

Khoday India Limited

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DISTILLERS, BREWERS & MALTSTERS

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

09th October 2014

CIN : L85110KA1965PLC001590

BSE Ltd
Floor 25,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

Kind Attn.: Mr.Marian D'souza, Dy. Manager Listing Compliance – DCS

Sir,


Sub:- Record Date under Clause 16 of the Listing Agreement, in the matter of Reduction of Paid-up Share Capital.

We wish to recapitulate the following events in the subject matter :

- 1) As part of its Annual Report for the financial year 2012-13, the Company circulated to all its shareholders, the draft resolutions under Section 100 to 105 of the Companies Act, 1956, for Reduction of Paid-up Share Capital to the extent of entire public shareholding amounting to Rs. 3,93,10,420/-, together with i) BSE's letter dated 06-09-2013 conveying its inability to grant no objection purportedly in view of SEBI's comments in the matter and ii) the Company's comments on BSE's letter, to enable the shareholders to take an informed decision for voting on the said resolutions either through Postal Ballot or Manual voting at the venue of the Annual General Meeting scheduled to be held on 30th December 2013.
- 2) At the Annual General Meeting of the Company held on 30th December 2013, the Special Resolutions under Section 100 of the Companies Act, 1956, for Reduction of Paid-up Share Capital to the extent of entire public

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For Khoday India Limited


(R. Venkat Subramanyam)
Company Secretary

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shareholding amounting to Rs.3,93,10,420/- were passed by a majority of the public shareholders in the manner prescribed in the SEBI Circular CIR/CFD/DIL/05/2013, dated 04th February 2013 as amended by the subsequent circular dated 21st May 2013.

- 3) In due compliance with Clause 31(d) of the Listing Agreement, the Company vide its dated 03rd February 2014, forwarded to BSE Ltd a certified copy of the minutes of the Annual General Meeting held on 30th December 2013, recording inter-alia therein of the passing of the special resolution for reduction of capital.
- 4) Subsequently, in compliance with Clause 27 of the Listing Agreement the Company vide letter dated 12th June 2013, duly informed BSE Ltd of the filing of the petition numbered as COP 132/2013 before the Hon'ble High Court of Karnataka at Bangalore pursuant to Section 101 of the Companies Act, 1956, seeking confirmation for the special resolutions passed in the matter of reduction of capital. In the same letter, it was also informed that as ordered by the Court, the Company would be publishing the notice of advertisement of the petition in all editions of the English daily newspaper "The Hindu" and Bangalore edition of Kannada daily newspaper "Udaya Vani".
- 5) Accordingly the Company caused publication of the notice of advertisement of the petition COP 132/2014 in the aforesaid newspapers on 25th June 2014.

For Khoday India Limited


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Company Secretary

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- 6) Subsequently, at the hearing held on 07th August 2014, the Company's petition COP 132/2014 was allowed, by the Hon'ble Court by confirming the special resolutions in the matter of Reduction of Capital, which fact was informed BSE Ltd vide the Company's letter dated 08th August 2014.
- 7) Further, the certified copy of the aforesaid Court Order and the certificate dated 12th September 2014, issued by Registrar of Companies in Karnataka, Bangalore for registration of the Court Order confirming the reduction of capital filed online with BSE Limited.
- 8) In accordance with the procedure approved by the Court for reduction of capital, the Company fixed the period of Books Closure from 29th September 2014 to 06th October 2014 (the Record Date being 26th September 2014) and informed the same to BSE Ltd on 08th September 2014.
- 9) But to the Company's shock and dismay, BSE Ltd waited until the Record Date i.e. 26th September 2014 and called for a copy of the approval given to the Company under Clause 24(f) of the Listing Agreement in the matter of Reduction of Capital. The Company promptly clarified to BSE Limited that the same was irrelevant for implementing the Court Order. Despite the clarification, BSE Limited unilaterally cancelled the Books Closure and / or Record Date fixed by the Company, and intimated the same to the Company as well as to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) by its e-mail dated 26th September 2014.

For Khoday India Limited



(R. Venkat Subramanyan)
Company Secretary

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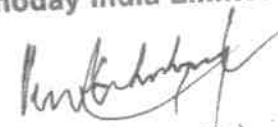
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- 10) Subsequently, vide its letter dated 01st October 2014 the Company informed BSE Limited of the decision of the Committee of Directors, fixing the new Record Date as 10th October 2014 and requested to facilitate implementation of the corporate action arising out of the Court Order dated 07th August 2014, by issuing the required letter/ circular to its Trading Members as well as NSDL & CDSL.
- 11) But BSE Limited has once again frustrated the Company's efforts to implement the Court's Order by **its cryptic** e-mail dated 08th October 2014, informing the Company that the matter had been referred by it SEBI and hence it would be unable to act on the Company's request for Record Date until the receipt of guidance from SEBI.
- 12) It is hereby brought to the notice of BSE Limited that several public shareholders have expressed their anger, concern and anxiety to the Company about the cancellation of the Record Date of 26th September 2014 and the uncertainty over the legitimate payment due to them from the Company arising out of the Court Order.
- 13) In view of the seriousness of the matter, we once again request BSE Limited to reconsider its decision, issue the required circular communicating the Company's Record Date of 10th October 2014, to all concerned.

For Khoday India Limited


(R. Venkat Subramanyan)
Company Secretary

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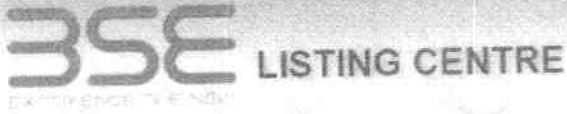
- 14) Please note that in the event of BSE Limited not reconsidering its decision as requested above, it would tantamount to effectively cancelling even the subsequent Record Date fixed by the Company to effect payment to its public shareholders leading to repeated frustration of the Company's efforts to implement the Order dated 07th August 2014 of the Hon'ble High Court of Karnataka, thereby rendering itself vulnerable to the attendant consequences and compelling the Company to seek legal remedy in the matter.

Yours faithfully,

For Khoday India Limited



(R. Venkat Subramanyan)
Company Secretary



You have successfully filed the documents for **Clause 16 - Notice for Corporate Action (book closure / record date) Others 2014 -**, which are subject to verification by the Exchange.

Your Transaction Number for this submission is **0910201490135** dated **Oct 09, 2014**

Please mention above Transaction Number for any future communication for this submission.

For Khoday India Limited

(Signature)
Company Secretary