

SOM DISTILLERIES AND BREWERIES LIMITED

Registered Office: I-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029
Phone: +91-11-26169909, 26169712 Fax: +91-11-26195897

Corporate Office: SOM House, 23, Zone II, M.P. Nagar, Bhopal, Madhya Pradesh – 462011
Phone: +91-755-4278827, 4271271 Fax: +91-755-2557470

Email : compliance@somindia.com **Website:** www.somindia.com

CIN : L74899DL1993PLC052787

(BSE : 507514, NSE : SDBL)



SDBL/BSE/NSE/2024-25

25.03.2025

To

<p>The Manager, Listing Department, NATIONAL STOCK EXCHANGE OF INDIA LIMITED 'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. cmlist@nse.co.in <u>Security ID: SDBL</u></p>	<p>Dy. General Manager, Department of Corporate Services, BSE LIMITED, First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. corp.compliance@bseindia.com <u>Security ID: 507514</u></p>
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SUBJECT: CONSOLIDATED SCRUTINIZER'S REPORT AND DISCLOSURE OF VOTING RESULTS OF THE EXTRA-ORDINARY GENERAL MEETING (EOGM) HELD ON 24TH DAY OF MARCH, 2025 UNDER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed consolidated report of the Scrutinizer on remote e-voting and e-voting during the Extra-Ordinary General Meeting of the Company held on Monday, 24th day of March, 2025 at 12:40 p.m. through Video Conference ("VC") or other Audio-Visual means ("OAVM").

We are also enclosing the details of voting results inclusive of remote e-voting and e-voting during the Extra-Ordinary General Meeting of the Company. The above are also being uploaded on the Company's website www.somindia.com and on the website of National Securities Depository Limited, <https://www.evoting.nsdl.com>. You are requested to kindly take the same on record.

Thanking You,
Yours Faithfully,

For Som Distilleries and Breweries Limited

Om Prakash Singh
Company Secretary & Compliance Officer

Neelesh Jain

Company Secretary

FORM NO. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to rule section 108 of the Companies Act, 2013 (as amended) and Companies
(Management and Administration) Rules, 2014(as amended)]

To,

The Chairman appointed for the
Extra-Ordinary General Meeting (EGM) of the Equity Shareholders,
of Som Distilleries and Breweries Limited,
(CIN: L74899DL1993PLC052787)

Held on Monday, the 24th day of March, 2025 at 12:40 P.M.

Through video conferencing / other audio-visual means (VC / OAVM)

CONSOLIDATED SCRUTINIZER'S REPORT ON VOTING BY REMOTE E-VOTING AND E-VOTING FACILITY AT THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE EQUITY SHAREHOLDERS OF SOM DISTILLERIES AND BREWERIES LIMITED HELD ON MONDAY, THE 24TH DAY OF MARCH, 2025 AT 12:40 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS IN RESPECT OF THE RESOLUTIONS (BUSINESSES) CONTAINED IN THE NOTICE DATED FEBRUARY 28, 2025.

Dear Sir,

I, Neelesh Jain, proprietor of N.K. Jain & Associates - Practicing Company Secretaries, Bhopal have been appointed as a Scrutinizer by the Board of Directors of Som Distilleries and Breweries Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule made there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to scrutinize remote e-Voting & e-Voting by the members at the EGM of the Equity Shareholders of the Company held on Monday, the 24th day of March, 2025 at 12:40 P.M. through Video Conferencing/other audio-visual means (VC/OAVM) in compliance with applicable circulars issued by MCA and SEBI providing relaxation and permitting the Companies to hold the General Meeting ("GM") through VC /OAVM, without the physical presence of the Members at a common venue.

The Management of the Company is responsible for ensuring compliances with the provisions of the Companies Act and the Rules framed thereunder, the MCA Circulars and SEBI (LODR) Regulations relating to the voting on the resolution as contained in the notice calling EGM dated February 28, 2025 read with addendum thereof.

My responsibility as a scrutinizer is to ensure that the voting process both through remote e-Voting as well as by e-Voting at EGM is conducted in a fair and transparent manner and to provide a consolidated Scrutinizer's Report of the votes cast "In favour" or "Against", based on the reports generated from system of National Securities Depositories Limited, the service provider who have been appointed as the agency authorized under Rule 20 of the Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to provide remote e-

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Voting facility and e-Voting at General Meeting through Video Conferencing/other audio-visual means (VC/OAVM) to the Members of the Company.

The Voting rights were reckoned as on Monday, March 17, 2025, being the cut-off date for the purpose of deciding the entitlements of members for voting on the resolutions as contained in the notice of Extraordinary general meeting.

The remote e-Voting commenced on Friday, March 21, 2025 (IST 9.00 am) and ended on Sunday, March 23, 2025, (IST 5.00 pm) and thereafter the NSDL e-Voting platform was blocked for remote e-Voting and then re-opened during the EGM.

The Company has also provided e-Voting facility of NSDL to the Shareholders present at EGM through VC, who has not casted there vote earlier.

After Closure of e-Voting at the EGM, the vote caste through e-Voting at EGM and through remote e-Voting prior to the EGM unblocked and downloaded from the e-Voting website of NSDL/Service provider (<https://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the Company. The e-Voting data/results downloaded from the e-Voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared. Further 103 (One Hundred and Three) Members had cast their votes through remote e-Voting and 12 (Twelve) Member had cast their votes through e-Voting at the EGM based on reports generated from NSDL.

Name: Mr. Aman Agrawal

Name: Mr. Deepak Sewkani

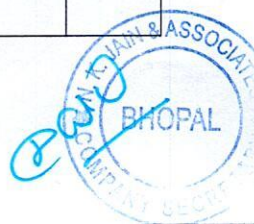
CONSOLIDATED RESULT OF THE SCRUTINY OF THE REMOTE E-VOTING AND E-VOTING AT THE EXTRA-ORDINARY GENERAL MEETING IS AS UNDER:

SPECIAL BUSINESS:

RESOLUTION NO 1: (SPECIAL RESOLUTION)

REAPPOINTMENT OF MR. JAGDISH KUMAR ARORA (DIN: 00224633), AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

Particulars	Remote E-Voting			E-Voting at the EGM			Total		
	No. of members	Number of votes cast	% of total votes cast	No. of members	Number of votes cast	% of total votes cast	No. of members	Number of votes cast	% of total votes cast
Votes in Favour	96	55215484	100.00	11	119	95.97	107	55215603	100.00
Votes against	6	461	0.00	1	5	4.03	7	466	0.00
Total	102	55215945	100.00	12	124	100.00	114	55216069	100.00



Invalid votes	1	21702890	-	-	-	-	1	21702890	-
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Based on the above, the Resolutions as set out in item 1 of the Notice of the Notice of the Extra-Ordinary General Meeting dated February 28, 2025 has been passed with requisite majority.

RESOLUTION NO 2: (SPECIAL RESOLUTION)

APPROVAL TO CONTINUE APPOINTMENT OF MR. UMA KANT SAMAL (DIN: 08669929) AS AN INDEPENDENT DIRECTOR OF THE COMPANY ON ATTAINING THE AGE OF SEVENTY-FIVE YEARS FOR THE SECOND TERM (2 YEARS)

Particulars	Remote E-Voting			E-Voting at the EGM			Total		
	No. of members	Number of votes cast	% of total votes cast	No. of members	Number of votes cast	% of total votes cast	No. of members	Number of votes cast	% of total votes cast
Votes in Favour	94	76917234	100.00	11	119	95.97	105	76917353	100.00
Votes against	8	1211	0.00	1	5	4.03	9	1216	0.00
Total	102	76918445	100.00	12	124	100.00	114	76918569	100.00
Invalid votes	-	-	-	-	-	-	-	-	-

Based on the above, the Resolutions as set out in item 2 of the Notice of the Notice of the Extra-Ordinary General Meeting dated February 28, 2025 has been passed with requisite majority.

RESOLUTION NO 3: (SPECIAL RESOLUTION)

APPOINTMENT OF MR. RAJESH KUMAR DUBEY (DIN: 10912000) AS AN WHOLETIME DIRECTOR OF THE COMPANY

Particulars	Remote E-Voting			E-Voting at the EGM			Total		
	No. of members	Number of votes cast	% of total votes cast	No. of members	Number of votes cast	% of total votes cast	No. of members	Number of votes cast	% of total votes cast
Votes in Favour	97	76918374	100.00	11	119	95.97	108	76918493	100.00
Votes against	6	461	0.00	1	5	4.03	7	466	0.00
Total	103	76918835	100.00	12	124	100.00	115	76918959	100.00
Invalid votes	-	-	-	-	-	-	-	-	-



Based on the above, the Resolutions as set out in item 3 of the Notice of the Notice of the Extra-Ordinary General Meeting dated February 28, 2025 has been passed with requisite majority.

RESOLUTION NO 4: (SPECIAL RESOLUTION)

APPOINTMENT OF MR. RAJAT BATRA (DIN: 02695119) AS NON-EXECUTIVE NON - INDEPENDENT DIRECTOR ("NENIDS") OF THE COMPANY

Particulars	Remote E-Voting			E-Voting at the EGM			Total		
	No. of members	Number of votes cast	% of total votes cast	No. of members	Number of votes cast	% of total votes cast	No. of members	Number of votes cast	% of total votes cast
Votes in Favour	97	76918374	100.00	11	119	95.97	108	76918493	100.00
Votes against	6	461	0.00	1	5	4.03	7	466	0.00
Total	103	76918835	100.00	12	124	100.00	115	76918959	100.00
Invalid votes	-	-	-	-	-	-	-	-	-

Based on the above, the Resolutions as set out in item 4 of the Notice of the Notice of the Extra-Ordinary General Meeting dated February 28, 2025 has been passed with requisite majority.

RESOLUTION NO 5: (SPECIAL RESOLUTION)

TO CONSIDER AND APPROVE OFFER AND ISSUE OF UPTO 20,00,000 EQUITY SHARES ON PREFERENTIAL AND PRIVATE PLACEMENT BASIS TO THE IDENTIFIED PROMOTER(S),

Particulars	Remote E-Voting			E-Voting at the EGM			Total		
	No. of members	Number of votes cast	% of total votes cast	No. of members	Number of votes cast	% of total votes cast	No. of members	Number of votes cast	% of total votes cast
Votes in Favour	90	37114662	99.97	11	119	95.97	101	37114781	99.97
Votes against	11	11136	0.03	1	5	4.03	12	11141	0.03
Total	101	37125798	100.00	12	124	100.00	113	37125922	100.00
Invalid votes	2	39793037	-	-	-	-	2	39793037	-



Based on the above, the Resolutions as set out in item 5 of the Notice of the Notice of the Extra-Ordinary General Meeting dated February 28, 2025 read with addendum thereof has been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra-Ordinary General Meeting and the same will be handed over to the Company Secretary of the Company for safe keeping.

Note:

1. Percentage of votes cast in favor or against the resolutions is calculated based on the valid votes cast through remote E-Voting and through E-Voting at the EGM.
2. The Members who have casted their votes through multiple DP/Client IDs shall be counted as single Member for the counting of number of Members voted.

Thanking you,
Yours faithfully

For N.K. Jain & Associates
Company Secretaries

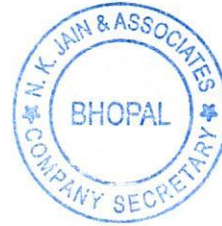
Dated: 25.03.2025

Place: Bhopal

Counter Signed By



Chairman appointed for the EGM dated 24.03.2025
Som Distilleries and Breweries Limited



NEELESH JAIN

Proprietor

FCS-6436, CP-6912

Firm Reg. No.: S2005MP082700

Peer Review Certificate No. 2505/2022

UDIN number: F006436F004150785

General information about company	
Scrip code	507514
NSE Symbol	SDBL
MSEI Symbol	NOTLISTED
ISIN	INE480C01038
Name of the company	Som Distilleries & Breweries Ltd
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-03-2025
Start time of the meeting	12:40 PM
End time of the meeting	01:30 PM



Scrutinizer Details

Name of the Scrutinizer	Neelesh Jain
Firms Name	N K JAIN AND ASSOCIATES
Qualification	CS
Membership Number	6436
Date of Board Meeting in which appointed	28-02-2025
Date of Issuance of Report to the company	25-03-2025

Voting results	
Record date	17-03-2025
Total number of shareholders on record date	104770
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	31
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				REAPPOINTMENT OF MR. JAGDISH KUMAR ARORA (DIN: 00224633), AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	71911241	26556134	36.929	26556134	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	71911241	26556134	36.929	26556134	0	100	0
Public- Institutions	E-Voting	2835097	32815	1.1575	32815	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2835097	32815	1.1575	32815	0	100	0
Public- Non Institutions	E-Voting	123272394	28627120	23.2227	28626654	466	99.9984	0.0016
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	123272394	28627120	23.2227	28626654	466	99.9984	0.0016
Total		198018732	55216069	27.8843	55215603	466	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	21702890
Public Insitutions	0
Public - Non Insitutions	0

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPROVAL TO CONTINUE APPOINTMENT OF MR. UMA KANT SAMAL (DIN: 08669929) AS AN INDEPENDENT DIRECTOR OF THE COMPANY ON ATTAINING THE AGE OF SEVENTY-FIVE YEARS FOR THE SECOND TERM (2 YEARS)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	71911241	48259024	67.1092	48259024	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	71911241	48259024	67.1092	48259024	0	100	0
Public-Institutions	E-Voting	2835097	32815	1.1575	32815	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2835097	32815	1.1575	32815	0	100	0
Public- Non Institutions	E-Voting	123272394	28626730	23.2223	28625514	1216	99.9958	0.0042
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	123272394	28626730	23.2223	28625514	1216	99.9958	0.0042
Total		198018732	76918569	38.8441	76917353	1216	99.9984	0.0016
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPOINTMENT OF MR. RAJESH KUMAR DUBEY (DIN: 10912000) AS AN WHOLETIME DIRECTOR OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	71911241	48259024	67.1092	48259024	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		71911241	48259024	67.1092	48259024	0	100
Public-Institutions	E-Voting	2835097	32815	1.1575	32815	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2835097	32815	1.1575	32815	0	100
Public- Non Institutions	E-Voting	123272394	28627120	23.2227	28626654	466	99.9984	0.0016
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		123272394	28627120	23.2227	28626654	466	99.9984
Total		198018732	76918959	38.8443	76918493	466	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPOINTMENT OF MR. RAJAT BATRA (DIN: 02695119) AS NON-EXECUTIVE NON -INDEPENDENT DIRECTOR ("NENIDS") OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	71911241	48259024	67.1092	48259024	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		71911241	48259024	67.1092	48259024	0	100
Public-Institutions	E-Voting	2835097	32815	1.1575	32815	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2835097	32815	1.1575	32815	0	100
Public- Non Institutions	E-Voting	123272394	28627120	23.2227	28626654	466	99.9984	0.0016
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		123272394	28627120	23.2227	28626654	466	99.9984
Total		198018732	76918959	38.8443	76918493	466	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				TO CONSIDER AND APPROVE OFFER AND ISSUE OF UPTO 20,00,000 EQUITY SHARES ON PREFERENTIAL AND PRIVATE PLACEMENT BASIS TO THE IDENTIFIED PROMOTER(S)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	71911241	8465987	11.7728	8465987	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		71911241	8465987	11.7728	8465987	0	100
Public-Institutions	E-Voting	2835097	32815	1.1575	32815	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2835097	32815	1.1575	32815	0	100
Public- Non Institutions	E-Voting	123272394	28627120	23.2227	28615979	11141	99.9611	0.0389
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		123272394	28627120	23.2227	28615979	11141	99.9611
Total		198018732	37125922	18.7487	37114781	11141	99.97	0.03
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	39793037
Public Insitutions	0
Public - Non Insitutions	0

