



SOM DISTILLERIES AND BREWERIES LIMITED

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

Phone: +91-11-26169909, 26169712 Fax: +91-11-26195897

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

Phone: +91-755-4278827, 4271271 Fax: +91-755-2557470

Email: compliance@somindia.com **Website:** www.somindia.com

CIN: L74899DL1993PLC052787

(BSE: 507514, NSE: SDBL)

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Som Distilleries and Breweries Limited will be held on Thursday, the 16th day of December, 2021 at 11:30 am at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh) to transact the following businesses:

SPECIAL BUSINESS:

- 1. TO CONSIDER AND APPROVE APPOINTMENT OF M/S AKB JAIN & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY FOR THE FY 2021-22 TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF M/S RN GUPTA & ASSOCIATES, CHARTERED ACCOUNTANTS**

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and on recommendation of the Board of Directors of the company, M/s AKB Jain & Co., Chartered Accountants, Bhopal (Firm Registration No:003904C), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s R.N. Gupta & Associates, Chartered Accountants, Bhopal (Firm Registration No:001419C) w.e.f. October 31, 2021 and to hold the office till the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2022 on such remuneration as may be fixed by the Board of Directors in consultation with them.

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

- 2. TO APPROVE INCREASE IN REMUNERATION TO SHRI JAGDISH KUMAR ARORA, CHAIRMAN & MANAGING DIRECTOR AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013, APPLICABLE SEBI REGULATIONS**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed there under, (including any statutory modifications or re-enactment thereof, for the time being in force) and the

Articles of Association of the Company approval of Members be and is hereby accorded to pay the following increased remuneration to Shri Jagdish Kumar Arora (DIN:00224633), as Managing Director, for the remaining term of his appointment effective from November 18, 2021:-

I. SALARY:

Rs.12.50 lakh per month with authority to the Board of Directors of the Company to grant such increments within the limit as it may determine from time to time.

II. PERQUISITIES:

- i) Gratuity at the rate of half a month's salary for each completed year of service.
- ii) Leave as per Company's Rules as specified from time to time.
- iii) Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
- iv) Premium paid on personal accident policy.
- v) Leave encashment at the end of the tenure in accordance with the rules of the company.
- vi) Re-imbursement of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
- vii) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

RESOLVED FURTHER THAT if in any financial year during the tenure of Shri Jagdish Kumar Arora, as Managing Director, the Company has no profits, or its profits are inadequate, he shall be entitled to receive and be paid remuneration, including salary, perquisites and other allowances, not exceeding Rs.12,50,000/- per month in such financial year, or such other remuneration within the applicable limits and conditions as prescribed under Schedule V of the Companies Act, 2013 and as may be amended from time to time.

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

3. RE-APPOINTMENT OF SHRI JAGDISH KUMAR ARORA (DIN:00224633) AS MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or re-enactment thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) thereof or supplement(s) thereto) ("Listing Regulations"), the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the shareholders of the Company be and is hereby accorded to the re-appointment of Shri Jagdish Kumar Arora (DIN:00224633), as Managing Director of the Company for a period of 3 years with effect from February 4, 2022 with such salary, perquisites and commission as set out in the Explanatory Statement annexed to the Notice of this Extra-Ordinary General Meeting and on such other terms and conditions as set out in the draft agreement between Shri Jagdish Kumar Arora and the Company submitted to this Meeting and initialed by the

Chairman for the purpose of identification, which agreement is hereby approved by the Shareholders of the Company with liberty to the Board of Directors to alter the terms and conditions of the said agreement in such manner as may be agreed to between the Company and Shri Jagdish Kumar Arora subject to such alterations being made in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT if in any financial year during the tenure of Shri Jagdish Kumar Arora (DIN:00224633), as Managing Director, the Company has no profits, or its profits are inadequate, Shri Jagdish Kumar Arora shall be entitled to receive and be paid remuneration, including salary, perquisites and other allowances, not exceeding Rs.12,50,000/- per month in such financial year, or such other remuneration within the applicable limits and conditions as prescribed under Schedule V of the Companies Act, 2013 and as may be amended from time to time.

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

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

Sd/-

Om Prakash
Company Secretary & Compliance Officer

Place: Bhopal
November 18, 2021

REGISTERED OFFICE:

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

NOTES:

1. A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A proxy in order to be valid must be received at least 48 hours before the meeting.

Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the businesses under Item No. 1 to 3 is annexed hereto and forms part of this Notice.
3. The Notice calling the EGM has been uploaded on the website of the Company at www.somindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means.

The remote e-voting period begins on Monday, 13.12.2021 at IST 9:00 a.m. and ends on Wednesday, 15.12.2021 at IST 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 9.12.2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 9.12.2021.

The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM 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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
--	---

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
---	---

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. Password details for shareholders other than Individual shareholders are given below:

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution 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 info@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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. Shareholders who would like to express their views/ask questions during the meeting may send their request in advance at least **7 days prior to meeting** (9.12.2021) mentioning their name, demat account number/folio number, email id, mobile number at compliance@somindia.com These queries will be replied by the company suitably.

GENERAL INFORMATION: -

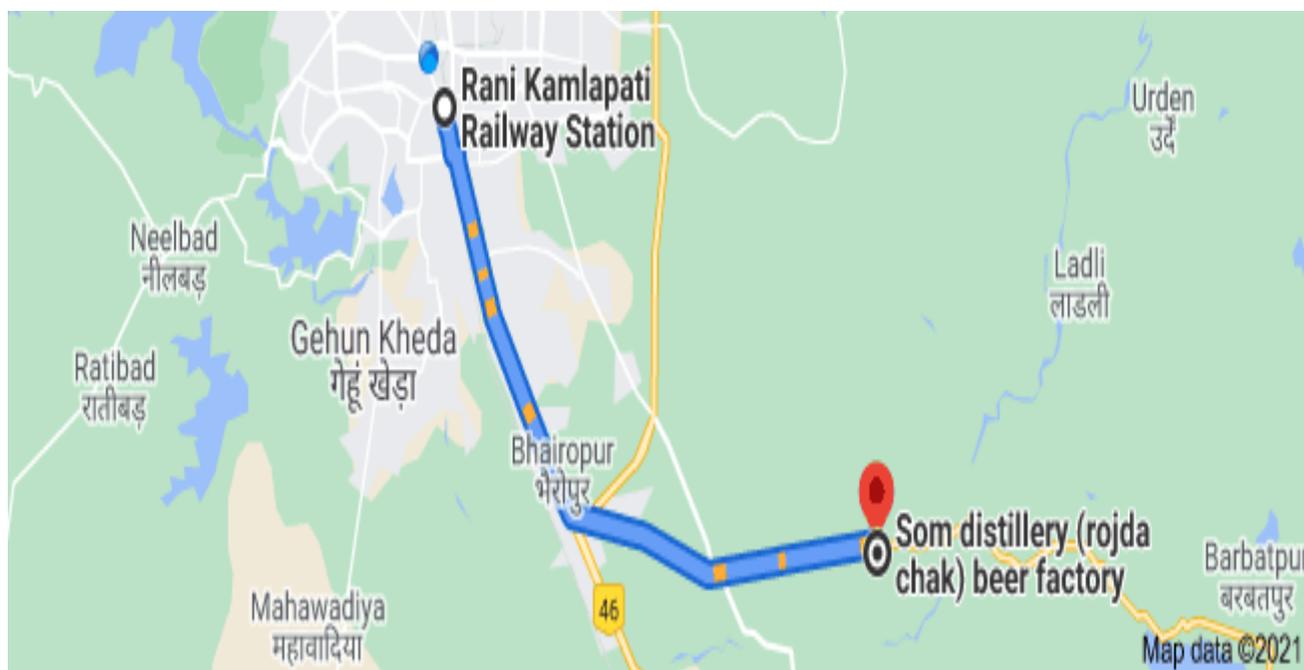
1. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
2. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Notices, Circulars etc. from the Company electronically.
3. 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.

4. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of the above, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Having regard to the difficulties experienced by the shareholders in disposing off their shares held in physical form and to mitigate the hardship caused to them. Members can contact the Company's Registrar & Share Transfer Agent for assistance in this regard.
5. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company / Registrar and Share Transfer Agent by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. The alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
6. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - 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.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve notices 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 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.
8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, and all other documents referred to the Notice will be available for inspection for the Members at the Registered Office of the Company during business hours on all working days upto the date of this meeting.
9. Details of Shri JK Arora, Managing Director, proposed to be re-appointed at the General Meeting, 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.
10. The Board of Directors has appointed Mr. Neelesh Jain as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
11. The route map is annexed to this notice.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.somindia.in and on the website of NSDL <http://www.evoting.nsdl.com> within three days of the passing of the Resolutions at the EGM of the Company and shall also be communicated to BSE Limited and NSE Limited where the shares of the Company are listed.

ROUTE MAP FOR THE VENUE OF EGM

[ROUTE FROM RANI KAMLAPATI RAILWAY STATION (FORMERLY HABIBGANJ) TO FACTORY PREMISES]



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

ITEM NO. 1

APPOINTMENT OF M/S AKB JAIN & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY FOR THE FY 2021-22 TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF M/S RN GUPTA & ASSOCIATES, CHARTERED ACCOUNTANTS

M/s R.N. Gupta & Associates, (Old Auditor) Chartered Accountants, Bhopal (FRN:001419C) have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances and *health concerns*, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Accordingly, subject to the approval of members in general meeting, the Board of Directors of the Company, at its meeting held on October 30, 2021 has approved the appointment of M/s AKB Jain & Co., (New Auditor) Chartered Accountants, Bhopal (FRN:003904C), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. RN Gupta & Associates, (Old Auditor) Chartered Accountants, Bhopal.

Further M/s AKB Jain & Co., (New Auditor) Chartered Accountants, Bhopal, have conveyed their consent and eligibility for appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members in the general meeting, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 1 of the Notice for approval by the Members.

ITEM NO. 2

INCREASE IN REMUNERATION TO SHRI JAGDISH KUMAR ARORA, MANAGING DIRECTOR

The Members of the Company in their 24th Annual General Meeting held on September 29, 2017, had appointed Mr. Jagdish Kumar Arora as the Chairman and Managing Director of the Company for a tenure of five years effective from February 4, 2017 to February 3, 2022. Further, the Members in 27th Annual General Meeting held on September 29, 2020 had approved remuneration to Shri JK Arora upto Rs.9.80 lakhs pm. Now on recommendation of the Nomination and remuneration committee the Board of Directors in its meeting held on November 18, 2021 has approved increase in remuneration to Shri JK Arora upto Rs.12.50 lakhs pm subject to approval of shareholder in general meeting and as per the provisions of the Companies Act, 2013, applicable SEBI Regulations. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. JK Arora is required requisite approval. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mr. Jagdish Kumar Arora as the Chairman and Managing Director of the Company for the period from November 18, 2021 to February 3, 2022. The details are set out below:

Remuneration proposed:

I. **SALARY:** Rs. 12.50 lakh per month with authority to the Board of Directors of the Company to grant such increments within the limit as it may determine from time to time.

II. PERQUISITIES

- i) Gratuity at the rate of half a month's salary for each completed year of service.
- ii) Leave as per Company's Rules as specified from time to time.

- iii) Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
- iv) Premium paid on personal accident policy.
- v) Leave encashment at the end of the tenure in accordance with the rules of the company.
- vi) Re-imbusement of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
- vii) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

Minimum Remuneration:

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in any Financial Year(s) Mr. Jagdish Kumar Arora, Chairman and Managing Director shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above for his remaining term, subject to such other approvals as may be necessary.

In terms of Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation by the Nomination and Remuneration Committee at its meeting held on November 18, 2021, the Board of Directors of the Company at its meeting held on even date have approved the payment of remuneration as detailed above except commission, subject to such other approvals as may be necessary, as minimum remuneration to Mr. Jagdish Kumar Arora in the absence or inadequacy of profits in any Financial Year(s) during his remaining tenure i.e. upto February 3, 2022.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 2 is annexed hereto as Annexure A.

Pursuant to Section 190 of the Companies Act, 2013 a copy of the Agreement dated February 4, 2017, Supplementary Agreement dated June 27, 2020 and the draft Supplementary Agreement proposed to be executed by the Company with the Chairman and Managing Director (on approval by Members of this Resolution) are kept and available for inspection at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

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

The Board of Directors recommends the Special Resolution set out at Item No.2 of the Notice for approval by the Members.

ITEM NO. 3

At the 24th Annual General Meeting held on September 29, 2017, the Members of the Company had appointed Shri Jagdish Kumar Arora (DIN:00224633) as a Managing Director of the Company, to hold office for a period of 5 years with effect from February 4, 2017. In terms of provision of Section 196(2) of the Companies Act, 2013 a Managing Director can be re-appointed within one year before the expiry of his present term.

The Nomination and Remuneration Committee ("the NRC") of the Company, on the basis of the performance evaluation, has approved & recommended re-appointment of Shri Jagdish Kumar Arora (DIN:00224633) as Managing Director of the Company for a period of 3 years with effect from February 4, 2022 on the terms & conditions including the remuneration payable to him as detailed below by passing a Resolution at their Meeting held on November 18, 2021. The remuneration

approved by the Nomination and Remuneration Committee and the Board is within the maximum limit of managerial remuneration prescribed under Section 197 read with Schedule V to the Companies Act, 2013.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Shri Jagdish Kumar Arora would be beneficial to the Company and it is desirable to continue to avail his services as Managing Director. Accordingly, it is proposed to re-appoint Shri Jagdish Kumar Arora as Managing Director of the Company, for a further period of 3 (Three) years on the Board of the Company with effect from February 4, 2022.

The detailed terms and conditions of re-appointment and remuneration payable to Shri Jagdish Kumar Arora (DIN:00224633) as Managing Director are as follows:

Remuneration proposed:

I. PERIOD: 3 years with effect from February 4, 2022.

II. SALARY: Rs 12.50 lakh per month with authority to the Board of Directors of the Company to grant such increments within the limit as it may determine from time to time

III. PERQUISITIES

- i) Gratuity at the rate of half a month's salary for each completed year of service.
- ii) Leave as per Company's Rules as specified from time to time.
- iii) Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
- iv) Premium paid on personal accident policy.
- v) Leave encashment at the end of the tenure in accordance with the rules of the company.
- vi) Re-imbursment of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
- vii) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

Minimum Remuneration:

If in any Financial Year during the tenure of Shri Jagdish Kumar Arora, the Company has no profits or its profits are inadequate, he shall be entitled to receive and be paid remuneration in that year; salary and perquisites not exceeding Rs.1,50,00,000/- per annum or Rs.12,50,000/- per month or such other limit as may be prescribed by the Government from time to time in this regard and reimbursement of upto two club membership fees, credit card(s) annual fees. Gratuity payable at a rate not exceeding half-a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of ceiling on perquisites.

The terms and conditions of reappointment of Shri Jagdish Kumar Arora may be altered and varied from time to time during his tenure of appointment in such manner as may be agreed to between the Board of Directors and Shri Jagdish Kumar Arora provided such terms are within and in accordance with the limits specified in Schedule V to the Companies Act, 2013, or any amendment thereto.

Shri Jagdish Kumar Arora shall be entitled to reimbursement of expenses incurred by him towards furtherance of the Company's business. For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable. In the absence of any such Income Tax Rules, 1962, perquisites shall be evaluated at actual cost.

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

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

Shri Jagdish Kumar Arora is interested in the Resolution set out in Item No.3 of the Notice, since it pertains to his re-appointment and remuneration for a period of three years. The relatives of Shri Jagdish Kumar Arora may be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board commends the Special Resolution as set out at Item No. 3 of the Notice for approval by the Members.

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

Sd/-

Om Prakash
Company Secretary & Compliance Officer

Place: Bhopal
November 18, 2021

REGISTERED OFFICE:

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

DETAILS OF DIRECTOR SEEKING REAPPOINTMENT/FIXATION OF REMUNERATION AT THE EXTRA-ORDINARY GENERAL MEETING (EGM) HELD ON THURSDAY, THE 16TH DAY OF DECEMBER, 2021

Name of the Director	Shri Jagdish Kumar Arora
DIN	00224633
Brief Resume & Expertise in specific functional areas	Mr. J.K. Arora is a visionary. His seasoned leadership qualities, his meticulous planning and strategies has given the desired shape and direction to the growth of the group. His vision as the founder has steered the company toward achieving leadership position. Mr. Arora has been instrumental in shaping SOM's strategy & building a unique partnership model based on the tenets of innovation & sustainable development. Safety, Service and Quality are the corner stones on which the group has traversed the journey of growth.
Date of Birth / Age	June 23, 1956 / 65 Years
Date of first appointment on the Board	March 26, 1993
Details of shares held in the Company as on March 31, 2021	62,43,322
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
Qualifications	B.Sc.
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
Details of Remuneration sought to be paid	As mentioned in the resolution placed before the members of the Notice read with explanatory Statement thereto
Last Remuneration drawn	Rs.9,80,000 p.m. till November 17, 2021 Rs.12,50,000 p.m. w.e.f. November 18, 2021 subject to requisite approvals
Number of Board Meetings attended/ held during Financial Year 2020-21	He attended 4 out of 5 board meeting held during the financial year 2020-21
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31, 2021	Nil
Directorship held in other companies as on March 31, 2021	i. Legend Distilleries Private Limited ii. Legend Capital Private Limited iii. Som Power Limited iv. Som Agro Products Limited v. Aryavrat Projects and Developers Private Limited vi. Sompel JV Private Limited vii. Aryavrat Fincon Private Limited
Committee positions held in other Companies as on March 31, 2021	Nil
Audit Committee	Nil
Stakeholders' Relationship Committee	Nil
Others	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)	2018-19	2019-20	2020-21
		Total Revenue	41086.57	40519.80	22815.32
		Total Expenses	37886.45	38138.73	24894.34
		Profit/Loss After Tax	2013.57	1696.48	(1803.61)
		Dividend Rate	15%	Nil	Nil
	5	Foreign investments or collaborations, if any.	Foreign holding in the Company as on 30/09/2021 is 1.19% of the Equity Shares Capital of the Company.		

II	Information about the appointee:				
	1	Name	Shri Jagdish Kumar Arora		
	2	Background details	As mentioned in Annexure A under the heading "Brief Resume and Expertise"		
	3	Past remuneration	Same as mentioned in the resolutions at Item No.3 of the Notice convening this Meeting read with explanatory statement thereto.		
	4	Recognition or awards	The Visionaries of Madhya Pradesh – by Dainik Bhaskar Group Asia's Most Promising Leader 2018 – by World Consulting & Research Corporation		
	5	Job profile and his suitability	He is a Managing Director. Taking into consideration his vast experience Shri Jagdish Kumar Arora is best suited for the assigned role.		
	6	Remuneration proposed	Same as mentioned in the resolutions at Item No. 3 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.		
	8	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	The Managing Director have pecuniary relationship with the Company in their capacity as Managing Director and he is also Promoter of the Company.		
III	Other information:				

	1	Reasons of loss or inadequate profits	The Company has been profitable for the last many years except for the last 18 months. The lockdown due to COVID in two successive seasons impacted the operations of the company.
	2	Steps taken or proposed to be taken for improvement.	The Company has been taking appropriate steps to reduce costs, improve the efficiency of the operations and drive sales.
	3	Expected increase in productivity and profits in measurable terms.	Company expects the normalised operations to result an increase in margin of 3-4% at the EBIDTA level.
IV		Disclosures:	The information and disclosures related to Remuneration and Period of Appointment, Number of Board Meeting attended during the year 2020-21, Chairmanship/ Membership of Committees of the Board of Directors of other listed companies are mentioned in Annexure A hereinabove.
	i.	Termination:	The appointment may be terminated by either Party by giving Three (3) months' notice in writing of such termination or basic salary in lieu of notice period.
	ii.	Duties and Responsibilities:	The appointee Director shall perform such duties and responsibilities as entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.



SOM DISTILLERIES & BREWERIES LIMITED

Attendance slip

CIN: L74899DL1993PLC052787

Registered Office: 1A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema road, New Delhi-110029.

Email: info@somindia.in, **Web:** www.somindia.com, **Works:** Village Rojrachak, Distt. Raisen, MP

Ph. No. 011-26169909, 26169712

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on Thursday, the 16th day of December, 2021 at 11.30 am at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh).

Names and Address of Shareholder:

Folio No/ DPID CLIENTID No. :

SIGNATURE OF THE SHAREHOLDERS OR PROXY	NO. OF SHARES HELD

Note: Shareholder/Proxy holder must bring this admission slip to the meeting and hand over at the venue duly signed.

Date:
Place:



Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L74899DL1993PLC052787

Name of the company : SOM DISTILLERIES & BREWERIES LIMITED
Registered office : 1A, ZEE PLAZA, ARJUN NAGAR, SAFDARJUNG ENCLAVE,
KAMAL CINEMA ROAD, NEW DELHI.110029.

Name of the member (s)	:
Registered address	:
E-mail Id	:
Folio No/ Client Id	:
DP ID	:

I/We, being the member (s) holding shares of the above named company,
hereby appoint:

Name	:
Address	:
E-mail Id	:
Signature	: or failing him

Name	:
Address	:
E-mail Id	:
Signature	: or failing him

Name	:
Address	:
E-mail Id	:
Signature	: or failing him



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Thursday, the 16th day of December, 2021 at 11.30 am at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Resolution	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
SPECIAL BUSINESS			
1.	To consider and approve appointment of M/s AKB Jain & Co., Chartered Accountants, as Statutory Auditors of the Company for the FY 2021-22 to fill the casual vacancy caused by resignation of M/s RN Gupta & Associates, Chartered Accountants		
2.	To approve increase in remuneration to Shri Jagdish Kumar Arora, (DIN:00224633) Chairman & Managing Director as per the provisions of the Companies Act, 2013, applicable SEBI Regulations		
3.	To re-appoint Shri Jagdish Kumar Arora (DIN:00224633) as Managing Director of the Company as per the provisions of the Companies Act, 2013, applicable SEBI Regulations		

Signed thisday of 2021

Signature of shareholder

Signature of proxy holder(s) Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the company, not less than 48 hours before the commencement of the meeting.	Affix Revenue stamp
--	---------------------