



SOM DISTILLERIES AND BREWERIES LIMITED

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

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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 27th day of December, 2022 at 12:00 P.M. at the Factory Premises, Village Rojrachak, Chiklod Road, District Raisen (Madhya Pradesh) to transact the following businesses:

SPECIAL BUSINESS:

1. TO CONTINUE APPOINTMENT OF MR. UMA KANT SAMAL (DIN:08669929) AS AN INDEPENDENT DIRECTOR ON ATTAINING THE AGE OF SEVENTY-FIVE YEARS

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

“**RESOLVED THAT** in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to continue appointment of Mr. Uma Kant Samal (DIN: 08669929) as an Independent Director of the Company on attaining the age of seventy-five years for the remaining term of his appointment i.e. upto April 19, 2025, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby severally authorised, to file and submit the necessary e-forms, applications, documents, declaration, undertaking, fees and other documents with the Registrar of Companies, Ministry of Corporate Affairs, Stock Exchange(s) or other concerned authority/ies on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any one Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary.”

2. RECLASSIFICATION OF MR. SURJEET LAL (OUTGOING PROMOTER 1) TO “PUBLIC” SHAREHOLDER CATEGORY

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together, “Stock Exchanges”) and such other approvals as may be necessary and in accordance with the

recommendation of the Board, consent of the Members of the Company be and is hereby accorded for reclassification of the status of Mr. Surjeet Lal (hereinafter referred to as the Outgoing Promoter 1) from "Promoter & Promoter Group" to "Public" category of the Company:

Name of the Outgoing Promoter	No. of Equity Shares held as on the date of this Notice	Percentage of Shareholding / Voting Rights as at the date of this Notice
Mr. Surjeet Lal	1532	0.0022%

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and are hereby severally authorized to intimate Stock Exchanges post Members' approval and to submit a reclassification application to the Stock Exchanges within the permitted time and execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any one Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary."

3. RECLASSIFICATION OF MS. SWEENA ARORA (OUTGOING PROMOTER 2) TO "PUBLIC" SHAREHOLDER CATEGORY

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) ("Listing Regulations") and other applicable laws and subject to necessary approvals from the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together, "Stock Exchanges") and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members of the Company be and is hereby accorded for reclassification of the status of Ms. Sweena Arora (hereinafter referred to as the Outgoing Promoter 2) from "Promoter & Promoter Group" to "Public" category of the Company:

Name of the Outgoing Promoter	No. of Equity Shares held as on the date of this Notice	Percentage of Shareholding / Voting Rights as at the date of this Notice
Ms. Sweena Arora	88	0.0001%

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and are hereby severally authorized to intimate Stock Exchanges post Members' approval and to submit a reclassification application to the Stock Exchanges within the permitted time and execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any one Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary."

4. TO CHANGE THE NAME OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 4(4), Section 13 read with Rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the consent given by the Board of Directors of the Company subject to the approval of the concerned Registrar of

Companies, the consent of the Shareholders, be and is hereby accorded, to change the name of the Company from 'SOM DISTILLERIES AND BREWERIES LIMITED' to 'SOM DISTILLERIES BREWERIES & WINERIES LIMITED', as may be approved by the concerned Registrar of Companies (ROC), Ministry of Corporate Affairs or any other appropriate authority.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

I. The Name of the Company is "**SOM DISTILLERIES BREWERIES & WINERIES LIMITED**"

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and are hereby severally authorized, to apply to the concerned ROC, Ministry of Corporate Affairs, Stock Exchange(s) or any other concerned authorities for approval of the proposed name mentioned aforesaid and to prepare, file and submit the necessary e-forms, applications, documents, declaration, undertaking, fees and other documents for change of name, and also authorized to obtain the necessary approvals, permission from the concerned ROC, Ministry of Corporate Affairs, Stock Exchange(s) or other concerned authority/ies as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any one Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary."

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

Sd/-

Om Prakash Singh
Company Secretary & Compliance Officer

Place: Bhopal

Date: November 25, 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 4 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, 24.12.2022 at IST 9:00 a.m. and ends on Monday, 26.12.2022 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, 20.12.2022, 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 20.12.2022.

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"> 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.
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.

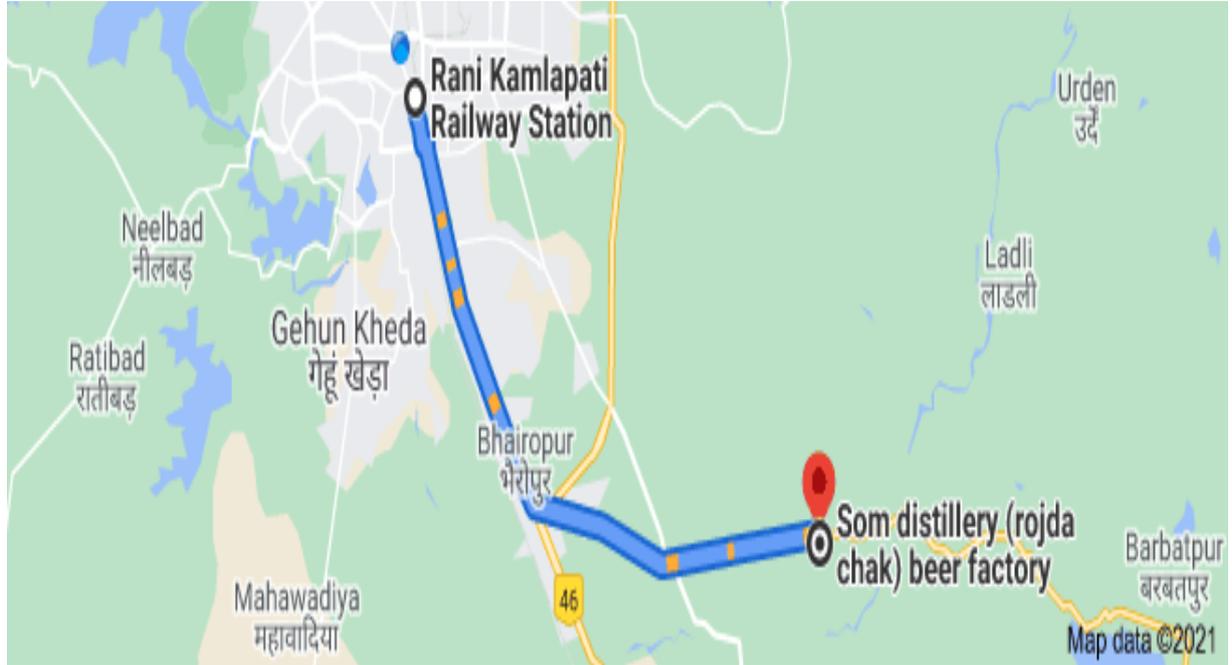
SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

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. Uma Kant Samal, Independent Director, for proposed continuation as director at the General Meeting, as required by Regulation 26 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other disclosures are forming part of this Notice. Requisite declaration for eligibility has been received from the 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 KAMPLAPATI RAILWAY STATION (FORMERLY HABIBGANJ) TO FACTORY PREMISES]



DETAILS OF DIRECTOR SEEKING CONTINUED APPOINTMENT AT THE EXTRORDINARY GENERAL MEETING

Name of the Director	Shri Uma Kant Samal
Brief Resume & Expertise in specific functional areas	Mr. Uma Kant Samal has significant more than 30 years of experience in various Administrative & Judiciary Positions in the State of Madhya Pradesh (Govt. of India) during 1977 to 2007. His last Position was Chairperson of Board of Secondary Education, Govt. of M.P. (2005 to 2007). Mr. Samal, after retirement is Self Employed and Advising clients on MIS, automation and internal audit functions.
Date of Birth / Age	December 12, 1947/ 74 Year
Date of first appointment on the Board	April 20, 2020
Details of shares held in the Company as on March 31, 2022	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	IAS-1971 (MP), M.A. Political Science, Certificate in Development Studies from Sussex University, U.K.
Terms and Conditions of Appointment/ Re-appointment	N.A.
Details of Remuneration sought to be paid	Sitting fee of Rs.30,000/- per Board Meeting thereof including conveyance charges.
Last Remuneration drawn	Sitting fee of Rs.30,000/- per Board Meeting thereof including conveyance charges
Number of Board Meetings attended/ held during Financial Year 2021-22	He attended all the board meeting held during the financial year 2021-22
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31, 2022	Nil
Directorship held in other companies as on March 31, 2022	Nil
Committee positions held in other Companies as on March 31, 2022	Nil
Audit Committee	Nil
Stakeholders' Relationship Committee	Nil
Others	Nil

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

ITEM NO. 1

CONTINUE APPOINTMENT OF MR. SAMAL AS INDEPENDENT DIRECTOR OF THE COMPANY

The Members of the Company at the 27th AGM held on 29th September, 2020 approved the appointment of Mr. Uma Kant Samal as an Independent Director of the Company for a term of five consecutive years with effect from April 20, 2020 to April 19, 2025.

The Board of Directors of the Company ('the Board') at the meeting held on November 18, 2022, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, to continue appointment of Mr. Samal as Independent Director of the Company on attaining the age of seventy-five years for the remaining term of his appointment i.e. upto April 19, 2025, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolution relating to continuation of his appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Samal and contribution to Board processes by him, his continued association would benefit the Company. Declaration has been received from Mr. Samal that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Samal fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for continuation of appointment as Independent Director and he is independent of the management of the Company.

Further, pursuant to Regulation 17 of the Listing Regulations 2015, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy-five years. During the proposed term of continued appointment, Mr. Samal will attain the age of seventy-five years on 31.12.2022.

The Special Resolutions under Item No.1, once passed, shall also be deemed as your approval under the Listing Regulations 2015, for continuation of Mr. Samal as Independent Directors beyond the age of seventy-five years.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mr. Samal has been received by the Company, and consent has been filed by Mr. Samal pursuant to Section 152 of the Act.

Additional information in respect of Mr. Samal, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'. Mr. Samal do not hold any share in the Company, either in their individual capacity or on a beneficial basis for any other person. Mr. Samal and their relatives, are interested in the Special Resolutions relating to their respective re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolutions for your approval.

ITEM NO. 2 & 3:

RECLASSIFICATION OF CERTAIN PROMOTERS/ PROMOTERS GROUP TO "PUBLIC" SHAREHOLDER CATEGORY

Members are apprised that the Company has received request letters from Mr. Surjeet Lal and Ms. Sweena Arora ('Outgoing Promoters') members of Promoter/ Promoter Group for reclassification to Public category in terms of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Details are as under:

1. Request from Outgoing Promoters 1

Mr. Surjeet Lal (hereinafter referred to “**Outgoing Promoter 1**”) who is part of the Promoters/ Promoter Group holding 1532 equity shares in aggregate, representing 0.0022% of the paid-up capital of the Company, had vide letter dated November 2, 2022 requested to reclassify their shareholding to ‘Public’ category.

The said shareholders requested on account of not fulfilling the criteria for being classified as Promoter/ Promoter Group as defined in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

2. Request from Outgoing Promoters 2

Mrs. Sweena Arora (hereinafter referred to “**Outgoing Promoter 2**”) who is part of the Promoters/ Promoter Group holding 88 equity shares in aggregate, representing 0.0001% of the paid-up capital of the Company, had vide letter dated November 2, 2022 requested to reclassify their shareholding to ‘Public’ category.

The said shareholders requested on account of not fulfilling the criteria for being classified as Promoter/ Promoter Group as defined in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Outgoing Promoters 1 and Outgoing Promoters 2 are collectively referred to as the ‘**Outgoing Promoters**’.

Confirmation by the Outgoing Promoters

The Outgoing Promoters in their respective Request Letters have confirmed that, they along with the persons related to them:

- i) do not, together, hold more than 10% of the total voting rights in the Company;
- ii) do not exercise control over the affairs of the Company, directly or indirectly;
- iii) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) are not represented on the board of directors of the Company (including through nominee director);
- v) are not acting as a key managerial person in the Company;
- vi) are not ‘wilful defaulters’ as per the Reserve Bank of India Guidelines; and
- vii) are not fugitive economic offenders.

Further, the Outgoing Promoters have confirmed that subsequent to their reclassification, they shall continue to comply with the provisions of Regulation 31A(4) of the Listing Regulations.

Confirmation by the Company

As at the date of this Notice, the Company is compliant with the following conditions specified in Regulation 31A(3)(c) of the said Listing Regulations and is accordingly competent to make an application to the Stock Exchanges for their approval for re-classification of status of the said Outgoing Promoters to ‘Public’ shareholder category.

- a) The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- b) The trading in equity shares of the Company have not been suspended by the Stock Exchanges where equity shares of the Company are listed;
- c) The Company does not have outstanding dues to the SEBI, Stock Exchanges or the Depositories.

Impact of Reclassification from Company’s Promoters/ Promoter Group

As at the date of this Notice, the total Promoter holding in the Company is at 33.2944%. In the event, the reclassification is approved by the Members of the Company and the Stock Exchanges, the total Promoter holding in Som Distilleries and Breweries Limited shall reduce from 33.2944% to 33.2922%.

Board's Consideration and Recommendations

At their meeting held on November 18, 2022, Board of Directors of the Company analysed the Request Letters received from the Outgoing Promoters and the confirmations therein as per the provisions of Regulation 31A of the Listing Regulations.

Board also considered Company's confirmations in this matter and the impact of the proposed reclassification.

Upon perusal of the above, Board of Directors of the Company approved the Reclassification Requests of the Outgoing Promoters, subject to approval of the Members and the Stock Exchanges.

The above referred Request Letters are available for e-inspection of the Members.

None of the Outgoing Promoters and persons related to them shall vote to approve the reclassification request as prescribed under the Regulations.

None of the Directors, except Mr. Jagdish Kumar Arora, who is part of the Promoter Group, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No.2 and 3, except to the extent of their shareholding as Member, if any.

The Board recommends passing of the proposed resolutions as stated in Item No.2 and 3 as an Ordinary Resolutions and requests Members' approval for the same.

ITEM NO. 4:

CHANGE THE NAME OF THE COMPANY

At the Board meeting held on November 18, 2022, the Directors of the Company put forward the proposal to change the name of the Company by new name "**SOM DISTILLERIES BREWERIES & WINERIES LIMITED**" would be used to give better representation in the Market.

The Board of Directors discussed the same and is of the opinion that the name of the company be changed from '**SOM DISTILLERIES AND BREWERIES LIMITED** to **SOM DISTILLERIES BREWERIES & WINERIES LIMITED**'.

As a result of change in the name, the clause I of the Memorandum of Association is also required to be suitably amended. Your Directors recommend the above as Special Resolution.

As required under Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a certificate from a practicing chartered accountant stating compliance with conditions provided in Regulation 45(1) is enclosed and forming part of this explanatory statement of the notice.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions. The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members

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

Sd/-

Om Prakash Singh
Company Secretary & Compliance Officer

Place: Bhopal
November 25, 2022

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

CERTIFICATE FROM A PRACTICING CHARTERED ACCOUNTANT STATING COMPLIANCE WITH CONDITIONS PROVIDED IN REGULATION 45(1), AS REQUIRED UNDER REGULATION 45(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

CA. Gopal Saraf
(B.Com., F.C.A)



GOPAL SARAF & CO.
Chartered Accountants

Office : 18-B, Zone-II, M.P. Nagar,
Near Hotel G. K. Palace, Bhopal - 462 011
Ph. : 0755-4076825, M. : 9826076825
gopalsarafco@yahoo.co.in
gopalsarafandco@yahoo.com

Certificate from the Chartered Accountant stating compliance with conditions at sub-regulation (1) of Regulation 45 of SEBI LODR, Regulation, 2015:

To, The Chief General Manager Listing Operation, BSE Limited , 20 th Floor, P.J. Towers, Dalal Street, Mumbai – 400 001	To Som Distilleries and Breweries Limited SOM House, 23, Zone II, M.P. Nagar, Bhopal, Madhya Pradesh – 462011
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Dear Sir,

Sub: Change of Name of the Company and compliance of sub-regulation (1) of Regulation 45 of SEBI LODR, Regulation, 2015

We, **Gopal Saraf & Co.**, (Chartered Accountants) have examined relevant records of the company and based on information provided by the management for issue of certificate in compliance of sub-regulation (1) of Regulation 45 of SEBI LODR, Regulation, 2015 for change of name of the company from **Som Distilleries and Breweries Limited** to **Som Distilleries Breweries & Wineries Limited**.

Based on our examination and according to the information and explanation given to us, pursuant to the requirement of provisions of regulation 45 of SEBI (LODR) Regulations, 2015, we do hereby confirm that:

(a) a time period of at least one year has elapsed from the last name change that was occurred in the year;

The Company has not changed its name since at least one year

(b) at least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name;

Not Applicable since there is no change in the activity/project of the company in the preceding one year period

(c) the amount invested in the new activity/project is atleast fifty percent. of the assets of the listed entity;

Not Applicable since there is no change in the activity/project of the company

This certificate is issued at the request of the company pursuant to requirement of Regulation 45(3) of SEBI LODR, Regulation, 2015 for onward submission to the stock exchanges, where the equity shares of the listed entity are listed.

For Gopal Saraf & Co.
Chartered Accountant

Gopal Saraf

CA Gopal Saraf
M.No.: 075827
FRN : 011314C
Date : 25-11-2022
Place : Bhopal

UDIN : 22075827BEBSNY4554



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 27th day of December, 2022 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 Tuesday, the 27th day of December, 2022, 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)
SPECIAL BUSINESS			
1.	To continue appointment of Mr. Uma Kant Samal (DIN: 08669929) as an Independent Director on attaining the age of seventy-five years		
2.	To consider reclassification of Mr. Surjeet Lal (Outgoing Promoter 1) to "Public" shareholder category		
3.	To consider reclassification of Mrs. Sweena Arora (Outgoing Promoter 2) to "Public" shareholder category		
4.	To change the name of the Company to Som Distilleries Breweries & Wineries Limited		

Signed thisday of 2022

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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