

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 **Website:** www.somindia.com

CIN : L74899DL1993PLC052787

(BSE : 507514, NSE : SDBL)



SDBL/BSE/NSE/2023

07.08.2023

To

<p>The Manager, Listing Department, NATIONAL STOCK EXCHANGE OF INDIA LIMITED 'Exchange Plaza' C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. cmlist@nse.co.in <u>Security ID: SDBL</u></p>	<p>Dy. General Manager, Department of Corporate Services, BSE LIMITED, First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. corp.compliance@bseindia.com <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 5TH DAY OF AUGUST, 2023 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 Saturday, 5th day of August, 2023 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 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

Company Secretary 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 and Breweries Limited,
(CIN: L74899DL1993PLC052787)
held on Saturday, the 5th day of August, 2023 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 AND BREWERIES LIMITED HELD ON SATURDAY, THE 5TH DAY OF AUGUST, 2023 AT 12:30 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS IN RESPECT OF THE RESOLUTIONS (BUSINESSES) CONTAINED IN THE NOTICE DATED JULY 14, 2023.

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 and Breweries 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 Som Distilleries and Breweries Limited held on Saturday, the 5th day of August, 2023 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 July 14, 2023.

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).

N.K.Jain & Associates

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(0) 755 4934494, 9303134494

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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 Wednesday, August 2, 2023 (IST 9.00 am) and ended on Friday, August 4, 2023, (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 there vote earlier.

After Closure of e-Voting at the EGM, the vote caste 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.nsdl.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 179 (One Hundred and Seventy-Nine) Members had cast their votes through remote e-Voting and 2 (Two) 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 Consider and Approve issue of up to 2,50,000 equity shares on Preferential and Private Placement basis to an identified non-Promoter entity

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	156	30502288	99.99	1	700	99.72	157	30502988	99.99
Votes against	20	3809	0.01	1	2	0.28	21	3811	0.01
Total	176	30506097	100.00	2	702	100	178	30506799	100.00
Invalid votes	1	103500	-	-	-	-	1	103500	-



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 July 14, 2023 has been passed with requisite majority.

RESOLUTION NO 2: (SPECIAL RESOLUTION)

To Consider and Approve issue of Convertible Equity Warrants to Promoters / Promoters Group / Other Public Investor on Preferential Basis.

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	149	12965669	99.97	1	700	99.72	150	12966369	99.97
Votes against	21	3815	0.03	1	2	0.28	22	3817	0.03
Total	170	12969484	100.00	2	702	100	172	12970186	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 July 14, 2023 has been passed with requisite majority.

RESOLUTION NO 3: (SPECIAL RESOLUTION)

To Consider and Approve re-appointment of Mr. Nakul Kam Sethi (DIN:06512548), as Whole-Time Director Designated as executive Director Finance & Strategy and approval of payment of remuneration.

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	156	30562469	99.89	1	700	99.72	157	30563169	99.89
Votes against	18	34591	0.11	1	2	0.28	19	34593	0.11
Total	174	30597060	100.00	2	702	100	176	30597762	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 July 14, 2023 has been passed with requisite majority.



RESOLUTION NO 4: (SPECIAL RESOLUTION)

To Consider and Approve Increase in Remuneration of Shri Jagdish Kumar Arora (DIN:00224633), Chairman & Managing Director 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	140	12931027	99.70	1	700	99.72	141	12931727	99.70
Votes against	29	38426	0.30	1	2	0.28	30	38428	0.30
Total	169	12969453	100.00	2	702	100	171	12970155	100.00
Invalid votes	-	-	-	-	-	-	-	-	-

Based on the above, the Resolutions as set out in item 4 of the Notice of the Notice of the Extra-Ordinary General Meeting dated July 14, 2023 has been passed with requisite majority.

RESOLUTION NO 5: (SPECIAL RESOLUTION)

To Consider and Approve Increase in the Limits of Investments / Loans and Guarantees under Section 186 of Companies act, 2013.

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	157	30575466	99.89	1	700	99.72	158	30576166	99.89
Votes against	19	34100	0.11	1	2	0.28	20	34102	0.11
Total	176	30609566	100.00	2	702	100	178	30610268	100.00
Invalid votes	-	-	-	-	-	-	-	-	-

Based on the above, the Resolutions as set out in item 5 of the Notice of the Notice of the Extra-Ordinary General Meeting dated July 14, 2023 has been passed with requisite majority.



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.

Thanking you,
Yours faithfully

For N.K. Jain & Associates
Company Secretaries



A handwritten signature in blue ink, appearing to read "Neelesh Jain".

NEELESH JAIN
Proprietor

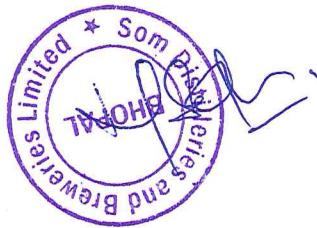
FCS-6436, CP-6912

Peer Review Certificate No. 2505/2022

UDIN number: F006436E000756614

Dated: 07.08.2023

Place: Bhopal



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)	05-08-2023
Start time of the meeting	12:30 PM
End time of the meeting	01:05 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	08-07-2023
Date of Issuance of Report to the company	07-08-2023

Voting results	
Record date	29-07-2023
Total number of shareholders on record date	47067
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	49
No. of resolution passed in the meeting	5
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 Consider and Approve issue of up to 2,50,000 equity shares on Preferential and Private Placement basis to an identified non-Promoter entity				
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	26648572	17640113	66.1953	17640113	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26648572	17640113	66.1953	17640113	0	100
Public- Institutions	E-Voting	766178	33321	4.349	33321	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		766178	33321	4.349	33321	0	100
Public- Non Institutions	E-Voting	49845775	12833365	25.7461	12829554	3811	99.9703	0.0297
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		49845775	12833365	25.7461	12829554	3811	99.9703
Total		77260525	30506799	39.4856	30502988	3811	99.9875	0.0125
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)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Consider and Approve issue of Convertible Equity Warrants to Promoters / Promoters Group / Other Public Investor on Preferential Basis.				
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	26648572	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26648572	0	0	0	0	0
Public-Institutions	E-Voting	766178	136821	17.8576	136821	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		766178	136821	17.8576	136821	0	100
Public- Non Institutions	E-Voting	49845775	12833365	25.7461	12829548	3817	99.9703	0.0297
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		49845775	12833365	25.7461	12829548	3817	99.9703
Total		77260525	12970186	16.7876	12966369	3817	99.9706	0.0294
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(3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Consider and Approve re-appointment of Mr. Nakul Kam Sethi (DIN:06512548), as Whole-Time Director Designated as executive Director Finance & Strategy and approval of payment of remuneration.				
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	26648572	17640113	66.1953	17640113	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26648572	17640113	66.1953	17640113	0	100
Public-Institutions	E-Voting	766178	136821	17.8576	103500	33321	75.6463	24.3537
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		766178	136821	17.8576	103500	33321	75.6463
Public- Non Institutions	E-Voting	49845775	12820828	25.721	12819556	1272	99.9901	0.0099
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		49845775	12820828	25.721	12819556	1272	99.9901
Total		77260525	30597762	39.6034	30563169	34593	99.8869	0.1131
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(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Consider and Approve Increase in Remuneration of Shri Jagdish Kumar Arora (DIN:00224633), chairman & Managing Director of the Company.				
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	26648572	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26648572	0	0	0	0	0
Public- Institutions	E-Voting	766178	136821	17.8576	103500	33321	75.6463	24.3537
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		766178	136821	17.8576	103500	33321	75.6463
Public- Non Institutions	E-Voting	49845775	12833334	25.7461	12828227	5107	99.9602	0.0398
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		49845775	12833334	25.7461	12828227	5107	99.9602
Total		77260525	12970155	16.7876	12931727	38428	99.7037	0.2963
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(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Consider and Approve Increase in the Limits of Investments / Loans and Guarantees under Section 186 of Companies act, 2013.				
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	26648572	17640113	66.1953	17640113	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26648572	17640113	66.1953	17640113	0	100
Public-Institutions	E-Voting	766178	136821	17.8576	103500	33321	75.6463	24.3537
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		766178	136821	17.8576	103500	33321	75.6463
Public- Non Institutions	E-Voting	49845775	12833334	25.7461	12832553	781	99.9939	0.0061
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		49845775	12833334	25.7461	12832553	781	99.9939
Total		77260525	30610268	39.6195	30576166	34102	99.8886	0.1114
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	

