

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., F.C.S, DCG(ICSI)
R. Pratheepa, B.C.S., A.C.S

Report of Scrutinizer

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
24th Annual General Meeting of the Equity Shareholders of
M/s. Empee Sugars and Chemicals Limited
Chennai

Dear Sir,

I, N. Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. Empee Sugars and Chemicals Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and poll taken at the 24th Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (Management and Administration) Rules, 2014 as amended, in respect of the below mentioned resolutions proposed at the 24th Annual General meeting of the Equity Shareholders of M/s. Empee Sugars and Chemicals Limited, held on Tuesday, the 22nd day of September, 2015 at 11.30 A.M. at the registered office of the company, submit the combined results of voting by electronic means (remote e-voting) and poll 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 33rd Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and by use of polling papers at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizers 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 for voting by use of polling papers at the meeting.

The consolidated results of the voting are as under:



S Dhanapal & Associates

Practising Company Secretaries

Resolution No. 1 - Adoption of the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Statement, Cash Flow Statement for the year ended 31st March, 2015 together with the Reports of the Directors and Auditors thereon

	No. of Shares	No. of Members
Total Votes Cast	29225465	44
Less: Invalid votes	-	-
Net Valid votes cast	29225465	44
Votes cast in favour	29225465	44
Votes Cast against	-	-

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

% of total valid votes cast against the resolution: NIL

Resolution No. 2 - To appoint a director in place of Ms. Nisha Purushothaman, who retires by rotation and being eligible offers herself for reappointment

	No. of Shares	No. of Members
Total Votes Cast	29225465	44
Less: Invalid votes	-	-
Net Valid votes cast	29225465	44
Votes cast in favour	29225465	44
Votes Cast against	-	-

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

% of total valid votes cast against the resolution: 0.01

Resolution No. 3 - Appointment of M/s. Venkatesh & Co. as Statutory Auditors

	No. of Shares	No. of Members
Total Votes Cast	29225465	44
Less: Invalid votes	-	-
Net Valid votes cast	29225465	44
Votes cast in favour	29225465	44
Votes Cast against	-	-

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

% of total valid votes cast against the resolution: NIL



Deepti

S Dhanapal & Associates

Practising Company Secretaries

Resolution No. 4 – Ratification of Remuneration payable to Cost Auditor

	No. of Shares	No. of Members
Total Votes Cast	29225465	44
Less: Invalid votes	-	-
Net Valid votes cast	29225465	44
Votes cast in favour	29225465	44
Votes Cast against	-	-

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

% of total valid votes cast against the resolution: NIL

Resolution No. 5 – Approval for transaction with related parties

	No. of Shares	No. of Members
Total Votes Cast	29225465	44
Less: Invalid votes	29201264	9
Net Valid votes cast	24201	35
Votes cast in favour	19201	34
Votes Cast against	5000	1

% of total valid votes cast in favour of the resolution: 79.34

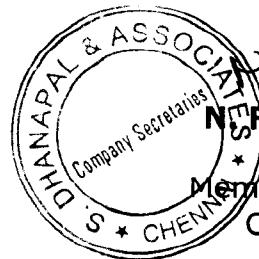
% of total valid votes cast against the resolution: 20.66

Thanking you,

Dated: 23.09.2015

Yours faithfully,

For S DHANAPAL & ASSOCIATES
(A firm of Practising Company Secretaries)



Dhanapal
N. RAMANATHAN

Partner

Membership # F6665

CP # 11084