



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

Dated:08.10.2015

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: 22nd Annual General Meeting of Som Distilleries and Breweries Ltd. held at Delhi on 30.9.2015-
Code 507514, ISIN: 480C01012

Sir,

Kindly find attached the following documents:-

- i) A report of scrutinizer in form 13 in respect of items of business dealt with at the 22ND Annual General Meeting of Som Distilleries and Breweries Limited .
- ii) Minutes of the 22ND Annual General Meeting held at Delhi on 30.09.2015.
- iii) Report under clause 35 A of the listing agreement, which was sent to you earlier on 01.10.2015 by e-mail

Thanking You

Yours Faithfully
For Som Distilleries & Breweries Ltd.

Surjeet Lal
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,
22nd Annual General Meeting,
Som Distilleries and Breweries Limited
held on the 30th day of the September, 2015 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 22nd Annual General Meeting of the Equity Shareholders of **Som Distilleries and Breweries Limited** held on 30.09.2015 at Delhi, submit my report as under:

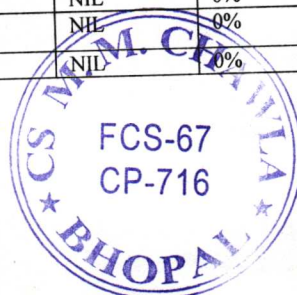
1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled 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 7.
4. The result of the Poll is as under:

A. RESOLUTION NO. 1 – Accounts

"Resolved that report of the Board of Directors dated 27.07.2015 and audited Balance sheet as at 31.03.2015 and Profit & Loss Account for the year 2014-2015 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	40	23574847	100%	NIL	0%	NIL	0%
Polling at AGM -	21*	1919	100%	NIL	0%	NIL	0%
Total Shares voted-		23576766	100%	NIL	0%	NIL	0%

[Handwritten Signature]



M.M. CHAWLA & ASSOCIATES
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B. RESOLUTION NO. 2 - Appointment of Shri Surjeet Lal as Director

“Resolved that Shri Surjeet Lal, who retired by rotation at this meeting and 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	
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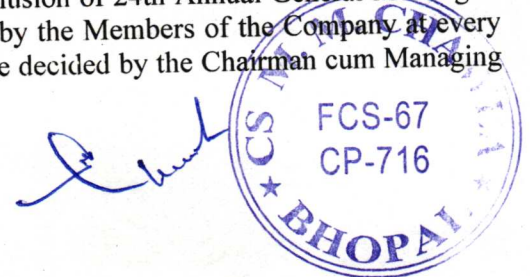
C. RESOLUTION NO. 3 - Declaration of Dividend For 2014-15

“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 of the company for the year 2014-15 which dividend may be paid to the holders of shares on the date of this annual general meeting.”

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
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Polling at AGM -	21*	1919	100%	NIL	0%	NIL	0%
Total Shares voted-		23576766	100%	NIL	0%	NIL	0%

D. RESOLUTION NO. 4 - Appointment of Auditors

“RESOLVED THAT pursuant to the provisions of Section 139(1) of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014, K.C. Khanna & Company, Chartered Accountants, Bhopal, who had completed more than 10 year of audit of the company up to 31.03.2014 and were appointed as auditor for the year 2014-15 be and are hereby appointed as Auditors of the Company for two more years i.e. for 2015-16 and 2016-17 in view of the transitional period allowed i.e from the conclusion of this 22nd Annual General Meeting till the conclusion of 24th Annual General Meeting to be held in 2017 (subject to ratification of their appointment by the Members of the Company at every subsequent Annual General Meeting) at a remuneration to be decided by the Chairman cum Managing Director with the consent of the auditors”.



M.M. CHAWLA & ASSOCIATES

Company Secretaries

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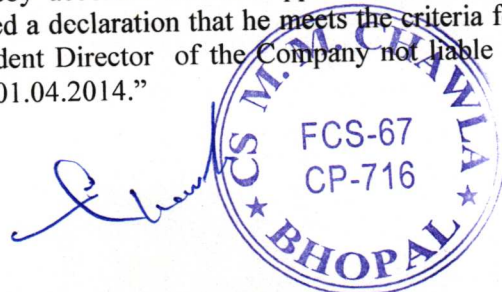
E. RESOLUTION NO.5 - Appointment of Shri Deenanath Singh as an Independent Director

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 approval of the members of the Company be and is hereby accorded for the appointment of Shri. Deenanath Singh (DIN: 00281542), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6), as an independent Director of the Company not liable to retire by rotation for a period of five years with effect from 01.04.2014.”

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 Votes	% of total no. of valid votes cast	No. of Votes	Votes cast by them
E-Voting members	40	23574847	100%	NIL	0%	NIL	0%
Polling at AGM -	21*	1919	100%	NIL	0%	NIL	0%
Total Shares voted-		23576766	100%	NIL	0%	NIL	0%

F. RESOLUTION NO.6 - Appointment of Shri Shailendra Singh Senger as an Independent Director

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 approval of the members of the Company be and is hereby accorded for the appointment of Shri. Shailendra Singh Senger (DIN: 00281444) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6), as an independent Director of the Company not liable to retire by rotation, for a period of five years with effect from 01.04.2014.”



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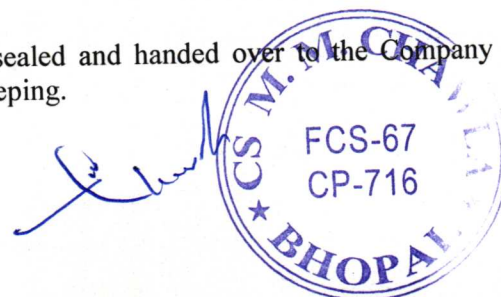
G.RESOLUTION NO.7 - Appointment of Ms. Nishi Arora as an Independent Director/Women Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded for the appointment of Ms. Nishi Arora (DIN: 07021730) who was appointed as an Additional Director from 14.11.2014 pursuant to the provisions of Section 161 and as per second proviso of section 149(1) of the Companies Act, 2013, and who holds office 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 her candidature for the office of Director, as an independent Director of the Company not liable to retire by rotation, for a period of five years with effect from 14.11.2014.”

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 Votes	% of total no. of valid votes cast	No. of Votes	Votes cast by them
E-Voting members	40	23574847	100%	NIL	0%	NIL	0%
Polling at AGM -	21*	1919	100%	NIL	0%	NIL	0%
Total Shares voted-		23576766	100%	NIL	0%	NIL	0%

*Not including those who voted by e-voting were also present at the Annual General Meeting.

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.



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7. Thus, subject to the approval of the Chairman, the resolution nos. 1 to 7 were passed as ordinary resolutions.

Thanking you,

Yours faithfully,

Place: NEW DELHI
Dated: 30.09.2015




CS MADAN MOHAN CHAWLA
SCRUTINISER
FCS 67 CP 716



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MINUTES OF THE 22ND ANNUAL GENERAL MEETING OF SOM DISTILLERIES & BREWERIES LTD HELD ON WEDNESDAY THE 30TH SEPTEMBER 2015 AT EXECUTIVE CLUB, DOLLY FARMS AND RESORTS PVT. LTD., 339, VILLAGE SHAHOORPUR, P.O FATEHPUR BERI, NEW DELHI – 110 030 AT 10.00 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 Praveen Kumar Nanda was seconded by Shri Pawan Soni and was approved unanimously. He declared that the quorum for the meeting was present. The Register of Directors and Key Managerial Personnel u/s 171 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 2014-15 were taken as read.

The Chairman announced that as per the report of the Scrutinizer, CS M.M.Chawla dated 30.09.2015, all the agenda item nos. 1 to 7 of the notice of the meeting are to be 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 all the item nos. 1 to 7 were passed as ordinary resolutions. The respective resolutions passed are recorded below.

1. Accounts

As per the report dated 30.09.2015 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 27. 07.2015 and audited Balance sheet as at 31.03.2015 and Profit & Loss Account for the year 2014-2015 be and are hereby adopted.”

2. Appointment of Shri Surjeet Lal as Director

As per the report dated 30.09.2015 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, who retired by rotation at this meeting and offered himself for reappointment, be and is hereby reappointed as a Director.”

3. Declaration of Dividend for 2014-15

As per the report dated 30.09.2015 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 of the company for the year 2014-15 which dividend may be paid to the holders of shares on the date of this annual general meeting.”



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4. Appointment of Auditors

As per the report dated 30.09.2015 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 provisions of Section 139(1) of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014, K.C. Khanna & Company, Chartered Accountants, Bhopal, who had completed more than 10 year of audit of the company up to 31.03.2014 and were appointed as auditor for the year 2014-15 be and are hereby appointed as Auditors of the Company for two more years i.e for 2015-16 and 2016-17 in view of the transitional period allowed i.e from the conclusion of this 22nd Annual General Meeting till the conclusion of 24th Annual General Meeting to be held in 2017 (subject to ratification of their appointment by the Members of the Company at every subsequent Annual General Meeting) at a remuneration to be decided by the Chairman cum Managing Director with the consent of the auditors”.

5. APPOINTMENT OF SHRI DEENANATH SINGH AS AN INDEPENDENT DIRECTOR

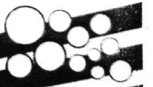
As per the report dated 30.09.2015 of the Scrutinizer, CS M.M.Chawla, the following resolution was passed as a Ordinary Resolution on the basis of the e-voting and voting by poll at the meeting.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 approval of the members of the Company be and is hereby accorded for the appointment of Shri. Deenanath Singh (DIN: 00281542), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6), as an independent Director of the Company not liable to retire by rotation for a period of five years with effect from 01.04.2014.”

6. APPOINTMENT OF SHRI SHAILENDRA SINGH SENER AS AN INDEPENDENT DIRECTOR

As per the report dated 30.09.2015 of the Scrutinizer, CS M.M.Chawla, the following resolution was passed as a Ordinary Resolution on the basis of the e-voting and voting by poll at the meeting.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 approval of the members of the Company be and is hereby accorded for the appointment of Shri. Shailendra Singh Senger (DIN: 00281444) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6), as an independent Director of the Company not liable to retire by rotation, for a period of five years with effect from 01.04.2014.”



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7. APPOINTMENT OF MS. NISHI ARORA AS AN INDEPENDENT DIRECTOR/WOMEN DIRECTOR

As per the report dated 30.9.2015 of the Scrutinizer, CS M.M.Chawla, the following resolution was passed as a Ordinary Resolution on the basis of the e-voting and voting by poll at the meeting.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, approval of the members of the Company be and is hereby accorded for the appointment of Ms. Nishi Arora (DIN: 07021730) who was appointed as an Additional Director from 14.11.2014 pursuant to the provisions of Section 161 and as per second proviso of section 149(1) of the Companies Act, 2013, and who holds office 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 her candidature for the office of Director, as an independent Director of the Company not liable to retire by rotation, for a period of five years with effect from 14.11.2014.”

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


SANJAY RATRA
CHAIRMAN

Dated: 06.10.2015
Place: New Delhi



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REPORT UNDER CLAUSE 35A OF LISTING AGREEMENT

1. Date of the AGM/EGM: 30.09.2015
2. Total number of shareholders on record date: 6530
3. No. of shareholders present in the meeting either in person or through proxy: 35
Promoters and Promoter Group: 2
Public: 33
4. No. of Shareholders who attended the meeting through Video Conferencing: NIL
Promoters and Promoter Group: NIL
Public: NIL
5. Mode of voting: (Polling /E-voting)

DETAILS OF AGEND ITEM

RESOLUTION REQUIRED

- | | |
|---|---------------------|
| 1) Approval of Accounts for 2014-15 | Ordinary resolution |
| 2) Appointment of Shri Surjeet Lal as Director | Ordinary resolution |
| 3) Declaration of dividend for 2014-15 | Ordinary resolution |
| 4) Appointment of auditors for 2015-16 | Ordinary resolution |
| 5) Appointment of Shri Deenanath Singh as an independent director | Ordinary resolution |
| 6) Appointment of Shri Shailendra Singh Senger as an independent director | Ordinary resolution |
| 7) Appointment of Ms Nishi Arora as an independent/
Women Director | Ordinary Resolution |

Voting by Poll and E-voting- applicable in the case of all the above seven items of agenda.

Promoter/Public	No. of shares held (1)	No. of votes polled/e-voted (2)	% of Votes Polled / evoted 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/evoted (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6308291	6306979	99.97%	6306979	0	100%	0%
Public – Institutional holders	0	0	0	0	0	0	0

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



Public-Others	21214109	17269787	81.41%	17269787	0	100%	0%
TOTAL	27522400	23576766		23576766			

For Som Distilleries and Breweries Limited

Surjeet Lal
Managing Director

