

# 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](mailto:compliance@somindia.com) **Website:** [www.somindia.com](http://www.somindia.com)

CIN : L74899DL1993PLC052787

(BSE : 507514, NSE : SDBL)



**SDBL/BSE/NSE/2023-24**

**16.02.2024**

**To**

<p>The Manager, Listing Department, <b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> 'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> <u>Security ID: SDBL</u></p>	<p>Dy. General Manager, Department of Corporate Services, <b>BSE LIMITED,</b>  First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. <a href="mailto:corp.compliance@bseindia.com">corp.compliance@bseindia.com</a> <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 15<sup>TH</sup> DAY OF FEBRUARY, 2024 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 Thursday, 15<sup>th</sup> day of February, 2024 at 12:30 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](http://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,  
Extra-Ordinary General Meeting (EGM) of  
the Members of Som Distilleries Breweries & Wineries Limited,  
(CIN: L74899DL1993PLC052787)  
held on Thursday, the 15<sup>th</sup> day of February, 2024 at 12:30 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 BREWERIES & WINERIES LIMITED  
HELD ON THURSDAY, THE 15<sup>TH</sup> DAY OF FEBRUARY, 2024 AT 12:30 P.M. THROUGH  
VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS IN RESPECT OF THE  
RESOLUTIONS (BUSINESSES) CONTAINED IN THE NOTICE DATED JANUARY 17, 2024.**

Dear Sir,

I, Neelesh Jain, proprietor of N.K. Jain & Associates - Practicing Company Secretaries, Bhopal was appointed as a Scrutinizer by the Board of Directors of Som Distilleries Breweries & Wineries Limited (the Company) for scrutinizing e-Voting process (remote e-Voting) & e-Voting facility to the shareholders present at the EGM through Video Conferencing/other audio-visual means (VC/OAVM) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; on the below mentioned resolutions (businesses), at Extra-Ordinary General Meeting of the Members of Company held on Thursday, the 15<sup>th</sup> day of February, 2024 through Video Conferencing/other audio-visual means (VC/OAVM).

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the voting through remote e-Voting and e-Voting facility to the shareholders present at the EGM through Video Conferencing/other audio-visual means (VC/OAVM) on the proposed resolutions (businesses) contained in the Notice of EGM dated January 17, 2024.

**N.K.Jain & Associates**

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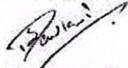
My responsibility as a scrutinizer for the voting process was restricted to scrutinize the remote e-Voting and voting through e-Voting facility to the shareholders present at the EGM through Video Conferencing/other audio-visual means (VC/OAVM) in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report based on reports generated from the remote e-Voting system and e-Voting facility to the shareholders present at the EGM through Video Conferencing/other audio-visual means (VC/OAVM) provided by National Securities Depository Limited (NSDL).

The Company has appointed National Securities Depository Limited (NSDL), the agency authorized under Rule 20 of the Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to provide remote e-Voting facility and e-Voting facility to the shareholders present at the EGM through Video Conferencing/other audio-visual means (VC/OAVM) to the Members of the Company. Further the voting period for remote e-Voting commenced on Monday, February 12, 2024 (IST 9.00 am) and ended on Wednesday, February 14, 2024, (IST 5.00 pm) and thereafter the NSDL e-Voting platform was disabled thereafter.

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

After Closure of e-Voting at the EGM, the vote casted 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.nsd.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 137 (One Hundred and Thirty-Seven) Members had cast their votes through remote e-Voting and 6 (Six) 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

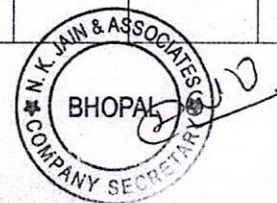
**CONSOLIDATED RESULT OF THE SCRUTINY OF THE REMOTE E-VOTING AND E-VOTING AT THE EXTRA-ORDINARY GENERAL MEETING IS AS UNDER:**

**SPECIAL BUSINESS:**

**RESOLUTION NO 1: (SPECIAL RESOLUTION)**

**To appoint Mr. Dinesh Kumar Batra (DIN:08773363) as an Independent Director**

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
<b>Votes in Favour</b>	125	37867601	99.90	5	13	6.10	130	37867614	99.90
<b>Votes against</b>	11	37192	0.10	1	200	93.90	12	37392	0.10
<b>Total</b>	<b>136</b>	<b>37904793</b>	<b>100.00</b>	<b>6</b>	<b>213</b>	<b>100.00</b>	<b>142</b>	<b>37905006</b>	<b>100.00</b>
<b>Invalid votes</b>	-	-	-	-	-	-	-	-	-





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 January 17, 2024 has been passed with requisite majority.

**RESOLUTION NO 2: (SPECIAL RESOLUTION)**

To approve material related party transactions with Som Distilleries Private Limited, Promoter.

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	113	13953684	99.21	5	13	6.10	118	13953697	99.20
Votes against	17	111752	0.79	1	200	93.90	18	111952	0.80
Total	130	14065436	100.00	6	213	100.00	136	14065649	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 January 17, 2024 has been passed with requisite majority.

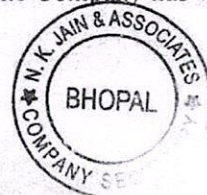
**RESOLUTION NO 3: (SPECIAL RESOLUTION)**

\*To change the name 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	129	37868032	99.90	6	213	100.00	135	37868245	99.90
Votes against	8	36767	0.10	0	0	0.00	8	36767	0.10
Total	137	37904799	100.00	6	213	100.00	143	37905012	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 January 17, 2024 has been passed with requisite majority.

\*However, as per Company's intimation dated 14.02.2024 and proceeding the Extra Ordinary General Meeting dated 15.02.2024 submitted to the Stock Exchanges, the Company has withdrawn item No. 3



*Signature*



i.e. to change the name of the Company from the Notice of the Extra Ordinary General Meeting. In this regard, the Company had issued a Notice to the shareholders and published the same in newspaper and intimated the same to the Stock Exchanges.

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:**

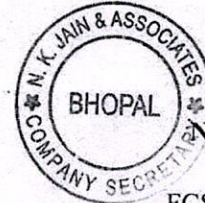
1. Percentage of votes cast in favor or against the resolutions is calculated based on the valid votes cast through remote E-Voting and through E-Voting at the EGM.
2. The Members who have casted their votes through multiple DP/Client IDs shall be counted as single Member for the counting of number of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

Dated: 16.02.2024

Place: Bhopal



Thanking you,  
Yours faithfully  
For N.K. Jain & Associates  
Company Secretaries



*N.K. Jain*

NEELESIH JAIN  
Proprietor  
FCS-6436, CP-6912

Firm Reg. No.: S2005MP082700  
Peer Review Certificate No. 2505/2022  
UDIN number: F006436E003443958

**General information about company**

Scrip code	507514
NSE Symbol	SDBL
MSEI Symbol	NOTLISTED
ISIN	INE480C01020
Name of the company	SOM DISTILLERIES AND BREWERIES LIMITED
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	15-02-2024
Start time of the meeting	12:30 PM
End time of the meeting	12:59 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	17-01-2024
Date of Issuance of Report to the company	15-02-2024

<b>Voting results</b>	
Record date	08-02-2024
Total number of shareholders on record date	70812
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	6
b) Public	47
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				TO APPOINT MR. DINESH KUMAR BATRA (DIN:08773363) AS AN INDEPENDENT DIRECTOR				
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	27414469	23839363	86.9591	23839363	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27414469	23839363	86.9591	23839363	0	100
Public- Institutions	E-Voting	642908	72814	11.3257	72814	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		642908	72814	11.3257	72814	0	100
Public- Non Institutions	E-Voting	49937996	13992829	28.0204	13955437	37392	99.7328	0.2672
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		49937996	13992829	28.0204	13955437	37392	99.7328
Total		77995373	37905006	48.599	37867614	37392	99.9014	0.0986
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(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH SOM DISTILLERIES PRIVATE LIMITED, PROMOTER				
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	27414469	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		27414469	0	0	0	0	0
Public- Institutions	E-Voting	642908	72814	11.3257	0	72814	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		642908	72814	11.3257	0	72814	0
Public- Non Institutions	E-Voting	49937996	13992835	28.0204	13953697	39138	99.7203	0.2797
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		49937996	13992835	28.0204	13953697	39138	99.7203
Total		77995373	14065649	18.034	13953697	111952	99.2041	0.7959
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	