



7th Annual Report

1999-2000

Som Distilleries & Breweries Ltd.



Mr. J.K. ARORA (CENTRE) WITH Mr. ROBIN SINGH WELL KNOWN CRICKETER AND Mr. SHAKTI KAPOOR (CINE STAR), DURING THE LAUNCH OF HUNTER & LEGEND BEER IN CANS AT BHOPAL



Mr. M. DEVENDER, DISTRIBUTOR ALONGWITH 22 RETAILORS FROM WARRANGAL (A.P.) PRESENTING A MEMENTO TO MR. J. K. ARORA IN A PROGRAMME HOSTED AT JEHANUMA PALACE, BHOPAL

**DIRECTORS**

Shri J.K.Arora
Shri A.K.Arora
Shri Surjeet Lal
Shri A.S. Vijan

Chairman cum Managing 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-462 011

REGISTERED OFFICE

1A, Zee Plaza
Arjun Nagar
Safdarjung Enclave
Kamal Cinema Road
NEW DELHI - 110 029

CORPORATE OFFICE

23, Zone-II
M.P. Nagar
Bhopal-462 011
Tele Nos : (0755)
552885, 557144, 558002

FACTORY

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

STOCK EXCHANGES

The Delhi Stock Exchange
Association Ltd.
West Plaza, Indira Gandhi Stadium
Indrapastha Estate
NEW DELHI - 110 002

The Stock Exchange
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI - 400 001

The Madhya Pradesh Stock Exchange
Rajani Bhawan, 3rd Floor
569, M.G. Road
INDORE - 452 001

The Stock Exchange
Kamdhenu Complex
Opp : Sahajanand College
Panjarapole
AHMEDABAD - 380 015

**NOTICE TO MEMBERS**

Notice is hereby given that the Seventh Annual General Meeting of Som Distilleries & Breweries Limited will be held on Wednesday the 27th September, 2000 at 10.30 hours at Executive Club, Dolly Farms and Resorts Pvt. Ltd., 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110 030 to transact the following business:-

1. Accounts

To receive and adopt the Directors Report and audited statements of accounts for the year 1999-2000.

2. Appointment of Shri Anand Swarup Vijan as Director.

To appoint a Director in place of Shri Anand Swarup Vijan who was appointed as an additional Director of the Company and who holds office under section 260 of the Companies Act, 1956 only upto the date of this meeting and who being eligible offers himself for appointment and in respect of whom the company has received a notice in writing from a member pursuant to Section 257 signifying his intention to propose him as a candidate for the office of Director.

3. Vacancy caused by Retirement of Shri Baldev Singh Bhatiya as Director.

To resolve that the place vacated by Shri Baldev Singh Bhatiya, Director due to his retirement, be not filled up.

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 Seventh Annual General Meeting till the conclusion of Eight Annual General Meeting for auditing the accounts for the year 2000-2001 at a remuneration of Rs. 60,000/- plus service tax payable and actual travelling and out-of-pocket expenses."

5. Borrowing Powers.

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:-

"Resolved that in modification of the resolution passed at the Extraordinary General Meeting held on 28.10.94, the consent of the company under section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956 be and is hereby accorded to the Board of Directors of the Company, to borrow from time to time as it may consider fit, any sum or sums of money not exceeding Rs. 50 crores (Rupees Fifty Crores only) on such terms and conditions as the Board may deem fit, notwithstanding that the moneys to be borrowed by the company together with moneys already borrowed by the Company (apart from temporary loans from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up-capital of the Company and its free reserves i.e. to say reserves not set apart for any specific purpose."

6. Charging of Assets.

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:-

"Resolved that in modification of the resolution passed at the Extraordinary General Meeting held on 28.10.94, consent of the Company be and is hereby accorded under the provisions of Section 293 (1) (a) of the Companies Act, 1956 to the Board of Directors of the Company to charge the assets of the Company in any manner whatsoever from time to time, for any borrowings from any party, to the maximum extent of Rs. 50 crores (Rupees Fifty Crores only) on such terms and conditions as the Board may deem fit."

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 22.9.2000 to 10.10.2000 (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.

PLACE : BHOPAL
DATED : 28.08.2000

J.K. ARORA
CHAIRMAN & MANAGING DIRECTOR

**EXPLANATORY
STATEMENT**

EXPLANATORY STATEMENT UNDER SECTION 173 OF COMPANIES ACT, 1956 TO THE NOTICE OF THE SEVENTH ANNUAL GENERAL MEETING OF SOM DISTILLERIES & BREWERIES LIMITED TO BE HELD ON WEDNESDAY THE 27TH SEPTEMBER, 2000 AT EXECUTIVE CLUB, DOLLY FARMS AND RESORTS PVT. LTD., 439, VILLAGE SHAHOORPUR, P.O. FATEHPUR BERI, NEW DELHI - 110 030 AT 10.30 HOURS.

ITEM NO. 2

Shri A.S. Vijan was appointed as a Director by the Board with effect from 11.01.2000. He has about 34 years experience in Sales and Marketing of Liquor. The Board has recommended his appointment as Director.

None of the Directors is interested in the resolution.

ITEM NO. 3

Shri Baldev Singh Bhatiya retires at the ensuing Annual General Meeting by rotation and has not communicated his eligibility and willingness to be re-appointed. The Board recommends that the vacancy may not be filled up.

None of the Directors is interested in the resolution.

ITEM NO. 5 & 6

Resolutions under section 293 (1) (a) & 293 (1) (d) were passed on 28.10.94 for charging of assets and for borrowing to the extent of Rs. 30 crores (Rupees Thirty crores only). Borrowing needs of the Company have since increased. It is therefore proposed that the Board of Directors may be authorised to borrow and create charges on the assets of the company upto the limit of Rs. 50 crores. Therefore the proposed resolutions under section 293 (1) (a) and 293 (1) (d) are submitted for the approval of shareholders.

None of the Directors is interested in the resolutions.

By order of the Board of Directors.

J.K. ARORA
CHAIRMAN & MANAGING DIRECTOR