



CIN : L74899DL1993PLC052787

## SOM DISTILLERIES & BREWERIES LTD.

ISO 9001:2015 Certified Company

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SDBL/BSE/NSE/2020

Date: 29.09.2020

The Manager,  
Listing Department,  
**NATIONAL STOCK EXCHANGE OF  
INDIA LIMITED**  
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Dy. General Manager,  
Department of Corporate Services,  
**BSE LIMITED,**  
  
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**ISIN : INE480C01012**

**SUBJECT: - PROCEEDINGS OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE  
COMPANY HELD ON TUESDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER, 2020 AT 12:30 P.M.**

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) read with Para A of Part A of Schedule III to the Listing Regulations, we enclose Proceedings of the 27<sup>th</sup> Annual General Meeting of the Members of the Company held on Tuesday, the 29<sup>th</sup> day of September, 2020 at 12:30 P.M. through Video Conferencing / Other Audio Visual Means (VC/OAVM) for your record.

The meeting commenced at 12:30 p.m. and concluded at 1:00 p.m. (including time allowed for e-voting at AGM).

Kindly take the above on your records.

Thanking You,  
Yours Faithfully,

For Som Distilleries and Breweries Limited

Om Prakash  
Company Secretary & Compliance Officer

Registered Office: I - A, Zee Plaza, Arjun Nagar, Safdarjung Enclave, Kamal Cinema Road, New Delhi - 110029 INDIA  
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**SUMMARY OF THE PROCEEDINGS OF 27TH ANNUAL GENERAL MEETING (AGM) OF SOM DISTILLERIES AND BREWERIES LIMITED (THE COMPANY) HELD ON TUESDAY, THE 29TH DAY OF SEPTEMBER, 2020 AT 12:30 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS**

**Date, Time & Venue of the Meeting:**

The 27<sup>th</sup> Annual General Meeting (AGM) of **Som Distilleries and Breweries Limited** (the Company) was held on Tuesday, the 29<sup>th</sup> day of September, 2020 at 12:30 P.M. through Video Conferencing/ Other Audio Visual Means.

**The following directors were attended/present:**

S.No.	Name of the Director	Designation
1	Shri Nakul kam sethi	Whole Time Director
2	Shri Deena nath Singh	Independent Director
3	Ms. Nishi arora	Independent Director
4	Shri Satpal Kumar Arora	Independent Director
5	Shri Rakesh Rathi	Independent Director
6	Shri Uma Kant Samal	Independent Director

**In attendance :**

S.No.	Name of the Director	Designation
1	Shri Om Prakash	Company Secretary
2	Shri Rajesh Kumar Dubey	Chief Financial Officer
3	Shri Neelesh Jain	Secretarial Auditors and Scrutinizer (N K Jain & Associates)
4	Shri Sourabh Tondon	Internal Auditor

**Proceedings in brief:**

Mr. Nakul Kam Sethi, Whole Time Director and also a shareholder was elected as chairman of the meeting.

The meeting was virtually attended by 56 Members. Six Directors were present at the meeting including Shri Deena Nath Singh - the Chairperson of the Audit, CSR, NRC and Stakeholder and Relationship Committee of the Company. The representatives of the Internal & Secretarial Auditors were also attended the meeting. Due to some medical emergency leave of absence was granted to the statutory auditors.

Shri Om Prakash – Company Secretary & Compliance Officer of the Company welcomed the Members to the 27<sup>th</sup> AGM and briefed the meeting on few points regarding participation in the meeting electronically.



Thereafter, the elected Chairman Mr. Nakul Sethi welcomed all the shareholders, Directors and Auditors present at the meeting and introduced all Directors. As per Section 103 of the Companies Act, 2013, the required quorum was present, the Chairman called the meeting to order.

The Chairman then delivered his speech and also apprised that the Statutory Registers and documents as required pursuant to the Companies Act, 2013 to be produced at the meeting were available for inspection of the members electronically.

The members were informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 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, the Company had extended remote E-Voting facility in respect of all businesses to be transacted at the 27<sup>th</sup> Annual General Meeting to all the members holding shares as on cut-off date of Wednesday, September 23, 2020 and E-voting period commenced on Saturday, September 26, 2020 at 9:00 A.M. and ended on Monday, September 28, 2020 at 5:00 P.M.

CS Neelesh Jain (N.K. Jain & Associates - Practicing Company Secretaries) was appointed as a Scrutinizer by the Board to scrutinize the voting process in a fair and transparent manner.

With the permission of Members present, the Notice of the Annual General Meeting, Financial Statements along with Boards' Report and Auditors' thereon for F.Y. 2019-20 forming part of Annual Report was taken as read.

The following items of business as set out in the Notice dated September 5, 2020 convening the meeting were transacted through remote e-voting and e-voting during the AGM.

**ORDINARY BUSINESS:**

1. Consider and approve Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon.
2. Re-appoint Mr. Nakul Kam Sethi (DIN: 06512548), who retires by rotation and being eligible offers himself for reappointment

**SPECIAL BUSINESS:**

3. Appointment of Mr. Rakesh Rathi (DIN: 08664667) as an Independent Director of the Company.
4. Appointment of Mr. Uma Kant Samal (DIN: 08669929) as an Independent Director of the Company.

5. Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013.
6. Adoption of Articles of Association as per the provisions of the Companies Act, 2013.
7. Approve payment of Remuneration to Mr. Jagdish Kumar Arora, Chairman and Managing Director as per the provisions of the Companies Act, 2013 and applicable SEBI Regulations.
8. Approval SOM ESOP Scheme, 2020 as per the provisions of the Companies Act, 2013 and applicable SEBI Regulations.
9. Increase the Authorised Share Capital and consequent alteration in clause V of Memorandum of Association of the Company as per the provisions of the Companies Act, 2013 and applicable SEBI Regulations
10. Approve sub-division of shares as per the provisions of the Companies Act, 2013 and applicable SEBI Regulations

The queries raised by the registered speaker members were suitably replied /clarified by the Chairman.

The outcome of the meeting will be cumulative count of the valid votes casted through Remote E-voting and E-voting during the AGM. The Voting Results along with report thereon by the Scrutinizer will be placed on the website of the Company and Central Depository Services (India) Limited (CDSL) and will also be intimated to National Stock Exchange of India Limited and BSE Limited within the prescribed time permitted under law.

The Chairman and Company Secretary thanked the Members present at the meeting and with the permission of the Chairman, Company Secretary concluded the meeting.

**NOTES:**

- *The Company will separately intimate the results of e-voting to the Stock Exchanges.*
- *This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.*

Thanking You,  
Yours Faithfully,

**For Som Distilleries & Breweries Limited**

  


**Om Prakash**  
**Company Secretary & Compliance Officer**