SOM DISTILLERIES AND BREWERIES LIMITED

(Formerly Known As Som Distilleries Breweries & Wineries 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)

SDBL/BSE/NSE/2026 **Date - 25.09.2026**

To

The Manager, Listing Department, **NATIONAL STOCK EXCHANGE OF INDIA LIMITED** 'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. cmlist@nse.co.in Security ID: SDBL	Dy. General Manager, Department of Corporate Services, **BSE LIMITED**, 25th Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. corp.compliance@bseindia.com Security ID: 507514

SUB: REVISED NOTICE OF THE 33RD ANNUAL GENERAL MEETING (AGM) OF THE COMPANY.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed copy of revised notice of the 33rd Annual General Meeting of the Company to be held on **Tuesday, 29th September, 2026.**

The Company has issued a Corrigendum dated September 21, 2026 to the Notice of the 33rd Annual General Meeting, pursuant to the queries received from the Stock Exchanges (NSE Limited & BSE Limited) in connection with the application for in-principle approval for the preferential issue of Convertible Equity Warrants to the Promoter, to provide additional information in the Explanatory Statement pertaining to Item No. 4 of the AGM Notice, issued pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions, rules and regulations.

Accordingly, we are hereby submitting the revised notice of the AGM for the Financial Year 2025-26, incorporating the changes set out in the Corrigendum dated September 21, 2026. The revised notice of the AGM supersedes the version submitted to the Stock Exchanges on September 6, 2026. Except for the changes specified in the aforesaid Corrigendum, there are no other modifications to the contents of the notice of AGM.

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The changes in Item No. 4 of the AGM Notice are non-material in nature and do not have any impact on the Standalone Financial Statements, the Consolidated Financial Statements, the Report of the Statutory Auditors, the financial position or financial performance of the Company.

The Notice of the Annual General Meeting has also been uploaded on the Company's website viz. https://somindia.com/wp-content/uploads/2026/09/NOTICE-OF-33RD-AGM.pdf

Kindly take the same on your record.

For Som Distilleries and Breweries Limited

JITENDRA PARIHAR
Digitally signed by JITENDRA PARIHAR
Date: 2026.09.25 12:18:02 +05'30'

Jitendra Parihar
Company Secretary & Compliance Officer
Mem No. – A40734

Encl: As above

NOTICE OF 33rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of the Members of Som Distilleries and Breweries Limited will be held on Tuesday the 29th day of September, 2026 at 1.00 p.m. through video conferencing / other audio-visual means (VC/OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, THE REPORT OF THE AUDITORS' THEREON AND THE REPORT OF THE BOARD OF DIRECTORS.**

   The Members are requested to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

   "RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2026, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2026, placed before the 33rd Annual General Meeting be and are hereby received, considered and adopted."

2. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 TOGETHER WITH THE AUDITORS' REPORT THEREON.**

   The Members are requested to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

   "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the report of the auditor's thereon as placed before the 33rd Annual General Meeting be and are hereby received, considered and adopted."

3. **TO APPOINT A DIRECTOR IN PLACE OF MR. RAJAT BATRA (DIN: 02695119) NON-EXECUTIVE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT**

   The Members are requested to consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, **Mr. RAJAT BATRA (DIN: 02695119)** who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a director of the Company."

   SPECIAL BUSINESS:

4. **TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE EQUITY WARRANTS TO PROMOTERS ON A 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 rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ["SEBI (ICDR) Regulations"], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR), Regulations"] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ["SEBI (Takeover) Code"] and the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GOI"), Reserve Bank of India ("RBI"), the Registrar of Companies (the "ROC"), Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchange of India Limited ("NSE"), BSE Limited ("BSE"), and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, 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 in one or more tranches up to 32,12,955 (Thirty Two Lacs Twelve Thousand Nine Hundred Fifty Five) Warrants (hereinafter referred to as the "Warrants") convertible in one or more tranches into equivalent number of equity shares of Rs. 2/- (Rupees Two Only) each of the Company for cash at a price of Rs. 77.81/- (Rupees Seventy Seven and Eighty One Paise Only) per warrant (including premium of Rs. 75.81/-) for each warrant for an aggregate amount of up to Rs. 25,00,00,028.55 (Rupees Twenty Five Crores Twenty Eight and Fifty Five Paise only) 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 (hereinafter collectively referred to as the "Proposed Allottee(s)").

Sr. No.	Name of the Allottee	Number of Convertible Warrants	Category
1.	Mr. Deepak Arora	32,12,955	Promoter
	Total	**32,12,955**	

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 Friday, August 28, 2026, being thirty days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants on a preferential basis to the Proposed Allottee(s) shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

a. An amount equivalent to 25% of the warrant price shall be payable at the time of subscription and allotment of each Warrant as prescribed by Regulation 169 of SEBI (ICDR) Regulations and the balance 75% of the warrant price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to the exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

b. The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");

c. The pre-preferential Equity shareholding of the Proposed Warrant Allottees along with Warrants being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the exercise of such Warrants shall, in each case, be under lock-in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations;

d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission, as the case may be;

e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws issued by SEBI or any other statutory authority as applicable from time to time;

f. The Warrants and the Equity Shares be allotted on exercise of the Warrants under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;

g. The right attached to 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 converted 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 as per SEBI (ICDR) Regulations;

h. 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 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 and Articles of Association of the Company;

i. 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 at the time of subscription of the Warrants shall stand forfeited;

j. The said Warrants by themselves until the exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;

k. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;

l. The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

m. The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the recognized stock exchange(s) where the shares of the Company is listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names of the Proposed Allottee(s) be recorded for the issuance of invitation to subscribe to the Warrants in Form No. PAS-5 and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Proposed Allottee(s) inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 authorized 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.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects".

Place: Bhopal
Date: 05.09.2026

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

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

Sd/-
Jitendra Parihar
Company Secretary & Compliance Officer
Mem No:- A40734

NOTES

EXPLANATORY STATEMENT:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the business under Item Nos. 4 set out above and details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Paragraph 1.2.5 of the Secretarial Standard on General Meetings, in respect of the Director seeking re-appointment at the AGM are annexed hereto.

VIRTUAL MEETING:

2. The Ministry of Corporate Affairs ("MCA") has, vide its General 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 (MCA Circulars), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 33rd AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. at 1-A Zee Plaza, Arjun Nagar, Safdarjang Enclave, Kamal Cinema Road, New Delhi-110029.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since 33rd AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 33rd AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. As per the provisions under the MCA Circulars, Members attending the 33rd AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

AUTHORISED REPRESENTATIVE:

5. Institutional/Corporate Members are entitled to appoint authorized representatives to attend, participate at the AGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at nkjaincs@gmail.com and to evoting@nsdl.com.

DISPATCH OF ANNUAL REPORT:

6. In accordance with the circulars issued by MCA and SEBI, the Notice of the 33rd AGM along with the Annual Report for the financial year 2025-26 is being sent by electronic mode to Members whose e-mail ids are registered with the Company/ Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs).

7. In terms of Section 136 of the Companies Act, 2013 (the 'Act') read with the rules made thereunder, Regulation 36 of the Listing Regulations and in terms of circulars issued by MCA and SEBI, the notice of 33rd AGM along with the annual report, including financial statements, boards' report, etc. are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless the Members have requested for a physical copy of the same. Members may note that this Notice and Annual Report 2025-26 will also be available on the Company's website at www.somindia.com and 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 and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. In compliance with Regulation 36 of the Listing Regulations, the Company is also sending a written communication to Members, who have not yet registered their email addresses, providing the web-link of the exact path, where complete details of Annual Report for financial year 2025-26 will be available.

PROCESS FOR OBTAINING PHYSICAL COPY OF ANNUAL REPORT:

9. The Company shall send a physical copy of the Annual Report to those Members who request for the same at compliance@somindia.com in mentioning their Folio No./ DP id and Client id.

PROCEDURE TO JOIN THE AGM ON NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL) E-VOTING SYSTEM:

10. 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), Regulation 44 of Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.

11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary User ID and Password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 33rd AGM being held through VC.

13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s. MAS Services Limited, T-34, IInd Floor, Okhla Industrial Area,

Phase-II, New Delhi 110020 or may write to Company Secretary at compliance@somindia.com.

15. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to compliance@somindia.com.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT:

17. Further, as required under Regulation 36(3) of the Listing Regulations and the provisions of the Secretarial Standard on General Meetings, details of the director, who is being appointed/re-appointed is annexed hereto. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.

SEBI MANDATE ON KYC COMPLIANCE:

18. SEBI vide its Master circular no. SEBI/HO/MIRSD/ MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025, has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN and KYC details. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the form, to register or update:

    - PAN and KYC details
    - E-mail address to receive communication through electronic means.

    Members are also requested to update their nomination by submitting Form SH-13 or Form ISR-3 for opting out of nomination.

    Communication in this regard has been sent to all physical holders whose folios are not KYC compliant at the latest available address/email-id. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) to the Company's RTA.

    Further, the aforesaid SEBI Master Circular has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to submit their service requests by submitting a duly filled and signed Form ISR-4 and ISR-5 (in case of transmission). As mandated by SEBI, all such service requests will be processed by the Company/RTA in dematerialized mode only.

    The said forms are available on the website of the Company at https://somindia.com/policies-codes.

    To support "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with M/s. Mas Services Limited / their Depository Participants, in respect of shares held in physical or electronic mode respectively.

19. Loss of Shares: In case of loss/misplacement of share certificates, members should immediately lodge a complaint/FIR with the police and inform the Company's Registrar and Transfer Agent, Integrated for the procedure of obtaining the duplicate share certificates.

20. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

21. Non-Resident Shareholders: Non-Resident shareholders are requested to immediately notify the following to the Company in respect of shares held in physical form and to their Depository Participant in respect of shares held in dematerialized form:

    - Indian address for sending all communications, if not provided so far;
    - Change in their residential status on return to India for permanent settlement;
    - Particulars of the Bank Account maintained with a bank in India, if not furnished earlier; and
    - RBI Permission number with date to facilitate prompt credit of dividend in their Bank Accounts.

22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

23. Members are requested to send all their documents and communications pertaining to shares to M/s. MAS Services Limited, T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020, Telephone: +91-1141320335 for both physical and demat segments of Equity Shares. Please quote on all such correspondence - "Unit – Som Distilleries & Breweries Limited.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

24. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 33rd AGM. Members seeking to inspect such documents can send an email to compliance@somindia.com.

SPEAKER REGISTRATION:

25. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from Tuesday 22nd September, 2026, 09.00 A.M. IST to Thursday 24th September, 2026 05.00 P.M. IST mentioning their name, demat account number/folio number, email id, mobile number at compliance@somindia.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at compliance@somindia.com These queries will be replied to by the Company suitably by email.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

26. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.

APPOINTMENT OF SCRUTINIZER & E-VOTING RESULTS:

27. M/s. N.K. Jain & Associates, a firm led by Mr. Neelesh Jain (FCS No. 6436, COP No. 6912, have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the meeting, in a fair and transparent manner.

    The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.somindia.com immediately after the results are declared and the same shall be communicated to BSE Limited & National Stock Exchange

Limited where the shares of the Company are listed.

TRANSFER OF UNCLAIMED SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

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

    As per Section 124(6) of the Act read with the IEPF Rules as amended, all the Shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to IEPF Account. The Company is in process to send notice / reminders to the concerned members and to publish notice regarding the same in newspaper(s). If the unclaimed shares and unclaimed dividends are not claimed by the time, the Company will initiate necessary steps to transfer the same, if required, to IEPF without further notice.

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

30. Members who have not encashed dividend warrants may approach the Registrar and Share Transfer Agent of the Company to obtain payment thereof. The details of unpaid/unclaimed dividends for last seven financial year can be viewed on Company's website i.e. www.somindia.com, which was uploaded in compliance with the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012.

DIVIDEND DISTRIBUTION POLICY:

31. The Company has adopted a Dividend Distribution Policy in compliance with Regulation 43A of the SEBI Listing Regulations. The Dividend Distribution Policy of the Company was approved by the Board of the Company at its meeting held on November 18, 2022. Further, the Company's dividend pay-out will be determined by the Board of Directors from time to time based on the available financial resources, investment requirements and other factors more fully described hereunder. Subject to these parameters, the Company would endeavour to maintain a total dividend pay-out ratio (dividend inclusive of any tax on distribution of dividend in the hands of the Company) of about 25% of the annual standalone profits after tax after adjusting for payment of preference dividend, if any.

    The Dividend Distribution Policy is also placed on the Company's website and can be accessed from the weblink: https://somindia.com/wp-content/uploads/2024/03/som-dividend distribution-policy.pdf.

32. Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates for various categories the members are requested to refer to the Finance Act, 2020 and amendments thereto. The members are requested to update their PAN with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received does not exceed Rs.5,000/-. A resident individual shareholder with PAN who is not liable to pay income tax submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA at investor@masserv.com. Shareholders are requested to note that incase their PAN is not registered, the tax will be deducted at a higher rate of 20%.

33. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive) for the purpose of the AGM.

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

The remote e-voting period begins on Saturday, 26th September, 2026 at 09:00 A.M. and ends on Monday, 28th September, 2026 at 05:00 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. 22nd September, 2026, 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 22nd September, 2026. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM 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 and joining virtual meeting 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.	1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider – NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to **e-Voting website of NSDL** for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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/myeasitoken/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/myeasitoken/Home/Login 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.inor 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 141485 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 user 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. 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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 resolutions 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

6. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

The results declared along with the Scrutinizer's report, will be displayed on the website of the Company at www.somindia.com and on the website of NSDL immediately after the declaration of the result by the Chairperson or any person authorized by him and communicated to the Stock Exchanges.

Place: Bhopal
Date: 05.09.2026

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

Sd/-
Jitendra Parihar
Company Secretary & Compliance Officer
Mem No.: A40734

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AND SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2")

The following Statement sets out all material facts and rationale relating to the business mentioned under **Item Nos. 4** accompanying this notice:

Objective of the proposed preferential issue of Convertible Warrants

The proceeds of the proposed preferential issue of convertible equity warrants shall be used primarily towards the following objects ("objects"):

1. Working Capital: To fund the growing need for the working capital as the Company increases its geographical footprint especially during the season.
2. General Corporate Purposes:

Utilization of proceeds of the Preferential Issue

Total Proceeds - Rs. 25,00,00,028.55 (Rupees Twenty Five Crores Twenty Eight and Fifty Five Paise only). The intended use of the proceeds of the Preferential Issue is as under: -

Sr. No.	PARTICULARS	PERCENTAGE	TOTAL ESTIMATE AMOUNT
1.	Working Capital	75%	18,75,00,021.41
2.	General Corporate Purpose	25%	6,25,00,007.13

Based on the proposed business plan of the Company, we plan to utilize the proceeds of the Preferential Issue in the financial year 2026-27 & 2027-28 towards our estimated fund requirements.

Our Company proposes to deploy the proceeds of the Preferential Issue amounting to Rs. 18,75,00,021.41/- towards Working Capital and Rs. 6,25,00,007.13/- towards general corporate purposes as approved by our management from time to time.

In order to meet the above funding requirements of the Company, it is proposed that Convertible Warrants of the Company be issued to identified Promoter on preferential basis, at a price of Rs. 77.81/- (Rupees Seventy Seven and Eighty One Paise Only) per warrant (including a premium of Rs. 75.81/- (Rupees Seventy Five and Eighty One Paise Only) per warrant for an aggregate amount of up to Rs. 25,00,00,028.55 (Rupees Twenty Five Crores Twenty Eight and Fifty Five Paise only) 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 **Saturday, 5th September, 2026** 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.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, approval of the members of the Company, by way of special resolution, is required to issue securities by way of private placement on a preferential basis.

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

a) **Number of warrants:** Not exceeding 32,12, 955 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 Rs. 2/- each at an issue price of Rs. 77.81/- (Rupees Seventy-Seven and Eighty Paise Only) per equity share (including premium of Rs. 75.81/- per equity share) for an aggregate amount of up to Rs. 25,00,00,028.55 (Rupees Twenty Five Crores Twenty Eight and Fifty Five Paise only).

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 Rs. 77.81/-, 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 INE480C01038 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 SALIENT FEATURES OF THE PREFERENTIAL ISSUE, INCLUDING DISCLOSURES REQUIRED TO BE MADE IN TERMS OF THE PROVISIONS OF SECTION 42 OF THE ACT READ WITH RULE 14(1) OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND SECTION 62(1)(C) OF THE ACT READ WITH RULE 13(2) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND CHAPTER V OF THE SEBI ICDR REGULATIONS AND NSE CIRCULAR NO. NSE/CML/2022/56 DATED DECEMBER 13, 2022 AND BSE CIRCULAR NO. 20221213-47 DATED DECEMBER 13, 2022 WITH RESPECT TO THE ADDITIONAL DISCLOSURES FOR OBJECTS OF THE ISSUE ARE SET OUT BELOW:

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 32,12,955 (Thirty Two Lakhs Twelve Thousand Nine Hundred Fifty Five Only) convertibles warrants of a face value of Rs. 2/- at the price of 77.81/- (Rupees Seventy Seven and Eighty one Paise Only), including premium of Rs. 75.81/- (Rupees Seventy Five and Eighty one Paise Only) each on a preferential basis. Date of Board resolution: 5th September, 2026
Kinds of securities offered and price at which security is being offered	Warrants convertible into equity shares, The Warrants of face value of Rs. 2/- (Rupees Two Only) each are being offered at Rs.77.81/- (Rupees Seventy Seven and Eighty one Paise Only) each including Rs. 75.81/- (Rupees Seventy Five and Eighty one Paise Only).
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	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 M/s. N. K. Jain & Associates, Practicing Company Secretaries in accordance with the provisions of SEBI (ICDR) Regulations, 2018 and the same may be accessed on the Company's website Company's website at the link: https://somindia.com/wp-content/uploads/2026/09/pcs-valuation.pdf 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 an issue price of Rs. 77.81/- (Rupees Seventy Five and Eighty One Paise 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 **August 28, 2026** (viz. 30 days prior to the date of the Annual General Meeting of the shareholders)
Name and address of valuer who performed valuation	Report of independent registered valuer: The price of Rs. 77.81/- (Rupees Seventy Five and Eighty one Paise Only) per warrant to be issued and allotted to the proposed allottee(s) has been determined taking into account the valuation report dated 02.09.2026 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. The valuation report was not mandatory; however, the Company obtained it as a good corporate governance practice. 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: https://somindia.com/wp-content/uploads/2026/09/valuation-report-by-registrede-valuer.pdf 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 and the same may be accessed on the Company's website at the link: https://somindia.com/wp-content/uploads/2026/09/pcs-valuation.pdf
Amount which the company intends to raise by way of such securities	Upto Rs. 25,00,00,028.55 (Rupees Twenty Five Crores Twenty Eight and Fifty Five Paise 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 Rs. 77.81/- (Rupees Seventy Five and Eighty one Paise 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	1. Working Capital – 75% 2. General Corporate Purposes – 25%
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Not Applicable.
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 1. Working Capital – 75% 2. General Corporate Purposes – 25%
The total number of shares or other securities to be issued	Up to 32,12,955 (Thirty Two Lakhs Twelve Thousand Nine Hundred Fifty Five Only) convertibles warrants of a face value of Rs. 2/- each.
The price or price band at/ within which the allotment is proposed	The issue price at which Warrant will be issued has been decided at ₹77.81/-, 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 28th August, 2026 (viz. 30 days prior to the date of the Annual 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: The price of Rs. 77.81/- (Rupees Seventy Five and Eighty one Paise Only) per warrant to be issued and allotted to the proposed allottee(s) has been determined taking into account the valuation report dated 02.09.2026 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. The valuation report was not mandatory; however, the Company obtained it as a good corporate governance practice. 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: https://somindia.com/wp-content/uploads/2026/09/valuation-report-by-registrede-valuer.pdf 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 and the same may be accessed on the Company's website at the link: https://somindia.com/wp-content/uploads/2026/09/pcs-valuation.pdf In view of the above, the Board of Directors of the Company decided to issue these securities to be allotted on preferential basis to the Proposed Allottee(s) at Rs. 77.81/- (Rupees Seventy Seven and Eighty one Paise Only) including premium of Rs. 75.81/- (Rupees Seventy Five and Eighty one Paise Only) per warrant, being not less than the floor price, computed in accordance with Chapter V of the SEBI ICDR Regulations. The equity shares of the Company are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with the SEBI ICDR Regulations.
Relevant date with reference to which the price has been arrived at	28th August, 2026
The class or classes of persons to whom the allotment is proposed to be made	Promoter
Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Promoter will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No. 4

<table>
<tr><td>The proposed time within which the allotment shall be completed</td><td>As may be determined by the Board. However, the issuance and allotment of Warrants shall in any event be concluded in accordance with Regulation 170 of the SEBI (CDR) Regulations 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.</td></tr>
<tr><td>The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them</td><td>
<table>
<tr><th>Sr. No.</th><th>Identity of Proposed Allottees</th><th>No. of Warrants to be allotted</th><th>Pre- holding</th><th>Post Shareholding</th><th>% of post shareholding*</th></tr>
<tr><td>1.</td><td>Mr. Deepak Arora</td><td>32,12,955</td><td>4612525</td><td>78,25,480</td><td>3.70</td></tr>
</table>
</td></tr>
<tr><td>The change in control, if any, in the company that would occur consequent to the preferential offer</td><td>There will be no change in the control or composition of the Board of Directors of the Company consequent to the said preferential issue.</td></tr>
<tr><td>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.</td><td>During the year, the Company has not allotted any securities on preferential basis till date.</td></tr>
<tr><td>The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer</td><td>Not Applicable, as the proposed allotment shall be made for cash consideration.</td></tr>
<tr><td>The pre issue and post issue shareholding pattern of the company</td><td>
<table>
<tr><th>Category</th><th>Pre-issue No. shares Held</th><th>Pre-issue percentage of shareholding</th><th>Post- issue No. shares held</th><th>Post-issue percentage of shareholding</th></tr>
<tr><td>Promoters' holding</td><td></td><td></td><td></td><td></td></tr>
<tr><td>Indian</td><td></td><td></td><td></td><td></td></tr>
<tr><td>Individual</td><td>59009424</td><td>28.38</td><td>62222379</td><td>29.41</td></tr>
<tr><td>Bodies Corporate</td><td>22979397</td><td>11.05</td><td>22979397</td><td>10.86</td></tr>
<tr><td>Sub-total (A)</td><td>81988821</td><td>39.43</td><td>85201776</td><td>40.27</td></tr>
<tr><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>Non-promoters' holding</td><td></td><td></td><td></td><td></td></tr>
<tr><td>Institutional Investors</td><td></td><td></td><td></td><td></td></tr>
<tr><td>Mutual Fund</td><td>0</td><td>0</td><td>0</td><td>0</td></tr>
<tr><td>Alternate Investment Fund</td><td>500</td><td>0</td><td>500</td><td>0</td></tr>
<tr><td>Foreign Portfolio Investors</td><td>3,67,131</td><td>0.18</td><td>3,67,131</td><td>0.17</td></tr>
<tr><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>Non-Institutional Investors</td><td></td><td></td><td></td><td></td></tr>
<tr><td>Directors and Relatives excluding Independent Directors</td><td>135392</td><td>0.07</td><td>191392</td><td>0.09</td></tr>
<tr><td>Resident Individual Holding nominal share capital upto Rs.2 Lakhs</td><td>6,55,16,686</td><td>31.52</td><td>6,59,15,436</td><td>31.16</td></tr>
<tr><td>Resident Individual Holding nominal share capital in excess of Rs.2 Lakhs</td><td>4,15,44,949</td><td>19.98</td><td>4,15,44,949</td><td>19.64</td></tr>
<tr><td>Non-Resident Indian & Foreign Nationals</td><td>25,78,663</td><td>1.24</td><td>25,78,663</td><td>1.22</td></tr>
<tr><td>Private corporate bodies</td><td>1,54,71,429</td><td>7.44</td><td>1,54,71,429</td><td>7.31</td></tr>
<tr><td>Clearing Member</td><td>2,96,741</td><td>0.14</td><td>2,96,741</td><td>0.14</td></tr>
<tr><td>Trust</td><td>1,000</td><td>0</td><td>1000</td><td>0</td></tr>
<tr><td>Sub-total (B)</td><td>12,59,12,491</td><td>60.57</td><td>12,63,67,241</td><td>59.73</td></tr>
<tr><td>Grand Total</td><td>20,79,01,312</td><td>100</td><td>21,15,69,017</td><td>100</td></tr>
</table>
</td></tr>
</table>

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

<table>
<tr><th>Heading</th><th>Disclosure</th></tr>
<tr><td>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</td><td>August 28, 2026</td></tr>
<tr><td>The objects of the issue</td><td>1. Working Capital – 75%
2. General Corporate Purposes – 25%</td></tr>
<tr><td>Maximum number of specified securities to be issued</td><td>Up to 32,12,955 (Thirty Two Lakhs Twelve Thousand Nine Hundred Fifty Five Only) Warrants convertible into Equity Shares having face value of Rs. 2/- each issued at the price of Rs. 77.81/- (Rupees Seventy Seven and Eighty One Paise Only) including premium of Rs. 75.81/- (Rupees Seventy Five and Eighty One Paise Only) per warrant.</td></tr>
<tr><td>Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer</td><td>The Promoter will be subscribing to the proposed issue as mentioned herein above in the table of Resolution No. 4.

Except the Managing Director, None of the Directors / Key Managerial Personal will be subscribing to the proposed issue.</td></tr>
<tr><td>Shareholding pattern of the issuer before and after the preferential issue</td><td>
<table>
<tr><th>Category</th><th>Pre-issue No. shares Held</th><th>Pre-issue percentage of shareholding</th><th>Post- issue No. shares held</th><th>Post-issue percentage of shareholding</th></tr>
<tr><td>Promoters' holding</td><td></td><td></td><td></td><td></td></tr>
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<tr><td>Mutual Fund</td><td>0</td><td>0</td><td>0</td><td>0</td></tr>
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<tr><td>Grand Total</td><td>20,79,01,312</td><td>100</td><td>21,15,69,017</td><td>100</td></tr>
</table>
</td></tr>
<tr><td>Time frame within which the preferential issue shall be completed</td><td>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.</td></tr>
</table>

<table>
<tr><td>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, 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</td><td>
<table>
<tr><th>Sr. No.</th><th>Identity of Proposed Allottees</th><th>No. of Warrants to be allotted</th><th>Pre- holding</th><th>Post Shareholding</th><th>% of post shareholding*</th></tr>
<tr><td>1.</td><td>Mr. Deepak Arora
Promoter</td><td>32,12,955</td><td>46,12,525</td><td>78,25,480</td><td>3.70</td></tr>
</table>
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 32,12,955 (Thirty Two Lakhs Twelve Thousand Nine Hundred Fifty Five Only) warrants shall be allotted by the Company to the Promoter 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 the Promoters, shall change accordingly.
The proposed preferential issue will not result in change in control of the Company. </td></tr>
<tr><td>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</td><td>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.</td></tr>
<tr><td>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</td><td>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.</td></tr>
<tr><td>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</td><td> Neither the Company's name nor any of its Promoter or Directors name is appearing in the list of willful defaulters categorized by any Bank or Financial Institution or consortium thereof in accordance with the guidelines on willful 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 </td></tr>
<tr><td>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</td><td>Not Applicable</td></tr>
<tr><td>Placing of Practicing Company Secretary Certificate</td><td> As required in Regulation 163(2) of SEBI (ICDR) Regulations, Certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days between Monday to Friday of every week, up to the date of AGM.
The certificate can also be accessed on the Company website on the link www.somindia.com the same shall be placed before the shareholders at the Annual General Meeting of the Company. </td></tr>
</table>

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
Mr. Deepak Arora	Promoter	Mr. Deepak Arora

The percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent of 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. Deepak Arora	46,12,525	2.22	32,12,955	78,25,480	3.70

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 willful 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 willful 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. Deepak Arora	Promoter	As mentioned above, the Proposed Allottee are Promoter of the Company and the status of which will continue as Promoter post the preferential issue.

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

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.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at **Item No. 4** of the accompanying Notice for approval by the Members of the Company as a **Special Resolution.**

ADDITIONAL INFORMATION OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT(S) AT THE 33RD AGM PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS:

Name of the Director	Mr. Rajat Batra
DIN	02695119
Date of Birth / Age	August 08, 1981/ 44 years
Brief Profile & Qualification	Mr. Rajat Batra is Bachelor of Computer Applications (BCA) from Jiwaji University, Gwalior, MP. After completing his studies, Rajat chose to explore his entrepreneurial spirit and joined the family business, which primarily focuses on the malting industry in Gwalior.
Expertise in specific functional areas	Rajat took on a significant responsibility in managing the operations of the maltery, ensuring smooth production processes and quality control. His involvement in this aspect of the business gave him a deep understanding of the food and beverage industry, especially the nuances of raw material processing.
Name of Companies in which he also holds Directorship as on 31st March, 2026	1. Woodpecker Distilleries & Breweries (Andhra Pradesh) Private Limited. 2. Woodpecker Distilleries & Breweries (West Bengal) Private Limited. 3. Woodpecker Distilleries & Breweries (Uttar Pradesh) Private Limited. 4. Woodpecker Distilleries & Breweries (Telangana) Private Limited 5. Woodpecker Distilleries & Breweries (Rajasthan) Private Limited 6. Woodpecker Distilleries & Breweries (Assam) Private Limited 7. Som Heritage Drinks Manufacturing Private Limited 8. Woodpecker Distilleries & Breweries Private Limited 9. Biscuit Basket Foods Private Limited 10. Woodpecker Greenagri Nutrients Private Limited
Date of first appointment on the Board	January 28, 2025
Details of shares held in the Company as on Date	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
Terms and conditions of appointment/Re-Appointment including details of Remuneration	Appointment as a Non-executive Director of the Company liable to retire by rotation to comply with the provisions of Section 152 of the Companies Act, 2013. No remuneration is being paid to him.
Number of Board Meetings attended / No of Meetings held	5/7
Listed entities in which the person also holds the Directorship and Membership/ Chairmanship of the Committees thereof as on March 31st 2026	Nil

Place: Bhopal
Date: 05.09.2026

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

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

Sd/-
Jitendra Parihar
Company Secretary & Compliance Officer
Mem No.: A40734