

## EMPEE DISTILLERIES LIMITED

(CIN L15511TN1983PLC010313)

Registered Office: Empee Tower, No.59, Harris Road, Pudupet, Chennai Tamil Nadu - 600002,

Website: empeegroup.co.in; Email: cs@empeegroup.co.in

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the members of **EMPEE DISTILLERIES LIMITED** ("**Company**") (CIN No. L15511TN1983PLC010313) will be held on Monday, the 28<sup>th</sup> November 2016 at 11.00 a.m at "Victoria Hotel" No.3, Kennet Lane, Egmore, Chennai – 600008, Tamil Nadu to transact the following business:

#### Issue of Warrants by Preferential Allotment :

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62 (1) (c) read with Section 42 of the Companies Act, 2013 and applicable provisions of Companies (Share Capital and Debenture Rules), 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**") and the enabling provisions of the listing agreements entered into by the Company with the Stock Exchanges on which the securities of the Company are listed (the "**Listing Agreements**") and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the appropriate authorities, institutions or bodies, as may be necessary and subject to such other conditions as may be prescribed/stipulated by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to/accepted by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which shall be deemed to include any Committee duly constituted by the Board in exercise of its powers), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 11,66,860 (Eleven Lakh Sixty Six Thousand Eight Hundred and Sixty only) convertible warrants ("**Warrants**") on preferential basis, convertible into 11,66,860 (Eleven Lakh Sixty Six Thousand Eight Hundred and Sixty only) equity shares of the Company of the face value of Rs.10/- (hereinafter referred to as "**Warrants**") to following persons for cash which shall upon conversion rank pari-passu with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with SEBI ICDR Regulation or other provisions of the law as may be prevailing at the time; provided that the minimum price of the warrants so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI ICDR Regulations:-

Sl. No.	Name of proposed Allottees	Category	PAN	No. of Warrants proposed to be allotted
1.	EW India Special Assets Fund Pte Ltd	Foreign Portfolio Investor	AADCE6722H	9,39,727
2.	Edelcap Securities Limited	Public Bodies Corporate	AABCE9000A	2,27,133
<b>Total</b>				<b>11,66,860</b>

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**RESOLVED FURTHER THAT** the 'Relevant Date' for the purpose of determining the issue price of warrants, in pursuance of SEBI ICDR Regulation, 2009, shall be 30 (Thirty) days prior to the date of the Extraordinary General Meeting (EGM) at which the approval of the shareholders in terms of Section 62(1)(c) & section 42 of the Companies Act, 2013 is obtained, i.e. 29.10.2016.

### **RESOLVED FURTHER THAT:-**


- a) each warrant be convertible into one equity share can be exercised at any time within a period of 18 months from the date of issue of such Warrants and on such other terms and conditions, subject to SEBI ICDR Regulation, as may be applicable, from time to time.
- b) In accordance with Chapter VII of SEBI ICDR Regulations, 25% of the consideration payable for the warrants (and the equity shares into which they are converted), shall be paid by the proposed allottees to the Company upon issue and allotment of the warrants.
- c) The amount paid on issue of warrants shall be forfeited if the warrants are not exercised within a period of 18 months from the date of issue of warrants.
- d) Equity Shares to be issued and allotted by the Company on exercising of the option against the warrants shall rank pari-passu in all respects with the then existing fully paid-up Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Warrants shall be issued and allotted by the Company to the Subscribers within 15 (fifteen) days of the passing of this resolution provided where the allotment of the Warrants is pending on account of pendency of any approval by any regulatory authority or the Central Government or any relaxation has been granted in relation thereto, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approvals.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things including, as may be required in connection with the proposed allotment of Warrants, without limitation finalising the offer letter and entering into the relevant agreements and do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to authorize all such persons as may be necessary for giving effect to the above resolutions without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution within the limit mentioned above and also to seek listing of such securities at the Stock Exchanges where the existing securities are listed."

Date : 27.10.2016  
Place: Chennai 600 002

By Order of the Board  
For EMPEE DISTILLERIES LIMITED



M P PURUSHOTHAMAN  
CHAIRMAN

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### Notes :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the EGM. A Proxy form is sent herewith.
3. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the EGM.
4. Only registered members of the Company or any proxy appointed by such registered member may attend the EGM as provided under the provisions of the Companies Act, 2013.
5. The Company is pleased to provide its Members the facility to cast their vote on the resolution by electronic means ("E-voting").
6. The Board has appointed Mr.R.Kannan, ACMA, FCS, Practicing Company Secretary as the scrutinizer to scrutinize the E-voting process in a fair and transparent manner. The scrutinizer shall, within a period not exceeding three working days from the conclusion of E-voting period, unblock the votes in the presence of at least two witnesses not being in the employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of EGM. The results on Resolution shall be declared at or after the EGM and subject to the receipt of requisite votes, the Resolution shall be deemed to be passed on the date of the EGM. The results declared alongwith the scrutinizer's report will be available on the website of the Company ([www.empeegroup.co.in](http://www.empeegroup.co.in)) within 24 hours of passing of the Resolution.
7. Notice of the EGM along with Attendance Slip, Proxy Form and a letter giving the process, instructions and the manner of conducting E-voting is being sent electronically to all the members whose email IDs are registered with the Company / Depository Participants(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
8. Members / Proxies are requested to bring their duly filled attendance slip sent herewith at the EGM.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during the office hours on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the EGM.
10. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company.

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### The instructions for shareholders voting electronically (remote e-voting) are as under:

- (i) The remote voting period begins on 25.11.2016 at 10.00 A.M. and ends on 27.11.2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which has been fixed as 18.11.2016 may cast their vote electronically.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL No.) in the Address Label.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

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(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### General Instructions:

- (i) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the Cut Off date i.e. 18.11.2016 may follow the same procedure for e-Voting as mentioned above.
- (ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the EGM through ballot paper.
- (iii) The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Poling Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- (iv) The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (v) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 18.11.2016.
- (vi) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.empeegroup.co.in](http://www.empeegroup.co.in) and on the website of the CDSL within two days of the passing of the resolutions at the Annual General Meeting of the Company, and communicated to National Stock Exchange of India Limited and Bombay Stock Exchange Ltd.

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## Annexure to the Notice

### Explanatory Statement under Section 102 of the Companies Act, 2013

The Following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

The Company is in requirement to augment funds for the purpose of working capital requirements and to augment resources for the strategic business expansion/general corporate purposes. Hence the Company, in accordance with Section 62 of the Companies Act read with section 42 of the Companies Act, proposes to issue and allot upto 11,66,860 (Eleven lakhs sixty six thousand eight hundred and sixty only) Warrants to the Subscribers. In light of the SEBI ICDR Regulations, a special resolution is required to be obtained for the purpose of the same. It is, therefore, necessary for the members to pass a Special Resolution under Section 62(1)(c) and Section 42 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as set out in the Notice.

Memorandum of Interest:

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends the Special Resolution set out in the Notice for approval by the members.

The details of the issue and other particulars as required in terms of the Chapter VII of the SEBI (ICDR) Regulations, 2009 in relation to the above said Special Resolution are given as under.

1. Objects of the Issue

To augment funds for the purpose of the Working capital requirements and to augment long term resources for financing, inter alia, for the strategic business expansion and for general corporate purposes of the Company.

2. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the promoters or Directors or their relatives or Key Management Personnel of the Company will be subscribing to the Warrants proposed to be issued.

3. The shareholding pattern of the issuer before and after the preferential issue:

Pre-issue					Post-issue		
Category & Name of the Shareholders (1)	Total nos. shares held (2)	Shareholding % (3)	No. of Shares Underlying Outstanding convertible securities (including Warrants) (4)	Total nos. shares held (5)	No. of Shares Underlying Outstanding convertible securities (including Warrants) (6)	Total Shareholding % assuming full conversion of convertible securities (7)	
<b>1. PROMOTERS - INDIAN</b>							
M P PURUSHOTHAMAN	2094514	11.02	0	2094514	0	10.38	
EMPEE HOLDINGS LIMITED	4875237	25.65	0	4875237	0	24.16	
A K ARUNA	1800000	9.47	0	1800000	0	8.92	
SHEEJU PURUSHOTHAMAN	1002000	5.27	0	1002000	0	4.97	
NISHA PURUSHOTHAMAN	1002000	5.27	0	1002000	0	4.97	
SHEENA PURUSHOTHAMAN	888923	4.68	0	888923	0	4.40	
A K SAJEEVAN	9400	0.05	0	9400	0	0.05	
SHAJI PURUSHOTHAMAN	610	0.00	0	610	0	0.00	
<b>Total</b>	<b>11672684</b>	<b>61.41</b>	<b>0</b>	<b>11672684</b>	<b>0</b>	<b>57.85</b>	

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	FOREIGN						
	Individuals (NRI/Foreign Individual)	0	0	0	0	0	0
	Government	0	0	0	0	0	0
	Institutions	0	0	0	0	0	0
	Foreign Portfolio Investor	0	0	0	0	0	0
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>11672684</b>	<b>61.41</b>	<b>0</b>	<b>11672684</b>	<b>0</b>	<b>57.85</b>
<b>2</b>	<b>PUBLIC SHAREHOLDERS</b>						
	<b>INSTITUTIONS</b>						
	Mutual Funds/	0		0	0		
	Venture Capital Funds	0		0	0		
	Alternate Investment Funds	0		0	0		
	Foreign Venture/ Capital Investors	0		0	0		
	Foreign Portfolio Investors	0		0	0	939727	4.66
	Financial Institutions/ Banks	13623	0.07	0	13623		0.07
	Insurance Companies						
	PF/Pension Funds						
	<b>Sub-Total (B)(1)</b>	<b>13623</b>	<b>0.07</b>	<b>0</b>	<b>13623</b>	<b>939727</b>	<b>4.72</b>
	Central Govt/State Govt(s)	0	0	0	0	0	0
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>NON-INSTITUTIONS</b>						
	<b>INDIVIDUALS -</b>						
	I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	4310089	22.67		4310089		21.37
	II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	1063053	5.59		1063053		5.28
	NBFCs registered with RBI	0	0.00		0		0.00
	Employee Trusts	0	0.00		0		0.00
	Overseas Depositories(holding DRs)	0	0.00		0		0.00
	ANY OTHER	0	0.00		0		0.00
	BODIES CORPORATE	1098931	5.78		1098931	227133	6.58
	CLEARING MEMBERS	317428	1.67		317428		1.57
	HINDU UNDIVIDED FAMILIES	358136	1.88		358136		1.77
	NON RESIDENT INDIANS	174212	0.92		174212		0.86
	TRUSTS	737	0		737		0.00
	<b>Sub-Total (B)(3)</b>	<b>7322586</b>	<b>38.52</b>	<b>0</b>	<b>7322586</b>		<b>37.43</b>
	<b>Total Public Shareholding 2 = (B)(1)+(B)(2)+(B)(3)</b>	<b>7336209</b>	<b>38.59</b>	<b>0</b>	<b>7336209</b>	<b>1166860</b>	<b>42.15</b>
	<b>GRAND TOTAL - PRE ISSUE</b>	<b>19008893</b>	<b>100</b>	<b>0</b>	<b>19008893</b>		<b>100.00</b>
	<b>GRAND TOTAL - POST ISSUE</b>				<b>20175753</b>		

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4. The time within which the preferential issue shall be completed:  
The allotment of Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (Fifteen) days from the date of such approvals
5. The identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:  
  
EW India Special Assets Fund Pte Ltd - EISAF LP is a Limited Partnership (beneficial owner of the Warrants proposed to be allotted) incorporated in Singapore which owns 100% of EW India Special Assets Fund Pte. Ltd. EISAF LP is controlled by General Partner Pte. Ltd., which acts as the general partner. 99% of the share capital of the General Partner Pte. Ltd is held by CIM TRUSTEES(MAURITIUS) LIMITED which acts as a trustee (also commonly referred to as administrator) for the general partner.  
  
Edelcap Securities Limited is a subsidiary of Ecap Equities Limited which is a subsidiary of Edelweiss Financial Services Limited (EFSL), a listed company in India, is the holding company of the allottee. EFSL being the listed company falls under the exemption criteria under the proviso to Regulations 73(1)(e) of SEBI ICDR regulations.
6. Change in the Composition of the Board of Directors and Control of the Company  
There shall be no change in management or control of the Company pursuant to the issue of Warrants.
7. Lock-in requirement and Non-Transferability of securities:  
Equity Warrants and Equity Shares so allotted as part of this proposed preferential issue shall be subject to lock-in as specified under Chapter VII of the SEBI ICDR Regulations
8. Relevant Date :  
In accordance with the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be October 29, 2016 being the date 30 days prior to the date of this Extraordinary General Meeting to be held on 28<sup>th</sup> November 2016.
9. Price at which allotment is proposed:  
The Warrants will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR) Regulations, 2009. Accordingly, for the proposed allotment(s) of Warrants, the issue price shall be determined as on relevant date as per the SEBI ICDR Regulations.
10. Undertaking :  
The Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
11. Certificate from the statutory auditor  
A certificate from the Statutory Auditors of the Company certifying that the above issue of the Warrants is being made in accordance with the SEBI ICDR Regulations and the copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.
12. None of the proposed allottees have dealt in the shares/sold the shares of the issuer the Company during the last 6 months prior to the relevant date.

Date : 27<sup>th</sup> Oct, 2016  
Place: Chennai - 600 002

By Order of the Board  
For EMPEE DISTILLERIES LIMITED



M P PURUSHOTHAMAN  
CHAIRMAN



# EMPEE DISTILLERIES LIMITED

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## ATTENDANCE SLIP

### EXTRA-ORDINARY GENERAL MEETING

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held at "Victoria Hotel", No.3, Kennet Lane, Egmore, Chennai – 600 008 on Monday, 28<sup>th</sup> November 2016 at 11.00 a.m.

Members Folio No. /Client ID No. :
Member's Name /Proxy's Name :
Member's signature /Proxy's signature :

**Note:**

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance verification counter at the entrance of the meeting hall.
2. Electronic copy of the EGM Notice alongwith Attendance slip and Proxy form is being sent to all the members whose email address is registered with the Company/ DP unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance slip.
3. Physical copy of the EGM Notice along with Attendance slip and Proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

# EMPEE DISTILLERIES LIMITED

## PROXY FORM

L15511TN1983PLC010313

Regd. Office : Empee Tower, 59, Harris Road, Pudupet, Chennai – 600 002.

Name of the member(s) :
Registered address :
E-mail ID :
Folio No./Client ID No. :

I/We being the member(s) of ..... shares of the above named Company hereby appoint:

- (1) Name & Address : ..... Email ID : .....  
Signature : ..... or failing him;
- (2) Name & Address : ..... Email ID : .....  
Signature : .....

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, the 28<sup>th</sup> November 2016 at 11.00 a.m. at 'Victoria Hotel', No.3, Kennet Lane, Egmore, Chennai – 600 008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolutions	Optional	
		For	Against
1.	Special Business Issue of Warrants by Preferential Allotment		

Singed this      Day of      November 2016

Signature of shareholder : .....

Signature of Proxy holder : .....

Affix  
Re.1 Revenue  
Stamp

**Note:**

1. The Proxy form must be deposited at the Registered office of the Company at Empee Tower, 59, Harris Road, Pudupet, Chennai- 2 not less than 48 hours before the commencement of the meeting.
2. For the resolution, explanatory statement and notes, please refer to the Notice of the EGM.
3. It is optional to put '✓' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or Against column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

## EMPEE DISTILLERIES LIMITED

(CIN L15511TN1983PLC010313)

Registered Office: Empee Tower, No.59, Harris Road, Pudupet, Chennai Tamil Nadu - 600002,

Website: empeegroup.co.in; Email: cs@empeegroup.co.in

### Form No. MGT-12

#### POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

NAME OF THE COMPANY: EMPEE DISTILLERIES LIMITED

SERIAL NO.:

REGISTERED OFFICE: EMPEE TOWER, NO. 59, HARRIS ROAD, PUDUPET, CHENNAI-600 002

#### BALLOT PAPER

S.NO	PARTICULARS	DETAILS
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Brief Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1	Special Resolution for Issue of Warrants by Preferential Allotment.			