



TIN No. 28834453469

CIN No. L15511TN1983PLC010313

"EMPEE TOWER"
59 HARRIS ROAD
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30.01.2017

To

1. National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051.
2. Dept. of Corporate Service
Bombay Stock Exchange Limited
P.J.Towers,
Dalal Street,
Mumbai 400 001.

Dear Sir,

Sub: Proceedings of the EGM.

Enclosed please find the proceedings of Extra-Ordinary General Meeting of the Company held on 19th January 2017 for your records.

Thanking you,

Yours faithfully
For Empee Distilleries Limited

Nisha Purushothaman
Joint Managing Director

Encl:a/a



A UNIT OF

EMPEE

Regd. Office : "EMPEE TOWER" 59, Harris Road, Pudupet, Chennai - 600 002.

AP Distillery : Choutkur Village, Pulkat Mandal, Medak District,
Andhra Pradesh. Tel : 08450-200010 Fax : 08455-270046

EMPEE DISTILLERIES LIMITED

MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF EMPEE DISTILLERIES LIMITED HELD ON THURSDAY, THE 19TH JANUARY, 2017 FROM 11.30 A.M. TO 1.00 P.M. AT HOTEL VICTORIA, NO.3, KENNET LANE, EGMORE, CHENNAI - 600 008.

No. of Members present in person : 30

No. of Members present by proxy : Nil

Directors Present

Mr. M.P.Purushothaman	- Chairman
Ms. Nisha Purushothaman	- Joint Managing Director
Mr. R.Rangachari	- Director
Mr. Suresh Raj Madhok	- Additional Director

In attendance:

Mr. R.Venkatesh	- Company Secretary
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By invitation

Mr.R.Kannan	- Scrutinizer- Practising Company Secretary
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1. Chairman of the Meeting:

The Chairman, Mr. M.P. Purushothaman took the Chair.

Having ascertained that the necessary quorum was present and the Register of Directors and Key Managerial Personnel and their shareholding and Register of Proxies were placed on the table for inspection of the Members, the Chairman called the meeting to order and welcomed the shareholders present.

He declared that the no proxies received and entered in the Register of Proxies as valid.

Thereafter, the Chairman introduced the Directors to the Shareholders.

2. To pass the Special Resolution:

With the consent of all the members present, the Notice convening the meeting as already circulated was taken as read.

The Special Resolution seeking 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 was transacted. The resolution is given below:

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/altered :



Modification no: 1 : THAT " in the Table of Name of Proposed Allottees" as appearing in the EGM notice dated 27th October 2016, ie. Ecapi 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	AADCE 6722H	9,39,727	CIM Trustees (Mauritius) Ltd	N.A. (Beneficial owner is a Foreign entity)
2.	Edelcap Securities Limited	Public Bodies Corporate	AABCE 9000A	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:

- 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/alterd to read as "Post-Issue(pre-issue) relating to columns 4 to 7.
Accordingly :
- 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%.
- 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%.
- 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%).
- 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

- 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."

3. Conduct of Poll :

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended till date, the Company had extended the e-voting facility to the members of the Company in respect of the businesses to be transacted at the Extra-ordinary General Meeting. The e-voting commenced at on Monday 16th January, 2017 (10:00 a.m.) and ended on Wednesday, the 18th January, 2017 (5:00 p.m.). Mr.R.Kannan, Practising Company Secretary, Chennai was appointed as Scrutinizer by the Board for the purpose of carrying out the e-voting process in a fair and transparent manner.

The Chairman further informed that, in view of giving similar rights to the members present in the Extra-Ordinary General Meeting, the Company has arranged for a poll on the resolution to be passed at the meeting. Mr.R.Kannan, Practising Company Secretary, Chennai was appointed as Scrutinizer for independently carrying out the Poll. Meanwhile, for administrative convenience, poll papers were distributed by the Scrutinizer appointed for carrying out the poll proceedings.

Before formally ordering Poll, the Chairman invited members (other than those present through proxies) for their queries and observations on the Agenda items as set out in the Notice of the Extra-Ordinary General Meeting.

The questions raised by some shareholders with reference to Warrants price, time of issue, etc. were suitably answered to the satisfaction of the shareholders.

Thereafter, the Chairman ordered for a poll to be taken at the meeting and requested the members to participate in the Poll who have not casted their vote through remote e-voting portal.

The Chairman informed that the results of voting on each resolution shall be determined by consolidating the votes of the poll in favour / against a resolution with the electronic votes in favour/ against the same resolution.

The Chairman informed the members that the results would be declared and submitted to the Stock Exchanges (BSE and NSE) within 48 hours of the conclusion of the EGM and also placed on the website of the Company.

The Chairman invited the Scrutinizer appointed for the Poll, to take over the poll proceedings and requested him to submit the Scrutinizer Report after the closure of the meeting.



Mr.R.Kannan, Scrutinizer appointed for the Poll, conducted the poll which included distribution of polling papers, showing empty polling box to the members, locking and sealing of empty polling boxes in the presence of members. After ensuring that all members and proxies participating in the poll had casted their votes, the Scrutinizer closed the poll at around 1.00 p.m.

4. Vote of Thanks:

Thanking the members for their participation, suggestions and comments, the Chairman announced the formal closure of the Extra-Ordinary General Meeting.

5. Declaration of Result of Poll and E-voting :

On the basis of the Scrutinizers Report for the Electronic Voting (remote e-voting) and Poll taken at the Extra-Ordinary General Meeting the summary of which is mentioned hereunder, the results of the voting were announced on 20th January, 2017 that the resolution for the Special Business as set out in the Notice of the EGM have been duly passed by requisite majority.

Resolution	Category	Mode of Voting	No. Of Shares held	No. Of votes polled	% of votes polled against outstanding shares	No. Of votes - in favour	No. Of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
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 28 th NOV 2016.	Promoter and Promoter Group		[1]	[2]	[3]= [2]/[1]*100	[4]	[5]	[6]= [4]/[2]*100	[7]= [5]/[2]*100
		E-voting	11672684	0	0.00	0	0	0	0
		Poll		[Not Applicable]					
		EGM		11663284	99.92	11663284	0	100	0
		Total		11663284	99.92	11663284	0	100	0
	Public - Institutions	E-voting		-	-	-	-	-	-
		Poll		[Not Applicable]					
		EGM		-	-	-	-	-	-
		Total		-	-	-	-	-	-
	Public - Non-Institutions	E-voting	7336209	3180	0.043	3180	0	100.00	0.00
		Poll		[Not Applicable]					
		EGM		321	0.004	321	0	100.00	0.00
		Total		3501	0.048	3501	0	100.00	0.00
	TOTAL		19008893	11666785	61.38	11666785	0	100.00	0.00

The Resolutions for the Special Business as set out in the Notice of the EGM, duly approved by members as above, are recorded as part of the proceedings of EGM of the members held on 19th January, 2017.

Place: Chennai
Date : 30.01.2017

M.P.PURUSHOTHAMAN
CHAIRMAN

