

SOM DISTILLERIES & BREWERIES LIMITED

A N N U A L



1996-97

R E P O R T



*J.K. Arora, Chairman & Managing Director
(The unfailing spirit leading the glorified team)*



SOM DISTILLERIES & BREWERIES LIMITED

Registered Office: 1A, Zee Plaza, Arjun Nagar, Safdarjung Enclave,
Kamal Cinema Road, New Delhi-110 029.

ADMISSION SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I/We hereby record my/our presence at the 4th Annual General Meeting of the above named Company held on Friday the 26th September, 1997 at 11.00 hours at **Trivoli Gardens, 47-50 Chattarpur Road, New Delhi-110030.**

Name(s) of the member(s)	Registered Folio No.
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Name of Proxy (in block letters) (To be filled in if the Proxy attends instead of Member)
Member's/Proxy's Signature



SOM DISTILLERIES & BREWERIES LIMITED

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PROXY FORM

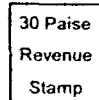
I/We _____
of _____ being
a Member/s of SOM DISTILLERIES & BREWERIES LTD. hereby appoint _____

of _____ or failing him _____

of _____
as my/our Proxy in my/our absence to attend and vote for me/us and on my/our behalf at the Fourth Annual General Meeting of the Company to be held on Friday the 26th September, 1997 at 11.00 hours at **Trivoli Gardens, 47-50 Chattarpur Road, New Delhi-110030.**

Signed this _____ day of _____ 1997.

Regd. Folio No. _____



Note:

1. The Proxy need not be a member.
2. The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
3. No Gifts will be distributed at the meeting.

MD	<input checked="" type="checkbox"/>			BKC	<input checked="" type="checkbox"/>
CS	<input checked="" type="checkbox"/>			DPY	<input checked="" type="checkbox"/>
RO	<input checked="" type="checkbox"/>			DEV	<input checked="" type="checkbox"/>
TRA	<input checked="" type="checkbox"/>			AC	<input checked="" type="checkbox"/>
AGM	<input checked="" type="checkbox"/>			SHI	<input checked="" type="checkbox"/>
YE	<input checked="" type="checkbox"/>				





DIRECTORS

Shri J.K. Arora
Shri A.K. Arora
Shri P.N. Sapra
Shri Surjeet Lal
Shri B.S. Bhatiya

Chairman cum Managing Director
Director
Director
Director (Technical)
Director

BANKERS

Bank of Baroda, Habibganj, Bhopal
Bank of India, Arera Colony, Bhopal

AUDITORS

K.C. Khanna & Co.
12, Zone II, M.P. Nagar
Bhopal-462011.

REGISTERED OFFICE

1A, Zee Plaza
Arjun Nagar,
Safdarjung Enclave,
Kamal Cinema Road,
New Delhi-29

CORPORATE OFFICE

23, Zone-II
M.P. Nagar,
Bhopal-462011
Tele Nos.: 552885, 557144, 558002 (0755)

FACTORY

Rojra Chak,
District Raisen
Madhya Pradesh
Tele Nos.: (07480) 66245, 66244, 62218

SOM DISTILLERIES & BREWERIES LIMITED
Fourth Annual Report



**NOTICE TO
MEMBERS**

Notice is hereby given that the Fourth Annual General Meeting of Som Distilleries & Breweries Limited will be held on Friday the 26th September 1997 at 11.00 hours at Trivoli Gardens, 47-50 Chattarpur Road, New Delhi-110030 to transact the following business :-

1. **Accounts**
To receive and adopt the Directors report and audited statements of accounts for the year 1996-97.
2. **Appointment of Shri Jagdish Kumar Arora as Director**
To appoint a Director in place of Shri Jagdish Kumar Arora who retires by rotation and being eligible, offers himself for re-appointment.
3. **Appointment of Shri Baldeo Singh Bhatiya as Director**
To appoint a Director in place of Shri Baldeo Singh Bhatiya , who retires by rotation and being eligible offers himself for re-appointment.
4. **Appointment of Auditors**
To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:-
"Resolved that K.C. Khanna & Co., Chartered Accountants, Bhopal be and are hereby appointed as Auditors of Som Distilleries & Breweries Limited from the conclusion of the Fourth Annual General Meeting till the conclusion of the Fifth Annual General Meeting for auditing the account for the year 1997-98 at a remuneration of Rs. 35,000/- plus actual travelling and out-of-pocket expenses."
5. **Investment in Som Power Limited.**
To consider and if thought fit to pass with or without modification(s) the following resolution:-
"Resolved that subject to the approval of Central Government, approval be and is hereby granted to the investment by the company of an amount not exceeding Rs. 170 lakhs (Rupees One Crore Seventy Lakhs Only) by way of subscription to 17,00,000 (Seventeen Lakh) equity shares of Rs. 10/- each for cash at par in Som Power Limited in one or more instalments depending on availability of funds notwithstanding that due to such investment, the limits mentioned in Section 372 (1) and 372 (2) of the Companies Act 1956 or any modifications or re-enactment thereof, may be exceeded."

Notes:-

- a. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and vote at the meeting instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
- b. The Register of members of the company will remain closed from 23rd Sept' 97 to 14th Oct' 97 (both days inclusive).
- c. Members are requested to notify change of address, if any, to the Company at its Bhopal address. Documents relating to transfer of shares should also be sent to the Company at its Bhopal address.
- d. Any queries for being answered at the meeting must reach at least seven days in advance.

By order of the Board of Directors

Dated: August 29, 1997
Place: Bhopal

J. K. ARORA
CHAIRMAN AND MANAGING DIRECTOR

Explanatory Statment under Section 173 of Companies Act, 1956 to the Notice of the Fourth Annual General Meeting of Som Distilleries & Breweries Limited to be Held on Friday The 26th September 1997 at Trivoli Gardens, 47-50, Chattarpur Road, New Delhi-110030 At 11.00 Hours.

ITEM NO. 5

The Company alongwith Som Distilleries Limited have promoted a new company by the name of Som Power Limited which was incorporated on 04.03.96 and obtained a certificate of commencement of business on 08.05.96. Som Power Limited is going to set up a 28.25 MW Power Generation Plant using oil and DG Sets. The power generated will be supplied on preferential basis to this company and to Som Distilleries Limited and the excess power will be supplied to other consumers through the M.P. Electricity Board. Thus Som Power Limited will meet the essential power requirements of this company and that of Som Distilleries Limited. It is, therefore, proposed to invest Rs. 1,70,00,000 (Rupess One Crore and Seventy Lakh only) in the equity capital of Som Power Limited in order to enable Som Power Limited to set up its Power Plant.

Shr J.K. Arora and Shri A.K. Arora are interested in the resolution. None of the other Directors are interested in the resolution.

J. K. ARORA
CHAIRMAN & MANAGING DIRECTOR