



TIN No. 33980 640189  
CST No. 33316 dt. 1.6.84  
CIN No. L15511TN1983PLC010313  
"EMPEE TOWER"  
59 HARRIS ROAD  
PUDUPET, CHENNAI - 600 002.



Tel : 28531111, 28522510, 28523514  
28413151, 28413161, 28413191

Fax : 91 - 44 - 28555163

E-mail : info@empeegroup.co.in

11.10.2016

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

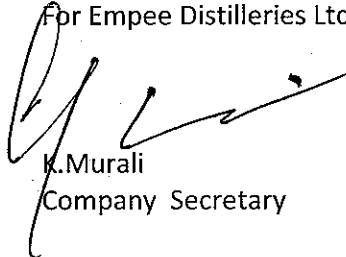
Dear Sir,

**Sub: Corporate Governance Report for the quarter ended 30.9.2016.**

We are enclosing herewith the Corporate Governance Report for the quarter ended 30.09.2016 under Regulation 27(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for your records.

Thanking you,

Yours faithfully  
For Empee Distilleries Ltd

  
K. Murali  
Company Secretary

Encl:a/a





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**ANNEXURE I**

1. Name of Listed Entity - Empee Distilleries Limited
2. Quarter ending - 30-Sep-2016

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DI N	PA N	Category (Chairperson /Executive/Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	M P PURUS HOTHAMAN	00088631	AGM PP4159R	C & NED				2	0	0
Ms.	NISHA PURUS HOTHAMAN	00044868	AABP N2112R	ED				2	4	0
Mr.	SHAJI PURUS HOTHAMAN	00044893	AAIP S8327E	NED		14-Jul-2016		1	0	0
Mr.	SHANKAR MENON	01890229	AMG PS8566F	ID	14-Aug-2015		5	3	4	0
Mr.	R RANGACHARI	02605148	AAGP R2128C	ID	09-May-2016		5	2	4	4

**II. Composition of Committees**

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SHANKAR MENON	ID	Member
2	NISHA PURUSHOTHAMAN	ED	Member
3	R RANGACHARI	ID	Chairperson

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SHANKAR MENON	ID	Member
2	NISHA PURUSHOTHAMAN	ED	Member
3	R RANGACHARI	ID	Chairperson



Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	NA	NA	

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	SHANKAR MENON	ID	Chairperson
2	M P PURUSHOTHAMAN	C & NED	Member
3	R RANGACHARI	ID	Member

iii. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
27-Apr-2016	11-Aug-2016	72
30-May-2016	16-Sep-2016	

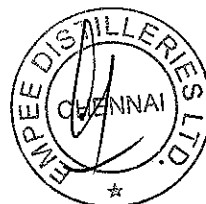
iv. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	11-Aug-2016	YES	30-May-2016	72
Nomination & Remuneration Committee	11-Aug-2016	YES	30-May-2016	
Stakeholders Relationship Committee	11-Aug-2016	YES	30-May-2016	

v. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**vi. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **K. MURALI**  
 Designation : **Company Secretary**



## ANNEXURE III

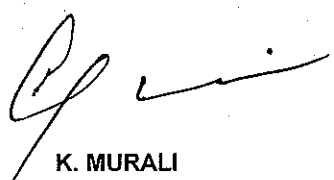
## Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

## Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name :  
Designation :

  
K. MURALI  
Company Secretary

