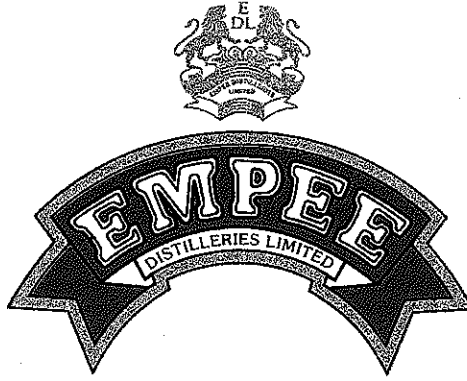


TIN No. 33980 640189
CST No. 33316 dt. 1.6.84
CIN No. L15511TN1983PLC010313
"EMPEE TOWER"
59 HARRIS ROAD
PUDUPET, CHENNAI - 600 002.



Tel 28531111, 28522510, 28523514
28413151, 28413161, 28413191

Fax : 91 - 44 - 28555163

E-mail : info@empeegroup.co.in

18.2.2015

To

National Stock Exchange of India Ltd
Mumbai - 400 051.

Bombay Stock Exchange Limited
Mumbai 400 001.

Dear Sir,

Sub: EGM Notice.

We are forwarding herewith Notice of Extra-Ordinary General Meeting to be held on 10th March 2016 for your records.

Thanking you,

Yours faithfully
For Empee Distilleries Ltd.

Nisha Purushothaman
Joint Managing Director

Encl:a/a



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 10th day of March 2016 at 11.00 a.m at "Victoria Hotel" No.3, Kennet Lane, Egmore, Chennai – 600008, Tamil Nadu to transact the following business:

1. Issue of Non - Convertible Debentures

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 Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "**Board**", which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) of the Company to offer/issue Secured, Rated, Listed, Non-Convertible, Redeemable, Debentures ("**NCD**"), in one or more series/ tranches issuable at par aggregating up to Rs. 48,50,00,000/- (Rupees Forty Eight Crores and Fifty Lakh only), to eligible investors, and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said NCDs are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT, Mr. M P Purushothaman, Chairman and Ms. Nisha Purushothaman, Joint Managing Director of the Company be and are hereby severally authorised to finalise the documents for creating the mortgages, charges, pledges and/or hypothecations and to negotiate, modify, finalise and sign all documents, including without limitation the offer letter/shelf disclosure document, debenture trust deed, pledge agreement and any other security documents, in connection with the issue by the Company of such NCDs and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolutions and also to seek listing of such NCDs at the Stock Exchanges where the existing securities are listed."

2. 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 and the 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 10,00,000 (Ten Lakh only) convertible warrants ('Warrants') on preferential basis, of Rs. 74.86 * (Rupees Seventy Four and Eighty Six Paise only), per Warrant convertible into 10,00,000 (Ten Lakh 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	8,05,347
2.	ECap Equities Limited	Public Bodies Corporate	AABCE8997N	1,94,653
		Total		10,00,000

* Price as on relevant date : Rs. 74.86 as per ICDR , SEBI

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. February 9, 2016.

RESOLVED FURTHER THAT the price per Warrant calculated is Rs. 74.86 (Rupees Seventy Four and Eighty Six Paise only).

RESOLVED FURTHER THAT:-

- 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.
- 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.
- 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.
- 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: 11th Feb, 2016
Place: Chennai 600 002

By Order of the Board
For **EMPEE DISTILLERIES LIMITED**



M P PURUSHOTHAMAN
CHAIRMAN

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) 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.

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

- (i) The remote voting period begins on Monday, 07.03.2016 at 10.00 A.M. and ends on Wednesday, 09.03.2016 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 04.03.2016, may cast their vote electronically.
- (ii) The shareholders should log on to the e-voting website 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 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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)	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) 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.
- (xix) 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) 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 AGM through ballot paper.
- (ii) The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
- (iii) 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 AGM, 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.
- (iv) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 04.03.2016.
- (v) 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 Annual General Meeting of the Company, and communicated to National Stock Exchange of India Limited and BSE Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("The Act")

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

Item No. 1:

The Company is in requirement 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. Hence the Board at its meeting held on 11th February, 2016 decided to raise debt by way of making private placement of upto 485 (Four Hundred & Eighty Five only) Secured Rated Listed Redeemable Non Convertible Debenture(s) in the dematerialised form, of face value Rs. 10,00,000/- (Rupees Ten Lakhs only) each for cash at par, to be issued and allotted in one or more tranches, aggregating upto Rs. 48,50,00,000/- (Rupees Forty Eight Crores and Fifty Lakh only).

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 and other applicable provisions, if any, of the Companies Act, 2013 of the Act deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its members by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. The Board, which term shall include any Committee constituted by the Board, may at an appropriate time, offer or invite subscription for secured, redeemable nonconvertible debentures, in one or more series/ tranches on private placement, issuable at par.

Accordingly, consent of the members is being sought for passing the Special Resolution as set out at Item No. 1 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

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 at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

Item No. 2:

Similarly for the purposes indicated in Resolution 1 above, the Company in accordance with Section 62 of the Companies Act read with section 42 of the Companies Act, the Company proposes to issue and allot upto 10,00,000 (Ten Lakh 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 at Item No.2 of 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 at Item No.2 of the Notice.

The Board recommends the Special Resolution set out at Item No.2 of 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)
1.	PROMOTERS - INDIAN						
	M P PURUSHOTHAMAN	2094514	11.02	0	2094514	0	10.47
	EMPEE HOLDINGS LIMITED	4875237	25.65	0	4875237	0	24.37

	A K ARUNA	1800000	9.47	0	1800000	0	9.00
	SHEEJU PURUSHOTHAMAN	1002000	5.27	0	1002000	0	5.01
	NISHA PURUSHOTHAMAN	1002000	5.27	0	1002000	0	5.01
	SHEENA PURUSHOTHAMAN	931923	4.90	0	931923	0	4.66
	A K SAJEEVAN	9400	0.05	0	9400	0	0.05
	SHAJI PURUSHOTHAMAN	610	0.00	0	610	0	0.00
	Total	11715684	61.63	0	11715684	0	58.55
	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
	Total Shareholding of Promoter and Promoter Group	11715684	61.63	0	11715684	0	58.55
2	PUBLIC SHAREHOLDERS						
	INSTITUTIONS						
	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	805347	4.02
	Financial Institutions/ Banks	13623	0.07	0	13623		0.07
	Insurance Companies						
	PF/Pension Funds						
	Sub-Total (B)(1)	13623	0.07	0	13623	0	4.09
	Central Govt/State Govt(s)	0	0	0	0	0	0
	Sub-Total (B)(2)	0	0	0	0	0	0
	NON-INSTITUTIONS						
	INDIVIDUALS -						
	I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	4472261	23.5272		4472261		22.35
	II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	817940	4.3029		817940		4.09
	NBFCs registered with RBI		0.0000				
	Employee Trusts	0	0.0000		0		0.00
	Overseas Depositories(holding DRs)	0	0.0000		0		0.00
	ANY OTHER	0	0.0000		0		0.00
	BODIES CORPORATE	1270499	6.6837		1270499	194653	7.32
	CLEARING MEMBERS	137120	0.7213		137120		0.69
	HINDU UNDIVIDED FAMILIES	388310	2.0428		388310		1.94
	NON RESIDENT INDIANS	192719	1.0138		192719		0.96
	TRUSTS	737	0.0039		737		0.00
	Sub-Total (B)(3)	7279586	38.2957	0	7279586	194653	37.35
	Total Public Shareholding 2 = (B)(1)+(B)(2)+(B)(3)	7293209	38.3674	0	7293209	1000000	41.45
	GRAND TOTAL - PRE ISSUE	19008893	100	0	19008893		100.00
	GRAND TOTAL - POST ISSUE				20008893		

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 - The allottee is advised by an Investment Advisor which holds a capital market license for Fund Management and is regulated by MAS and is ultimately owned by Edelweiss Financial Services Limited ("EFSL"), a listed company in India. This falls under the exemption criteria under the proviso to Regulation 73(1)(e) of SEBI ICDR Regulations.

ECap Equities Limited - 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.

The shareholding of Edelweiss Financial Services Limited :

Category of shareholder	No. of share holders	Total number of shares	Percentage	Shares pledged /encumbered	Percentage
Shareholding of Promoter and Promoter Group					
Indian Individuals/Hindu undivided family	8	26,44,35,690	32.60	13,66,83,000	51.69
Bodies Corporate	1	4,19,50,000	5.17	1,10,00,000	26.22
Sub Total (A1)	9	30,63,85,690	37.77	14,76,83,000	48.20
Foreign NRIs/Foreign Individuals	1	10,00,000	0.12	-	-
Sub Total (A2)	1	10,00,000	0.12	-	-
Total shareholding of Promoter & Promoter Group (A) = (A1 + A2)	10	30,73,85,690	37.89	14,76,83,000	48.04
Public Shareholding					
Institutions					
Mutual Fund/UTI	10	1,17,05,602	1.44	-	-
Financial Institutions Banks	7	3,87,053	0.05	-	-
Foreign Institutional Investors	73	14,63,28,843	18.04	-	-
Sub Total (B1)	90	15,84,21,498	19.53	-	-
Non-Institutions					
Bodies Corporate	812	2,12,23,093	2.62	-	-
Individuals – holding upto Rs.1 lakh	115859	4,09,03,455	5.04	-	-
Individuals – excess of Rs.1 lakh	124	11,61,99,904	14.32	-	-
Any other:					
Clearing Member	240	16,04,815	0.20	-	-
Foreign Portfolio Investor (Corporate)	9	7,60,48,530	9.37	-	-
Non Resident Indians	621	1,62,46,569	2.00	-	-
NRI (Non Repatriable)	255	10,47,303	0.13	-	-
Foreign Companies	4	1,62,14,530	2.00	-	-
Independent Directors	4	80,81,680	1.00	-	-
Trusts	13	4,54,11,789	5.60	-	-
Hindu undivided family	6807	24,53,237	0.30	-	-
Sub Total (B2)	124748	34,54,34,905	42.58	-	-
Total Public (B1 + B2)	124838	50,38,56,403	62.11	-	-
Total (A) +(B)	124848	81,12,42,093	100.00	14,76,83,000	18.20

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 February 9, 2016 being the date 30 days prior to the date of this Extraordinary General Meeting to be held on 10th March 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 Rs. 74.86 (Rupees Seventy Four and Eighty Six Paise only) per warrant 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.

Date: 11th February, 2016
Place: Chennai - 600 0002

By Order of the Board
For EMPEE DISTILLERIES LIMITED



M P PURUSHOTHAMAN
CHAIRMAN

EMPEE DISTILLERIES LIMITED**ATTENDANCE SLIP**

L15511TN1983PLC010313

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

Phone : 044-28531111; Email: cs@empeegroup.co.in; Website: www.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 10th March 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 Thursday, the 10th March 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
	Special Business		
1.	Issue of Non - Convertible Debentures		
2.	Issue of Warrants by Preferential Allotment		

Signed this Day of March 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 'V' 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.