



SOM DISTILLERIES & BREWERIES LTD.

CIN : L74899DL1993PLC052787

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: 08.10.2014

- ✓ 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

Sir,

Kindly find attached the following documents:-

- i) A report dated 29.9.2014 of the Scrutinizer in respect of item no.6 passed by Postal Ballot.
 - ii) A report of scrutinizer in form 13 in respect of items of business dealt with at the 21st Annual General Meeting of Som Distilleries and Breweries Limited (SDBL- 50714).
 - iii) Minutes of the 21st Annual General Meeting held at Delhi on 30.09.2014.
- The reports mentioned at i) and ii) above were sent to you by e-mail on 3rd and 6th October, 2014.

Thanking You

Yours Faithfully

For Som Distilleries & Breweries Ltd.
SOM DISTILLERIES & BREWERIES LTD.

Surjeet Lal
Managing Director

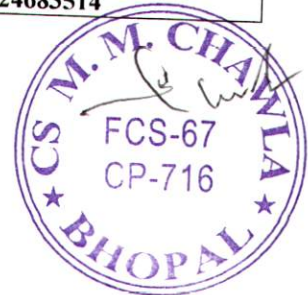
GROUP OF COMPANIES

SOM DISTILLERIES AND BREWERIES LIMITED**21ST ANNUAL GENERAL MEETING HELD ON 30.09.14**Record of Postal Ballot papers received for voting on Item No. 6 regarding Authority to charge assets of the
Company under Section 180(1) (a) up to Rs. 150 Crores

S.NO	NAME	ADDRESS	FOLIO NO.	CLIENT ID	NO. OF EQUITY SHARES HELD OF RS. 10 EACH
1.	ANIL KUMAR ARORA	BHOPAL	IN 303420	10041990	1200000
2.	VIPIN LATA DOSIJA	BHOPAL	12010900	04198002	26935
3.	AALOK DEEP FINANCE PRIVATE LIMITED	BHOPAL	IN 303420	10042630	551100
4.	JITENDRA DEV	BHOPAL	12047200	02397905	241160
5.	JITENDRA DEV	BHOPAL	12033200	06873492	658830
6.	RANJIT SINGH	BHOPAL			900000
7.	SHRI LAL LODHI	BHOPAL	12028500	00039006	900000
8.	GANGADEEN PATEL	BHOPAL	12033200	06913186	1200000
9.	AVINASH KUMAR CHALANA	BHOPAL	12033200	06909678	1225476
10.	AVINASH KUMAR CHALANA	BHOPAL	12059500	00021077	1326
11.	PRADEEP KUMAR SHRIVASTAVA	BHOPAL	12031600	00273624	342231
12.	J.K ARORA	BHOPAL	IN 303420 , 12031600 , IN 300601	10041439 00268504 10310169	1387049 411018 10850
13.	DEEPAK ARORA	BHOPAL	IN 303420	10041578	12400
14.	PREM CHAND PAL	BHOPAL	IN 303420	10041447	1200000
15.	SANTOSH BHADORIA	BHOPAL	IN 303420	10041463	1258983
16.	MOHAR SINGH	BHOPAL	IN 303420	10041455	370800
17.	RAJESH THAKUR	BHOPAL	IN 303420	10042015	370729
18.	PRADEEP CHATURVEDI	BHOPAL	12031600	00263090	1206000
19.	PREM SINGH VERMA	BHOPAL	IN 303420	10041801	50000
20.	RAVI DANG	BHOPAL	IN 303420	10041609	20235
21.	VINOD SINGH	BHOPAL	IN 303420	10041713	1206000
22.	GURUMUKH DAS SALUJA	BHOPAL	12031600	00263126	600600
23.	RANJIT SINGH POWAR	BHOPAL	12031600	00256465	778443
24.	RAMLAL SALUJA	BHOPAL	12031600	00256446	745500
25.	SOM DISTILLERIES PRIVATE LIMITED	BHOPAL	IN 303420, 12031600,	10042613 00274286	2959798
26.	RADHESHYAM SEN	BHOPAL	12031600	00263107	1206000
27.	BANA SINGH	BHOPAL	12031600	00263130	1206000
28.	MUKESH CHAND SHIVHARE	BHOPAL	12031600	00251471	24051
29.	RAVINDRA CHAUHAN	BHOPAL	IN 303420	10042007	1206000
30.	SHIV CHARAN SINGH	BHOPAL	12059500 , IN 303420	00029359 10041705	960000 246000
			Total		24683514

SOM DISTILLERIES & BREWERIES LTD.

Managing Director



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,
21ST Annual General Meeting,
Som Distilleries and Breweries Limited
held on the 30TH 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 21ST 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%

SOM DISTILLERIES & BREWERIES LTD.

Managing Director



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%

COM DISTILLERIES & BREWERIES LTD.

Managing Director



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 21st 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)

SOM DISTILLERIES & BREWERIES LTD.

Managing Director



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%

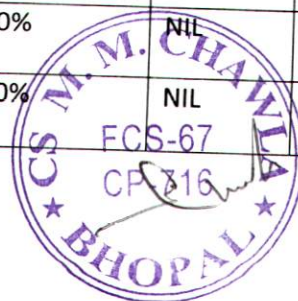
F. Resolution no. 7 - REAPPOINTMENT OF SHRI SURJEET LAL AS MANAGING DIRECTOR.

"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%

SOM DISTILLERIES & BREWERIES LTD.

Managing Director



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

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Mobile :09425004975

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,


CS MADAN MOHAN CHAWLA
SCRUTINISER
FCS 67 CP 716



SOM DISTILLERIES & BREWERIES LTD.


Managing Director

MINUTES OF THE 21ST ANNUAL GENERAL MEETING OF SOM DISTILLERIES & BREWERIES LTD HELD ON MONDAY THE 30TH SEPTEMBER 2014 AT EXECUTIVE CLUB, DOLLY FARMS AND RESORTS PVT. LTD., 439, VILLAGE SHAHOORPUR, P.O FATEHPUR BERI, NEW DELHI - 110 030 AT 11.00 HOURS.

Shri Sanjay Ratra, 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 Rishi Pal Singh was seconded by Shrimati Prem Vati and was approved unanimously. He declared that the quorum for the meeting was present. The Register of Directors' Shareholdings was laid on the table of the meeting. The notice of the meeting and the annual accounts for 2013-14 were taken as read.

The Chairman announced that as per the report of the Scrutinizer, CS M.M.Chawla dated 29.09.2014 the item no 6 below has been approved as a special resolution.

The Chairman announced that the other items of the agenda i.e. item no. 1 to 5 and 7 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 sometime the scrutinizer's report was received which was to the effect that item no. 1 to 4 were passed as ordinary resolutions and item nos. 5 and 7 was passed as a Special resolutions. The respective resolutions passed are recorded below.

1. Accounts

As per the report dated 30.09.2014 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 report of the Board of Directors dated 22.08.2014 and audited Balance sheet as at 31.03.2014 and Profit & Loss Account for the year 2013-2014 be and are hereby adopted."

2. Appointment of Shri Surjeet Lal as Director

As per the report dated 30.09.2014 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 Surjeet Lal be and is hereby reappointed as a Director".

3. Declaration of Dividend for 2013-14

As per the report dated 30.09.2014 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 the company do hereby declare a dividend of 15% i.e. Re. 1.50 per share of Rs.10 on all the 2,75,22,400 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."

4. Appointment of Auditors

As per the report dated 30.09.2014 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 K.C. Khanna & Company, Chartered Accountants, Bhopal be and are hereby appointed as Auditors of the Company from the conclusion of 21th Annual General Meeting till the conclusion of 22nd Annual General Meeting at a remuneration to be decided by the Chairman and Managing Director with the consent of the auditors."

5. AUTHORITY TO BORROW.

As per the report dated 30.09.2014 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 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)

6. AUTHORITY TO CHARGE THE ASSETS OF THE COMPANY

As per the report dated 29.09.2014 of the Scrutinizer, CS M.M.Chawla, the following resolution was passed through postal ballot as a Special Resolution:

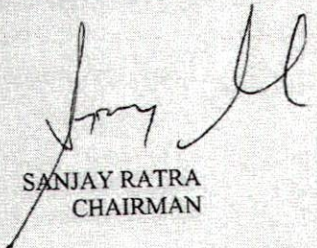
"RESOLVED THAT pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company, to mortgage and/or charge, in addition to any other mortgage/ charges created/ to be created by the Company, on all or any of the immovable and movable (both tangible and intangible) properties of the company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the company in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may think fit, together with power to take over the management of the business and concern of the Company in the event of default by the company, for securing any loans and/or advances already obtained or that may be obtained from any financial institutions/banks/insurance companies or person or persons, and/or to secure any debentures issued and/or that may be issued and all interests, compound /additional interest, liquidated damages, commitment charges, prepayment premium, fees, costs, charges, expenses and all other moneys payable by the Company in terms of the finance documents, to the concerned lenders (including their agent(s) and trustee(s)) within the over limit of Rs. 150 crores (Rupees one hundred crores only)."

7. REAPPOINTMENT OF SHRI SURJEET LAL AS MANAGING DIRECTOR

As per the report dated 30.09.2014 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 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.

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


SANJAY RATNA
CHAIRMAN

Dated: 08.10.2014
Place: Bhopal