

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 Tuesday, the 7th day of March, 2023 at 11:30 am at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh) to transact the following business:

SPECIAL BUSINESS:

- 1. TO CONSIDER APPOINTMENT OF MR. RAJESH KUMAR (DIN: 08732528) AS AN INDEPENDENT DIRECTOR 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: February 9, 2023

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 is annexed hereto and forms part of this Notice.
3. The Notice calling the EGM has been uploaded on the website of the Company at www.somindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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

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

The remote e-voting period begins on Saturday, 4.03.2023 at IST 9:00 a.m. and ends on Monday, 6.03.2023 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. Tuesday, 28.02.2023, 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 28.02.2023.

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

The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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

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

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

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

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

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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

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

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to 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 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. These queries will be replied by the company suitably.

GENERAL INFORMATION: -

1. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
2. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Notices, Circulars etc. from the Company electronically.
3. Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their name, address, email, nominations, power of attorney, bank details, NECS & ECS mandates to their depository participant only. The said changes will be automatically reflected in the Company's records. Members holding Shares in physical mode are requested to intimate all changes in their particulars or bank mandates to the company's Registrar and Share Transfer Agent. Members holding shares in physical mode and desirous of making nominations are requested to send their request in Form SH-13 under the Companies Act, 2013 to the Company's Registrar & Share Transfer Agent.
4. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of the above, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Having regard to the difficulties experienced by the shareholders in disposing off their shares held in physical form and to mitigate the hardship caused to them. Members can contact the Company's Registrar & Share Transfer Agent for assistance in this regard.
5. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company / Registrar and Share Transfer Agent by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. The alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
6. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent and their relevant DP's immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the relevant Rules made thereunder, companies can serve notices and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Further, to contribute

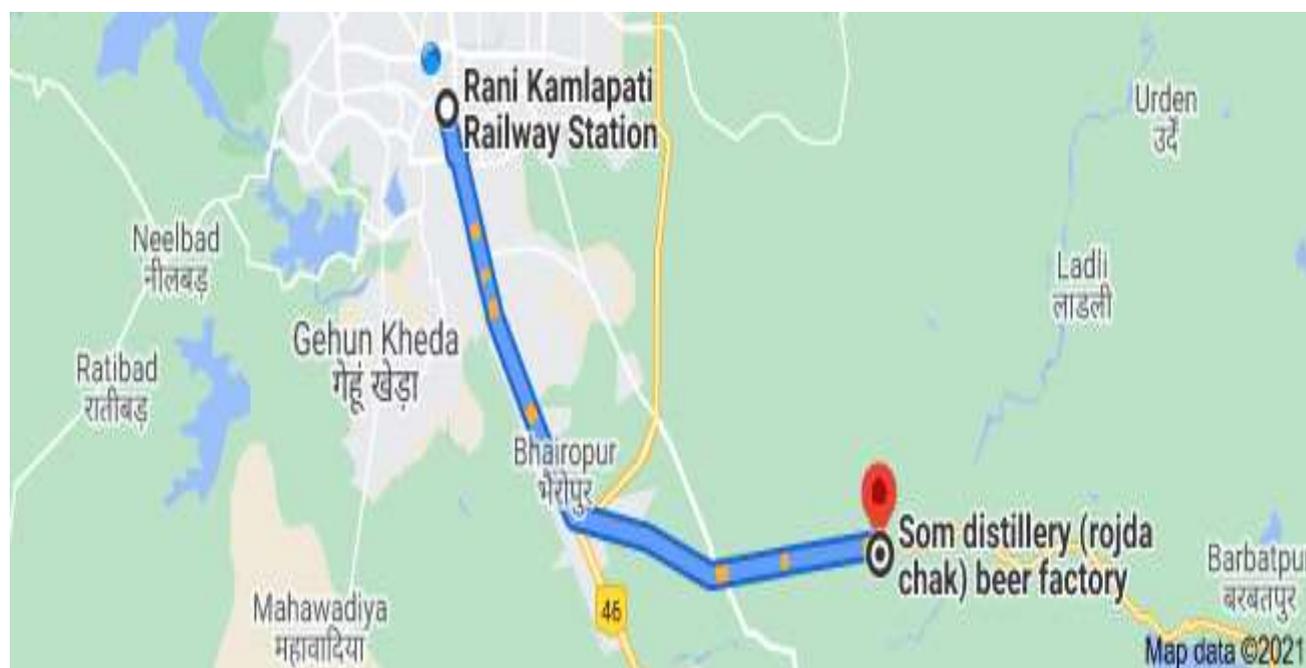
towards greener environment and to receive all documents, notices and other communications of the Company, investors should register their e-mail address with the Registrar and Share Transfer Agent of the Company, if Shares are held in physical mode and with their DP's, if the holding is in electronic mode.

8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, and all other documents referred to the Notice will be available for inspection for the Members at the Registered Office of the Company during business hours on all working days upto the date of this meeting.
9. Details of 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 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

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. 1 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.1 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: February 9, 2023

REGISTERED OFFICE:

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

DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING (EGM) TO BE HELD ON TUESDAY, THE 7TH DAY OF MARCH, 2023

Name of the Director	Mr. Rajesh Kumar
DIN	08732528
Brief Resume & Expertise in specific functional areas	<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 & 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 & 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>
Date of Birth / Age	June 15, 1960 / 62 Years
Date of first appointment on the Board	December 9, 2022
Details of shares held in the Company as on January 31, 2023	Nil
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	<p>Post Graduate Diploma in Management, Certified Associate of Indian Institute of Bankers.</p> <p>He is Certified Independent Director.</p>
Terms and Conditions of Appointment/ Re-appointment	As mentioned in the resolution placed before the members in item No.1 of the Notice read with the explanatory Statement thereto
Details of Remuneration sought to be paid	Sitting fee of ₹30,000/- per Board Meeting thereof.
Last Remuneration drawn	Sitting fee of ₹30,000/- per Board Meeting thereof.
Number of Board Meetings attended/ held during Financial Year 2022-23	2 as on date of this notice
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on January 31, 2023	Nil
Directorship held in other companies as on January 31, 2023	<p>i.Jio Payments Bank Limited</p> <p>ii.IFCI Financial Services Limited</p> <p>iii.KCT Financial & Management Services Private Limited</p>

Committee positions held in other Companies as on January 31, 2023	<p>Jio Payments Bank Limited, Nominee Director Committees & Positions: 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</p> <p>IFCI Financial Services Limited, Independent Director Committees & Positions: 1. Audit Committee, Head 2. IT Strategy Committee, Head 3. Risk Management Committee, Member 4. Nomination & Remuneration Committee, Member</p> <p>KCT Financial and Management Services Private Limited, Independent Director Committees & Positions: 1. Audit Committee, Member 2. Nomination & Remuneration Committee, Member 3. IT Strategy Committee, Member</p>
Audit Committee	As listed above
Stakeholders' Relationship Committee	Nil
Others	As listed above

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

I General Information					
	1	Nature of industry	The Company is engaged in the production of beer; and blending and bottling of IMFL		
	2	Date or expected date of commencement of commercial production	The Company commenced its business in the year 1993 i.e. the year in which it was incorporated.		
	3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A.		
	4	Financial performance based on given indicators are as under:			
		Financial Parameters (in Lakhs)	2019-20	2020-21	2021-22
		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
	5	Foreign investments or collaborations, if any.	Foreign holding in the Company as on 31/12/2022 is 2.82% of the Equity Shares Capital of the Company.		

II Information about the appointee:			
	1	Name	Mr. Rajesh Kumar
	2	Background details	As mentioned in Annexure A under the heading "Brief Resume and Expertise"
	3	Past remuneration	As mentioned in the resolution at Item No.1 of the Notice

			convening this Meeting read with explanatory statement thereto.
	4	Recognition or awards	-
	5	Job profile and his suitability	The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint him as Independent Director of the Company.
	6	Remuneration proposed	Same as mentioned in the resolutions at Item No. 1 of the Notice convening this Meeting read with explanatory statement thereto.
	7	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with size and nature of the business of the Company and the responsibilities of the appointee. The remuneration do differ from Company to Company in the industry depending of the respective operations.
	8	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Not Applicable
III	Other information:		
	1	Reasons of loss or inadequate profits	The Company has been profitable in its operations in the current FY as the COVID situation has been normalized.
	2	Steps taken or proposed to be taken for improvement.	The Company has been profitable in its operations in the current FY as the COVID situation has been normalized.
	3	Expected increase in productivity and profits in measurable terms.	The Company is expected to show an impressive growth in sale as well as profits in the short to medium term.
IV	Disclosures:		
	i.	Termination:	As per provisions of Companies Act.
	ii.	Duties and Responsibilities:	As per provisions of Companies Act.



SOM DISTILLERIES AND BREWERIES LIMITED
Attendance Slip

CIN: L74899DL1993PLC052787

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

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

Ph. No. 011-26169909, 26169712

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on Tuesday, the 7th day of March, 2023 at 11:30 am at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh).

Names and Address of Shareholder:

Folio No/ DPID CLIENTID No. :

SIGNATURE OF THE SHAREHOLDERS OR PROXY	NO. OF SHARES HELD

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

Date:
Place:



Form No. MGT-11
Proxy form

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

CIN : L74899DL1993PLC052787

Name of the company : SOM DISTILLERIES 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 Tuesday, the 7th day of March, 2023 at 11:30 am at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Resolution	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
SPECIAL BUSINESS			
1.	To Consider Appointment of Mr. Rajesh Kumar (DIN:08732528) as an Independent Director		

Signed thisday 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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