



EMPIRE INDUSTRIES LIMITED

CIN:L17120MH1900PLC000176

Registered Office: Empire complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400013

Tel: +91 22 66555453 ;24939143 E-mail :

investor_relations@empiremumbai.com;Website: www.empiremumbai.com

NOTICE OF POSTAL BALLOT

To

The Members of Empire Industries Limited

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and Regulations, the Company is seeking the approval of the Members for the matters as set out in the resolution appended below, through Postal Ballot including voting by electronic means.

The explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

Information under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/ re-appointment, forms integral part of the notice. The concerned Director has furnished the requisite declarations for her appointment and her brief profile forms part of the explanatory statement. All documents referred to in the Notice and Explanatory Statement is open for inspection at the Registered Office of the Company between 9:30 a.m to 5:00 p.m on any working day up to the date of closing of the Postal Ballot.

The Board vide its Resolution passed on 3rd March, 2020 appointed Ms. Deepa Gupta (Membership No:20860 Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot and remote e-voting process in accordance with law and in a fair and transparent manner.

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from Central Depository Services (India) Ltd (CDSL) and National Depository Ltd. (NSDL) on 28th February, 2020. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member(s) as on the cut-off date i.e., 28th February, 2020.

The Company in compliance with the provisions of Section 108 of the Companies Act, 2013 read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is pleased to provide all its members facility to exercise their right to vote on the resolution proposed in the Postal Ballot by electronic means i.e., through remote e-voting services provided by CDSL.

The remote e-voting commences on 5th March, 2020 (10.00 a.m) and ends on 4th April, 2020 (5.00 p.m). The E-voting module shall be disabled by CDSL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently. Members are requested to follow the procedure as stated in the Notes for casting of votes by e-voting. E-Voting is optional. Those members, who have not cast votes by e-voting facility, can send their assent or dissent in writing on the postal ballot form, attached herewith.

Members are requested to carefully read the instructions and follow the procedure printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutiniser before 5.00 p.m on 4th April, 2020. Please note that any postal ballot form(s) received after the said date will be treated as not having been received.

The Scrutiniser will be submitting his report to the Company after the completion of the scrutiny of the Postal Ballot Forms and votes cast through remote e-voting in a fair and transparent manner. The results of the Postal Ballot will be announced by the Chairman and Managing Director or in his absence, any other person authorised by him, on or before close of business hours on Monday, 6th April, 2020 at the Registered Office of the Company at Empire Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400013. The results of the Postal Ballot will be displayed at the Registered Office of the Company and also posted on the Company's website www.empiremumbai.com & CDSL e-voting website www.evoting.cdsl.com besides being communicated to the BSE Limited where the Company's shares are listed.

Resolution 1:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to requisite clearances as may be required pursuant to applicable law, Ms. Geetanjali Ram Naidu (DIN: 08713727), being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Company, to hold office for a term of 5 (five) consecutive years commencing from the date of passing of this resolution by the shareholders or date of receipt of requisite clearances as may be required under applicable law for such appointment, whichever is later.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby authorised to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.”

By Order of the Board

SUHAS CHANDRA NANDA

Director Finance & Company Secretary

Place: Mumbai
Date: March 3, 2020

EXPLANATORY STATEMENT

Resolution No: 1

As per the recent amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Top 1000 Listed Companies by market capitalisation are required to have a woman Independent Director by 1st April, 2020.

Accordingly, the Board of Directors of the Company by Circular Resolution on March 3, 2020, based on the recommendations of the Nomination & Remuneration Committee, recommended the appointment of Ms. Geetanjali Ram Naidu (DIN : 08713727) as an Independent Director in terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) to hold office for a period of five consecutive years, subject to the receipt of requisite clearances as may be required under applicable law.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Geetanjali Ram Naidu for the office of Independent Director of the Company. Ms. Geetanjali Ram Naidu will be eligible for remuneration as paid to other Non-Executive Directors (viz., sitting fees for attending Board/Committee Meetings and reimbursement of expenses for attending the meetings). The draft letter of appointment will be available for inspection at the registered

office of the Company during working hours upto the date of closing of the Postal Ballot.

Ms. Geetanjali Ram Naidu is not a member/chairman of any committees of the Board and she is not holding any shares of Empire Industries Limited.

The Company has received a declaration from Ms. Geetanjali Ram Naidu confirming that she meets the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

In the opinion of the Board, Ms. Geetanjali Ram Naidu fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013, Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management of the Company.

None of the Directors and key managerial personnel is related to Ms. Geetanjali Ram Naidu. Further, none of them or their relatives is concerned or interested, financially or otherwise, in the above resolution.

Brief Profile of Ms. Geetanjali Ram Naidu.

Ms. Geetanjali Ram Naidu, aged 50 years, has Bachelor degree in Science from D. G. Ruparel College of Arts, Science and Commerce, Mumbai, Bachelor of Law from Government Law College, Mumbai and Master's in Human Resources Development And Research from Prin. L. N. Welingkar Institute of Management and Research.

Geetanjali Naidu is an Immigration Lawyer and High Court Advocate practicing in Mumbai, India. She is the Founder of GN LEGAL ADVISOR, a Mumbai-based Immigration Law Firm. Ms. Naidu helps her clients through all stages of EBS Immigrant Investor Program (USA- Green Card), Ireland PR, Canada PR, European PR and Citizenship (Cyprus, Malta, Portugal, Spain, Greece) along with Saint Kitts & Nevis, Commonwealth of Dominica, Grenada, and Saint Lucia.

Ms. Naidu's legal services include counseling for the Investor and their family members, analysis of all documents related to EBS and other countries. She specializes in preparing Source of Funds report for EBS clients, tax planning along with Chartered Accountants or CPA, checking the company related documents. She provides an efficient combination of advocacy and advisory role to her clients, has traveled widely and seen the most conceivable immigration issues faced by her clients. She has helped her clients decide which country to settle in and has been instrumental in shaping the lives of many, making their dreams come true.

Ms. Naidu is very well respected throughout the immigration law community in India, US and Europe. She is admitted to the Bar Association of Maharashtra & Goa and has been awarded the "Certificate of Practice" from All India Bar Association.

The Board believes that Ms. Geetanjali Ram Naidu possesses suitable experience and will be able to enrich the Board's deliberations. Accordingly, the Board recommends this ordinary resolution for the approval of the shareholders.

Place: Mumbai
Date: March 3, 2020

By Order of the Board
SUHAS CHANDRA NANDA
Director Finance & Company Secretary

INSTRUCTIONS

Member(s) can opt only for one mode for voting i.e. either by Physical Ballot or remote e-voting. In case you are opting for remote e-voting, then do not vote by Physical Ballot and vice versa. In case a Member votes through remote e-voting facility as well as sends his/her vote through physical ballot, the vote cast through remote e-voting shall only be considered and the voting through physical ballot shall be treated as invalid.

Electronic copy of the Postal Ballot Notice inter-alia indicating the process and manner of remote e-voting along with Postal Ballot Form is being sent to all the members whose email ID's are registered with the Company/Depository Participant for the communication purpose, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the postal ballot inter-alia indicating the process and manner of remote e-voting along with Postal Ballot Form is being sent in the permitted mode. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical form may indicate their option to receive the physical form from the Company by clicking on the box provided in the e-mail or alternatively download the form from the 'Investor relations' section on the Company's website www.empiremumbai.com.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 5th March, 2020 at 9.00 a.m. and ends on 4th April, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th February, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of any grievances relating to voting by electronic means, the members / beneficial owners may contact at the following address:

Mr. Jibu John
M/s. Bigshare Services Pvt. Ltd.,
1st Floor Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road,
Marol, Andheri (E) Mumbai 400072.
Tel: +91 22 62638200 / 62638222 / 62638223 Fax: +91 22 62638299
Email: investor@bigshareonline.com
Website: www.bigshareonline.com