



## 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 Saturday, the 7<sup>th</sup> day of January, 2023 at 12:00 pm at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh) to transact the following businesses:

#### SPECIAL BUSINESS:

- 1. TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE EQUITY WARRANTS TO PROMOTERS / PROMOTERS GROUP ON PREFERENTIAL BASIS AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and any statutory modifications thereof for the time being in force and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof and the Consolidated Foreign Direct Investment Policy, 2017 issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time (FDI Policy) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines (including any amendment thereto or re-enactment thereof) issued by the Government of India (the “GOI”), the Ministry of Corporate Affairs (the “MCA”), the Reserve Bank of India (the “RBI”), the Securities and Exchange Board of India (the “SEBI”) the Listing Agreement entered into between the Company and the Stock Exchanges where the Shares of the Company are listed (“Stock Exchanges”), or any other authority/ body (including any amendment thereto or re-enactment thereof) and enabling provisions in the Memorandum and Articles of Association of the Company and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and 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 any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the company be and is hereby accorded to the Board, to create, offer, issue and allot from time to time upto 65,00,000 (sixty five lakhs) Warrants (hereinafter referred to as the “Warrants”) convertible in one or more tranches to equity shares of ₹5/- each of the Company at a price of ₹142/- per equity share (including premium of ₹137/- per equity share) for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, on such terms and conditions as the Board may think fit, by way of preferential allotment on a private placement basis to the following allottee(s) forming part of the Promoters, Promoter’s Group (hereinafter referred to as the “Proposed Allottee(s)”).

Sr No	Name of the Allottee	Number of Convertible Warrants	Category
1	Mr. Jagdish Kumar Arora	35,00,000	Promoter / Promoter Group
2	Mr. Deepak Arora	30,00,000	Promoter / Promoter Group
	<b>Total</b>	<b>Upto 65,00,000</b>	

**RESOLVED FURTHER THAT** as per the SEBI ICDR Regulations the 'Relevant Date' for determining the price of the Equity Shares to be issued upon conversion/exercise of right attached to the Warrants, in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall be Thursday, December 8, 2022, being thirty days prior to the date of this Extra Ordinary General Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares as may require to be allotted upon conversion/exercise of right attached to the Warrants issued in terms of this resolution.

**RESOLVED FURTHER THAT** the Warrants to be created, offered and allotted and the new equity shares to be issued and allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and all such new shares shall rank in all respects pari-passu inter-se and with the then existing equity shares of the Company including entitlement of dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors (which shall be deemed to include any Committee(s), which the Board of Directors may have or hereafter constitute in this behalf to exercise the powers conferred on the Board of Directors by this Resolution) of the Company be and is hereby authorised 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 to give effect to the aforesaid resolution and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the equity shares with the stock exchanges where the shares of the Company are listed, without requiring the Board of Directors to obtain any further consent or approval of the shareholders of the Company in relation to the matters set out in this resolution."

**2. TO CONSIDER APPOINTMENT OF MR. RAJESH KUMAR (DIN: 08732528) AS AN INDEPENDENT DIRECTOR TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION, WITH OR WITHOUT MODIFICATION, AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Rajesh Kumar (DIN: 08732528) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. December 9, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of this Extraordinary General Meeting, be and is hereby, appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from December 9, 2022 till December 8, 2027.

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

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

Sd/-

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

Place: Bhopal  
Date: December 9, 2022

REGISTERED OFFICE:  
1-A Zee Plaza, Arjun Nagar,  
Safdarjang 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 2 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](http://www.somindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**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 Wednesday, 4.01.2023 at IST 9:00 a.m. and ends on Friday, 6.01.2023 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. Saturday, 31.12.2022, 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 31.12.2022.

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"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically 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](mailto:nkjaincs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the 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 [investor@masserv.com](mailto:investor@masserv.com).
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
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 mentioning their name, demat account number/folio number, email id, mobile number at [compliance@somindia.com](mailto:compliance@somindia.com). These queries will be replied 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 1<sup>st</sup> 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.

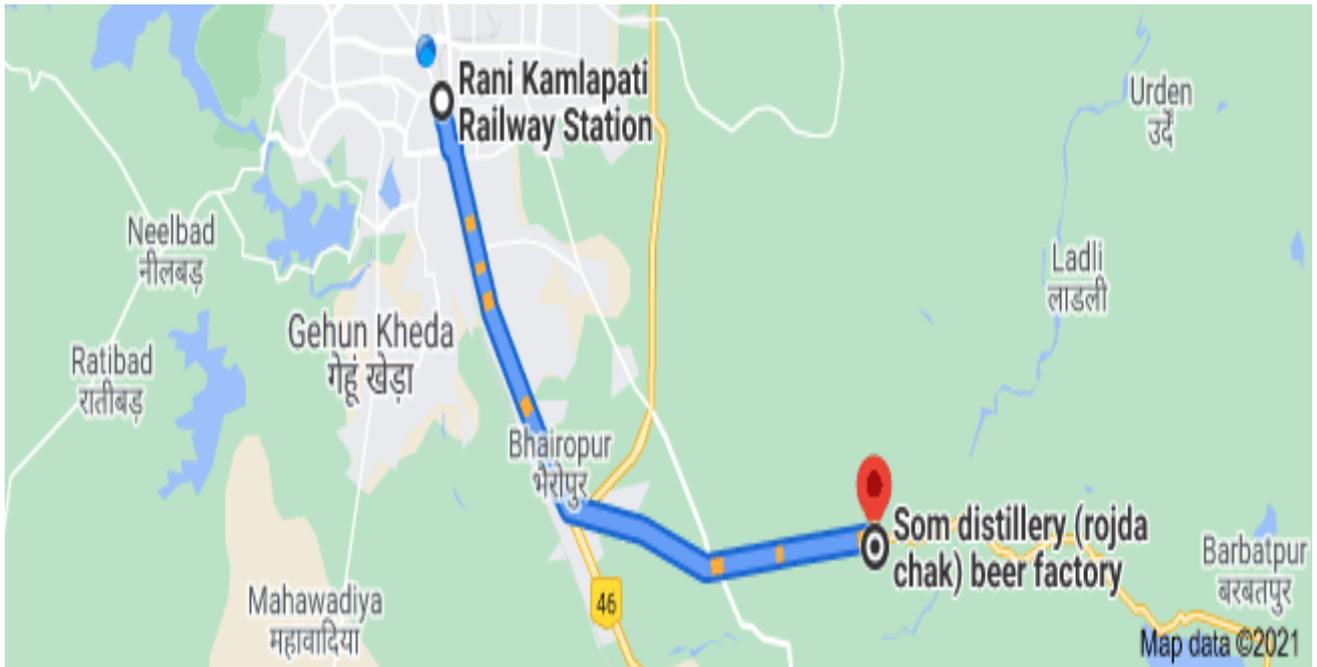
SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

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 Mr. Rajesh Kumar, Independent Director, proposed to be 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 Notice / Declaration for eligibility as required under the law has been received from the Proposed Director.
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](http://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 (FORMERELY HABIBGANJ) TO FACTORY PREMISES]**



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

### ITEM NO. 1

#### ISSUE OF CONVERTIBLE EQUITY WARRANTS TO PROMOTERS/ PROMOTERS GROUP ON PREFERENTIAL BASIS

In order to meet the funding requirements of the Company, it is proposed that Convertible Warrants of the Company be issued to identified Promoter(s) / Promoter's Group on preferential basis, at a price of ₹142/- (Rupees one hundred and forty two only) per equity share including a premium of ₹137/- (Rupees one hundred and thirty seven only) per equity share, in such manner and on such terms and conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 (ICDR Regulations) and in compliance with Section 42 and Section 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The Board, at their meeting held on December 9, 2022, has accorded its approval to the said preferential issue of Warrants. The issue price of the warrants/equity shares has been determined in accordance with the SEBI ICDR Regulations.

Section 62 of the Companies Act, 2013 provides that when a Company proposes to increase its issued capital by allotment of further shares, etc., such further shares are to be offered to the existing shareholders of the Company in the manner laid down in the said section unless the shareholders in a General Meeting decide otherwise by passing a Special Resolution. The Special Resolution proposed at Item No.1 will, if passed, enable the Board on behalf of the Company to allot convertible warrants on a preferential basis to the Promoters, Promoter's Group as permitted under Section 62(1)(c) of the Act and the Rules made there under (read with Section 42 of the Companies Act, 2013 and the Rules made there under).

The terms of issue of Warrants as approved by the Board of Directors are as follows:

- a) Number of warrants: Not exceeding 65,00,000 warrants.
- b) Terms of conversion:
  - i. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
  - ii. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
  - iii. The Equity Shares arising from the exercise of the Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.
  - iv. Each Warrant will be convertible into 1 (one) Equity Share of par value of ₹5/- each at an issue price of ₹142/- per equity share (including premium of ₹137/- per equity share).
- c) Payment Terms:
  - i. 25% of the issue price of the Warrants will be paid on the date of allotment of the Warrants.
  - ii. The balance 75% of the issue price of the Warrants is payable at the time of allotment of the Equity Shares pursuant to the exercise of the conversion right by the warrant holder, as and when they deem fit. Non-payment of balance sum i.e. 75% of the issue price by the warrant holder would entail in forfeiture of the amount paid. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- d) Issue Price:

The price at which each Warrant will be issued will be ₹142/-, such price being not less than the minimum price determined as per the provisions of Chapter V of the SEBI ICDR Regulations.

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

Apart from the above said right of adjustment, the Warrants do not give any rights/entitlements to the Warrant holder as a shareholder of the Company.

e) Other terms:

- i. The Warrants and the Shares converted shall be subject to lock-in in accordance with the provisions of SEBI ICDR Regulations.
- ii. The Warrants shall not confer upon the holders thereof any right to receive any notice of the meeting of the Shareholders of the Company or Annual Report of the Company and/or to attend/vote at any of the General Meetings of the Shareholders of the Company held, if any.
- iii. Save and except the right of subscription to the Company's Equity Shares as per the terms of the issue of Warrants, the Warrant holder shall have no other rights or privileges such as entitlement to voting rights, dividend, bonus issue or rights issue or similar benefits declared by the Company.
- iv. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari-passu* with the existing Equity Shares bearing ISIN INE480C01020 of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- v. A separate Register of Warrant holders would be maintained by the Company.
- vi. In the event of any sub-division or consolidation of the face value of the Company's Equity Shares, the share entitlement on each Warrant shall be proportionately increased/ decreased such that the aggregate nominal value of the entitlement remains the same as the nominal value of the Equity Shares immediately prior to such subdivision or consolidation.

The additional disclosures related to the issuance of the Warrants convertible into Equity Shares are as follows:

**1. Disclosures required in terms of Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014**

Heading	Disclosure
Particulars of the offer including date of passing of Board resolution	Issuance of up to 65,00,000 (sixty five lakhs) convertibles warrants of a face value of ₹142/- (rupees five) each on a private placement /preferential basis. Date of Board resolution: December 9, 2022
Kinds of securities offered and price at which security is being offered	Warrants convertibles into equity shares, The Warrants of face value of ₹142/- each are being offered at ₹142/- each
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Report of independent registered valuer:  Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of ₹142/- (Rupees One Hundred and Forty Two only) of the warrants to be issued and allotted to the proposed allottee(s) has been determined taking into account the valuation report dated December 9, 2022, issued by Mr. Sanka Hari Surya, independent registered valuer (registration no. IBBI/RV/07/2019/12576, having office at Shree Mahavir Sadhana Chs, D-602, Plot No. 18 EFG, Sector-14, Navi Mumbai, Sanpada- 400705 Maharashtra, in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <a href="https://www.somindia.com/pdf/som-valuation-report-9.12.2022.pdf">https://www.somindia.com/pdf/som-valuation-report-9.12.2022.pdf</a>  The Issue price of Warrants and the price for conversion of warrants into Equity Share of the Company has been also determined by pricing certificate issued by CS Neelesh Jain, proprietor of M/s N K Jain & Associates, Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018.  The Warrants Holder shall be entitled to require the Company to convert its warrants held by such Warrants Holder into fully-paid-up equity shares of the Company (which shall rank <i>pari-passu</i> in all respects with the existing equity shares of the Company) at a conversion price of ₹142/- (rupees one hundred forty two only) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the

	computation of the aforesaid price being December 8, 2022 (viz. 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders)
Name and address of valuer who performed valuation	<b>Name:</b> Mr. Sanka Hari Surya, independent registered valuer (registration no. IBBI/RV/07/2019/12576, <b>Address:</b> Shree Mahavir Sadhana Chs, D-602, Plot No. 18 EFG, Sector-14, Navi Mumbai, Sanpada- 400705 Maharashtra  <b>Name:</b> CS Neelesh Jain, proprietor of M/s N K Jain & Associates, Practicing Company Secretaries <b>Address:</b> 208, Akansha, Press Complex, Zone I, M.P. Nagar, Bhopal 462011.
Amount which the company intends to raise by way of such securities	Up to ₹92,30,00,000/- (Rupees Ninety Two Crores and Thirty Lakhs only)
Material terms of raising such securities	The Warrants Holder shall be entitled to require the Company to convert the Warrants held by such Warrants Holder into fully- paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹142/- (rupees one hundred and forty two only) per share.
Proposed time schedule	As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.
Purposes or objects of offer	The proceeds from the issuance of Warrants (Equity Shares upon conversion of Warrants) shall be used by the Company towards the working capital requirements and repayment of its existing borrowings.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	The Promoter(s) will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No.1. Except the Managing Director, None of the other Directors of the Company will be subscribing to the proposed issue.
Principle terms of assets charged as securities	Not Applicable.

## 2. Disclosures required in terms of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014

Heading	Disclosure
The Objects of the Issue	The proceeds from the issuance of the Warrants (Equity Shares upon conversion of Warrants) shall be used by the Company towards the working capital requirements and repayment of its existing borrowings.
The total number of shares or other securities to be issued	Up to 65,00,000 (sixty five lakh) convertibles warrants of a face value of ₹5/- each
The price or price band at/ within which the allotment is proposed	The price at which Warrant will be issued ₹142/-, such price being not less than the minimum price determined as per the provisions of Chapter V of the SEBI ICDR Regulations. This conversion price of warrants is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being December 8, 2022 (viz. 30 days prior to the date of the Extraordinary General Meeting of the shareholders)
Basis on which the price has been arrived at along with report of the registered valuer	Report of independent registered valuer:  Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of ₹142/- (Rupees One Hundred and Forty Two only) of the warrants to be issued and allotted to the proposed allottee(s) has been determined taking into account the valuation report dated December 9, 2022, issued by Mr. Sanka Hari Surya, independent registered valuer (registration no. IBBI/RV/07/2019/12576, having office at Shree Mahavir Sadhana Chs, D-602, Plot No. 18 EFG, Sector-14, Navi Mumbai, Sanpada- 400705 Maharashtra, in accordance with Regulation 166A of the ICDR

	<p>Regulations (“Valuation Report”). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: <a href="https://www.somindia.com/pdf/som-valuation-report-9.12.2022.pdf">https://www.somindia.com/pdf/som-valuation-report-9.12.2022.pdf</a></p> <p>Issue price of Warrants and the price for conversion of warrants into Equity Share of the Company has been also determined by pricing certificate issued by CS Neelesh Jain, proprietor of M/s N K Jain &amp; Associates, Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018.</p> <p>The Warrants Holder shall be entitled to require the Company to convert its warrants held by such Warrants Holder into fully-paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of ₹142/- (rupees one hundred forty two only) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being December 8, 2022 (viz. 30 days prior to the date of the Extraordinary General Meeting of the shareholders)</p>					
Relevant date with reference to which the price has been arrived at	December 8, 2022					
The class or classes of persons to whom the allotment is proposed to be made	Promoter, Promoter’s Group					
Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Promoters will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No.1. Except the Managing Director, None of the Directors / Key Managerial Personal will be subscribing to the proposed issue.					
The proposed time within which the allotment shall be completed	As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.					
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<b>Sr. No.</b>	<b>Identity of Proposed Allottees</b>	<b>No. of Warrants to be allotted</b>	<b>Pre-holding 30.11.2022</b>	<b>Post Shareholding</b>	<b>% of post shareholding</b>
	1.	Mr. Jagdish Kumar Arora	35,00,000	1,33,38,809	1,68,38,809	20.98
	2.	Mr. Deepak Arora	30,00,000	7,79,010	37,79,010	4.71
The change in control, if any, in the company that would occur consequent to the preferential offer	Consequent to the preferential offer, there will be no change in control in the company.					
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	<b>Sl No.</b>	<b>Name of the Allottee</b>	<b>No of securities</b>	<b>Price (₹)</b>		
	1	Mr. Jagdish Kumar Arora	20,00,000	72		
	2	Mr. Deepak Arora	5,00,000	72		
	3	Lakeside Retail Private Limited	5,00,000	72		
	4	Icy Blast Retail Private Limited	5,00,000	72		
	5	Newport Retail LLP	2,77,777	72		
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable					
The pre issue and post issue shareholding pattern of the	<b>Category</b>	<b>Pre-issue No.shares</b>	<b>Pre-issue percentage of</b>	<b>Post- issue No. shares</b>	<b>Post-issue percentage of</b>	

company		<b>Held</b>	<b>shareholding</b>	<b>held</b>	<b>shareholding</b>
	<b>Promoters' holding</b>				
	<b>Indian</b>				
	Individual	16196341	21.96	22696341	28.28
	Bodies Corporate	7937759	10.76	7937759	9.89
	<b>Sub-total</b>	<b>24134100</b>	<b>32.72</b>	<b>30634100</b>	<b>38.17</b>
	Foreign Promoters				
	<b>Sub-total (A)</b>	<b>24134100</b>	<b>32.72</b>	<b>30634100</b>	<b>38.17</b>
	<b>Non-promoters' holding</b>				
	Institutional Investors	1166685	1.58	1166685	1.45
	<b>Non-Institutional Investors</b>				
	Private corporate bodies	4627085	6.27	4627085	5.76
	Directors and relatives	47857	0.06	47857	0.06
	Indian public	42211360	57.22	42211360	52.59
	Others (including Non-resident Indians (NRIs))	1577486	2.14	1577486	1.97
	<b>Sub-total (B)</b>	<b>49630473</b>	<b>67.28</b>	<b>49630473</b>	<b>61.83</b>
	<b>Grand Total</b>	<b>73764573</b>	<b>100.00</b>	<b>80264573</b>	<b>100.00</b>

### 3. Disclosures required in terms of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

Heading	Disclosure				
The Relevant date on the basis of which price of the equity shares to be allotted on conversion or exchange of convertible securities shall be calculated	December 8, 2022				
The objects of the issue	The proceeds from the issuance of the Warrants (Equity Shares upon conversion of warrants) shall be used by the Company towards the working capital requirements and repayment of its existing borrowings.				
Maximum number of specified securities to be issued	Up to 65,00,000 (sixty five lakh) Warrants convertible into Equity Shares having face value of ₹5/- each.				
Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer	The Promoters will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No.1. Except the Managing Director, None of the Directors / Key Managerial Personal will be subscribing to the proposed issue.				
Shareholding pattern of the issuer before and after the preferential issue	<b>Category</b>	<b>Pre-issue No. shares Held</b>	<b>Pre-issue percentage of shareholding</b>	<b>Post-issue No. shares held</b>	<b>Post-issue percentage of shareholding</b>
	<b>Promoters' holding</b>				
	<b>Indian</b>				
	Individual	16196341	21.96	22696341	28.28
	Bodies Corporate	7937759	10.76	7937759	9.89
	<b>Sub-total</b>	<b>24134100</b>	<b>32.72</b>	<b>30634100</b>	<b>38.17</b>
	Foreign Promoters				
	<b>Sub-total (A)</b>	<b>24134100</b>	<b>32.72</b>	<b>30634100</b>	<b>38.17</b>
	<b>Non-promoters' holding</b>				

	Institutional Investors	1166685	1.58	1166685	1.45	
	Non-Institutional Investors					
	Private corporate bodies	4627085	6.27	4627085	5.76	
	Directors and relatives	47857	0.06	47857	0.06	
	Indian public	42211360	57.22	42211360	52.59	
	Others (including Non- resident Indians (NRIs))	1577486	2.14	1577486	1.97	
	<b>Sub-total (B)</b>	<b>49630473</b>	<b>67.28</b>	<b>49630473</b>	<b>61.83</b>	
	<b>Grand Total</b>	<b>73764573</b>	<b>100.00</b>	<b>80264573</b>	<b>100.00</b>	
Time frame within which the preferential issue shall be completed	As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded within 15 (Fifteen) days from the date of passing of this resolution. Provided that, if any approval or permission is required from any regulatory authority or the Central Government for the allotment is pending, the period of fifteen days shall be counted from the date of such approval or permission.					
entity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue. Provided that, if there is any listed company, mutual fund, scheduled commercial bank, insurance company registered with the Insurance Regulatory and Development Authority of India in the chain of ownership of the proposed allottee, no further disclosure will be necessary	<b>Sr. No.</b>	<b>Identity of Proposed Allottees</b>	<b>No. of Warrants to be allotted</b>	<b>Pre-holding 30.11.2022</b>	<b>Post Shareholding</b>	<b>% of post shareholding</b>
	1.	Mr. Jagdish Kumar Arora	35,00,000	1,33,38,809	1,68,38,809	20.98
	2.	Mr. Deepak Arora	30,00,000	7,79,010	37,79,010	4.71
	<p>Note: the number of shares, post allotment shareholding and % of shareholding post issue has been set out in the above table on the assumption that up to 65,00,000 (sixty five lakhs) convertibles warrants shall be allotted by the Company to the Promoters, Promoter's Group and they will convert the entire allotted warrants into equity shares. In the event the actual number of shares and warrants allotted by the Board or the number of warrants converted is less than the warrants allotted, the details of the number of shares, post allotment shareholding and % of shareholding post issue set out in the above table in relation to each Promoters, Promoter's Group and Public Investors shall change accordingly.</p> <p>The proposed preferential issue will not result in change in control of the Company.</p>					
Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so	The Company agrees and undertakes that it shall re-compute the price of the Warrants (Equity Shares upon conversion of Warrants) specified securities issued on preferential basis if required in terms of the provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 where it is required to do so.					
Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees	The Company agrees and undertakes that if the amount payable on account of the re-computation of price in terms of the applicable law is not paid within the time stipulated in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Warrants (Equity Shares upon conversion of Warrants) shall continue to be locked-in till the time such amount is paid by the allottees.					

Disclosures specified in Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the issuer or any of its promoters or directors is a wilful defaulter	Neither the Company's name nor any of its Promoter or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018. Name of the person declared as a wilful defaulter: Not applicable Name of the Bank declaring the person as a wilful defaulter: Not applicable Year in which the person was declared as a wilful defaulter: Not applicable Outstanding amount when the person was declared as a wilful defaulter: Not applicable Steps taken, if any, by the person for removal of its name from the list of wilful defaulters: Not applicable Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision: Not applicable Any other disclosure as specified by the Board: Not applicable
Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed	Not Applicable
Placing of Report of independent registered valuer / Practicing Company Secretary Certificate	Report of independent registered valuer:  Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of ₹142/- (Rupees One Hundred and Forty Two only) of the warrants to be issued and allotted to the proposed allottee(s) has been determined taking into account the valuation report dated December 9, 2022, issued by Mr. Sanka Hari Surya, independent registered valuer (registration no. IBBI/RV/07/2019/12576, having office at Shree Mahavir Sadhana Chs, D-602, Plot No. 18 EFG, Sector-14, Navi Mumbai, Sanpada- 400705 Maharashtra, in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <a href="https://www.somindia.com/pdf/som-valuation-report-9.12.2022.pdf">https://www.somindia.com/pdf/som-valuation-report-9.12.2022.pdf</a>  The issuance of the warrants is being made in accordance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and a copy of the certificate from CS Neelesh Jain, proprietor of M/s NK Jain & Associates, Practicing Company Secretaries [FCS: 6436], certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable shall be placed before the shareholders at the forthcoming Extra Ordinary General Meeting of the Company and also shall be made available on the website of the Company (i.e. <a href="http://www.somindia.com">www.somindia.com</a> ), to facilitate online inspection by the Members till the date of the General Meeting.

**Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees who are not natural persons:**

Name of the Proposed Allottee	Class	Identity of Natural Persons who are the Ultimate Beneficial Owners
Not Applicable	-	Not Applicable

**The percentage of post preferential issue capital that may be held by them and change in control, if any, in the**

issuer consequent to the Preferential issue:

Name of the Propose Allottee	Pre Issue Shareholding		Issue of Warrants (Present Issue) (No)	Post Issue Shareholding after Conversion of Warrants	
	No. of Shares	% of Share holding		No. of Shares	% of Share holding
Mr. Jagdish Kumar Arora	13338809	18.08	3500000	16838809	20.98
Mr. Deepak Arora	779010	1.06	3000000	3779010	4.71

**Confirmations regarding wilful defaulter or a fraudulent borrower / fugitives, if any:**

Neither the Company nor its promoters nor the Directors of the Company have been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

**The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter:**

Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Mr. Jagdish Kumar Arora	Promoter	Promoter
Mr. Deepak Arora	Promoter	Promoter

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

Mr. Jagdish Kumar Arora, Chairman and Managing Director, Mr. Deepak Arora Promoter and their relatives to the extent of their existing shareholding in the Company and to the extent of their subscription to the above proposed Preferential Issue shall be deemed to be concerned or interested in the Resolution.

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

## ITEM NO. 2

### APPOINTMENT OF MR. RAJESH KUMAR (DIN: 08732528) AS AN INDEPENDENT DIRECTOR

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rajesh Kumar (DIN: 08732528) as an Additional Director under Independent Category on w.e.f. 9.12.2022. The Company has also received a notice in writing from a Member proposing the candidature of Mr. Rajesh Kumar to be appointed as an Independent Director of the Company.

**The following is the brief Profile of Mr. Rajesh Kumar (DIN: 08732528):**

Shri Rajesh Kumar, former Chief General Manager, State Bank of India, has a career span of about 4 decades in Banking/financial sector.

Till his superannuation in June 2020, he was heading SBI's business and operations for Madhya Pradesh & Chhattisgarh. He was also convener State Level Bankers Committee (SLBC) for Chhattisgarh.

He handled various assignments in Retail Banking, Trade Finance, large value Corporates and Syndicated loans. He also held assignments in IT and Digital. He has held overseas assignments in Europe. He was Manager (Systems and Audit) in SBI, Antwerp Belgium. He later on held assignment of CEO, SBI, Frankfurt, Germany. As Chief General Manager (Digital Transformation & eCommerce), he had set up and led SBI's initiative for Digital Transformation and new digital initiatives, including setting up Digital Bank, called YONO. He planned/executed strategy for quantum jump in Bank's digital footprints and Business Process Reengineering of B2B and B2C customer journeys through Digital innovation and transformation.

He is on the Board of Director of 3 companies, Jio Payments Bank Limited (Reliance Group), IFCI Financial Services Limited (IFCI subsidiary) and KCT Financial & Management Services Limited (Karam Chand Thapar Group). He specializes in Finance, Audit, Risk and compliance, innovation and business drive, as part of Corporate Governance.

He holds Post Graduate Diploma in Management and is Certified Associate of Indian Institute of bankers. He is also Certified Independent Director.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as Independent Director of the Company.

The Company has also received a declaration from Mr. Rajesh Kumar (DIN: 08732528), that he meets the criteria of independence as prescribed under Section 149 of the Act and the LODR Regulations. In the opinion of the Board, Mr. Rajesh Kumar (DIN: 08732528), meets the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of the Act and LODR Regulations.

He has also registered himself with the Independent Directors Database.

Mr. Rajesh Kumar (DIN: 08732528) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has consented to act as Independent Director of the Company. In the opinion of the Board he is a person of integrity and possesses relevant expertise and experience. Further, he fulfils the conditions specified in the Act and the LODR Regulations for appointment as an Independent Director and is independent of the Management of the Company and he is not debarred from accessing the capital markets and/or restrained from holding position of directors in any listed company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable provisions of LODR Regulations, the appointment of Mr. Rajesh Kumar (DIN: 08732528) as an Independent Director with effect from 9.12.2022 for a period of five (5) consecutive years is now being placed before the Members for their approval as a Special Resolution.

The Board recommends the Resolution at Item No. 2 of this Notice for approval of the Members.

The letter of appointment of Mr. Rajesh Kumar (DIN: 08732528) setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. Additional information in respect Mr. Rajesh Kumar (DIN: 08732528) pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

None of the Directors or Key Managerial Personnel or their respective relatives other than Mr. Rajesh Kumar is concerned or interested in the Resolution at Item No.2 of the Notice.

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

Sd/-

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

Place: Bhopal

Date: December 9, 2022

REGISTERED OFFICE:

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

**Annexure A**

**DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING (EGM) TO BE HELD ON SATURDAY, THE 7<sup>TH</sup> DAY OF JANUARY, 2023**

<b>Name of the Director</b>	<b>Mr. Rajesh Kumar</b>
<b>DIN</b>	08732528
<b>Brief Resume &amp; Expertise in specific functional areas</b>	<p>Shri Rajesh Kumar, former Chief General Manager, State Bank of India, has a career span of about 4 decades in Banking/financial sector.</p> <p>Till his superannuation in June 2020, he was heading SBI's business and operations for Madhya Pradesh &amp; Chhattisgarh. He was also convener for SLBC in Chhattisgarh.</p> <p>He handled various assignments in Retail Banking, Trade Finance, large value Corporates and Syndicated loans. He also held assignments in IT and Digital.</p> <p>He has held overseas assignments in Europe. He was Manager (Systems and Audit) in SBI, Antwerp Belgium. He later on held assignment of CEO, SBI, Frankfurt. As Chief General Manager (Digital Transformation &amp; eCommerce), he had set up and led SBI's initiative for Digital Transformation and new digital initiatives, including setting up Digital Bank, called YONO. He planned/executed strategy for quantum jump in Bank's digital footprints and Business Process Reengineering of B2B and B2C customer journeys through Digital innovation and transformation.</p>
<b>Date of Birth / Age</b>	June 15, 1960 / 62 Years
<b>Date of first appointment on the Board</b>	December 9, 2022
<b>Details of shares held in the Company as on November 9, 2022</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	No relationship with other Directors, Manager and other Key Managerial Personnel of the Company
<b>Qualifications</b>	<p>Post Graduate Diploma in Management, Certified Associate of Indian Institute of Bankers.</p> <p>He is Certified Independent Director.</p>
<b>Terms and Conditions of Appointment/ Re-appointment</b>	As mentioned in the resolution placed before the members in item No.2 of the Notice read with the explanatory Statement thereto
<b>Details of Remuneration sought to be paid</b>	Sitting fee of ₹30,000/- per Board Meeting thereof.
<b>Last Remuneration drawn</b>	Sitting fee of ₹30,000/- per Board Meeting thereof.
<b>Number of Board Meetings attended/ held during Financial Year 2022-23</b>	1 as on date of this notice
<b>Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on November 30, 2022</b>	Nil

<b>Directorship held in other companies as on November 30, 2022</b>	i.Jio Payments Bank Limited ii.IFCI Financial Services Limited iii.KCT Financial & Management Services Private Limited
<b>Committee positions held in other Companies as on November 30, 2022</b>	Jio Payments Bank Limited, Nominee Director <b>Committees &amp; Positions:</b> 1. Customer Services & Grievances Committee, Head 2. Audit Committee, Member 3. Risk Management Committee, Member 4. Nomination & Remuneration Committee, Member 5. Financial Inclusion Committee, Member  IFCI Financial Services Limited, Independent Director <b>Committees &amp; Positions:</b> 1. Audit Committee, Head 2. IT Strategy Committee, Head 3. Risk Management Committee, Member 4. Nomination & Remuneration Committee, Member  KCT Financial and Management Services Private Limited, Independent Director <b>Committees &amp; Positions:</b> 1. Audit Committee, Member 2. Nomination & Remuneration Committee, Member 3. IT Strategy Committee, Member
<b>Audit Committee</b>	As listed above
<b>Stakeholders' Relationship Committee</b>	Nil
<b>Others</b>	As listed above

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013:

<b>I General Information</b>				
<b>1</b>	<b>Nature of industry</b>	The Company is engaged in the production of beer; and blending and bottling of IMFL		
<b>2</b>	<b>Date or expected date of commencement of commercial production</b>	The Company commenced its business in the year 1993 i.e. the year in which it was incorporated.		
<b>3</b>	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</b>	N.A.		
<b>4</b>	<b>Financial performance based on given indicators are as under:</b>			
	<b>Financial Parameters (in Lakhs)</b>	<b>2019-20</b>	<b>2020-21</b>	<b>2021-22</b>
	Total Revenue	40519.80	22815.32	25948.73
	Total Expenses	38138.73	24894.34	27049.32
	Profit/Loss After Tax	1696.48	(1803.61)	(1097.23)
	Dividend Rate	Nil	Nil	Nil
<b>5</b>	<b>Foreign investments or collaborations, if any.</b>	Foreign holding in the Company as on 30/09/2022 is 1.18% of the Equity Shares Capital of the Company.		

<b>II Information about the appointee:</b>		
<b>1</b>	<b>Name</b>	<b>Mr. Rajesh Kumar</b>

	<b>2</b>	<b>Background details</b>	As mentioned in Annexure A under the heading “Brief Resume and Expertise”
	<b>3</b>	<b>Past remuneration</b>	As mentioned in the resolution at Item No.2 of the Notice convening this Meeting read with explanatory statement thereto.
	<b>4</b>	<b>Recognition or awards</b>	-
	<b>5</b>	<b>Job profile and his suitability</b>	The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as Independent Director of the Company.
	<b>6</b>	<b>Remuneration proposed</b>	Same as mentioned in the resolutions at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto.
	<b>7</b>	<b>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)</b>	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.
	<b>8</b>	<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</b>	Not Applicable
<b>III</b>	<b>Other information:</b>		
	<b>1</b>	<b>Reasons of loss or inadequate profits</b>	The Company has been profitable in its operations in the current FY as the COVID situation has been normalized.
	<b>2</b>	<b>Steps taken or proposed to be taken for improvement.</b>	The Company has been profitable in its operations in the current FY as the COVID situation has been normalized.
	<b>3</b>	<b>Expected increase in productivity and profits in measurable terms.</b>	The Company is expected to show an impressive growth in sale as well as profits in the short to medium term.
<b>IV</b>	<b>Disclosures:</b>		
	<b>i.</b>	<b>Termination:</b>	As per provisions of Companies Act.
	<b>ii.</b>	<b>Duties and Responsibilities:</b>	As per provisions of Companies Act.



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**SOM DISTILLERIES AND BREWERIES LIMITED**  
**Attendance Slip**

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**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 Saturday, the 7<sup>th</sup> day of January, 2023 at 12.00 pm 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 AND 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 Saturday, the 7<sup>th</sup> day of January, 2023 at 12.00 pm 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)
<b>SPECIAL BUSINESS</b>			
1.	To Consider and Approve Issue Of 6500000 Convertible Equity Warrants to Promoters / Promoters Group on Preferential Basis		
2.	To Consider Appointment of Mr. Rajesh Kumar (DIN:08732528) as an Independent Director		

Signed this .....day of ..... 2023

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
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