

SOM DISTILLERIES & BREWERIES LTD.

Corporate Office : 23, Zone-II, Maharana Pratap Nagar, Bhopal-462 011 (M.P.) Tel. : +91-755-4278827, 4271271 Fax : +91-755-2557470
E-mail : info@somindia.in, sdlttd@bsnl.in, somdistilleries@rediffmail.com, **Web :** www.somindia.in **Work :** Village Rojrachak, Distt. Raisen (M.P.) Ph.: (07480) 266244-5
CIN no: L74899DL1993PLC052787

Dated: 29.09.2018

1. Bombay Stock Exchange Ltd.
Floor 25, P.J. Towers
Dalal Street Mumbai-400001
2. National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex, Bandra(E),
Mumbai-400051

Subject: 25TH Annual General Meeting of Som Distilleries and Breweries Ltd. held at Delhi on 28.9.2018
Code 507514, ISIN: 480C01012


Sir,

Kindly find attached the following documents:-

- i) A report of scrutinizer in form MGT-13 in respect of items of business dealt with at the 25TH Annual General Meeting of Som Distilleries and Breweries Limited.
- ii) Minutes of the 25TH Annual General Meeting held at Delhi on 28.09.2018.
- iii) Report under Regulation 44 of SEBI(LODR)Regulations, 2015, which was uploaded on 29.09.2018

Thanking You

Yours Faithfully
For Som Distilleries & Breweries Ltd.


Jagdish Kumar Arora
Managing Director

SOM
GROUP OF COMPANIES

M.M. CHAWLA & ASSOCIATES

Company Secretaries

Ajay Tower, Mezzanine Floor, 104, E-5/1, Arera Colony, (Commercial)
Opposite Habibganj Police Station, Bhopal - 462 016

0755-2462665 (O),
2421438 (R),
09425004975 (M)
e-mail : mmchawlabhopal@gmail.com

FORM NO. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman,
25th Annual General Meeting,
Som Distilleries and Breweries Limited
held on the 28th day of the September , 2018 at Delhi.

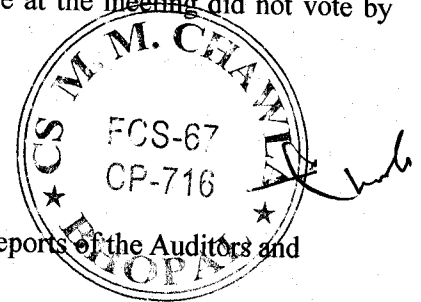
Dear Sir,

I, Madan Mohan Chawla, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 25th Annual General Meeting of the Equity Shareholders of **Som Distilleries and Breweries Limited** held on 28.09.2018 at Delhi, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid in respect of resolutions nos. 1 to 4. Electronic voting has been relied upon and included in this report. After scrutiny of attendance sheet an poll papers it was found 55 of the share holders who recorded their presence at the meeting did not vote by submitting polling papers.
4. The result of the Poll is as under:

A. RESOLUTION NO. 1 – ACCOUNTS

“Resolved that Audited Financial Statement as at 31.03.2018 and Reports of the Auditors and Directors’ thereon for the year 2017-18 be and are hereby adopted.”



Number of members present and voting (in person or by proxy) including e-votes		Votes cast in favour		Votes cast against		Invalid votes	
		No. of Votes	% of total number of valid votes cast	No. of Votes	% of total no. of valid votes cast	No. of Votes	Votes cast by them
E-Voting members	23	118313	100%	NIL	0%	NIL	0%
Polling at AGM –	43	14206235	100%	NIL	0%	NIL	0%
Total Shares voted-	66	14324548	100%	NIL	0%	NIL	0%

B. RESOLUTION NO. 2 – RETIREMENT OF DIRECTOR BY ROTATION

“Resolved that Shri Jagdish Kumar Arora, who retires by rotation at this meeting and has offered himself for reappointment, be and is hereby reappointed as a Director.”

Number of members present and voting (in person or by proxy) including e-votes		Votes cast in favour		Votes cast against		Invalid votes	
		No. of Votes	% of total number of valid votes cast	No. of Votes	% of total no. of valid votes cast	No. of Votes	Votes cast by them
E-Voting members	23	118291	99.98	22	0.02	NIL	0%
Polling at AGM -	43	14206235	100%	NIL	0%	NIL	0%
Total Shares voted-	66	14324526	99.9998%	22	0.0002	NIL	0%

C. RESOLUTION NO. 3 - DECLARATION OF DIVIDEND FOR 2017-2018

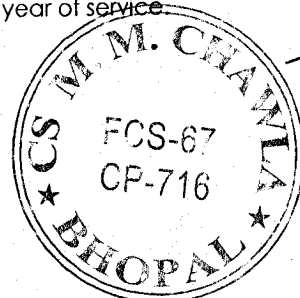
“Resolved that as recommended by the Board of Directors, the company do hereby declare a dividend of 15% i.e. Rs.1.50 per share of Rs.10 on all the 2, 75, 22,400 equity shares as on 31.3.2018 of the company for the year 2017-18, which dividend may be paid to holders of such shares as on the date of this annual general meeting, not including holders of shares which might be issued hereafter.”

Number of members present and voting (in person or by proxy) including e-votes		Votes cast in favour		Votes cast against		Invalid votes	
		No. of Votes	% of total number of valid votes cast	No. of Votes	% of total no. of valid votes cast	No. of Votes	Votes cast by them
E-Voting members	23	118313	100%	NIL	0%	NIL	0%
Polling at AGM -	43	14206235	100%	NIL	0%	NIL	0%
Total Shares voted-	66	14324548	100%	NIL	0%	NIL	0%

D. RESOLUTION NO. 4 - APPOINTMENT OF SHRI NAKUL KAM SETHI AS WHOLE TIME DIRECTOR

“Resolved that pursuant to the provision of sections 149,152,160 and 161 read with schedule V of the Companies Act 2013, Shri Nakul Kam Sethi (DIN: 06512548) who was appointed as an additional Director, (Finance and Strategy) from 01.06.2018 and who holds the office of Director up to the date of this Annual General meeting, and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Finance and Strategy), liable to retire by rotation from 01.06.2018 for a period of five years on the following terms and condition:-

- Salary: Rs 500000(Rupees five lakh only) per month inclusive of all allowances with annual increments as may be approved by Managing Director.
- Gratuity at the rate of half a month's salary for each completed year of service.
- Leave encashment as per company norms.



iv. His appointment shall be for 5 years from 01.06.2018 to 31.05.2023.

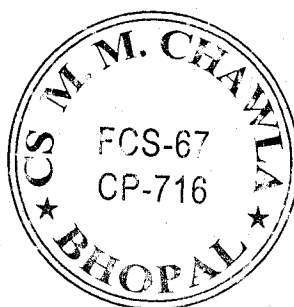
Number of members present and voting (in person or by proxy) including e-votes		Votes cast in favour		Votes cast against		Invalid votes	
		No. of Votes	% of total number of valid votes cast	No. of Votes	% of total no. of valid votes cast	No. of Votes	Votes cast by them
E-Voting members	23	2607	2.20%	115706	97.80%	NIL	0%
Polling at AGM -	43	14206235	100%	NIL	0%	NIL	0%
Total Shares voted-	66	14208842	99.19%	115706	0.81%	NIL	0%


5. A soft copies/Compact Disc (CD) containing a lists of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution, by e-voting or at a poll, are enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
7. Thus, subject to the approval of the Chairman, the resolution nos. 1 to 4 were passed as ordinary resolutions .

Thanking you,

Yours faithfully,

Place: NEW DELHI
Dated: 28.09.2018




CS MADAN MOHAN CHAWLA
SCRUTINISER
FCS 67 CP 716

MINUTES OF THE 25TH ANNUAL GENERAL MEETING OF SOM DISTILLERIES & BREWERIES LTD HELD ON FRIDAY THE 28TH SEPTEMBER 2018 AT EXECUTIVE CLUB, DOLLY FARMS AND RESORTS PVT. LTD, 349, VILLAGE SHAHOORPUR, P.O FATEHPUR BERI, NEW DELHI – 110 030 AT 10.00 HOURS.

Shri Jagdish Kumar Arora, Managing Director and also a shareholder took the chair as per Article 70 of the Articles of Association, after the proposal to appoint him as chairman of this meeting was moved by Shri Nakul Kam Sethi was seconded by Shri Sanjay Ratra and was approved unanimously. He declared that the quorum for the meeting was present. The Register of Directors and Key Managerial Personnel u/s 170 and Register of Contracts and Arrangements u/s 189 were laid on the table of the meeting. The notice of the meeting and the annual accounts for 2017-18 were taken as read.

The Chairman announced that all the agenda items i.e. items nos. 1 to 4 of the agenda in the notice of the meeting are to transacted by e-voting plus voting at this meeting which is to take place only by poll and not by show of hands. Polling papers had been given to the shareholders present. The shareholders discussed each of the items of the agenda. They were requested to cast their respective votes by putting tick marks against each item of the agenda. The votes were thus cast by the shareholders. After the meeting, the scrutinizer's report was received which was to the effect that item no. 1 to 4 were passed as ordinary resolutions. The respective resolutions passed are recorded below.

1. ACCOUNTS FOR 2017-18

As per the report dated 28.09.2018 of the Scrutinizer, CS M.M.Chawla, the following resolution was passed as an ordinary resolution on the basis of the e-voting and voting by poll at the meeting.

“Resolved that Audited Financial Statement as at 31.03.2018 and Reports of the Auditors and Directors’ thereon for the year 2017-18 be and are hereby adopted.”

2. RETIREMENT OF DIRECTOR BY ROTATION

As per the report dated 28.09.2018 of the Scrutinizer, CS M.M.Chawla, the following resolution was passed as an ordinary resolution on the basis of the e-voting and voting by poll at the meeting.

“Resolved that Shri Jagdish Kumar Arora, who retires by rotation at this meeting and has offered himself for reappointment, be and is hereby reappointed as a Director.”

3. DECLARATION OF DIVIDEND FOR 2017-18

As per the report dated 28.09.2018 of the Scrutinizer, CS M.M.Chawla, the following resolution was passed as an ordinary resolution on the basis of the e-voting and voting by poll at the meeting.

“Resolved that as recommended by the Board of Directors, the company do hereby declare a dividend of 15% i.e. Rs.1.50 per share of Rs.10 on all the 2, 75, 22,400 equity shares as on 31.3.2018 of the company for the year 2017-18, which dividend may be paid to holders of such shares as on the date of this annual general meeting, not including holders of shares which might be issued hereafter.”

SPECIAL BUSINESS

1. APPOINTMENT OF SHRI NAKUL KAM SETHI AS WHOLE TIME DIRECTOR

As per the report dated 28.09.2018 of the Scrutinizer, CS M.M.Chawla, the following resolution was passed as an ordinary resolution on the basis of the e-voting and voting by poll at the meeting.

“Resolved that pursuant to the provision of sections 149,152,160 and 161 read with schedule V of the Companies Act 2013, Shri Nakul Kam Sethi (DIN: 06512548) who was appointed as an additional Director, (Finance and Strategy) from 01.06.2018 and who holds the office of Director up to the date of this Annual General meeting, and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Finance and Strategy), liable to retire by rotation from 01.06.2018 for a period of five years on the following terms and condition:-

- i. Salary: Rs 500000(Rupees five lakh only) per month inclusive of all allowances with annual increments as may be approved by Managing Director.
- ii. Gratuity at the rate of half a month's salary for each completed year of service.
- iii. Leave encashment as per company norms.
- iv. His appointment shall be for 5 years from 01.06.2018 to 31.05.2023.

The meeting ended with a vote of thanks to the Chair.

Dated: 29.09.2018
Place: New Delhi


JAGDISH KUMAR ARORA
CHAIRMAN



SOM DISTILLERIES & BREWERIES LTD.

Corporate Office : 23, Zone-II, Maharana Pratap Nagar, Bhopal-462 011 (M.P.) Tel. : +91-755-4278827, 4271271 Fax : +91-755-2557470
E-mail : info@somindia.in, sdlttd@bsnl.in, somdistilleries@rediffmail.com, **Web :** www.somindia.in **Work :** Village Rojrachak, Distt. Raissen (M.P.) Ph.: (07480) 266244-5
CIN no: L74899DL1993PLC052787

Date:29.09.2018

1. The Secretary,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, MUMBAI- 400001.
2. National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex, Bandra(E),
Mumbai 400051.

Stock Code: BSE: 507514, NSE: SDBL/EQ
ISIN No. : INE480C01012

Reg: Voting Result as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Dear Sir,

Please find enclosed Voting Result of 25th Annual General Meeting of Som Distilleries & Breweries Limited held on 28.09.2018 at Delhi. This is for your information and record.

Thanking you,

Yours faithfully,
For Som Distilleries & Breweries Limited



Mayank Singh Bhadauria
Company Secretary

SOM
GROUP OF COMPANIES

Annexure I

REPORT UNDER REGULATION 44(3) OF SEBI (Listing obligations and Disclosures Requirements) REGULATIONS, 2015

Date of AGM/EGM	28.09.2018
Total number of shareholders on record date	18230
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	1 42
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	NIL NIL

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special) ✓				1. ACCOUNTS "Resolved that Audited Financial Statement as at 31.03.2018 and Reports of the Auditors and Directors' thereon for the year 2017-18 be and are hereby adopted."				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6411944	NIL	NIL	NIL	NIL	NIL	NIL
	Poll		1893827	29.54%	1893827	NIL	100%	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total		1893827	29.54 %	1893827	NIL	100%	NIL
Public-Institutions	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NIL	NIL	NIL	NIL	NIL	NIL

[Handwritten Signature]

	(if applicable)							
	Total	1226408	NIL	NIL	NIL	NIL	NIL	NIL
Public- Non Institutions	E-Voting		118313	0.50%	118313	NIL	100%	NIL
	Poll		12312408	52.25%	12312408	NIL	100%	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	23566611	12430721	52.75%	12430721	NIL	100%	NIL
Total		31204963	14324548	45.91%	14324548	NIL	100%	NIL

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)				2. RETIREMENT OF DIRECTOR BY ROTATION				
✓				"Resolved that Shri Jagdish Kumar Arora, who retires by rotation at this meeting and has offered himself for reappointment, be and is hereby reappointed as a Director."				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll		1893827	29.54%	1893827	NIL	100%	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	6411944	1893827	29.54 %	1893827	NIL	100%	NIL
Public-Institutions	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	1226408	NIL	NIL	NIL	NIL	NIL	NIL
Public- Non Institutions	E-Voting		118313	0.50%	118291	22	99.98%	.02%

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	Poll		12312408	52.25%	12312408	NIL	100%	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	23566611	12430721	52.75%	12430699	22	99.98%	.02%
Total		31204963	14324548	45.91%	14324526	22	99.9998 %	0.0002

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)				3. <u>DECLARATION OF DIVIDEND FOR 2017-18</u>				
				"Resolved that as recommended by the Board of Directors, the company do hereby declare a dividend of 15% i.e. Rs.1.50 per share of Rs.10 on all the 2, 75, 22,400 equity shares as on 31.3.2018 of the company for the year 2017-18, which dividend may be paid to holders of such shares as on the date of this annual general meeting, not including holders of shares which might be issued hereafter."				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll		1893827	29.54%	1893827	NIL	100%	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	6411944	1893827	29.54 %	1893827	NIL	100%	NIL
Public- Institutions	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	1226408	NIL	NIL	NIL	NIL	NIL	NIL
Public- Non Institutions	E-Voting		118313	0.50%	118313	NIL	100%	NIL

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	Poll		12312408	52.25%	12312408	NIL	100%	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	23566611	12430721	52.75%	12430721	NIL	100%	NIL
Total		31204963	14324548	45.91%	14324548	NIL	100%	NIL

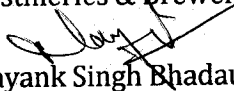
Agenda- wise disclosure (to be disclosed separately for each agenda item)

<p style="text-align: center;">✓</p> <p>Resolution required: (Ordinary/ Special)</p>				<p>4. <u>APPOINTMENT OF SHRI NAKUL KAM SETHI AS WHOLE TIME DIRECTOR</u></p> <p>To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution: -</p> <p>“Resolved that pursuant to the provision of sections 149,152,160 and 161 read with schedule V of the Companies Act 2013, Shri Nakul Kam Sethi (DIN: 06512548) who was appointed as an additional Director, (Finance and Strategy) from 01.06.2018 and who holds the office of Director up to the date of this Annual General meeting, and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Finance and Strategy), liable to retire by rotation from 01.06.2018 for a period of five years on the following terms and condition:-</p> <p>i. Salary: Rs 500000(Rupees five lakh only) per month inclusive of all allowances with annual increments as may be approved by Managing Director.</p> <p>ii. Gratuity at the rate of half a month's salary for each completed year of service.</p> <p>iii. Leave encashment as per company norms.</p> <p>v. His appointment shall be for 5 years from 01.06.2018 to 31.05.2023.</p>				
<p>Whether promoter/ promoter group are interested in the agenda/resolution?</p>				<p>NO</p>				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*	% of Votes against on votes polled (7)=[(5)/(2)]*100

[Handwritten Signature]

				100			100	
Promoter and Promoter Group	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll		1893827	29.54 %	1893827	NIL	100%	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	6411944	1893827	29.54 %	1893827	NIL	100%	NIL
Public-Institutions	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	1226408	NIL	NIL	NIL	NIL	NIL	NIL
Public-Non Institutions	E-Voting		118313	0.50%	2607	115706	2.2%	97.8%
	Poll		12312408	52.25 %	12312408	NIL	100%	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	23566611	12430721	52.75 %	12315015	115706	99.07 %	.93%
Total		31204963	14324548	45.91 %	14208842	115706	99.19 %	0.81%

Yours faithfully,
For Som Distilleries & Breweries Limited


Mayank Singh Bhadauria
Company Secretary