



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

CIN No : L74899DL1993PLC052787

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,

Please find attached Secretarial Compliance Report dated 30.05.2019 for the financial year 2018-19 from a Company Secretary in Practice in terms of SEBI circular No. CIR/CFD/CMD1/27/2019 dated 08.02.2019

This is for your information and record.

Yours faithfully,
For Som Distilleries & Breweries Limited


JAGDISH RUMAR ARORA
CHAIRMAN AND 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

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2421438 (R),
09425004975 (M)
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Secretarial compliance report of SOM DISTILLERIES AND BREWERIES LIMITED for the year 01.04.2018 to 31.03.2019

(As per ANNEX-A of SEBI circular no. CIR/CFD/CMD1/27/2019 dated 08.02.2019)

I/We M.M.CHAWLA AND ASSOCIATES have examined:

- all the documents and records made available to us and explanation provided by SOM DISTILLERIES AND BREWERIES LIMITED),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- other records maintained by the Company under Companies Act, 2013

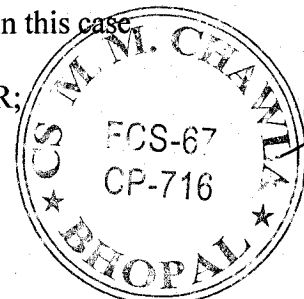
for the year ended 31.03.2019 in respect of compliances with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Other Regulations issued by SEBI to the extent applicable in this case.

AND CIRCULARS/ GUIDELINES ISSUED THERE UNDER;



and based on the above examination, I/We hereby report that, during the Review period:

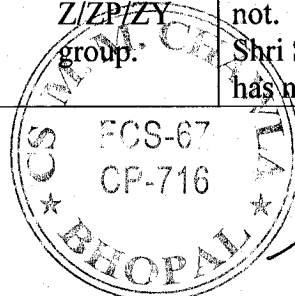
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

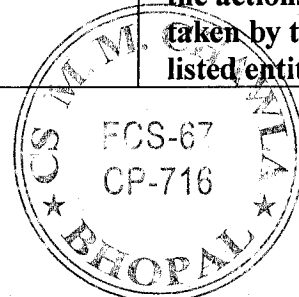
Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
1.	SEBI	As in show cause notice no EAD/EADs/MCB/18428/1/2018 dated 29.06.2018- violations of Prohibition of Insider Trading Regulations in relation to Som Distilleries Private Ltd. and Shri Jagdish Kumar Arora(reference Aalok Deep Finance Pvt. Ltd.)	Written representations have been given to SEBI followed by an initial hearing. The subsequent hearing is yet to take place.	No remarks.
2.	BSE/NSE	Letters Nos. i) LIST/COMP/Reg.27(2) & Reg. 17 to 21/ Mar-19/507514/37/2019-20 and ii) No. NSE/LIST-SOP/CG/FINES/80162 Both dated 02.05.2019 proposing	i) Fines ii) Shifting the scrip of the company to Z/ZP/ZY group.	This relates to treating of Shri Surjeet as Independent or not. Factually, Shri Surjeet Lal has never been a



		<p>finer for constitution of Audit Committee and Nomination and Remuneration Committee, since the constitution of these Committee were regarded as violating the Regulations AND NOTICE dated 20.5.19 shifting the scrip of the company to Z/ZP/ZY group in the context of the above.</p>		<p>promoter and after ceasing to be whole time Director he is also Independent. May be, there was some mistake at some stage. Matter is controversial and much can be said on both sides.</p>
3.	SEBI	<p>SEBI letter No. EAD-2/SS-SKS/OW/7015/1/2019 dated 14.03.2019 relating to failure to disclose details relating to dues of Madhya Pradesh State Industrial Development Corporation Ltd. and the related orders of Delhi High Court, Supreme Court etc.</p>	<p>Written representations have been submitted twice to SEBI followed by two rounds of hearing before the adjudicating officer. Subsequent hearing is yet to take place</p>	<p>No remarks</p>
4.	NSE	<p>Delay in filing listing application for listing of 1285906 equity shares allotted on 2.3.2019 in terms of Schedule XIX of SEBI ICDR Regulations 2018</p>	<p>Fine imposed through e-mail dated 21.05.2019</p>	<p>No remarks</p>

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity



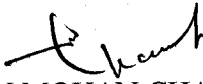
		<i>be mentioned)</i>		
	NOT APPLICABLE(N.A)	N.A.	N.A.	N.A.

(Note:

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.)
2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations. E.g. In the report for the year ended 31st Mar, 2021, the PCS shall provide a list of:
 - all the observations in the report for the year ended 31st Mar, 2020 along with the actions taken by the listed entity on those observations.
 - the observations in the reports pertaining to the year ended 31st Mar, 2020 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports)

Place: Bhopal

Date: 30.05.2019


 MADAN MOHAN CHAWLA
 FOR: M.M.CHAWLA AND ASSOCATES
 FCS No.: 67
 C P No.:716

