

Khoday India Limited

DISTILLERS, BREWERS & MALTSTERS

Regd. Office : "BREWERY HOUSE" 7th Mile, Kanakapura Road
BANGALORE-560 062

02ND May 2013

BSE Limited
25th Floor, P J Towers.
Dalal Street, Fort
Mumbai-400 001.

Dear Sir,

Kind Attn: Mr. Jayesh Ashtekar – Manager.

Sub:- Proposed Scheme of Arrangement between the Company and its Shareholders

In continuation of our letter dated 24th April 2013 and in compliance with Clause 24(f) of the Listing Agreement read with SEBI Circular CIR/CFD/DIL/5/2013 dated 4th February 2013, we submit herewith the following documents in connection with the proposed Scheme of Arrangement between the Company and the Shareholders under Sections 391 to 393 read with Sections 101 to 104 of the Companies Act, 1956 for your consideration:-

- 1) Draft Scheme of Arrangement.
- 2) Valuation Report dated 28th March 2013 issued by an Independent Chartered Accountant, viz., N.C.Rajagopal & Co., Chennai.
- 3) Report dated 24th April 2013 of the Audit Committee of the Board of Directors of the Company recommending the draft Scheme.
- 4) Fairness Opinion dated 17th April 2013 issued by SEBI registered Category-1 Merchant Banker viz., Corporate Professionals Capital Private Limited, New Delhi.
- 5) Copy of the Companies Compliance Report dated 4th April 2013, for the quarter ended 31st March 2013 submitted by the Company pursuant to Clause 49 of the Listing Agreement



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A soft copy of the above documents is available in the CD enclosed herewith.
We confirm the CD is free from any virus.

A soft copy of the Scheme has been hosted on the Company's website
"khodayindia.com".

We affirm that the Scheme does not in any way violate or override or
circumscribe the provisions of the SEBI Act, 1992, the Securities Contract
(Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956,
the Rules, Regulations and Guidelines made under these Acts and the
provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

Thanking you,

Yours faithfully,
For Khoday India Limited



(K.L.Srihari)
Vice-Chairman and
Managing Director

Encl: As above.

