

**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.

Mob No. : 96770 22712

Mob No. : 96771 23774

Mob No. : 98405 52790

# S Dhanapal & Associates

## Practising Company Secretaries

**Branch Offices****Virugambakkam**

New No. 42, (Old 12), Reddy Street,  
Virugambakkam (Near Avichi School)  
Chennai - 600 092. Mobile : 96771 61824

**Thiruvanimiyur**

#1B, 1st Floor, Vantaga Plaza,  
No.1, M.G. Road, Off: L.B. Road,  
Thiruvanimiyur (Opp. Adyar Bus Depot)  
Chennai - 600 041. Mobile : 96771 04891

Suite No. 103, First Floor, Kaveri Complex,  
No. 96/104, Nungambakkam High Road,  
(Next to Ganpat Hotel & ICICI Bank)  
Nungambakkam, Chennai - 600 034.  
Phone No. 044-45530256 / 257  
Direct Number : 044 - 42652127  
E-mail: csdhanapal@gmail.com  
website: www.csdhanapal.com

**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  
23rd Annual General Meeting of the Equity Shareholders of  
M/s. Empee Sugars and Chemicals Limited  
Nellore

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 voting by electronic means, ballot and poll taken on the below mentioned resolutions in connection with the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of M/s. Empee Sugars and Chemicals Limited, held on Friday, the 26<sup>th</sup> September, 2014 at 11.30 a.m. at the Registered Office of the Company at Ayyapareddipalem Village, Naidupet Mandal, Nellore District - 524126, to submit the combined results of voting by electronic means and poll as under:

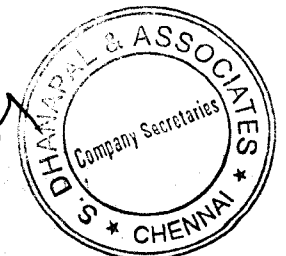
**CONSOLIDATED RESULTS OF ITEM NO. 1**

**Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended 31st March, 2014 (Ordinary Business)**

	Total Number of Shares	Total Number of Members
Total votes received	29162864	32
Less: Invalid votes	0	
Net Valid Votes	29162864	32
Votes in favour	29162764	31
Vote Against	100	1

% of total valid votes cast in favour of the resolution: 99.99966 %

% of total valid votes cast against the resolution: 0.00034%



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### CONSOLIDATED RESULTS OF ITEM NO. 2

**To appoint a director in the place of Mr. Sheeju Purushothaman (DIN-00044934), who retires by rotation and is eligible for re-appointment (Ordinary Business)**

	Total Number of Shares	Total Number of Members
Total votes Received	29162864	32
Less: Invalid votes	0	0
Net Valid Votes	29162864	32
Votes in favour	29162664	30
Vote Against	200	2

% of total valid votes cast in favour of the resolution: 99.99931%

% of total valid votes cast against the resolution: 0.00069%

### CONSOLIDATED RESULTS OF ITEM NO. 3

**Appointment of M/s. Venkatesh & Co, Chartered Accountants (Firm Registration No.004636S), as the auditors of the Company (Ordinary Business)**

	Total Number of Shares	Total Number of Members
Total votes Received	29162864	32
Less: Invalid votes	0	0
Net Valid Votes	29162864	32
Votes in favour	29162764	31
Vote Against	100	1

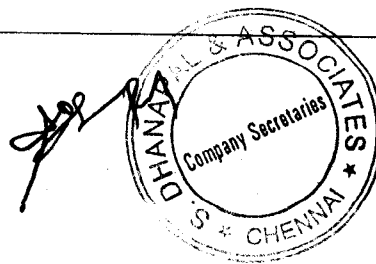
% of total valid votes cast in favour of the resolution: 99.99966 %

% of total valid votes cast against the resolution: 0.00034%

### CONSOLIDATED RESULTS OF ITEM NO. 4

**Appointment of Mr. M.K. Mohan as an Independent Director (Special Business)**

	Total Number of Shares	Total Number of Members
Total votes Received	29162864	32
Less: Invalid votes	0	0



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Net Valid Votes	29162864	32
Votes in favour	29162664	30
Vote Against	200	2

% of total valid votes cast in favour of the resolution: 99.99931%  
 % of total valid votes cast against the resolution: 0.00069%

### CONSOLIDATED RESULTS OF ITEM NO. 5

#### **Appointment of Mr.M.P.Mehrotra as an Independent Director (Special Business)**

	Total Number of Shares	Total Number of Members
Total votes Received	29162864	32
Less: Invalid votes	0	0
Net Valid Votes	29162864	32
Votes in favour	29162664	30
Vote Against	200	2

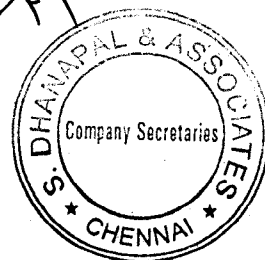
% of total valid votes cast in favour of the resolution: 99.99931%  
 % of total valid votes cast against the resolution: 0.00069%

### CONSOLIDATED RESULTS OF ITEM NO. 6

#### **Appointment of Mr.Shankar Menon as an Independent Director (Special Business)**

	Total Number of Shares	Total Number of Members
Total votes Received	29162864	32
Less: Invalid votes	0	0
Net Valid Votes	29162864	32
Votes in favour	29162664	30
Vote Against	200	2

% of total valid votes cast in favour of the resolution: 99.99931 %  
 % of total valid votes cast against the resolution: 0.00069%



### CONSOLIDATED RESULTS OF ITEM NO. 7

**Appointment of Mr.T.S.Raghavan as an Independent Director (Special Business)**

	Total Number of Shares	Total Number of Members
Total votes Received	29162864	32
Less: Invalid votes	0	0
Net Valid Votes	29162864	32
Votes in favour	29162764	31
Vote Against	100	1

% of total valid votes cast in favour of the resolution: 99.99966 %

% of total valid votes cast against the resolution: 0.00034%

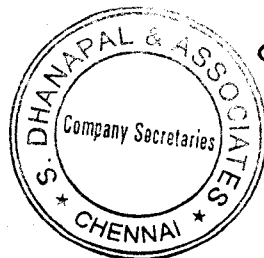
### CONSOLIDATED RESULTS OF ITEM NO. 8

**Approval for transaction with related parties (Special Business)**

	Total Number of Shares	Total Number of Members
Total votes Received	29162864	32
Less: Invalid votes	29146164	7
Net Valid Votes	16700	25
Votes in favour	16500	23
Vote Against	200	2

% of total valid votes cast in favour of the resolution: 98.80%

% of total valid votes cast against the resolution: 1.20%



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*[Handwritten initials 'SD']*

# S Dhanapal & Associates

Practising Company Secretaries

## CONSOLIDATED RESULTS OF ITEM NO. 9

### Proposal to BIFR (Special Business)

	Total Number of Shares	Total Number of Members
Total votes Received	29162864	32
Less: Invalid votes	0	0
Net Valid Votes	29162864	32
Votes in favour	29162664	30
Vote Against	200	2

% of total valid votes cast in favour of the resolution: 99.99931 %

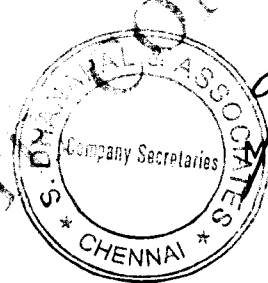
% of total valid votes cast against the resolution: 0.00069%

Thanking you,

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

Place: Chennai  
Dated: 27.09.2014

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



CARING CORPORATE

SD