

**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,  
21<sup>ST</sup> Annual General Meeting,  
Som Distilleries and Breweries Limited  
held on the 30<sup>TH</sup> day of the September, 2014 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 21<sup>ST</sup> Annual General Meeting of the Equity Shareholders of SOM Distilleries and Breweries Limited held on 30.09.2014 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 boxes were 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 5 and 7.

4. The result of the Poll is as under:

**A. Resolution No. 1 – ACCOUNTS**

“ Resolved that the report of the Board of Directors dated 22.8.2014 and the audited Balance Sheet as at 31.03.2014 and Profit and Loss Account for the year 2013-14 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	33	23514737	100%	NIL	0%	NIL	0%
Polling at AGM -	10	555	100%	NIL	0%	NIL	0%
Total Shares voted-	43	23515292	100%	NIL	0%	NIL	0%



# M.M. CHAWLA & ASSOCIATES

## Company Secretaries

Ajay Tower, Mezzanine floor 104, E-5/1, Arera Colony, (Commercial)  
(Opposite Habibganj Police Station), Bhopal (M.P.) 462016

0755-2462885 (O)

2421438 (R)

Mobile :09425004975

E-mail : mmchawlabhopal@gmail.com

### B. Resolution no. 2 -APPOINTMENT OF SHRI SURJEET LAL AS DIRECTOR

"Resolved that Shri Surjeet Lal be and is hereby re-appointed 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 Member	% of total no. of valid votes cast	No. of members	Votes cast by them
E-Voting members	33	23514737	100%	NIL	0%	NIL	0%
Polling at AGM -	10	555	100%	NIL	0%	NIL	0%
Total Shares voted-	43	23515292	100%	NIL	0%	NIL	0%

### C. Resolution no. 3 -DECLARATION OF DIVIDEND FOR 2013-14

"Resolved that the company do hereby declare a dividend of 15% i.e. Rs 1.50 per share of Rs. 10 on all 27522400 equity shares of the company for the year 2013-14 to the shareholders as on the date of this Annual General Meeting i.e 30.09.2014"

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 Member	% of total no. of valid votes cast	No. of members	Votes cast by them
E-Voting members	33	23514737	100%	NIL	0%	NIL	0%
Polling at AGM -	10	555	100%	NIL	0%	NIL	0%
Total Shares voted-	43	23515292	100%	NIL	0%	NIL	0%





**D. Resolution no. 4 APPOINTMENT OF AUDITORS**

" Resolved that K.C. Khanna & Company, Chartered Accountants, Bhopal be and are hereby appointed as Auditors of the Company from the conclusion of 21<sup>st</sup> Annual General Meeting till the conclusion of 22nd Annual General Meeting at a remuneration to be decided by the Chairman cum Managing Director with the consent of the auditors".

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 Member	% of total no. of valid votes cast	No. of members	Votes cast by them
E-Voting members	33	23514737	100%	NIL	0%	NIL	0%
Polling at AGM -	10	555	100%	NIL	0%	NIL	0%
Total Shares voted-	43	23515292	100%	NIL	0%	NIL	0%

**E. Resolution no. 5- AUTHORITY TO BORROW.**

"RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (as amended from time to time) consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, any sum or sums of moneys whether in Indian or foreign currency, from any bank(s) or any financial institution(s) or any other institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India whomsoever, on such terms and conditions and with or without security as the Board of Directors may think fit which together with the moneys already borrowed by the Company may exceed the aggregate for the time being of the paid-up share capital and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business, provided that the total amount of money/moneys so borrowed by the Board of Directors and remaining outstanding shall not at any time exceed the limit of Rs. 150 crores (Rupees one hundred and fifty crores only)





# M.M. CHAWLA & ASSOCIATES

## Company Secretaries

Ajay Tower, Mezzanine floor 104, E-5/1, Arera Colony, (Commercial)  
(Opposite Habibganj Police Station), Bhopal (M.P.) 462016

☎ 0755-2462665 (O)

2421438 (R)

Mobile :09425004975

E-mail : mmchawlabhopal@gmail.com

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

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 Member	% of total no. of valid votes cast	No. of members	Votes cast by them
E-Voting members	33	23514737	100%	NIL	0%	NIL	0%
Polling at AGM -	10	555	100%	NIL	0%	NIL	0%
Total Shares voted-	43	23515292	100%	NIL	0%	NIL	0%

### **F. Resolution no. 7 - REAPPOINTMENT OF SHRI SURJEET LAL AS MANAGING DIRECTOR.**

"Resolved that in terms of Section 196 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any, approval be and is hereby given to the reappointment of Shri Surjeet Lal, DIN 00227331, born 02.07.1944, as Managing Director of Som Distilleries and Breweries Limited from 21.03.2014 for a period of five years without any remuneration, even though he would be attaining the age of 70 year during this tenure and he would be drawing his remuneration as Managing Director of Som Distilleries Private Limited, CIN: U1550MH1986PTC124248, a company in the same group.

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 Member	% of total no. of valid votes cast	No. of members	Votes cast by them
E-Voting members	33	23514737	100%	NIL	0%	NIL	0%
Polling at AGM -	10	555	100%	NIL	0%	NIL	0%
Total Shares voted-	43	23515292	100%	NIL	0%	NIL	0%



# M.M. CHAWLA & ASSOCIATES

## Company Secretaries

Ajay Tower, Mezzanine floor 104, E-5/1, Arera Colony, (Commercial)  
(Opposite Habibganj Police Station), Bhopal (M.P.) 462016

☎ 0755-2462665 (O)

2421438 (R)

Mobile : 09425004875

E-mail : mmchawlabhopal@gmail.com

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 and resolution nos. 5 and 7 were passed as special resolutions.

Thanking you,

Place: NEW DELHI  
Dated: 30.09.2014

Yours faithfully,



*[Handwritten Signature]*  
CS MADAN MOHAN CHAWLA  
SCRUTINISER  
FCS 67 CP 716