

HELD AT..... ON..... TIME.....

MINUTES OF THE 59TH MEETING OF THE AUDIT COMMITTEE OF BOARD OF DIRECTORS OF SOM DISTILLERIES AND BREWERIES LTD. HELD AT 23 ZONE -II M.P.NAGAR, BHOPAL ON WEDNESDAY THE 13TH AUGUST, 2014 AT 12.30 HRS

PRESENT-

Shri D.N.Singh
Shri S.S. Senger
Shri Surjeet Lal

Chairman/Director
Director
Director

1. CONFIRMATION OF THE MINUTES OF THE LAST MEETING

The minutes of the 58th meeting of the Audit Committee held on 29.05.2014 were placed before the Committee and were confirmed by the Committee.

2. ACCOUNTS FOR THE QUARTER ENDED 31.03.2014

The Audit Committee considered the unaudited financial results for the quarter ended 30.06.2014. The suggestions to improve the accounts were accepted. The accounts so modified were agreed to be given to the auditors for a limited review.

3. MERGER OF LDPL WITH SDBL

The Chairman placed before the Board a scheme of merger of Legend Distilleries Private Limited (LDPL) with Som Distilleries and Breweries Limited (SDBL) along the Equity Valuation Report dated 12.07.2014 by Gopal Saraf & Co, Chartered Accountants. The Audit Committee considered the scheme in detail. It was noted that LDPL is a company which is 100% owned by the family which hold about 23% of the equity of SDBL. The family is in control of both the companies which are engaged in similar activity. Merger of the LDPL into SDBL will be beneficial for the business of both companies and will create advantages and synergies. The Audit Committee therefore recommended the merger proposal as in the Scheme placed before the Committee involving issue of 0.447790 share of SDBL for every share of LDPL held by its share holders.

The meeting ended with a vote of thanks to the chair.

D.N. Singh
D.N.SINGH
CHAIRMAN

Bhopal
Dated: 13.08.2014



CHAIRMAN'S
INITIALS