

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting (AGM) of the Members of Som Distilleries and Breweries Limited will be held on Tuesday, the 29th day of September, 2020 at 12:30 pm through video conferencing / other audio visual means (VC / OAVM) to transact the following businesses:

ORDINARY BUSINESS:

- To consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors' and Auditors' thereon; and
 - The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors' and Auditors' thereon.
- To re-appoint Shri Nakul Kam Sethi (DIN: 06512548), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

- 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and any other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Rakesh Rathi (DIN 08664667), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 21, 2020 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as a Director (Independent & Non-Executive) of the Company to hold office for a term of five consecutive years with effect from January 21, 2020 to January 20, 2025."

- 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and any other applicable Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Uma Kant Samal (DIN 08669929), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 20, 2020 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as a Director (Independent & Non-Executive) of the Company to hold office for a term of five consecutive years with effect from April 20, 2020 to April 19, 2025."

- Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013 and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 13, 15 and other applicable

provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and Rules made thereunder and subject to necessary statutory approvals and modifications if any, consent of the members be and is hereby accorded to merge Clause III (C) i.e. "Other Objects" with Clause III (B) i.e. "Objects Incidental or Ancillary to the attainment of the Main Objects" and Clause III (B) shall be renamed as "Matters which are necessary for furtherance of the objects specified in Clause III (A) are" in accordance with Table A of the Companies Act, 2013.

RESOLVED FURTHER THAT the sub-clause no. 1 to 23 of Clause III (C) be renumbered as sub-clause no. 36 to 58 of Clause III (B).

RESOLVED FURTHER THAT the sections and references of the previous Companies Act, 1956 be and are hereby replaced with the relevant sections and references of the new Companies Act, 2013 under sub-clause no. 15 & 33 of Clause III (B).

RESOLVED FURTHER THAT the Memorandum of Association of the Company duly modified as aforesaid or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company.

RESOLVED FURTHER THAT consent of shareholders of the Company be and is hereby accorded to approve and adopt the aforesaid changes in the Memorandum of Association of the Company and that Shri Jagdish Kumar Arora, Managing Director, Shri Nakul Kam Sethi, Wholetime Director and/or Shri Om Prakash, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

- Adoption of Articles of Association as per the provisions of the Companies Act, 2013 and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 14, 15 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to adopt the new set of Articles of Association containing, inter-alia, Article no. 1 to Article no. 157 in place of existing Articles of Association containing Article No. 1 to Article no. 151.

RESOLVED FURTHER THAT the Articles of Association of the Company duly modified as aforesaid or as suggested by any appropriate authority and accepted by the Board, be adopted as the Articles of Association of the Company.

RESOLVED FURTHER THAT Shri Jagdish Kumar Arora, Managing Director, Shri Nakul Kam Sethi, Wholetime Director and/or Shri Om Prakash, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

- To approve payment of Remuneration to Mr. Jagdish Kumar Arora, Chairman & Managing Director as per the provisions of the Companies Act, 2013, applicable SEBI Regulations and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary 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 remuneration to Shri Jagdish Kumar Arora (DIN:00224633), as Managing Director, for the remaining term of his appointment effective from September 1, 2020 to February 3, 2022:-

I. **SALARY:** Rs.9.80 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) Contribution to provident fund or superannuation fund or annuity fund to the extent not taxable under the Income Tax Act, 1961.
- ii) Gratuity at the rate of half a month's salary for each completed year of service.
- iii) Leave as per Company's Rules as specified from time to time.
- iv) Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
- v) Premium paid on personal accident policy.
- vi) Leave encashment at the end of the tenure in accordance with the rules of the company.
- vii) Re-imbursment of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
- viii) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

RESOLVED FURTHER THAT in case the profit for any particular year is inadequate, Shri J.K. Arora shall be allowed to retain the minimum remuneration calculated as per section 198 and schedule V of the Companies Act 2013, and shall pay back the balance amount unless the requisite approval of shareholders is arranged as per section 197 of the Companies Act, 2013."

RESOLVED FURTHER THAT Shri Nakul Kam Sethi, and/or Mr. Om Prakash, Company Secretary & Compliance Office of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary to file form MR-1 and other requisite forms with the Registrar of Companies in respect of Shri Jagdish Kumar Arora."

8. To approval SOM ESOP Scheme 2020 as per the provisions of the Companies Act, 2013, applicable SEBI Regulations and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 including any modifications thereof or supplements thereto ("the SEBI ESOS Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

("the SEBI LODR Regulations"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed, any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee), consent of the Shareholders be and is hereby accorded to introduce and implement the SOM Employees Stock Option Plan Scheme 2020 ("ESOP Scheme 2020") the salient features of which are detailed in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of such person(s) who are in the permanent employment of the Company, whether working in India or outside India, including Director of the Company, whether Whole-time director or not, but excluding Promoter, Promoter group and independent Directors and such other persons as may from time to time, be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as "Employees") selected on the basis of criteria decided by the Board under the ESOP Scheme 2020, such number of stock options convertible into Equity Shares of the Company ("Options"), in one or more tranches, not exceeding 5,00,000 equity shares of face value of Rs. 10/- each, at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP Scheme 2020, and all provisions of applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares to the eligible Employees upon exercise of Options from time to time in accordance with the ESOP Scheme 2020 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Stock Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOP Scheme 2020 and the exercise price of Options granted under the ESOP Scheme 2020 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per equity share bears to their advised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the ESOP Scheme 2020.

RESOLVED FURTHER THAT without prejudice to the generality of the above the Board, which includes the Nomination and Remuneration Committee is authorised to formulate, evolve, decide upon and implement the ESOP Scheme 2020, determine the detailed terms and conditions of the aforementioned ESOP Scheme 2020 including but not limited to the quantum of the Options to be granted per employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Options, to such employees of the Company, at par or at such other price, at such time and on such terms and conditions as set out in the ESOP Scheme 2020 and as the Board or the Nomination and Remuneration Committee may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI ESOS Regulations for the purposes of administration of ESOP Scheme 2020.

RESOLVED FURTHER THAT the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP Scheme 2020 as it may deem fit, from time to time or to suspend, withdraw or revive the ESOP Scheme 2020 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOP Scheme 2020 on the Stock Exchanges, where the Shares of the Company are listed in accordance with the provisions of the SEBI ESOS Regulations, the SEBI LODR Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP Scheme 2020 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committees, with power to sub-delegate to any Executives/Officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

9. To increase the Authorised Share Capital and consequent alteration in clause V of Memorandum of Association as per the provisions of the Companies Act, 2013, applicable SEBI Regulations and, if thought fit, to pass with or without modification, the following Resolution as a Ordinary Resolution:

RESOLVED THAT pursuant to Section 13, 64 and other applicable provisions, if any, of Companies Act, 2013 and the rules notified thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and the enabling provisions of Articles of Associations of the Company and on recommendation of the Board of Directors of the Company and applicable permissions, sanctions and approvals as may be required in this regard, approval of shareholders be and is hereby accorded to the Board of Directors of the Company to increase the Authorised Share Capital of the company from Rs.35,00,00,000/- (Rupees Thirty Five Crore Only) divided into 3,50,00,000 (Three Crore Fifty Lacs) Equity Shares of Rs.10/- each (Rupees Ten only) to Rs.40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs.10/- each (Rupees Ten only).

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

- V. The Authorized Share capital of the Company is Rs.40,00,00,000 (rupees forty crores only) divided into 4,00,00,000 (four crore only) equity shares of Rs. 10/- (rupees ten only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the company for the time being, with the power to increase and reduce the capital of the company, to divide or consolidate the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify, abrogate any such rights or privileges or conditions in such manner as may from time to time be provided in the regulations of the Company.

RESOLVED FURTHER THAT new shares shall rank pari passu to the existing shares in all respect and that all the provisions contained in the Articles of Association of the company with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new shares as they are applicable to the already issued equity shares.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the authorities as may be required in this regard."

10. To approve sub-division of shares as per the provisions of the Companies Act, 2013, applicable SEBI Regulations and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provision of Section 13, Section 61(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies, consent of the members of the company be and is hereby accorded for the sub-division of each of the Equity Share of the Company having a face value of Rs.10/- each in the Authorized Equity Share Capital of the Company sub-divided into 2 (Two) Equity Shares having a face value of Rs.5/- each ("Sub-division") and Clause V of the Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following:

- V. The Authorized Share capital of the Company is Rs.40,00,00,000 (rupees forty crores only) divided into 8,00,00,000 (eight crore only) equity shares of Rs. 5/- (rupees five only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the company for the time being, with the power to increase and reduce the capital of the company, to divide or consolidate the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify, abrogate any such rights or privileges or conditions in such manner as may from time to time be provided in the regulations of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs.10/- (Rupees Ten only) each of the Company existing on the record date to be fixed by the Company shall stand sub-divided into equity shares of face value of Rs.5/- (Rupees Five only) each fully paid up, without altering the aggregate amount of such capital and shall rank pari passu in all respects with the existing fully paid equity share of Rs.10/- each of the company and shall be entitled to participate in full dividend to be declared after subdivided Equity shares are allotted.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs.10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the "Record Date" to be fixed by the Company and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialised form, the subdivided equity shares of nominal value of Rs.5/- (Rupee Five only) each shall be credited to the respective beneficiary account of the members with their respective depository participants and the Company shall

undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board") (which expression shall also include a duly authorised Committee thereof) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications,

documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this above resolution".

Place: Bhopal

Date: September 5, 2020

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
Company Secretary & Compliance Officer

NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the 27th AGM through VC/OAVM.
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 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Central Depository Services (India) Limited (CDSL) 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 as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on 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. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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 AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

- (i) The remote e-voting period begins on Saturday 26.09.2020 (IST 9.00 am) and ends on Monday 28.09.2020 (IST 5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of

23.09.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number provided by the company or contact to RTA for obtaining the same.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Company on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. **For Physical shareholders** - please provide necessary details like 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 **Company/RTA email id**.
2. **For Demat shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id** compliance@somindia.com / info@masserv.com.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders 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. Shareholders 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 (22nd September 2020) mentioning their name, demat account number/ folio number, email id, mobile number at www.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 (company email id). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING 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 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.
3. 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.
4. Shareholders 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.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@somindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-voting from the e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

GENERAL INFORMATION: -

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item No. 3 to 10 is annexed hereto and forms part of this Notice.
2. Transfer of Unclaimed Shares to the Investor Education and Protection Fund (IEPF):

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

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the Shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to IEPF Account.

The Company is in process to send notice / reminders to the concerned members and to publish notice regarding the same in newspaper(s).

If the unclaimed shares and unclaimed dividends are not claimed by the time, the Company will initiate necessary steps to transfer the same, if required, to IEPF without further notice.

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

3. 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 financial year 2012-13 2013-14, 2014-15, 2015-16, 2016-17, 2017-18 & 2018-19 can be viewed on Company's website i.e. www.somindia.com, which was uploaded in compliance with the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of the AGM.
5. 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.
6. 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.

7. 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.
8. 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.
9. 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 7, 2020 to September 28, 2020 at the Registered Office of the Company & will also be available at the time of AGM.
10. 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.
11. In terms of Section 152 of the Act, Mr. Nakul Kam Sethi (DIN:06512548), Director, shall retire by rotation at the ensuing AGM. Mr. Sethi being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends re-appointment of Mr. Nakul Kam Sethi.
12. Details of Mr. Nakul Kam Sethi, 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 declarations have been received from the Directors for their re-appointment.
13. 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.
14. Since the AGM will be held through VC / OAVM, the route map is not 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 CDSL <http://www.evotingindia.com> within three days of the passing of the Resolutions at the 27th AGM of the Company and shall also be communicated to BSE Limited and NSE Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO. 3

APPOINTMENT OF MR. RAKESH RATHI (DIN 08664667) AS DIRECTOR (NON-EXECUTIVE & INDEPENDENT)

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder ('the Act') read with Articles of Association of the Company, Mr. Rakesh Rathi (DIN 08664667) was appointed as an Additional Director in the capacity of Non-executive & Independent Director of the Company w.e.f. January 21, 2020, subject to the approval of Members of the Company. Accordingly, Mr. Rakesh Rathi shall hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act from him signifying his candidature as an Independent Director of the Company.

Mr Rakesh Rathi, has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Rakesh Rathi fulfills the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for his appointment as Independent Director of the Company and he is independent of the Management. Mr. Rathi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has given his consent to act as Director.

A brief profile of Independent Director to be appointed, including nature of his expertise and other disclosures as required under Regulation 36(3) of the Listing Regulations, is provided at "Annexure A" of this Notice.

Terms & conditions of appointment of the aforesaid Director as Independent Director are open 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.

Except Mr. Rakesh Rathi, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at item No.3.

The Board recommends the Resolution as set out in Item no.3 for approval of the Members to be passed as an Ordinary Resolution.

ITEM NO. 4

APPOINTMENT OF MR. UMA KANT SAMAL (DIN 08669929) AS DIRECTOR (NON-EXECUTIVE & INDEPENDENT)

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the rules made thereunder ('the Act') read with Articles of Association of the Company, Mr. Uma Kant Samal (DIN 08669929) was appointed as an Additional Director in the capacity of Non-executive & Independent Director of the Company w.e.f. April 20, 2020, subject to the approval of Members of the Company. Accordingly, Mr. Samal shall hold office upto the date of ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act from him signifying his candidature as an Independent Director of the Company.

Mr. Uma Kant Samal, has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Uma Kant Samal fulfills the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for his appointment as Independent Director of the Company and he is independent of the Management. Mr. Samal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has given his consent to act as Director.

A brief profile of Independent Director to be appointed, including nature of his expertise and other disclosures as required under Regulation 36(3) of the Listing Regulations, is provided at "Annexure A" of this Notice.

Terms & conditions of appointment of the aforesaid Director as Independent Director are open 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.

Except Mr. Uma Kant Samal, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at item No. 4.

The Board recommends the Resolution as set out in Item no. 4 for approval of the Members to be passed as an Ordinary Resolution.

ITEM NO. 5

TO APPROVE ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares and in accordance with Table 'A' of the Companies Act, 2013 there shall be only two groups of objects i.e. (A) Main objects to be pursued by the Company and (B) Matters which are necessary for furtherance of the objects specified under Main Objects. Accordingly, existing Clause III (C) containing the "Other Objects" of the existing Memorandum of Association of the Company is required to be merged with Clause III (B) containing the "Objects Incidental or Ancillary to the attainment of the Main Objects" and Clause III (B) shall be renamed as "Matters which are necessary for furtherance of the objects specified in Clause III (A) are" to comply with Table 'A' of the Companies Act, 2013.

The Board at its meeting held on 27th June, 2020 has approved alteration of the MOA of the Company and recommends the Special Resolution set forth in Item No.5 of the Notice for approval of the Members. A copy of the proposed altered MOA of the Company would 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.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Resolution as set out in Item no. 5 for approval of the Members to be passed as a Special Resolution.

ITEM NO. 6

TO APPROVE NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

On 12 September, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on 26 March, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal"). With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on "Table-F" of the Act which sets out the model articles of association for a company limited by shares.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. The Board recommends the Special Resolution set forth in Item No.6 of the Notice for approval of the Members.

A copy of the proposed set of new AOA of the Company would be available for inspection for Members at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Resolution as set out in Item no. 6 for approval of the Members to be passed as a Special Resolution.

ITEM NO. 7

PAYMENT OF REMUNERATION TO MR. JAGDISH KUMAR ARORA, MANAGING DIRECTOR

The Members of the Company vide Annual General Meeting dated 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. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Jagdish Kumar 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 September 1, 2020 to February 3, 2022. The details are set out below:

Remuneration proposed:

- I. **SALARY:** Rs 9.80 lakhs 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. **PERQUISITES**
 - i) Contribution to provident fund or superannuation fund or annuity fund to the extent not taxable under the Income Tax Act, 1961.
 - ii) Gratuity at the rate of half a month's salary for each completed year of service.
 - iii) Leave as per Company's Rules as specified from time to time.
 - iv) Leave Travel Concession: For self and his family, once a year, incurred in accordance with rules of the Company.
 - v) Premium paid on personal accident policy.
 - vi) Leave encashment at the end of the tenure in accordance with the rules of the company.
 - vii) Re-imbursement of medical expenses either directly or through insurance for self and family to the extent allowed under Income Tax Act.
 - viii) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by

the Company.

Minimum Remuneration:

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 accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the NRC of the Company at its meeting held on 27th June, 2020, 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. 7 is annexed hereto as Annexure A.

Pursuant to Section 190 of the Companies Act, 2013 a copy of the Agreement dated February 4, 2017 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, Mr. Ajay Kumar Arora, Mr. Deepak Arora, Ms. Sunita Arora & Ms. Natasha Arora, who are 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 Ordinary Resolution set out at Item No.7 of the Notice for approval by the Members.

ITEM NO.8

TO APPROVAL SOM EMPLOYEES STOCK OPTION PLAN SCHEME 2020

Stock Options represent a reward system based on performance. They help companies to attract, retain and motivate the best available talent. Stock Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the company. Your company believes in rewarding its employees, for their continuous hard work, dedication and support, which has led the Company on the growth path.

Keeping in line with the above, "SOM Employees Stock Option Plan Scheme 2020" ("the Scheme") has been formulated by the Company and to be implemented by Nomination & Remuneration Committee constituted under Section 178 of the Companies Act, 2013 in accordance with the requirements of Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOS Regulations") issued by SEBI and other applicable laws. The Scheme has been approved by the Board of Directors at their Meeting held on 27th June, 2020 subject to the approval of the members.

The Scheme will be operated and administered under the superintendence of the Company's Nomination and Remuneration Committee, which is a Committee of the Board of Directors, the majority of whose Members are Independent Directors. The Nomination and Remuneration Committee will formulate the detailed terms and conditions of the Scheme including:

- (a) Number of options to be granted to any Employee, and in the aggregate;

- (b) Terms on which the options will vest;
- (c) The conditions under which options vested in Employees may lapse in case of termination of Employees for misconduct;
- (d) The exercise period within which an Employee should exercise the options, and lapsing of options on failure to exercise the options within the exercise period and determination of exercise price which may be different for different class/ classes of Employees falling in the same tranche of grant of Options issued under ESOP-2020;
- (e) The specified time period within which the Employee shall exercise the vested options in the event of termination or resignation of the Employee;
- (f) The right of an Employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- (g) The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of rights issues, bonus issues and other corporate actions;
- (h) The grant, vesting and exercise of options in case of Employees who are on long leave; and
- (i) Any other related or incidental matters.

Brief Description of the Scheme is given as under:

a) The total number of options to be granted

The total number of options that may, in the aggregate, be issued would be such number of options which shall entitle the option holders to acquire in one or more tranches upto 5,00,000 equity shares of Rs.10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the company as may be applicable from time to time).

SEBI ESOS Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of Option grantees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP Scheme 2020.

b) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

All permanent employees of the Company working in India or out of India and Directors of the company (whether Managing/Whole time Director or not) (present or future) (excluding promoters and an employee who is a Promoter or a person belonging to the Promoter Group) and further excluding a director who either by himself or through his relative or through any Body Corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company and excluding Independent Directors as may be decided by

the Nomination and Remuneration Committee.

The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years' service, performance, and role assigned to the employee and such other parameters as may be decided by the Nomination and Remuneration Committee in its sole discretion from time to time.

The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

c) Terms of the scheme:

- (1) The Company shall not vary the terms of the schemes in any manner, which may be detrimental to the interests of the Option Grantees: Provided that the company shall be entitled to vary the terms of the schemes to meet any regulatory requirements.
- (2) Subject to the proviso to sub-regulation (1), the company may by special resolution in a general meeting vary the terms of the schemes offered pursuant to an earlier resolution of the general body but not yet exercised by the employee provided such variation is not prejudicial to the interests of the Option Grantees.
- (3) The notice for passing special resolution for variation of terms of the schemes shall disclose full details of the variation, the rationale therefore, and the details of the Option Grantees who are beneficiaries of such variation.
- (4) The Company may re-price the options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; Provided that the company ensures that such re-pricing shall not be detrimental to the interest of the Option Grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

d) Transferability of Employee Stock Options:

- (1) The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option Grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.
- (2) In the event of resignation or termination of the Option Grantee, all the options which are granted and yet not vested as on that day shall lapse.
- (3) In the event that an Option Grantee who has been granted benefits under a scheme is transferred or deputed to subsidiary company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.
- e) Requirements of vesting and period of vesting

Vesting of options may commence after a period of not less than one year from the date of grant. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOP Scheme 2020.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising:

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation	All Vested Options as on date of submission of resignation may be exercised by the Option Grantee on or before his last working day with the Company.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination (With or without cause)	All Vested Options which were not allotted at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	Retirement or early Retirement approved by the Company	All Vested Options as on date of retirement may be exercised by the Option Grantee within permitted exercise period.	All Unvested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within permitted exercise period.

4	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 6 months from the date of Death.	All the Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s within 6 months from the date of Death.
5	Permanent Disability	All Vested Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than 6 months from the date of such disability	All the Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 6 months from the date of such disability.
6	Abandonment*	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
7	Other reasons apart from those mentioned above The Committee shall decide whether the Vested Options as	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

*The Board/ Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned.

f) Maximum period within which the options shall be vested

The maximum vesting period may extend up to 5 (five) years from the date of grant of options, unless otherwise decided by the Nomination and Remuneration Committee.

g) Exercise price or pricing formula

Exercise Price means the price at which the Option Grantee is entitled to acquire the equity shares pursuant to the options granted and vested in him/her under the Scheme.

The Exercise Price shall be equal to Rs.10/- (Rupees Ten only) per option or any other price as may be decided by the Committee. In any case, the Exercise Price per Option shall not be less than the face value of shares and it may be different for different class/classes of Employees falling in the same tranche of grant of Options issued under ESOP Scheme 2020.

h) Exercise period and process of exercise

The Exercise period shall not be more than 5 years from the date of respective vesting of Options. The options granted may be exercised by the Grantee at one time or at various points of time within the exercise period as determined by the Committee from time to time.

The Vested options shall be exercisable by the employees by a written application (which will include making applications online using any ESOP administration software) to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The options shall lapse if not exercised within the specified exercise period. The options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized banking channels or in such other manner and subject to such procedures as the Board/ Committee may decide.

i) Appraisal Process for determining the eligibility of Employees to the Scheme.

The appraisal process for determining the eligibility of the Employee will be specified by the Nomination and Remuneration Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Nomination and Remuneration Committee.

j) Maximum number of options to be issued per Employee and in the aggregate

The number of Options that may be granted to any specific employee under ESOP Scheme 2020 shall not exceed the number of Shares equivalent to 1% of the Issued Share Capital of the Company and in

aggregate if the prior specific approval from members of the Company through a special resolution to this effect is not obtained.

k) Certificate from auditors

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

l) Whether the scheme is to be implemented and administered directly by the Company or through a trust

The Scheme will be implemented directly by the Company under the guidance of the Nomination and Remuneration Committee of the Board.

m) Whether scheme involves new issue of shares by the Company or Secondary acquisition by the trust

The Scheme will involve only new issue of shares by the Company.

n) Disclosure and accounting policies

The Company shall conform to the accounting policies specified by Securities & Exchange Board of India as per the SEBI ESOS Regulations, amended from time to time and relevant Accounting Standard as may be prescribed by the Institute of Chartered Accountants of India (ICAI) or by any other Statutory authority from time to time.

o) Method of Valuation

The Company follows fair value method for computing the compensation cost, if any, for the options granted. The company will follow IFRS/IND AS/ any other requirements for the same.

p) Rights of the option holder

The employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

q) Consequence of failure to exercise option

All unexercised options shall lapse if not exercised on or before the exercised period ends. The amount payable by the employee, if any, at the time of grant of option, -

- (a) may be forfeited by the company if the option is not exercised by the employee within the exercise period; or
- (b) may be refunded to the employee if the options are not vested due to non-fulfillment of conditions relating to vesting of option as per the Scheme.

r) Other terms

The Board or Nomination and Remuneration Committee shall have the absolute authority to vary, modify or alter the terms of the Scheme in accordance with the regulations and guidelines as prescribed by the Securities and Exchange Board of India or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option Grantees.

The Board or Nomination and Remuneration Committee may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOP Scheme 2020, subject to compliance with the Applicable Laws and Regulations.

As the Scheme would entail further shares to be offered to persons other than existing Members of the Company, consent of the members is sought pursuant to the provisions of section 42 and 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per the requirement of Clause 6 of the SEBI ESOS Regulations.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 8, except to the extent of their shareholding entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolution set out in Item No. 8 of the Notice for adoption by the Shareholders as Special Resolution.

ITEM NO. 9

INCREASE IN AUTHORISED CAPITAL AND CONSEQUENT ALTERATION IN CLAUSE V OF MEMORANDUM OF ASSOCIATION

The Company forecasting the future prospects and growth objectives proposes to surge the present Authorised Share Capital Base. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company from Rs.35 Crore to Rs.40 Crore, consequent to approval of Item No 9 as specified in this Notice of General Meeting, and for that purpose, the Memorandum of Association of the Company are proposed to be suitably altered in pursuant to applicable provisions of Companies Act, 2013 as stated below:

PROPOSED CLAUSE:

CLAUSE V "The Authorized Share capital of the Company is Rs.40,00,00,000 (rupees forty crores only) divided into 4,00,00,000 (four crore only) equity shares of Rs. 10/- (rupees ten only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the company for the time being, with the power to increase and reduce the capital of the company, to divide or consolidate the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify,

abrogate any such rights or privileges or conditions in such manner as may from time to time be provided in the regulations of the Company".

Your Directors recommend passing of the enabling Resolution as set out in Item No.9 of the Notice by way of Ordinary Resolution. None of the Directors/ Key managerial personnel / relatives of the Directors or Key managerial personnel of the Company may be deemed to be concerned or interested in the said resolution except to the extent of their shareholding in the company.

A copy of the existing Memorandum of Association of the Company along with the draft of the proposed amendments, will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

ITEM NO. 10

TO APPROVE SUB-DIVISION OF SHARE CAPITAL OF THE COMPANY

As the members are aware, the equity shares of your company are listed on the Bombay Stock Exchange and National Stock Exchange and are also regularly traded on the said Exchanges.

With a view to broad base the investor base by encouraging the participation of the retail investors and also with a view to increase the liquidity of the company's shares, the Board of Directors in its meeting held on June 27, 2020 & September 5, 2020 recommended sub-division of the nominal value and paid-up value of (Authorised, Issued, Subscribed and paid-up) of the company from 1 (One) equity share of Rs.10/- [Rupees Ten only] each into 2 (Two) equity shares of Rs.5/- (Rupees Five only) each.

The aforesaid sub-division of equity shares of Rs.10/- each into equity shares of Rs.5/- each would require amendment to existing Capital Clause V of the Memorandum of Association. After approval of the resolutions set out at Item Nos.10, the Board of Directors or Committee thereof will fix the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

Pursuant to the provisions of Section 13, and Section 61 of the Companies Act, 2013 approval of the members is required for sub-division of shares and consequent amendment to Clause V of the Memorandum of Association.

The Board recommends the Resolution at item No.10 of this Notice, for approval of the Members.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members 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 is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

ANNEXURE A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT/ FIXATION OF REMUNERATION AT THE 27TH ANNUAL GENERAL MEETING

Name of the Director	Shri Nakul Kam Sethi	Shri Rakesh Rathi	Shri Uma Kant Samal	Shri Jagdish Kumar Arora
Brief Resume & Expertise in specific functional areas	With an event full career and a total experience of close to 20 years with commercial & investment banks and corporates across geographies in India, Australia and 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 is an integral part of SOM Group for the last 9 years.	Mr. Rakesh Rathi has significant years of experience in the business of Distilleries and Breweries industry. He was the manager for Purchase, Import with London Distillers (K) Ltd., Nairobi, Kenya and He was also work as manager with Indus Thermal Systems, Mumbai	Mr. Uma Kant Samal has significant more than 30 years of experience in various Administrative & Judiciary Positions in the State of Madhya Pradesh (Govt. of India) during 1977 to 2007. His last Position was Chairperson of Board of Secondary Education, Govt. of M.P. (2005 to 2007). Mr. Samal, after retirement is Self Employed and Advising clients on MIS, automation and internal audit functions.	Mr. 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. He is at the source of all that SOM Group of companies has achieved so far. Mr Arora has been instrumental in shaping SOM's focus strategy & building a unique partnership model based on the tenets of innovation & sustainable development.
Date of Birth / Age	September 3, 1973/ 46 Years	November 24, 1970/49 Years	December 12, 1947/72 Years	June 23, 1956 /64 Years
Date of first appointment on the Board	June 1, 2018	January 21, 2020	April 20, 2020	March 26, 1993
Details of shares held in the Company as on March 31, 2020	17538	Nil	Nil	3121661
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
Qualifications	B.Com and MBA	B.Sc (Maths), MBA (Operations), Post Graduate Diploma in Computer Application, Master of Computer Management	IAS-1971 (MP), M.A. Political Science, Certificate in Development Studies from Sussex University, U.K.	B.Sc.
Terms and Conditions of Appointment/Re-appointment	He was appointed as whole time 5 years from 01.06.2018 to 31.05.2023	N.A.	N.A.	As mentioned in the resolution placed before the members in item no. 7 of the Notice read with the explanatory Statement thereto
Details of Remuneration sought to be paid	Rs. 500000 P.M.	Sitting fee of Rs30000/- each per Board Meeting thereof including conveyance charges	Sitting fee of Rs30000/- each per Board Meeting thereof including conveyance charges.	As mentioned in the resolution placed before the members of the Notice read with explanatory Statement thereto
Last Remuneration drawn	Rs. 500000 P.M.	Sitting fee of Rs30000/- each per Board Meeting thereof including conveyance charges	N.A. (He was appointed wef April 20, 2020)	He is not drawing any remuneration from the company
Number of Board Meetings attended/ held during Financial Year 2019-20	He attended all the board meeting held during the financial year 2019-20	1 out of 10 (He was appointed wef January 21, 2020)	N.A. (He was appointed wef April 20, 2020)	He attended all the board meeting held during the financial year 2019-20

Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31, 2020	Nil	Nil	Nil	Nil
Directorship held in other companies as on March 31, 2020	1. Aaryavrat Realtors Private Limited	Nil	Nil	1. Legend Distilleries Pvt Ltd 2. Legend Capital Pvt Ltd 3. Som Power Limited 4. Som Agro Products Limited 5. Aryavrat Projects And Developers Private Limited 6. Sompel Jv Private Limited 7. Aryavrat Fincon Private Limited
Committee positions held in other Companies as on March 31, 2020	Nil	Nil	Nil	Nil
Audit Committee	Nil	Nil	Nil	Nil
Stakeholders' Relationship Committee	Nil	Nil	Nil	Nil
Others	Nil	Nil	Nil	Nil