

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., A.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 rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

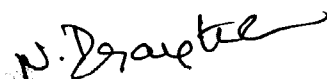
Thirtieth Annual General Meeting of the Equity Shareholders of
M/s. Empee Distilleries Limited

Held on 25th June, 2015 at P. Obul Reddy Hall, Sri Thyaga Brahma Gana Sabha,
Vani Mahal, G.N. Chetty Road, T.Nagar, Chennai 600 017

Dear Sir,

I, N.Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, was 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) & poll taken at the 30th Annual General Meeting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 30th Annual General meeting of the Equity Shareholders of M/s. Empee Distilleries Limited, held on Thursday, the 25th day of June, 2015 at P. Obul Reddy Hall, Sri Thyaga Brahma Gana Sabha, Vani Mahal, G.N. Chetty Road, T.Nagar, Chennai 600 017, submit our report 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 30th Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process both 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 the report generated electronically for voting by use of polling papers at the meeting.


N. Pratheepa

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The result of the voting is as under:

(a) Resolution No. 1 - Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2015 (Ordinary Business) (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10751096	27
Less: Invalid votes	0	0
Net Valid votes cast	10751096	27
Votes cast in favour	10751096	27
Votes Cast against	0	0

% of total valid votes cast in favour of the resolution: 100%

% of total valid votes cast against the resolution: NIL.

(b) Resolution No. 2 - Appointment of a director in place of Shri. Shaji Purushothaman, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Business) (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10751095	26
Less: Invalid votes	0	0
Net Valid votes cast	10751095	26
Votes cast in favour	10750595	24
Votes Cast against	500	2

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


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

(c) Resolution No. 3 - Appointment of M/s. Venkatesh & Co., Chartered Accountants, as the auditors of the Company (Ordinary Business) (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10751095	26
Less: Invalid votes	0	0
Net Valid votes cast	10751095	26
Votes cast in favour	10751095	26
Votes Cast against	0	0

% of total valid votes cast in favour of the resolution: 100%

% of total valid votes cast against the resolution: NIL



S. Dhanapal

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(d) Resolution No. 4 – Ratification of Remuneration payable to Cost Auditor (Special Business) (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10751095	26
Less: Invalid votes	0	0
Net Valid votes cast	10751095	26
Votes cast in favour	10750645	25
Votes Cast against	450	1

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

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

(e) Resolution No. 5 - Appointment of Shri. M.K.Mohan as an Independent Director (Special Business) (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10751095	26
Less: Invalid votes	0	0
Net Valid votes cast	10751095	26
Votes cast in favour	10750645	25
Votes Cast against	450	1

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

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

(f) Resolution No. 6 - Appointment of Shri. T.S.Raghavan as an Independent Director (Special Business) (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10751095	26
Less: Invalid votes	0	0
Net Valid votes cast	10751095	26
Votes cast in favour	10751095	26
Votes Cast against	0	0

% of total valid votes cast in favour of the resolution: 100%

% of total valid votes cast against the resolution: NIL

B. Raghav

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(g) Resolution No. 7 - Appointment of Shri. M.P.Mehrotra as an Independent Director (Special Business) (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10751095	26
Less: Invalid votes	0	0
Net Valid votes cast	10751095	26
Votes cast in favour	10751095	26
Votes Cast against	0	0

% of total valid votes cast in favour of the resolution: 100%

% of total valid votes cast against the resolution: NIL

(h) Resolution No. 8 - Approval for related party transactions (Special Business) (Special Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10751095	26
Less: Invalid votes	10746983	8
Net Valid votes cast	4112	18
Votes cast in favour	3162	15
Votes Cast against	950	3

% of total valid votes cast in favour of the resolution: 76.90%

% of total valid votes cast against the resolution: 23.10%

(i) Resolution No. 9 - Appointment of Ms. Sheena Purushothaman as Director (Special Business) (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10751095	26
Less: Invalid votes	0	0
Net Valid votes cast	10751095	26
Votes cast in favour	10749780	22
Votes Cast against	1315	4

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

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

N. Dhanapal

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(j) Resolution No. 10 – Appointment of Mr. Sheeju Purushothaman as Director (Special Business) (Ordinary Resolution)

	No. of Shares	No. of Members
Total Votes Cast	10751095	26
Less: Invalid votes	0	0
Net Valid votes cast	10751095	26
Votes cast in favour	10750230	23
Votes Cast against	865	3

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

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

Thanking you,

Place: Chennai
Dated: 26.06.2015

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



N. Ramanathan
Partner
Membership # F6665
CP # 11084