



CIN : L74899DL1993PLC052787

SOM DISTILLERIES & BREWERIES LTD.

ISO 9001:2015 Certified Company

Corporate Office : 23, Zone-II, Maharana Pratap Nagar, Bhopal-462 011 (Madhya Pradesh) Tel.: +91-755-4278827, 4271271 Fax : +91-755-2557470

E-mail : sdltd@bsnl.in, somdistilleries@rediffmail.com, Web : www.somindia.com

Works : Village Rojrachak, Distt. Raisen (Madhya Pradesh) Ph.: +91-7480-266244-5

01.07.2020

NSE/BSE/2020

The Manager,
Listing Department,
NATIONAL STOCK EXCHANGE OF INDIA LIMITED

'Exchange Plaza' C-1 , Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400 051.
cmllist@nse.co.in

Security ID: SDBL

ISIN No.: INE480C01012

SUB : CLARIFICATION SDBL NEAPS MAIL DATED JUNE 30, 2020

Dear Sir/Madam,

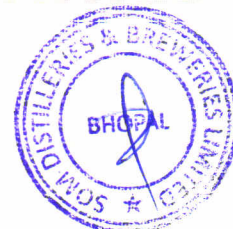
With reference to the captioned subject matter please note the following:-

1. Rationale behind the split/consolidation; -

It is proposed that each of the equity shares of the company of Rs.10 each, whether issued or not, may be split into two shares of Rs.5 each in order to make it easier for the investor and to increase the investor base. This will help to provide liquidity to the investor & will also increase the market cap of the company.

2. Pre and post share capital - authorized, paid-up and subscribed;

Particulars	Authorised Share Capital	Paidup Share Capital	Subscribed Capital
Pre – subdivision (Equity Shares of Rs.10 each)	3,50,00,000	3,24,93,869	3,24,93,869
Post – subdivision (Equity Shares of Rs.5 each)	7,00,00,000	6,49,87,738	6,49,87,738



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

Phone: +91-11-26169909, 26169712 Fax: +91-11-26195897

3. Number of shares of each class pre and post split or consolidation;

Particulars	Authorised Share Capital	Paidup Share Capital	Subscribed Capital
Pre – subdivision (Equity Shares of Rs.10 each)	3,50,00,000	3,24,93,869	3,24,93,869
Post – subdivision (Equity Shares of Rs.5 each)	7,00,00,000	6,49,87,738	6,49,87,738

4. Brief profile (in case of appointment - Auditors)

Profile of M/s N.K. Jain & Associates, Company Secretaries is enclosed.

5. Amendments to Memorandum and/or Articles of association of listed entity, in brief.

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging and retaining the Objects under Clause III (C) – "The Other Objects" with Clause III (B) – "The Objects Incidental or Ancillary to the attainment of the Main Objects" to the extent possible and also to rename and renumber the Clause III (A) and III (B) of the Object Clause.

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

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

The new AOA to be substituted in place of the existing AOA is based on "Table-F" of the Act which sets out the model articles of association for a company limited by shares.

This is for your information and records.

For Som Distilleries & Breweries Limited


Om Prakash
Company Secretary & Compliance Officer

PROFILE

OF

N.K. JAIN & ASSOCIATES

Practicing Company Secretaries



**208, “Akansha” Plot No. 2 Press Complex, Zone-1 M.P. Nagar,
Bhopal – 462011, Madhya Pradesh**

Phone- 0755-4934494, 9303134494

E-MAIL: nkjainpcs@outlook.com

BRIEF PROFILE:

M/s. N.K. Jain & Associates, a firm of Practising Company Secretaries, emerged under the initiative and guidance of Mr. Neelesh Jain, who is having more than 15 years of experience and proficiency in secretarial and legal matters. Having started with the belief of looking at all corporate transactions and compliances in a completely different approach, in such a way that the approach always keeps both law makers and corporates at winwin situation.

With his rich experience in the field of corporate compliance, the firm has carved its name in the market as a leading company secretary firm providing holistic services in the field of Secretarial, Legal and Foreign Exchange Related Matters.

We are working as Practicing Company Secretaries firm focusing on providing high quality services and solving complexity relating to Various Corporate Laws Matters.

ADDRESS:

208, "Akansha" Plot No. 2 Press Complex, Zone-1 M.P. Nagar, Bhopal – 462011, Madhya Pradesh

SERVICES FOR OUR VALUABLE CLIENTS:

- Incorporation of Companies
- Formation of LLP (Limited Liability Partnership)
- Conversion of one type of company to other type of Company
- Secretarial Audit of listed and unlisted public companies
- Work related to NBFC Companies
- Work related to Merchant Banking Companies
- Work related to companies registered with IRDA
- Buy and sell of companies (including NBFC)
- Merger and Amalgamation
- Takeover
- Due diligence
- Share Reconciliation Audit
- Corporate Governance Certification
- Appointment & resignation of directors and key managerial personnel
- Appointment, reappointment and ratification of auditors and fill casual vacancy of auditors
- Winding up of Companies
- Closure of LLP's
- Annual Filing of all type of Companies
- Annual Filing in XBRL Mode
- Creation, Modification and Satisfaction of charges
- Preparation of search report
- Certification of various Returns and forms

- Consultation on All Corporate Laws
- Filing of forms for registration of creation, modification and satisfaction of charges
- Allotment of shares by way of preferential issue, right issue, conversion of loan into equity and file returns of the allotments
- Drafting of various Resolutions, agreements, deeds etc.
- Buy back of shares
- Filing and certification of forms FIRC and FCGPR on foreign direct investment
- Preparation of search report on the basis of physical and online documents available with Ministry of Corporate affairs
- Condonation of delay under Companies Act
- Time based and event based compliances of listed and unlisted companies
- Shifting of Registered Office of the Company from one place to another
- Handling of all Secretarial and Legal functions of the Company
- Arranging & Conducting Board and General Meetings of the Company and all other group Companies
- Liaison and interaction with Registrar of Companies, Regional Director, Securities Exchange Board of India, Reserve Bank of India, Stock Exchange, Insurance Regulatory Development Authority, Registrar & Transfer Agents etc.
- Preparation, Execution and Registration of all Legal documents
- Trademarks and Copyrights.
- Maintenance and updation of records, registers, books etc. required under various Corporate Laws.
- Drafting of Partnership deed
- Work related Trust/NGO, section 8 company
- Account writing
- Filing of Income Tax returns
- Digital Signature (DSC)

PROPRIETOR DETAIL:

FCS NEELESH JAIN	
Profession	Practicing Company Secretary
Qualification	FCS, L.L.B
Mobile	+91 9303134494
Membership No.	F6436
COP No	6912
E-Mail	nkjainpcs@outlook.com
Professional Experience	The following are the some of his major areas of practice: • Compliance with listing agreement Handled documentation relating to overseas issue and related due diligence • Handled several composite schemes of re-arrangement including mergers, demergers and amalgamation • Rights issue by listed companies. • Liaison with Stock Exchanges • Documentation and due diligence in relating to acquisition of companies in India and abroad. • Trade marks and other intellectual property rights related matters • Incorporation of Companies and LLPs • Secretarial Audit and due diligence reports