

Suite No. 103, First Floor, Kaveri Complex
No. 96/104, Nungambakkam High Road
(Next to NABARD & ICICI Bank)
Nungambakkam, Chennai - 600 034
Phone No. 044 - 4553 0256
4553 0257 / 4265 2127
E-mail: csdhanapal@gmail.com
website: www.csdhanapal.com

S Dhanapal & Associates Practising Company Secretaries

Partners

S. Dhanapal, B.Com., B.A.B.L., F.C.S
N. Ramanathan, B.Com., F.C.S
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)
R. Pratheepa, B.C.S., A.C.S

Report of Scrutinizer

*[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman,
33rd Annual General Meeting of the Equity Shareholders of
M/s. Empee Distilleries Limited,
Chennai

Dear Sir,

I, N. Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. Empee Distilleries Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and poll taken at the 33rd Annual General Meeting pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 33rd Annual General Meeting of the Equity Shareholders of M/s. Empee Distilleries Limited, held on Thursday, the 27th day of September, 2018 at 03.30 P.M. at "P.Obul Reddy Hall", Vani Mahal, T Nagar, Chennai – 600 017, submit the combined results of voting by electronic means (remote e-voting) and voting by using polling papers as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using polling papers by the shareholders on the resolutions proposed in the Notice of the 33rd Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and by use of polling papers at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and voting by use of polling papers at the meeting.

1. 2 (Two) Physical polling papers where there was signature mismatch/missing were considered invalid in respect of all the resolutions.
2. With respect to resolution nos. 7 and 8, votes of 8 (Eight) members being related parties aggregating to 10909205 equity shares were considered invalid in accordance with provisions of Section 188 of Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure) Regulations, 2015 .
3. A summary of the consolidated votes cast (electronically and physically), is given below:

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Resolution No. 1 - Adoption of Standalone and consolidated Financial Statements of the Company for the year ended 31st March, 2018 (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10915920	35
Less: Invalid votes(including votes abstained, if any)	19	2
Net Valid votes cast	10915901	33
Votes cast in favour	10915198	29
Votes Cast against	703	4

% of total valid votes cast in favour of the resolution: 99.99%

% of total valid votes cast against the resolution: 0.01 %

Resolution No. 2 – Re-appointment of Mr. M. P. Purushothaman, Director, who retires by Rotation and being eligible, offered himself for re-appointment (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10915920	35
Less: Invalid votes(including votes abstained, if any)	19	2
Net Valid votes cast	10915901	33
Votes cast in favour	10914076	26
Votes Cast against	1825	7

% of total valid votes cast in favour of the resolution: 99.98%

% of total valid votes cast against the resolution: 0.02%

Resolution No. 3 – Appointment of Mr. Shahji Purushothaman as Director (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10915920	35
Less: Invalid votes(including votes abstained, if any)	19	2
Net Valid votes cast	10915901	33
Votes cast in favour	10914076	26
Votes Cast against	1825	7

% of total valid votes cast in favour of the resolution: 99.98%

% of total valid votes cast against the resolution: 0.02%

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Resolution No. 4 – Appointment of Mr. Shahji Purushothaman as Managing Director (Special Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10915920	35
Less: Invalid votes (including votes abstained, if any)	19	2
Net Valid votes cast	10915901	33
Votes cast in favour	10914076	26
Votes Cast against	1825	7

% of total valid votes cast in favour of the resolution: 99.98%

% of total valid votes cast against the resolution: 0.02%

Resolution No. 5 – Appointment of Cost Auditor for the years 2015-16, 2016-17 and 2017-18 (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10915920	35
Less: Invalid votes (including votes abstained, if any)	19	2
Net Valid votes cast	10915901	33
Votes cast in favour	10915076	28
Votes Cast against	825	5

% of total valid votes cast in favour of the resolution: 99.99%

% of total valid votes cast against the resolution: 0.01%

Resolution No. 6 – Appointment of Cost Auditor for the year 2018-19 (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10915920	35
Less: Invalid votes (including votes abstained, if any)	19	2
Net Valid votes cast	10915901	33
Votes cast in favour	10915076	28
Votes Cast against	825	5

% of total valid votes cast in favour of the resolution: 99.99%

% of total valid votes cast against the resolution: 0.01%

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Resolution No. 7 – Approval for Related Parties Transactions (Special Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10915920	35
Less: Invalid votes(including votes abstained, if any)	10909224	10
Net Valid votes cast	6696	25
Votes cast in favour	5871	20
Votes Cast against	825	5

% of total valid votes cast in favour of the resolution: 87.68%

% of total valid votes cast against the resolution: 12.32%

Resolution No. 8 – Conversion of Share Application money in Empee Sugars and Chemicals Ltd. Into unsecured Loan (Special Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10915920	35
Less: Invalid votes(including votes abstained, if any)	10909224	10
Net Valid votes cast	6696	25
Votes cast in favour	5993	21
Votes Cast against	703	4

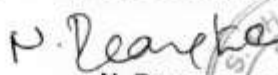
% of total valid votes cast in favour of the resolution: 89.50%

% of total valid votes cast against the resolution: 10.50%

The Chairman may declare the results as above in accordance with the provisions of Companies Act, 2013.

Dated: 28.09.2018

Thanking you,
Yours faithfully,
For **S Dhanapal & Associates**
(A firm of Practising Company Secretaries)


N. Ramanathan
Partner
Membership # F6605
CP # 11084

