

**COMBINED REPORT OF SCRUTINIZER FOR REMOTE E VOTING AND POLL FOR
EMPIRE INDUSTRIES LIMITED**

(Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended)

To,
Mr. S. C. Malhotra
Chairman,
EMPIRE INDUSTRIES LIMITED

Dear Sir,

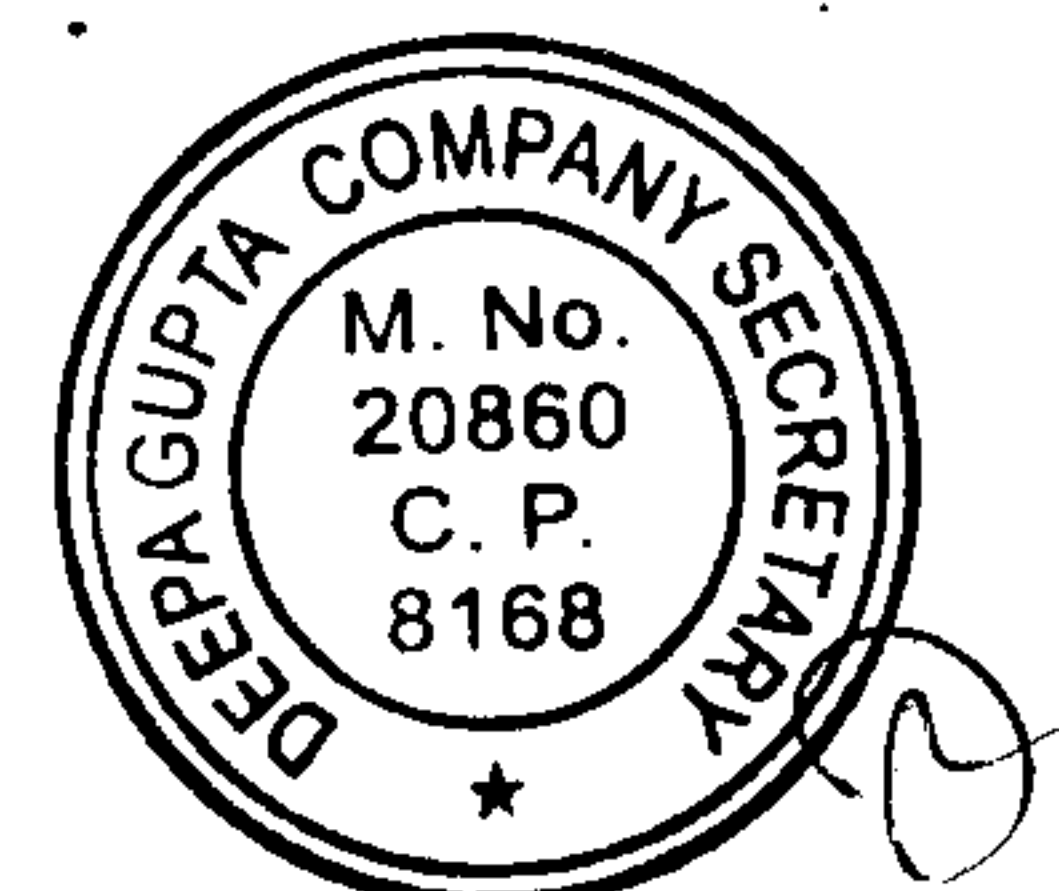
The Board of Directors of Empire Industries Limited (the Company) had appointed me as the Scrutinizer for the purpose of scrutinizing the e-voting process conducted during 21st July to 23rd July 2015 and the Chairman of 114th Annual General Meeting of the Company had appointed me as the scrutinizer for the poll held at the 114th Annual General Meeting held on Friday, 24th July 2015 at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai 400018.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolution contained in the Notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting and the poll at AGM is restricted to make a consolidated Scrutinizer's Report on the votes cast "in Favour" or "Against" the resolutions stated as above based on the reports generated from the E-Voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and the poll conducted at the time of AGM.

Further to the above:

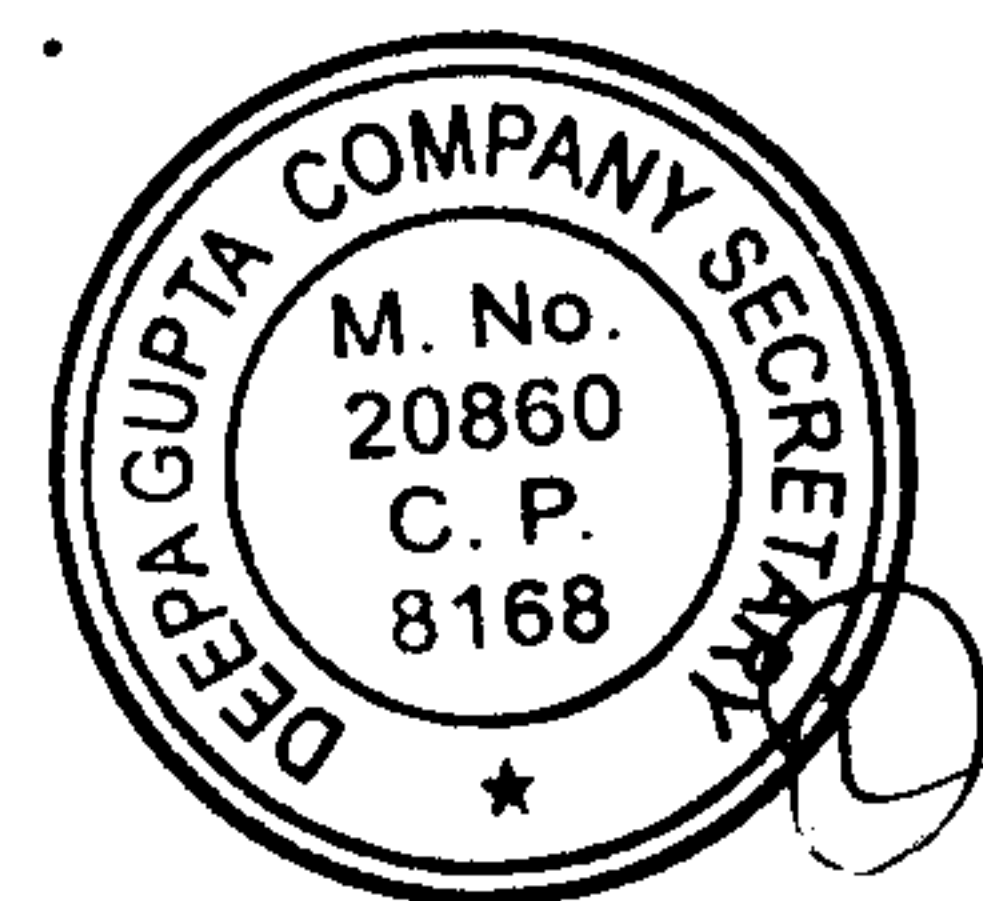
- i. The E-voting period remained opened from Tuesday, 21st July 2015 (10.00 a.m.) to Thursday, 23rd July 2015 (5.00 p.m.).
- ii. The members of the Company as on the "Cut Off" date i.e. 16th July 2015 were entitled to vote on the resolution as set out in the notice of the AGM.
- iii. The Votes cast were unblocked on 24th July 2015 in the presence of two witnesses who are not in the employment of the Company. They have signed in confirmation of the votes being unblocked in their presence.

The Result of the Remote E voting together with the Poll conducted is as under:



| Resolution No. | Votes in Favour | | Votes against | | Invalid Votes |
|---|-----------------|--|---------------|--|---------------|
| | Nos. | % of total number of valid votes cast (favour & against) | Nos. | % of total number of valid votes cast (favour & against) | |
| Item No. 1 as an ordinary resolution – Adoption of audited annual accounts 31.03.2015, reports of the Board of Directors and auditors thereon | 5218131 | 100% | 0 | 0 | 630 |
| Item No. 2 as an ordinary resolution – Declaration of dividend | 5218131 | 100% | 0 | 0 | 630 |
| Item No. 3 as an ordinary resolution – Appointment of auditors and fixation of their remuneration | 5218131 | 100% | 0 | 0 | 630 |
| Item No. 4 as an ordinary resolution – Appointment of Mr. Bipinchandra Gandhi as an Independent Director | 5218131 | 100% | 0 | 0 | 630 |
| Item No. 5 as an ordinary resolution - Appointment of Mr. Subodh Chandra as an Independent Director | 5218131 | 100% | 0 | 0 | 630 |
| Item No. 6 as an ordinary resolution – Approval of Cost Auditor's Remuneration | 5218131 | 100% | 0 | 0 | 630 |

1. All the resolutions stands passed under Remote E voting and Poll with the requisite majority.

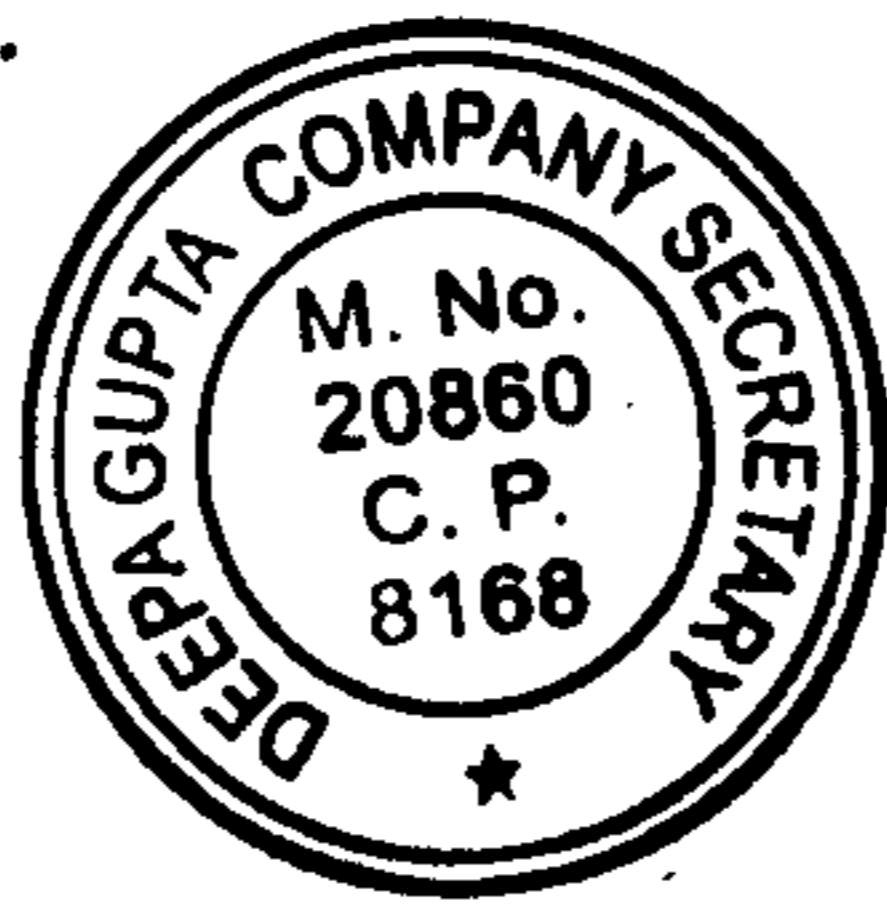


2. The Register, all other papers and relevant records relating to electronic votings shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 114th Annual General Meeting and thereafter the same will be handed over to the Company Secretary.

Thanking you,
Yours faithfully,

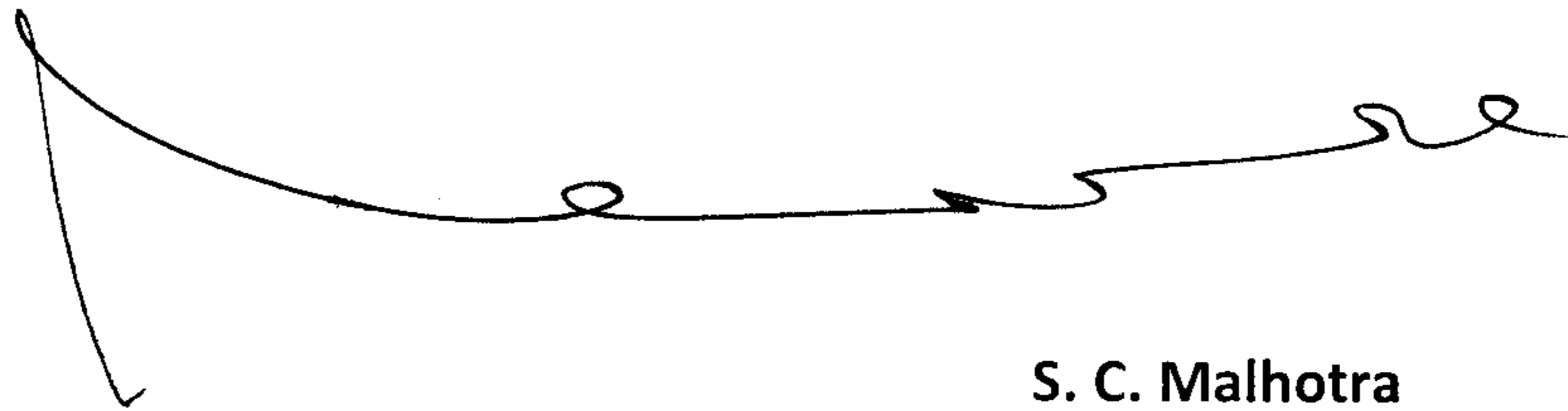


DEEPA GUPTA
Practicing Company Secretary
M. No. 20860/ CP. No. 8168
Place: Mumbai
Dated: 27th July 2015



Countersigned by

For Empire Industries Limited



S. C. Malhotra
Chairman