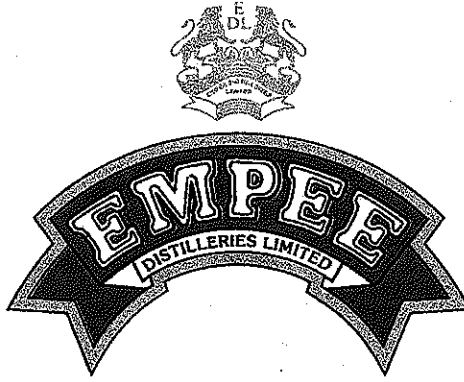


TIN No. 33980 640189
CST No. 33316 dt. 1.6.84
CIN No. L15511TN1983PLC010313
"EMPEE TOWER"
59 HARRIS ROAD
PUDUPET, CHENNAI - 600 002.



Tel : 28531111, 28522510, 28523514
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E-mail : info@empeegroup.co.in

13.01.2016

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 31.12.2015.

We are enclosing herewith the Corporate Governance Report for the quarter ended 31.12.2015 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

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST DECEMBER 2015
UNDER REGULATION 27 (2) OF THE
SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Name of Listed Entity : **EMPEE DISTILLERIES LIMITED**

2. Quarter ending : **31st December 2015**

I. Composition of Board of Directors :

Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chair person/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	M.P.PURUSHOTHAMAN	00088631	Chairman-Promoter	N.A.	N.A.	2	Nil	Nil
Ms.	NISHA PURUSHOTHAMAN	00044868	Executive Director – Promoter	N.A.	N.A.	2	4	Nil
Mr.	SHAJI PURUSHOTHAMAN	00044893	Non-Executive -Promoter	N.A.	N.A.	1	Nil	Nil
Mr.	T.S. RAGHAVAN	00446651	Independent	26.5.2014	5 years	3	4	2
Mr.	M.K.MOHAN	01260838	Independent	26.5.2014	5 years	2	2	2
Mr.	M.P.MEHROTRA *	00016768	Independent	26.5.2014	Upto 12.11.2015	7	7	3
Ms.	SHEENA PURUSHOTHAMAN	00044914	Non-Executive -Promoter	N.A.	N.A.	1	Nil	Nil
Mr.	SHEEJU PURUSHOTHAMAN	00044934	Non-Executive -Promoter	N.A.	N.A.	2	Nil	Nil
Mr.	SHANKAR MENON	01890229	Independent	14.8.2015	** Upto next AGM	3	Nil	Nil

*Resigned w.e.f. 12.11.2015.

** Appointed as Additional Director in the Board meeting held on 14.8.2015



II. Composition of Committees :		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/independent /Nominee)
1. Audit Committee	T.S.Raghavan Nisha Purushothaman M.K.Mohan	Independent Non Executive Independent
2. Nomination & Remuneration Committee	M.K.Mohan T.S.Raghavan Nisha Purushothaman	Independent Independent Non Executive
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee'	M.K.Mohan T.S.Raghavan Nisha Purushothaman	Independent Independent Non Executive

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)
14.08.2015	12.11.2015	90 days

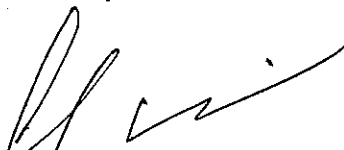
IV. Meeting of Committees :			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
a) Audit Committee: 12.11.2015	T.S.Raghavan Nisha Purushothaman M.K.Mohan	14.08.2015	90 days
b) Stakeholder Committee: 12.11.2015	M.K.Mohan T.S.Raghavan Nisha Purushothaman	14.08.2015	90 days



V. Related Party Transactions :	
Subject	Compliance status
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
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities) :N.A.</p> <p>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.</p> <p>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.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.</p> <p>This is the first quarter for which corporate governance report under (Listing Obligations and disclosure requirements) Regulations, 2015 is being submitted to the stock exchanges.</p> <p>Hence, requirement of placing the previous quarter report under this regulation before the board and committee of Directors does not arise.</p>

For Empee Distilleries Ltd


K. Murali
Company Secretary

