

EMPEE DISTILLERIES LIMITED

CIN: L15511TN1983PLC010313

Regd. Office: Empee Tower, No.59, Harris Road, Pudupet, Chennai-600 002

Phone: 044-28531111 Fax.No:044-28555163

Email: cs@empeegroup.co.in, website: www.empeegroup.co.in

POSTAL BALLOT NOTICE

PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

TO THE MEMBERS OF THE COMPANY

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with The Companies (Management and Administration) Rules, 2014, the Company is seeking consent of its members for the below mentioned resolution by way of Postal Ballot which includes voting by electronic means.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Company has appointed Mr. S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 06.00 P.M on 25.03.2015. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company on 28.03.2015. The results of the postal ballot will be declared by the Chairman on 28.03.2015 at the Registered Office of the Company. The results will also be posted on the website of the Company (www.empeegroup.co.in) and on website of CDSL (www.evotingindia.com). The results shall be intimated to the Stock Exchange where the shares of the company are listed and through press release in newspapers.

Members may note that as required under Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to members of the Company. The Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

The Resolution, if approved, will be taken as passed effectively on the date of declaration of the results.

SPECIAL BUSINESS

SALE OF 1,33,67,000 EQUITY SHARES OF RS.10 EACH HELD IN M/S. EMPEE POWER AND INFRASTRUCTURE PRIVATE LIMITED:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, SEBI guidelines and Listing Agreement entered into with Stock Exchanges (BSE & NSE) and subject to the regulations of Articles of Association of the Company, the consent of the Company be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to sell 1,33,67,000 numbers of equity shares of Rs.10 each held in M/s. Empee Power and Infrastructure Pvt. Ltd. aggregating to Rs.13,36,70,000 (Rupees Thirteen crores

thirty six lakhs seventy thousand only) (constituting 89.85% of share capital of M/s. Empee Power and Infrastructure Pvt. Ltd.) to M/s. Appollo Alchobev Limited having its Registered Office at Empee Tower, No.59, Harris Road, Puduept, Chennai – 600 002 on such terms and conditions and in such manner as the Board may deem fit in the best interest of the company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be authorised to do all acts, deeds and things necessary in order to give effect to the above resolution.”

**By Order of the Board
For EMPEE DISTILLERIES LIMITED
-Sd/-
Joint Managing Director**

Place: Chennai
Date : 11.02.2015

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, is appended herein below.
2. The Company has appointed Mr. S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 06th February, 2015.
4. In compliance with provisions of Section 108 and 110 of the Act read with The Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of despatching Postal Ballot Form. **E-voting is optional.**

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

The consent of the members is sought in accordance with the provisions of Section 180(1)(a) of the Act, 2013, SEBI guidelines and Listing Agreement entered into with Stock Exchanges (BSE & NSE) to enable the Board of Directors to sell 1,33,67,000 equity shares of Rs.10 each held in M/s.Empee Power and Infrastructure Pvt. Ltd. aggregating to Rs.13,36,70,000/- (Rupees thirteen crores thirty six lakhs seventy thousand only) (constituting 89.85% of share capital of M/s. Empee Power and Infrastructure Pvt. Ltd.) to M/s. Appollo Alchobev Limited. Consequent to the sale, M/s. Empee Power and Infrastructure Pvt. Ltd. will cease to be a subsidiary Company of our company.

The Resolution under Item No.1 is to obtain the consent of the members for this purpose by means of a special resolution.

The Board, at its meeting held on 11.2.2015 decided to sell, dispose (or) transfer the entire shareholding held in M/s.Empee Power and Infrastructure Pvt Ltd in order to concentrate more in core business of manufacture of IMFL and allied products.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No.1 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution, except Mr.M.P.Purushothaman is a common Director in Empee Distilleries Ltd & Empee Power and Infrastructure Pvt Ltd.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

**By Order of the Board
For Empee Distilleries Limited
-Sd/-
Joint Managing Director**

Place: Chennai
Date: 11.02.2015

Encl: 1. Postal Ballot Form
2. Pre-paid self-addressed Envelope

EMPEE DISTILLERIES LIMITED

CIN: L15511TN1983PLC010313

Regd. Office: No.59, Harris Road, Pudupet, Chennai 600 002.

Phone: 044-28531111; Fax No.044-28555163

Email: cs@empeegroup.co.in;

Website: www.empeegroup.co.in

POSTAL BALLOT FORM

1.	Name(s) of Shareholder(s)/ Beneficial Holder(s)(in block letters) (including joint holders, if any)	
2.	Registered address of the Sole/First named Shareholder	
3.	Folio No./ DP ID No./ Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	
5.	Text of Proposed resolutions	Enclosed in the Annexure

I/ We hereby exercise my/ our vote in respect of the **Resolution** to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/ our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below.

Description	No. of Shares	I/ We assent to the Resolution	I/ We dissent the Resolution
Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for sale of 1,33,67,000 equity shares of Rs.10 each held in M/s. Empee Power and Infrastructure Private Limited.			

Place :

Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

NOTE: Last date of receipt postal ballot form by the Scrutinizer is : 25th March, 2015.

INSTRUCTIONS FOR VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:

1. A Member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it in the attached self addressed postage pre-paid envelope.
2. Envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
3. The Self-addressed envelope bears the address of the Scrutinizer Shri.S.Dhanapal,of S.Dhanapal & Associates, Practicing Company Secretaries, who was appointed by the Board of Directors of the Company in their Meeting held on 11.02.2014.
4. The Postal Ballot form should be completed and signed by the Shareholder, in case of Joint holding, this form should be completed and signed (as per the Specimen signature registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder. Unsigned postal ballot form will be rejected.
5. Duly completed and signed postal ballot forms should reach the Company on or before the close of working hours on 25.03.2015.
6. Postal Ballot form received after this date will be strictly treated as if the reply from the member has not been received.
7. No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. This applies to voting by Postal Ballot also.
8. A Member need not use all his votes nor did he cast all his votes in the same way.
9. Where the postal ballot form has been signed by an authorised representative of a Body Corporate, a certified copy of the relevant authorisation to vote on the postal ballot should accompany the postal ballot form.
10. A Shareholder may request for a duplicate postal ballot form, if so required. However, the duly filed in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 5 above.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date, which is the date of despatch of the Notice. This date shall be announced through advertisement.
12. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelop would be destroyed by the Scrutinizer.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

(i) The voting period begins on **24.02.2015 at 10.00 a.m.** and ends on **25.03.2015 at 6.00 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 (record date) of **06.02.2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(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) <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.• 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Bank Details in order to login. If 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 **Empee Distilleries Limited** 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 same 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 & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
- 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 should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- 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.