

CIN: L74899DL1993PLC052787

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

EXTRACTS FROM MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF SOM DISTILLERIES & BREWERIES LTD HELD ON THURSDAY THE 14TH AUGUST, 2014 AT 23, ZONE – II, M.P. NAGAR, BHOPAL AT 11.00 HOURS.

MERGER WITH LEGEND DISTILLERIES PRIVATE LIMITED

In supersession of the resolution on the subject dated 14.03.2014, the Board considered and approved the following resolution?

"RESOLVED THAT pursuant to the provisions of Section 391 to 394 of the Companies Act 1956 and other applicable provisions, if any, of the Companies Act 2013 which shall include any statutory modifications, re-enactments or amendments thereof and subject to the requisite approval of the shareholders/ creditors of the Company, as may be required, Stock Exchanges, Security Exchange Board of India('SEBI') and Ho'ble High Court of Judicature at Delhi or such other competent authority as may be applicable, consent be and is hereby accorded for the Scheme of Merger of Legend Distilleries Private Limited and Som Distilleries and Breweries Limited as recommended by the Audit Committee on 13.8.2014, based on the valuation report dated purposes of identification."

RESOLVED FURTHER THAT Mr. Surject Lal, Managing Director of the Company be and is hereby authorized to take all necessary steps in order to

- 1. Do all such acts as may be required to comply with the provisions of the Companies act 1956 and Companies Act 2013, if any, including but not limited to finalizing and sending of Notice and Explanatory Statement under Section 393 of the Companies Act 1956 and any applicable provisions under the Companies Act 2013, advertisements, appointment of scrutinizer's etc.
- 2. Make such alterations and changes to the aforesaid scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the Central Government and/ or Stock Exchanges and / or SEBI and /or the High Court of Delhi and /or any other competent authority as may be required for approving the scheme.
- authorities including Central or State government, regional Director, Ministry of Corporate Affairs, Registrar of Companies and before all courts of Law or tribunals for the purpose of the proposed scheme, signing and filing of all documents, deeds, vakalatnamas, applications, notices, petitions and letters, to finalize and execute all necessary applications, documents/papers for and on behalf of the company and to do such other acts, deeds and matters necessary and convenient for all or any of the purposes aforesaid.



RESOLVED FURTHER THAT Bombay Stock Exchange Ltd. (BSE) be and is hereby appointed as the Designated Stock Exchange (DSE) for the purpose of the Scheme."

RESOLVED FURTHER THAT the appointed date from which the scheme will be implemented after approval of courts will be 01.04.2014 and the effective date will be decided by the courts.

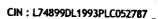
RESOLVED FURTHER THAT a copy of the resolution be furnished to the concerned authorities duly certified by Mr. Surjeet Lal, Managing Director/Chairman of the Company.

RESOLVED FURTHER THAT Shri Surjeet Lal, Managing director/ Chairman of the Company be and is hereby authorized to sign the above mentioned scheme of amalgamation and other related documents including affidavits, vakalatnamas, etc. and present petitions to High Court at Delhi and take all other actions such as filing of various forms etc. to see that the scheme is implemented properly

Surjeet Lal Chairman NEW DELH







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EXTRACTS FROM MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF SOM DISTILLERIES & BREWERIES LTD HELD ON THURSDAY THE 14TH AUGUST, 2014 AT 23, ZONE – II, M.P. NAGAR, BHOPAL AT 11.00 HOURS.

MERGER WITH LEGEND DISTILLERIES PRIVATE LIMITED

In supersession of the resolution on the subject dated 14.03.2014, the Board considered and approved the following resolution

"RESOLVED THAT pursuant to the provisions of Section 391 to 394 of the Companies Act 1956 and other applicable provisions at any of the Companies Act 2013 which shall include any statutory modifications, re-enactments or amendments thereof and subject to the requisite approval of the shareholders/ creditors of the Company at may be required. Stock Exchanges, Security Exchange Board of India('SEBIs) and Hobbe High Court of Judicature at Delhi or such other competent authority as may be applicable consent be and is hereby accorded for the Scheme of Merger of Legend Distilleries Private Limited and Som Distilleries and Breweries Limited as recommended by the Audit Committee on 13,2012 based on the valuation report dated purposes of identification."

RESOLVED FURTHER THAT Mr. Surject Lal, Managing Director of the Company be and is hereby authorized to take all necessary steps in order to

- 1. Do all such acts as may be required to comply with the provisions of the Companies act 1956 and Companies Act 2013; if any including but not limited to finalizing and saiding of Notice and Explanatory States tent under Section 393 of the Companies Act 1956 and any applicable provisions under the Companies Act 2013, advertisements, appointment of scrumizer's etc.
- 2. Make such a terations and changes to the aforesaid scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the Central Government and/ or Stock Exchanges and or SEBI and/or the High Sciurt of Delhi and for any other competent anthority as may be required for approving the scheme
- authorities inclinding Centrals of State government, regional Director Ministry of Corporate Affairs, Registrat of Companies and before all courts of Law of tribunals for the purpose of the proposed scheme, signing and filing of all documents, deeds, vakalatnamas, applications, notices, petitions and letters, to finalize and execute all necessary applications, documents/papers for and on behalf of the company and to do such other acts, deeds and matters necessary and convenient for all or any of the purposes aforesaid.



RESOLVED FURTHER THAT Bombay Stock Exchange Ltd. (BSE) be and is hereby appointed as the Designated Stock Exchange (DSE) for the purpose of the Scheme."

RESOLVED FURTHER THAT the appointed date from which the scheme will be implemented after approval of courts will be 01.04.2014 and the effective date will be decided by the courts.

RESOLVED FURTHER THAT a copy of the resolution be furnished to the concerned authorities duly certified by Mr. Surject Lal, Managing Director/Chairman of the Company.

RESOLVED FURTHER THAT Shri Surjeet Lal, Managing director/ Chairman of the Company be and is hereby authorized to sign the above mentioned scheme of amalgamation and other related documents including affidavits, vakalatnamas, etc. and present petitions to High Court at Delhi and take all other actions such as filing of various forms etc. to see that the scheme is implemented properly

Surjeet Lal
Chairman





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MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF LEGEND DISTILLERIES PRIVATE LIMITED HELD ON THURSDAY THE 14TH AUGUST, 2014 AT 23, ZONE-II M.P. NAGAR, BHOPAL AT 11 A.M.

MERGER WITH SDBL

In supersession of the resolution on the subject dated 12.03.2014, the Board considered and approved the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 391 to 394 of the Companies Act 1956 and other applicable provisions, if any, of the Companies Act 2013 which shall include any statutory modifications, reenactments or amendments thereof and subject to the requisite approval of the shareholders/ creditors of the Company, as may be required, Stock Exchanges, Security Exchange Board of India('SEBI') and Ho'ble High Court of Judicature at Jabahpur or such other competent authority as may be applicable, consent be and is hereby accorded for the Scheme of Merger of Legend Distilleries Private Limited and Som Distilleries and Breweries Limited based on the valuation report dated 12.07.2014 from a Chartered Accountant, initiated by the Chairman of the meeting for the purposes of identification."

RESOLVED FURTHER THAT Mr. Jagdish Kumar Arora, Chairman of the Company be and is hereby authorized to take all necessary steps in order to

1. Do all such acts as may be required to comply with the provisions of the Companies act 1956 and Companies Act 2013, if any, including but not limited to finalizing and sending of Notice and Explanatory Statement under Section 393 of the Companies Act 1956 and any applicable provisions under the Companies Act 2013, advertisements, appointment of scrutinizer's etc.

2. Make such alterations and changes to the aforesaid scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the Central Government and/ or Stock Exchanges and / or SEBI and /or the High Court of Jabalpur and /or any other competent authority as may be required

for approving the scheme.

3. To represent the company before the high court having jurisdiction and other regulatory authorities including Central or State government, regional Director, Ministry of Corporate Affairs, Registrar of Companies and before all courts of Law or tribunals for the purpose of the proposed scheme, signing and filing of all documents, deeds, vakalatnamas, applications, notices, petitions and letters, to finalize and execute all necessary applications, documents/ papers for and on behalf of the company and to do such other acts, deeds and matters necessary and convenient for all or any of the purposes aforesaid.

RESOLVED FURTHER THAT Bombay Stock Exchange Ltd. (BSE) be and is hereby appointed as the Designated Stock Exchange (DSE) for the purpose of the Scheme."

RESOLVED FURTHER THAT the appointed date from which the scheme will be implemented after approval of courts will be 01.04.2014 and the effective date will be decided by the courts.

RESOLVED FURTHER THAT a copy of the resolution be furnished to the concerned authorities duly certified by Mr. Jagdish Kumar Arora, Chairman of the Company.

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RESOLVED FURTHER THAT Mr. Jagdish Kumar Arora, Chairman of the Company be and is hereby authorized to sign the above mentioned scheme of amalgamation and other related documents including affidavits, vakalatnamas, etc. and present petitions to High Court at Jabalpur and take all other actions such as filing of various forms etc. to see that the scheme is implemented properly.

