2)TERMS AND CONDITION OF APPOINTMENT OF INDEPENDENT DIRECTORS OF SOM DISTILLERIES AND BREWERIES LIMITED ARE AS PER SECTION 149 OF COMPANIES ACT 2013 AND REGULATION 16(b) OF SEBI(LODR)REGULATIONS, 2015.

3) COMPOSITION OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| AUDIT COMMITTEE  236/15.06.13  S.177 | STAKEHOLDER RELATIONSHIP COMMITTEE  251/30.5.14  S.178 | RISK MANAGEMENT COMMITTEE  258/26.12.14  LISTING AGRE C.49 | NOMINATION AND REMUNARATION COMMITTEE  258/26.12.14  S.178 | CORPORATE SOCIAL RESPONSIBILITY COMMITTEE  258/26.12.14  S.135 |
| 1)D.N.SINGH, CHAIRMAN |  |  | 3)D.N.SINGH | D.N.SINGH CHAIRMAN |
| 2)S.S.SENGER | S.S.SENGER  CHAIRMAN |  | 2)S.S.SENGER  CHAIRMAN | S.S.SINGH |
| 3)SURJEET LAL | SURJEET LAL | SURJEET LAL CHAIRMAN |  |  |
|  |  | NISHI ARORA | NISHI ARORA | NISHI ARORA |

5)DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM-BOARD RESOLUTION DATED 14.11.2014

**VIGIL MECHANISM**

The Board considered the question of establishing a vigil mechanism for the company in terms of Section 177(9) of the Companies Act, 2013 and the rules framed there under and decided that Smt. Kulvinder Kaur , Deputy Manager, HR Department will be in charge of the vigilance matters in the company. All the employees/directors of the Company will report their genuine concerns to her and she will take guidance from the Audit Committee and in this matter report to the Board of Directors through the Audit Committee.

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE- BOARD RESOLUTION DATED- 26.12.2014**

1. The Board constituted a corporate social responsibility committee in terms of section 135 of the companies Act 2013. The committees shall consist of the following Directors:-
2. Shri Deena Nath Singh, Chairman, Independent Director
3. Shri S.S.Sengar, Independent Director

iii) Smt. Nishi Arora, Independent Director

The committee shall decide its own procedures within the framework of the Companies Act 2013 and the rules made there under

1. In respect of CSR Policy, the Board decided that at present the CSR activities of the company shall be through Asha Mohan Foundation which is a registered society engaged in the education of children at Sehatganj for the last more than ten years and has been established by the promoters of this company
2. The CSR Committee shall monitor the CSR expenditure of the company through Asha Mohan Foundation and shall ensure that the at least 2% of the average net profit of the company made during the immediately preceding three years is incurred and well utilized for the education and other welfare activities of the society .