

### SCRUTINIZER'S REPORT FOR E VOTING AND POLL

[Pursuant to rule Section 109 of the Companies Act, 2013 ["the Act"], read with Rule 21(2) of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To

The Chairman  
M/s. Empee Distilleries Limited (CIN: L15511TN1983PLC010313)  
Empee Tower  
59, Harris Road, Pudupet  
Chennai : 600 002

Dear Sir,

**Sub: Passing of resolution through Electronic means as well as poll conducted at the Extra Ordinary General Meeting of Empee Distilleries Limited held on 19<sup>th</sup> January 2017 at 11:30 am**

I, R. Kannan, M.Com., GDMM., ACMA, FCS, Practising Company Secretary having office at No.5A, 10<sup>th</sup> Street, New Colony, Adambakkam, Chennai – 600 088, Tamil Nadu, India was appointed as the Scrutinizer by the Board of Directors of M/s. Empee Distilleries Limited for the e-voting. Further the E voting was held from 16.01.2017 at 10.00 A.M. and ends on 18.01.2017 at 5.00 P.M under the CDSL platform viz. [www.evotingindia.com](http://www.evotingindia.com) and the Chairman of the Extraordinary General Meeting of the company appointed me as Scrutinizer for the poll held at EGM of the Company on 19<sup>th</sup> January, 2017.

#### **Responsibility of the Management**

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and Poll on the Resolution(s) as set out in the notice convening the EGM dated 26<sup>th</sup> December 2016.

#### **Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the E Voting process and for the poll at the Extraordinary General Meeting, is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the notice convening the EGM, based on the reports generated from the e- voting system provided by the Central Depository Services [India] Limited (CDSL), the authorised agency engaged by the Company for providing e- voting facilities and also at the time of Poll at the Extraordinary General Meeting at the EGM Venue. The Ballot Box was opened after completion of the physical voting in the presence of witnesses, as provided in the annexure with this report.

In view of the above, I hereby submit my consolidated report on the results of the e- voting together with that of the poll in respect of the said resolution(s) as under:

  


**SPECIAL BUSINESS:**

**ITEM NO.1**

**TO AMEND/MODIFY EGM NOTICE DATED 27.10.2016 AND EXPLANATORY STATEMENT ANNEXED THERETO, FOR THE PURPOSE OF ISSUE OF WARRANTS BY PREFERENTIAL ALLOTMENT PASSED BY THE SHAREHOLDERS ON 28TH NOVEMBER 2016:**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to EGM notice dated 27 October 2016 and the Explanatory Statement annexed thereto, with regard to issue of 11,66,860 Equity Share Warrants to be issued and allotted on preferential basis as per Section 62 (1) (c) read with Section 42 of the Companies Act, 2013 and applicable provisions of Companies (Share Capital and Debenture Rules), 2014 and also in pursuance of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009("SEBI ICDR Regulations")(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) duly passed by the shareholders of the Company, the following clauses/provisions in the said EGM resolution and the Explanatory Statement annexed thereto, be and are hereby amended/ratified/modified/altered :

**Modification no: 1 :** THAT " in the Table of Name of Proposed Allottees" as appearing in the EGM notice dated 27th October 2016, ie.Ecap Equities Limited shall be amended to appear as "Edelcap Securities Ltd" and for clarity purpose the said table shall be substituted as under :

S.no	Name of proposed Allottees	Category	PAN	No. of Warrants proposed to be allotted	Name of the beneficial owner of the proposed allottee	PAN of the beneficial owner of the proposed allottee
1.	EW India Special Assets Fund Pte Ltd	Foreign Portfolio Investor	AADCE6722H	9,39,727	CIM Trustees (Mauritius) Ltd	N.A (Beneficial owner is a foreign entity)
2.	Edelcap Securities Limited	Public Bodies Corporate	AABCE9000A	2,27,133	Edelweiss Financial Services Ltd	AAACE1461E
<b>Total</b>				<b>11,66,860</b>		

**Modification no. 2:** THAT the relevant date for the purpose of determining the issue price of warrants shall be read as "28th October 2016 instead of 29th October 2016 as appearing in the Resolution.62(1)(c) & section 42 of the Companies Act, 2013 is obtained.

**Modification no. 3:** That the following clauses/serial numbers in the Explanatory statement shall be modified as under:

  


a. Sl. No:3 : The shareholding pattern of the issuer before and after the preferential issue:  
 "In this point, the column starting with "No. of shares underlying/outstanding convertible securities (including Warrants) i.e. column no:4 to 7 shall be modified/alterd to read as "Post-issue(pre-issue) relating to columns 4 to 7. Accordingly :

b. That under Public Shareholders – Institution Category under Column 6 against "Foreign Portfolio Investors" : Post issue of warrants / shares shall be 939727 and post issue of % of shareholding under column (7) shall be 4.66%.

c. That under Non-Institutions- Individuals category under column 6 against "Bodies Corporate : Post issue of warrants / shares shall be 227133 and post issue of % of shareholding under column (7) shall be 6.58%.

d. That under last item i.e. "TRUSTS" the total shareholding under post issue shall be 737 shares and the post issue percentage has to be read as 0.0038% (0.00%).

e. In Sl. No.5 of the Explanatory Statement the following clause will be added at the end of the clause. "The shareholding pattern of the Non-Promoters to whom the share warrants are proposed to be allotted will be as under:

S.no	Name of the allottee	Category of the allottee as per regulation 31(1) of SEBI (LODR) Regulation ,2015	PAN of the Allottee	Pre-preferential holding		No of. Warrants to be allotted	Post-Preferential Holding upon conversion of warrants		
				No of shares	% of Holding		No of shares	% of holding	% of holding
1	EW India Special Assets Fund Pte Ltd	Foreign Portfolio Investor	AADCE 6722H	-	-	9,39,727	9,39,727	4.66	
2	Edelcap Securities Limited	Public Bodies Corporate	AABCE 9000A	-	-	2,27,133	2,27,133	1.13	

f. That the Sl. No:8 which relates to Relevant Date shall be modified as under:

"In accordance with the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be October 28, 2016 being the date, 30 days prior to the date of the Extra-ordinary General Meeting held on November 28, 2016.

  
 R. KANNAN  
 PRACTISING COMPANY SECRETARY  
 C.P.No-3361

g. That the SL No: 9 which relates to price at which allotment is proposed shall be modified as under.

"The Warrants shall be allotted in accordance with the price determined in terms of Regulation 76 of The SEBI ICDR Regulations, 2009. Accordingly, for the proposed allotment of Warrants, the issue Price shall be Rs 64.54(Rupees Sixty Four and Fifty Four Paise only) per warrant as per the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above modifications/ratifications/alterations in the EGM notice and Explanatory Statement dated 27th October 2016, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required in connection with the proposed allotment of Warrants, without limitation of finalising the offer letter and entering into the relevant agreements and including any act, matters and things already done with statutory authorities/stock Exchanges and further authorize the Board to carry out all necessary acts, deeds, matters etc as may be necessary for giving effect to the above Modifications/ratifications/alterations and also to file the amendments/ratifications with the Stock Exchanges and seek listing of such securities at the Stock Exchanges where the existing securities are Listed."

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	-	8	8	-	11663284	11663284	-	100
Public	8	12	20	3180	321	3501	90.83	9.17
<b>Total Voting</b>	<b>8</b>	<b>20</b>	<b>28</b>	<b>3180</b>	<b>11663605</b>	<b>11666785</b>		

Note: Personally attended 30 - Number of Persons voted - 20

  


**VOTES CAST AGAINST THE RESOLUTION**

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PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

An annexure containing the details of the report on e-voting as well the poll against the said resolutions are attached.

The Poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

The Outcome of the Extraordinary General Meeting may be declared accordingly based on the voting results as reported hereinabove.

Date: 19.01.2017  
Place: Chennai

  
R. Kannan  
Practicing Company Secretary  
CP.No. 3363

