



CIN : L74899DL1993PLC052787

## 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 :** sldtd@bsnl.in , somdistilleries@rediffmail.com, **Web :** www.somindia.in **Work :** Village Rojrachak, Distt. Raisen (M.P.) Ph.: (07480) 266244-5

Dated: 05.03.2018

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: Extraordinary General Meeting of Som Distilleries and Breweries Ltd. Held at company's factory at village Rojrachak, Dist. Raisen, M.P. on 03.03.2018 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 Extraordinary General Meeting of Som Distilleries and Breweries Limited on 03.03.2018.
- ii) Minutes of the Extraordinary General Meeting held at village Rojrachak, Dist. Raisen, M.P. on 03.03.2018.
- iii) Report under Regulation 44 of SEBI (LODR) Regulations, 2015.

Thanking You

Yours Faithfully  
For Som Distilleries & Breweries Ltd.

  
Jagdish Kumar Arora  
Managing Director

**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,  
Extraordinary General Meeting,  
Som Distilleries and Breweries Limited  
held on the 03<sup>RD</sup> day of the March , 2018  
At village Rojrachak, Dist. Raisen, M.P

Dear Sir,

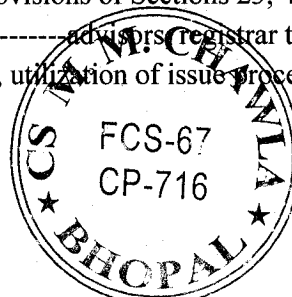
I, Madan Mohan Chawla, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Extraordinary General Meeting of the Equity Shareholders of **Som Distilleries and Breweries Limited** held on 03.03.2018 at village Rojrachak, Dist. Raisen, M.P, submit my report 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 2. Electronic voting was allowed and has been included in this report.
4. The result of the Poll is as under:

**A. RESOLUTION NO. 1 –**

**FURTHER ISSUE OF SECURITIES:**

**RESOLVED THAT** in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of Sections 23, 42, 62, 71 and -----  
**AS IN THE NOTICE OF THE MEETING** -----advisors (registrar to the issue and consultants  
and to finalize Placement Document, relevant date, utilization of issue proceeds and to decide other  
related issues.”



*[Handwritten signature]*

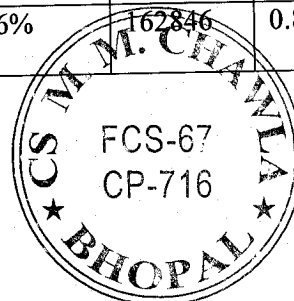
Number of members present and voting (in person or by proxy) including e-votes		Votes cast in favor		Votes cast against		Invalid votes	
		No. of Votes	% of total number of valid votes cast	No. of Votes	% of total no. of valid votes cast	No. of Votes	Votes cast by them
E-Voting members	9	2052	0.01%	162846	0.84%	NIL	0%
Polling at EGM -	33	19227719	99.15%	NIL	0%	NIL	0%
Total Shares voted-	42	19229771	99.16%	162846	0.84%	NIL	0%

**B. RESOLUTION NO. 2 –**

**EMPLOYEES STOCK OPTION PLAN, 2018.**

**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, the rules and regulations issued by SEBI -- -----AS IN THE NOTICE OF THE MEETING-----and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise.

Number of members present and voting (in person or by proxy) including e-votes		Votes cast in favor		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	9	2052	0.01%	162846	0.84%	NIL	0%
Polling at EGM -	33	19227719	99.15%	NIL	0%	NIL	0%
Total Shares voted-	42	19229771	99.16%	162846	0.84%	NIL	0%



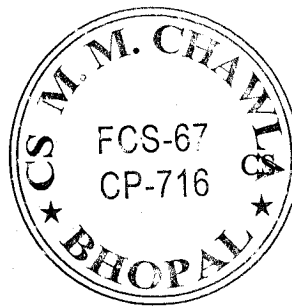
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5. Lists containing names and signatures of equity shareholders who voted "FOR"/ "AGAINST" are enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
7. Thus, subject to the approval of the Chairman, the resolutions nos. 1 to 2 were passed as Special Resolutions.

Thanking you,

Yours faithfully,

Place: BHOPAL  
Dated: 05.03.2018



MADAN MOHAN CHAWLA  
SCRUTINIZER  
FCS 67 CP 716

HELD AT.....ON.....TIME.....

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SOM DISTILLERIES & BREWERIES LIMITED HELD ON SATURDAY THE 03<sup>RD</sup> MARCH, 2018 AT 16.00 HOURS AT VILLAGE ROJRACHAK, DIST. RAISEN, M.P**

Shri Jagdish Kumar Arora, Chairman of Meeting took the chair as per Article 70 of the Articles of Association He declared that the quorum for the meeting was present.

**1. FURTHER ISSUE OF SECURITIES:**

As per the report dated 05.03.2018 of the Scrutinizer, CS M.M.Chawla, the following resolution was passed as a Special resolution on the basis of the e-voting and voting by poll at the meeting.

**"RESOLVED THAT** in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force (the "Companies Act") the Foreign Exchange Management Act 1999, including any amendments, statutory modification(s) and/or re-enactment thereof (the "FEMA"), the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, including any amendments, statutory modification(s) and/or re-enactment thereof, the Consolidated FDI Policy issued by the Department of Industrial Policy & Promotion, as amended and replaced from time to time (the "FDI Policy"), the relevant regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, including any amendment, modification, variation or re-enactment thereof (the "ICDR Regulations"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended (the "FCCB Scheme"), the Depository Receipts Scheme, 2014 (the "GDR Scheme"), the applicable listing agreement(s) entered into by the Company with the stock exchange(s) where the equity shares of the Company of the face value of Rs. 10/- each (the "Equity Shares") are listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to the extent applicable, and all other applicable statutes, clarifications, rules, regulations, circulars, notifications, guidelines, as may be applicable, as amended from time to time, issued by the Government of India (the "GoI"), Ministry of Corporate Affairs (the "MCA"), Reserve Bank of India (the "RBI"), BSE Limited and National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges") and/or any other regulatory/statutory authorities in India or abroad from time to time, to the extent applicable and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time, including the GOI, MCA, RBI, SEBI and the Stock Exchanges (hereinafter singly or collectively referred to as the "Appropriate Authorities") as may be required and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (the "Board") (which term shall be deemed to include any committee constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the best interest of the Company, the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), at such price that may be decided by the Board) in terms of the applicable regulations and as permitted under the applicable law for an aggregate amount not exceeding Rs. 150 crores to such investors that may be permitted to invest in such issuance of Securities, securities convertible into Equity Shares and/or Non Convertible Debentures with or without warrants including eligible qualified institutional buyers (the "QIBs") as defined in the ICDR

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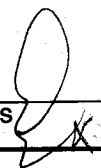
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Regulations, by way of a public issue, preferential allotment, private placement or a rights issue, including a qualified institutions placement (the "QIP") in accordance with the provisions of Chapter VIII of the ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate, by way of issue of equity shares or by way of issue of any instrument or security including fully/partly convertible debentures, global depository receipts (the "GDRs"), American depository receipts (the "ADRs"), foreign currency convertible bonds (the "FCCBs"), or by way of a composite issue of non-convertible debentures and warrants entitling the warrant holder(s) to apply for equity shares or any other eligible securities (instruments listed above collectively with the equity shares to be hereinafter referred to as the "Securities") or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, including, resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/mutual funds/pension funds/venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who are authorized to invest in Securities of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company (collectively called the "Investors"), to all or any of them, jointly and/or severally through an offer/placement document and/or other letter or circular and/or on private placement basis, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, or its equivalent amount in such foreign currencies as may be necessary inclusive of any premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, (whether at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board's absolute discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/ or other advisors or otherwise on such terms and conditions, including making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be issued and allotted on conversion/redemption/extinguishment of debt(s), rights attached to the warrants, terms of issuance, period of conversion, fixing of record date or book closure dates if any, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws."

**RESOLVED FURTHER THAT** the relevant date for the purpose of pricing the Securities shall be the meeting in which the Board or Committee of Directors duly authorized by the Board decides to open the issue of such Securities, subsequent to receipt of members' approval in terms of the Companies Act, the ICDR Regulations, the FCCB Scheme, the GDR Scheme and other applicable laws, regulations and guidelines; in the event that convertible securities (as defined under the ICDR Regulations) are issued to QIBs by way of a QIP, preferential allotment, the relevant date for pricing of such securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or Committee of Directors duly authorized by the Board"

**RESOLVED FURTHER THAT**, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof,

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issue price and discounts permitted under applicable law, premium amount on issue/conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreements including but not limited to prospectus and/or letter of offer and/or circular or placement document, registration statement and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities and take all such steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**RESOLVED FURTHER THAT** the Board of Director be and is hereby authorized in pursuance of the above resolution to appoint on terms it may consider fit, bankers to the issue, merchant bankers, underwriters, depositories, legal advisors, registrar to the issue and consultants and to finalize Placement Document, relevant date, utilization of issue proceeds and to decide other related issues."

## 2. EMPLOYEES STOCK OPTION PLAN, 2018.

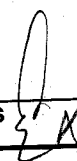
As per the report dated 05.03.2018 of the Scrutinizer, CS M.M.Chawla, the following resolution was passed as a Special resolution on the basis of the e-voting and voting by poll at the meeting.

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, the rules and regulations issued by SEBI and other applicable laws and subject to such other approvals, permissions and sanctions as may be necessary from time to time, approval and consent of the Company be and is hereby accorded to the 'SOM - Employees Stock Option Plan 2018 (hereinafter referred to as the "ESOP 2018") and to the Board of Directors of the Company to create, offer and grant from time to time such number of options, to the permanent employees including Directors (other than Promoters of the Company and Independent Directors), whether whole-time or otherwise, as may be decided solely by the Board under the Plan, not more than 5,00,000 (Five Lacs) Options, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up Equity Share in the Company, of face value of Rs.10/- each, and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP 2018 and in due compliance with the applicable laws and regulations in force."

**FURTHER RESOLVED THAT** the Board and any committee formed for this purpose be and is hereby authorized to issue and allot Equity Shares upon exercise of options by Employee from time to time in accordance with the ESOP 2018 and other applicable laws in force and such Equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company."

**FURTHER RESOLVED THAT** the number of options that may be granted to any employee including any Director of the Company (other than Promoters of the Company and Independent Directors), in any financial year and in aggregate under the ESOP 2018 shall be lesser than 2% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company."

CHAIRMAN'S  
INITIALS



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**FURTHER RESOLVED THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders, the ceiling as aforesaid 5,00,000 ( Five Lacs) of option shall be deemed to be increased in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.”

**FURTHER RESOLVED THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2018 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2018 and do all other things incidental and ancillary thereof.”

**“FURTHER RESOLVED THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI (Employees Stock Option Scheme and Employee Stock Purchase Scheme)Guidelines, 1999 Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2018.”

**“FURTHER RESOLVED THAT** any of the Directors of the Company or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the securities allotted under the ESOP 2018 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

**“FURTHER RESOLVED THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre, other legal Advisors, Consultants and Representatives, being incidental to the effective implementation and administration of ESOP 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise.”

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



JAGDISH KUMAR ARORA  
CHAIRMAN

Place: Bhopal  
Dated: 05.03.2018

CHAIRMAN'S  
INITIALS



Annexure I

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

Date of AGM/EGM	03.03.2018
Total number of shareholders on record date	16044
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	8 25
E-Voting:  Promoters and Promoter Group: Public:	  0 9
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)				<b>FURTHER ISSUE OF SECURITIES:</b> <b>RESOLVED THAT</b> in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and pursuant to the provisions of Sections 23, 42, 62, 71 and ----- AS IN THE NOTICE OF THE MEETING ----- advisors, registrar to the issue and consultants and to finalize Placement Document, relevant date, utilization of issue proceeds and to decide other related issues."				
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
							00	00

Promoter and Promoter Group	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll		6391903	99.99%	6391903	NIL	100%	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	6391944	6391903	99.99%	6391903	NIL	100%	NIL
Public-Institutions	E-Voting		162846	20.73%	NIL	162846	NIL	100%
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	785415	162846	20.73%	NIL	162846	NIL	100%
Public- Non Institutions	E-Voting		2052	0.01%	2052	NIL	100%	NIL
	Poll		12835816	63.09%	12835816	NIL	100%	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	20345041	12837868	63.10%	12837868	NIL	100%	NIL
Total		27522400	19392617	70.46%	19229771	162846	99.16%	0.84%

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

Resolution required: (Ordinary/ Special)			<p><b>EMPLOYEES STOCK OPTION PLAN, 2018.</b>  <b>RESOLVED THAT</b> pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under, the rules and regulations issued by SEBI -----AS IN THE NOTICE OF THE MEETING-----and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise.</p>					
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

*[Handwritten signature]*

Promoter and Promoter Group	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll		6391903	99.99%	6391903	NIL	100%	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	6391944	6391903	99.99%	6391903	NIL	100%	NIL
Public-Institutions	E-Voting		162846	20.73%	NIL	162846	NIL	100%
	Poll		NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	785415	162846	20.73%	NIL	162846	NIL	100%
Public-Non Institutions	E-Voting		2052	0.01%	2052	NIL	100%	NIL
	Poll		12835816	63.09%	12835816	NIL	100%	NIL
	Postal Ballot (if applicable)		NIL	NIL	NIL	NIL	NIL	NIL
	Total	20345041	12837868	63.10%	12837868	NIL	100%	NIL
Total		27522400	19392617	70.46%	19229771	162846	99.16%	0.84%

Yours faithfully,  
For Som Distilleries & Breweries Limited

  
Mayank Singh Bhadauria  
Company Secretary