

EMPEE DISTILLERIES LIMITED

CIN: L15511TN1983PLC010313

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POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, as amended (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and re-enacted thereof from time to time, whereby **Empee Distilleries Limited (EDL)** is seeking approval from its Members for the following resolutions by way of Postal Ballot ("Notice").

Resolution 1: Amendments to the Main Objects Clause of the Memorandum of Association of the Company :

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals as may be necessary or required, Memorandum of Association of the Company relating to its Objects be and is hereby altered by inserting the following clauses:

Insertion of following Clause after Clause 3, in the "Main Objects":

New Clause no: 4

To generate electric power by using wind, solar, water, coal, oil, naptha, fuel oil, furnace oil, natural gas, liquefied natural gas or any other carbohydrate available above the earth or by from offshore or onshore site in India or outside India.

To transmit power generated by stepping up voltage or not to load centre, to distribute the power transmitted at such voltage as required by customers and to market power to user by bulk supply or as required by users in India and (or) to engage in Conventional or Non-Conventional or renewable energy sources for generation of power.

New clause no: 5

To carry on the Business of Agriculture, horticulture, farming, cultivation of all kind of food grains, vegetables, fruits, flowers, seeds, agricultural, sericultural and horticultural products and to dispose of, buy, sell, and deal in the said products , either independently (or) in association with other firms, Companies and Bodies Corporate.

RESOLVED further that Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company ”

Resolution NO: 2 : TO INCREASE THE AUTHORISED SHARE CAPITAL

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

“RESOLVED THAT pursuant to Sections 61(1)(a) and 64(1)(a) of the Companies Act, 2013, and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from INR 30,00,00,000/- divided into 3,00,00,000 equity shares of INR 10/- each, to INR 50,00,00,000/- divided into 5,,00,00,000 equity shares of INR 10/- each, by creating 2,00,00,000 equity shares of INR 10/- each. RESOLVED FURTHER THAT the new equity shares shall rank pari passu with the existing shares.”

Resolution No: 3 : TO AMEND THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT in order to reflect the increase in authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, the consent of the Board is hereby accorded to amend the existing Clause V of Memorandum of Association of the Company with the following:

Clause no: V : The share capital of the Company is Rs.50,00,00,000 divided into 5,00,00,000 equity shares of Rs.10 each with power to increase or reduce or convert or sub-divide or reclassify into shares of different kinds in accordance with the provisions of the Companies Act, 2013.

By Order of the Board of Directors
For Empee Distilleries Limited

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Chairman

Place: Chennai
Date: 15th November 2017

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 10.00 A.M. and 12 noon on all working days of the Company from the date hereof up to 26.12.2017.
3. The Board of Directors has appointed Mr. R. Kannan, M.Com, FCS, ICMA Practising Company Secretary as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 17.11.2017.
5. In terms of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, as amended, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the Company is pleased to offer remote e-voting facility to all the Members of the Company.
6. The Company has appointed Cameo Corporate Services for facilitating e-voting to enable the Members to cast their votes electronically (the "Remote e-voting") instead of dispatching Postal Ballot Form.
7. Please note that e-voting is optional.
8. This Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (in respect of shares held in dematerialized form) and made available to the Company by the respective Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through Registered Post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the Company www.empeegroup.co.in Please fill in the details and send the ballot form to the Scrutinizer.
9. Kindly note that the Members can opt for only one mode of voting i.e., either by physical postal ballot form or remote e-voting. If the Members opt for e-voting, then they should not vote by physical postal ballot form and vice versa. However, in case Members cast their vote both via physical postal ballot form and e-voting, then voting done through e-voting shall prevail and vote cast through physical postal ballot form will be treated as invalid.
10. If the Members are voting through Postal Ballot Form in Physical mode, Members are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed along with assent (FOR) or dissent (AGAINST), in the attached postage pre-paid self-addressed business reply envelope (BRE) so as to reach the Scrutinizer on or before 5.00 P.M. on 26.12.2017.
11. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered/speed post or delivered by the Member in person at his expense at the address as mentioned in the BRE will also be accepted. Assent / Dissent received after 5:00 P.M. on 26.12.2017 would be strictly treated as if reply from the Member(s) has not been received.
12. No other form or photocopy thereof is permitted.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY (REMOTE E-VOTING) ARE AS UNDER:

- (i) The e-voting period begins on, 26.11.2017 at 10.00 A.M. and ends on, 26.12.2017 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 17.11.2017, may cast their vote electronically.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members.
- (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:

	For Members holding shares in Demat Form and Physical Form
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	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.
OR Date of Birth (DOB)	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 login 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. 17.11.2017 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 e-voting or through ballot paper.
- (iii) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 17.11.2017.
- (iv) 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 e-voting as on 28.12.2017, and communicated to National Stock Exchange of India Limited and BSE Ltd as on 28.12.2017.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE:

Item No. 1: The Company contemplates to expand into new business i.e. Power and Agricultural activities. As these activities are not listed in the main objects of the Memorandum of Association of the Company, the Board of Directors at their meeting held on **15th November 2017** approved to include these objects as given in the notice hereinabove subject to the approval of the shareholders. As regards the profile of new business activities the Company may engage in these business in future and as a prelude to enable the Company to enter into new businesses, the main object clause of memorandum of association is required to be amended. As per Section 13 of the Companies Act, 2013, amendment of Object clause of Memorandum of Association requires a post ballot resolution and accordingly the Board approved the postal ballot resolutions subject to approval of the shareholders. The Board recommends for the approval of the shareholders.

Memorandum of Interest: None of the Directors, or their relatives are deemed to be interested or concerned in the resolution.

Item No. 2 and 3 : Presently the authorized share capital of the Company is Rs.30,00,00,000 divided into 3,00,00,000 equity shares of Rs.10 each. The issued and paid up share capital as on date is Rs. 20,17,57,530 divided into 2,01,75,753 shares. The Company contemplates to enter into new business lines such as power and agriculture. In this direction, the Board has proposed a resolution to be approved by the shareholders by way of passing a post ballot resolution. In the event of the proposal of the Company to enter into new businesses materializes and in case the company is necessitated to issue equity share capital, sufficient provision in the authorized share capital is required to be maintained. Keeping this in view, the Board vide its resolution dated **15th November 2017** decided to increase the present authorized share capital from Rs.30 crs to Rs.50 crs divided into 5,00,00,000 equity shares of Rs.10 each.

As per the provisions of the sections 61(1)(a) and 64(1)(a) of the Companies Act, 2013, the increase in the authorized share capital of the Company requires amendment to the capital clause in the memorandum of the company. Hence resolutions are slated at sl no:2 and 3 of the notice for the approval of the shareholders. As regards amendment to Articles of Association to reflect such alterations, it is to be noted that Article 51 of Articles of Association provides that “the Company in General meeting may, from time to time increase the capital by creating and or issuing new shares”. In view of this the amendment to the Articles of Association is not required. The Board recommends for the approval of the shareholders.

Memorandum of Interest: None of the Directors, or their relatives are deemed to be interested or concerned in the resolution.

By Order of the Board of Directors
For Empee Distilleries Limited

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Chairman

Place: Chennai
Date: 15th November 2017