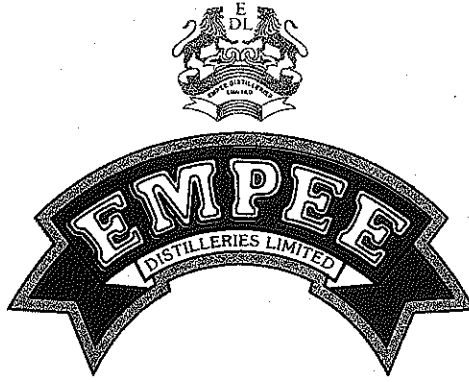


TIN No. 33980 640189  
CST No. 33316 dt. 1.6.84  
CIN No. L15511TN1983PLC010313  
"EMPEE TOWER"  
59 HARRIS ROAD  
PUDUPET, CHENNAI - 600 002.



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

Fax : 91 - 44 - 28555163

E-mail : info@empeegroup.co.in

12<sup>th</sup> March, 2016

**1. National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra [East]  
Mumbai - 400 051.

**2. BSE Limited**

P.J.Towers,  
Dalal Street,  
Mumbai - 400 001.

Dear Sirs,

**Sub: Outcome of EGM held on 10<sup>th</sup> March 2016 - Details of Voting Results.**  
**Ref : Intimation under Regulation 44 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.**

Pursuant to Regulation 44 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, the details of voting results of the Poll by remote e-voting conducted by the Company between 07<sup>th</sup> March, 2016 and 09<sup>th</sup> March, 2016 <sup>and</sup> by polling at EGM held on 10<sup>th</sup> March 2016 as per the prescribed format is attached along with the report of the Scrutinizer.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For Empee Distilleries Limited

M.P.Purushothaman  
Chairman

Encl:a/a



A UNIT OF  
**EMPEE**

Regd. Office : "EMPEE TOWER" 59, Harris Road, Pudupet, Chennai - 600 002.  
Distillery : Mevalooruppam Village, Sriperumbudur Taluk, Kancheepuram District, Pincode - 602 105.  
Tel : 27156235, 27156239, 30901785, 30901787 Telefax : 27156231



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### VOTING RESULTS – POLL AND REMOTE E-VOTING

#### I. Attendance of Members :

1.	Date of the EGM	10.03.2016
2.	Total Number of shareholders on the cut-off date for the purpose of voting by post and remote e-voting – 04 March, 2016	28871
3.	No. Of shareholders present in the meeting either in person or through proxy :	
[a]	Promoters and Promoter Group	7
[b]	Public	31
4.	No. Of shareholders attended the meeting through Video Conferencing :	
[a]	Promoters and Promoter Group	NIL
[b]	Public	NIL

#### II. Voting by Members :

Item No.	Agenda Item Description	Type of Resolution	Mode of Voting	Whether Promoter / Promoter Group are interested in the agenda / resolution	Remarks
1.	Issue of Non - Convertible Debentures	Special	Poll / Remote e-voting	No	Resolution passed with more than requisite majority
2.	Issue of Warrants by Preferential Allotment	Special	Poll / Remote e-voting	No	Resolution passed with more than requisite majority

#### III. Results of Poll / Postal Ballot / E-voting by members

The mode of voting for all the resolutions was **Remote e-voting and polling at EGM.**

In this connection, we attach the following:

1. Results of voting through remote e-voting and polling at EGM in the prescribed format.
2. Consolidated scrutinizers Report from the Scrutiniser - Practising Company Secretary, Mr. R. Kannan on the Remote e-voting and polling at EGM.

For Empee Distilleries Limited

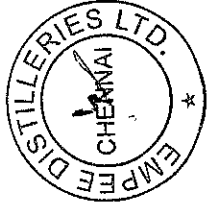
M.P. Purushothaman  
Chairman



EMPEE DISTILLERIES LIMITED

Resolution No.1	Category	Mode of Voting	No. Of Shares held	No. Of votes polled	% of votes polled against outstanding shares	No. Of votes - in favour	No. Of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	
Issue of Non-Convertible Debentures	Promoter and Promoter Group	E-voting	[1]	[2]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$	
		Poll	11672684	0	0.00	[Not Applicable]	0	0	0	
		EGM		11663284	99.92	11663284	0	100	0	
		Total		11663284	99.92	11663284	0	100	0	
	Public - Institutions	E-voting			-	-	-	-	-	-
		Poll			-	[Not Applicable]				
		EGM			-					
	Public - Non-Institutions	Total			-					
		E-voting			2226	0.030	2226	0	100.00	0.00
		Poll		7336209	4957	0.07	3952	1005	79.73	20.27
TOTAL	EGM			7183	0.10	6178	1005	86.01	13.99	
	Total			11670467	61.39	11669462	1005	99.99	0.01	

Resolution No.2	Category	Mode of Voting	No. Of Shares held	No. Of votes polled	% of votes polled against outstanding shares	No. Of votes - in favour	No. Of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	
Issue of Equity Shares Warrants by Preferential Allotment.	Promoter and Promoter Group	E-voting	[1]	[2]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$	
		Poll	11672684	0	0.00	[Not Applicable]	0	0	0	
		EGM		11663284	99.92	11663284	0	100	0	
		Total		11663284	99.92	11663284	0	100	0	
	Public - Institutions	E-voting			-	-	-	-	-	-
		Poll			-	[Not Applicable]				
		EGM			-					
	Public - Non-Institutions	Total			-					
		E-voting			2226	0.030	2226	0	100.00	0.00
		Poll		7336209	4957	0.07	3952	1005	79.73	20.27
TOTAL	EGM			7183	0.10	6178	1005	86.01	13.99	
	Total			11670467	61.39	11669462	1005	99.99	0.01	



Ref:

**SCRUTINIZER'S REPORT FOR E VOTING AND POLL**

Date :

[Pursuant to rule Section 109 of the Companies Act, 2013 ["the Act"], read with Rule 21(2) of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To

The Chairman  
M/s. Empee Distilleries Limited (CIN: L15511TN1983PLC010313)  
Empee Tower  
59, Harris Road, Pudupet  
Chennai : 600 002

Dear Sir,

**Sub: Passing of resolution through Electronic means as well as poll conducted at the Extra Ordinary General Meeting of Empee Distilleries Limited held on 10<sup>th</sup> March 2016.**

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practising Company Secretary having office at No.6A, 10<sup>th</sup> Street, New Colony, Adambakkam, Chennai – 600 088, Tamil Nadu, India was appointed as the Scrutinizer by the Board of Directors of M/s. Empee Distilleries Limited for the e-voting. Further the E voting was held from Monday, the 7<sup>th</sup> March, 2016 (10.00 a.m.), ended on Wednesday, the 09<sup>th</sup> March, 2016 [5.00 p.m.] under the CDSL platform viz. [www.evotingindia.com](http://www.evotingindia.com) and the Chairman of the Extraordinary General Meeting of the company appointed me as Scrutinizer for the poll held at EGM of the Company on 10<sup>th</sup> March, 2016.

**Responsibility of the Management**

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and Poll on the Resolution(s) as set out in the notice convening the EGM dated 11<sup>th</sup> February, 2016.


Ref:

Date :

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the E Voting process and for the poll at the Extraordinary General Meeting, is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the notice convening the EGM, based on the reports generated from the e- voting system provided by the Central Depository Services [India] Limited (CDSL), the authorised agency engaged by the Company for providing e- voting facilities and also at the time of Poll at the Extraordinary General Meeting at the EGM Venue. The Ballot Box was opened after completion of the physical voting in the presence of witnesses, as provided in the annexure with this report.

Ten ballot paper was found invalid.

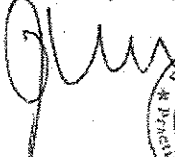

In view of the above, I hereby submit my consolidated report on the results of the e- voting together with that of the poll in respect of the said resolution(s) as under:

**SPECIAL BUSINESS :**

**ITEM NO.1**

**SPECIAL RESOLUTION**

**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) of the Company to offer/issue Secured, Rated, Listed, Non-Convertible, Redeemable, Debentures ("NCD"), in one or more series/ tranches issuable at par aggregating up to Rs. 48,50,00,000/- (Rupees Forty Eight Crores and Fifty Lakh only), to eligible investors, and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said NCDs are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period,

Ref:

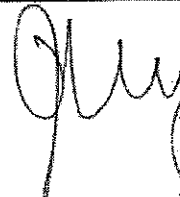

Date :

utilization of the issue proceeds and all matters connected therewith or incidental thereto;

**RESOLVED FURTHER THAT, Mr. M P Purushothaman, Chairman and Ms. Nisha Purushothaman, Joint Managing Director of the Company** be and are hereby severally authorised to finalise the documents for creating the mortgages, charges, pledges and/or hypothecations and to negotiate, modify, finalise and sign all documents, including without limitation the offer letter/shelf disclosure document, debenture trust deed, pledge agreement and any other security documents, in connection with the issue by the Company of such NCDs and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolutions and also to seek listing of such NCDs at the Stock Exchanges where the existing securities are listed."

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	NIL	7	7	NIL	11663284	11663284	NIL	100
Public	4	15	19	2226	3952	6178	100	79.73
Total Voting	4	22	26	2226	11667236	11669462		

Ref:

Date :

**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	2	NIL	1005	NIL	20.27
Total Voting	NIL	2	NIL	1005		

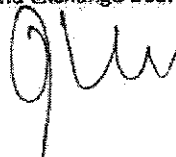

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	10	NIL	-	NIL	NIL
Total Voting	NIL	10	NIL	-	NIL	NIL

**ITEM NO.2**

**SPECIAL RESOLUTION :**

**"RESOLVED THAT** pursuant to the provisions of Section 62 (1) (c) read with Section 42 of the Companies Act, 2013 and applicable provisions of Companies (Share Capital and Debenture Rules), 2014 and the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with Chapter VII of the Securities and Exchange Board of India

Ref:

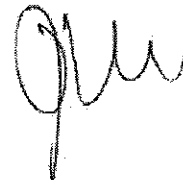

Date :

(Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and the enabling provisions of the listing agreements entered into by the Company with the Stock Exchanges on which the securities of the Company are listed (the "Listing Agreements") and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the appropriate authorities, institutions or bodies, as may be necessary and subject to such other conditions as may be prescribed/stipulated by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to/accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which shall be deemed to include any Committee duly constituted by the Board in exercise of its powers), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot upto 10,00,000 (Ten Lakh only) convertible warrants ("Warrants") on preferential basis, of Rs. 74.86 \*(Rupees Seventy Four and Eighty Six Paise only), per Warrant convertible into 10,00,000 (Ten Lakh only) equity shares of the Company of the face value of Rs.10/- (hereinafter referred to as "Warrants") to following persons for cash which shall upon conversion rank pari-passu with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with SEBI ICDR Regulation or other provisions of the law as may be prevailing at the time; provided that the minimum price of the warrants so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of SEBI ICDR Regulations:-

Sl. No.	Name of proposed Allottees	Category	PAN	No. of Warrants proposed to be allotted
1.	EW India Special Assets Fund Pte Ltd	Foreign Portfolio Investor	AADCE6722H	8,05,347
2.	ECap Equities Limited	Public Bodies Corporate	AABCE8997N	1,94,653
<b>Total</b>				<b>10,00,000</b>

\* Price as on relevant date :Rs. 74.86 as per ICDR , SEBI

**RESOLVED FURTHER THAT** the 'Relevant Date' for the purpose of determining the issue price of warrants, in pursuance of SEBI ICDR Regulation, 2009, shall be 30 (Thirty) days



Ref: prior to the date of the Extraordinary General Meeting (EGM) at which the approval of the shareholders in terms of Section 62(1)(c) & section 42 of the Companies Act, 2013 is obtained, i.e. February 9, 2016.

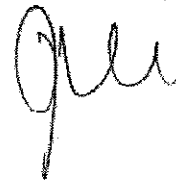

**RESOLVED FURTHER THAT** the price per Warrant calculated is Rs. 74.86 (Rupees Seventy Four and Eighty Six Paise only).

**RESOLVED FURTHER THAT:-**

- a) each warrant be convertible into one equity share can be exercised at any time within a period of 18 months from the date of issue of such Warrants and on such other terms and conditions, subject to SEBI ICDR Regulation, as may be applicable, from time to time.
- b) In accordance with Chapter VII of SEBI ICDR Regulations, 25% of the consideration payable for the warrants (and the equity shares into which they are converted), shall be paid by the proposed allottees to the Company upon issue and allotment of the warrants.
- c) The amount paid on issue of warrants shall be forfeited if the warrants are not exercised within a period of 18 months from the date of issue of warrants.
- d) Equity Shares to be issued and allotted by the Company on exercising of the option against the warrants shall rank pari-passu in all respects with the then existing fully paid-up Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Warrants shall be issued and allotted by the Company to the Subscribers within 15 (fifteen) days of the passing of this resolution provided where the allotment of the Warrants is pending on account of pendency of any approval by any regulatory authority or the Central Government or any relaxation has been granted in relation thereto, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approvals.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things including, as may be required in connection with the proposed allotment of Warrants, without limitation finalising the offer letter and entering into the relevant agreements and do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to authorize all such persons as may be necessary for giving effect to the above resolutions without being required to seek any further consent or approval


Ref: of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution within the limit mentioned above and also to seek listing of such securities at the Stock Exchanges where the existing securities are listed."

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	NIL	7	7	NIL	11663284	11663284	NIL	100
Public	4	15	19	2226	3952	6178	100	79.73
Total Voting	4	22	26	2226	11667236	11669462		

**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	2	NIL	1005	NIL	20.27
Total Voting	NIL	2	NIL	1005		

*[Handwritten Signature]*  


Ref:

Date :

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	10	NIL	-	NIL	NIL
Total Voting	NIL	10	NIL	-	NIL	NIL

An annexure containing the details of the report on e-voting as well the poll against the said resolutions are attached.

The Poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

The Outcome of the Extraordinary General Meeting may be declared accordingly based on the voting results as reported hereinabove.

Date : 11<sup>th</sup> March, 2016  
Place : Chennai

  
R. Kannan  
Practicing Company Secretary  
CP. No. 3363

