

Partners

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S Dhanapal & Associates

Practising Company Secretaries

Branch Offices**Virugambakkam**

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Virugambakkam (Near Avichi School)
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Thiruvanimiyur

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Report of Scrutinizer

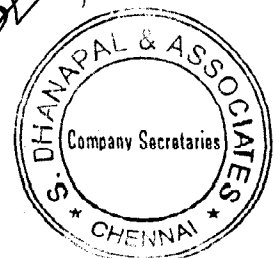
[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
M/s. Empee Sugars and Chemicals Limited
Regd. Office:
Ayyapareddipalem, Naidupet Mandal,
Nellore Dist, Andhra Pradesh – 524126

Dear Sir,

I, S. Dhanapal, Senior Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of conducting the postal ballot for passing of resolutions as set out in the notice of postal ballot dated 26th May 2014 in terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, submit my report as under:

- 1.1 The Company has completed on 02.06.2014 the dispatch of Postal Ballot Forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 30.05.2014.
- 1.2 The shareholders of the Company had option to vote on the resolutions either through the postal ballot forms physically or through the e-voting facility. Shareholders opting for e-voting facility, cast their votes on the designated website <https://www.evotingindia.co.in> of Central Depository Services (India) Limited (CDSL).
- 1.3 The physical postal ballot forms were received by and kept under safe custody of the Registrar and Transfer Agent of the Company, M/s. Cameo Corporate Services Limited, before commencing the scrutiny of such postal ballot forms.



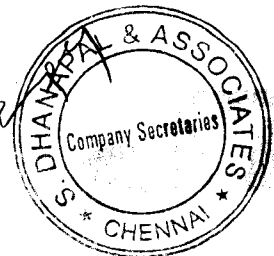
- 1.4 The postal ballot forms were handed over to me on close of working hours of 03.07.2014 for my scrutiny.
- 1.5 With the support of the Registrar and Transfer Agent, the Postal Ballot Forms were scrutinized and signatures of Members, who had cast their votes, were verified as also the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on 30.05.2014 maintained by them.
- 1.6 All Postal Ballot Forms received upto the close of working hours on 03.07.2014 were considered for my scrutiny, being the last date and time fixed by the Company for receipt of the duly completed postal ballot forms and e-voting on CDSL portal as per the notice of postal ballot dated 26th May, 2014.
- 1.7 Envelopes containing Postal Ballot Forms received after the close of working hours of 03.07.2014 were not considered for my scrutiny.
- 1.8 It was informed by the Company that the envelopes containing Postal Ballot Forms undelivered by the postal authorities aggregated to 338 numbers and are kept separately by the Company.
- 1.9 There appears no defaced or mutilated Postal Ballot Forms.
2. A summary of the votes cast electronically and physical Postal Ballot Forms received, is given below:

Resolution No. 1 - Amendment of Main Object Clause of Memorandum of Association

	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%



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

	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

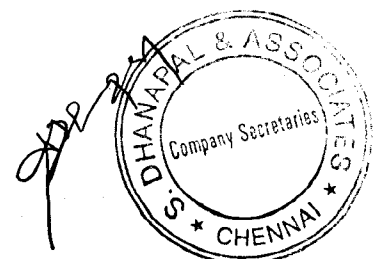
	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	3447	29457264	29460711	7	12	19
Less: Invalid votes	-	-	-	-	-	-
Net Valid votes cast	3447	29457264	29460711	7	12	19
Votes cast in favour	3402	29457264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

	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%

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

	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

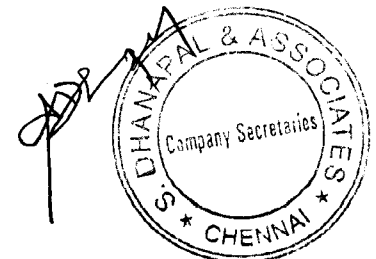
	No. of Shares			No. of Members		
	E-voting (Electronic)	Physical Ballot Forms	Total	E-voting (Electronic)	Physical Ballot Forms	Total
Total votes cast	3447	29457264	29460711	7	12	19
Less: Invalid votes	-	-	-	-	-	-
Net Valid votes cast	3447	29457264	29460711	7	12	19
Votes cast in favour	3402	29457264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

	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	3447	29457264	29460711	7	12	19
Votes cast in favour	3422	29457264	29460686	6	12	18
Votes Cast against	25	-	25	1	-	1



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

% of total votes cast against the resolution: 0.01%

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

	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	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%

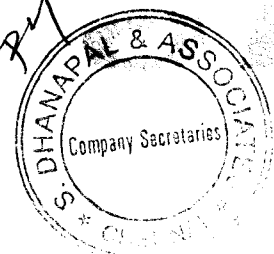
(i) Resolution No. 9 – To make investment, give loan, security or guarantee by the company

	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	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%

3. In terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, all the documents relating to postal Ballot and e-Voting shall remain under my custody until the Minutes are signed and approved by the Chairman and the same will be handed over to the Company after the declaration of the results.



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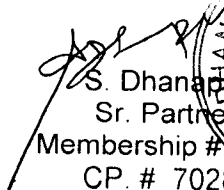
4. The Chairman may declare the result of the voting (both physical as well as electronic) by postal ballot.

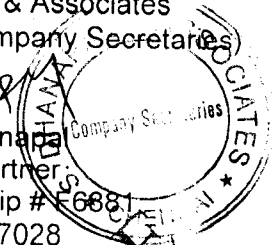
Thanking you,

Place: Chennai
Dated: 05.07.2014

Yours faithfully,

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


S. Dhanapal
Sr. Partner
Membership # F6881
CP. # 7028



CARING CORPORATE COMPLIANCE