

# **EMPIRE INDUSTRIES LIMITED**

**CIN: L17120MH1900PLC000176**

## **(WAIVER OF DIVIDEND) RULES**

**[As approved by the Board of Directors on February 9, 2022]**

### **REGISTERED OFFICE**

Empire Complex,  
414 Senapati Bapat Marg  
Lower Parel  
Mumbai 400013.

Tel:+91 22 6655 5453

Fax: +91 22 2493 9143

e-mail: [email@empiresecretarial.com](mailto:email@empiresecretarial.com)

Website: [www.empiremumbai.com](http://www.empiremumbai.com)

### **REGISTRARS & SHARE TRANSFER AGENTS**

M/s. Bigshare Services Pvt. Ltd.,  
Bharat Tin Works Building, 1<sup>st</sup> Floor, Opp. Vasant Oasis  
Next to Keys Hotel, Marol Marohi Road  
Andheri East, Mumbai 400059.

[investor@bigshareonline.com](mailto:investor@bigshareonline.com)

[www.bigshareonline.com](http://www.bigshareonline.com)

Tel: +91 22 62638200 / 62638222 / 62638223

## **EMPIRE INDUSTRIES LIMITED (WAIVER OF DIVIDEND) RULES**

**[These rules may be called the Empire Industries Limited (Waiver of Dividend) Rules]**

### **PREAMBLE:**

Article 120 of the Articles of Association of the Company read with Dividend Distribution Policy of Empire Industries Limited wherein the shareholder has a right to waive / forgo their right to receive the dividend in respect of the equity shares held by them.

### **OBJECT:**

These rules provides an option to the Members/Shareholders of the Company who hold the Equity shares in the Company to waive/forgo his/her/their right to receive the dividend (interim or final)by him/her/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company.

### **RULES:**

1. The term dividend here means either Interim or Final Dividend.
2. A Shareholder can waive/forgo the right to receive the dividend to which he is entitled, on some or all the Equity Shares held by him in the Company as on the Record Date/Book-Closure Date fixed for determining the names of Members entitled for such dividend.
3. The Equity Shareholder(s) who wish to waive/forgo the right to receive the dividend shall inform the Company in the form prescribed by the Board of Directors of the Company.
4. In case of joint holders holding the Equity Shares of the Company, all the joint holders are required to give consent by signing the prescribed form their decision of waiving/forgoing their right to receive the dividend from the Company.
5. The Shareholder who wishes to waive/forgo the right to receive the dividend for any financial year(s) shall send his irrevocable instruction waiving/forgoing dividend in the prescribed form only after the beginning of the relevant financial year and before the end of the relevant financial year for which the right to receive the dividend is being waived/forgone by him to the Company or its Registrar and Transfer Agent or by such time, as mentioned below:
  - a. In case of Interim Dividend: Prior to the date of proposed Board meeting in which the interim dividend is proposed to be declared
  - b. In case of Final Dividend: Before the date of Annual General Meeting in which the final dividend is proposed to be declared.

6. The instruction once given by a Shareholder intimating his waiver/forgoing of the right to receive the dividend for any financial year(s) shall be irrevocable and cannot be withdrawn for that particular financial year(s). In case, the relevant Shares are sold by the same Shareholder before the Record Date/Book Closure Date fixed for the payment of such dividend, the instruction once exercised by such earlier Shareholder intimating his waiver/forgoing the right to receive dividend will be invalid for the next succeeding Shareholder(s) unless such next succeeding Shareholder(s) intimates separately in the prescribed form, about his waiving / forgoing of the right to receive the dividend for the particular financial year(s).
7. The instruction by a Shareholder to the Company for waiving/ forgoing the right to receive dividend for any financial year(s) is purely voluntary on part of the Shareholder. There is a no interference with a Shareholder's Right to receive the dividend, if he does not wish to waive/forgo his right to receive the dividend. No action is required on the part of Shareholder who wishes to receive dividends as usual. Such Shareholder will automatically receive dividend as and when declared.
8. The decision of the Board of Directors of the Company or such person(s) as may be authorised by Board of Directors of the Company shall be final and binding on the concerned Shareholders / Members on issues arising out of the interpretation and/or implementation of waiver of right to receive the dividend.



## Empire Industries Limited

### FORM OF COMMUNICATION FOR WAIVING / FORGOING RIGHT TO RECEIVE DIVIDEND FROM THE COMPANY FOR THE F.Y. 2021-22

<b>DP ID &amp; Client ID /Folio No.</b>	:	
<b>From: (Name and Address of Shareholder(s))</b>	:	
<b>Tel No.</b>	:	
<b>No. of shares held</b>	:	

To,  
M/s. Bigshare Services Pvt. Ltd.,  
Bharat Tin Works Building, 1<sup>st</sup> Floor, Opp. Vasant Oasis  
Next to Keys Hotel, Marol Marohi Road  
Andheri East, Mumbai 400059.  
Tel: +91 22 62638200

Dear Sir/s,

**Subject: Waiver / Forgoing of the right to receive the dividend on Equity Shares held by me/us under the above DP ID & Client ID / Folio No.**

I/We refer to the Article 120 of the Articles of Association of the Company wherein the shareholder has a right to waive / forgo their right to receive the dividend in respect of the equity shares held by them.

I/We, the undersigned hereby wish to waive /forgo our right(s) to receive dividend on equity shares mentioned below:

<b>No. of equity shares</b>	
<b>Financial Year(s) for which waiver is given</b>	2021-22
<b>Waiver of final dividend</b>	Yes / No
<b>Waiver of interim dividend</b>	Yes / No

I/We further agree and understand that once this form is submitted by me/us, the waiver / forgoing of right to receive the above dividend cannot be revoked under any circumstances.

<b>Signed and delivered</b>	<b>Full Name of the Shareholders</b>	<b>Signature(s)</b>
1 <sup>st</sup> Shareholder		
2 <sup>nd</sup> Shareholder		
3 <sup>rd</sup> Shareholder		

In case of joint holders, all must sign. In case of a Body Corporate, stamp of the Company should be affixed, and necessary Board resolution should be attached.

Place:

Date :

CIN: L17120MH1900PLC000176  
**Regd. Office:** Empire Complex, 414, Senapati Bapat Marg,  
Lower Parel, Mumbai 400 013, India.  
Tel.: 66555453 • Fax : 24939143  
E-mail: email@empiresecretarial.com • Web : www.empiremumbai.com

**Divisions**

Empire Machine Tools MFTM • Empire Machine Tools MCAT • Vitrum Glass  
Empire Industrial Equipment • Empire Vending (GRABBIT) • Empire Foods  
The Empire Business Centre • Empire Industrial Centrum

Notes:

- (1) This form is in respect of waiving/forgoing dividend to be declared by the Company in future and the same can be submitted by the shareholders of the Company any time as mentioned in Note 5 below and shall be effective from the date of receipt by the Company or its Registrar and Transfer Agents.
- (2) A Shareholder can waive/forgo the right to receive the dividend (either final and/or interim) to which he is entitled, on some or all the Equity Shares held by him/her in the Company as on the date of submission of this form. However, the shareholders cannot waive/forgo the right to receive the dividend (either final and/or interim) for a part of percentage of dividend on share(s).
- (3) The Equity Shareholder(s) who wish to waive/forgo the right to receive the dividend for any financial year(s) shall inform the Company in the form prescribed by the Board of Directors of the Company only.
- (4) In case of joint holders holding the Equity Shares of the Company, all the joint holders are required to intimate to the Company in the prescribed form their decision of waiving/forgoing their right to receive the dividend from the Company.
- (5) The Shareholder who wishes to waive/forgo the right to receive the dividend for any financial year(s) shall send his irrevocable instruction waiving/forgoing dividend in the prescribed form only after the beginning of the relevant financial year and before the end of the relevant financial year for which the right to receive the dividend is being waived/forgone by him to the Company or its Registrar and Transfer Agent or by such time, as mentioned below:
  - (a) In case of Interim Dividend: Prior to the date of proposed Board meeting in which the interim dividend is proposed to be declared
  - (b) In case of Final Dividend: Before the date of Annual General Meeting in which the final dividend is proposed to be declared.
- (6) The members can submit duly filled-in signed form physically through hand delivery / courier / post or electronically through email at the below address:  
M/s. Bigshare Services Pvt. Ltd.,  
Bharat Tin Works Building, 1<sup>st</sup> Floor, Opp. Vasant Oasis, Next to Keys Hotel, Marol Marohi Road,  
Andheri East, Mumbai 400059. Email: investor@bigshareonline.com
- (7) The instruction once given by a Shareholder intimating his waiver/forgoing of the right to receive the dividend for any financial year(s) shall be irrevocable and cannot be withdrawn for that particular financial year(s). In case, the relevant Shares are sold by the same Shareholder before the Record Date/Book Closure Date fixed for the payment of such dividend, the instruction once exercised by such earlier Shareholder intimating his waiver/forgoing the right to receive dividend will be invalid for the next succeeding Shareholder(s) unless such next succeeding Shareholder(s) intimates separately in the prescribed form, about his waiving / forgoing of the right to receive the dividend for the particular financial year(s).
- (8) The instruction by a Shareholder to the Company for waiving/ forgoing the right to receive dividend for any financial year(s) is purely voluntary on part of the Shareholder. There is a no interference with a Shareholder's Right to receive the dividend, if he does not wish to waive/forgo his right to receive the dividend. No action is required on the part of Shareholder who wishes to receive dividends as usual. Such Shareholder will automatically receive dividend as and when declared.
- (9) The decision of the Board of Directors of the Company or such person(s) as may be authorised by Board of Directors of the Company shall be final and binding on the concerned Shareholders / Members on issues arising out of the interpretation and/or implementation of waiver of right to receive the dividend.

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Acknowledgement Slip (For Office Use Only)

DP ID & Client ID / Folio No.

Received from Mrs. /Ms. /M/s.

Address

Form of communication for waiving /forgoing right to receive dividend as mentioned below:

No. of equity shares	
Financial Year(s) for which waiver is given	2021-22
Waiver of final dividend	Yes / No
Waiver of interim dividend	Yes / No

Signature of Official	Stamp of collection centre