

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 Thursday, the 19th January 2017 at 11.30a.m at “Victoria Hotel ” No.3, Kennet Lane, Egmore, Chennai – 600008, Tamil Nadu to transact the following business:

SPECIAL BUSINESS :

TO AMEND/MODIFY EGM NOTICE DATED 27.10.2016 AND EXPLANATORY STATEMENT ANNEXED THERETO, FOR THE PURPOSE OF ISSUE OF WARRANTS BY PREFERENTIAL ALLOTMENT PASSED BY THE SHAREHOLDERS ON 28TH NOVEMBER 2016:

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

“**RESOLVED THAT** pursuant to EGM notice dated 27th October 2016 and the Explanatory Statement annexed thereto, with regard to issue of 11,66,860 Equity Share Warrants to be issued and allotted on preferential basis as per Section 62 (1) (c) read with Section 42 of the Companies Act, 2013 and applicable provisions of Companies (Share Capital and Debenture Rules), 2014 and also in pursuance of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) duly passed by the shareholders of the Company, the following clauses/provisions in the said EGM resolution and the Explanatory Statement annexed thereto, be and are hereby amended/ratified/modified/altere d :

Modification no: 1 : THAT “ in the Table of Name of Proposed Allottees” as appearing in the EGM notice dated 27th October 2016, ie.Ecap Equities Limited shall be amended to appear as “Edelcap Securities Ltd” and for clarity purpose the said table shall be substituted as under :

Sl. No.	Name of proposed Allottees	Category	PAN	No. of Warrants proposed to be allotted	Name of beneficial owners of proposed allottee	PAN of the beneficial owners of proposed allottee
1	EW India Special Assets Fund Pte Ltd	Foreign Portfolio Investor	AADCE6722H	9,39,727	CIM Trustees (Mauritius) Ltd	N.A. (Beneficial owner is a Foreign entity)
2	Edelcap Securities Limited	Public Bodies Corporate	AABCE9000A	2,27,133	Edelweiss Financial Services Ltd	AAACE1461E
			Total	11,66,860		

Modification no. 2: THAT the relevant date for the purpose of determining the issue price of warrants shall be read as “**28th October 2016** instead of 29th October 2016 as appearing in the Resolution.

Modification no. 3: That the following clauses/serial numbers in the Explanatory statement shall be modified as under:

- a. Sl. No:3 : The shareholding pattern of the Issuer before and after the preferential issue:
“In this point, the column starting with “No. of shares underlying/outstanding convertible securities (including Warrants) i.e. column no:4 to 7 shall be modified/altere d to read as “Post-Issue(pre-issue) relating to columns 4 to 7. Accordingly :
- b. That under Public Shareholders – Institution Category under Column 6 against “**Foreign Portfolio Investors**” : **Post issue of warrants / shares shall be 939727 and post issue of % of shareholding under column (7) shall be 4.66%.**

- c. That under Non-Institutions- Individuals category under column 6 against “**Bodies Corporate : Post issue of warrants / shares shall be 227133 and post issue of % of shareholding under column (7) shall be 6.58%.**
- d. That under last item i.e. “TRUSTS” the total shareholding under post issue shall be 737 shares and the post issue percentage has to be read as 0.0038% (0.00%).
- e. In Sl. No.5 of the Explanatory Statement the following clause will be added at the end of the clause. “The shareholding pattern of the Non-Promoters to whom the share warrants are proposed to be allotted will be as under:

Sr. No.	Name of the Allottee	Category of the allottee as per Regulation 31(1) of SEBI (LODR) Regulations, 2015	PAN of the Allottee	Pre-Preferential Holding		No. of Warrants to be allotted	Post-Preferential Holding upon conversion of Warrants	
				No. of Shares	% of Holding		No. of Shares	% of Holding
1	EW India Special Assets Fund Pte Ltd	Foreign Portfolio Investor	AADCE 6722H	-	-	9,39,727	9,39,727	4.66
2	Edelcap Securities Limited	Public Bodies Corporate	AABCE 9000A	-	-	2,27,133	2,27,133	1.13

- f. That the Sl. No:8 which relates to Relevant Date shall be modified as under:
“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 28, 2016 being the date, 30 days prior to the date of the Extra-ordinary General Meeting held on November 28, 2016.
- g. That the sl. No:9 which relates to price at which allotment is proposed shall be modified as under:
“The Warrants shall be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI ICDR Regulations , 2009. Accordingly, for the proposed allotment of Warrants , the issue price shall be Rs 64.54(Rupees Sixty Four and Fifty Four Paise only) per warrant as per the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above modifications/ratifications/alterations in the EGM notice and Explanatory Statement dated 27th October 2016, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required in connection with the proposed allotment of Warrants, without limitation of finalising the offer letter and entering into the relevant agreements and including any act, matters and things already done with statutory authorities/stock Exchanges and further authorize the Board to carry out all necessary acts, deeds, matters etc as may be necessary for giving effect to the above modifications/ratifications/alterations and also to file the amendements/ratifications with the Stock Exchanges and seek listing of such securities at the Stock Exchanges where the existing securities are listed.”

By Order of the Board
For **EMPEEDISTILLERIESLIMITED**

Date:26.12.2016
Place: Chennai 600 002

M P PURUSHOTHAMAN
CHAIRMAN

Notes :

1. The Explanatory note pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to modifications/alterations pertaining to EGM resolution and Explanatory Statement dated 27th October, 2016 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 shall be entitled to 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, M.Com., 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) within two days of the 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 11.30 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.

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

- (i) The remote voting period begins on 16.01.2017 at 10.00 A.M. and ends on 18.01.2017 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 13.01.2017, may cast their vote electronically.
- (ii) The shareholders should log on to the e-voting website .
- (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 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:

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 • 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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.

(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 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.
- 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 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, under help section or write an email to 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. 13.01.2017 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 EGM, 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 13.01.2017.
- (vi) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.empeegroup.co.in and on the website of the CDSL within two days of the passing of the resolutions at the EGM of the Company, and communicated to National Stock Exchange of India Limited and Bombay Stock Exchange Ltd.

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 shareholders of the Company at the EGM held on 28TH November 2016 passed necessary resolutions to issue 1166860 Equity Share Warrants on preferential basis. However certain modifications both in the EGM resolution and Explanatory statement are required to be made. The name of one allottee has been correctly stated as Edelcap Securities Ltd in the Explanatory statement whereas in the resolution there was a printing error. The word "Post shareholding pattern under sl. No: 3 of the Explanatory statement has been wrongly printed as "Pre-shareholding" and corrections in the relevant date and issue price are required to be made in pursuance of statutory requirements. In light of the above, necessary resolutions are set out in the EGM notice to amend/modify /alter certain provisions of EGM notice and Explanatory statement dated 27th October 2016 and the shareholders are requested to approve the same.

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.

By Order of the Board
For **EMPEEDISTILLERIESLIMITED**

M P PURUSHOTHAMAN
CHAIRMAN

Date:26.12.2016
Place: Chennai 600 002

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]

SERIAL NO.:

NAME OF THE COMPANY : EMPEE DISTILLERIES LIMITED

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.			

ATTENDANCE SLIP**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**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 Thursday, the 19th January 2017 at 11.30 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.

PROXY**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

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 Thursday, the 19th January 2017 at 11.30 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
	Special Business		
1	To approve certain amendments/modifications in the EGM Notice and Explanatory Statement dated 27th October 2016		

Signed this Day of November 2016

Signature of shareholder :

Signature of Proxy holder :

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.

Re.1
Revenue
Stamp