

SOM DISTILLERIES AND BREWERIES LIMITED

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CIN : L74899DL1993PLC052787

(BSE : 507514, NSE : SDBL)



SDBL/BSE/NSE/2023-24

15.02.2024

To,

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 Security ID: SDBL	Dy. General Manager, Department of Corporate Services, BSE LIMITED, First Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. corp.compliance@bseindia.com Security ID: 507514
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SUBJECT: - PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING (EOGM) OF THE COMPANY HELD TODAY I.E., FEBRUARY 15, 2024 AT 12:30 P.M. THROUGH VIDEO CONFERENCE (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”).

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 are enclosing Proceedings of the Extra-Ordinary General Meeting (EOGM) of the company held today i.e. on Thursday, February 15, 2024 at 12:30 p.m. through Video Conference (“VC”) or other Audio-Visual means (“OAVM”) for your record.

The meeting commenced at 12:30 p.m. and concluded at 12:59 p.m. (excluding time allowed for e-voting at EOGM).

Kindly take the above on your records.

Thanking You,
Yours Faithfully,

For Som Distilleries and Breweries Limited

Om Prakash Singh
Company Secretary & Compliance Officer

SUMMARY OF THE PROCEEDINGS OF EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SOM DISTILLERIES AND BREWERIES LIMITED HELD TODAY I.E., THURSDAY, FEBRUARY 15, 2024 AT 12:30 P.M. THROUGH VIDEO CONFERENCE (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”),

Date, Time & Venue of the Meeting:

The Extra-Ordinary General Meeting of the members of Som Distilleries and Breweries Limited held today i.e., Thursday, February 15, 2024 at 12:30 p.m. through Video Conference (“VC”) or Other Audio-Visual Means (“OAVM”) and concluded at 12:59 p.m.

The following directors were present:

S. No.	Name of the Director	Designation
1	Shri Nakul Kam Sethi	Whole Time Director
2	Shri Dinesh Kumar Batra	Independent Director
3	Smt. Nishi Arora	Independent Director

In attendance:

S.No.	Name of the Attendees	Designation
1	Shri Om Prakash Singh	Company Secretary
2	Shri Rajesh Kumar Dubey	Chief Financial Officer
3	Shri Neelesh Jain	Secretarial Auditors and Scrutinizer (N K Jain & Associates)
4	Shri Rahul Dewani	Statutory Auditor (AKB Jain & Co.)
5	Shri Mayank Agarwal	Internal Auditor (Sobhani & Agarwal)

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 53 Members. Three Directors were present at the meeting. The Internal & Secretarial Auditors also attended the meeting in person.

Mr. Om Prakash Singh – Company Secretary & Compliance Officer of the Company welcomed the Members to the EOGM and briefed the meeting on few points regarding participation in the meeting electronically. The Company Secretary further informed that in view of the changed business scenario communicated by the management, the company has withdrawn item No. 3 i.e. to change the name of the Company from the Notice of the Extra Ordinary General Meeting vide Board approval dated 14.02.2024.

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

The Chairman of the meeting 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 Extra- Ordinary General Meeting to all the members holding shares as on cut-off date of Thursday, February 8, 2024 and E-voting period commenced at 9:00 a.m. on Monday, 12th February, 2024 and ended at 5:00 p.m. on Wednesday, 14th February, 2024.

CS Neelesh Jain (N.K. Jain & Associates - Practicing Company Secretaries) has been 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 Extra-Ordinary General Meeting was taken as read.

The following items of business as set out in the Notice dated January 17, 2024 convening the meeting were transacted through remote e-voting and e-voting during the EOGM.

SPECIAL BUSINESS:

1. To appoint Mr. Dinesh Kumar Batra (DIN:08773363) as an Independent Director.
2. To approve material related party transactions with Som Distilleries Private Limited, Promoter.
3. To change the name of the Company (*Item withdrawn by Board Approval dated 14.02.2024*).

The Chairman of the meeting further informed that in view of the changed business scenario communicated by the management, the company has withdrawn item No. 3 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 of this EOGM and intimated the same to the Stock Exchanges. Accordingly, Resolution no. 3 of the Notice of this EOGM proposed for the change the name of the Company was withdrawn.

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

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

The Chairman of the meeting and Company Secretary thanked the Members present at the meeting and with the permission of the Chairman of the meeting, 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 Extra- Ordinary General Meeting of the Company.*

Thanking You,
Yours Faithfully,

For Som Distilleries & Breweries Limited

Om Prakash Singh
Company Secretary & Compliance Officer