, Rules, Regulations, guidelines, Standards etc. mentioned above.

4. Departmental Heads of the company have reported compliance with following laws applicable to the company during the financial year 2024-25. These reports were duly taken on record by the Board of Directors.

1. Income tax Act, 1961.
2. Goods and Services Tax
3. Foreign Exchange Management Act, 1999.
4. The Karnataka Excise Act, 1965.
5. Factories Act, 1948.
6. Industrial Disputes Act, 1947
7. The Payment of Wages Act, 1936
8. The Minimum Wages Act, 1948
9. Employees' State Insurance Act, 1948
10. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
11. The Payment of Bonus Act, 1965.
12. The Payment of Gratuity Act, 1972
13. The Contract Labour (Regulation & Abolition) Act, 1970
14. The Maternity Benefit Act, 1961
15. The Child Labour (Prohibition & Regulation) Act, 1986
16. The Industrial Employment (Standing Order) Act, 1946
17. Workmen Compensation Act, 1923.
18. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
19. Water (Prevention and Control of Pollution) Act, 1974.
20. Water (Prevention and Control of Pollution) Cess Act, 1977
21. Air (Prevention and Control of Pollution) Act, 1981
22. Environment (Protection) Act, 1986.
23. Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
24. Companies Act, 2013 and the rules framed there under and the Secretarial Standards issued by the Institute of Company Secretaries of India.

I further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. There are adequate systems and processes in the Company commensurate with the size and operations in the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Bhopal
Date: 28.05.2025

For M.M. Chawla and Associates
Sd/-
M.M. Chawla
FCS 67, C P 716
PR: 1975/2022
UDIN: F000067G000465521

ANNEXURE I (B) TO THE BOARD'S REPORT

FORM NO. MR-3 (SECRETARIAL AUDIT REPORT)

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members

Som Distilleries and Breweries Odisha Private Limited
Bhopal.

Sir,

1. I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Som Distilleries and Breweries Odisha Private Limited (hereinafter called the company) an unlisted company which is a wholly owned subsidiary of a listed company namely Som Distilleries & Breweries Limited (SDBL). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.
2. Based on my verification of the Som Distilleries and Breweries Odisha Private Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that, the company has, during the audit period covering the financial year ended on 31.03.2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
3. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Som Distilleries and Breweries Odisha Private Limited for the financial year ended on 31.03.2025 according to the applicable provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under.
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
 - (v) The following regulations and guidelines, to the extent applicable, prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') :-
 - (a) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (vi) The Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the company has complied with the provisions of the Acts, Rules, Regulations, guidelines, Standards etc. mentioned above.
4. Departmental Heads of the company have reported compliance with following laws applicable to the company during the

financial year 2024-25. These reports were duly taken on record by the Board of Directors.

1. Income tax Act, 1961.
2. Goods and Services Tax
3. Foreign Exchange Management Act, 1999.
4. The Odisha Excise Act, 2008.
5. Factories Act, 1948.
6. Industrial Disputes Act, 1947
7. The Payment of Wages Act, 1936
8. The Minimum Wages Act, 1948
9. Employees' State Insurance Act, 1948
10. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
11. The Payment of Bonus Act, 1965.
12. The Payment of Gratuity Act, 1972
13. The Contract Labour (Regulation & Abolition) Act, 1970
14. The Maternity Benefit Act, 1961
15. The Child Labour (Prohibition & Regulation) Act, 1986
16. The Industrial Employment (Standing Order) Act, 1946
17. Workmen Compensation Act, 1923.
18. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
19. Water (Prevention and Control of Pollution) Act, 1974.
20. Water (Prevention and Control of Pollution) Cess Act, 1977
21. Air (Prevention and Control of Pollution) Act, 1981
22. Environment (Protection) Act, 1986.
23. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.
24. Companies Act, 2013 and the rules framed there under and the Secretarial Standards issued by the Institute of Company Secretaries of India.

I further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Bhopal
Date: 28.05.2025

For M.M. Chawla and Associates
Sd/-
M.M. Chawla
FCS 67, C P 716
PR: 1975/2022
UDIN: F000067G000465279

ANNEXURE I-C TO THE BOARD'S REPORT

SECRETARIAL COMPLIANCE REPORT OF

SOM DISTILLERIES & BREWERIES LIMITED

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Som Distilleries & Breweries Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **1-A Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi-110029**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We N.K. Jain & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Som Distilleries & Breweries Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable during the Financial Year
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable during the Financial Year
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and based on the above examination, we hereby report that, during the Review Period:

I.(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remark
1	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 20 and 21(2) of LODR	Composition of Committee as per Regulation 20 and 21(2) of LODR	NSE and BSE	Fine	Composition of Stakeholders relationship Committee and Risk Management Committee	Rs.1,88,000+ GST by both the stock Exchange	Penalties of Rs. 1,88,000 plus GST each have been imposed by both BSE and NSE on the Company for non-compliance of composition under Regulation 20 and Regulation 21(2) of the SEBI (LODR) Regulations. In response, the Company has submitted fine waiver application to the exchange(s), citing the grace period permitted under the respective regulations. The company currently awaiting the exchanges' consideration and response to the waiver request.	The company has filed waiver application claiming grace period given under the regulation	Fine not paid and the application for waiver of fine was filed in due time with requisite fee.

I.(b) The listed entity has taken the following actions to comply with the observations made in previous reports: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 4(1) (c), (d), (e), (f) of Chapter II of LODR; and Regulation 30(2), Reg 30(7) read with Reg 30(6) and Clause 4 (d) of para A of Part A of Schedule III of LODR	Inadequate disclosure by the Company regarding deferment of preferential allotment of share warrants to Promoters / Promoter's Group	SEBI	Fine	Non Compliance of Regulation 4(1) (c), (d), (e), (f) of Chapter II of LODR; and Regulation 30(2), Reg 30(7) read with Reg 30(6) and Clause 4 (d) of para A of Part A of Schedule III of LODR	5,00,000	The company has paid fine under protest	The company feels that adequate disclosure was given to stock exchanges keeping that in mind an appeal has been filed with SAT regarding the same.	-

2.	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations)	Regulation 159(1)	Mr. Surjeet Lal, classified as a promoter had sold his equity shares (1532) during the period 10-14 April, 2023 without pre-clearance from the company	Company	Warning letter	Regulation 159(1)	-	The company had issued warning letter to Mr. Surjeet Lal and filed the requisite disclosure as a matter of abundant caution.	The company came to know of this only through the weekly BENPOS. The same was communicated to the stock exchanges by the company vide letter dated 12.05.2023 as a matter of abundant caution	Mr. Surjeet Lal, classified as a non-promoter w.e.f. 25.09.2024
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II. **Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:** Not Applicable during the Financial Year.

III. **We hereby report that, during the review period the compliance status of the listed entity is appended as below:**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation /Remarks by PCS
1	Secretarial Standard: The compliances of listed entities are in accordance with Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities - All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars / guidelines issued by SEBI	Yes	-
3	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	-
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	-
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	-

9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Complete database of designated/connected persons are maintained.
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	Penalties of Rs. 1,88,000 plus GST each have been imposed by both BSE and NSE on the Company for non-compliance of composition under Regulation 20 and Regulation 21(2) of the SEBI (LODR) Regulations. In response, the Company has submitted fine waiver application(s) to exchanges, citing the grace period permitted under the respective regulations. The company currently awaiting the exchanges' consideration and response to the waiver request.
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	No	-

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For N.K. Jain & Associates
Company Secretaries

Place: Bhopal
Dated: 22.05.2025

Sd/-
Neelesh Jain
Proprietor
FCS-6436, CP-6912
Peer Review Certificate No. 2505/2022
Firm Reg. No.: S2005MP082700
UDIN number: F006436G000410831

ANNEXURE II TO THE BOARD'S REPORT

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

Som Distilleries and Breweries Limited (Formerly Known As Som Distilleries Breweries & Wineries Limited) was incorporated in 1993. Today, with a blend of experience led wisdom and youthful exuberance, SDBL operates with high standards of quality in the Alcobrew business, driven to create value for all our stakeholders. Our presence in multiple segments and price points of the value chain is clearly visible, with well-integrated operations aiding in ensuring quality and cost control.

In accordance with clause (f) of sub-regulation (2) of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations). Your Company's Business Performance and Impacts are disclosed based on the 9 Principles of the 'National Guidelines on Responsible Business Conduct' (NGRBC).

SECTION A: GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY

1	Corporate Identity Number (CIN) of the Listed Entity	L74899DL1993PLC052787
2	Name of the Listed Entity	Som Distilleries and Breweries Limited
3	Year of incorporation	1993
4	Registered office address	1-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi – 110029
5	Corporate address	23, Zone II, Maharana Pratap Nagar, Bhopal- 462011 (Madhya Pradesh) India
6	E-mail	compliance@somindia.com
7	Telephone	0755-4271271, 4278827
8	Website	www.somindia.com
9	Financial year for which reporting is being done	April 1, 2024 – March 31, 2025
10	Name of the Stock Exchange(s) where shares are listed	(a) National Stock Exchange Limited and (b) BSE Limited
11	Paid-up Capital	Rs. 41,18,02,624.00
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Shri. Nakul Kam Sethi Executive Director (0755-4271271) Email:(nksethi@somindia.in)
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The Report presented is on Consolidated Basis. The Report is made based on the data collected by the 3 SDBL owned Plants and 5 Offices.
14	Name of Assurance Provider	Not Applicable
15	Type of Assurance Obtained	Not Applicable

II. PRODUCTS/SERVICES

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Business Activity Code	Description of Business Activity	% of Turnover of the entity
1	Manufacturing	C1	Food, Beverages and tobacco products	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Manufacture of beer	11031	88%
2	Alcoholic Beverages, Indian Made Foreign Liquor	11011	12%

III. OPERATIONS

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	3	5	8
International	NIL	NIL	NIL

19. Markets served by the entity:

a. Number of Locations

Locations	Number
National (No. of States)	22 States & Union Territories
International (No. of Countries)	18

b. What is the contribution of exports as a percentage of the total turnover of the entity? 0.45%

c. A brief on types of customers

SDBL's main customers are retail consumers, restaurants, hotels and Canteen Store's Department, The Products are either supplied through Government Corporations and Distributors.

IV. EMPLOYEES

20. Details as at the end of Financial Year: 31.03.2025

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1.	Permanent (D)	494	488	98.78	6	1.22

2.	Other than Permanent (E)	334	334	100%	0	0
3.	Total employees (D + E)	828	822	99.27	6	0.73
WORKERS						
4.	Permanent (F)	Nil	Nil	Nil	Nil	Nil
5.	Other than Permanent (G)	850	591	69.52	259	30.48
	Total workers (F + G)	850	591	69.52	259	30.48

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	Nil	Nil	Nil	Nil	Nil

2.	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3.	Total differently abled employees (D + E)	Nil	Nil	Nil	Nil	Nil
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	Nil	Nil	Nil	Nil	Nil
5.	Other than Permanent (G)	Nil	Nil	Nil	Nil	Nil
6.	Total differently abled workers (F + G)	Nil	Nil	Nil	Nil	Nil

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	1	12.5%
Key Management Personnel	2	0	0

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Particulars	FY 2024-25 (Turnover Rate in Current FY)			FY2023-24 (Turnover rate in previous FY)			FY2022-23 (Turnover rate in the year prior to other previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	2.9	0	2.9	2.5	0	2.5	2.4	0	2.4
Permanent Workers	3	0	3	2.0	0	2.0	2.6	0	2.6

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Woodpecker Distilleries & Breweries Private Limited	Subsidiary	78.87%	Yes
2	Som Distilleries and Breweries Odisha Private Limited	Subsidiary	100%	Yes
3	Woodpecker Greenagri Nutrients Pvt. Ltd.	Associate	26%	NA*

* A newly incorporated company.

VI. CSR DETAILS (FOR LISTED ENTITY ONLY)

24.

(i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): YES

(ii) Turnover (in Lakhs) : 88474.41

(iii) Net worth (in Lakhs): 51171.18

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No)	(If Yes, then provide web-link for grievance redress policy)	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
			Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	No complaint received.							

Investors (other than shareholders)	Not Applicable. SDBL is a listed entity and does not have any other investor type apart from Ordinary Equity.							
Shareholders	Yes	https://www.somindia.com/som-policies-codes.php	02	0	-	15	0	-
Employees and workers	Yes		NIL	--	NIL	NIL	--	-
Customers	Yes		NIL	--	NIL	NIL	--	-
Value Chain Partners	Yes		NIL	--	NIL	NIL	--	-

Weblink: <https://www.somindia.com/som-policies-codes.php>

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Climate Change	R	Our Business is dependent on weather conditions on both the demand and supply side. Changes to existing regulations and the introduction of new ones can have a substantial impact on our sourcing of materials, emissions levels, waste management, and the production of finished goods. These, along with other environmental issues, could potentially have a negative effect on our business.	Our Efforts have been towards minimizing the impact of this risk. Conscious of the challenges posed by climate change and environmental issues, the Company realigns its strategies to ensure business continuity. Internally, various initiatives are in progress to lower carbon reduction, lower emissions.	Negative
2.	Governance, Ethics and Transparency	O	The Company is dedicated to maintaining the highest standards of governance, recognizing that long-term sustainability depends on a robust governance and ethical framework. As the demand for transparency, accountability, and fairness in governance continues to grow, it is crucial for the Company to not only comply with current regulations but also anticipate and prepare for future ones.	The Company has implemented robust systems, procedures, and policies to maintain high standards of corporate governance. Key among these are the Code of Conduct and Ethics Policy and the Anti-Bribery Policy, which ensure that all employees act with integrity and fairness in their professional roles. In addition, the Whistleblower Policy, Related Party Transaction Policy, and various reporting mechanisms are essential tools for identifying and addressing potential issues, promoting transparency and accountability across the organization.	Positive
3.	Sustainable Management	O	Environmentally friendly products would drive long-term growth. Global threats such as global warming, stratospheric ozone depletion, resource scarcity, bioaccumulation, are addressed through sustainability. Moreover, the Company being dutiful towards society and adopts utmost working culture.	We recharge groundwater and recycle glass bottles, and our breweries operate on a zero-discharge basis. To minimize reliance on conventional fuels, we use briquettes as an alternative energy source. Our company has implemented several green technologies and remains committed to continually developing new eco-friendly methods, materials, innovative technologies, and systems tailored to meet the unique needs of our valued clients.	Positive

4.	Social Responsibility	O	We have created sustainable practices across all our breweries and operate zero discharge breweries. We employ local youth from nearby locations at our breweries. We engage with local suppliers and believe in Make in India.	As a responsible company with a vision for long-term sustainability, we are committed to continuously striving to use cleaner production methods, materials, innovative technologies, and systems to achieve our goals.	Positive
5.	Waste Management	R	To adopt sustainable management, it is important to adopt efficient and effective waste management practices	The Company is committed to reducing waste generation and actively working to minimize its environmental footprint. To support this commitment, several waste management initiatives have been implemented, including: - Utilizing briquettes as an alternative fuel source - Partnering with government-approved vendors for the safe collection and disposal of waste - Operating an efficient effluent treatment plant to reduce environmental impact	Positive
6.	Cyber Risk	R	As the business expands, the company faces increased risks of data breaches and cyber threats, as well as challenges pertaining to data privacy and protection.	The Company has taken proactive steps to strengthen the cybersecurity of its information assets by implementing critical infrastructure, deploying advanced tools, and establishing robust backup strategies to effectively mitigate cyber risks.	Negative
7.	Health and Safety Issues	R	Such events can lead to injuries or health issues for employees, disrupting their ability to work and potentially affecting team morale. Furthermore, operational disruptions caused by these incidents can halt production processes, delay project timelines, and result in financial losses.	The Company follows the highest standards of safety and operations. In line with its policy, appropriate safety gear is provided to all personnel working within the Plants. Regular fire drills are conducted to ensure staff are well-acquainted with evacuation procedures. Systematic identification and ongoing improvements are integral to the Company's processes.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes, The Policies formulated are as per the principle and core values of NGRBCs								
b. Has the policy been approved by the Board? (Yes/No)	Yes, The Policy have been reviewed and approved by the Board								
c. Web Link of the Policies, if available	https://www.somindia.com/som-policies-codes.php								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes. Every department of SDBL has implemented the working of our policies. These are governed / monitored by the respective Departmental heads.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes. our Company's documentation (Agreements, Contracts, Purchase Orders) with our value chain partners (for both supply and services) contain compliance clauses. Value chain partners are required to comply with our Business Code of Conduct prior to or on signing of the Agreement, understand the policies contained therein and agree to act in accordance with the standards and principles.								
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trusted) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	SDBL follows the policy /practice as issued by the Ministry of Corporate affairs under National Voluntary Guidelines, 2011. Accredited with Various Certifications likes: FSSAI Certification ISO: 9001:2008								

5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Society: Spirit of Progress is our 10-year ESG action plan to help create a more inclusive and sustainable world, building on the legacy of our founders to create a positive impact on our company, within our communities and for society. To lead our business through the next decade, we have set ourselves 15 goals which align with the United Nations' Sustainable Development Goals.
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	SOM's sustainability agenda is centred around minimizing its environmental footprint and promoting long-term resource stewardship. Key focus areas include reducing carbon emissions, sustainably sourcing raw materials, ensuring responsible water management, enhancing packaging sustainability, and advocating for responsible consumption of its products. As part of this commitment, SDBL actively promotes responsible drinking through awareness campaigns and community engagement. The Company also aims to replenish 100% of the water it withdraws in water-stressed regions by 2026, contributing to local water security. Additionally, efforts are underway to transition to eco-friendly packaging materials, increase energy efficiency across operations, and collaborate with suppliers and partners to uphold sustainable practices throughout the value chain.
Governance, leadership and oversight	
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Please refer to the Chairman's message in the Annual Report page.
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	The Board of Directors of the Company is primarily responsible to protect and enhance shareholder value through strategic supervision. As trustees, the Board ensures that the Company has clear goals aligned to shareholder value and its growth, and in line with its Sustainability agenda.
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, Corporate Social Responsibility Committee (CSR Committee) of the Board is responsible for decision making on sustainability related issues. The CSR Committee has various responsibilities, including reviewing, overseeing and monitoring the Company's CSR matters.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee								
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	The Board of Directors while formulating the policies for the Organisation as a whole take into consideration all the principles laid down under NGRBC guidelines. Additionally, the Business Code of Conduct of the Organisation is reviewed and modified at a regular interval. No Violation/ Deviation has been reported.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The company monitors all its regulatory compliance requirements through Churchgate Partners, our Investor Relations Agency								
Subject of Review	Frequency Quarterly								
a. Performance against above policies and follow up actions	Annually								
b. Compliance with Statutory Requirements of relevance to the principles and rectifications of any non-compliances	Annually								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	No								
If yes, Provide name of the agency	NA								
12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:									

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	Not Applicable								
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

(This principle focuses on the importance of ethical conduct and transparency in business operations. Companies should follow ethical business practices and adhere to high standards of integrity. They should also be transparent about their activities, operations, and financial reporting, as well as be accountable for their actions)

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness Programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	4	SDBL has been committed itself in Spreading awareness and creating a learning environment through its familiarization programs for its Board of Directors at regular intervals	80%
Key Managerial Personnel	6	SDBL conducted awareness sessions on various area covering Conflict of Interest, Employee Health & Safety, External Communications, Human Rights & Dignity at Workplace and Information Management and Security.	75%
Employees other than BOD and KMPs	5	During the year, SDBL has conducted various awareness programs and workshop on health & safety, skill development programme, Information on cyber security awareness, programmes on mental and physical well-being.	75%
Workers	7	During the year, SDBL has conducted various awareness programs and workshop on health & safety, skill development programme, Information on cyber security awareness, programmes on mental and physical well-being.	65%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format:

Monetary					
Particular	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	NIL	NIL	NIL	NIL	NIL
Settlement	NIL	NIL	NIL	NIL	NIL
Compounding fee	NIL	NIL	NIL	NIL	NIL
Non-Monetary					
Imprisonment	Nil				
Punishment					

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
-	-

4. Does the entity have anti-corruption or anti-bribery policy? (Yes/ No) - Yes

If Yes, provide details in brief

The company Code of Conduct is the key Guiding principle with relation to governance and ethical Structure of the organization.

These policies are similar across all the entities in the Group. All stakeholders of the Company- internal as well as external are expected to work within the framework of the aforesaid policies/principles. In the selection of its vendors and contractors, the Company ensures to identify and deal with those who can maintain and follow ethical standards. The Company further on a regular basis endeavor to reiterate awareness and also impart training on these values to its employees. The relevant stakeholders of the Company are also made aware of the said values from time to time.

If Yes, Provide a web link to the policy, if available -Web link anti-corruption or anti bribery policy is place-

<https://www.somindia.com/som-policies-codes.php>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption

Particular	FY2024-25	FY2023-24
Director	Nil	Nil
KMP		
Employee		
Worker		

6. Details of complaints with regard to conflict of interest:

	FY2024-25		FY2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil		Nil	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil			

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

No Corrective action required.

8. Number of days of accounts payables:

Particular	FY 2024-25	FY 2023-24
Number of days of accounts payables	45 Days Approx	30 Days Approx

Note: The above indicator has been calculated as $365/(\text{Trade payables turnover ratio})$. The Trade payable turnover ratio is taken as disclosed in the audited standalone financial statements

9. Open-ness of Business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameters	Metrics	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Concentration of Purchase	a. Purchases from trading houses as % of total purchases	NIL	NIL
	b. Number of trading houses where purchase are made from	NIL	NIL
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NIL	NIL

Concentration of Sales	a. Sales to dealers / distributors as % of total sales	NIL	NIL
	b. Number of dealers / distributors to whom sales are made	NIL	NIL
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	NIL	NIL
Shares of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	4.50%	3.52%
	b. Sales (Sales to related parties / Total Sales)	8.50%	6.47%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	50.00%	56.68%
	d. Investment (Investment in related parties/ total investment made)	99.99%	99.99%

Note 1: SDBL has considered 'trading house' as a business entity that specializes in facilitating transactions between a home country and a foreign country. Such an entity acts as an intermediary between buyers and sellers across different countries, connecting them and facilitating the exchange of goods and services.

In line with the above, SDBL does not have any supplier falling under the category of a 'trading house'.

Note 2: Majority sales of the company are to state owned excise corporations.

Note 3: For Loans & advances and Investments (current and non-current), closing balances disclosed in the audited standalone financial statements for the year ended March 31, 2025 have been considered.

PRINCIPLE 2

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

(This principle highlights the importance of sustainable and safe production practices. Companies should strive to minimize the environmental impact of their activities and ensure that their products and services are safe for consumers and the environment.)

ESSENTIAL INDICATORS

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.** *(Rs. in Lakhs)*

S. No.	Particulars	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year	Details of improvements in environmental and social impacts
1.	Research & Development	NIL	NIL	NA
2.	Capex	200	255	NIL

2. **a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes, The company has always thrived to adopted practices that are sustainable in nature.

- b. **If yes, what percentage of inputs were sourced sustainably?**

The Company is committed to using its resources efficiently and responsibly, focusing on sustainability through reduction, re-use, recycling, and waste management. We continually strive to enhance energy efficiency across all aspects of our operations. Measures are in place to monitor and prevent pollution, and we aim to boost our environmental performance by adopting cleaner production methods and promoting energy-efficient and environmentally friendly technologies. We also develop processes and contingency plans designed to prevent, mitigate, and control any environmental impacts resulting from our operations.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

- a. **Plastics (including packaging):** SDBL is committed to collect and dispose off the Plastic waste so generated or Resale to approved recyclers
- b. **E-waste:** SDBL is committed to collect and disposed off the E- waste so generated or disposing to PCBs authorized vendor for recycling and safe disposal
- c. **Hazardous waste:** N.A.
- d. **Other waste:** Other waste such as glass, paper etc. is collected and disposed to authorized vendors

4. **a. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No) - Yes**

- b. If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?

The waste collection plan is in line with the Extended Producer Responsibility (EPR) plan.

- c. If not, provide steps taken to address the same- NA

PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains.

(This principle emphasizes the importance of employee well-being. Companies should provide safe and healthy working conditions, fair wages, and opportunities for career development to all employees in their value chains, including suppliers, contractors, and temporary workers.)

ESSENTIAL INDICATORS

1. (a) Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	488	488	100	488	100	NIL	NIL	NIL	NIL	NIL	NIL
Female	6	6	100	6	100	1	17	NIL	NIL	NIL	NIL
Total	494	494	100	494	100	1	17	NIL	NIL	NIL	NIL
Other than Permanent Employees											
Male	334	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	0	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	334	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(b) Details of measures for the well-being of workers:

Category	% of worker covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Other than Permanent Workers											
Male	591	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	259	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	850	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(c) Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2024-25	FY 2023-24
Cost incurred on well- being measures as a % of total revenue of the company	0.05%	0.04%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY2024-25 Current Financial Year			FY2023-24 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	100	100	Yes	100	100	Yes
Others – please specify	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Not applicable, as the company doesn't have any differently abled employees and workers. However most the Establishments owned by the

Company are accessible to the Differently-abled employees and workers.

If not, whether any steps are being taken by the entity in this regard

Not Applicable

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the same is accessible in the following link <https://www.somindia.com/som-policies-codes.php>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

	Permanent employees		Permanent workers	
Gender	Return to work rate	Retention rate	Return to Work rate	Retention rate
Male	NA	NA	NA	NA
Female	NA	NA	NA	NA
Total	NA	NA	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief. Yes/No(If Yes, then give details of the mechanism in brief)

Category	Yes/No	(If Yes, then give details of the mechanism in brief)
Permanent Employees	Yes	The Company has established a transparent & impartial complaint resolution process with the goal of addressing concerns as quickly as possible & in compliance with the law. There has been a Code of Conduct for Workers which provides ways for assessing, investigating & reporting of complaints.
Other than Permanent Employees		
Permanent Workers	Yes	For Employees, the Company has a vigil mechanism to deal with instance of fraud and mismanagement; if any. The Vigil Mechanism ensures that strict confidentiality is maintained whilst dealing with concerns and that no discrimination will be meted out to any person for a genuinely raised concern.
Other than Permanent Workers		

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total employees / workers in respective category (A)	No. of employees workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of Employees / Workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	The company doesn't have any Worker association(s) or Unions.					
- Male						
- Female						
Total Permanent Workers						
- Male						
- Female						

8. Details of training given to employees and workers:

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employee										
-Male	488	342	70	342	70	642	444	69.15	444	69.2
-Female	6	6	100	6	100	9	5	65	5	65
TOTAL	494	348	70	348	70	651	449	69.2	449	69.2
WORKER										
-Male	591	408	69	408	69	322	229	69.10	229	69.10
-Female	259	181	70	181	70	278	208	70.21	208	70.21
TOTAL	850	589	69	589	69	610	437	70.1	437	70.1

9. Details of performance and career development reviews of employees and worker:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	488	488	100.00	486	486	100.00
Female	6	6	100.00	8	8	100.00
Total	494	494	100.00	494	494	100.00
Workers						
Male	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL	NIL

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

SDBL has always focused upon World Class Health and Safety Culture in all our operations by creating a Dynamic Health and Safety Environment and Wellbeing culture through which the management supervises all the risk associated by the health and safety management system.

We comply with all health and safety laws and regulations prescribed by the Indian Government. Our occupational health and safety programs are managed at the regional and departmental level.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

We have adopted a comprehensive and systematic approach to identifying and managing work-related risks. This includes proactive hazard identification, detailed risk assessments, and thorough incident investigations. By continuously monitoring and analyzing health and safety indicators in line with established standards and best practices, we can effectively detect and mitigate potential risks—ensuring a safer work environment for all employees.

We actively encourage a safety-first culture, where employees are empowered to report any hazards or unsafe conditions without hesitation. Prompt reporting and resolution of such issues are critical to preventing injuries, occupational illnesses, and near misses. To support this culture, we conduct regular and mandatory training programs that equip employees with the knowledge and tools to recognize unsafe practices, identify near misses, and respond effectively to incidents. These sessions also emphasize the importance of evaluating risks even after corrective actions are taken, ensuring that safety measures remain effective over time and continuous improvements are made.

In addition, safety audits, emergency preparedness drills, and cross-functional safety committees further strengthen our workplace safety framework. Our commitment is not only to comply with regulatory requirements but to foster a proactive safety culture where every individual plays an active role in maintaining a safe and healthy work environment.

- c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes, we have robust systems of reporting work-related hazards through various mechanisms.

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

No.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Our Company has set up elaborate safety systems to ensure a safe work environment. Emphasis is given to prevention of any accident. As a result of strict safety norms being followed.

A Central Safety Committee has been constituted to continuously review and upgrade the safe working practices. Emergency management plan is in place for mitigating any kind of emergency. Proper systems have been set up to record and report any accident, which is thoroughly investigated and corrective action taken for future prevention.

At work place appropriate protective equipment and gears are provided to the employees and usage of the same is strictly monitored to ensure

a high level of safety. Training programs are regularly conducted for training the employees in proper use of safety equipment and following the safe work practices.

13. Number of Complaints on the following made by employees and workers:

Category	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

14. Assessments for the year

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	90%
Working Conditions	90%

15. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

We have placed various safety protocols and hierarchy of controls in place to mitigate hazards and ensure safety of workplace and its team members. Working conditions and furthermore, the Risk Identified are regularly monitored and suitable corrective action is taken.

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS.

(This principle highlights the importance of stakeholder engagement. Companies should consider the interests and perspectives of all stakeholders including shareholders, employees, customers, suppliers, and the communities in which they operate. They should also be responsive to stakeholder concerns and feedback.)

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity.

SDBL identifies its stakeholder groups through Stakeholder Engagement process. As part of the process, we look at the external trends shaping our operating environment and how we can most effectively align our work with these trends and the sentiment of relevant stakeholders. Our key stakeholders include customers, investors, community, employees, suppliers & policy makers.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors	NO	Through press releases, results calls, Shareholders can lodge their complaints or grievances via e-mail to the Company Secretary & Compliance Officer at compliance@somindia.com or to the Registrar and Share Transfer Agent ("RTA") at info@masserv.com . The contact details of the Company Secretary & Compliance Officer and the RTA is available on the website of the Company at https://www.somindia.com	Throughout the year	Performance growth prospects
Customers	NO	Direct meetings, website through trade bodies and other associations. The customers can also contact us through our customer care number or through our website.	Throughout the year	Development, customer feedback
Suppliers	NO	Supplier meetings, trade shows. The suppliers can also connect with us through our web site.	Throughout the year	Credit terms, quantity of supplies contracts
Employees	NO	Yes - For its employees and workers, the Company has a Grievance Redressal Committee in place. Internal processes have been established to address grievances effectively. The company also uses direct one to one meetings, phone calls, email.	Throughout the year	Role, remuneration, work culture, KRA

Community	NO	One-to-one meetings or conversations, Ongoing projects with small farmers, Community meetings	Throughout the year	Community development, employment, CSR, Sustainability
Government and Regulatory body	NO	One-to-one meetings or conversations, Ongoing partnerships, Emails	Throughout the year	Statutory Compliances, Licenses, Tenders, Industry representation

LEADERSHIP INDICATORS

1.	Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.	Stakeholders' engagement is delegated to the senior management, with whom quarterly meetings are held as per the defined frequency. The feedback from such consultations are kept before the board for evaluations and review.
2.	Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities or the entity.	Yes, the input received from the stakeholders consultation are carefully reviewed and after evaluation are incorporated in the activities and policies of the entity.
3.	Provide details of instances of engagement with and action taken to, address the concerns of vulnerable/marginalized stakeholder groups.	No instance of any concern was raised by vulnerable/marginalized stakeholder groups. Potential risks discussed with the Independent Directors have been incorporated in the risk management policy.

PRINCIPLE 5 BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	494	331	67	494	323	65.38
Other permanent than	334	231	69.16	157	111	70.70
Total Employees	828	562	67.87	651	434	66.67
Workers						
Permanent	NIL	NIL	NIL	NIL	NIL	NIL
Other than permanent	850	612	72	610	457	74.91
Total Workers	850	612	72	610	457	74.91

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25 Current Financial Year					FY 2023-24 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	494	0	0	494	100	494	0	0	494	100
Male	488	0	0	488	100	486	0	0	486	100
Female	6	0	0	6	100	8	0	0	8	100
Other than Permanent	334	0	0	850	100	157	0	0	157	100
Male	334	0	0	334	100	156	0	0	156	100
Female	0	0	0	0	100	1	0	0	1	100
Workers										
Permanent	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Other than Permanent	850	0	0	850	100	610	0	0	610	100
Male	591	0	0	591	100	332	0	0	332	100

Female	259	0	0	259	100	278	0	0	278	100
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3. Details of remuneration/salary/wages, in the following format:

(Rs. in Lakhs)

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD) *	3	20.14	0	-
Key Managerial Personnel	2	9.25	0	-
Employees other than BoD and KMP	489	0.55	6	0.40
Permanent Workers	NA	NA	NA	NA

* The Board of Directors comprises remuneration paid to Executive Directors.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, we have an internal committee specifically for Human Rights Impact.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has Internal Complaints Committee (ICC) with Ms. Anamma Bosco as (Presiding Officer), Mr. Nakul Sethi (Member), Mr. Rajesh Dubey (Member), Ms. Madhuri Goel a member from an NGO, to oversee the matter related to human rights.

6. Number of Complaints on the following made by employees and workers

Category	Financial Year 2024-25 (Current Financial Year)			Financial Year 2023-24 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	0	0	0	0
Discrimination at workplace	0	0	0	0	0	0
Child Labour	0	0	0	0	0	0
Forced Labour/ Involuntary Labour	0	0	0	0	0	0
Wages	0	0	0	0	0	0
Other human rights related issues	0	0	0	0	0	0

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has Internal Complaints Committee (ICC) with Ms. Anamma Bosco as (Presiding Officer), Mr. Nakul Sethi (Member), Mr. Rajesh Dubey (Member), Ms. Madhuri Goel a member from an NGO, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All female employees are covered under the Policy. There was no complaint received from any employee during the FY 2024-25 and hence no complaint is outstanding as on March 31, 2025 for redressal.

8. Do human rights requirements form part of your business agreements and contracts?(Yes/No): No

9. Assessments for the year:

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others – please specify	100

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above

We have put extra emphasis during our training and awareness of labour rights, non-discrimination, harassment, and other areas pertaining to Human Rights.

Our Code of Conduct is applicable to all employees in the Company and any violation of the Code renders the person liable for disciplinary action. Employees can raise complaints / issues if any in accordance with our whistleblower policy.

We continue to focus on training and awareness of labour rights, non-discrimination, harassment, and other areas pertaining to Human Rights. We also conduct annual policy refresher trainings to all employees.

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

(This principle emphasizes the importance of environmental stewardship. Companies should minimize their impact on the environment, conserve natural resources, and promote environmental sustainability. They should also take steps to restore and rehabilitate degraded ecosystems.)

ESSENTIAL INDICATOR**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Energy Consumption in Terra Joules (TJ)		
Total electricity consumption (A)	98.95	130.36
Total fuel consumption (B)	167.22	111.18
Energy consumption through other sources (C)	2.40	4.47
Total energy consumption (A+B+C)	268.57	246.01
Energy Intensity		
Energy intensity per crore rupee of turnover (Total energy consumption/ turnover in crore rupees) (MJ/Cr)	84688	89896
Energy intensity for litre of Beverage packed (MJ/L)	1.58	1.25
Energy intensity for litre of spirit distilled (MJ/L)	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable, as the Company does not fall in the category (as Designated Consumer) of industries mandated under PAT scheme\

3. Provide details of the following disclosures related to water, in the following format:

Parameter	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	254886.00	263197.29
(ii) Groundwater	543599.00	462862.00
(iii) Third party water	NIL	NIL
(iv) Seawater / desalinated water	NIL	NIL
(v) Others	NIL	NIL
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	798485.00	726059.29
Total volume of water consumption (in kilolitres)	752849.00	651815.00
Water intensity per crore rupees of turnover (Water consumed / turnover) (KL/ Cr)	265	238.02
Water intensity for Beverage packed (Litre of Water consumed per litre of Beverage packed)	3.3	2.98
Water intensity for Spirit distilled (Litre of Water consumed per litre of Spirit distilled)	NA	NA

Note: Water details in the table above include data pertaining to 3 Plants and 5 Offices only.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

4. Provide the following details related to water discharged:

Parameter	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Current Financial Year)
I. To Surface Water		
No Treatment	NA	NA
With Treatment-Pls Specify	NA	NA
II. To Ground Water		
No Treatment	NA	NA
With Treatment-Pls Specify	NA	NA
III. To Sea Water		

No Treatment	NA	NA
With Treatment-Pls Specify	NA	NA
IV. Send to Third Parties		
No Treatment	NA	NA
With Treatment-Pls Specify	NA	NA
V. Others		
No Treatment	NA	NA
With Treatment-Pls Specify	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation

All our breweries are operated with Zero Liquid Discharge facilities. Recognizing the importance of preserving this shared resource across our breweries. We have deployed several water stewardship initiatives which help to conserve water and reduce wastewater and power circularity in water.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25 (Current Financial Year)	FY2023-24 (Previous Financial Year)
NOx	Mg/Nm3	27	45 (MT/Annum)
Sox	Mg/Nm3	17.2	69 (MT/Annum)
Particular matter (PM)	Mg/Nm3	48	94 (MT/Annum)
Persistent organic pollutants (POP)	Mg/Nm3	Nil	Nil
Volatile organic	Mg/Nm3	Nil	Nil
compounds (VOC)	Mg/Nm3	Nil	Nil
Hazardous air pollutants (HAP)	Mg/Nm3	Nil	Nil
Others-please specify	Mg/Nm3	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Please Specify Unit	FY 2024-25 (Current Financial Year)	FY2023-24 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Nil	Nil
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Nil	Nil
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	-	Nil	Nil
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted	-	Nil	Nil
for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	-	Nil	Nil
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	Nil	Nil
Total Scope 1 and Scope 2 emission intensity (optional) the relevant metric may be selected by the entity	-	Nil	Nil
Total Scope 1 and Scope 2 emission intensity (optional) the relevant metric may be selected by the entity	-	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The company do not have any project relating to the reduction of emission of Green house gases

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY2024-25 (Current Financial Year)	FY2023-24 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	453.86	319.03
E-waste (B)	NIL	NIL
Bio-medical waste (C)	NIL	NIL
Construction and demolition waste (D)	NIL	NIL
Battery waste (E)	Recycle Battery Through Buyback Policy from vendor	Recycle Battery Through Buyback Policy from vendor
Radioactive waste (F)	NIL	NIL
Other Hazardous waste. Please specify, if any. (G)	Lubricating Oil of 1.5 MT disposed to an PCB authorized waste oil recycler	Lubricating Oil of 0.25 MT disposed to an PCB authorized waste oil recycler
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	37148.92	33978.73
Total (A+B + C + D + E + F + G + H)	37604.28	34297.76
Waste intensity per crore rupee of turnover (Total waste generated/Revenue from operations)	13.26	13.69
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	NA	NA
Waste intensity in terms of physical output	NA	NA
Waste intensity (optional) – the relevant metric may be selected by the entity	NA	NA
For each category of waste generated, total waste recovered through recycling, re using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	2850.92	5499.00
(ii) Re-used	NA	28304.00
(iii) Other recovery operations	NA	NA
Total	2850.92	33803.00
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	NIL	NA
(ii) Landfilling	NIL	NA
(iii) Other disposal operations	NIL	NA
Total	NIL	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:- No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes

We comply with all regulations concerning the safe and responsible management of waste materials. The waste is disposed off to authorized vendors

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any
None of our operations are located near the vicinity of ecologically sensitive areas			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Our group has not undertaken any project which requires Environmental impact assessment in financial year 2024-25					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation/ guidelines which was not complied with	Specify the law / regulation / guidelines which was not complied with	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company is following all the environmental regulations of the country. There have been no incidents of non-compliances related to the environment in financial year 2024-25.				

PRINCIPLE 7 BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

(This principle highlights the importance of responsible advocacy. Companies should engage in policy advocacy in a responsible and transparent manner and avoid engaging in activities that could undermine the public interest or the democratic process.)

ESSENTIAL INDICATORS

- 1.a. Number of affiliations with trade and industry chambers/ associations: 2

- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	All India Brewers Association (AIBA)	National
2	M.P. Chamber of Commerce	State

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

PRINCIPLE 8 BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

(This principle emphasizes the importance of promoting inclusive and equitable economic development. Companies should create economic opportunities for all, including disadvantaged and marginalized groups. They should also contribute to the development of local communities and support social and economic empowerment.)

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

In accordance with our stakeholder engagement with the communities, we have developed various platforms through which the Community Grievances can be resolved. Our dynamic approach allows us to resolve the grievance in an expeditious manner.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameters	FY 2024-25 Current Financial Year	FY2023-24 Previous Financial Year
Directly sourced from MSMEs/small producers	20%	20%
Directly from within India	90%	90%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

Parameters	FY 2024-25 Current Financial Year	FY2023-24 Previous Financial Year
Rural	12%	13%

3. Number of consumer complaints in respect of the following:

Semi Urban	35%	28%
Urban	30%	32%
Metropolitan	33%	27%
(Place to be categorized as per RBI Classification System - rural / semi-urban / urban/metropolitan)		

PRINCIPLE 9 BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

(This principle highlights the importance of responsible consumer engagement. Companies should provide safe, high-quality products and services, and ensure that they are marketed and sold ethically and responsibly. They should also be transparent about their products and services and provide consumers with the information they need to make informed choices.)

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

SDBL is focused upon Customer satisfaction therefore we have adopted a dynamic and vigilante customer complaint handling process to receive and address consumer concerns related to our product.

Consumers can raise their concern to the company by calling on our Customer Care Executive No. 0755-4271271 or through info@somindia.in.

Post Registration of complaint SDBL Customer care team will take further action and resolve customer concern at the earliest. The team would ensure that sample is collected from consumer who has raised concern for investigation. Investigation result will be communicated to consumer and concern will be addressed as per our consumer policy.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Particulars	As a percentage of total turnover
Environmental and social parameters relevant to the product	100% of Our Product carry the information as "Consumption of alcohol is injurious to health" to provide warning message to consumer. All our goods are printed be safe don't drink & drive.
Safe and responsible usage	
Recycling and/or safe disposal	100% our CC Boxes used for Packaging carry the Embossed Symbol of recyclability.

4. Details of instances of product recalls on account of safety issues:

Particulars	FY 2024-25	FY 2023-24
Voluntary recalls	NIL	NIL
Forced recalls	NIL	NIL

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, The Risk management committee of the company headed by Shri Nakul Kam Sethi is responsible to formulate, monitor and review Cyber Security and risk related to data privacy. <https://www.somindia.com>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

NA

7. Provide the following information relating to data breaches:

- Number of instances of data breaches along-with impact - NIL
- Percentage of data breaches involving personally identifiable information of customers - NIL
- Impact, if any, of the data breaches - NA

ANNEXURE III TO THE BOARD'S REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(Pursuant to section 135 of the Companies act, 2013) for the financial year 2024-25

1. A brief Outline of the Company's CSR policy including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR policy and projects or programs:

CSR Policy is stated herein below:

At present the CSR activities of the company are undertaken through Asha Mohan Foundation which is a registered society engaged in the education of children at Sehatganj, District Raisen, M.P. since last more than ten years and has been established by the promoters of this company. The CSR Committee monitors the CSR expenditure of the company through Asha Mohan Foundation to ensure that at least 2% of the average net profit of the company made during the immediately preceding three years is incurred and well utilized for the education and other welfare activities of the society.

2. The Composition of CSR Committee:

- a. Shri Uma Kant Samal (Non-Executive & Independent Director) - Chairperson
- b. Shri Nakul Kam Sethi (Whole Time Director) - Member
- c. Shri Rajesh Kumar Dubey (Whole Time Director) - Member

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

- <https://www.somindia.com/som-policies-codes.php>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable

6. Average net profit of the company as per section 135(5) for last three financial years : Rs. 3118.85 Lakh

7. Financial Details

- a. Two percent of average net profit of the company as per section 135(5): Rs. 62.38 Lakh
- b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- c. Amount required to be set off for the financial year, if any: Nil
- d. Total CSR obligation for the financial year 2024-25 (7a+7b-7c): Rs. 62.38 Lakh

8. A. CSR amount spent or unspent for the financial year 2024-25:

(Rs. in Lakhs)

Total Amount Spent for Financial Year	Amount unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
62.78	-	-	-	-	-

- B. Details of CSR amount spent against ongoing projects for the financial year 2024-25: Not Applicable

- C. Details of CSR amount spent against other than ongoing projects for the financial year 2024-25:

(Rs. in Lakhs)

Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Children Education and Medical aid	Children Education and Medical aid	Yes	Madhya Pradesh	Raisen	62.78	No	Asha Mohan Foundation	CSR00013836

- D. Amount spent in Administrative Overheads: Nil

- E. Amount spent on Impact Assessment, if applicable: Nil

F. Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 62.78 Lakh

G. Excess amount for set off, if any

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
i	Two percentage of average net profit of the company as per section 135(5)	62.38
ii	Total amount spent for the Financial Year	62.78
iii	Excess amount spent for the financial year [(ii)-(i)]	0.40
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.40

9. A. Details of Unspent CSR amount for the preceding three financial years :

(Rs. in Lakhs)

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6)	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule-VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years
				Name of the Fund	Amount	Date of transfer	
1	2023-24	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2	2022-23	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3	2021-22	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

B. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (Asset-wise details):

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
i	Date of creation or acquisition of the capital asset(s)	Not Applicable
ii	Amount of CSR spent for creation or acquisition of capital asset	Not Applicable
iii	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Not Applicable
iv	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	Not Applicable

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5) – Not Applicable:

The CSR Committee has formulated proper implementation and monitoring system which, is in compliance with CSR objectives and Policy of the Company.

For Som Distilleries and Breweries Limited

Sd/-
Nakul Kam Sethi
Executive Director

Sd/-
Uma Kant Samal
Chairperson, CSR Committee

Place : Bhopal
Date : September 5, 2025

ANNEXURE IV TO THE BOARD'S REPORT

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration) Rules, 2014 are given below:

1. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25:-

Name of Directors	Ratio of remuneration of Director to median remuneration of Employees
Mr. Jagdish Kumar Arora	58.83
Mr. Nakul Kam Sethi	12.71
Ms. Shreyansi Goel	0.19
Mr. Satpal Kumar Arora	0.56
Mr. Uma Kant Samal	0.62
Mr. Dinesh Kumar Batra	0.59
Mr. Rajesh Kumar Dubey*	0.36
Mr. Rajesh Batra*	0.31

* Appointed w.e.f. January 28, 2025.

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, in the financial year 2024-25:-

Name of Directors	Designation	% age increase
Mr. Jagdish Kumar Arora	Managing Director	92.99
Mr. Nakul Kam Sethi	Whole Time Director	32.34
Mr. Nitin Malviya*	Chief Financial Officer	—*
Mr. Om Prakash Singh	Company Secretary	8

* Appointed w.e.f. January 28, 2025.

3. The percentage increase in the median remuneration of employees in the financial year:- 10%
4. The number of permanent employees on the roll of the Company during the financial year:- 494
5. Average percentile increase in salaries of employees other than managerial personnel and its comparison with percentile increase in the remuneration of Managerial personnel: the average salary of employees other than managerial personnel has been increased by 10% whereas, remuneration to managerial personnels has been increased by 44.33%.
6. Key parameter of any variable component of remuneration availed by the director: Not Applicable.
7. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration as per the Remuneration Policy of the Company.

For and on behalf of the Board
For Som Distilleries and breweries Limited

BHOPAL
Dated: September 5, 2025

Sd/-
Nakul Kam Sethi
DIN NO. 06512548
Wholetime Director

ANNEXURE V TO THE BOARD'S REPORT DETAILS OF CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING

(Section 134 (3) (m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014)

1. Conservation of Energy

The company aims to reduce its dependency on fossil fuel and is therefore adopting renewable sources of energy across its establishments. Furthermore, in order to minimize the wastage of energy the company conduct regular checks of all electrical equipment and installations. The company also encourages its employees and worker to shut down all electrical machineries at appropriate time to avoid wastage of energy. SOM plans to achieve Maximum renewable energy and renewable Electricity status by replacing the usage of fossil fuels to Renewable Fuels.

2. Technology Absorption

SOM has consistently tried to adopt new technology in sustainable manner. It included replacing old outdated machinery to new and better equipments.

Further, the Company has adopted automation wherever possible. The company encourages its Workers to use adopt to new technology and implement the same in most efficient manner.

The company plans to adopts to import manufacturing technology in future. However, currently Company's products manufactured by using in-house know how.

3. Expenditure incurred on research and development :

During the financial year 2024-25, Company expenditure on research and development was Nil

4. Foreign Exchange Earnings and Outgo

Foreign Exchange Earning and Expenditure-	(in Rs. lakhs)
Foreign Exchange earned in terms of actual Earning during the year	1213.58
Foreign Exchange outgo in terms of actual Expenditure during the year	5984.51

For and on behalf of the Board
For Som Distilleries and breweries Limited

BHOPAL
Dated: September 5, 2025

Sd/-
Nakul Kam Sethi
DIN NO. 06512548
Wholetime Director

ANNEXURE VI TO THE BOARD'S REPORT

FORM AOC-2

FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARMS LENGTH TRANSACTION UNDER THIRD PROVISIO THERETO.

(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE ACT AND RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014)

1. Details of contracts or arrangements or transactions not at Arm's length basis: Nil

2. Details of contracts or arrangements or transactions at Arm's length basis during the financial year 2024-25.

(Rs. in Lakhs)

S. No.	Name(s) of the Related Party	Nature of Relationship	Type of contracts/arrangements/transactions	Total Value of contracts/arrangements/transactions
1.	Woodpecker Distilleries & Breweries Private Limited	Subsidiary	Sale of Good and/or Material or Services	2919.54
			Purchase of Good and/or Material or Services	120.70
			Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	3500.00
2.	Som Distilleries & Breweries Odisha Private Limited	100% Subsidiary	Sale of Good and/or Material or Services	626.00
			Purchase of Good and/or Material or Services	30.00
			Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	7416.28
3.	Som Distilleries Private Limited	Promoter	Purchase of Material i.e. ENA	3265.00
			Sale of Good and/or Material or Services	578.00

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	As detailed above
b)	Nature of contracts/ arrangements/ transaction	As detailed above
c)	Duration of the contracts/arrangements/transaction	During Financial Year 2024-25
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Purchase of goods, material, availing of services or other resources and obligations which may exceed 10% of the annual consolidated turnover of the company
e)	Date of approval by the Board	5th September, 2024
f)	Amount paid as advances, if any	No
g)	Date on which the resolution was passed in general meeting as required under first proviso to section 188	28th September, 2024

For and on behalf of the Board
For Som Distilleries and breweries Limited

BHOPAL
Dated: September 5, 2025

Sd/-
Nakul Kam Sethi
DIN NO. 06512548
Wholetime Director

CORPORATE GOVERNANCE REPORT

Corporate Governance is the system of rules, practices and processes through which objectives of a corporate entity are set and pursued in the context of the social, regulatory and market environment. It essentially involves balancing the interests of various stakeholders, such as shareholders, Management, customers, suppliers, financiers, Government and the community. Fundamentals of Corporate Governance includes transparency, accountability and independence.

Your Director's present the Company's Report on Corporate Governance for FY 2024-25 in compliance with Regulation 34(3) read with part C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At SDBL, we consider stakeholders as partners in our journey forward and we are committed to ensure their wellbeing, despite business challenges and economic volatilities.

As a Company with a strong sense of values and commitment, we believe that profitability must go hand in hand with a sense of responsibility towards all stakeholders. This translates into the philosophy of Corporate Governance. The cardinal principles such as independence, accountability, responsibility, transparency, trusteeship and disclosure serve as means for implementing the philosophy of Corporate Governance.

The Company is focused on enhancement of long-term value creation for all stakeholders without compromising on integrity, societal obligations, environment and regulatory compliances.

2. BOARD OF DIRECTORS

The "Board", being the trustee of the Company, responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities.

a) Composition

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors, including independent professionals, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance. The Chairman is the Managing Director and one of the Promoters of the Company. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations

and the Companies Act, 2013 ('Act') as more than 50% of the Board comprises of Independent Directors.

The Board comprises Eight Directors, out of which three are Executive Directors viz. Mr. Jagdish Kumar Arora (Chairman & Managing Director), Mr. Nakul Kam Sethi (Wholetime Director) and Mr. Rajesh Kumar Dubey (Wholetime Director). The other Directors are Mr. Satpal Kumar Arora, Mr. Dinesh Kumar Batra, Mr. Uma Kant Samal, Smt. Shreyansi Goel and Mr. Rajat Batra.

Note : - During the financial year Ms. Nishi Arora ceased to be Independent Director of the Company w.e.f. November 14, 2024 as her term of appointment got expired

- Ms. Shreyansi Goel, Non Executive Independent Director Appointed on the board of the Company w.e.f. August 5, 2024

The Board in its meeting held on January 28, 2025 reappointed Mr. Jagdish Kumar Arora, as Chairman and Managing Director of the Company for a further period of 5 years w.e.f. February 4, 2025.

The Board in its meeting held on January 28, 2025 appointed Mr. Rajesh Kumar Dubey, as the Whole Time Director of the Company for a period of 5 year with effect from January 28, 2025

The Board in its meeting held on January 28, 2025 appointed Mr. Rajat Batra, as the Non Executive - Non Independent Director of the Company for a period of 5 year with effect from January 28, 2025

The board in its meeting held on January 28, 2025 re-appointed Mr. Uma Kant Samal for a further period of 2 (Two) years on attaining the age of seventy five years.

b) Board Meetings

During the FY 2024-25, seven Meetings of the Board of Directors were held on April 2, 2024, April 25, 2024, August 5, 2024, September 5, 2024, November 14, 2024, January 28, 2025 and February 28, 2025. The necessary quorum was present for all the meetings. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2025 are given herein below:

Name of Director	Category	F.Y. 2024-25 Attendance at		No. of Directorship of Companies (Including SDBL) as on March 31, 2025		No. of Committees (Including SDBL)	
		Board Meeting	Last AGM	Others		Member	Chairman
				Public	Private		
Jagdish Kumar Arora	Executive Director, Chairperson, MD	7	No	2	9	Nil	Nil
Nakul Kam Sethi	Executive Director	7	Yes	2	2	2	Nil
Nishi Arora*	Non-Executive - Independent Director	Nil	Yes	Nil	3	Nil	Nil
Shreyansi Goel**	Non-Executive - Independent Director	4	Yes	1	2	Nil	Nil
Satpal Kumar Arora	Non-Executive - Independent Director	7	No	6	2	5	2
Uma Kant Samal	Non-Executive - Independent Director	7	No	1	Nil	1	Nil

Dinesh Kumar Batra	Non-Executive - Independent Director	7	Yes	4	0	3	1
Rajesh Kumar Dubey#	Executive Director	2	N.A.	1	0	1	Nil
Rajat Batra##	Non-Executive – Non Independent Director	Nil	N.A.	1	10	Nil	Nil

*Ms. Nishi Arora ceased to be Independent Director on the board of the company w.e.f. November 14, 2024

** Ms. Shreyansi Goel, Non Executive Independent Director Appointed on the board of the company w.e.f. August 5, 2024

#Mr. Rajesh Kumar Dubey, Whole time Director Appointed on the Board of the Company w.e.f. January 28, 2025

##Mr. Rajat Batra, Non Executive Non Independent Director Appointed on the Board of the Company w.e.f. January 28, 2025

Notes:

1. The Directorship/Committee membership is based on the disclosures received from the Directors and excludes foreign Companies. Further, chairmanship/ membership of only Audit and Shareholder's/Investors' Grievance Committees are indicated.
2. None of the Directors is a Member of more than 10 committees and Chairperson of more than 5 committees as specified in Regulation 26(1) of the Listing Regulations, across all the public companies in which they are Directors. The necessary disclosures regarding committee positions have been made by the Directors.
3. No Director holds directorships in more than 10 public companies or in more than 7 listed companies. In terms of Regulation 25(8) of the Listing Regulations, all Independent Directors have confirmed that they are not aware of any circumstances or situation which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the Management. No Whole-time Director of the Company serves as an Independent Director in any listed company. None of the Directors are related to each other.

Details of name of other listed entities where Directors of the Company are Directors and the category of Directorship as on March 31, 2025 are as under:

Name of Director	Name of other Listed entities in which the concerned Director is a Director	Category of Directorship
Mr. Jagdish Kumar Arora	Nil	N.A.
Mr. Nakul Kam Sethi	Nil	N.A.
Mr. Rajesh Kumar Dubey	Nil	N.A.
Ms. Shreyansi Goel	Nil	N.A.
Mr. Dinesh Batra	Precision Electronics Limited	Non-Executive Independent Director
	Solar Industries India Limited	Non-Executive Independent Director
Mr. Satpal Kumar Arora	Shree Pushkar Chemicals & Fertilizers Limited	Non-Executive Independent Director
	Dhampur Sugar Mills Limited	Non-Executive Independent Director
	Nagarjuna Fertilizers and Chemicals Ltd	Nominee Director
Mr. Uma Kant Samal	Nil	N.A.
Mr. Rajat Batra	Nil	N.A.

The profiles of Directors are available at the official website of the Company i.e. <https://www.somindia.com/som-policies-codes.php> and brief profiles of Directors proposed to be appointed/re-appointed is appended in the Notice of Annual General Meeting.

- c) **Matrix setting out the Skills/Expertise/Competence of Board of Directors, pursuant to Regulation C(2)(h)(i) of Schedule V of SEBI (LODR) Regulations, 2015, as on March 31, 2025**

Skills/Expertise/Competence Required	Jagdish Kumar Arora	Nakul Kam Sethi	Satpal Kumar Arora	Uma Kant Samal	Dinesh Kumar Batra	Shreyansi Goel#	Rajesh Kumar Dubey*	Rajat Batra##
	Chairman & Managing Director	Whole Time Director	Non-Executive & Independent Director	Non-Executive & Independent Director	Non-Executive & Independent Director	Non-Executive & Independent Director	Whole Time Director	Non-Executive & Non Independent Director
Sector Knowledge	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Manufacturing Management	Yes	-	-	-	Yes	-	-	Yes
Operations Management	Yes	Yes	-	Yes	Yes	Yes	Yes	Yes
Strategic Planning	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Sales & Marketing	Yes	-	-	-	-	-	-	-
Financial Planning & Analysis	Yes	Yes	Yes	-	Yes	-	Yes	-
Legal Knowledge	Yes	Yes	Yes	Yes	Yes	Yes	-	-

Planning & Allocation	Yes	Yes	-	Yes	Yes	Yes	Yes	Yes
Risk Management	Yes	Yes	Yes	-	Yes	-	Yes	Yes
Digital Technology	Yes	Yes	-	-	Yes	Yes	-	Yes
Leadership Development	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Change Management	-	Yes	-	-	Yes	-	-	Yes
Corporate Governance	Yes	Yes	Yes	-	Yes	Yes	-	Yes
Investor Relations	Yes	Yes	Yes	-	Yes	-	-	Yes

Appointed on the Board of the Company w.e.f. August 5, 2024

* Appointed on the Board of the Company w.e.f. January 28, 2025

Appointed on the Board of the Company w.e.f. January 28, 2025

3. INDEPENDENT DIRECTORS

The Company has received disclosures from all the Independent Directors that they fulfilled conditions specified under Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and were Independent of the Management. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

During the year Ms. Nishi Arora, ceased to be Independent Director of the company w.e.f. November 14, 2024 as her term of appointment got expired

i. SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met on January 28, 2025 inter alia, to:

- Review & assess the ethical or governance issues;
- Review & assess the insider trading issues and
- To critical whistleblower incident.

All the Independent Directors were present at the meeting.

ii. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Familiarization Program for Independent Directors of Som Distilleries and Breweries Limited has been adopted by the Board of Directors pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the requirement of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through this program.

The Familiarization Programme for Independent Directors and details of Familiarization Programme imparted to Independent Directors is available on the website of the Company under the weblink: <https://www.somindia.com/pdf/sebi/SOM-Familiarization-Programme-for-Independent-Directors.pdf>

4. COMMITTEES OF THE BOARD

The Company has following Committees of the Board of Directors of the Company:

- Audit Committee (AC)
- Nomination & Remuneration Committee (NRC)
- Corporate Social Responsibility Committee (CSRC)
- Stakeholder Relationship Committee (SRC)
- Risk Management Committee (RMC)
- Executive Legal and Borrowing Committee (ELBC)

G. Fund Raising Committee (FRC)

The Company Secretary acts as Secretary of all the above mentioned Committees. The details of Committees are indicated below:

A. AUDIT COMMITTEE

i. Composition

During the period under review the Audit Committee was reconstituted on August 5, 2024 and further reconstituted on January 28, 2025 Presently, the Committee comprises of one Executive Director and three Non-Executive (Independent Directors), viz.

a.	Mr. Dinesh Kumar Batra (Non-Executive & Independent Director)	Chairperson
b.	Mr. Satpal Kumar Arora (Non-Executive & Independent Director)	Member
c.	Shri Nakul Kam Sethi (Executive Director)	Member
d.	Shri Uma Kant Samal (Non-Executive & Independent Director)	Member

The constitution meets the criteria prescribed under Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

ii. Powers

- To investigate any activity within its terms of reference;
- To seek any information from any employee;
- To obtain outside legal and other professional advise;
- To secure the attendance of outsider(s) with relevant expertise, if required;

iii. Terms of reference

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Examination of the financial statement and the auditors' report thereon; Review the financial statements, in particular, the investments made by the unlisted subsidiary/ies.
- Review, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the

Board's report in terms of clause(c) of sub-section (3) of Section 134 of the Act;

- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Modified opinion(s) in the draft audit report.
- Review, with the management, the quarterly financial statements before submission to the Board for approval.
- Review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Review and monitor the auditors' independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments. Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Monitor the end use of funds raised through public offers and related matter.
- Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discuss with internal auditors of any significant findings and follow up there on.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Review the functioning of the whistle blower mechanism.
- Review the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding Rs.100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date or such other limit as may be prescribed.
- Review the management discussion and analysis of financial condition and results of operations.
- Review the statement of significant related party transactions (as defined by the Audit Committee),

submitted by management.

- Review the management letters/letters of internal control weaknesses issued by the statutory auditors.
- Review the internal audit reports relating to internal control weaknesses.
- Review the appointment, removal and terms of remuneration of the chief internal auditor. Review the statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations.
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of SEBI Listing Regulations.

The Audit Committee charter with exhaustive terms of reference is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>.

iv. Meeting and Attendance during the year

During the F.Y. ended on March 31, 2025, Six Audit Committee Meetings were held i.e. on April 25, 2024, August 5, 2024, September 5, 2024, November 14, 2024, January 28, 2025 and February 28, 2025.

B. NOMINATION AND REMUNERATION COMMITTEE

i. Composition

During the period under review the Committee was reconstituted on August 5, 2024, and further reconstituted on January 28, 2025. Presently, the Committee comprises of four Non-Executive & Independent Directors and one Non-Executive & Non-Independent Director, viz.

a.	Shri Uma Kant Samal (Non-Executive & Independent Director)	Chairperson
b.	Mr. Dinesh Kumar Batra (Non-Executive & Independent Director)	Member
c.	Ms. Shreyansi Goel (Non-Executive & Independent Director)	Member
d.	Mr. Satpal Kumar Arora (Non-Executive & Independent Director)	Member
e.	Mr. Rajat Batra (Non-Executive & Non Independent Director)	Member

The constitution meets the requirement of the provision of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

ii. Terms of reference

- Recommend to the Board the setup and composition of the Board and its committees, including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director." The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the Board the appointment or reappointment of directors.
- Devise a policy on Board diversity.
- Recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this Committee).
- Carry out evaluation of every director's performance

and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include "Formulation of criteria for evaluation of Independent Directors and the Board". Additionally, the Committee may also oversee the performance review process of the KMP and executive team of the Company.

- Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
- On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- Oversee familiarisation programmes for directors.
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for Board, KMP and executive team).
- Provide guidelines for remuneration of directors on material subsidiaries.
- Recommend to the Board on voting pattern for appointment and remuneration of directors on the Boards of its material subsidiary companies.

The Nomination & Remuneration Committee charter with exhaustive terms of reference is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>.

iii. Meeting and attendance during the year

During the FY ended on March 31, 2025, three meetings of the Committee were held on August 5, 2024, November 14, 2024 and January 28, 2025

iv. Remuneration Policy for Directors

The Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements on periodical basis. The Remuneration Policy is in consonance with the existing Industry norms. The tenure of office of the Managing Director, and Whole Time Director is for certain period from their respective dates of appointments and can be terminated by either party by giving proper notice in writing.

The Policy on Appointment and Remuneration of Directors is available on the website of the Company under the web link <https://www.somindia.com/som-policies-codes.php>.

v. Performance Evaluation

Pursuant to the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees, Corporate Social Responsibility Committee and Investor Grievances cum Stakeholder Relationship Committee. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committee, Board Culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board and who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguard the interest of the Company and minority shareholders etc. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent

Directors. Further, the performance evaluation of the Independent Directors was carried out by the Non-Independent Directors who also reviewed the performance of Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

C. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

i. Composition

During the Period under review CSR Committee was reconstituted on August 5, 2024 and was last reconstituted on January 28, 2025 and comprises of two Executive Directors and one Independent Non- Executive Director, viz.

a.	Shri Uma Kant Samal (Non-Executive & Independent Director)	Chairperson
b.	Mr. Nakul Kam Sethi (Whole Time Director)	Member
c.	Mr. Rajesh Kumar Dubey (Whole Time Director)	Member

ii. Terms of reference

- Formulate and recommend to the Board, a CSR policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.
- Recommend the amount of expenditure to be incurred on the activities referred to above;
- Monitor the CSR Policy of the Company from time to time.
- Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.
- Do such other acts, deeds, things and matters as are necessary or expedient in complying with the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Corporate Social Responsibility Committee charter with exhaustive terms of reference is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>.

iii. Meeting and attendance during the year

During the FY ended March 31, 2025 Two meeting of the Committee was held on September 5, 2024 and January 28, 2025.

D. STAKEHOLDER RELATIONSHIP COMMITTEE

i. Composition

During the Period under Review Committee was constituted on August 5, 2024 and was last reconstituted on January 28, 2025 and Presently its comprises of one Non-Executive & Independent Directors and two Whole Time Director, viz.

a.	Shri Satpal Kumar Arora (Non-Executive & Independent Director)	Chairperson
b.	Mr. Nakul Kam Sethi (Whole Time Director)	Member
c.	Mr. Rajesh Kumar Dubey (Whole Time Director)	Member

ii. Terms of reference

- Consider and resolve the grievances of shareholders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend/ notice/annual reports, transfer/transmission of shares, issue of new/duplicate certificates, general meetings etc., and all other securities-holders related matters.
- Consider and approve issue of share certificates (including

issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.

- Authorize any person to take such actions as necessary or deemed fit by the Committee for any matter.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company.
- Review the policies, processes and systems periodically and recommend measures for improvements from time to time.
- Look into various aspects of interest of shareholders, debenture holders and security holders.
- Such other matters as may be required to be carried out by the Stakeholders' Relationship Committee pursuant to amendments under any law, from time to time.

The Investor Grievances & Stakeholder Relationship Committee charter with exhaustive terms of reference is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>

iii. Meeting and attendance during the year

During the F.Y. ended March 31, 2025, one meeting was held on January 28, 2025

iv. Name and Designation of the Compliance Officer

Mr. Om Prakash Singh, Company Secretary, is the Compliance Officer of the Company in terms of Regulation 6 of the Listing Regulations.

v. Shareholders' Complaints received

During the FY 2024-25, opening balance of the complaints was Nil and 2 complaints were received from the shareholders, all of which were satisfactorily attended.

Further, no valid transfer/ transmission of shares was pending as on March 31, 2025.

E. RISK MANAGEMENT COMMITTEE

i. Composition

During the Period under Review Committee was reconstituted on August 5, 2024 and further on January 28, 2025 and Presently its comprises of One Whole-Time Director, one Non-Executive & Independent Director and one Non-Executive & Non-Independent Directors, viz.

a.	Shri Nakul Kam Sethi (Whole Time Director)	Chairperson
b.	Mr. Dinesh Kumar Batra (Non-Executive & Independent Director)	Member
c.	Mr. Rajat Batra (Non-Executive & Non Independent Director)	Member

ii. Meeting and attendance during the year

During the F.Y. ended March 31, 2025, two meetings were held on August 5, 2024 and January 28, 2025.

iii. Terms of Reference - Assessing Management's Action to Mitigate Risks.

- Formulate, monitor and review risk management policy and plan, inter-alia, covering investment of surplus funds,

management of foreign exchange risks, cyber security risks and business risks.

- Approve addition/deletion of banks and other financial intermediaries and recognised exchanges from time to time for carrying out Treasury transactions and delegate the said power to such person as may be deemed fit.
- Carry out any other function as is referred by the Board from time to time or required under the relevant provisions of the applicable laws, regulations and various circulars issued by the regulatory authorities, from time to time.

F. The details of all the Committee meetings attended by the Directors are indicated below:

Name of Directors	No. of Committee Meetings attended				
	AC	NRC	CSRC	SRC	RMC
Mr. Jagdish Kumar Arora	NA	NA	NA	NA	NA
Mr. Nakul Kam Sethi	6	NA	2	1	2
Mr. Dinesh Kumar Batra	6	2	NA	NA	2
Ms. Nishi Arora	0	0	1	NA	0
Ms. Shreyansi Goel	NA	NA	NA	NA	NA
Mr. Satpal Kumar Arora	5	3	NA	1	NA
Mr. Uma Kant Samal	6	3	2	NA	NA
Mr. Rajesh Kumar Dubey	NA	NA	0	0	NA
Mr. Rajat Batra	NA	NA	NA	NA	0

G. NON MANDATORY COMMITTEES OF THE BOARD

The Company has following other Committees to speed up routine matters and to comply with other statutory formalities. They meet as and when required. The Company Secretary acts as Secretary of the Committees.

i. Executive Legal and Borrowing Committee

a.	Shri Nakul Kam Sethi (Whole Time Director)	Chairperson
b.	Mr. Rajesh Kumar Dubey (Whole Time Director)	Member
c.	Mr. Nitin Malviya (CFO)	Member

ii. Fund Raising Committee

a.	Shri Nakul Kam Sethi (Whole Time Director)	Chairperson
b.	Mr. Jagdish Kumar Arora	Member
c.	Mr. Rajesh Kumar Dubey	Member

H. SENIOR MANAGEMENT:

Particulars of Senior Management Personnels including the changes therein since the close of the previous financial year.

S. No	Name of SMP	Designation	Change
1.	Mr. Nitin Malviya	Chief Financial Officer	-
2.	Mr. Satish Bhansali	Finance	-
3.	Mr. Om Prakash Singh	Company Secretary	-

4.	Ms. Lily Bagga	Chief Marketing Officer	-
5.	Mr. Devendra Singh Tomar	Sales Controller	-
6.	Mr. Govind Singh	States Head	-
7.	Mr. Shashank Sharma	DGM-CSD	-
8.	Mr. Krishna Kumar Tiwari	AGM-Export	-
9.	Ms. Varun Upadhyay	CHRO	-
10.	Mr. Puneet Shrivastava	Manager - Purchase	-
11.	Mr. Firoz Alam	State Head	-

I. DETAILS OF REMUNERATION OF DIRECTORS (FOR THE F.Y. ENDED ON MARCH 31, 2025)

The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance/ track record, macroeconomic review on remuneration packages of heads of other organizations and is decided by the Board of Directors.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component), incentive remuneration and/ or commission (variable components) to its Executive Directors within the limits prescribed under the Companies Act, 2013 and approved by the shareholders.

None of the Non-Executive Directors of the Company are drawing any remuneration from the Company.

There is no separate provision for payment of severance fees under the resolutions governing the appointment of Chairman and Whole-time Director.

During the year, the Company has not granted stock options to the Executive Directors or Employees of the Company.

The Executive Directors, so long as they function as such shall not be entitled to any sitting fees for attending any meetings of Board or Committees thereof.

(Rs. in Lakhs)

Name of the Director	Salary and Allowances	Sitting Fees	Commission	Total
Mr. Jagdish Kumar Arora	388.33	-	-	388.33
Mr. Nakul Kam Sethi	83.88	-	-	83.88
Mr. Dinesh Kumar Batra	-	3.92	-	3.92
Mr. Satpal Kumar Arora	-	3.74	-	3.74
Mr. Uma Kant Samal	-	4.1	-	4.1
Ms. Nishi Arora#	-	0	-	0
Ms. Shreyansi Goel	-	1.25	-	-
Mr. Rajesh Kumar Dubey	2.40	-	-	2.40

Mr. Rajat Batra	2.04	-	-	2.04
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ceased to be director w.e.f. November 14, 2024

Criteria of making payments to Non-Executive Directors

The Non-Executive Directors are paid sitting fee within the permissible limit as per Companies Act, 2013 and rules made there under. Presently the sitting fee for Independent Director is Rs. 40,000/- each for Board meeting and Rs.15,000/- for attending Statutory Committee Meetings.

Service Contract, Severance Fee and Notice Period

Directors of the Company are ultimately appointed by the Shareholders upon recommendation of the Board of Directors within the framework of the Companies Act, 2013 as well as the Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Resolutions passed by these two governing bodies together with the service rules of the Company covers the terms, conditions and remuneration of such appointment. There is no service contract separately entered into by the Company with the Directors. Further, the resolutions appointing these Directors do not prescribe for the payment of any separate Severance Fee to them.

However, the requirement of notice period is as per the service rules of the Company.

Shareholding of non-executive Directors in the Company

As per the declarations received from the Non-Executive Directors, none of them hold any shares in the Company except Mr. Satpal Kumar Arora who hold 47082 shares and Mr. Dinesh Kumar Batra who hold 2,050 shares in the company

5. GENERAL BODY MEETINGS:

i) Annual General Meetings (AGM) (Location, day, date and time of Annual General Meetings (AGMs) and Special Resolutions passed there at):

Year	Venue	Date, Day & Time	Special Resolution Passed
2023-24	Video conferencing / other audio-visual means (VC / OAVM)	Saturday, September 28, 2024 at 12.30 p.m	Appointment of Ms. Shreyansi Goel (DIN: 10164947) as a Director (Non-Executive & Independent) of the company. To ratify and approve transactions under Section 186 of the Companies Act, 2013 with Som Distilleries & Breweries Odisha Private Limited. To ratify and approve transactions under Section 186 of the Companies Act, 2013 with Woodpecker Distilleries & Breweries Private Limited. To ratify the related party transactions of the company. To approve material related party transactions of the company.

2022-23	Video conferencing / other audio-visual means (VC / OAVM)	Wednesday, September 27, 2023 at 12.30 p.m.	Re-appointment of Mr. Satpal Kumar Arora (DIN: 00061420) as Independent Director of the company Approval for giving loan or guarantee or providing security in connection with loan availed by any of the Company's Subsidiary(ies) or any other person specified under section 185 of the Companies act, 2013 To Raise Funds through Issuance of Securities of the company by way of Qualified Institutional Placement (QIP) and other permissible modes
2021-22	Video conferencing / other audio-visual means (VC / OAVM)	Tuesday, September 27, 2022 at 12.30 p.m.	Nil

ii) Extra Ordinary General Meeting (EGM):

Year	Venue	Date, Day & Time	Special Resolution Passed
2024-25	Video Conference ("VC") or Other Audio-Visual Means ("OAVM")	Monday, March 24, 2025 at 12:30 P.M.	Reappointment Of Mr. Jagdish Kumar Arora (Din:00224633), as the Chairman And Managing Director of the Company 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) Appointment of Mr. Rajesh Kumar Dubey (Din: 10912000) as an Wholetime Director of the Company Appointment of Mr. Rajat Batra (DIN:02695119) as Non-Executive Non-Independent Director of the company To Consider And Approve Offer and Issue of upto 20,00,000 Equity Shares On Preferential Basis to The Identified Promoter(S)

2024-25	Video Conference ("VC") or Other Audio-Visual Means ("OAVM")	Tuesday, April 30, 2024 at 12:30 P.M.	To consider and approve sub-division of the share capital of the company. To consider and approve change of the name of the company
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iii) Whether Special Resolutions were put through postal ballot last year, details of voting pattern:

There were no special resolution(s) passed through postal ballot process during FY2024-25.

iv) Whether any resolutions are proposed to be conducted through postal ballot:

No Resolution is proposed to be passed by way of Postal Ballot at the ensuing Annual General Meeting.

6. MEANS OF COMMUNICATION

The quarterly and annual Financial Results of the Company are normally published in the leading newspapers like Business Standard and Economic Times (Hindi & English). The Financial Results are also furnished to stock exchange(s). The results are also posted on the Company's website <https://www.somindia.com/som-investors-section-financials.php> from time to time. Further, the Company also displays the official news releases and presentations made to the Institutional Investors and to the Analysts on its website.

7. GENERAL INFORMATION FOR SHAREHOLDERS

a. Annual General Meeting

The Annual General Meeting of the Company is scheduled to be held on Monday, the 29th day of September, 2025 at 01.00 p.m. through video conferencing / other audio-visual means (VC/ OAVM)

b. Financial calendar 2024-25 (tentative and subject to change)

First Quarterly Results	on or before August 14, 2025
Second Quarterly Results	on or before November 14, 2025
Third Quarterly Results	on or before February 14, 2026
Annual results	on or before May 30, 2026

c. Date of Book Closure

September 23, 2025 to September 29, 2025 (Both days inclusive) for the purpose of AGM.

d. Dividend Payment Date, if declared

The company has not declared any Dividend for the year 2024-25

e. Listing on Stock Exchange

Equity Shares of the Company are listed on:

- BSE Limited (Bombay Stock Exchange) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
- National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai-400051

Annual Listing Fees for the F.Y. 2024-25 has been paid to the above Stock Exchanges.

f. Equity Code:

BSE LIMITED	507514
National Stock Exchange of India Limited	SDBL

International Securities Identification Number (ISIN) of Equity Shares	INE480C01038*
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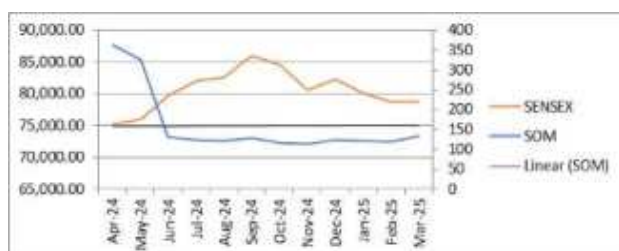
g. Market Price Data:

Monthly high and low market price data of Equity Shares traded on Stock Exchange(s):

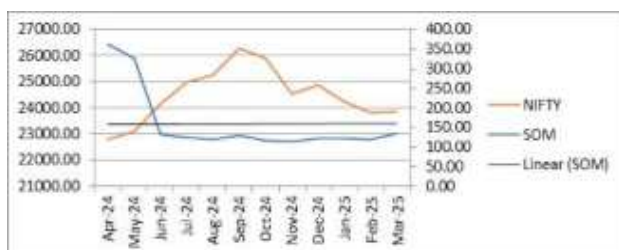
	BSE		NSE	
Month	High Price (Rs.)	Low Price (Rs.)	High Price (Rs.)	Low Price (Rs.)
Apr-24	362.00	265.30	362.00	264.55
May-24	326.35	122.40	326.35	122.25
Jun-24	131.70	105.0	131.90	105.00
Jul-24	123.60	104.30	123.60	104.20
Aug-24	120.50	106.0	119.90	106.00
Sep-24	128.10	107.10	128.44	107.11
Oct-24	170.30	96.0	116.49	95.78
Nov-24	113.25	98.10	113.20	97.92
Dec-24	122.45	103.30	122.70	103.30
Jan-25	121.25	100.50	121.59	100.70
Feb-25	119.80	97.30	119.60	95.61
Mar-25	133.80	107.20	133.90	107.31

h. Performance of the Company's Share price as compared to BSE Sensex and S & P CNX Nifty

i. Company's share price as compared to BSE Sensex



ii. Company's share price as compared to Nifty



i. Unclaimed Dividend

- The Company is in process to transfer unclaimed dividend for the FY 2015-16 & FY 2016-17 to Investor Education and Protection Fund (IEPF) due to technical reason.
- The Dividend for the under noted year remaining unclaimed for 7 years will be transferred in the Investors Education and Protection Fund (IEPF) by the Company in accordance with the schedule given below. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.

F.Y.	Date of declaration of Dividend	Due date for transfer to IEPF
2016-17	September 29, 2017	October 29, 2024
2017-18	September 28, 2018	October 28, 2025

2018-19	September 27, 2019	October 27, 2026
2019-20	Not declared	N.A.
2020-21	Not declared	N.A.
2022-23	November 18, 2022	November 17, 2029
2023-24	Not declared	N.A.
2024-25	Not declared	N.A.

Shareholders who have not so far encashed their dividend warrant(s) or have not received the same are requested to seek issue of Demand Draft by writing to the Company or to the Registrar & Share Transfer Agent of the Company confirming non-encashment/ non- receipt of dividend warrant(s).

j. Transfer of Unclaimed Shares to the Investor Education and Protection Fund (IEPF):

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 of sending notices / 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 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.

k. Address for Correspondence by investors:

i. Registrar & share transfer agent

M/s Mas Services Limited is the Registrar and Transfer Agent (RTA) of the Company in respect of the Equity shares held in Demat and Physical mode. All work related to Shares Registry, both in physical and electronic form, is handled by the Company's Registrar & Share Transfer Agent. Its address is as follows:-

M/s Mas Services Limited
T-34, Okhla Industrial, Area, Phase-II, Delhi - 110020
Telephone No. 01126387281-83
E-mail: investor@masserv.com
Website: www.masserv.com

ii. Mr. Om Prakash Singh

Company Secretary is the Compliance Officer as per Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Investors' complaint may also be addressed to him at the following address:

Company Secretary,
Som Distilleries and Breweries Limited
Corporate Office: 23, Zone II, M.P. Nagar,
Bhopal, Madhya Pradesh - 462011
Telephone No. 0755-4271271
Email: compliance@somindia.com

l. Share Transfer System

M/s Mas Services Limited processes the share transfer/ transmission requests received in physical form and the same are approved by Share/ Debenture Transfer Committee constituted by Board of Directors within the statutory timeline.

SEBI has notified that, securities of listed companies can be transferred only in dematerialised form.

m. Nomination Facility

Members are allowed to nominate any person to whom they desire to have the shares transmitted in the event of death. Members desirous of availing this facility may submit the prescribed documents to the RTA.

n. Distribution of Shareholding by size as on March 31, 2025

Range of Equity Shares of Nominal Value in Rs.	No. of Shareholders	%age	No. of Shares	%age
1 to 5000	99897	96.194	34596880	16.802
5001 to 10000	2019	1.944	7534646	3.659
10001 to 20000	1019	0.981	6673178	3.240
20001 to 30000	301	0.290	4130290	2.005
30001 to 40000	166	0.160	2466258	1.197
40001 to 50000	118	0.114	2142215	1.040
50001 to 100000	169	0.163	5995030	2.911
100001 & Above	160	0.154	142362815	69.141
Total	103849	100	205901312	100

o. Shareholding Pattern as on March 31, 2025

Category	No. of Share holder	No. of Shares	Percentage of total share holding
Promoters' holding			
Indian			
Individual	5	58814424	28.56
Bodies Corporate	2	20979397	10.19
Sub-total (A)	7	79793821	38.75
Non-promoters' holding			
Institutional Investors			
Mutual Fund	1	106292	0.05
Alternate Investment Fund	2	75253	0.04
Foreign Portfolio Investors	15	3293920	1.60
Non-Institutional Investors			
Directors and Relatives excluding Independent Directors	1	140392	0.07
Resident Individual Holding nominal share capital upto Rs.2 Lakhs	101919	57145397	27.75
Resident Individual Holding nominal share capital in excess of Rs.2 Lakhs	46	48352975	23.48
Non-Resident Indian & Foreign Nationals	1462	3021274	1.47

Private corporate bodies	365	13707545	6.66
Clearing Member	31	264443	0.13
Sub-total (B)	103842	126107491	61.25
Grand Total	103849	205901312	100

p. Dematerialisation of shares and liquidity

The shares of the Company are tradable compulsorily in demat form and are available for trading in the depository systems of both National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd. (CDSL). As on March 31, 2025, 91.84% of the Company's total share capital was held in dematerialized form.

Further, with effect from May 24, 2024 i.e. record date for the purpose of sub-division/ split of equity shares of your Company, New ISIN number for the Sub-Divided Equity Shares of the Company is INE480C01038.

The Company's shares are actively traded on both the exchanges i.e. BSE and NSE.

q. Outstanding GDRs / ADRs / warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any ADRs, GDRs.

The Company had issued 51,50,000 (Fifty One Lakhs Fifty Thousand) Warrants convertible in one or more tranches into equivalent number of equity shares of ₹5/- (Rupees Five Only) each of the Company for cash at a price of Indian Rupee275/- (Rupees Two Hundred Seventy Five Only) per warrant (including premium of Indian Rupee270/- per equity share) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants. As on March 31, 2025 no warrants were outstanding for conversion (3,00,000 warrants of non promoter forfeited due to non conversion).

r. Commodity Price Risk/Foreign Exchange Risk and Hedging:

In the ordinary course of business, the Company is exposed to risks resulting from exchange rate fluctuation and interest rate movements. It manages its exposure to these risks through derivative financial instruments. The Company's risk management activities are subject to the management, direction and control of Treasury Team of the Company under the framework of Risk Management Policy for Currency and Interest rate risk as approved by the Board of Directors of the Company. The Company's Treasury Team ensures appropriate financial risk governance framework for the Company through appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives

s. Plant Locations

The Company's Plant is located at village Rojra Chak, District Raisen, M.P.

t. Credit Rating (Loan Rating) : A- from informetrics

The Company has not issued any debt instruments or fixed deposit programme or any scheme or proposal involving mobilization of funds.

u. In case the securities are suspended from trading, the directors report shall explain the reason thereof;

The securities of the Company are not suspended from trading.

v. The Registered Office of the Company is located at:

1-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029

8. DISCLOSURES

- a) List of related parties and materially significant related-party transactions have been given in Note no. 42 & 43 of Significant Accounting Policies and Notes on Financial statements. However, there is no related party transaction which has potential conflict with the interests of Company at large.
- b) The Company has complied with various Rules and Regulations prescribed by the Stock Exchanges, SEBI or other statutory authorities relating to the capital markets as and when and to the extent it becomes applicable to the Company. No penalties or strictures have been imposed by them on the Company in the last three years except the following:-
- Penalties of Rs. 1,88,000 plus GST each have been imposed by both BSE and NSE on the Company for non-compliance of composition under Regulation 20 and Regulation 21(2) of the SEBI (LODR) Regulations. In response, the Company has submitted fine waiver applications to both exchanges, citing the grace period permitted under the respective regulations. The company currently awaiting the exchanges' consideration and response to the waiver request.
- c) As per the Whistle Blower Policy of the Company every employee of the Company has an open access to the respective Functional Heads, Head- HRD, Managing Director as well as Executive Chairman so as to ensure ethical and fair conduct of the business of the Company. Further no person has been denied access to the Audit Committee during the FY2024-25
- d) During the FY2024-25, the Company has complied with all the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e) Policy on Subsidiary
- The Company has formulated a policy on Subsidiary and is available on website of the Company at <https://www.somindia.com/som-policies-codes.php>.
- f) The Company has formulated a policy on Related Party Transactions available on the website of the Company under the weblink <https://www.somindia.com/pdf/sebi/som-related-party-transactions-policy-26-4-22-revised.pdf>
- g) Disclosure of commodity price risks and commodity hedging activities – as explained in Management Discussion & Analysis Report
- h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) – The company was in requirement of funds for working capital & Other objects for which the company came up with a preferential Cum Private Placement issue of Equity Shares and convertible equity warrants of approx. Rs.148.50 Crore. The proceeds from the preferential issue of equity shares was fully utilised during the year for the specified objects. The period of warrants is expired.
- i) M/s N. K. Jain & Associates, Practicing Company Secretary, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority. The certificate is annexed to the Directors' Report forming part of the Annual Report.
- j) The board had accepted all recommendations made by any committee of the board which is mandatorily required, during the financial year.
- k) Fees paid to Auditors

The total fees for all services paid by your Company and its

Subsidiaries to M/s AKB Jain & Co., Chartered Accountants, (Firm Registration No:003904C) Statutory Auditors and all the entities in the network firm/ network entity of which Statutory Auditors is a part during the financial year 2024-25 is Rs. 8.64 Lacs.

- l) As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, the Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.
- m) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:
- The Company has not given any loans and advances to firms/ Companies in which directors are interested except Loan given to Subsidiaries. Details of which are disclosed in notes to Accounts of Standalone Financial Statements.
- n) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.sss

Name	Date of Incorporation	Place of Incorporation	Details of Statutory Auditors
Som Distilleries and Breweries Odisha Private Limited	22/03/2013	Madhya Pradesh	AKB Jain & Co. appointed on 30/09/2022
Woodpecker Distilleries & Breweries Private Limited	31/12/2010	Maharashtra	AKB Jain & Co. on 29/09/2022

9. SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES)

The investor complaints are processed in centralized web-based complaints redress system. The salient features of this system are Centralized database of all complaints, online uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaints and its current status.

10. WTD/CFO CERTIFICATION

In terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Wholetime Director and the Chief Financial Officer of the Company have given compliance certificate, stating therein the matter prescribed under Part B of Schedule II of the said regulations. Copy of the Certificate is enclosed with the report.

In terms of Regulation 33(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Wholetime Director and CFO certified the quarterly financial results while placing the final results before the board.

11. PROMOTERS AND CONTROLLING GROUP

The promoters/promoter group(s) of the Company are as follows:

S. No.	Name
1	Mr. Jagdish Kumar Arora
2	Ms. Sunita Arora
3	Mr. Deepak Arora
4	Mr. Ajay Kumar Arora
5	Ms. Natasha Arora

6	M/s Aalok Deep Finance Private Limited
7	M/s Som Distilleries Private Limited

12. OTHER REQUIREMENTS UNDER SEBI (LODR) REGULATIONS, 2015

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange(s). Further, compliance of other requirements of the said Regulation is provided below:

i. Non-Executive Chairman's office:

The Chairman of the Company is an Executive Chairman and hence this provision is not applicable.

All Independent Directors are appointed/ re-appointed in accordance with guidelines determined by the Board from time to time. Further, all the Independent Directors of the Company possess good qualifications and experience which is very useful to the Company and they contribute effectively to the Company in their capacity as Independent Directors of the Company.

ii. Nomination and Remuneration Committee:

The Company has formed a Nomination and Remuneration Committee. The details of Nomination and Remuneration Committee as to scope and composition are detailed out earlier in this report.

iii. Posts of Chairman & Managing Director;

Mr. J.K. Arora is the Chairman & Managing Director.

iv. Shareholders' Rights:

The Quarterly, Half-yearly and Annual financial results of the Company are duly published in English language in newspapers having nation- wide circulation and also in regional language newspapers of the registered office of the Company. Further, these results are also posted on the website of the Company www.somindia.com. Annual Report containing the detailed Balance Sheet and Profit & Loss Account is also sent to every shareholder of the Company.

v. Audit Qualifications/ remarks

As explained in Directors' Report.

vi. Mechanism of evaluation of non-executive Directors

The Board of Directors including Non-Executive Directors is cast with the responsibility of strategic supervision of the Company. In view of the same, the Board evaluates its Non-Executive Directors on the basis of individual contribution towards fulfillment of this responsibility.

vii. Reporting of Internal Auditor

The Internal Auditor directly reports to Audit Committee.

viii. Disclosure of commodity price risks and commodity hedging activities – as explained in Management Discussion & Analysis Report

ix. The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub – regulation (2) of Regulation 46 and para C, D and E of Schedule V of the SEBI Listing Regulations. It has obtained a certificate affirming the compliances from Practising Company Secretary and the same is attached to this Report.

x. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

The Company has 13 Shares in the Demat Suspense Account or Unclaimed Suspense Account and the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Aggregate number of Shareholders and the Outstanding shares in the Suspense account lying at the beginning of the year (01-04-2024)	Number of Shareholders who approached listed entity for transfer of shares from suspense account during the year	Number of share-holders to whom shares were transferred from suspense account during the year	Aggregate number of Shareholders and the Outstanding shares in the Suspense account lying at the end of the year (31-03-2025)
Shareholders – 9 No. of Shares – 201	Nil	Nil	Shareholders – 13 No. of Shares – 5502

xi. DISCLOSURE OF CERTAIN TYPE OF AGREEMENTS BINDING LISTED ENTITIES

There is no agreement impacting management or control of the Company or imposing any restriction or creating any liability upon the Company as stated under Schedule III, Para A, Clause 5A of the SEBI Listing Regulations.

13. AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Certificate from M/s N.K. Jain & Associates, Practising Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated in 34(3) and 53(f) read with part E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to the Directors' Report forming part of the Annual Report.

14. WHISTLE BLOWER POLICY

This policy is formulated to establish a vigil mechanism and to provide an opportunity to Director(s)/employee(s) and an avenue to raise concerns and to access in good faith the Chairman of the Audit Committee, to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, in case they observe unethical and improper practices, actual or suspected fraud or violation of the Code of Conduct of the Company or any other wrongful conduct in the Company, to provide necessary safeguards for protection of Director(s) or Employee(s) from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against those Director(s) or Employee(s).

15. COMPLIANCE OF CODE OF CONDUCT

Your Company has laid down a Code of Conduct for all the Board Members, Senior Management personnel and designated personnel of the Company. The Code of Conduct has been posted on the website of the Company i.e. <https://www.somindia.com/som-policies-codes.php>. All Board Members, Senior Management personnel and designated personnel have affirmed their compliance with the said Code of Conduct for the FY 2024-25.

For Som Distilleries and Breweries Limited
Sd/-

J.K. Arora
Chairman and Managing Director
Place: Bhopal
Date: September 5, 2025

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

Som Distilleries And Breweries Limited

(formally known as Som Distilleries Breweries & Wineries Limited)

We have examined the compliance of conditions of Corporate Governance by Som Distilleries and Breweries Limited ("the Company"), for the purpose of certifying of the Corporate Governance under Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the period April 01, 2024 to March 31, 2025. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except the composition of Committees under Regulation 20 and Regulation 21(2) for certain period, during the financial year.

I further state that such compliance is neither an assurance as to the future viability of the Corporation nor the efficiency or effectiveness with which the management has conducted the affairs of the Corporation.

Place: Bhopal
Dated: 28.08.2025
UDIN : F006436G001100287

For N.K. Jain & Associates
Company Secretaries

NEELESH JAIN
Proprietor
FCS-6436, CP-6912
Peer Review Certificate No. 2505/2022
Firm Reg. No.: S2005MP082700

SOM DISTILLERIES & BREWERIES LIMITED

NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

To,
The Members,
Som Distilleries and Breweries Limited
(Previously known as Som Distilleries Breweries & Wineries Limited)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Som Distilleries & Breweries Limited having CIN L74899DL1993PLC052787 and having registered office at 1A, Zee Plaza, Arjun Nagar, S.J.Enclave, Kamal Cinema Road, New Delhi 110029 India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2025, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Jagdish Kumar Arora	00224633	04.02.2017
2.	Nishi Arora*	07021730	14.11.2014
3.	Nakul Kam Sethi	06512548	01.06.2018
4.	Satpal Kumar Arora	00061420	13.10.2018
5.	Uma Kant Samal	08669929	20.04.2020
6.	Dinesh Kumar Batra	08773363	17.01.2024
7.	Shreyansi Goel	10164947	05.08.2024
8.	Rajesh Kumar Dubey	10912000	28.01.2025
9.	Rajat Batra	02695119	28.01.2025

**Ceased from the Board of the Company w.e.f. November 14, 2024*

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bhopal
Dated: 28.08.2025
UDIN : F006436G001100408

For N.K. Jain & Associates
Company Secretaries

NEELES JAIN
Proprietor
FCS-6436, CP-6912
Peer Review Certificate No. 2505/2022
Firm Reg. No.: S2005MP082700

SOM DISTILLERIES & BREWERIES LIMITED

WTD/ CFO CERTIFICATE

To,

The Board of Directors

Som Distilleries and Breweries Limited

(Formerly Known As Som Distilleries Breweries & Wineries Limited)

Dear Sir,

We hereby certify the following that:

1. We have reviewed financial statements and the cash flow statement of Som Distilleries and Breweries Limited for the year ended March 31, 2025 and to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee that:
 - i. There are no significant changes in internal control over financial reporting during the year;
 - ii. There are no significant changes in accounting policies during the year; and
 - iii. There are no instances of significant fraud of which we have become aware.

For Som Distilleries and Breweries Limited

Sd/-
Nakul Kam Sethi
Wholetime Director
September 5, 2025
Bhopal

Sd/-
Nitin Malviya
Chief Financial Officer



Sip. Scan. Follow



**PASSIONATELY
CRAFTED WHISKY**



EVERY KING NEEDS ONE

An ode to the Mahavat's mastery, born from royal traditions
and crafted for modern connoisseurs.

**STANDALONE
FINANCIAL
STATEMENTS
FY-2024-25**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SOM DISTILLERIES & BREWERIES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **M/s Som Distilleries & Breweries Limited, New Delhi** ("the Company"), which comprise the Standalone Balance Sheet as at 31st March 2025, the Standalone Statement of Profit and Loss (including standalone other comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Cash Flow Statement for the year then ended on that date, and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its **Profit** including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA's") as specified under section 143(10) of the Companies Act, 2013 as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter provided below, description of how our audit has addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue from Operations <i>(Refer Note No. 2.03 "Revenue Recognition" and Note No. 25 "Revenue from operations" of standalone financial statements)</i>	
Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable net of returns, discounts and breakage, and taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government. Based on the Educational Material on Ind AS 115 issued by the Institute of Chartered Accountants of India ("ICAI"), the recovery of excise duty flows to the Company on its own account and hence is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty. However, sales tax/value added tax (VAT), goods and services tax are not received by the Company on its own account and are taxes collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.	Our procedures included the following: - Understood the nature of revenue transactions and evaluated the appropriateness of the accounting policy adopted by the management in accordance with IND AS 115. - Understood, evaluated and tested the design and operating effectiveness of key internal controls over recognition and measurement of revenue. - On a sample basis, tested revenue transactions recorded during the year and transactions near year end date, inspected the underlying accounting documents relating to revenue accrual. - Tested the adequacy of accruals made for various rebates and discounts during the year - Performed analytical procedures on revenue. - Evaluated adequacy of the disclosures made in the accompanying financial statements in respect of revenue recognition in accordance with applicable financial reporting framework.

Other Information

The Company's Board of Directors is responsible for preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in sub section (5) of Section 134 of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Accounting Principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error,

design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we provide "Annexure-A", a statement on the matters specified in paragraphs 3 and 4 of the said order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief

were necessary for the purpose of our audit.

- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Standalone Balance Sheet and Standalone Statement of Profit and Loss (including Standalone Other Comprehensive Income), Standalone Cash Flow Statement and Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of written representations received from the directors as on March 31, 2025, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in term of sub-section (2) of section 164 of the Companies Act, 2013.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
- g) According to the information and explanations given by the management and audit procedures performed by us, the remuneration paid/provided by the company to its directors is in accordance with the provisions of Section 197 read with Schedule V of the Act.
- h) With respect to the other matter to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, as amended, in our opinion and to the best of our information and according to explanation given to us:
 - (a) According to the information provided by the management, there is no pending litigation which may impact the financial position of the Company. As referred in Note No. 35 and Note No. 44 of the standalone financial statements.
 - (b) The company does not have long term contracts including derivative contracts for which there are any material foreseeable losses.
 - (c) There has been no delay in transferring amount, required to be transferred, to the investor education and protection fund by the company. Except, there is an unpaid dividend for the financial year 2015-16 & 2016-17 amounting to Rs.12.13 Lakhs and Rs. 12.55 Lakhs respectively, which is pending to be transferred to Investor Education and Protection Fund by the company. (Refer note no. 22 of the standalone financial statements)
 - (d) (i) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts to the Standalone Financial Statements, no funds (which are material either individually or in the

aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

- (e) The company has not declared any interim or final dividend during the year.
- (f) Based on our examination, which included test checks and on the basis of management representation, the Company has used accounting software's for maintaining its books of account for the financial year ended 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C

Sd/-
Rahul Dewani
Partner

BHOPAL
Dated: 28.05.2025

Membership No. 435066
UDIN :25435066BMKPR3794

ANNEXURE A

Referred to in Paragraph "Report on other Legal and Regulatory Requirements" of our Report on even date to the members of M/s Som Distilleries & Breweries Limited

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i)(a) (A) The company has maintained reasonable records showing full particulars, quantitative details and situation of Property, Plant & Equipment.

(B) The Company is maintaining reasonable records showing full particulars of intangible assets.

(b) According to the information & explanations given to us by the management, the company has a program of verification to cover all the items of property, plant & equipment in a phased manner. In our opinion, which is reasonable having regards to the size of the company & nature of its assets. Pursuant to the program, certain property, plant & equipment were physically verified by the management during the year. According to the information & explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information & explanations given to us by the management & on examination of the records produced before us, we report that the title deeds comprising all the immovable properties of land & buildings which are freeholds disclosed in the financial statements, are held in the name of the company as at balance sheet date.

(d) According to the information & explanations given to us by the management, the Company has not revalued its property, plant and equipment during the year. Hence, this clause is not applicable.

(e) According to the information & explanations given to us by the management, no proceedings have been initiated or are pending against the company for holding any benami property under Benami Transactions (Prohibition) Act 1988 & Rules made thereunder.

(ii)(a) As per the information and explanation given to us by the management, the management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the frequency of verification, coverage and procedure of such verification is appropriate. Moreover, as informed to us, no material discrepancies were observed on such physical verification.

(b) As per the information and explanation given to us by the management, the Company has working capital limit in excess of five crore rupees during the year, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements filed by the Company with such banks are in agreement with the unaudited books of account of the Company of the respective quarters.

(iii) During the year the company has made investments and also provided loans or advances in the nature of loans and also provided guarantee to its wholly owned subsidiary company. Hence, in respect of which we provide that-

(a) The company has provided loans and guarantee during the year, the details of which are as follows -

(Rs. in Lakhs)

Particulars	Loans	Guarantees	Investments
Aggregate amount during the year			
- Subsidiaries	4714.28	7500.00	-
- Associates	-	-	0.26
- Other	4715.00	-	-
Balance outstanding as at balance sheet date			
- Subsidiaries	14879.99	18103.00	9600.00
- Associates	-	-	0.26
- Others	4715.00	-	0.01

(b) (b) On the basis of information and explanations given to us by the management, the investments made, guarantees provided and loans provided to its subsidiary company, wholly owned subsidiary company and other companies during the year, in our opinion, prima facie, were not prejudicial to the company's interest.

(c) As per the information and explanations given to us by the management, in respect of loans provided by the company to its subsidiary company, wholly owned subsidiary company and other companies during the year, the schedule of repayment of principal and interest has not been stipulated. Thereby, we are unable to make specific comment upon the regularity of repayments or receipts. Moreover, no interest has been charged on such loans.

(d) As per the information and explanations given to us by the management, in respect of the above loan, as the specific schedule of repayment of principal and interest has not been stipulated. Thereby, we are unable to make specific comment upon the total overdue amount for more than ninety days.

(e) As per the information and explanation given to us by the management, no loan granted were fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans or advances given to the same parties.

(f) As per the information and explanation given to us by the management, the company has granted loans either repayable on demand or without specifying any terms or period of repayment, to following parties as defined in clause (76) of section 2 of the companies act, 2013 during the year-

(Rs. in Lakhs)

Particulars	Related Parties
Aggregate of loan to subsidiary/wholly owned subsidiary during the year	
- Repayable on demand	-
- Agreement does not specify any terms or period of repayment	4714.28
Percentage of loans to the total loans during the year	100%

(iv) (iv) In our opinion, & according to information & explanation given to us, the company has complied with the provision of the section 185 and 186 of the act, in respect of loans or advances in the nature of loan given, investments made or guarantees and

securities given to the extent applicable.

- (v) As per the information and explanation given to us by the management and relevant records, the company has not accepted any deposits or amount which are deemed to be deposits, which are in contravention to the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the companies Act and the rules framed there under. Further, no order has been passed by Company law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of the activities carried on by the Company.
- (vii) (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employee's State Insurance, Income-tax, Goods and Service Tax, Cess and other statutory dues with the appropriate authorities.
- (b) As per the information and explanation given to us, no disputed amounts payable in respect of statutory dues including goods and services tax, provident fund, employee's state insurance, income-tax, sales tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. Except the following –

Name of Statute	Nature of dues	Amount of Demand (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
MP Entry Tax Act, 1976	Entry Tax	37.42	F.Y. 2007-08	MP High Court, Jabalpur
MP Entry Tax Act, 1976	Entry Tax	13.95	F.Y. 2012-13	Appeal Board Commercial Tax, Bhopal
MP Entry Tax Act, 1976	Entry Tax	9.33	F.Y. 2016-17	Additional Commissioner Appeal, Bhopal
Central Sales Tax Act, 1956	CST Act	27.74	F.Y. 2018-19	Appeal Board Commercial Tax, Bhopal
Madhya Pradesh VAT Act, 2002	VAT Act	10.26	F.Y. 2019-20	Appeal Board Commercial Tax, Bhopal
Madhya Pradesh VAT Act, 2002	VAT Act	21.64	F.Y. 2020-21	Appeal Board Commercial Tax, Bhopal
Central Sales Tax Act, 1956	CST Act	56.73	F.Y. 2020-21	Appeal Board Commercial Tax, Bhopal
Central Sales Tax Act, 1956	CST Act	79.82	F.Y. 2021-22	Appeal Board Commercial Tax, Bhopal
Central Goods and Service Tax Act, 2017	CGST Act	11.61	F.Y. 2018-19	Commissioner (Appeal), CGST
Central Goods and Service Tax Act, 2017	CGST Act	2.89	F.Y. 2019-20	Commissioner (Appeal), CGST
Income Tax Act, 1961	Income tax	4.34	A.Y. 2011-12	CIT (Appeals)

Income Tax Act, 1961	Income tax	24.15	A.Y. 2012-13	CIT (Appeals)
Income Tax Act, 1961	Income tax	3.93	A.Y. 2013-14	CIT (Appeals)
Income Tax Act, 1961	Income tax	9.42	A.Y. 2016-17	CIT (Appeals)
Income Tax Act, 1961	Income tax	765.84	A.Y. 2017-18	CIT (Appeals)
Income Tax Act, 1961	Income tax	61.95	A.Y. 2018-19	CIT (Appeals)
Income Tax Act, 1961	Income tax	218.79	A.Y. 2019-20	CIT (Appeals)
Income Tax Act, 1961	Income tax	210.00	A.Y. 2020-21	CIT (Appeals)

- (viii) As per the information and explanation given to us by the management and relevant records, there was no transaction found unrecorded in the books of accounts of the company which have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act 1961.

- (ix) (a) Based on our audit procedures and on the information, explanations and representation given by the management, we are of the opinion that the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedure, we report that the company has not been declared willful defaulter by any bank or financial institution or other lender.

(c) Based on our audit procedures and on the information and explanations given by the management, the Company has utilized the amount obtained by the way of term loan during the year for the purposes for which they were obtained.

(d) According to the information and explanation given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no fund raised on short-term basis, which have been used for long-term purposed by the company.

(e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint venture.

(f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

- (x) (a) In our opinion and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer during the year. Hence, this clause is not applicable.

(b) The company has made preferential allotment of shares warrant during the year which were converted into equity share during the year. As per the information available with us, it is provided that the requirement of section 42 and section 62 of the companies act, 2013 have been complied with and the fund raised have been utilized for the purpose it was raised.

- (xi) (a) During the course of our examination of the books and records of the company carried out in accordance with generally accepted auditing practices in India and according the

information and explanation given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor we have been informed of such case by the management.

- (b) To the best of our knowledge and information with us there is no instance of fraud reportable under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As per information and explanation given by the management there were no whistle blower complaints received by the company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company as defined under section 406 of the Companies Act, 2013. Accordingly, this clause including sub clauses are not applicable.
- (xiii) According to the information and explanation, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where ever applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered internal audit reports of the company issued till date, for the period under audit.
- (xv) According to the information and explanation given to us, during the year the company has not entered into any non-cash transactions with its directors or persons connected with them. Hence, provisions of section 192 of the Companies Act, 2013 have not applicable to the company.
- (xvi) (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to the information and explanation given to us the company has not conducted non-banking financial or housing finance activities.
- (c) The Company is not a Core Investment Company, as defined in the regulations made by the Reserve Bank of India. Hence this clause is not applicable.

(d) This clause is not applicable to the company as it is not Core investment company (CIC).

(xvii) The company has not incurred cash loss during the current financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under this clause is not applicable.

(xix) According to the information and explanations given to us by management and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payments of financial liabilities, other information accompanying the financial statement our knowledge of the board of directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the company and we further state that our reporting is based upon the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) The company does not fall within the limits specified under section 135 of Companies Act, 2013. Hence, this clause including sub clause is not applicable.

(xxi) The reporting under this report is for standalone financial statement of the company. Hence this clause is not applicable.

For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C

Sd/-
Rahul Dewani
Partner

BHOPAL
Dated: 28.05.2025

Membership No. 435066
UDIN : 5435066BMKPXR3794

ANNEXURE B

REFERRED IN OUR REPORT OF EVEN DATE

Report on the Internal Financial Controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

(Referred to in Para 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

In conjunction with our audit of the standalone financial statements of M/s Som Distilleries & Breweries Limited ("the Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of the company.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal controls stated in the **Guidance Note on Audit of Internal Financial Controls over Financial Reporting** issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective companies policies, safeguarding the assets of the company, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information's, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the

reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C

Sd/-
Rahul Dewani
Partner

BHOPAL
Dated: 28.05.2025

Membership No. 435066
UDIN : 25435066BMKPxR3794

STANDALONE BALANCE SHEET

AS AT 31ST MARCH 2025

(Rs. in Lakhs)

PARTICULARS	NOTE	AS AT 31.03.2025	AS AT 31.03.2024
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	3	23,325.49	23,233.14
(b) Capital work-in-progress	3	2,320.86	520.29
(c) Other intangible assets	4	12.28	15.47
(d) Financial assetsv			
(i) Investments	5	9,600.27	9,600.01
(ii) Loans	6	14,879.99	12,965.71
(iii) Other financial assets	7	2,046.12	1,801.78
(e) Other non-current assets	8	1,301.24	1,540.95
Total non-current assets		53,486.25	49,677.35
(2) Current Assets			
(a) Inventories	9	10,780.40	11,493.46
(b) Financial assets			
(i) Trade receivables	10	14,537.71	14,744.94
(ii) Cash and cash equivalents	11	1,286.77	748.88
(iii) Other bank balances	12	53.79	55.21
(iv) Loans	13	4,715.00	-
(c) Current tax assets	14	1,087.18	289.06
(d) Other current assets	15	10,106.68	7,613.81
Total Current Assets		42,567.53	34,945.36
Total Assets		96,053.78	84,622.71
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	16	4,118.03	3,899.77
(b) Other Equity	17	61,800.22	47,271.41
Total Equity		65,918.25	51,171.18
Liabilities			
(1) Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	540.49	4,422.82
(ii) Other	19	896.31	613.81
(b) Deferred Tax Liabilities	20	2,875.63	2,092.30
Total non current liabilities		4,312.43	7,128.93

PARTICULARS	NOTE	AS AT 31.03.2024	AS AT 31.03.2023
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	3,948.33	3,471.15
(ii) Trade Payables			
(a) total outstanding of micro, small and medium enterprises	22	141.06	586.51
(b) total outstanding other than micro, small and medium enterprises	22	8,476.02	7,204.97
(iii) Other financial liabilities	23	1,788.77	3,212.26
(b) Other Current Liabilities	24	11,182.82	11,691.44
(c) Provisions	25	286.10	156.27
Total Current Liabilities		25,823.10	26,322.60
Total equity and liabilities		96,053.78	84,622.71

The accompanying notes form an integral part of the standalone financial statements.

As per our Report of even date
For AKB Jain & Co., Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani
Partner
Membership No. 435066
BHOPAL, Dated: 28.05.2025
UDIN : 24435066BKFOHB8956

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN - 00224633

Sd/-
Nitin Malviya
(Chief Financial Officer)

Sd/-
Nakul K Sethi
(Director)
DIN - 06512548

Sd/-
Om Prakash
(Company Secretary)

STATEMENT OF STANDALONE PROFIT & LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

	PARTICULARS	NOTE	YEAR ENDED 31.03.2025	YEAR ENDED 31.03.2024
I.	Revenue from operations	26	97,101.17	88,474.41
II.	Other Income	27	72.44	1,180.92
III.	Total Revenue		97,173.61	89,655.33
	Expenses:			
	Cost of materials consumed	28	51,733.41	49,435.56
	Purchase of stock-in-trade	29	-	-
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	30	(1,342.69)	(1,510.10)
	Excise duties		17,731.21	15,179.63
	Employees remuneration & benefits	31	2,118.85	1,833.51
	Finance costs	32	465.33	719.67
	Depreciation & amortisations	33	1,250.86	1,152.91
	Other expenses	34	17,258.94	16,144.16
IV	Total expenses		89,215.91	82,955.34
V	Profit Before Tax (III - IV)		7,957.70	6,699.99
VI	Tax Expenses			
	Current tax		1,390.37	1,217.00
	Mat credit entitlement		(700.48)	-
	Previous year taxes		700.28	32.93
	Deferred tax		795.06	733.28
	Total tax		2,185.23	1,983.21
VII	Profit/(Loss) for the year after tax		5,772.47	4,716.78
	Other Comprehensive Income (OCI)			
	Items that will not be reclassified to profit or (loss)		(40.28)	(1.22)
	Income tax on above		11.73	0.32
			(28.55)	(0.90)
	Total Comprehensive Income for the year		5,743.92	4,715.88
VIII	Earnings per equity share of face value of Rs.5/- each	35		
	(1) Basic		2.92	2.45
	(2) Diluted		2.92	2.44

The accompanying notes form an integral part of the standalone financial statements.

As per our Report of even date
For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani
Partner
Membership No. 435066
BHOPAL
Dated: 28.05.2025
UDIN : 24435066BKFOHB8956

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN - 00224633

Sd/-
Nitin Malviya
(Chief Financial Officer)

Sd/-
Nakul K Sethi
(Director)
DIN - 06512548

Sd/-
Om Prakash
(Company Secretary)

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

	PARTICULARS	YEAR ENDED 31 MARCH, 2025	YEAR ENDED 31 MARCH, 2024
A.	Cash flow from operating activities:		
	Net profit/ (loss) before tax	7,957.70	6,699.99
	Adjustment for:		
	Depreciation & amortisations	1,250.86	1,152.91
	Interest expense	465.33	719.67
	Profit on sale of fixed assets	-	(2.41)
	Loss on sale of fixed assets	187.14	-
	Operating profit before working capital changes	9,861.03	8,570.16
	Movements in working capital:		
	Decrease/(increase) in inventories	713.06	(3,512.17)
	Decrease/(increase) in trade receivables	207.23	(6,511.88)
	Decrease/(increase) in short term loans	(4,715.00)	-
	Decrease/(increase) in other current assets	(2,492.87)	(1,095.40)
	Decrease/(increase) in current tax assets (net)	(798.12)	(132.44)
	Increase/(decrease) in trade payables	825.60	1,383.42
	Increase/(decrease) in other current financial liabilities	(1,422.07)	1,556.91
	Increase/(decrease) in other current liabilities	(548.90)	5,287.86
	Increase/(decrease) in short term provisions	129.83	109.88
	Cash generated from operating activity before taxes	1,759.79	5,656.34
	Direct tax paid	(1,390.17)	(1,249.93)
	Net cash flow from operating activities	369.62	4,406.41
B.	Cash flow from investing activities:		
	Purchase of property, plant and equipment	(3,356.76)	(1,419.24)
	Proceeds from sale of property, plant and equipment	29.03	4.75
	Decrease/(increase) in investment	(0.26)	(1,000.00)
	Decrease/(increase) in long term loans	(1,914.28)	(1,623.79)
	Decrease/(increase) in non current assets	239.71	(1,037.66)
	Decrease/(increase) in long term financial assets	(244.34)	(491.58)
	Net cash flow from investing activities	(5,246.90)	(5,567.52)

C.	Cash flow from financing activities:		
	Borrowings (net)	(3,405.15)	(5,860.28)
	Increase/(decrease) in other long term liabilities	282.50	(2,326.72)
	Proceeds from right shares issue	-	4,894.33
	Proceeds from preferential equity issue	9,003.15	1,687.48
	Proceeds from preferential equity warrants issue	-	3,540.63
	Interest paid	(465.33)	(719.67)
	Dividend paid	(1.42)	(4.92)
	Net cash flow from financing activities	5,413.75	1,210.85
	Net increase/(decrease) in cash and cash equivalents	536.47	49.74
	Cash and cash equivalents at the beginning of the year	804.09	754.35
	Cash and cash equivalents at the end of the year	1,340.56	804.09
	Components of cash and cash equivalents		
	Cash in hand	202.94	53.05
	With Banks - in current account	408.73	54.20
	With Banks - in deposit account	675.10	641.63
	Other bank balances	53.79	55.21
	Total Cash and cash equivalents	1,340.56	804.09

The accompanying notes are on Integral Part of the standalone Ind AS Financial statements.

As per our Report of even date
For AKB Jain & Co., Chartered Accountants
 Firm Registration No. 003904C
 Sd/-
Rahul Dewani (Partner)
 Membership No. 435066
 BHOPAL, Dated: 28.05.2025
 UDIN : 24435066BKFOHB8956

Som Distilleries and Breweries Limited	
For and on Behalf of the Board	
Sd/- J.K. Arora (Chairman & Managing Director) DIN - 00224633	Sd/- Nakul K Sethi (Director) DIN - 06512548
Sd/- Nitin Malviya (Chief Financial Officer)	Sd/- Om Prakash (Company Secretary)

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH 2025

A. EQUITY SHARE CAPITAL

(Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at begning of the year	3,899.77	3,688.23
Changes in equity share capital	218.26	211.54
Balance at end of the year	4,118.03	3,899.77

B. OTHER EQUITY

(Rs. in Lakhs)

Particulars	Share application money pending allotment (non-refundable)	Reserves and Surplus			Other comprehensive income Actuarial gain / (loss) on employee ben efit plans through OCI	Total
		Capital Reserve	Securities Premium	Retained Earnings		
Balance as at April 1, 2023	-	39.30	18,254.82	14,334.36	16.15	32,644.63
Share application money	3,207.29	-	-	-	-	3,207.29
Premium on issue of equity shares	-	-	6,703.61	-	-	6,703.61
Profit / (loss) during the year	-	-	-	4,716.78	-	4,716.78
Re-measurment of defined benefit plant	-	-	-	-	(0.90)	(0.90)
Dividends	-	-	-	-	-	-
Balance as at March 31, 2024	3,207.29	39.30	24,958.43	19,051.14	15.25	47,271.41
Balance as at April 1, 2024	3,207.29	39.30	24,958.43	19,051.14	15.25	47,271.41
Share application money	9,003.14	-	-	-	-	9,003.14
Share application money forfeited	(206.26)	206.26	-	-	-	-
Issue of equity shares	(218.26)	-	-	-	-	(218.26)
Premium on issue of equity shares	11,785.91	-	11,785.92	-	-	0.01
Profit / (loss) during the year	-	-	-	5,772.47	-	5,772.47
Re-measurment of defined benefit plant	-	-	-	-	(28.55)	(28.55)
Balance as at March 31, 2025	-	245.56	36,744.35	24,823.61	(13.30)	61,800.22

As per our Report of even date
For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani
Partner
Membership No. 435066
BHOPAL
Dated: 28.05.2025
UDIN: 24435066BKFOHB8956

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN - 00224633

Sd/-
Nitin Malviya
(Chief Financial Officer)

Sd/-
Nakul K Sethi
(Director)
DIN - 06512548

Sd/-
Om Prakash
(Company Secretary)

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2025

1. COMPANY INFORMATION

SOM Distilleries & Breweries Limited is a public company domiciled in India and incorporated under the provisions of Companies Act, 1956. Its shares are listed on the National Stock Exchange and Bombay Stock Exchange. The Company is engaged in the manufacture and sale of Beer and Indian Made Foreign Liquor (IMFL). The Company is a market leader in Beer in the State of Madhya Pradesh. The Company caters to both domestic and international markets.

2. SIGNIFICANT ACCOUNTING POLICIES

2.01 Basis for preparation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, and the provisions of the Companies Act, 2013 ('Act') to the extent notified. The Ind AS are prescribed under section 133 of the Act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereof.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 49 days for the purpose of current/ non-current classification of assets and liabilities.

2.02 Key accounting estimates and judgments

The preparation of standalone financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgements based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognized prospectively.

2.03 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable net off returns, discounts and breakages, and taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 115 issued by the Institute of Chartered Accountants of India ("ICAI"), the recovery of excise duty flows to the Company on its own account and

hence is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty. However, sales tax/ value added tax (VAT), goods and services tax are not received by the Company on its own account and are taxes collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.

2.04 Expenditure

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

2.05 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management.

The Company depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Asset class	Useful Life (in years)
Building and civil work	
Roads	10
Labour Quarters	15
Factory Buildings	30
Computer Hardware	3
Electrical Installation	25
Furniture and Fixtures	10
Office Equipment	5
Plant & Machinery	25
Tubwell	5
Vehicles	8

The residual values, useful lives and methods of depreciation and amortization of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.06 Cash and cash equivalents

Cash and cash equivalent in the balance sheet and cash flow statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.07 Impairment

i) Financial Assets (other than at fair value)

The company assesses at each date of balance sheet whether a financial asset or a company of financial assets is impaired. IND AS 109 required expected credit losses to be measured through a loss allowance. The company recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute of financial transaction. For all other financial asset,

expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ii) Non-financial assets

Tangible and Intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flow that are largely independent of those from other assets. In such, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount of the asset (or CGU) is reduced to its recoverable amount. An important loss is recognized in the statement of profit and loss.

2.08 Inventories

Inventories are stated at lower of cost and net realizable value. Costs are arrived at as follows:

- (i) Raw materials, components, packing material, stores and spares on weighted average basis.
- (ii) Stock in process and finished goods taking into account the annual average cost of materials consumed, direct production expenses, interest, depreciation and related Government duties.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.09 Foreign Currency Transactions

The functional currency of the Company is the Indian rupee (INR). These financial statements are presented in INR.

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised as income or expenses in the period in which they arise.

2.10 Retirement and other employee benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services. These benefits include performance incentives and compensated absences.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund. The Company has no obligation other than the contribution payable to the Provident Fund.

The Company's contribution is recognised as an expense in the

Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss - Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income.

Remeasurements, comprising actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

2.11 Taxes on Income

Current income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is also recognised outside profit or loss (either in OCI or in equity in correlation to the underlying transaction). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of business losses and unabsorbed depreciation. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of business losses and unabsorbed depreciation can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity).

Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.12 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement, if any.

2.13 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

2.14 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. These exchange difference are presented in finance cost to the extent which the exchange loss does not exceed the difference between the cost of borrowing in functional currency when compared to the cost of borrowing in a foreign currency.

2.15 Earnings per equity share ('EPS')

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit

attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.16 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and liabilities are recognised when the company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of financial asset gave rise on specified dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

Financial asset at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss immediately recognized in statement of profit and loss.

Financial liabilities

Financial liabilities which carry a floating rate of interest are measured at amortised cost using the effective interest method.

Equity Instruments

An equity instrument is a contract that evidences residual interest in the asset of the company after deducting all its liabilities. Equity instrument by the company are recognised at the proceeds received net of direct issue cost.

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2025

3. Property, Plant and Equipment

(Rs. in Lakhs)

	Land freehold	Buildings & civil works	Plant & machinery	Furniture & fixtures	Office equipment	Vehicles	Total	Capital Work in Progress	Grand Total
Gross Block									
Balance as at April 1, 2023	297.85	4,157.49	21,239.46	58.71	197.27	994.21	26,944.99	4,404.59	31,349.58
Additions	-	1,933.21	3,340.85	11.92	12.32	-	5,298.30	1,389.76	6,688.06
Disposals & Adjustments	-	-	-	-	-	13.81	13.81	5,274.06	5,287.87
Balance as at March 31, 2024	297.85	6,090.70	24,580.31	70.63	209.59	980.40	32,229.48	520.29	32,749.77
Additions	-	265.88	1,180.33	57.47	12.25	37.78	1,553.71	3,246.79	4,800.50
Disposals & Adjustments	-	-	503.69	-	-	-	503.69	1,446.22	1,949.91
Balance as at March 31, 2025	297.85	6,356.58	25,256.95	128.10	221.84	1,018.18	33,279.50	2,320.86	35,600.36
Accumulated Depreciation									
Balance as at April 1, 2023	-	1,203.36	5,688.02	39.15	170.39	782.28	7,883.20	-	7,883.20
Additions	-	165.52	870.89	3.61	9.70	74.89	1,124.61	-	1,124.61
Disposals & Adjustments	-	-	-	-	-	11.47	11.47	-	11.47
Balance as at March 31, 2024	-	1,368.88	6,558.91	42.76	180.09	845.70	8,996.34	-	8,996.34
Additions	-	196.29	962.74	6.77	4.67	74.72	1,245.19	-	1,245.19
Disposals & Adjustments	-	-	287.52	-	-	-	287.52	-	287.52
Balance as at March 31, 2025	-	1,565.17	7,234.13	49.53	184.76	920.42	9,954.01	-	9,954.01
Net Block									
Balance as at March 31, 2024	297.85	4,721.82	18,021.40	27.87	29.50	134.70	23,233.14	520.29	23,753.43
Balance as at March 31, 2025	297.85	4,791.41	18,022.82	78.57	37.08	97.76	23,325.49	2,320.86	25,646.35

3.1 Ageing of Capital work in progress

Balance as at March 31, 2025

(Rs. in Lakhs)

Particulars	< 1 year	1 - 2 year	2 - 3 year	> 3 year	Total
Cane line palnt and machinery	2,320.86	-	-	-	2,320.86

Balance as at March 31, 2024

(Rs. in Lakhs)

Particulars	< 1 year	1 - 2 year	2 - 3 year	> 3 year	Total
Cane line palnt and machinery	520.29	-	-	-	520.29

4. Intangible Assets

(Rs. in Lakhs)

	ERP-Computer softwares	Intangible assets under development	Total
Gross Block			
Balance as at April 1, 2023	147.31	-	147.31
Additions	5.24	-	5.24
Disposals & Adjustments	-		-
Balance as at March 31, 2024	152.55	-	152.55
Additions	2.48	-	2.48
Disposals & Adjustments			-
Balance as at March 31, 2025	155.03	-	155.03
Accumulated Amortisation			
Balance as at April 1, 2023	108.80	-	108.80
Additions	28.28		28.28
Disposals & Adjustments	-	-	-
Balance as at March 31, 2024	137.08	-	137.08
Additions	5.67		5.67
Disposals & Adjustments	-	-	-
Balance as at March 31, 2025	142.75	-	142.75
Net Block			
Balance as at March 31, 2024	15.47	-	15.47
Balance as at March 31, 2025	12.28	-	12.28

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

		As At 31.03.2025	As At 31.03.2024
5.	Investment - Non Current		
	Investment in Subsidiaries - (Unquoted) - valued at cost		
	5,60,00,000 (P.Y. 5,10,00,000) Fully Paid Equity Shares of Rs.10 each in Woodpecker Distilleries & Breweries Private Limited.	6,100.00	6,100.00
	3,50,00,000 (P.Y. 3,50,00,000) Fully Paid Equity Shares of Rs.10 each in Som Distilleries & Breweries Odisha Private Limited	3,500.00	3,500.00
	26,000 (P.Y. 0) Fully Paid Equity Shares of Rs.10 each in Woodpecker Greenagri Nutrients Private Limited	0.26	-
	Investment in Mutual Fund	0.01	0.01
	Total	9,600.27	9,600.01
6.	Loans - Non Current		
	Loans to subsidiaries	14,879.99	12,965.71
	Total	14,879.99	12,965.71
7.	Other Financial Assets		
	Non Current		
	Security deposits considered good - Unsecured	2,046.12	1,801.78
	Total	2,046.12	1,801.78
8.	Other Non- Current Assets		
	Capital Advances	1,301.24	1,540.95
	Total	1,301.24	1,540.95
9.	Inventories		
	Raw materials	777.58	550.51
	Stores, Consumables & packing materials	3,322.78	5,605.60
	Stock in process	629.90	1,038.71
	Finished goods	6,050.14	4,298.64
	Total	10,780.40	11,493.46
10.	Trade Receivables		
	Trade receivables considered good - unsecured	14,537.71	14,744.94
	Total	14,537.71	14,744.94

Trade receivables ageing schedule for the year ended as on March 31, 2025

Particulars	Outstanding for following periods from due date of payments					
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 year	Total
Undisputed trade Receivables - considered good	13,649.21	558.06	227.62	102.82	-	14,537.71

Trade receivables ageing schedule for the year ended as on March 31, 2024

Particulars	Outstanding for following periods from due date of payments					
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 year	Total
Undisputed trade Receivables - considered good	13,833.30	572.59	233.55	105.50	-	14,744.94

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

		As At 31.03.2025	As At 31.03.2024
11.	Cash and Cash Equivalents		
	Cash in hand	202.94	53.05
	Balance With Scheduled Banks		
	Current Accounts	408.73	54.20
	Deposit Accounts	675.10	641.63
	Total	1,286.77	748.88
12.	Other Bank Balances		
	Unpaid Dividend Accounts	53.79	55.21
	Total	53.79	55.21
13.	Loans		
	Loans and advances to other - considered good	4,715.00	-
	Total Loans	4,715.00	-
14.	Current Tax Assets		
	Balance with revenue authority	1,087.18	289.06
	Total	1,087.18	289.06
15.	Other Current Assets		
	Staff Advances	72.61	101.99
	Prepaid Expenses	1,280.16	988.22
	Advances to suppliers	6,142.45	5,399.86
	Advances to Related Parties	1,266.47	-
	MAT Credit Entitlement	700.49	656.50
	Other Assets	644.50	467.24
	Total	10,106.68	7,613.81
16.	Equity Share Capital		
	Authorized		
	25,00,00,000 Equity Shares of Rs. 2/- each	5,000.00	5,000.00
	[Previous year-10,00,00,000 Equity Shares of Rs. 5/- each]		
	Issued, Subscribed and Fully Paid		
	20,59,01,312 Equity Shares of Rs. 2/- each		
	[Previous year 7,37,64,573 Equity Shares of Rs. 5/- each]	4,118.03	3,899.77

Par Value Per Share:

The Company has only one class of equity shares having par value of Rs. 2/- each.

Reconciliation of No. of Shares:

Particulars	No. of shares as on 31.03.2025	No. of shares as on 31.03.2024
Equity share at the beginning of the year	7,79,95,373	7,37,64,573
Add : Shares arising out of sub-division*	11,69,93,059	-
Add : Issued during the year*	1,09,12,880	42,30,800
Less: Buyback during the year	-	-
Equity share at the end of the year	20,59,01,312	7,79,95,373

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS (CONTD.)

***Note-**

The resolution was passed at extra-ordinary general meeting of the members of the company on 30th April, 2024 for sub-division of equity share capital of the company from a face value of Rs. 5/- each to face value of Rs. 2 each ("Sub-Division")

For Period ending on 31.03.2025- "The company has allotted equity share pursuant to Right Issue, Preferential Issue and Conversion of warrants on 03.12.2024, 27.12.2024, 23.01.2025, 12.02.2025 and 22.02.2025 respectively"

(Rs. in Lakhs)

Terms/Rights attached to the shares

The Company has only one class of Equity Shares having par value of Rs.5/- per share. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the company after the distribution of all preferential amounts, in proportion to their shareholding.

Details of Shareholders holding more than 5% Shares in the Company.

Name of Shareholders	As at 31.03.2025		As at 31.03.2024	
	No. of Shares	%	No. of Shares	%
Sh. Jagdish Kumar Arora	4,92,43,272	23.92%	1,58,98,157	20.38%
Som Distilleries Private Limited	1,80,90,147	8.79%	72,36,059	9.28%

Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment : NIL

Aggregate number of Bonus Shares issued, Shares issued for consideration other than cash and shares bought back during the period from five years immediately preceeding the reporting date - NIL

Terms of conversion of any securities into equity/preference shares :

The company has neither Convertible preference shares nor debentures as on date of financial statement.

Calls unpaid:

As on date there are no unpaid calls are pending for payment. All the issued Equity Shares are fully paid.

Forfeited shares:

No equity shares of the Company have been forfeited.

Shareholding of Promoters

Changes in promoters holding during the year ended at March 31, 2025

Promoter name	As at March 31, 2025		As at March 31, 2024		% of Changes
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Jagdish Kumar Arora	4,92,43,272	23.92%	1,58,98,157	20.38%	209.74%
Som Distilleries Private Limited	1,80,90,147	8.79%	72,36,059	9.28%	150.00%
Deepak Arora	44,57,525	2.16%	11,69,010	1.50%	281.31%
Ajay Kumar Arora	35,84,797	1.74%	14,33,919	1.84%	150.00%
Aalok Deep Finance Private Limited	28,89,250	1.40%	11,55,700	1.48%	150.00%
Sunita Arora	8,05,115	0.39%	3,22,046	0.41%	150.00%
Natasha Arora	7,23,715	0.35%	2,89,486	0.37%	150.00%
Sweena Arora	-	0.00%	92	0.00%	-100.00%
Total	7,97,93,821	38.75%	2,75,04,469	35.26%	190.11%

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

	Particulars	As At 31.03.2025	As At 31.03.2024
17.	Other Equity		
	Share application money pending allotment (non-refundable)	-	3,207.29
	Capital reserve	245.56	39.30
	Securities premium	36,744.35	24,958.43
	Actuarial gain / (loss) on employee benefit plans through OCI:		
	Balance at the beginning of the year	15.25	16.15
	Other comprehensive income for the year	(28.55)	(0.90)
	Balance at the end of the year	(13.30)	15.25
	Retained earnings:		
	Balance at the beginning of the year	19,051.14	14,334.36
	Add: Profit/(loss) for the year after tax	5,772.47	4,716.78
	Balance at the end of the year	24,823.61	19,051.14
	Total	61,800.22	47,271.41

Nature and description of reserve:

- Capital reserve: Amount forfeited against share warrants is recognised in Capital reserve
- Securities premium: The amount received in excess of face value of the equity shares is recognised in Securities premium.
- Retained earnings: Remaining portion of profits earned or accumulated losses by the Company till date after appropriations.

		Non-current maturities		Current Maturities	
		As At 31.03.2025	As At 31.03.2024	As At 31.03.2025	As At 31.03.2024
18.	Non-current borrowings				
	Secured loans				
	Term loans from banks	80.22	1,067.32	986.26	1,029.01
	Vehicle loans from banks	24.74	-	3.45	-
	Unsecured loans				
	From others	435.53	3,355.50	-	-
	Total	540.49	4,422.82	989.71	1,029.01

Notes:

- Term loans from banks are secured by way of pari passu charged on factory land & building and plant & machinery.
- Interest on vehicle loans varies from 8.95% to 10.75% per annum. Tenor of these loans ranges from 3 to 5 years. Respective vehicles have been hypothecated to the lending institutions to secure their loans. Repayment of these loans is regular as per the fixed equated monthly installments.
- The Company is in compliance with the applicable financial debt covenants prescribed in the terms of borrowings. Also there has been no default in repayment of borrowings and payment of interest during the year.

		As At 31.03.2025	As At 31.03.2024
19.	Other Financial Liabilities		
	Non Current		
	Security Deposits and Retention considered as good - unsecured	896.31	613.81
	Total	896.31	613.81

(Rs. in Lakhs)

20.	Deferred tax liabilities (net)		
	Deferred tax liabilities:		
	Difference between depreciation as per books of account and the Income Tax Act 1961.	2,902.05	2,804.37
	Others	-	-
		2,902.05	2,804.37
	Deferred tax assets:		
	Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	26.42	712.07
	Unabsorbed depreciation & carried forward losses	-	-
		26.42	712.07
	Total	2,875.63	2,092.30

Notes:

- (a) Deferred tax assets are recognized to the extent that it is porbable that sufficient taxable profit will be available against which the carried forward lossess and unabsorbed depreciation can be utilized.
- (b) Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities.
- (c) Deferred tax assets and deferred tax liabilities relate to income taxes leived by the same taxation authority.

(Rs. in Lakhs)

	Particulars	Year Ended 31.03.2025	Year Ended 31.03.2024
20.1	Tax expense recognised in the Statement of Profit and Loss and OCI		
	Current tax (net of MAT credit entitlement)	689.89	1,217.00
	Deferred tax:		
	Origination and reversal of temporary difference through profit and loss	795.06	733.28
	Origination and reversal of temporary difference through other comprehensive income	(11.73)	(0.32)
	Total deferred tax expenses / (credit)	783.33	732.96
	Tax relating to earlier year	700.28	32.93
	Total tax expenses / (credit)	2,173.50	1,982.89
20.1	A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:		
	Particulars		
	Profit / (Loss) before tax	7,957.70	6,699.99
	Enacted income tax rate in India	29.12%	29.12%
	Income tax expenses as per enacted rate	2,317.28	1,951.04
	Difference due to:		
	Income / Expenses not considered for tax purpose	(143.78)	31.85
	Others		
	Total	2,173.50	1,982.89
	Effective Tax Rate	27.31%	29.60%
21.	Current borrowings		
	Secured		
	Cash Credit from Bank	2,958.62	2,442.14
	(Secured by way of hypothecation of entire current assets of the company)		
	Current maturities of long-term borrowing	989.71	1,029.01
	Total	3,948.33	3,471.15
22.	Trade payables		
	MSME	141.06	586.51
	Other than MSME	8,476.02	7,204.97
	Total	8,617.08	7,791.48

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2025

Trade payables ageing schedule As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 years	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	141.06	-	-	-	-	141.06
(ii) Others	7,747.52	260.06	199.59	80.70	188.15	8,476.02

Trade payables ageing schedule As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 years	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	586.51	-	-	-	-	586.51
(ii) Others	6,551.58	233.24	179.01	72.38	168.76	7,204.97

		Year Ended 31.03.2025	Year Ended 31.03.2024
23.	Other financial liabilities		
	- Current		
	Unpaid dividend*	53.79	55.21
	Bank overdraft	-	599.97
	Expenses & other payables	1,734.98	2,557.08
	Total	1,788.77	3,212.26
	* Unpaid dividend includes, dividend unpaid for the financial year 2015-16 & 2016-17 amounting to Rs. 12.13 Lakhs and Rs. 12.55 Lakhs respectively, which is pending to be transferred to Investor Education and Protection Fund due to technical reason.		
24.	Other current liabilities		
	Advances from customers	320.87	102.26
	Statutory dues payable	10,861.95	11,589.18
	Total	11,182.82	11,691.44
25.	Provisions		
	- Current		
	Employee Benefits		
	Gratuity	83.61	23.40
	Other Employee Benefits	202.49	132.87
	Total	286.10	156.27
26.	Revenue from operations		
	Sale of Products (including Excise duty)	92,582.23	82,398.08
	Other Operational revenues	4,518.94	6,076.33
	Total	97,101.17	88,474.41
27.	Other income		
	Interest	63.63	1,084.03
	Rent Received	0.89	2.28
	Profit on Sale of Fixed Assets	-	2.41
	Other Revenues	7.92	92.20
	Total	72.44	1,180.92

28.	Cost of Materials consumed		
	Opening Stocks	6,156.11	4,154.03
	Add: Purchases	49,677.66	51,437.64
	Less: Closing Stocks	(4,100.36)	(6,156.11)
	Total	51,733.41	49,435.56
29.	Purchase of stock in trade	-	-
30.	Changes in inventories of finished goods, stock-in-trade and work-in-progress		
	Opening stock:		
	Stock in process	1,038.71	1,000.54
	Finished goods	4,298.64	2,826.71
		5,337.35	3,827.25
	Closing stock:		
	Stock in process	629.90	1,038.71
	Finished goods	6,050.14	4,298.64
		6,680.04	5,337.35
	Increase / (Dcrease) in inventories	(1,342.69)	(1,510.10)
31.	Employee remuneration & benefits		
	Salaries, allowances & bonus	1,984.00	1,711.04
	Employer's contribution to Provident & Gratuity Fund	73.26	54.64
	Staff welfare expenses	61.59	67.83
	Total	2,118.85	1,833.51

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

31.01	Defined benefit plan		
	The required disclosures of employees benefits as per Ind AS – 19 are given hereunder:-		
(i)	In respect of Short Term Employee Benefits:		
	The Company has at present only the scheme of cumulative benefit of leave encashment payable at the end of each calendar year and the same have been provided for on accrual basis.		
(ii)	In respect of Defined Benefit Scheme (Based on Actuarial Valuation) of Gratuity:		
	Table Showing Changes in Present Value of Obligations:		
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Present value of the obligation at the beginning of the period	97.22	79.18
	Interest cost	7.05	5.94
	Current service cost	18.37	12.31
	Benefits paid (if any)	(1.86)	(0.67)
	Actuarial (gain)/loss	39.93	0.46
	Present value of the obligation at the end of the period	160.71	97.22
	Key results:		
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Present value of the obligation at the end of the period	160.71	97.22
	Fair value of plan assets at end of period	77.08	73.81
	Net liability/(asset) recognized in Balance Sheet and related analysis	83.63	23.41
	Funded Status - Surplus/ (Deficit)	(83.63)	(23.41)
	Expense recognized in the statement of Profit and Loss:		
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Interest cost	7.05	5.94
	Current service cost	18.37	12.31
	Expected return on plan asset	(4.98)	(5.03)
	Expenses to be recognized in P&L	20.44	13.22
	Other comprehensive (income)/expenses (Re-measurement)		
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Cumulative unrecognized actuarial (gain)/loss opening. B/F	(17.82)	(19.04)
	Actuarial (gain)/loss - obligation	39.93	0.46
	Actuarial (gain)/loss - plan assets	0.35	0.76
	Total Actuarial (gain)/loss	40.28	1.22
	Cumulative total actuarial (gain)/loss C/F	22.46	(17.82)
	Table showing changes in the Fair Value of Planned Assets		
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Fair value of plan assets at the beginning of the period	73.81	69.38
	Expected return on plan assets	4.98	5.03
	Contributions	0.50	0.83
	Benefits paid	(1.86)	(0.67)

	Actuarial gain/(loss) on plan assets	(0.35)	(0.76)
	Fair value of plan assets at the end of the period	77.08	73.81
	Table showing Fair Value of Planned Assets		
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Fair value of plan assets at the beginning of the period	73.81	69.38
	Actual return on plan assets	4.63	4.27
	Contributions	0.50	0.83
	Benefits paid	(1.86)	(0.67)
	Fair value of plan assets at the end of the period	77.08	73.81
	Actuarial Gain/(Loss) on Planned Assets		
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Actual return on plan assets	4.63	4.27
	Expected return on plan assets	4.98	5.03
	Actuarial gain/(loss)	(0.35)	(0.76)
	The assumptions employed for the calculations are tabulated		
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Discount rate	6.75 % per annum	7.50 % per annum
	Salary Growth Rate	5.00 % per annum	5.00 % per annum
	Mortality	IALM 2012-14	IALM 2012-14
	Withdrawal rate (Per Annum)	5.00% p.a	5.00% p.a

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant facts.

Funding arrangements and funding policy

The company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the company. Any deficit in the assets arising as results of such valuation is funded by the company.

Expected contribution during the next annual reporting period

	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	The Company's best estimate of Contribution during the next year	24.63	17.45

Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Particulars	As on March 31, 2024
Defined Benefit Obligation (Base)	1,60,70,622 @ Salary Increase Rate : 5%, and discount rate :6.75%
Liability with x% increase in Discount Rate	1,53,66,784; x=1.00% [Change (4)%]
Liability with x% decrease in Discount Rate	1,68,58,981; x=1.00% [Change 5%]
Liability with x% increase in Salary Growth Rate	1,68,64,772; x=1.00% [Change 5%]
Liability with x% decrease in Salary Growth Rate	1,53,49,249; x=1.00% [Change (4)%]
Liability with x% increase in Withdrawal Rate	1,60,83,727; x=1.00% [Change 0%]
Liability with x% decrease in Withdrawal Rate	1,60,50,316; x=1.00% [Change 0%]

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

		Year Ended 31.03.2025	Year Ended 31.03.2024
32.	Finance Costs		
	Interest to Bank & FIs	387.65	554.23
	Interest to Others	4.53	3.85
	Bank Charges	73.15	161.59
	Total	465.33	719.67
33.	Depreciation & amortisations		
	Depreciation on property, plant and equipment	1,245.19	1,124.62
	Amortisation on intangible assets	5.67	28.29
	Total	1,250.86	1,152.91
34.	Other Expenses		
	Power and fuel	1,149.67	1,075.10
	Rent	23.91	31.10
	Repairs		
	Machinery	1,866.57	1,641.01
	Others	329.30	132.07
	Insurance	72.28	87.03
	Rates and taxes (Other than on income)	2,943.84	3,345.43
	Other Manufacturing Exp	651.95	1,031.53
	Auditors Remuneration		
	(a) Audit fees	2.34	2.00
	(a) Audit fees	6.30	3.05
	Donations	-	151.34
	Corporate Social Responsibility	62.78	4.50
	Travelling & Conveyance	467.78	317.67
	Legal & Professional	215.61	362.44
	Sales promotion	3,606.97	3,166.19
	Advertisement & Publicity	237.20	115.00
	Freight outward	4,081.00	3,498.80
	Other selling expenses	700.31	582.93
	General expenses	565.48	519.10
	Loss-Sale of Asset	187.14	-
	Postage, Telegrams & Telephones	27.82	23.40
	Vehicle Running & Maintenance	60.69	54.47
	Total	17,258.94	16,144.16
35.	Basic and diluted shares used In computing earning per Share:		
(a)	Basic Earning per share		
	Total Comprehensive Income for the year	5,743.92	4,715.88
	Weighted average number of equity shares outstanding	19,69,79,693	19,28,43,910
		2.92	2.45
(b)	Diluted Earning per Share		
	Total Comprehensive Income for the year	5,743.92	4,715.88
	Weighted average number of equity shares outstanding	19,69,79,693	19,29,28,118
		2.92	2.44

36.	Contingent Liabilities		
i)	Claims against the Company not acknowledged as debts/ disputed *		
	• Commercial Tax Department	256.89	166
	• Income Tax Department	14.50	-
	• Income Tax Department	1,298.43	2,280
ii)	Guarantees given by Bankers on behalf of the Company not provided for	1,443.72	2,031
iii)	Corporate guarantee given to banks on behalf of others	18,103.00	12,739

* The Company has reviewed its pending litigations and expects that the outcome of the proceedings will not have any material effect on its financial positions.

37. Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instruments are disclosed.

A. Financial assets and liabilities

The break-up of financial assets and liabilities carried at amortized cost are as follows:

(Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Financial Assets:		
Cash and cash equivalents	1,340.56	804.09
Other bank balances	53.79	55.21
Trade receivables	14,537.71	14,744.94
Loans	19,594.99	12,965.71
Investments	9,600.27	9,600.01
Other Financial Assets	2,046.12	1,801.78
Total	47,173.44	39,971.74
Financial Liabilities:		
Trade and other payables	8,617.08	7,791.48
Borrowings	4,488.82	7,893.97
Other Financial Liabilities	12,079.13	12,305.25
Total	25,185.03	27,990.70

B. Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds unquoted investments in a wholly owned subsidiary.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The senior management reviews and agrees policies for managing each of these risks, which are summarized below.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include deposits, investments and borrowings.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the company's financial instruments will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rate relates primarily to the Company's borrowings with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on borrowings affected, with all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Impact on profit before tax		
Increase 0.25%	(10.13)	(11.35)
Decrease 0.25%	10.13	11.35

(b) Commodity price risk

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase and manufacture of Beer and therefore require a continuous supply of Barley. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. The following table shows the effect of price changes in Barley:

(Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Impact on profit before tax		
Increase 1%	(5.17)	(4.94)
Decrease 1%	5.17	4.94

ii) Credit risk

Credit risk is the risk of financial loss arising from counter party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and credit worthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the company result in material concentration of audit risk.

iii) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings. The table below summarises the maturity profile of the Company's financial liabilities:

(Rs. in Lakhs)

As At March 31, 2025	Maturities			Total Carrying Value
	Upto 1 year	1-2 year	> 2 year	
Financial Liabilities:				
Borrowings	3,948.33	83.68	456.81	4,488.82
Trade and other payables	8,617.08	-	-	8,617.08
Other Financial Liabilities	1,788.77	-	896.31	2,685.08
Total	14,354.18	83.68	1,353.12	15,790.98

(Rs. in Lakhs)

As At March 31, 2024	Maturities			Total Carrying Value
	Upto 1 year	1-2 year	> 2 year	
Financial Liabilities:				
Borrowings	3,471.15	986.26	3,436.56	7,893.97
Trade and other payables	7,791.48	-	-	7,791.48
Other Financial Liabilities	3,212.26	-	613.81	3,826.07
Total	14,474.89	986.26	4,050.37	19,511.52

38. The Company has borrowing from banks on the basis of security of current assets, and the statements of current assets filed by the Company with the banks are in agreement with books of accounts.
39. As per the information available with the company, the company has no outstanding balances in respect of payables, receivables, investments, share held by the company or any other outstanding balances with struck off companies.
40. The company is engaged in the business of manufacture and sale of Alcoholic beverages (Beer and IMFL) which constitutes a single business segment. The company's exports outside India did not exceed the threshold limits for disclosure as envisaged in IndAS 108 on "Operating Segments" issued by the Institute of Chartered Accountants of India. In view of the above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in IndAS - 108 are not applicable to the Company.

41. Corporate Social Responsibility (CSR)

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
a) Amount required to be spent by the company during the year	62.38	3.85
b) Amount of expenditure incurred	62.78	4.50
c) Shortfall at the end of the year	Nil	Nil
d) Total of previous years shortfall	Nil	Nil
e) Reason for shortfall	NA	NA
f) Nature of CSR activities for the purpose of :	CSR through Trust	CSR through Trust
g) Details of related party transactions	Nil	Nil

42. Disclosure Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186 of the Companies act, 2013. (Rs. in Lakhs)

Sr. No.	Name of the Company	Nature & purpose	As at March 31, 2025	As at March 31, 2024
(i)	Woodpecker Distilleries & Breweries Private Limited	Loan for business purposes	5,057.99	7,857.99
(ii)	SOM Distilleries & Breweries Odisha Private Limited	Loan for business purposes	9,822.00	5,107.72
(iii)	Woodpecker Distilleries & Breweries Private Limited	Corporate guarantee given for business purposes	9,670.00	6,170.00
(iv)	SOM Distilleries & Breweries Odisha Private Limited	Corporate guarantee given for business purposes	8,433.00	4,433.00
(v)	Aryavrat Projects and Developers Private Limited	Corporate guarantee given for business purposes	-	2,136.00

- 43) The disclosures in respect of Related Parties as required under Ind AS 24 'Related Party Disclosures' is stated herein below.

A). Details of related parties:

	Name of related parties	Description of relationship
a.	Subsidiary Companies	
i)	Woodpecker Distilleries & Breweries Private Limited	Subsidiary
ii)	Som Distilleries and Breweries Odisha Private Limited	Wholly owned subsidiary
b.	Directors, Key management personnel and their relatives	
i)	Jagdish Kumar Arora	Chairman & Managing Director
ii)	Nakul Kam Sethi	Whole time Director
iii)	Rajesh Kumar Dubey	Whole time Director from 28.01.2025
iv)	Dinesh Kumar Batra	Independent Director
v)	Rajat Batra	Independent Director from 28.01.2025
vi)	Uma Kant Samal	Independent Director
vii)	Satpal Kumar Arora	Independent Director
viii)	Shreyanshi Goel	Independent Director from 05.08.2024
ix)	Nishi Arora	Independent Director till 13.11.2024
xi)	Nitin Malviya	Chief Finance Officer from 28.01.2025
xii)	Om Prakash Singh	Company Secretary
c.	Enterprises over which key management personnel are able to exercise significant influence.	
i)	Som Distilleries Private Limited	
ii)	Aryavrat Projects and Developers Private Limited	
iii)	Legend Distilleries Private Limited	
iv)	Woodpecker Greenagri Nutrients Private Limited	

B). Transactions with related parties:

(Rs. in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Woodpecker Distilleries & Breweries Private Limited		
Purchases	120.70	4.79
Sales	2,920.73	4,624.55
Loan repayment received during the year	2,800.00	600.00
Interest Income	-	740.08
- Loans and advances to subsidiaries (refer note no. 6)	5,057.99 Dr	7,857.99 Dr
- Trade receivables (refer note no. 10)	1,860.53 Dr	2,557.63 Dr
- Trade payables (refer note no. 21)	-	7.34 Cr
Net Closing Balance	6,918.52 Dr	10,408.28 Dr
Investments (refer note no. 5)	6,100.00	6,100.00
Corporate guarantee given	9,670.00	6,170.00
Som Distilleries & Breweries Odisha Private Limited		
Purchases	30	0.81

Sales	626	1,405.24
Loan given during the year	4,714	1,298.00
Interest Income	-	288.58
- Loans and advances to subsidiaries (refer note no. 6)	9,822.00 Dr	5,107.72
- Trade receivables (refer note no. 10)	-	986.51 Dr
Net Closing Balance	9,822.00 Dr	6,094.23Dr
Investments (refer note no. 5)	3,500.00	3,500.00
Corporate guarantee given	8,433.00	4,433.00
Som Distilleries Private Limited		
Purchases	3,245	2,589.00
Sales	578	92.37
Loan repayment during the year	-	778.71
- Advances to suppliers (refer note no. 14)	1,266.47 Dr	-
Net Closing Balance	1,266.47 Dr	-
Woodpecker Greenagri Nutrients Private Limited		
- Investment (refer note no. 5)	0.26	-
Legend Distilleries Private Limited		
Sales	-	0.99
Aryavrat Projects and Developers Private Limited		
Capital work in progress expenses	-	23.76
Advances given during the year	-	70.95
Corporate guarantee given	-	2,136.00
Key managerial personnel		
Remuneration	501.15	447.59
Independent director		
Sitting fees	12.00	9.90

44 Financial Ratios-

(Rs. in Lakhs)

Particulars	Terms	Numerator	Denominator	Year Ended 31.03.2025	Year Ended 31.03.2024	% Variance
(a) Current Ratio,	in times	Current assets	Current liabilities	1.65	1.33	24.17%
(b) Debt-Equity Ratio*	in times	Total Debt	Shareholder's Equity	0.07	0.20	-66.29%
(c) Debt Service Coverage Ratio**	in times	Earnings available for debt service i.e Net profit after tax plus Depreciation and Finance Costs	Debt Service	4.99	3.75	33.11%
(d) Return on Equity Ratio***	%	Net Profits after taxes	Average Shareholder's Equity	9.81	10.78	-8.98%
(e) Inventory turnover ratio	in times	Revenue from Operations	Average Inventory	8.72	9.09	-4.04%
(f) Trade Receivables turnover ratio	in times	Revenue from Operations	Average Trade Receivable	6.63	7.70	-13.88%
(g) Trade payables turnover ratio	in times	Cost of Materials Consumed + Purchase of Stock - in - Trade+Other Expenses	Average Trade Payables	8.16	9.52	-14.29%
(h) Net capital turnover ratio	in times	Revenue from Operations	Working Capital	5.80	10.26	-43.48%
(i) Net profit ratio	%	Net Profit	Revenue from Operations	5.92	5.33	10.98%
(j) Return on Capital employed****	%	Earning before interest and taxes	Capital Employed = Shareholder's fund + Current & Non-Current Borrowing	11.96	12.56	-4.76%
(k) Return on investment*****	%	Increase in Shareholder's fund	Shareholder's Fund at the start of period	28.82	40.84	-29.43%

- 45) The Company's pending litigations pertain to claim and cases occurring in the normal course of business. The Company has reviewed its pending litigations and expects that the outcome of the proceedings will not have any material effect on its financial positions.
- 46) Balances standing at the debit or credit in the accounts of various parties are subject to confirmation and reconciliation.
- 47) Previous year's figures have been regrouped/ restated wherever considered necessary to make them comparable to those of the current year.

As per our Report of even date
For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani
Partner
Membership No. 435066
BHOPAL
Dated: 28.05.2025
UDIN : 24435066BKFOHB8956

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN - 00224633

Sd/-
Nitin Malviya
(Chief Financial Officer)

Sd/-
Nakul K Sethi
(Director)
DIN - 06512548

Sd/-
Om Prakash
(Company Secretary)

**CONSOLIDATED
FINANCIAL
STATEMENTS
FY-2024-25**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SOM DISTILLERIES & BREWERIES LIMITED REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Report on the audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **M/S SOM DISTILLERIES & BREWERIES LIMITED, NEW DELHI** (hereinafter referred to as the "Holding Company") and its subsidiaries **"WOODPECKER DISTILLERIES & BREWERIES PRIVATE LIMITED"** and **"SOM DISTILLERIES & BREWERIES ODISHA PRIVATE LIMITED"** (Holding Company and its subsidiaries together referred to as "the Group"), which comprises the consolidated balance sheet as at 31st March 2025, the consolidated statement of Profit and Loss (including other comprehensive), the consolidated cash flow statement and consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2025, its consolidated **PROFIT** including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) as specified under section 143(10) of the Companies Act, 2013 as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters.

Key audit matters	How our audit addressed the key audit matter
Revenue from Operations <i>(Refer Note No. 2.03 "Revenue Recognition" and Note No. 26 "Revenue from operations" of consolidated financial statements)</i>	
Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the group expects to be entitled in exchange for those goods or services. Revenue is recognized to the extent it is probable that the economic benefits will flow to the group and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable net off returns, discounts and breakage, and taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government. Based on the Educational Material on Ind AS 115 issued by the Institute of Chartered Accountants of India ("ICAI"), the recovery of excise duty flows to the Group on its own account and hence is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the group on its own account, revenue includes excise duty. However, sales tax/value added tax (VAT), goods and services tax are not received by the group on its own account and are taxes collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.	Our procedures included the following: - Assessed the Group's revenue recognition accounting policy for sale of products. - Understood, evaluated and tested on sample basis the design and operating effectiveness of key internal controls over recognition and measurement of revenue. - Performed test of details on a sample basis and inspected the underlying accounting documents relating to sales accrual. - Tested on a sample basis, sales transactions near year end date. - Performed analytical procedures on revenue. - Assessed the disclosures in the consolidated financial statements in respect of revenue for compliance with disclosure requirements.

Other Information

The Holding company's management and Board of Directors is responsible for preparation of the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of

this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with governance for the Consolidated Financial Statements

The Holding company's management and Board of Directors is responsible for the matters stated in sub section (5) of Section 134 of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the group in accordance with the Accounting Principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group companies.

Auditor's Responsibility for audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a

material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the holding company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-

section (11) of Section 143 of the Companies Act, 2013, we provide "Annexure-A", a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet and Consolidated Statement of Profit and Loss (including other comprehensive), Consolidated Cash flow statement and Consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of written representations received from the directors of the holding company as on March 31, 2024, and taken on record by the Board of Directors of the holding company and the reports of the statutory auditors of the group companies, none of the directors of the group companies is disqualified as on March 31, 2024, from being appointed as a director in term of sub-section (2) of section 164 of the Companies Act, 2013.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the group with reference to these consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
- g) With respect to the other matter to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, as amended, in our opinion and to the best of our information and according to explanation given to us:
 - (a) According to the information provided by the management, there is no pending litigation which may impact the financial position of the Company. As referred in Note No. 34 and Note No. 43 of the consolidated financial statements.
 - (b) The Group does not have long term contracts including derivative contracts for which there are any material foreseeable losses.
 - (c) There has been no delay in transferring amount, required to be transferred, to the investor education and protection fund by the group. Except, in the holding company SOM Distilleries & Breweries Limited, there is an unpaid dividend for the financial year 2015-16 & 2016-17 amounting to Rs.12.13 Lakhs and Rs.12.55 Lakhs respectively, which is pending to be transferred to Investor Education and Protection Fund by the company. (Refer

note no. 23 of the consolidated financial statements)

- (d) (i) The respective Management of the holding company and its subsidiaries has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to accounts to the consolidated Financial Statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the group to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) The respective Management of the holding company and its subsidiaries has represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the group from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- (e) The group referred to as the Holding Company & its Subsidiaries, has not declared any interim or final dividend during the year.
- (f) Based on our examination, which included test checks and on the basis of management representation, the Company has used accounting software's for maintaining its books of account for the financial year ended 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C

BHOPAL
Dated: 28.05.2025

Sd/-
Rahul Dewani
Partner
Membership No. 435066
UDIN : 25435066BMKPXS8003

SOM DISTILLERIES & BREWERIES LIMITED

ANNEXURE A

Referred to in paragraph "Report on other legal and regulatory requirement" of our Independent Audit Report on the Consolidated Financial Statement of M/s. Som Distilleries and Breweries Limited

(xxi) According to the information and explanations given to us, and based on the Companies (Auditors Report) Order (CARO) reports issued by respective auditors of the companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements.

For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C

Sd/-
Rahul Dewani
Partner
Membership No. 435066
UDIN : 25435066BMKPXS8003

BHOPAL
Dated: 28.05.2025

ANNEXURE B

Report on the Internal Financial Controls with reference to the aforesaid Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the act") (Referred to in Para 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

In conjunction with our audit of the consolidated financial statements of M/s Som Distilleries & Breweries Limited, New Delhi (hereinafter referred to as "the holding company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of the holding company and its subsidiary companies, as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective companies policies, safeguarding the assets of the company, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information's, as required under the Companies Act 2013 (hereinafter referred to as "the Act").

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the relevant Guidance Note (Audit of Internal Financial Controls Over Financial Controls) and the Standards on Auditing, both, issued by the ICAI and are deemed prescribed under sub-section (10) of the section 143 of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statement. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements, was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements, and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements, included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to consolidated financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A Company's internal financial control with reference to consolidated

financial statements, is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's internal financial control with reference to consolidated financial statements includes those policies and procedures that;

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements, to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements, may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C

Sd/-
Rahul Dewani
Partner

BHOPAL
Dated: 28.05.2025

Membership No. 435066
UDIN : 25435066BMKPXS8003

CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH 2025

(Rs. in Lakhs)

PARTICULARS	NOTE	AS AT 31.03.2025	AS AT 31.03.2024
ASSETS			
(1) Non-current Assets			
(a) Property, plant and equipment	3	62,211.64	50,447.40
(b) Capital work-in-progress	3	2,320.86	6,836.24
(c) Other intangible assets	4	12.28	15.47
(d) Financial assets			
(i) Investments	5	0.27	0.01
(ii) Other financial assets	6	2,631.53	2,138.16
(e) Other non-current assets	7	1,522.82	1,955.58
Total non-current assets		68,699.40	61,392.86
(2) Current Assets			
(a) Inventories	8	18,926.31	18,231.39
(b) Financial assets			
(i) Trade receivables	9	25,394.77	24,158.88
(ii) Cash and cash equivalents	10	1,945.02	1,286.67
(iii) Other bank balances	11	53.79	55.21
(iv) Loans	12	4,715.00	-
(c) Current tax assets	13	2,210.08	837.83
(d) Other current assets	14	12,391.11	11,416.52
Total Current Assets		65,636.08	55,986.50
Total Assets		1,34,335.48	1,17,379.36
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	15	4,118.03	3,899.77
(b) Other Equity	16	70,634.02	52,295.27
(c) Non-controlling		3,972.06	3,117.16
Total Equity		78,724.11	59,312.20
Liabilities			
(1) Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	3,513.39	9,923.77
(ii) Other	18	2,662.49	2,027.39
(b) Deferred Tax Liabilities	19	4,272.82	2,797.94
(c) Provisions		72.96	42.04
Total non current liabilities		10,521.66	14,791.14

PARTICULARS	NOTE	AS AT 31.03.2025	AS AT 31.03.2024
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	13,578.57	9,174.26
(ii) Trade Payables			
(a) total outstanding of micro, small and medium enterprises	22	182.87	889.52
(b) total outstanding other than micro, small and medium enterprises	22	15,297.60	15,636.92
(iii) Other Financial Liabilities	23	4,073.34	5,058.31
(b) Other Current Liabilities	24	11,429.05	12,185.22
(c) Provisions	25	528.28	331.79
Total Current Liabilities		45,089.71	43,276.02
Total equity and liabilities		1,34,335.48	1,17,379.36

The accompanying notes form an integral part of the consolidated financial statements.

As per our Report of even date
For AKB Jain & Co., Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani
Partner
Membership No. 435066
BHOPAL, Dated: 28.05.2025
UDIN : 24435066BKFOHC3250

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN - 00224633

Sd/-
Nitin Malviya
(Chief Financial Officer)

Sd/-
Nakul K Sethi
(Director)
DIN - 06512548

Sd/-
Om Prakash
(Company Secretary)

STATEMENT OF CONSOLIDATED PROFIT & LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

PARTICULARS	NOTE	YEAR ENDED 31.03.2025	YEAR ENDED 31.03.2024
Income			
Revenue from operations	26	2,83,072.98	2,46,428.96
Other Income	27	450.21	571.71
Total Income		2,83,523.19	2,47,000.67
Expenses:			
Cost of materials consumed	28	94,233.72	84,809.91
Changes in inventories of finished goods, stock-in-trade and work-in-progress	29	(1,652.98)	(1,581.96)
Excise duties		1,38,782.70	1,18,361.66
Employees remuneration & benefits	30	4,692.11	3,776.47
Finance costs	31	1,105.93	1,188.79
Depreciation & amortisations	32	2,596.61	2,134.80
Other expenses	33	29,397.21	26,117.86
Total expenses		2,69,155.30	2,34,807.53
Profit / (Loss) Before Tax		14,367.89	12,193.14
Tax Expenses			
Current tax		2,527.03	1,881.00
Mat credit entitlement		(840.35)	(41.74)
Previous year taxes		740.78	32.93
Deferred tax		1,490.80	1,671.39
Total tax		3,918.26	3,543.58
Profit/(Loss) for the year after tax		10,449.63	8,649.56
Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or (loss)		(56.78)	4.38
Income tax on above		15.92	(1.14)
		(40.86)	3.24
Total Comprehensive Income		10,408.77	8,652.80
Total Comprehensive income for the Period attributable to:			
a) Owners of the Company		9,553.87	8,535.64
b) Non-controlling interest		854.90	117.16
Earnings per equity share of face value of Rs.2/- each	34		
(1) Basic		5.28	4.49
(2) Diluted		5.28	4.48

The accompanying notes form an integral part of the consolidated financial statements.

As per our Report of even date
For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani
Partner
Membership No. 435066
BHOPAL
Dated: 28.05.2025
UDIN : 24435066BKFOHC3250

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN - 00224633

Sd/-
Nitin Malviya
(Chief Financial Officer)

Sd/-
Nakul K Sethi
(Director)
DIN - 06512548

Sd/-
Om Prakash
(Company Secretary)

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

	PARTICULARS	YEAR ENDED 31 MARCH, 2025	YEAR ENDED 31 MARCH, 2024
A.	Cash flow from operating activities:		
	Net profit/ (loss) before tax	14,367.89	12,193.14
	Adjustment for:		
	Depreciation & amortisations	2,596.61	2,134.80
	Interest expense	1,105.93	1,188.79
	Profit on sale of fixed assets	-	(2.41)
	Loss on sale of fixed assets	187.14	-
	Operating profit before working capital changes	18,257.57	15,514.32
	Movements in working capital:		
	Decrease/(increase) in inventories	(694.92)	(4,703.80)
	Decrease/(increase) in trade receivables	(1,235.89)	(9,944.07)
	Decrease/(increase) in short term loans	(4,715.00)	-
	Decrease/(increase) in other current assets	(974.59)	(1,729.89)
	Decrease/(increase) in current tax assets (net)	(1,372.25)	(583.95)
	Increase/(decrease) in trade payables	(1,045.97)	5,504.89
	Increase/(decrease) in other current financial liabilities	(983.55)	(435.93)
	Increase/(decrease) in other current liabilities	(812.95)	5,306.29
	Increase/(decrease) in long term provisions	30.92	10.59
	Increase/(decrease) in short term provisions	196.49	243.25
	Cash generated from operating activity before taxes	6,649.86	9,181.70
	Direct tax paid	(2,427.46)	(1,872.18)
	Net cash flow from operating activities	4,222.40	7,309.52
B.	Cash flow from investing activities:		
	Purchase of property, plant and equipment	(10,058.45)	(10,611.56)
	Proceeds from sale of property, plant and equipment	29.04	4.75
	Decrease/(increase) in investment	(0.26)	-
	Decrease/(increase) in non current assets	432.76	(50.33)
	Decrease/(increase) in long term financial assets	(493.38)	(630.54)
	Net cash flow from investing activities	(10,090.29)	(11,287.68)

	PARTICULARS	YEAR ENDED 31 MARCH, 2025	YEAR ENDED 31 MARCH, 2024
C.	Cash flow from financing activities:		
	Borrowings (net)	(2,006.07)	(5,121.46)
	Increase/(decrease) in other long term liabilities	635.10	(2,750.90)
	Proceeds from right shares issue	-	4,894.33
	Proceeds from preferential equity issue	9,003.14	4,687.50
	Proceeds from preferential equity warrants issue	-	3,540.62
	Interest paid	(1,105.93)	(1,188.79)
	Dividend paid	(1.42)	(4.93)
	Net cash flow from financing activities	6,524.82	4,056.37
	Net increase/(decrease) in cash and cash equivalents	656.93	78.21
	Cash and cash equivalents at the beginning of the year	1,341.88	1,263.67
	Cash and cash equivalents at the end of the year	1,998.81	1,341.88
	Components of cash and cash equivalents		
	Cash in hand	487.33	307.98
	With Banks - in current account	414.47	97.78
	With Banks - in deposit account	1,043.22	880.91
	Other bank balances	53.79	55.21
	Total Cash and cash equivalents	1,998.81	1,341.88

The accompanying notes form an integral part of the consolidated financial statements.

As per our Report of even date
For AKB Jain & Co., Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani (Partner)
Membership No. 435066
BHOPAL, Dated: 28.08.2025
UDIN : 24435066BKFOHC3250

Som Distilleries and Breweries Limited	
For and on Behalf of the Board	
Sd/- J.K. Arora (Chairman & Managing Director) DIN - 00224633	Sd/- Nakul K Sethi (Director) DIN - 06512548
Sd/- Nitin Malviya (Chief Financial Officer)	Sd/- Om Prakash (Company Secretary)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31ST MARCH 2025

A. EQUITY SHARE CAPITAL

(Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at begning of the year	3,899.77	3,688.23
Changes in equity share capital	218.26	211.54
Balance at end of the year	4,118.03	3,899.77

B. OTHER EQUITY

(Rs. in Lakhs)

Particulars	Share application money pending allotment (non-refundable)	Reserves and Surplus			Other comprehensive income	Total
		Capital Reserve	Securities Premium	Retained Earnings	Actuarial gain / (loss) on employee ben efit plans through OCI	
Balance as at April 1, 2023	-	39.30	18,254.81	15,528.58	26.02	33,848.71
Premium on issue of equity shares	3,207.29	-	-	-	-	3,207.29
Profit / (loss) during the year	-	-	6,703.63	-	-	6,703.63
Re-measurment of defined benefit plant	-	-	-	8,532.40	-	8,532.40
Dividends	-	-	-	-	3.24	3.24
Balance as at March 31, 2024	3,207.29	39.30	24,958.44	24,060.98	29.26	52,295.27
Balance as at April 1, 2024	3,207.29	39.30	24,958.44	24,060.98	29.26	52,295.27
Share application money	9,003.14	-	-	-	-	9,003.14
Share application money forfeited	(206.26)	206.26	-	-	-	-
Issue of equity shares	(218.26)	-	-	-	-	(218.26)
Premium on issue of equity shares	(11,785.91)	-	11,785.91	-	-	-
Profit / (loss) during the year	-	-	-	9,594.73	-	9,594.73
Re-measurment of defined benefit plant	-	-	-	-	(40.86)	(40.86)
Balance as at March 31, 2025	-	245.56	36,744.35	33,655.71	(11.60)	70,634.02

As per our Report of even date
For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani
Partner
Membership No. 435066
BHOPAL
Dated: 28.05.2025
UDIN: 24435066BKFOHC3250

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN - 00224633

Sd/-
Nitin Malviya
(Chief Financial Officer)

Sd/-
Nakul K Sethi
(Director)
DIN - 06512548

Sd/-
Om Prakash
(Company Secretary)

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2025

1. GROUP INFORMATION

SOM Distilleries & Breweries Limited (the 'Company') is a public company domiciled in India and incorporated under the provisions of Companies Act, 1956. Its shares are listed on the National Stock Exchange and Bombay Stock Exchange. The Company is engaged in the manufacture and sale of Beer and Indian Made Foreign Liquor (IMFL). The Company is a market leader in Beer in the State of Madhya Pradesh. The Company caters to both domestic and international markets.

The Company and its subsidiaries (Referred to as 'Group' herein under) have been considered in these consolidated financial statements. Companies considered in the consolidated financial statements are as follows:

Sr. No	Name of the company	Holding as on March 31, 2025
i)	Woodpecker Distilleries & Breweries Private Limited	78.87%
ii)	Som Distilleries and Breweries Odisha Private Limited	100.00%

The Group is engaged in the manufacture and sale of Beer and Indian Made Foreign Liquor (IMFL).

2. SIGNIFICANT ACCOUNTING POLICIES

2.01 Basis for preparation

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, and the provisions of the Companies Act, 2013 ('Act') to the extent notified. The Ind AS are prescribed under section 133 of the Act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereof.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as 49 days for the purpose of current/ non-current classification of assets and liabilities.

2.02 Key accounting estimates and judgments

The preparation of standalone financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgements based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognized prospectively.

2.03 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group

expects to be entitled in exchange for those goods or services.

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable net off returns, discounts and breakages, and taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 115 issued by the Institute of Chartered Accountants of India ("ICAI"), the recovery of excise duty flows to the Company on its own account and hence is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Group on its own account, revenue includes excise duty. However, sales tax/ value added tax (VAT), goods and services tax are not received by the Group on its own account and are taxes collected on value added to the commodity by the seller on behalf of the government. Accordingly, these are excluded from revenue.

2.04 Expenditure

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

2.05 Property, plant and equipment

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management.

The Group depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Asset class	Useful Life (in years)
Building and civil work	
Roads	10
Labour Quarters	15
Factory Buildings	30
Computer Hardware	3
Electrical Installation	25
Furniture and Fixtures	10
Office Equipment	5
Plant & Machinery	25
Tubwell	5
Vehicles	8

The residual values, useful lives and methods of depreciation and amortization of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted

prospectively, if appropriate.

2.06 Cash and cash equivalents

Cash and cash equivalent in the balance sheet and cash flow statement comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.07 Impairment

i) Financial Assets (other than at fair value)

The Group assesses at each date of balance sheet whether a financial asset or a company of financial assets is impaired. IND AS 109 required expected credit losses to be measured through a loss allowance. The Group recognizes lifetime expected losses for all contract assets and/or all trade receivables that do not constitute of financial transaction. For all other financial asset, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ii) Non-financial assets

Tangible and Intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flow that are largely independent of those from other assets. In such, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount of the asset (or CGU) is reduced to its recoverable amount. An important loss is recognized in the statement of profit and loss.

2.08 Inventories

Inventories are stated at lower of cost and net realizable value. Costs are arrived at as follows:

- (i) Raw materials, consumables, packing material, stores and spares on weighted average basis.
- (ii) Stock in process and finished goods taking into account the annual average cost of materials consumed, direct production expenses, interest, depreciation and related Government duties.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.09 Foreign Currency Transactions

The functional currency of the Group is the Indian rupee (INR). These financial statements are presented in INR.

Transactions in foreign currencies are initially recorded by the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised as income or expenses in the period in which they arise.

2.10 Retirement and other employee benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services. These benefits include performance incentives and compensated absences.

Post-Employment Benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity. The Group makes specified monthly contributions towards Provident Fund. The Group has no obligation other than the contribution payable to the Provident Fund.

The Group's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation done as per projected unit credit method, carried out by an independent actuary at the end of the year.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss - Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income.

Remeasurements, comprising actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

2.11 Taxes on Income

Current income tax

Current income tax liabilities are measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is also recognised outside profit or loss (either in OCI or in equity in correlation to the underlying transaction). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of business losses and unabsorbed depreciation. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of business losses and unabsorbed depreciation can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.12 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement, if any.

2.13 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the standalone financial statements.

2.14 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. These exchange difference are presented in finance cost to the extent which the exchange loss does not exceed the difference between the cost of borrowing in functional currency when compared to the cost of borrowing in a foreign currency.

2.15 Earnings per equity share ('EPS')

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

2.16 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets and liabilities are recognised when the group becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of financial asset gave rise on specified dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

Financial asset at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss immediately recognized in statement of profit and loss.

Financial liabilities

Financial liabilities which carry a floating rate of interest are measured at amortised cost using the effective interest method.

Equity Instruments

An equity instrument is a contract that evidences residual interest in the asset of the company after deducting all its liabilities. Equity instrument by the company are recognised at the proceeds received net of direct issue cost.

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2025

3. Property, Plant and Equipment

(Rs. in Lakhs)

	Land freehold	Buildings & civil works	Plant & machinery	Furniture & fixtures	Office equipment	Vehicles	Total	Capital Work in Progress	Grand Total
Gross Block									
Balance as at April 1, 2023	2,271.55	10,358.73	36,365.27	95.44	257.15	1,046.05	50,394.19	9,716.51	60,110.70
Additions	86.48	2,469.21	10,841.92	33.13	28.47	27.35	13,486.56	10,353.35	23,839.91
Disposals & Adjustments	-	-	-	-	-	13.81	13.81	13,233.62	13,247.43
Balance as at March 31, 2024	2,358.03	12,827.94	47,207.19	128.57	285.62	1,059.59	63,866.94	6,836.24	70,703.18
Additions	-	1,572.83	12,572.72	78.38	32.34	315.08	14,571.35	9,630.17	24,201.52
Disposals & Adjustments	-	-	503.70	-	-	-	503.70	14,145.55	14,649.25
Balance as at March 31, 2025	2,358.03	14,400.77	59,276.21	206.95	317.96	1,374.67	77,934.59	2,320.86	80,255.45
Accumulated Depreciation									
Balance as at April 1, 2023	-	2,109.43	8,128.50	56.06	221.14	809.38	11,324.51	-	11,324.51
Additions	-	375.38	1,619.20	7.38	23.13	81.41	2,106.50	-	2,106.50
Disposals & Adjustments	-	-	-	-	-	11.47	11.47	-	11.47
Balance as at March 31, 2024	-	2,484.81	9,747.70	63.44	244.27	879.32	13,419.54	-	13,419.54
Additions	-	423.68	2,036.69	19.12	9.94	101.50	2,590.93	-	2,590.93
Disposals & Adjustments	-	-	287.52	-	-	-	287.52	-	287.52
Balance as at March 31, 2025	-	2,908.49	11,496.87	82.56	254.21	980.82	15,722.95	-	15,722.95
Net Block									
Balance as at March 31, 2024	2,358.03	10,343.13	37,459.49	65.13	41.35	180.27	50,447.40	6,836.24	57,283.64
Balance as at March 31, 2025	2,358.03	11,492.28	47,779.34	124.39	63.75	393.85	62,211.64	2,320.86	64,532.50

3.1 Ageing of Capital work in progress

Balance as at March 31, 2025

(Rs. in Lakhs)

Particulars	< 1 year	1 - 2 year	2 - 3 year	> 3 year	Total
Cane line palnt and machinery	2,320.86	-	-	-	2,320.86

Balance as at March 31, 2024

(Rs. in Lakhs)

Particulars	< 1 year	1 - 2 year	2 - 3 year	> 3 year	Total
Cane line palnt and machinery	6,836.24	-	-	-	6,836.24

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2025

4. Intangible Assets

(Rs. in Lakhs)

	ERP-Computer softwares	Intangible assets under development	Total
Gross Block			
Balance as at April 1, 2023	147.31	-	147.31
Additions	5.24	-	5.24
Disposals & Adjustments	-	-	-
Balance as at March 31, 2024	152.55	-	152.55
Additions	2.48	-	2.48
Disposals & Adjustments	-	-	-
Balance as at March 31, 2025	155.03	-	155.03
Accumulated Amortisation			
Balance as at April 1, 2023	108.80	-	108.80
Additions	28.28	-	28.28
Disposals & Adjustments	-	-	-
Balance as at March 31, 2024	137.08	-	137.08
Additions	5.67	-	5.67
Disposals & Adjustments	-	-	-
Balance as at March 31, 2025	142.75	-	142.75
Net Block			
Balance as at March 31, 2024	15.47	-	15.47
Balance as at March 31, 2025	12.28	-	12.28

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

	Particulars	As At 31.03.2025	As At 31.03.2024
5.	Investment - Non Current		
	26,000 (P.Y. 0) Fully Paid Equity Shares of Rs.10 each in Woodpecker Greenagri Nutrients Private Limited	0.26	-
	Investment in Mutual Fund	0.01	0.01
	Total	0.27	0.01
6	Other Financial Assests		
	Non Current		
	Security deposits considered good - unsecured	2,631.53	2,138.16
	Total	2,631.53	2,138.16
7.	Other Non-Current Financial Assets		
	Capital Advances	1,522.82	1,955.58
	Total	1,522.82	1,955.58
8.	Inventories		
	Raw materials	2,104.24	1,526.48
	Stores, Consumables & packing materials	7,766.24	9,302.06
	Stock in process	1,477.70	1,725.38
	Finished goods	7,578.13	5,677.47
	Total	18,926.31	18,231.39
9.	Trade Receivables		
	Trade receivables considered good - unsecured	25,394.77	24,158.88
	Total	25,394.77	24,158.88

Trade receivables ageing schedule for the year ended as on March 31, 2025

Particulars	Outstanding for following periods from due date of payments					
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 year	Total
Undisputed trade Receivables - considered good	24,372.72	658.58	251.61	111.86	-	25,394.77

Trade receivables ageing schedule for the year ended as on March 31, 2024

Particulars	Outstanding for following periods from due date of payments					
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 year	Total
Undisputed trade Receivables - considered good	23,181.20	629.99	240.69	107.00	-	24,158.88

	Particulars	As At 31.03.2025	As At 31.03.2024
10.	Cash and Cash Equivalents		
	Cash in hand	487.33	307.98
	Balance With Scheduled Banks		
	Current Accounts	414.47	97.78
	Deposit Accounts	1,043.22	880.91
	Total	1,945.02	1,286.67

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

	Particulars	As At 31.03.2025	As At 31.03.2024
11.	Other Bank Balances		
	Unpaid Dividend Accounts	53.79	55.21
	Total	53.79	55.21
12.	Loans - Current		
	Loans and advances to other - considered good	4,715.00	-
	Total	4,715.00	-
13.	Current Tax Assets		
	Balance with revenue authority	2,210.08	837.83
	Total	2,210.08	837.83
14.	Other Current Assets		
	Staff Advances	96.72	134.93
	Prepaid Expenses	2,571.24	2,240.45
	Advances to suppliers	6,880.12	7,823.93
	Advances to Related Parties	1,266.97	0.40
	MAT Credit Entitlement	931.56	749.58
	Other Assets	644.50	467.23
	Total	12,391.11	11,416.52
15.	Equity Share Capital		
	Authorized		
	25,00,00,000 Equity Shares of Rs. 2/- each	5,000.00	4,000.00
	[Previous year-8,00,00,000 Equity Shares of Rs. 5/- each]		
	Issued, Subscribed and Fully Paid		
	20,59,01,312 Equity Shares of Rs.2/- each		
	[Previous year 7,79,95,373 Equity Shares of Rs.5/- each]	4,118.03	3,899.77

Par Value Per Share:

The Company has only one class of equity shares having par value of Rs. 5/- each.

Reconciliation of No. of Shares:

Particulars	No. of shares as on 31.03.2025	No. of shares as on 31.03.2024
Equity share at the beginning of the year	7,79,95,373	7,37,64,573
Add : Shares arising out of sub-division*	11,69,93,059	-
Add : Issued during the year*	1,09,12,880	42,30,800
Less: Buyback during the year	-	-
Equity share at the end of the year	20,59,01,312	7,79,95,373

***Note-**

The resolution was passed at extra-ordinary general meeting of the members of the company on 30th April, 2024 for sub-division of equity share capital of the company from a face value of Rs. 5/- each to face value of Rs. 2 each ("Sub-Division")

For Period ending on 31.03.2025- "The company has allotted equity share pursuant to Right Issue, Preferential Issue and Conversion of warrants on 03.12.2024, 27.12.2024, 23.01.2025, 12.02.2025 and 22.02.2025 respectively"

Terms/Rights attached to the shares

The Company has only one class of Equity Shares having par value of Rs.5/- per share. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the company after the distribution of all preferential amounts, in proportion to their shareholding.

Details of Shareholders holding more than 5% Shares in the Company.

Name of Shareholders	As at 31.03.2025		As at 31.03.2024	
	No. of Shares	%	No. of Shares	%
Sh. Jagdish Kumar Arora	4,92,43,272	23.92%	1,58,98,157	20.38%
Som Distilleries Private Limited	1,80,90,147	8.79%	72,36,059	9.28%

Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment : NIL

Aggregate number of Bonus Shares issued, Shares issued for consideration other than cash and shares bought back during the period from five years immediately preceeding the reporting date - NIL

Terms of conversion of any securities into equity/preference shares :

The company has neither Convertible preference shares nor debentures as on date of financial statement.

Calls unpaid:

As on date there are no unpaid calls are pending for payment. All the issued Equity Shares are fully paid.

Forfeited shares:

No equity shares of the Company have been forfeited.

Shareholding of Promoters

Changes in promoters holding during the year ended at March 31, 2025

Promoter name	As at March 31, 2025		As at March 31, 2024		% of Changes
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Jagdish Kumar Arora	4,92,43,272	23.92%	1,58,98,157	7.72%	209.74%
Som Distilleries Private Limited	1,80,90,147	8.79%	72,36,059	3.51%	150.00%
Deepak Arora	44,57,525	2.16%	11,69,010	0.57%	281.31%
Ajay Kumar Arora	35,84,797	1.74%	14,33,919	0.70%	150.00%
Aalok Deep Finance Private Limited	28,89,250	1.40%	11,55,700	0.56%	150.00%
Sunita Arora	8,05,115	0.39%	3,22,046	0.16%	150.00%
Natasha Arora	7,23,715	0.35%	2,89,486	0.14%	150.00%
Sweena Arora	-	0.00%	92	0.00%	-100.00%
Total	7,97,93,821	38.75%	2,75,04,469	13.36%	190.11%

	Particulars	As At 31.03.2025	As At 31.03.2024
16.	Other Equity		
	Share application money pending allotment (non-refundable)	-	3,207.29
	Capital reserve	245.56	39.30
	Securities premium	36,744.35	24,958.44
	Actuarial gain / (loss) on employee benefit plans through OCI:		
	Balance at the beginning of the year	29.26	26.02
	Other comprehensive income for the year	(40.86)	3.24
	Balance at the end of the year	(11.60)	29.26
	Retained earnings:		
	Balance at the beginning of the year	24,060.98	15,528.58
	Add: Profit/(loss) for the year after tax	9,594.73	8,532.40
	Balance at the end of the year	33,655.71	24,060.98
	Total	70,634.02	52,295.27

Nature and description of reserve:

- Capital reserve: Amount forfeited against share warrants is recognised in Capital reserve
- Securities premium: The amount received in excess of face value of the equity shares is recognised in Securities premium.
- Retained earnings: Remaining portion of profits earned or accumulated losses by the Company till date after appropriations.

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

	Particulars	Non-current maturities		Current Maturities	
		As At 31.03.2025	As At 31.03.2024	As At 31.03.2025	As At 31.03.2024
17.	Non-current borrowings				
	Secured loans				
	Term loans from banks	2,856.05	2,717.27	1,723.50	2,395.07
	Vehicle loans from banks	221.81	-	36.99	-
	Unsecured loans				
	From related parties	-	3,850.99	-	-
	From others	435.53	3,355.51	-	-
	Total	3,513.39	9,923.77	1,760	2,395

Notes:

- Term loans from banks are secured by way of pari passu charged on factory land & building and plant & machinery.
- Interest on vehicle loans varies from 8.95% to 10.75% per annum. Tenor of these loans ranges from 3 to 5 years. Respective vehicles have been hypothecated to the lending institutions to secure their loans. Repayment of these loans is regular as per the fixed equated monthly installments.

		As At 31.03.2025	As At 31.03.2024
18.	Other Financial Liabilities		
	Non Current		
	Security Deposits and Retention considered as good - unsecured	2,662.49	2,027.39
	Total	2,662.49	2,027.39
19.	Deferred tax liabilities (net)		
	Deferred tax liabilities:		
	Difference between depreciation as per books of account and the Income Tax Act 1961.	5,596.47	4,990.19
	Others		-
		5,596.47	4,990.19
	Deferred tax assets:		
	Impact of expenditure charged to the Statement of Profit and Loss in the current year but allowed for tax purposes on payment basis	51.67	724.33
	Unabsorbed depreciation & carried forward losses	1,271.98	1,467.92
		1,323.65	2,192.25
	Total	4,272.82	2,797.94

Notes:

- Deferred tax assets are recognized to the extent that it is porbable that sufficient taxable profit will be available against which the carried forward lossess and unabsorbed depreciation can be utilized.
- Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities.
- Deferred tax assets and deferred tax liabilities relate to income taxes leived by the same taxation authority.

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

	Particulars	Year Ended 31.03.2025	Year Ended 31.03.2024
19.1	Tax expense recognised in the Statement of Profit and Loss and OCI		
	Current tax (net of MAT credit entitlement)	1,687	1,839
	Deferred tax:		
	Origination and reversal of temporary difference through profit and loss	1,491	1,671
	Origination and reversal of temporary difference through other comprehensive income	(16)	1
	Total deferred tax expenses / (credit)	1,475	1,673
	Tax relating to earlier year	741	33
	Total tax expenses / (credit)	3,902	3,545
19.1	A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:		
	Profit / (Loss) before tax	14,368	12,193
	Enacted income tax rate in India	29.12%	29.12%
	Income tax expenses as per enacted rate	4,184	3,551
	Difference due to:		
	Income / Expenses not considered for tax purpose	(282)	(6)
	Others		
	Total	3,902	3,545
	Effective Tax Rate	27.16%	29.07%
20	Provisions		
	- Non current		
	Employee Benefits		
	Gratuity	72.96	42.04
	Total	72.96	42.04
21.	Current borrowings		
	Secured		
	Cash Credit from Bank	11,818.08	6,779.19
	(Secured by way of hypothecation of entire current assets of the company)		
	Current maturities of long-term borrowing	1,760.49	2,395.07
	Total	13,578.57	9,174.26
22.	Trade Payables		
	MSME	182.87	889.52
	Other than MSME	15,297.60	15,636.92
	Total	15,480.47	16,526.44

Trade payables ageing schedule As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 years	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	182.87	-	-	-	-	182.87
(ii) Others	13,338.44	780.11	718.67	230.43	229.95	15,297.60

Trade payables ageing schedule As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 years	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) MSME	889.52	-	-	-	-	889.52
(ii) Others	13,545.75	832.67	767.10	245.95	245.44	15,636.91

	Particulars	Year Ended 31.03.2025	Year Ended 31.03.2024
23.	Other financial liabilities		
	- Current		
	Unpaid dividend	53.79	55.21
	Bank overdraft	45.96	636.93
	Expenses & other payables	3,973.59	4,366.17
	Total	4,073.34	5,058.31
24.	Other current liabilities		
	Advances from customers	472.05	380.31
	Statutory dues payable	10,957.00	11,804.91
	Total	11,429.05	12,185.22
25.	Provisions		
	- Current		
	Employee Benefits		
	Gratuity	103.59	27.01
	Other Employee Benefits	424.69	304.78
	Total	528.28	331.79
26.	Revenue from operations		
	Sale of Products (including Excise duty)	2,79,052.12	2,43,755.61
	Other Operational revenues	4,020.86	2,673.35
	Total	2,83,072.98	2,46,428.96
27.	Other income		
	Interest	81.82	365.24
	Rent Received	0.89	2.28
	Profit on Sale of Fixed Assets	-	2.41
	Other Revenues	367.50	201.78
	Total	450.21	571.71
28.	Cost of Materials consumed		
	Opening Stocks	10,828.54	7,706.69
	Add: Purchases	93,275.66	87,931.76
	Less: Closing Stocks	(9,870.48)	(10,828.54)
	Total	94,233.72	84,809.91

29.	Changes in inventories of finished goods, stock-in-trade and work-in-progress		
	Opening stock:		
	Stock in process	1,725.38	1,505.57
	Finished goods	5,677.47	4,315.32
		7,402.85	5,820.89
	Closing stock:		
	Stock in process	1,477.70	1,725.38
	Finished goods	7,578.13	5,677.47
	Total	9,055.83	7,402.85
	Increase / (Dcrease) in inventories	(1,652.98)	(1,581.96)
30	Employee remuneration & benefits		
	Salaries, allowances & bonus	4,375.33	3,515.56
	Employer's contribution to Provident & Gratuity Fund	166.89	131.18
	Staff welfare expenses	149.89	129.73
	Total	4,692.11	3,776.47

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
30.1	Defined benefit plan		
	The required disclosures of employees benefits as per Ind AS – 19 are given hereunder:-		
(i)	In respect of Short Term Employee Benefits:		
	The Company has at present only the scheme of cumulative benefit of leave encashment payable at the end of each calendar year and the same have been provided for on accrual basis.		
(ii)	In respect of Defined Benefit Scheme (Based on Actuarial Valuation) of Gratuity:		
	Table Showing Changes in Present Value of Obligations:		
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Present value of the obligation at the beginning of the period	142.89	111.98
	Interest cost	10.36	8.40
	Current service cost	45.84	28.31
	Past Service Cost	-	-
	Benefits paid (if any)	(1.86)	(0.67)
	Actuarial (gain)/loss	56.43	(5.13)
	Present value of the obligation at the end of the period	253.66	142.89
	Key results:		
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Present value of the obligation at the end of the period	253.66	142.89
	Fair value of plan assets at end of period	77.09	73.82
	Net liability/(asset) recognized in Balance Sheet and related analysis	176.57	69.07
	Funded Status - Surplus/ (Deficit)	(176.57)	(69.07)
	Expense recognized in the statement of Profit and Loss:		
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Interest cost	10.36	8.40
	Current service cost	45.84	28.31
	Past Service Cost	-	-
	Expected return on plan asset	(4.98)	(5.03)
	Expenses to be recognized in P&L	51.22	31.68
	Other comprehensive (income)/expenses (Re-measurement)		
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Cumulative unrecognized actuarial (gain)/loss opening. B/F	(28.08)	(23.71)
	Actuarial (gain)/loss - obligation	56.43	(5.13)
	Actuarial (gain)/loss - plan assets	0.35	0.76
	Total Actuarial (gain)/loss	56.78	(4.37)
	Cumulative total actuarial (gain)/loss C/F	28.70	(28.08)

Table showing changes in the Fair Value of Planned Assets			
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Fair value of plan assets at the beginning of the period	73.82	69.39
	Expected return on plan assets	4.98	5.03
	Contributions	0.50	0.83
	Benefits paid	(1.86)	(0.67)
	Actuarial gain/(loss) on plan assets	(0.35)	(0.76)
	Fair value of plan assets at the end of the period	77.09	73.82
Table showing Fair Value of Planned Assets			
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Fair value of plan assets at the beginning of the period	73.82	69.39
	Actual return on plan assets	4.63	4.27
	Contributions	0.50	0.83
	Benefits paid	(1.86)	(0.67)
	Fair value of plan assets at the end of the period	77.09	73.82
Actuarial Gain/(Loss) on Planned Assets			
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Actual return on plan assets	4.63	4.27
	Expected return on plan assets	4.98	5.03
	Actuarial gain/(loss)	(0.35)	(0.76)
The assumptions employed for the calculations are tabulated			
	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
	Discount rate	6.75 % per annum	7.25 % per annum
	Salary Growth Rate	5.00 % per annum	5.00 % per annum
	Mortality	IALM 2012-14	IALM 2012-14
	Withdrawal rate (Per Annum)	5.00% p.a	5.00% p.a

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant facts.

Funding arrangements and funding policy

The company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the company. Any deficit in the assets arising as results of such valuation is funded by the company.

Expected contribution during the next annual reporting period

	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
	The Company's best estimate of Contribution during the next year	48.82	38.62

Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Particulars	As on March 31, 2025
Defined Benefit Obligation (Base)	1,60,70,622 @ Salary Increase Rate : 5%, and discount rate: 6.75%
Liability with x% increase in Discount Rate	1,53,66,784; x=1.00% [Change (4)%]
Liability with x% decrease in Discount Rate	1,68,58,981; x=1.00% [Change 5%]
Liability with x% increase in Salary Growth Rate	1,68,64,772; x=1.00% [Change 5%]
Liability with x% decrease in Salary Growth Rate	1,53,49,249; x=1.00% [Change (4)%]
Liability with x% increase in Withdrawal Rate	1,60,83,727; x=1.00% [Change 0%]
Liability with x% decrease in Withdrawal Rate	1,60,50,316; x=1.00% [Change 0%]

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FOR THE YEAR ENDED 31ST MARCH 2025

(Rs. in Lakhs)

	Particulars	Year Ended 31.03.2025	Year Ended 31.03.2024
31.	Finance Costs		
	Interest to Bank & FIs	945.20	985.78
	Interest to Others	4.53	3.86
	Bank Charges	156.20	199.15
	Total	1,105.93	1,188.79
32.	Depreciation & amortisations		
	Depreciation on property, plant and equipment	2,590.94	2,106.51
	Amortisation on intangible assets	5.67	28.29
	Total	2,596.61	2,134.80
33.	Other Expenses		
	Power and fuel	2,394.76	2,107.52
	Rent	59.18	56.89
	Repairs		
	Machinery	2,782.93	2,274.60
	Others	602.62	383.61
	Insurance	171.91	178.53
	Rates and taxes (Other than on income)	3,928.85	4,007.09
	Other Manufacturing Exp	2,044.29	2,053.49
	Auditors Remuneration		
	(a) Audit fees	2.34	2.00
	(b) Other Services	10.50	6.41
	Donations	0.40	151.85
	Corporate Social Responsibility	124.53	23.10
	Travelling & Conveyance	869.98	712.52
	Legal & Professional	289.76	397.61
	Sales promotion	6,495.87	5,283.20
	Advertisement & Publicity	237.20	121.26
	Freight outward	6,823.26	6,252.82
	Other selling expenses	1,162.44	954.20
	General expenses	1,094.52	1,054.92
	Loss-Sale of Asset	187.14	-
	Postage, Telegrams & Telephones	37.00	29.40
	Vehicle Running & Maintenance	77.73	66.84
	Total other expenses	29,397.21	26,117.86
34.	Basic and diluted shares used In computing earning per Share:		
(a)	Basic Earning per share		
	Total Comprehensive Income for the year	10,409	8,653
	Weighted average number of equity shares outstanding	19,69,79,693	19,28,43,910
		5.28	4.49
(b)	Diluted Earning per Share		
	Total Comprehensive Income for the year	10,409	8,653

	Weighted average number of equity shares outstanding	19,69,79,693	19,29,28,118
		5.28	4.48
35.	Contingent Liabilities		
i)	Claims against the Company not acknowledged as debts/ disputed *		
	• Commercial Tax Department	256.89	166.43
	• Central Goods and Service Tax	14.50	-
	• Income Tax Department	1,298.43	2,279.77
ii)	Guarantees given by Bankers on behalf of the Company not provided for	2,187.57	2,193.30
iii)	Corporate guarantee given to banks on behalf of others	-	3,569.00

* The Group has reviewed its pending litigations and expects that the outcome of the proceedings will not have any material effect on its financial positions.

36. Financial Instruments

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instruments are disclosed.

A. Financial assets and liabilities

The break-up of financial assets and liabilities carried at amortized cost are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Financial Assets:		
Cash and cash equivalents	1,998.81	1,341.88
Other bank balances	53.79	55.21
Trade receivables	25,394.77	24,158.88
Loans	4,715.00	-
Investments	0.27	0.01
Other Financial Assets	2,631.53	2,138.16
Total	34,794.17	27,694.14
Financial Liabilities:		
Trade and other payables	15,480.47	16,526.44
Borrowings	17,091.96	19,098.03
Other Financial Liabilities	6,735.83	7,085.70
Total	39,308.26	42,710.17

B. Financial risk management objectives and policies

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management ensures that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The senior management reviews and agrees policies for managing each of these risks, which are summarized below.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Financial instruments affected by market risk include deposits, investments and borrowings.

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rate relates primarily to the Group's borrowings with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on borrowings affected, with all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Impact on profit before tax		
Increase 0.25%	(41.64)	(29.73)
Decrease 0.25%	41.64	29.73

(b) Commodity price risk

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase and manufacture of Beer and therefore require a continuous supply of Barley. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. The following table shows the effect of price changes in Barley: (Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Impact on profit before tax		
Increase 1%	(9.42)	(8.48)
Decrease 1%	9.42	8.48

ii) Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and credit worthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, unbilled revenue, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the company result in material concentration of audit risk.

iii) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings. The table below summarises the maturity profile of the Group's financial liabilities:

(Rs. in Lakhs)

As At March 31, 2025	Maturities			Total Carrying Value
	Upto 1 year	1-2 year	> 2 year	
Financial Liabilities:				
Non Current Borrowings	13,578.57	854.46	2,658.93	17,091.96
Trade and other payables	15,480.47	-	-	15,480.47
Other Financial Liabilities	4,073.34	-	2,662.49	6,735.83
Total	33,132.38	854.46	5,321.42	39,308.26

(Rs. in Lakhs)

As At March 31, 2024	Maturities			Total Carrying Value
	Upto 1 year	1-2 year	> 2 year	
Financial Liabilities:				
Non Current Borrowings	9,174.26	2,383.51	7,540.26	19,098.03
Trade and other payables	16,526.44	-	-	16,526.44
Other Financial Liabilities	5,058.31	-	2,027.39	7,085.70
Total	30,759.01	2,383.51	9,567.65	42,710.17

37. The Group has borrowing from banks on the basis of security of current assets, and the statements of current assets filed by the Company with the banks are in agreement with books of accounts.
38. As per the information available with the Group, the companies has no outstanding balances in respect of payables, receivables, investments, share held by the company or any other outstanding balances with struck off companies.
39. The Group is engaged in the business of manufacture and sale of Alcoholic beverages (Beer and IMFL) which constitutes a single business segment. The company's exports outside India did not exceed the threshold limits for disclosure as envisaged in IndAS 108 on "Operating Segments" issued by the Institute of Chartered Accountants of India. In view of the above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in IndAS - 108 are not applicable to the Group.
40. Corporate Social Responsibility (CSR)

(Rs. in Lakhs)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
a) Amount required to be spent by the company during the year	124.03	22.35
b) Amount of expenditure incurred	124.53	23.10
c) Shortfall at the end of the year	Nil	Nil
d) Total of previous years shortfall	Nil	Nil
e) Reason for shortfall	NA	NA
f) Nature of CSR activities for the purpose of :	CSR through Trust	CSR through Trust
g) Details of related party transactions	Nil	Nil

41. Disclosure Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186 of the Companies act, 2013

Sr. No.	Name of the Company	Nature & purpose	As at March 31, 2025	As at March 31, 2024
(i)	Aryavrat Projects and Developers Private Limited	Corporate guarantee given for business purposes	-	2,136.00

- 42) The disclosures in respect of Related Parties as required under Ind AS 24 'Related Party Disclosures' is stated herein below.

A). Details of related parties:

	Name of related parties	Description of relationship
a.	Directors, Key management personnel and their relatives	
i)	Jagdish Kumar Arora	Chairman & Managing Director
ii)	Nakul Kam Sethi	Whole time Director
iii)	Deepak Arora	Managing Director of Subsidiary
iv)	Rajesh Kumar Dubey	Whole time Director from 28.01.2025
v)	Rajat Batra	Independent Director from 28.01.2025
vi)	Navin Doseja	Director
vii)	Shreyanshi Goel	Independent Director from 05.08.2024
viii)	Nishi Arora	Independent Director up to 13.11.2024
ix)	Satpal Kumar Arora	Independent Director
x)	Uma Kant Samal	Independent Director
xi)	Dinesh Kumar Batra	Independent Director
xii)	Nitin Malviya	Chief Finance Officer from 28.01.2025
xiii)	Om Prakash Singh	Company Secretary
b.	Enterprises over which key management personnel are able to exercise significant influence	
i)	Som Distilleries Private Limited	
ii)	Aryavrat Projects and Developers Private Limited	
iii)	Legend Distilleries Private Limited	
iv)	Woodpecker Distilleries & Breweries (Uttar Pradesh) Private Limited	
v)	Woodpecker Distilleries & Breweries (Telangana) Private Limited	
vi)	Woodpecker Distilleries & Breweries (Rajasthan) Private Limited	
vii)	Woodpecker Distilleries & Breweries (Assam) Private Limited	
viii)	Woodpecker Distilleries & Breweries (West Bengal) Private Limited	
ix)	Woodpecker Greenagri Nutrients Private Limited	

B). Transactions with related parties:

(Rs. in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Som Distilleries Private Limited		
Purchases	3,367.06	2,656.18
Sales	581.34	92.37
Loan taken during the year	-	710.99
Loan re-paid during the year	3,850.99	1,333.18
- Trade receivables (refer note no. 9)	1,266.47 Dr	-
- Loan from related parties (refer note no. 17)	-	3,850.99 Cr
- Trade payables (refer note no. 22)	-	314.50 Cr
Net Closing Balance	1,266.47 Dr	4,165.49 Cr
Legend Distilleries Private Limited		
Purchase	1.39	-
Sales	-	8.22
- Trade receivables (refer note no. 9)	-	7.23 Dr
Aryavrat Projects and Developers Private Limited		

Capital work in progress expenses	-	23.76
Advances given during the year	-	114.65
Corporate guarantee given	-	2,136.00
Woodpecker Greenagri Nutrients Private Limited		
-Investment (refer note no. 5)	0.26 Dr	-
Woodpecker Distilleries & Breweries (Uttar Pradesh) Private Limited		
-Advance to related parties (refer note no. 14)	0.10 Dr	0.10 Dr
Woodpecker Distilleries & Breweries (Telangana) Private Limited		
-Advance to related parties (refer note no. 14)	0.10 Dr	0.10 Dr
Woodpecker Distilleries & Breweries (Rajasthan) Private Limited		
-Advance to related parties (refer note no. 14)	0.10 Dr	0.10 Dr
Woodpecker Distilleries & Breweries (Assam) Private Limited		
-Advance to related parties (refer note no. 14)	0.10 Dr	0.10 Dr
Woodpecker Distilleries & Breweries (West Bengal) Private Limited		
Advance given	0.10	
-Advance to related parties (refer note no. 14)	0.10 Dr	0.10 Dr
Net Closing Balance	0.10 Dr	
Key managerial personnel		
Remuneration	1,108.67	666.61
Professional Charges	36.50	15.58
Independent director		
Sitting fees	14.16	9.90

43. Financial Ratios-

Particulars	Terms	Numerator	Denominator	Year Ended 31.03.2025	Year Ended 31.03.2024	% Variance
(a) Current Ratio	in times	Current assets	Current liabilities	1.46	1.29	12.52%
(b) Debt-Equity Ratio*	in times	Total Debt	Shareholder's Equity	0.22	0.32	-32.57%
(c) Debt Service Coverage Ratio**	in times	Earnings available for debt service i.e Net profit after tax plus Depreciation and Finance Costs	Debt Service	4.03	3.83	5.19%
(d) Return on Equity Ratio	%	Net Profits after taxes	Average Shareholder's Equity	15.08	17.87	-15.60%
(e) Inventory turnover ratio	in times	Revenue from Operations	Average Inventory	15.24	15.52	-1.82%
(f) Trade Receivables turnover ratio	in times	Revenue from Operations	Average Trade Receivable	11.42	12.84	-11.05%
(g) Trade payables turnover ratio	in times	Cost of Materials Consumed + Purchase of Stock - in - Trade+Other Expenses	Average Trade Payables	7.67	8.28	-7.42%
(h) Net capital turnover ratio	in times	Revenue from Operations	Working Capital	13.78	19.39	-28.94%
(i) Net profit ratio	%	Net Profit	Revenue from Operations	3.68	3.51	4.72%
(j) Return on Capital employed	%	Earning before interest and taxes	Capital Employed = Shareholder's fund + Current & Non-Current Borrowing	16.15	17.07	-5.37%
(k) Return on investment***	%	Increase in Shareholder's fund	Shareholder's Fund at the start of period	32.73	58.01	-43.58%

* Repayment of total debt and raising the equity

** Effective utilization of borrowed fund resulting reduction of finance cost and debt service

*** Shareholder's fund include the warrants issue and premium on issue of shares.

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2025

44. The Group's pending litigations pertain to claim and cases occurring in the normal course of business. The Group has reviewed its pending litigations and expects that the outcome of the proceedings will not have any material effect on its financial positions.
45. Balances standing at the debit or credit in the accounts of various parties are subject to confirmation and reconciliation.
46. Previous year's figures have been regrouped/ restated wherever considered necessary to make them comparable to those of the current year.

As per our Report of even date
For AKB Jain & Co.,
Chartered Accountants
Firm Registration No. 003904C
Sd/-
Rahul Dewani
Partner
Membership No. 435066
BHOPAL
Dated: 28.05.2025
UDIN : 24435066BKFOHC3250

Som Distilleries and Breweries Limited
For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN - 00224633

Sd/-
Nitin Malviya
(Chief Financial Officer)

Sd/-
Nakul K Sethi
(Director)
DIN - 06512548

Sd/-
Om Prakash
(Company Secretary)

SOM DISTILLERIES & BREWERIES LIMITED

FORM AOC-1

(PURSUANT TO FIRST PROVISIO TO SUB-SECTION (3) OF SECTION 129 READ WITH RULE 5 OF THE COMPANIES (ACCOUNTS) RULES, 2014)

Statement containing salient features of the financial statement of subsidiaries / associates.

PART A : Subsidiaries

S. No.	1	2
Name of the Subsidiary	Woodpecker Distilleries & Breweries Pvt Ltd	Som Distilleries & Breweries Odisha Pvt Ltd
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01.04.2024 to 31.03.2025	01.04.2024 to 31.03.2025
Reporting currency and exchange rate as on the last date of relevant financial year in the case of foreign subsidiaries.	INR (Rs. in Cr.)	INR (Rs. in Cr.)
Share Capital	7,100.00	3,500.00
Reserves & Surplus	11,894.63	(88.77)
Total Assets	40,979.46	23,672.64
Total Liabilities	21,984.83	20,261.41
Investments	-	-
Turnover	1,22,514.11	66,592.16
Profit/(Loss) before tax	5,572.29	837.90
Provision for tax (Including adjustments)	1,516.99	216.05
Profit/(Loss) after tax	4,055.30	621.85
Proposed Dividend	-	-
% of Shareholding of the Holding Company	78.87%	100.00%

PART B : Associates

S. No.	1
Woodpecker Greenagri Nutrients Pvt. Ltd.	N.A.*
Share Capital	0.01
% of Shareholding of the Holding Company	26%

* A newly incorporated company.

Som Distilleries and Breweries Limited For and on Behalf of the Board

Sd/-
J.K. Arora
(Chairman & Managing Director)
DIN- 00224633

Sd/-
Nakul K Sethi
(Director)
DIN- 06512548

Sd/-
Nitin Malviya
(Chief Financial Officer)

Sd/-
Om Prakash
(Company Secretary)

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Scan to enter the Woodpecker World





CORPORATE OFFICE:
SOM HOUSE, 23, ZONE-II
MAHARANA PRATAP NAGAR,
BHOPAL - 462011 (M.P.)
TEL: +91 755 4271271

DELHI OFFICE:
I-A, ZEE PLAZA, ARJUN
NAGAR, SAFDARJUNG
ENCLAVE, KAMAL CINEMA
ROAD, NEW DELHI - 110029
TEL: 011 26169909,
26169712

MUMBAI OFFICE:
203, LANDMARK BUILDING,
OPP. ADLAB CITY MALL,
LINK ROAD, ANDHERI (W),
MUMBAI - 4000061

BENGALURU OFFICE:
UNIT NO. 806-807-808,
A WING, MITTAL TOWERS
M.G. ROAD, BENGALURU
KARNATAKA - 560001