

EMPEE SUGARS & CHEMICALS LIMITED

CIN : L24110AP1988PLC009291

Regd. Office : Ayyaparedipalem Naidupet Mandal, Nellore Dist,
Andhra Pradesh - 524126

Phone : 91-44-2853 1111, Fax : 91-44-2855 5163

Email: info@empeegroup.co.in Website: www.empeegroup.co.in

RESULT OF POSTAL BALLOT

It is hereby notified to the Shareholders of the Company and all other concerned entities / authorities that the Company conducted the process of Postal Ballot pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, for passing of resolutions as set out in the notice of postal ballot dated 26th May, 2014.

The last date of receipt of postal ballot forms either through physical submission by shareholders of the Company in the self addressed postage pre-paid business reply envelope or through e-voting was upto the close of working hours on 03.07.2014.

The Company had appointed Shri. S.Dhanapal; Senior Partner of M/s. S Dhanapal & Associates, Practising Company Secretaries as scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Shri. S.Dhanapal has submitted his report dated 5th July, 2014 to the Chairman of the company. Based on the scrutinizer report, the results were declared by Mr. M.P.Purushothaman, Chairman & Managing Director on 6th July, 2014 at 11.30 A.M. at the Registered Office of the Company at No.59, Harris Road, Pudupet, Chennai-600002.

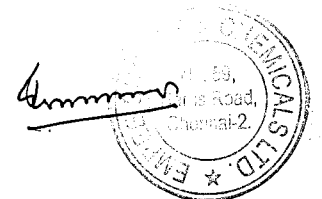
The summarised result of the Postal Ballot is as follows:

(a) Resolution No. 1 - Amendment of Main Object Clause of Memorandum of Association (Special Resolution)

| | No. of Shares | | | No. of Members | | |
|----------------------|-----------------------|-----------------------|----------|-----------------------|-----------------------|-------|
| | E-voting (Electronic) | Physical Ballot Forms | Total | E-voting (Electronic) | Physical Ballot Forms | Total |
| Total votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Less: Invalid votes | - | - | - | - | - | - |
| Net Valid votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Votes cast in favour | 3422 | 29457264 | 29460686 | 6 | 12 | 18 |
| Votes Cast against | 25 | - | 25 | 1 | - | 1 |

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

% of total votes cast against the resolution: 0.01%



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(b) Resolution No. 2 – Amendment of Incidental Object Clause of the Memorandum of Association (Special Resolution)

| | No. of Shares | | | No. of Members | | |
|----------------------|-----------------------|-----------------------|----------|-----------------------|-----------------------|-------|
| | E-voting (Electronic) | Physical Ballot Forms | Total | E-voting (Electronic) | Physical Ballot Forms | Total |
| Total votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Less: Invalid votes | - | - | - | - | - | - |
| Net Valid votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Votes cast in favour | 3422 | 29457264 | 29460686 | 6 | 12 | 18 |
| Votes Cast against | 25 | - | 25 | 1 | - | 1 |

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

% of total votes cast against the resolution: 0.01%

(c) Resolution No. 3 - Deletion of Other Objects Clause of the Memorandum of Association of the Company (Special Resolution)

| | No. of Shares | | | No. of Members | | |
|----------------------|-----------------------|-----------------------|----------|-----------------------|-----------------------|-------|
| | E-voting (Electronic) | Physical Ballot Forms | Total | E-voting (Electronic) | Physical Ballot Forms | Total |
| Total votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Less: Invalid votes | - | - | - | - | - | - |
| Net Valid votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Votes cast in favour | 3402 | 29457264 | 29460666 | 5 | 12 | 17 |
| Votes Cast against | 45 | - | 45 | 2 | - | 2 |

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

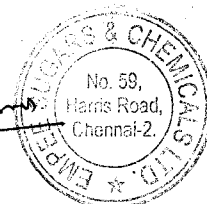
% of total votes cast against the resolution: 0.01%

(d) Resolution No. 4 – Amendment of the Liability Clause of the Memorandum of Association of the Company (Special Resolution)

| | No. of Shares | | | No. of Members | | |
|----------------------|-----------------------|-----------------------|----------|-----------------------|-----------------------|-------|
| | E-voting (Electronic) | Physical Ballot Forms | Total | E-voting (Electronic) | Physical Ballot Forms | Total |
| Total votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Less: Invalid votes | - | - | - | - | - | - |
| Net Valid votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Votes cast in favour | 3422 | 29457264 | 29460686 | 6 | 12 | 18 |
| Votes Cast against | 25 | - | 25 | 1 | - | 1 |

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

% of total votes cast against the resolution: 0.01%



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(e) Resolution No. 5 – Adoption of new set of Articles of Association of the Company (Special Resolution)

| | No. of Shares | | | No. of Members | | |
|----------------------|-----------------------|-----------------------|----------|-----------------------|-----------------------|-------|
| | E-voting (Electronic) | Physical Ballot Forms | Total | E-voting (Electronic) | Physical Ballot Forms | Total |
| Total votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Less: Invalid votes | - | - | - | - | - | - |
| Net Valid votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Votes cast in favour | 3422 | 29457264 | 29460686 | 6 | 12 | 18 |
| Votes Cast against | 25 | - | 25 | 1 | - | 1 |

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

% of total votes cast against the resolution: 0.01%

(f) Resolution No. 6 – Appointment of Auditor (Ordinary Resolution)

| | No. of Shares | | | No. of Members | | |
|----------------------|-----------------------|-----------------------|----------|-----------------------|-----------------------|-------|
| | E-voting (Electronic) | Physical Ballot Forms | Total | E-voting (Electronic) | Physical Ballot Forms | Total |
| Total votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Less: Invalid votes | - | - | - | - | - | - |
| Net Valid votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Votes cast in favour | 3402 | 29457264 | 29460666 | 5 | 12 | 17 |
| Votes Cast against | 45 | - | 45 | 2 | - | 2 |

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

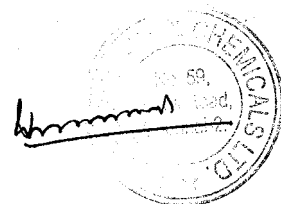
% of total votes cast against the resolution: 0.01%

g) Resolution No. 7 - Borrowing Powers of the Company (Special Resolution)

| | No. of Shares | | | No. of Members | | |
|----------------------|-----------------------|-----------------------|----------|-----------------------|-----------------------|-------|
| | E-voting (Electronic) | Physical Ballot Forms | Total | E-voting (Electronic) | Physical Ballot Forms | Total |
| Total votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Less: Invalid votes | - | - | - | - | - | - |
| Net Valid votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Votes cast in favour | 3422 | 29457264 | 29460686 | 6 | 12 | 18 |
| Votes Cast against | 25 | - | 25 | 1 | - | 1 |

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

% of total votes cast against the resolution: 0.01%



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(h) Resolution No. 8 – Mortgaging/Charging of the Properties of the Company (Special Resolution)

| | No. of Shares | | | No. of Members | | |
|----------------------|-----------------------|-----------------------|----------|-----------------------|-----------------------|-------|
| | E-voting (Electronic) | Physical Ballot Forms | Total | E-voting (Electronic) | Physical Ballot Forms | Total |
| Total votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Less: Invalid votes | - | - | - | - | - | - |
| Net Valid votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Votes cast in favour | 3422 | 29457264 | 29460686 | 6 | 12 | 18 |
| Votes Cast against | 25 | - | 25 | 1 | - | 1 |

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

% of total votes cast against the resolution: 0.01%


(i) Resolution No. 9 – To make investment, give loan, security or guarantee by the company (Special Resolution)

| | No. of Shares | | | No. of Members | | |
|----------------------|-----------------------|-----------------------|----------|-----------------------|-----------------------|-------|
| | E-voting (Electronic) | Physical Ballot Forms | Total | E-voting (Electronic) | Physical Ballot Forms | Total |
| Total votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Less: Invalid votes | - | - | - | - | - | - |
| Net Valid votes cast | 3447 | 29457264 | 29460711 | 7 | 12 | 19 |
| Votes cast in favour | 3322 | 29457264 | 29460586 | 5 | 12 | 17 |
| Votes Cast against | 125 | - | 125 | 2 | - | 2 |

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

% of total votes cast against the resolution: 0.01%

Accordingly, the above said resolutions have been passed by the shareholders with requisite majority.

For **EMPEE SUGARS AND CHEMICALS LIMITED**Place : Chennai
Date: 06.07.2014**M.P. Purushothaman**
Chairman & Managing Director

