

R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

No.6A, 10th Street,
New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in

SCRUTINIZER'S REPORT FOR POSTAL BALLOT UNDER E VOTING AND BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 ["the Act"], read with Rule 22 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 Towers, No: 59, Harris Road, Pudpet,
Chennai: 600 002

Dear Sir,

Sub: Passing of resolution through Postal Ballot via E-voting [EVSN 171120003] and Ballot of M/s. EMPEE DISTILLERIES LIMITED held between 26th November 2017 and 26th December 2017

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practising Company Secretary having office at No.6A, 10th 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 Postal Ballot process under e-voting [EVSN 171120003] from Sunday, the 26th November, 2017 (10.00 a.m.) to Tuesday, the 26th December, 2017 [5:00PM.] under the CDSL platform viz. www.evotingindia.com.

Responsibility of the Management

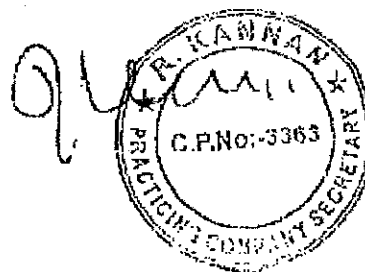
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and Ballot on the Resolution(s) as set out in the Postal Ballot notice dated 15th November 2017.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot process under e-voting is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the Postal Ballot notice 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 the ballot papers as received either in person or through post.

No ballot papers were found invalid. None of the promoter or promoter group voted through E-Voting and none of the public shareholder voted through postal ballot.

In view of the above, I hereby submit my consolidated report on the results of the e-voting together with that of the postal ballot in respect of the said resolution(s) in the following paragraphs.



SPECIAL BUSINESS:

ITEM NO.1

SPECIAL RESOLUTION

Amendments to the Main Objects Clause of the Memorandum of Association of the Company

"RESOLVED that pursuant to the provisions of Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals as may be necessary or required, Memorandum of Association of the Company relating to its Objects be and is hereby altered by inserting the following clauses:

Insertion of following Clause after Clause 3, in the "Main Objects":

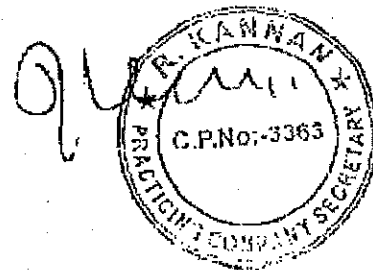
New Clause no: 4

To generate electric power by using wind, solar, water, coal, oil, Naphtha, fuel oil, furnace oil, natural gas, liquefied natural gas or any other carbohydrate available above the earth or by from offshore or onshore site in India or outside India.

To transmit power generated by stepping up voltage or not to load centre, to distribute the power transmitted at such voltage as required by customers and to market power to user by bulk supply or as required by users in India and (or) to engage in Conventional or Non-Conventional or renewable energy sources for generation of power.

New clause no: 5

To carry on the Business of Agriculture, horticulture, farming, cultivation of all kind of food grains, vegetables, fruits, flowers, seeds, agricultural, sericulture and horticultural products and to dispose of, buy, sell, and deal in the said products, either independently (or) in association with other firms, Companies and Bodies Corporate.




RESOLVED further that Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company"

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 | 0 | 8 | 8 | 0 | 1,16,72,684 | 1,16,72,684 | 0 | 100 |
| Public | 22 | 0 | 22 | 2,984 | 0 | 2,984 | 99.97 | 0 |
| Total Voting | 22 | 8 | 30 | 2,984 | 1,16,72,684 | 1,16,75,668 | 99.97 | 100 |

VOTES CAST AGAINST 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 | 0 | 8 | 8 | 0 | 0 | 0 | 0 | 0 |
| Public | 22 | 0 | 22 | 1 | 0 | 1 | 0.03 | 0 |
| Total Voting | 22 | 8 | 30 | 1 | 0 | 1 | 0.03 | 0 |

[Handwritten Signature]


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 |

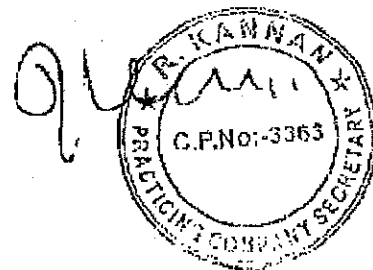
ITEM NO.2

SPECIAL RESOLUTION

TO INCREASE THE AUTHORISED SHARE CAPITAL

"RESOLVED THAT pursuant to Sections 61(1)(a) and 64(1)(a) of the Companies Act, 2013, and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from INR 30,00,00,000/- divided into 3,00,00,000 equity shares of INR 10/- each, to INR 50,00,00,000/- divided into 5,00,00,000 equity shares of INR 10/- each, by creating 2,00,00,000 equity shares of INR 10/- each.

RESOLVED FURTHER THAT the new equity shares shall rank paripassu with the existing shares."



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Practicing Company Secretary


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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 | 0 | 8 | 8 | 0 | 1,16,72,684 | 1,16,72,684 | 0 | 100 |
| Public | 22 | 0 | 22 | 2,984 | 0 | 2,984 | 99.97 | 0 |
| Total Voting | 22 | 8 | 30 | 2,984 | 1,16,72,684 | 1,16,75,668 | 99.97 | 100 |

VOTES CAST AGAINST 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 | 0 | 8 | 8 | 0 | 0 | 0 | 0 | 0 |
| Public | 22 | 0 | 22 | 1 | 0 | 1 | 0.03 | 0 |
| Total Voting | 22 | 8 | 30 | 1 | 0 | 1 | 0.03 | 0 |

R. Kannan


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 |

ITEM NO.3

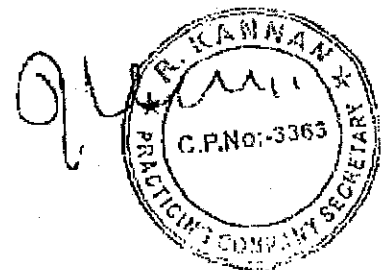
SPECIAL RESOLUTION

TO AMEND THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT in order to reflect the increase in authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, the consent of the Board is hereby accorded to amend the existing Clause V of Memorandum of Association of the Company with the following:

Clause no: V: The share capital of the Company is Rs.50,00,00,000 divided into 5,00,00,000 equity shares of Rs.10 each with power to increase or reduce or convert or sub-divide or reclassify into shares of different kinds in accordance with the provisions of the Companies Act, 2013.



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Practicing Company Secretary

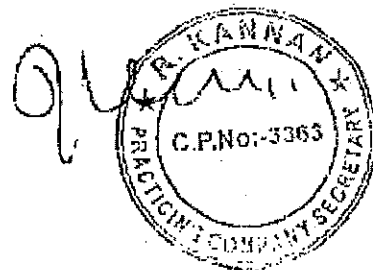
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E-mail: gkrkg@yahoo.in

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 | |
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| Promoter and Promoter group | 0 | 8 | 8 | 0 | 1,16,72,684 | 1,16,72,684 | 0 | 100 |
| Public | 22 | 0 | 22 | 2,984 | 0 | 2,984 | 99.97 | 0 |
| Total Voting | 22 | 8 | 30 | 2,984 | 1,16,72,684 | 1,16,75,668 | 99.97 | 100 |

VOTES CAST AGAINST THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT | | | NUMBER OF VOTES CAST | | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
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| | E-VOTING | BALLOT | TOTAL | E-VOTING | BALLOT | TOTAL | E-VOTING | BALLOT |
| Promoter and Promoter group | 0 | 8 | 8 | 0 | 0 | 0 | 0 | 0 |
| Public | 22 | 0 | 22 | 1 | 0 | 1 | 0.03 | 0 |
| Total Voting | 22 | 8 | 30 | 1 | 0 | 1 | 0.03 | 0 |



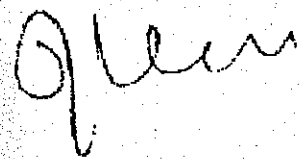
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|-----------------------------|---|--------|----------------------|--------|--|--------|
| | E-VOTING | BALLOT | E-VOTING | BALLOT | E-VOTING | BALLOT |
| Promoter and Promoter group | NIL | NIL | NIL | NIL | NIL | NIL |
| Public | NIL | NIL | NIL | NIL | NIL | NIL |
| Total Voting | NIL | NIL | NIL | NIL | NIL | NIL |

Date: 27.12.2017
Place: Chennai


R. Kannan
Practicing Company Secretary
C.P. No. 3363