



## SOM DISTILLERIES & BREWERIES LTD.

CIN : L74899DL1993PLC052787

Corporate Office : 23, Zone-II, Maharana Pratap Nagar, Bhopal-462 011 (M.P.) Tel. : +91-755-4278827, 4271271 Fax : +91-755-2557470  
E-mail : sdttd@bsnl.in , somdistilleries@rediffmail.com, Web : www.somindia.in Work : Village Rojrachak, Distt. Raisen (M.P.) Ph.: (07480) 266244-5

Date: 06.01.2015

- ✓ 1. The Secretary  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street MUMBAI
2. National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex, Bandra(E),  
MUMBAI- 400051

Dear Sir,

Stock Code: BSE: 507514. ISIN No. INE 480C01012  
NSE:SDBL:EQ

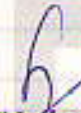
Reg :- Corporate Governance Report as per Clause 49 of Listing Agreement.

Please find enclosed quarterly compliance report on Corporate Governance for the quarter ended 31<sup>st</sup> December, 2014.

This is for your information and record.

Thanking you,

Yours faithfully,  
For Som Distilleries & Breweries Ltd.,

  
SURJEET Lal  
Managing Director

GROUP OF COMPANIES

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: Som Distilleries & Breweries Ltd.

Quarter ending on: 31.12.2014

| Particulars  | Clause of Listing Agreement | Compliance Status Yes/No | Remarks   |
|--|-----------------------------|--------------------------|---|
| <b>II. Board of Directors</b>  | 49 II                       |                          |   |
| (A) Composition of Board   | 49(IIA)                     | Yes                      |   |
| (B) Independent Directors  | 49(IIID)                    | Yes                      | However, no formal letters with terms and conditions have been issued to independent directors. No process of evaluation of directors has been evolved. No meetings of independent directors have yet taken place. Also no familiarization programme has so far been arranged for such directors. |
| (C) Non-executive Directors' Compensation & Disclosures                  | 49(IIIC)                    | Yes                      | No remuneration is paid to non-executive Directors. No stock options were given to Directors.   |
| (D) Other Provisions as to Board and Committees                          | 49(IIID)                    | Yes                      |   |
| (E) Code of Conduct  | 49(IIIE)                    | Yes                      |   |
| (F) Whistle Blower Policy  | 49(IIIF)                    | Yes                      |   |
| <b>III. Audit Committee</b>  | 49 (III)                    |                          |   |
| (A) Qualified & Independent Audit Committee                              | 49 (IIIA)                   | Yes                      |   |
| (B) Meetings of Audit Committee  | 49(IIIB)                    | Yes                      |   |
| (C) Powers of Audit Committee 49 (IIIC)                                  | 49 (IIIC)                   | Yes                      |   |
| (D) Role of Audit Committee  | 49 (IIID)                   | Yes                      |   |
| (E) Review of Information by Audit Committee                             | 49 (IIIE)                   | Yes                      |   |
| <b>IV. Nomination and Remuneration Committee</b>                         | 49(IV)                      | Yes                      | However, no meeting of the Committee has so far been held   |
| <b>V. Subsidiary Companies</b>   | 49 (V)                      | N.A.                     | The company does not have any subsidiary company  |
| <b>VI. Risk Management</b>   | 49(VI)                      | Yes                      |   |
| <b>VII. Related Party Transactions</b>                                   | 49(VII)                     | Yes                      | However, the matter is being looked into in the light of revised listing agreement and Companies Act, 2013  |
| <b>IV. Disclosures</b>   | 49 (VIII)                   |                          |   |
| (A) Related Party Transactions   | 49 (VIII A)                 | Yes                      | However, the matter is being looked into in the light of revised listing agreement and Companies Act, 2013  |
| (B) Disclosure of Accounting Treatment                                   | 49 (VIII B)                 | Yes                      |   |
| (C) Remuneration of Directors  | 49 (VIII C)                 | Yes                      | Suitable disclosures were made in the last annual report. No remuneration is paid to Managing Director or any other Director.   |
| (D) Management   | 49 (VIII D)                 | Yes                      |   |
| (E) Shareholders   | 49 (VIII E)                 | Yes                      |   |
| (F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (VIII F)                 | Yes                      |   |
| <b>IX. CEO/CFO Certification</b>   | 49 (IX)                     | Yes                      |   |
| <b>X. Report on Corporate Governance</b>                                 | 49 (X)                      | Yes                      |   |
| <b>XI. Compliance</b>  | 49 (XI)                     | Yes                      |   |

Place: Bhopal  
Date: 05.01.2015

SURJEET LAL  
MANAGING DIRECTOR