SOM GROUP OF COMPANIES

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 : info@somindia.in, sdltd@bsnl.in, somdistilleries@rediffmail.com, **Web** : www.somindia.in **Work :** Village Rojrachak, Distt. Raisen (M.P.) Ph.: (07480) 266244-5
CIN no: L74899DL1993PLC052787

DATE: 02.03.2019

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

Stock Code: BSE: 507514, NSE:SDBL/EQ
ISIN No. : INE480C01012

SUBJECT: Outcome of Board Meeting held today on 02.03.2019 for allotment of 1288906 Equity Shares upon conversion of warrants and calling of Extraordinary General Meeting.

Sir,

This is to inform you that the Board of Directors of the Company had in pursuance of approval of shareholders in the EGM held on 29.06.2018, allotted 1288906 warrants convertible into equal number of Equity Shares on preferential basis to the Promoter and Promoter Group on 16.07.2018 in compliance with the applicable laws.

Further we would like to inform you that the members of the Promoter and Promoter Group who were the holders of the warrants have paid the remaining 75% of the consideration and exercised their option for conversion of the 1288906 warrants into equivalent number of equity shares.
Consequently, the Board of Directors in its meeting held today i.e. 02.03 2019 allotted 1288906 Equity Shares of face value of Rs. 10/- each to the warrant holder promoters as per the following details.:

Sr.no	Name of allottee	No of warrants Allotted upon conversion of warrants
1	Shri Jagdish Kumar Arora	1104770
2	Shri Ajay Kumar Arora	92075
3	Shri Deepak Arora	55235
4	Smt. Sunita Arora	18413
5	Smt. Natasha Arora	18413
	TOTAL	1288906

SOM DISTILLERIES AND BREWERIES LIMITED BHOPAL

Registered Office: 1 - A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029 INDIA
Phone: +91-11-26169909, 26169712 **Fax:** +91-11-26195897

Subsequent to the aforesaid allotment, the paid up capital of the Company has increased from Rs 312049630 to Rs. 324938690 comprising of 32493869 Equity Shares of face value of Rs. 10/- each.

The Equity Shares so allotted shall rank pari passu with the existing Equity Shares of the Company.

The Board approved the proposal for calling of an Extraordinary General Meeting of the members of Som Distilleries and Breweries Limited to be held on Tuesday the 26th day, of March, 2019, at 11.00 hours at the company's Factory Premises, Village Rojrachak, Chiklod Road, District Raisen, Madhya Pradesh to consider the following following resolutions:

1. Splitting of all equity shares in the authorised capital from shares of Rs. 10 each to into shares of Rs. 5 each
2. Giving of authority to board of directors under section 180(1)(c)of the companies act, 2013 to borrow up to Rs.500 crore.
3. Giving of authority board of directors to charge assets of the company under section 180(1)(a) of the act up to Rs. 500 crore
4. Giving of authority to board of director to give loans, guarantees and securities and to investment up to Rs. 500 crores under section 186 of the act.

A copy of the notice for the EGM is attached.

Transfer book will be closed from 18.3.19 to 26.3.19.

Please take the above items of information on record as disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and oblige.

Thanking you.

Yours faithfully,
For Som Distilleries and Breweries Limited

SOM DISTILLERIES AND BREWERIES LIMITED BHOPAL

Nakul Sethi
Director

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Som Distilleries and Breweries Limited will be held on Tuesday the 26th day, of March, 2019, at 11.00 hours at the company's Factory Premises, Village Rojrachak, Chiklod Road, District Raisen, Madhya Pradesh to consider and to pass the following resolutions.

SPEICAL BUSINESS

1. SPLITTING OF EQUITY SHARES

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:-

(a)"RESOLVED that in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, all the 3,50,00,000 (Three Crore and Fifty Lakh only) equity shares of the company (whether issued or not) of the denomination of Rs. 10 (Ten) may be split into 7,00,00,000 (Seven Crores only) equity shares of denomination of Rs 5(five) each and fresh distinctive numbers be allotted to such split shares.

(b) RESOLVED FURTHER that pursuant to the provisions of Section 13 of the Act, Clause V of the Memorandum of Association be and is hereby replaced by the following:

"V. The Authorized Share capital of the Company is Rs.35,00,00,000 (Rupees Thirty Five Crores Only) divided into 7,00,00,000, (Seven Crore only) equity shares of Rs. 5(Rupees Five only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to alter the capital of the company in accordance with the regulations of the company and the Companies Act, 2013."

(c) RESOLVED FURTHER THAT Article 6 of the Articles of Association of the company be and is hereby replaced by the following:

"6. The shares in the capital shall be numbered progressively according to their several denominations. Every forfeited/surrendered share shall continue to bear the number by which the same was originally distinguished."

2. AUTHORITY TO BORROW.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"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) and in modification of the general body resolution dated 30.09.2014, 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, securities premium 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. 500 Crores (Rupees Five Hundred Crores only).

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

3. AUTHORITY TO CHARGE ASSETS OF THE COMPANY

(TO BE CONSIDERED THROUGH POSTAL BALLOT ONLY) - POSTAL BALLOT DOCUMENTS SENT SIMULTANEOSLY.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 , and in modification of the general body resolution dated 30.09.2014**,** 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 overall limit of Rs. 500 Crores (Rupees Five Hundred Crores only)."

4. LOANS, GUARANTEES, SECURITIES AND INVESTMENTS

(TO BE CONSIDERED THROUGH POSTAL BALLOT ONLY) - POSTAL BALLOT DOCUMENTS SENT SIMULTANEOSLY.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT in terms of Section 186 of the Companies Act, 2013, and in modification of the general body resolution dated 30.09.2016, the Company do hereby authorize the Board of Directors to invest in securities of any other body corporate and to give loans and guarantees and provide security by way of charge on its assets to any party whether government or non-government, whether banking or non-banking institutions and whether related party or not, to the maximum extent of Rs.500 Crores (Rupees Five hundred crores only) outstanding at any one time including transactions already done."

Place: Bhopal **By Order of Board of Directors**

Dated: 02nd March, 2019

Jagdish Kumar Arora
Chairman and Managing Director

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY THE 26TH DAY OF MARCH 2019 AT 11.00 A.M. AT FACTORY PREMISES, VILLAGE ROJRACHAK, CHIKLOD ROAD, DISTRICT RAISEN, MADHYA PRADESH

ITEM NO 1

SPLITTING OF EQUITY SHARES

The members may be aware that the operations of the Company have grown significantly during the last two-three years, which has generated considerable interest in the Company's Equity Shares in the Stock Markets. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, it is proposed that each of the equity shares of the company of Rs. 10 each, whether issued or not, may be split into two shares of Rs. 5 each. The authorized capital of the company is Rs 35 crore divided into 3.5 crore equity shares of Rs. 10 each. Out of this, the company has so far issued 3,24,93,869 equity shares of Rs. 10 each. The proposal is to convert all shares of Rs. 10 each into shares of Rs. 5 each in respect of all the 3.5 crore

equity share in the authorized capital including the 3,24,93,869 equity shares already issued. The share capital will now consist of 7,00,00,000 equity shares of Rs. 5 each totaling to a face value of Rs. 35 crores without any change in the total authorized capital of the company.

Consequent alterations are being make in Clause V of the Memorandum of Association through resolution in item Nos. 1(b) and 1(c)

ITEM NO. 2 AUTHORITY TO BORROW,
ITEM NO. 3 AUTHORITY TO CHARGE THE ASSETS OF THE COMPANY
ITEM NO 4 LOANS, GUARANTEES, SECURITIES AND INVESTMENTS

The activities of the Company are on the verge of seeing a substantial increase. One subsidiary; Woodpecker Distilleries and Breweries Private Limited has already commenced production of IMFL and beer at Hassan in Karnataka and another; Som Distilleries and Breweries Odisha Private Limited; the proposed subsidiary is expected to commence operations soon at Jagatpur, District Cuttak, Odisha. Substantial investments will be required either as equity or through borrowings as the scale of the operations increase in Karnataka and Odisha for which the resolutions at items 2,3 and 4 are required to be passed to facilitate the Board of Directors to borrow, to charge the assets of the company and to give loan an guarantees and to invest since the earlier resolutions of the shareholders might prove to be inadequate.

Resolutions at item nos. 3 and 4 under sections 180(a) and 186 of the Companies Act, 2013 are required to be passed through postal ballot which includes electronic voting. Both these options are being allowed. Postal ballot paper is also being posted. The results of polling on these items nos. 3 and 4 will be included in the minutes of the Extraordinary General Meeting.

None of the directors and key managerial personnel or their relatives is interested in any of the resolutions at items1(a), 1(b), 1(c), 2 ,3 and 4.

Place: Bhopal **By Order of Board of Directors**

Dated: 02nd March, 2019

Jagdish Kumar Arora
Chairman and Managing Director

NOTES TO THE EGM

1. A member entitled to attend and vote at the Extraordinary General Meeting (EGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll/ballot instead of him/herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting, either in person or through post. A Proxy form is appended along with the attendance slip.

   Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. Members holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder.

2. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by Authorized representative of body corporate or attorney, certified copy of Board resolution/power of attorney / other authority must be attached with the proxy form.

3. The statement pursuant to section 102 of the Companies Act 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

4. Members are requested to bring their details of demat account (client ID and DPID), folio number etc for easier identification of attendance at the meeting.

5. Body Corporate members intending to send their authorized representative to attend EGM are requested to send to the Company at registered office a duly certified copy of the Board Resolution / Authority letter authorizing their representative to attend and vote on their behalf at the Meeting.

6. Relevant documents referred to in the accompanying notice and explanatory statements are open for inspection by the members at the registered office and corporate office of the Company at Bhopal on all working days between 11.00 a.m. and 2.00 p.m. and will also be made available at the meeting.

7. Member / proxy holders shall hand over the attendance slips, duly signed and filled in all respect, at the entrance for attending the meeting. Route map of venue of EGM is given in this Notice.

8. Members may also note that notice of the EGM along with attendance slip and proxy form is available on the website of the Company.

9. Every member entitled to vote at the EGM of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning 24 hours before the time fixed for the commencement

of the EGM and ending on the conclusion of the EGM. However, a prior notice of not less than 3 days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.

10. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.

PROCEDURE OF VOTING AT EGM

Members who have not exercised their votes through remote e-voting are entitled to vote at the general meeting. Members who have already cast their vote by remote e-voting mechanism prior to the meeting are also authorized to attend the meeting but shall not be entitled to cast their vote again at the general meeting.

Voting to the resolutions at item nos 3 and 4 contained in the Notice shall be conducted through postal ballot including e-voting.

E-voting

a. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is pleased to offer E-voting facility to the Members of the Company to exercise their right to vote by electronic means in respect of the items contained in the notice.

b. The Company has engaged the services of Central Depository Services (India) Limited as the Authorized Agency to provide E-voting facility. E-voting is optional and a member may physically vote at the Extraordinary General Meeting at his discretion.

c. The Board of Directors have appointed FCS Mr. Madan Mohan Chawla, Practicing Company Secretary, Bhopal as the Scrutinizer for conducting the E-voting process in fair and transparent manner.

d. The E-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for E-voting. Once the vote on a resolution is cast by any member, he/she shall not be allowed to change it subsequently. Commencement of E-voting, 21st March, 2019, 10:00 a.m. End of E-voting , 25th March , 2019, 5:00 p.m.

e. The cut-off date for the purpose of E-voting is 15th March 2019. The Voting rights of members shall be in proportion to their equity shareholding in the paid up equity share capital of the company as on cut-off date.

f. The Results of E-voting and Physical Voting at the Extraordinary General Meeting along with the scrutinizers' report shall be placed on the website of the Company viz. www.somindia.in and shall also be communicated to the Stock Exchanges.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 21.03.2019 at 10:00 a.m. and ends on 25.03.2019 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15.03.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (as mentioned on the address label of the envelope of this EGM Notice) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/ mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as

	mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the Som Distilleries and Breweries limited.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non–Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.somindia.in and on the website of CDSL http://www.evotingindia.com within three days of the passing of the Resolutions at the EGM of the Company and shall also be communicated to BSE Limited and NSE Limited where the shares of the Company are listed.

INSTRUCTIONS

General Instructions

1. As per the Companies Act, 2013, Company has to provide e-voting facility to its shareholders. However the shareholders, who do not use e-voting facility, may attend the meeting and give their Assent / Dissent in Physical Assent / Dissent Form. If a shareholder has opted for e-voting, then he/she should not vote by Physical Assent / Dissent Form. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote caste through e-voting shall be considered, and vote caste through physical assent/dissent shall be treated as invalid.

2. The notice of Extraordinary General Meeting was dispatched/e-mailed to the members whose names appeared on the Register of Members as on 15.03.2019

Instructions for voting physically on Assent / Dissent Form.

1. A Member desiring to exercise vote by Assent / Dissent should complete this Assent / Dissent Form and hand it over at the meeting site.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.

3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Assent /Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.

4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.

5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.

6. There will be one Assent / Dissent Form for every folio / Client id irrespective of the number of joint holders.

7. Members are requested not to attach any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent / Dissent form except giving their assent or dissent and putting their signature.

8. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding.

9. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.

Place: Bhopal **By Order of Board of Directors**

Dated: 02nd March, 2019

Sd/-
Jagdish Kumar Arora
Chairman and Managing Director

SOM DISTILLERIES &BREWERIES LIMITED
CIN: L74899DL1993PLC052787

Regd office: 1A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema road, New Delhi-110029

ATTENDANCE SLIP

I/We hereby record my/our presence at the Extraordinary General Meeting of the above named Company held on Friday, the 26th March 2019 at 11.00 Hours at the company's factory premises at village Rojrachak, Chiklod Road, Dist. Raisen, M.P

Names and Address of Shareholder:

Folio No/ DPID CLIENT ID No. :

SIGNATURE OF THE SHAREHOLDERS OR PROXY	NO. OF SHARES HELD

Note: Shareholder/Proxy holder must bring this admission slip to the meeting and hand over at the venue duly signed.

Date:

Place:

Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74899DL1993PLC052787

Name of the company : SOM DISTILLERIES & BREWERIES LIMITED

Registered office : 1A, ZEE PLAZA, ARJUN NAGAR, SAFDARJUNG ENCLAVE, KAMAL CINEMA ROAD, NEW DELHI.110029.

Name of the member (s): ----------

Registered address: ----------

E-mail Id:----------

I/We, being the member (s) of ...shares of the above named company, hereby appoint:

1. Name: _____
2. Address: _____
3. E-mail Id: _____

Signature :__or failing him

1. Name: _____
2. Address: _____
3. E-mail Id: _____

Signature :____or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the company, to be held on Tuesday the 26th day of March, 2019 at 11.00 hours at the company's factory at village Rojrachak, Dist. Raisen, M.P in respect of such resolutions as are indicated below:

SPECIAL BUSINESS

1. **SPLITTING OF EQUITY SHARES**
2. **AUTHORITY TO BORROW.**

Signed this ……day of 2019
Signature of shareholder

Signature of proxy holder(s) Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.	Affix Revenue stamp

POLLING PAPER
SOM DISTILLERIES AND BREWERIES LIMITED
CIN No. L74899DL1993PLC052787

Registered office: 1-A Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi
Email: somdistilleries@rediffmail.com
Web: www.somindia.com
Ph.No. 011-26169909, 26169712
Works: Village Rojrachak, Distt. Raisen

ASSENT / DISSENT FORM FOR VOTING ON AGM/EGM RESOLUTIONS

1. **Name & Registered Address : of the sole / first named Member**

2. **Name(s) of the Joint-Holder(s), : if any, in block letters**

3. **i) Registered Folio No. :**
   ii) *DP ID No. & Client ID No. :
   [*Applicable to Members holding shares in dematerialized form]

4. **Number of Equity Share(s) held:**

5. **I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice dated 02.03.2019 of the** Extraordinary General Meeting held at Bhopal on 26.03.2018**, by conveying my / our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:**

S.No	Resolution	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Special Business/Resolution Proposed			
1	**SPLITTING OF EQUITY SHARES** (a)"RESOLVED that in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, all the 3,50,00,000 (three crore and fifty lakh only) equity		

	shares of the company (whether issued or not) of the denomination of Rs. 10 (ten) may be split into7,00,00,000 (seven crores only) equity shares of denomination of Rs 5(five) each and fresh distinctive numbers be allotted to such split shares. (b) RESOLVED FURTHER that pursuant to the provisions of Section 13 of the Act, Clause V of the Memorandum of Association be and is hereby replaced by the following: ---------- "6. The shares in the capital shall be numbered progressively according to their several denominations. Every forfeited/surrendered share shall continue to bear the number by which the same was originally distinguished."		
2	**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) ---------- -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. 500 crore (Rupees five hundred crore only). **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."		
3	**AUTHORITY TO CHARGE ASSETS OF THE COMPANY** "RESOLVED THAT pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 , and in modification of the general body resolution**----------**500 crore (Rupees Five hundred crore only)."		
4	**LOANS, GUARANTEES, SECURITIES AND INVESTMENTS** "RESOLVED THAT in terms of sections 186 of the Companies Act, 2013, and in modification of the general body resolution dated 30.09.2016, the Company do hereby authorize the Board of Directors---------- Rs.500 Crores (rupees Five hundred crores only) outstanding at any one time including transactions already done."		

Place: BHOPAL
Date: 02.03.2019

SOM DISTILLERIES & BREWERIES LTD

CIN: L74899DL1993PLC052787

Regd. Office : 1-A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi – 110 029

POSTAL BALLOT PAPER

Must be received at the registered office by 25.03.2019

1.	Annual General Meeting	To be held on 26th day, of March, 2019, at 11.00 hours at the company's Factory Premises, Village Rojrachak, Chiklod Road, District Raisen, Madhya Pradesh .
2.	Item of business to be transacted through Postal Ballot	**AUTHORITY TO CHARGE ASSETS OF THE COMPANY** To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: "**RESOLVED THAT** pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 , and in modification of the general body resolution dated 30.09.2014**,** 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 overall limit of Rs. 500 crore (Rupees Five hundred crore only)." **LOANS, GUARANTEES, SECURITIES AND INVESTMENTS** To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: "RESOLVED THAT in terms of sections 186 of the Companies Act, 2013, and in modification of the general body resolution dated 30.09.2016, the Company do hereby authorize the Board of Directors to invest in securities of any other body corporate and to give loans and guarantees and provide security by way of charge on its assets to any party whether government or non-government, whether banking or non-banking institutions and whether related party or not, to the maximum extent of Rs.500 Crores (rupees Five hundred crores only) outstanding at any one time including transactions already done."
3.	Shareholders Details: 1. Folio No. or Demat ID 2. Name of Shareholder 3. No. of Shares held	
4.	Vote by Postal Ballot. Please give your vote by placing a tick mark just under 'yes 'or 'no' in the box provided For resolution nos 3 and 4	AUTHORITY TO CHARGE ASSETS OF THE COMPANY Yes ☐ No ☐ **LOANS, GUARANTEES, SECURITIES AND INVESTMENTS** Yes ☐ No ☐
5.	Signature of Shareholder:	☐

Note: Please send Postal Ballot paper after giving your vote as above to Company Secretary at **Som Distilleries & Breweries Ltd., 23, Zone-II, M.P. Nagar Bhopal-462011**