

# SOM DISTILLERIES AND BREWERIES LIMITED

(Formerly Known As Som Distilleries Breweries & Wineries Limited)

**Registered Office:** I-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029  
Phone: +91-11-26169909, 26169712 Fax: +91-11-26195897

**Corporate Office:** SOM House, 23, Zone II, M.P. Nagar, Bhopal, Madhya Pradesh – 462011  
Phone: +91-755-4278827, 4271271 Fax: +91-755-2557470

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

CIN : L74899DL1993PLC052787

(BSE : 507514, NSE : SDBL)



**SDBL/BSE/NSE/2024**

**6.09.2024**

**To**

The Manager, Listing Department, <b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> 'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> Security ID: SDBL	Dy. General Manager, Department of Corporate Services, <b>BSE LIMITED,</b>  First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. <a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a> Security ID: 507514
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**SUB: NOTICE OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24.**

Dear Sir/Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, please find enclosed herewith the a copy of the Notice of the 31<sup>st</sup> Annual General Meeting (AGM) of the Members of Som Distilleries and Breweries Limited scheduled to be held on Saturday, the 28<sup>th</sup> day of September, 2024 at 12:30 pm through video conferencing / other audio-visual means (VC / OAVM). The Notice of the 31<sup>st</sup> Annual General Meeting (AGM) is also uploaded on the website of the Company at [www.somindia.com](http://www.somindia.com).

Kindly take the same on your record.

Thanking You,

**For Som Distilleries and Breweries Limited**

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

**Encl: As above**

## SOM DISTILLERIES & BREWERIES LIMITED

# NOTICE OF 31<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31st Annual General Meeting (AGM) of the Members of Som Distilleries and Breweries Limited will be held on Saturday the 28th day of September, 2024 at 12.30 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, 2024, THE REPORT OF THE AUDITORS' THEREON AND THE REPORT OF THE BOARD OF DIRECTORS'

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, 2024, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2024, placed before the 31st 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, 2024 TOGETHER WITH THE AUDITORS' REPORT THEREON

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, 2024 and the report of the auditor's thereon as placed before the 31st 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.

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 re-appointment, be and is hereby re-appointed as a director of the company."

4. RE-APPOINTMENT OF STATUTORY AUDITORS

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s AKB Jain & Co., Chartered Accountants, (Firm Registration No:003904C), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a further term of 3 consecutive years from the conclusion of this 31st Annual General Meeting till the conclusion of the 34th Annual General Meeting in respect of the financial years beginning from April 1, 2024 and ending on March 31, 2027, at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

### SPECIAL BUSINESS:

5. APPOINTMENT OF MS. SHREYANSI GOEL (DIN:10164947) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Shreyansi Goel (DIN:10164947), who was appointed as an Additional Director (Independent, Non-Executive) of the Company with effect from 5th August, 2024, in terms of Section 161(1) of the Act and Article 94 & 95 of the Articles of Association of the Company, and who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member of the Company proposing her candidature for the office of an Independent Director, be and is hereby appointed as an Independent, Non-Executive Director of the Company, not liable to retire by rotation, with effect from 5th August 2024, to hold office for a term of five consecutive years i.e. upto 4th August 2029.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and is hereby authorised 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."

6. TO RATIFY AND APPROVE TRANSACTIONS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 WITH SOM DISTILLERIES & BREWERIES ODISHA PRIVATE LIMITED

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or

re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to ratify the existing unsecured loans given and/or corporate guarantee(s) provided to Som Distilleries & Breweries Odisha Private Limited (SDBOPL) and approve advancing unsecured loan and/or providing corporate guarantee and/or investment made / to be made upto Rs.300 Crore to SDBOPL outstanding at any time including transactions already done which may or may not exceed the limits provided under Section 186 of the Act.

**RESOLVED FURTHER THAT** the loan(s) given / to be given shall bear a simple interest which shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan and which is proposed to be @ 9.5% pa or such other rate as may be decided by the company from time to time within the statutory limit."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution."

**7. TO RATIFY AND APPROVE TRANSACTIONS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 WITH WOODPECKER DISTILLERIES & BREWERIES PRIVATE LIMITED**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to ratify the existing unsecured loans given and/or corporate guarantee(s) provided to Woodpecker Distilleries & Breweries Private Limited (WDBPL) and approve advancing unsecured loan and/or providing corporate guarantee and/or investment made / to be made upto Rs. 400 Crore to WDBPL outstanding at any time including transactions already done which may or may not exceed the limits provided under Section 186 of the Act.

**RESOLVED FURTHER THAT** the loan(s) given / to be given shall bear a simple interest which shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan and which is proposed to be @ 9.5% pa or such other rate as may be decided by the company from time to time within the statutory limit."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution."

**8. TO RATIFY THE RELATED PARTY TRANSACTIONS OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with rules made thereunder, other applicable laws /statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis of the approval/recommendation of the Audit Committee and Board of Directors of the Company, the related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) entered into by the Company with Related Parties in the ordinary course of business and at arm's length basis during the Financial Year 2023-24 as detailed in the explanatory statement annexed to the notice of shareholders, the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2022-23 be and are hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution."

**9. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**Act**") read with rules made thereunder, other applicable laws /statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and on the basis of the approval/recommendation of the Audit Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company and Subsidiaries to enter into the related party transaction(s)/contract(s)/arrangement(s)/agreement(s) with the related parties during the financial year 2024-25 & subsequent financial years as detailed in the explanatory statement annexed to the notice of shareholders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or

Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution.”

Place: Bhopal  
Date: September 5, 2024

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

**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 09/2023 dated 25.09.2023 and other relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), permits the companies holding of 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](mailto: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 30th August, 2024.
7. Members may note that, Notice of the AGM can also be accessed from the website of the Company at [www.somindia.com](http://www.somindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special 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, 11nd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020. The following the procedure given below:

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

  - a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@somindia.com](mailto:compliance@somindia.com).
  - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [compliance@somindia.com](mailto:compliance@somindia.com).

- c. Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
- d. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
- e. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, M/s Mas Services Limited to enable servicing of notices / documents electronically to their e-mail address.
15. Members holding shares in physical form are requested to submit particulars of their bank account viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to MAS Services Limited /Company to update their Bank Account Details.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to MAS Services Limited.
17. Members who hold shares in the dematerialized form are requested to update their Bank Account details with their respective Depository Participants. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company or MAS Services Limited cannot act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
18. **A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to Saturday 21st September, 2024 ("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 Wednesday 25th September, 2024 and will end at 5:00 p.m. on Friday 27th September, 2024. 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](mailto: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](mailto:compliance@somindia.com). These queries will be replied to by the company suitably by email.
22. A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to [compliance@somindia.com](mailto:compliance@somindia.com) till the date of 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](http://www.somindia.com) and on the website of NSDL <http://www.evoting.nsdl.com> within three days of the passing of the Resolutions at the 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. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.
29. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote
30. Members joining AGM through video conferencing shall elect one of themselves to be the Chairman of the meeting (AGM)
31. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) KYC details and nomination by holders of physical securities by April 1, 2024, and linking PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA,
32. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
33. All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.
34. Transfer of Unclaimed Shares to the Investor Education and Protection Fund (IEPF):

The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed /unpaid for a period of seven years from the date they became due for payment, shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the Shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to IEPF Account. The Company is in process to send notice / reminders to the concerned members and to publish notice regarding the same in newspaper(s). If the unclaimed shares and unclaimed dividends are not claimed by the time, the Company will initiate necessary steps to transfer the same, if required, to IEPF without further notice.

In the event of transfer of Shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

35. Members who have not encashed dividend warrants may approach the Registrar and Share Transfer Agent of the Company for obtaining payment thereof. The details of unpaid/unclaimed dividends for last seven financial year can be viewed on Company's website i.e. [www.somindia.com](http://www.somindia.com), which was uploaded in compliance with the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012.
36. **The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, September 22, 2024 to Saturday, September 28, 2024 (both days inclusive) for the purpose of the AGM.**
37. 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.
38. 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.

39. 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.
40. 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, 2023 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](mailto:compliance@somindia.com) / [investor@masserv.com](mailto: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](http://www.somindia.com) as well as RTA website i.e. [www.masserv.com](http://www.masserv.com). A separate communication has already been sent to the respective shareholders.

41. 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](mailto:investor@masserv.com). Shareholders are requested to note that incase their PAN is not registered, the tax will be deducted at a higher rate of 20%.
42. 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.
43. 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.

44. The documents, if any, referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection by the Members on all working days between 14:00 - 16:00 hrs from September 5, 2024 to September 27, 2024 at the Registered Office of the Company & will also be available at the time of AGM.
45. The details of Mr. Nakul Kam Sethi (DIN:06512548), Wholetime Director, proposed to be re-appointed 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 for his re-appointment.
46. The details of Ms. Shreyansi Goel (DIN:10164947), Independent Director, proposed to be appointed 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 for her appointment.
47. **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/som-policies-codes.php>

48. 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:**

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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>

Individual Shareholders holding securities in demat mode with CDSL	<p>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
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 <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](http://www.evoting.nSDL.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nkjaincs@gmail.com](mailto:nkjaincs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nSDL.com](http://www.evoting.nSDL.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested

scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor@masserv.com](mailto:investor@masserv.com).

2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 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, 2024

**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

#### RE-APPOINTMENT OF STATUTORY AUDITORS

The Members of the Company at the 29th Annual General Meeting held on September 27, 2022 had passed resolution for appointment/re-appointment of M/s AKB Jain & Co. (FRN: 003904C) as Statutory Auditor of the Company to hold office for a term of 2 years from the conclusion of 29th Annual General Meeting till the conclusion of the 31st Annual General Meeting in respect of the financial years beginning April 1, 2022 and ending March 31, 2024.

As the tenure of M/s AKB Jain & Co. (FRN: 003904C) is expiring on the conclusion of ensuing 31st Annual General Meeting; therefore, in terms of provisions of Section 139(1) of the Companies Act, 2013, the Company is required to appoint Statutory Auditor at the ensuing Annual General Meeting of the Company and after considering the evaluation of the past performance, experience and expertise, it was proposed to recommend the appointment/reappointment of M/s AKB Jain & Co. (FRN: 003904C), as the Statutory Auditor of the Company, to hold office from the conclusion of the ensuing 31st Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company. The present remuneration of M/s AKB Jain & Co., Chartered Accountants for conducting the statutory audit for the financial year 2023-24 on consolidated basis is Rs. 3.40 Lakhs (excluding taxes and out of pocket expenses).

M/s AKB Jain & Co., Chartered Accountants have expressed their intention to seek re-appointment as Statutory Auditor of the Company on conclusion of the present term vide their letter dated 29th June, 2024 addressed to the Audit Committee and to the Board of Directors of the Company. The Audit Committee and the Board of Directors at their meeting held on August 5, 2024 took note of the above and accepted their request to re-appoint on conclusion of the forthcoming AGM of the Company.

M/s AKB Jain & Co., Chartered Accountants, Bhopal was formed in the year 1987. There are 7 partners in the firm having considerable experience in corporate audits, direct and indirect taxation, compilation/adoption/Ind-AS/IFRS. The firm specializes in conducting statutory audit, tax audit, GST audit, transfer pricing audit, internal audit, concurrent audit, compliance audit, inspections of regulated entities on behalf of regulators, GST and Income Tax consulting and compliance etc.

The Board of Directors recommend the ordinary resolution as set out at item no.4 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

### ITEM NO.5

#### APPOINTMENT OF MS. SHREYANSI GOEL (DIN:10164947) AS A DIRECTOR (NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors at its Meeting held on 5th August 2024, had approved appointment of Ms. Shreyansi Goel (DIN:10164947) ["Ms. Goel"] as an Additional Director and Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold the office for a term of five consecutive years i.e. from 5th August 2024 to 4th August 2029 (both days inclusive), subject to the approval of the members by way of a Special Resolution, in terms of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Pursuant to Regulation 17(1C) of the Listing Regulations, Ms Goel shall hold office until the date of next General Meeting or for a period of three months from the date of her appointment, whichever is earlier. Ms Goel is eligible to be appointed as an Independent Non-Executive Director for a term of five consecutive years. In terms of Section 160(1) of the Act, the Company has received a Notice from a member in writing proposing her candidature for the office of Director. The Company has also received from Ms Goel (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations; and (iv) a confirmation that she would be able to devote the time required to discharge her roles, duties and responsibilities as an Independent Non-Executive Director of the Company.

Ms Goel, aged 29 years, has done her Master of Law from the University College of London. She has more than 6 years of experience dealing with corporate and allied laws. She is Member and Treasurer of Alternate Dispute Resolution Cell, NLIU, Bhopal and Head of Administrative Committee, People United for Law, Education and Rehabilitation, P.U.L.E.R. She is serving as Designated Partners in Busy Bee Restaurant Services LLP and Misaka Hospitality LLP. Ms Goel had, in the past three years, not ceased to be a Director from any Company.

Further, in terms of Regulation 25(8) of the Listing Regulations, Ms Goel has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Non-Executive Director of the Company without any external influence. Ms Goel has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Ms Goel has confirmed that she is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Ms Goel is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the Management.

The draft letter for appointment of Ms Goel as an Independent Non-Executive Director setting out the terms and conditions will be available on the Company's website at [www.somindia.com](http://www.somindia.com).

Ms Goel hold 1200 equity shares in the Company by herself or for any other person on a beneficial basis.

In the opinion of NRC and the Board of Directors, Ms Goel fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company.

The Board of Directors considers that her association would be of immense benefit to the Company, and it is desirable to avail services of Ms Goel as an Independent Non-Executive Director.

The Board of Directors, on the recommendation of the NRC, recommends by way of Special Resolution as set out in Item No.5 of the Notice of the 31st AGM for the approval of the members.

Except Ms Goel, being an appointee, none of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice of the 31st AGM. Ms Goel is not related to any Director or Key Managerial Personnel of the Company. As an Independent Non-executive Director, Ms Goel will be entitled for sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof, or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Act and rules made thereunder.

Copy of the draft letter of appointment referred to in the Resolution and all the material documents referred in the AGM Notice and Explanatory Statement will be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, upto and including the day of the 31st AGM.

This Explanatory Statement together with the accompanying AGM Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of ICSI.

#### ITEM NO. 6 & 7

#### TO RATIFY AND APPROVE TRANSACTIONS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 WITH SOM DISTILLERIES & BREWERIES ODISHA PRIVATE LIMITED / WOODPECKER DISTILLERIES & BREWERIES PRIVATE LIMITED

The Chairman of the committee informed the committee members that Som Distilleries & Breweries Limited (SDBL) had promoted two subsidiaries – Woodpecker Distilleries & Breweries Private Limited (WDBPL) & Som Distilleries & Breweries Odisha Private Limited (SDBOPL) in the years 2017-18 & 2018-19 respectively. These two subsidiaries were set up to increase the sales and reach of our beer brands and to establish manufacturing bases in the southern and eastern parts of the country.

As these were new units, SDBL supported these units through infusion of equity capital and provided unsecured loans as well as gave corporate guarantee to secure the bank limits of these units. All these activities were done to support these two units especially during the time of COVID 19 when the beer business was totally down and was having heavy losses.

Subsequently these units are now in profits and have the capability to repay and provide interest to the unsecured loans, advanced to them by the holding company.

The Chairman further informed that more specifically the holding Company had supported these subsidiaries from the year 2018-19 till date in the following manner :-

(Rs. in Crore)

Particulars	SDBOPL	WDBPL
Made investments in equity share Capital	35.00	61.00
Advanced unsecured loan(s)	51.08	78.58
Provided Corporate Guarantee(s)	44.33	96.70

The transactions were done in due compliance of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Rules / Regulations made thereunder. The loans/advances were given as repayable on demand with interest. The unsecured loans / advances given, corporate guarantee provided and investment made under Section 186 were within the limit of shareholders' approval dated 30th September, 2016 and 26th March, 2019 i.e. for Rs.200 Crore and Rs.500 Crore respectively.

The Chairman also apprised the members that these subsidiaries were in losses since they started their operations, and on the basis of principle of conservatism and prudence the company had not recognized interest income during the previous years.

Now these subsidiaries have become profitable and can discharge their unsecured liabilities. Accordingly, in compliance of the Act and Listing Regulations and as good corporate governance it is proposed to ratify the existing unsecured loans given and/or corporate guarantee(s) provided to SDBOPL & WDBPL and approve advancing loan and/or providing corporate guarantee and/or investment made / to be made upto Rs.300 Crore to SDBOPL and Rs. 400 Crore to WDBPL outstanding at any one-time including transactions already done which may or may not exceeds the limits provided under Section 186 of the Act and to recommend the same to the Shareholders for their approval.

The loan(s) given / to be given shall bear a simple interest which shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan and which is proposed to be @ 9.5% pa or such other rate as may be decided by the company from time to time within the statutory limits.

None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding and Directorship in the Company, if any.

The Board of Directors of the Company recommends the Resolution as set out at Item No. 6 & 7 for approval of members as a Special Resolution.

#### ITEM NO. 8

#### TO RATIFY THE RELATED PARTY TRANSACTIONS OF THE COMPANY

The Chairman informed the members that as per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis.

The Company has entered into related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) with Related Parties during the Financial Year 2023-24 a brief summary of these transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) are given below:

(Rs. in Crore)

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	46.25
			Purchase of Good and/or Material or Services	00.05
			Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	201.28
2.	Som Distilleries & Breweries Odisha Private Limited	100% Subsidiary	Sale of Good and/or Material or Services	14.05
			Purchase of Good and/or Material or Services	0.002
			Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	130.41
3.	Som Distilleries Private Limited	Promoter	Purchase of Good and/or Material or Services	25.89
			Sale of Good and/or Material or Services	00.92
			Loan repaid	7.79
4.	Aryavrat Projects and Developers Private Limited	A Private Company in which Director of the Company is a Director or Member	Providing Financial Support by way of providing corporate guarantees	21.36
			Civil contract payment	0.95

All transactions entered into by the Company with Related Parties as mentioned above are in the ordinary course of business and are at arm's length basis.

In accordance with Regulation 23 of the Listing Regulations, approval of the shareholders is sought for (a) related party transactions which in a financial year, exceed the lower of (i) Rs.1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company; and (b) any subsequent material modifications thereto as defined by the Audit Committee of the Company. The Material Related Party Transactions requires approval of the Shareholders by passing a Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in Regulation 23 of SEBI (LODR) Regulations, 2015, transactions entered into by the Company with Related Parties for the Financial Year 2023- 24 is "Material" and the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of FY: 2022-23 and therefore requires ratification of the said transactions by the Members of the Company by Ordinary Resolutions.

The Audit Committee has also given their prior omnibus approval to the transactions entered as mentioned above during the Financial Year 2023-24.

Members are hereby informed that pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015, no Members of the Company shall vote on the Resolution to ratify related party transactions entered into by the Company during the Financial Year 2023-24 as mentioned above if such Member is a related party.

The Board of Directors of the Company recommends the Ordinary Resolution as set out at Item No. 8 in the accompanying Notice for ratification of Related Party Transactions by the Members of the Company.

All documents concerning Item No.8 are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all working days till the date of the forthcoming General Meeting of shareholders.

Except Mr. Jagdish Kumar Arora, Managing Director and his relatives are concerned or interested financially or otherwise, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

#### ITEM NO. 9

#### TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY

The Board Members informed the members that the Company is engaged in activities of production of Beer and IMFL and bottling arrangements for beer and IMFL and other Alcoholic products which are carried out either directly or through its subsidiaries. The annual gross consolidated turnover of the Company as on March 31, 2024 was approximately Rs. 2500 Crore (including duties and taxes).

In furtherance of its business activities, the Company and its Subsidiaries have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

On the basis of transactions with related parties during the previous years, the following are the proposed projected transactions for upcoming year(s):

**A. Transaction between the Company and its Related Parties.**

(Rs. in Crore)

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	100.00
			Purchase of Good and/or Material or Services	35.00
			Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	400.00
2.	Som Distilleries & Breweries Odisha Private Limited	100% Subsidiary	Sale of Good and/or Material or Services	60.00
			Purchase of Good and/or Material or Services	25.00
			Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	300.00
3.	Som Distilleries Private Limited	Promoter	Purchase of Material i.e. ENA	50.00
4.	Aryavrat Projects and Developers Private Limited	A Private Company in which Director of the Company is a Director or Member	Providing Financial Support by way of providing corporate guarantees	21.36
			Availing of Civil Contract Services	15.00

B. Transaction between the Subsidiary Company (i.e. Woodpecker Distilleries & Breweries Private Limited and/or Som Distilleries & Breweries Odisha Private Limited) of the Company and its Related Parties.

(Rs. in Crore)

S. No.	Name(s) of the Related Party	Nature of Relationship	Type of contracts/arrangements/transactions	Total Value of contracts/arrangements/transactions
1.	Between Woodpecker Distilleries & Breweries Private Limited and Som Distilleries Private Limited	Promoter of Parent Entity	Purchase of Good and/or Material or Services	20.00
			Sale of Good and/or Material or Services	10.00
2.	Between Som Distilleries & Breweries Odisha Private Limited and Som Distilleries Private Limited	Promoter of Parent Entity	Purchase of Good and/or Material or Services	20.00
			Sale of Good and/or Material or Services	10.00

All related party transactions of the Company and its Subsidiaries are at arm's length and in the ordinary course of business.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by the internal auditors for arm's length consideration and compared with the benchmarks available for similar type of transactions and this analysis is presented to the Audit Committee.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises majority of independent directors. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company and its subsidiaries, pursuant to its approvals.

In accordance with Regulation 23 of the Listing Regulations, approval of the shareholders is sought for (a) related party transactions which in a financial year, exceed the lower of (i) Rs. 1,000 Crore and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

**A1. Transactions with Woodpecker Distilleries & Breweries Private Limited (WDBPL), a subsidiary of the Company:**

S. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>Name of the Related Party:</b> Woodpecker Distilleries & Breweries Private Limited (hereinafter referred as "WDBPL") <b>Nature of Relationship:</b> Woodpecker Distilleries & Breweries Private Limited is a Subsidiary of the Company. The Company holds 78.87% of the Paid up Equity Share Capital of WDBPL. WDBPL is engaged in the business of Manufacturing of Beer & IMFL
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Nakul Kam Sethi, Whole time Director of the Company is the Chief Financial Officer in WDBPL. Further Ms. Nishi Arora, Non-Executive/ Independent Director of the Company is the Director in WDBPL.

3.	Type, tenure, material terms and particulars	<p>i. The Company may require to make investments by way of subscription, purchase or otherwise in securities and/or provide loans, advances and guarantees/securities to/on behalf of WDBPL. The interest on loan will be charged in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of WDBPL will be in accordance with the provisions of the Companies Act, 2013.</p> <p>ii. The sale / purchase of Good/Material or Services will be at market price or cost plus margin where market price is not available.</p> <p>iii. The proposed transactions are in the ordinary continuing business transactions. Approval of shareholders is being sought for transactions during FY2024-25 and subsequent financial years.</p>	
4.	Value of the transaction	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of contracts/ arrangements/ Transactions (Rs. in Crore)</b>
		Sale of Good and/or Material or Services	100.00
		Purchase of Good and/or Material or Services	35.00
		Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	400.00
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i. The estimated sale of good and/or material or services to WDBPL represents 3.95% of annual consolidated turnover of the Company for FY2023-24. Further, the such estimated transaction is 8.32% of the annual turnover of WDBPL for FY2023-24.</p> <p>ii. The estimated purchase of good and/or material or services to WDBPL represents 1.38% of annual consolidated turnover of the Company for FY2023-24. Further, the such estimated transaction is 2.91% of the annual turnover of WDBPL for FY2023-24.</p> <p>iii. The estimated transaction value for providing financial support by way of investments/ granting loans/ giving guarantees and securities represents 15.81% of annual consolidated turnover of the Company for FY2023-24. Further, the such estimated transaction is 33.28% of the annual turnover of WDBPL for FY2023-24.</p>	
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity:		
	i. details of the source of funds in connection with the proposed transaction	Owned Funds	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<p>The <b>Sale / Purchase of Goods / Material or Services</b> shall be as per ordinary course of business and arm's length basis.</p> <p>The <b>unsecured loan</b> shall be given for a tenure upto 10 years with Interest payable on quarterly basis and the rate of which shall be determined based on the prevailing market interest rates.</p> <p>The <b>Loan/Investments/Guarantee</b> shall be in due compliance with the provisions of the Companies Act, 2013.</p>	
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General Corporate/Business Purpose	
7.	Justification as to why the RPT is in the interest of the listed entity	<p>i. The Company proposes to provide capital to WDBPL through investment in securities and provision of loans &amp; advances from time to time to enable WDBPL to meet its funding requirements and guarantees/securities to enable WDBPL to borrow monies for its operating activities and working capital requirements.</p> <p>ii. The Company and WDBPL are both in the business of Manufacturing of Beer &amp; IMFL. Sale / Purchase of Beer/IMFL material and other products will enable the Company and WDBPL to source and supply of beer/IMFL produced by each to the market at competitive prices.</p>	
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable	
9.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transaction. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. All other relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013	

**A2. Transactions with Som Distilleries and Breweries Odisha Private limited (SDBOPL), a subsidiary of the Company:**

S. No.	Particulars	Details	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Party:</b> Som Distilleries and Breweries Odisha Private limited (hereinafter referred as "SDBOPL")</p> <p><b>Nature of Relationship:</b> Som Distilleries and Breweries Odisha Private limited is a Subsidiary of the Company. The Company holds 100% of the Paid Equity Share Capital of the Company. SDBOPL engaged in the business of Manufacturing of Beer &amp; IMFL</p>	
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Rajesh Kumar Dubey, Chief Financial Officer of the Company is Chief Financial Officer of SDBOPL and Ms. Nishi Arora, Non-Executive/ Independent Director of the Company is the Director in SDBOPL.	
3.	Type, tenure, material terms and particulars	<p>i. The Company may require to make investments by way of subscription, purchase or otherwise in securities and/or provide loans, advances and guarantees/securities to/on behalf of SDBOPL. The interest on loan will be charged in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of SDBOPL will be in accordance with the provisions of the Companies Act, 2013.</p> <p>ii. The sale / purchase of Good/Material or Services will be at market price or cost plus margin where market price is not available.</p> <p>iii. The proposed transactions are in the ordinary continuing business transactions. Approval of shareholders is being sought for transactions during FY2024-25.</p>	
4.	Value of the transaction	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of contracts/ arrangements/ Transactions (Rs. in Crore)</b>
		Sale of Good and/or Material or Services	60.00
		Purchase of Good and/or Material or Services	25.00
		Providing Financial Support by way of investments/ granting loans/ giving guarantees and Securities	300.00
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i. The estimated sale of good and/or material or services to SDBOPL represents 2.37% of annual consolidated turnover of the Company for FY2023-24. Further, the such estimated transaction is 13.90% of the annual turnover of SDBOPL for FY2023-24.</p> <p>ii. The estimated purchase of good and/or material or services to SDBOPL represents 0.99% of annual consolidated turnover of the Company for FY2023-24. Further, the such estimated transaction is 5.79% of the annual turnover of SDBOPL for FY2023-24.</p> <p>iii. The estimated transaction value for providing financial support by way of investments/ granting loans/ giving guarantees and securities represents 11.86% of annual consolidated turnover of the Company for FY2023-24. Further, the such estimated transaction is 69.51% of the annual turnover of SDBOPL for FY2023-24.</p>	
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity:		
	1. details of the source of funds in connection with the proposed transaction	Owned Funds	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<p>The <b>Sale / Purchase of Goods / Material or Services</b> shall be as per ordinary course of business and armlength basis.</p> <p>The <b>unsecured loan</b> shall be given for a tenure upto 10 years with Interest payable on quarterly basis and the rate of which shall be determined based on the prevailing market interest rates.</p> <p>The <b>Loan/Investments/Guarantee</b> shall be in due compliance with the provisions of the Companies Act, 2013.</p>	
iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General Corporate/Business Purpose		
7.	Justification as to why the RPT is in the interest of the listed entity	<p>i. The Company proposes to provide capital to SDBOPL through investment in securities and provision of loans &amp; advances from time to time to enable SDBOPL to meet its funding requirements and guarantees/securities to enable SDBOPL to borrow monies for its operating activities and working capital requirements.</p> <p>ii. The Company and SDBOPL are both in the business of Manufacturing of Beer &amp; IMFL. Sale / Purchase of Beer/IMFL material and other products will enable the Company and SDBOPL to source and supply of beer/IMFL produced by each to the market at competitive prices.</p>	

8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transaction. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. All other relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

**A3. Transactions with Som Distilleries Private Limited (SDPL), Promoter of the Company:**

S. No.	Particulars	Details	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Party:</b> Som Distilleries Private Limited (hereinafter referred as "SDPL")</p> <p><b>Nature of Relationship:</b> Som Distilleries Private Limited is a promoter of the Company.</p> <p>SDPL engaged in the business of Manufacturing of ENA &amp; Country Liquor</p>	
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable	
3.	Type, tenure, material terms and particulars	<p>i. The purchase of Good/Material or Services ie ENA will be at market price or cost plus margin where market price is not available.</p> <p>ii. The proposed transactions are in the ordinary continuing business transactions. Approval of shareholders is being sought for transactions during FY2024-25 and subsequent financial years.</p>	
4.	Value of the transaction	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of contracts/ arrangements/ Transactions (Rs. in Crore)</b>
		Purchase of Material i.e. ENA	50.00
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated purchase of material i.e. ENA from SDPL represents 1.98% of annual consolidated turnover of the Company for FY2023-24.	
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity:		
	1. details of the source of funds in connection with the proposed transaction	Owned Funds	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	The <b>Purchase of Material i.e. ENA</b> shall be as per ordinary course of business and armlength basis.	
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA	
7.	Justification as to why the RPT is in the interest of the listed entity	SDPL's plant is very near to our Company's plants. Additionally our company is assured of proper quality of ENA, which is a must for IMFL.	
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable	

9.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transaction. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. All other relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013
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**A4. Transactions with Aryavrat Projects and Developers Private Limited (APDPL), a Company in which Director of the company is a director or Member:**

S. No.	Particulars	Details	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Party:</b> Aryavrat Projects and Developers Private Limited (hereinafter referred as "APDPL")</p> <p><b>Nature of Relationship:</b> Aryavrat Projects and Developers Private Limited is Company in which Director of the company is a director or Member.</p> <p>APDPL engaged in the Business of Construction / Civil works</p>	
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Jagdish Kumar Arora, Managing Director of the Company is a Director and Member in APDPL.	
3.	Type, tenure, material terms and particulars	<p>i. The Company may require to provide Financial support by way of providing Corporate Guarantees to/on behalf of APDPL.</p> <p>ii. The Company may require to avail Civil Contract Services from APDPL for the purpose of ongoing expansion of the company or its subsidiaries facilities.</p> <p>iii. The proposed transactions are in the ordinary continuing business transactions. Approval of shareholders is being sought for transactions during FY2024-25.</p>	
4.	Value of the transaction	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of contracts/ arrangements/ Transactions (Rs. in Crore)</b>
		Providing Financial Support by way of providing Corporate guarantees	21.36
		Availing of Civil Contract Services	15.00
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i. The estimated transaction value for providing financial support by way of Corporate Guarantees represents 0.84% of annual consolidated turnover of the Company for FY2023-24.</p> <p>ii. The estimated availing of Civil Contract Services from APDPL represents 0.59% of annual consolidated turnover of the Company for FY2023-24.</p>	
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity:		
	1. details of the source of funds in connection with the proposed transaction	Owned Funds	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<p>The <b>Corporate Guarantee</b> shall be in due compliance with the provisions of the Companies Act, 2013.</p> <p>The <b>Contract Purchase Service</b> shall be in the ordinary course of business and arm's length basis.</p>	
iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General Corporate/Business Purpose		

7.	Justification as to why the RPT is in the interest of the listed entity	i. The Company proposes to provide Corporate guarantees to enable APDPL to borrow monies for its operating activities and working capital requirements. ii. The Company is in the business of Manufacturing of Beer & IMFL and is having ongoing expansion plans which requires civil works from time to time. APDPL is engaged in business of Construction /Civil works and having requisite experience and resources which the Company and its subsidiaries may require from time to time for its facilities.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transaction. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. All other relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

**B1. Transactions between Woodpecker Distilleries & Breweries Private Limited (WDBPL) and Som Distilleries Private Limited (SDPL):**

S. No.	Particulars	Details	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>Name of the Related Party:</b> Som Distilleries Private Limited (SDPL). <b>Nature of Relationship:</b> Woodpecker Distilleries & Breweries Private Limited (WDBPL) is a Subsidiary of the Company. The Company holds 78.87% of the Paid up Equity Share Capital of WDBPL, and Som Distilleries Private Limited (SDPL) is the Promoter of Parent Entity. WDBPL and SDPL both are engaged in the business of Manufacturing of Beer & IMFL.	
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable	
3.	Type, tenure, material terms and particulars	i. The sale / purchase of Good/Material or Services will be at market price or cost plus margin where market price is not available. ii. The proposed transactions are in the ordinary continuing business transactions. Approval of shareholders is being sought for transactions during FY2024-25.	
4.	Value of the transaction	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of contracts/ arrangements/ Transactions (Rs. in Crore)</b>
		Purchase of Good and/or Material or Services	20.00
		Sale of Good and/or Material or Services	10.00
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	i. The estimated purchase of good and/or material or services from SDPL represents 0.79% of annual consolidated turnover of the Company for FY2023-24. Further, such estimated transaction is 1.66% of the annual turnover of WDBPL for FY2023-24. ii. The estimated sale of good and/or material or services to SDPL represents 0.40% of annual consolidated turnover of the Company for FY2023-24. Further, such estimated transaction is 0.83% of the annual turnover of WDBPL for FY2023-24.	
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity:		
	i. details of the source of funds in connection with the proposed transaction	Owned Funds	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	The Sale / Purchase of Goods / Material or Services shall be in the ordinary course of business and arm's length basis.	

	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7.	Justification as to why the RPT is in the interest of the listed entity	WDBPL requires ENA for the manufacture of IMFL. SDPL provide good quality of ENA at competitive prices.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transaction. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. All other relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

**B2. Transactions between Som Distilleries and Breweries Odisha Private Limited (SDBOPL) and Som Distilleries Private Limited (SDPL):**

S. No.	Particulars	Details	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Party:</b> Som Distilleries Private Limited (SDPL)</p> <p><b>Nature of Relationship:</b> Som Distilleries and Breweries Odisha Private limited is a Subsidiary of the Company. The Company holds 100% of the Paid up Equity Share Capital of the Company, Som Distilleries Private Limited (SDPL) is the Promoter of Parent Entity</p> <p>SDBOPL &amp; SDPL both are engaged in the business of Manufacturing of Beer &amp; IMFL</p>	
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable	
3.	Type, tenure, material terms and particulars	<p>i. The sale / purchase of Good/Material or Services will be at market price or cost plus margin where market price is not available.</p> <p>ii. The proposed transactions are in the ordinary continuing business transactions. Approval of shareholders is being sought for transactions during FY2024-25.</p>	
4.	Value of the transaction	<b>Type of contracts/ arrangements/ transactions</b>	<b>Total Value of contracts/ arrangements/ Transactions (Rs. in Crore)</b>
		Purchase of Good and/or Material or Services	20.00
		Sale of Good and/or Material or Services	10.00
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i. The estimated purchase of good and/or material or services from SDPL represents 0.79% of annual consolidated turnover of the Company for FY2023-24. Further, such estimated transaction is 4.63% of the annual turnover of SDBOPL for FY2023-24.</p> <p>ii. The estimated sale of good and/or material or services to SDPL represents 0.40% of annual consolidated turnover of the Company for FY2023-24. Further, such estimated transaction is 2.32% of the annual turnover of SDBOPL for FY2023-24.</p>	
6.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity:		
	i. details of the source of funds in connection with the proposed transaction	Owned Funds	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	The Sale / Purchase of Goods / Material or Services shall be as per ordinary course of business and arm length basis.	

	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
7.	Justification as to why the RPT is in the interest of the listed entity	SDBOPL requires ENA for the manufacture of IMFL. SDPL provide good quality of ENA at competitive prices.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	The terms and conditions, including pricing are determined based on industry peer comparison. Factors such as timeliness and quality, delivery lead time, quantity, etc. are also considered before deciding on the transaction. Compliance with arm's length principles is ensured based on the applicable transfer pricing regulations. All other relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

The above mentioned Related Party Transaction is in the ordinary course of business and on an arm's length basis.

The transaction shall also be reviewed/monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'Material Modification' in the proposed transaction, as defined by the Audit Committee as a part of Company's 'Policy on Related Party Transactions', shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

The Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise to the extent of their shareholding, in the said transactions.

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out at Item No. 9

The Board recommends the Ordinary Resolution set out at Item No.9 for the approval of Members.

Place: Bhopal  
Date: September 5, 2024

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

**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

**ANNEXURE- A****DETAILS OF DIRECTOR SEEKING APPOINTMENT/REAPPOINTMENT AT THE ANNUAL GENERAL MEETING**

Name of the Director	Shri Nakul Kam Sethi	Ms. Shreyansi Goel
DIN	06512548	10164947
Brief Resume & Expertise in specific functional areas	With an event full career and a total experience of close to 25 years with commercial, investment and corporates banking sector across geographies in India, Australia and the middle East, Mr. Nakul Sethi possess diverse skills 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.	Ms. Shreyansi Goel has done her Master of Law from the University College of London. She has more than 6 years of experience dealing with corporate and allied laws. She is Member and Treasurer of Alternate Dispute Resolution Cell, NLIU, Bhopal and Head of Administrative Committee, People United for Law, Education and Rehabilitation, P.U.L.E.R.
Date of Birth / Age	September 3, 1973/ 51 years	December 7, 1994/ 29 years
Date of first appointment on the Board	June 1, 2018	August 5, 2024
Details of shares held in the Company as on June 30, 2024	110892	1200
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.Com and MBA (Manchester, UK)	B.A., LL.B. (Hons.) and LL.M (University College of London, London)
Terms and Conditions of Appointment/Re-appointment	As mentioned in the resolution placed before the members in item No.3 of the Notice read with the explanatory Statement thereto	As mentioned in the resolution placed before the members in item No.5 of the Notice read with the 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 explanatory Statement thereto
Last Remuneration drawn	₹ 5 lakhs per month till May 31, 2023 ₹ 5.5 lakhs per month w.e.f. June 1, 2023	Sitting fee as may be decided by the Board
Number of Board Meetings attended/ held during Financial Year 2023-24	He attended all the board meeting held during the financial year 2023-24	NA
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31, 2024	Nil	Nil
Directorship held in other companies as on March 31, 2024	• Aaryavrat Realtors Private Limited • Som Agro Products Limited • Aalokdeep Finance Private Limited	-
Committee positions held in other Companies as on March 31, 2024	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)	2021-22	2022-23	2023-24
	Total Revenue	25948.73	57333.5	89,655.33
	Total Expenses	27049.32	53576.36	82,955.34
	Profit/Loss After Tax	(1097.23)	2703.71	4,716.78
	Dividend Rate	Nil	Interim dividend @5%	Nil
5	Foreign investments or collaborations, if any.	Foreign holding in the Company as on 30/06/2024 is 1.98% of the Equity Shares Capital of the Company.		

II	Information about the appointee:		
1	Name	Shri Nakul Kam Sethi	Ms. Shreyansi Goel
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 the resolution at Item No.3 of the Notice convening this Meeting read with explanatory statement thereto.	As mentioned in the resolution at Item No.5 of the Notice convening this Meeting 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 appoint him as a Whole Time Director of the Company.	The Board considers that her Expertise will add value to the Company and it is desirable to appoint her as an Independent Director of the Company.
6	Remuneration proposed	Same as mentioned in the resolutions at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto.	Same as mentioned in the resolutions at Item No. 5 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	The Company has been profitable in its operations in the current & previous FY as the COVID situation has been normalized.	
2	Steps taken or proposed to be taken for improvement.	The Company has been profitable in its operations in the current & previous FY as the COVID situation has been normalized.	
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 2023-24, 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.	