

**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. Satish Chandra Malhotra
Chairman,
EMPIRE INDUSTRIES LIMITED

Dear Sir,

Sub: Consolidated Report of Scrutinizer on Voting on all resolutions proposed at the 118th Annual General Meeting of Equity Shareholders of Empire Industries Limited ("the Company") held at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai 400018 on Friday, July 26th 2019 at 03.00 p.m.

Empire Industries Limited ("the Company") had appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting, voting through ballots and voting by poll at the 118th Annual General Meeting held on Friday, 26th July 2019 (AGM) on the resolutions contained in the Notice dated 24th May, 2018 for the AGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

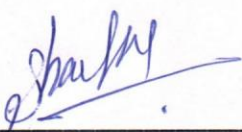
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolution contained in the Notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the 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, 23rd July 2019 (09.00 a.m.) to Thursday, 25th July 2019 (5.00 p.m.).
- ii. The members of the Company as on the "Cut Off" date i.e. 19th July 2019 were entitled to vote on the resolution as set out in the notice of the AGM.



- iii. The Electronic Votes cast were unblocked on 26th July 2019 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.


(Salman Shaikh)


(Samidha Bole)

➤ **The Result of the Remote E voting together with the Poll conducted at AGM 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)	Nos.
Item No. 1 as an ordinary resolution – Adoption of audited annual accounts 31.03.2019, reports of the Board of Directors and auditors thereon	5219555	100%	1	0	0
Item No. 2 as an ordinary resolution – Declaration of dividend	5219555	100%	1	0	0
Item No. 3 as an ordinary resolution - Re-appointment of Mr. Dileep Malhotra	1249612	100%	1	0	0
Item No. 4 as an ordinary resolution – Appointment of auditors and fixation of their remuneration	5219555	100%	1	0	0
Item No. 5 as a Ordinary resolution Re-appointment of Mr. Dileep Malhotra as Joint Managing Director of the Company	1249612	100%	1	0	0
Item No. 6 as an Special resolution – Re-appointment of Mr. Chandrakant Poonamchand Shah as	5219555	100%	1	0	0



an Independent Non Executive Director of the Company					
Item No. 7 as a Special resolution – Continuation of the Directorship of Mr. Bipinchandra Chimanlal Gandhi as an Independent Director of the Company.	5219555	100%	1	0	0
Item No. 8 as an Ordinary resolution – Ratification of remuneration payable to the Cost Auditor.	5219555	100%	1	0	0

➤ **The Result of the Postal Ballot, Remote E voting together with the Poll conducted at AGM 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)	Nos.
Item No. 1 as an ordinary resolution – Adoption of audited annual accounts 31.03.2019, reports of the Board of Directors and auditors thereon	5219555	100%	1	0%	0
Item No. 2 as an ordinary resolution – Declaration of dividend	5219555	100%	1	0%	0
Item No. 3 as an ordinary resolution - Re-appointment of Mr. Dileep Malhotra	1249612	100%	1	0%	0
Item No. 4 as an ordinary resolution – Appointment of auditors and fixation of their remuneration	5219555	100%	1	0%	0
Item No. 5 as a Ordinary resolution Re-appointment of Mr. Dileep Malhotra as Joint Managing Director of the Company	1252831	100%	1	0%	661



Item No. 6 as an Special resolution – Re-appointment of Mr. Chandrakant Poonamchand Shah as an Independent Non Executive Director of the Company	5222774	100%	1	0%	661
Item No. 7 as a Special resolution – Continuation of the Directorship of Mr. Bipinchandra Chimanlal Gandhi as an Independent Director of the Company.	5222774	100%	1	0%	661
Item No. 8 as an Ordinary resolution – Ratification of remuneration payable to the Cost Auditor.	5222756	99.44%	18	0.56%	661

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 voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 118th 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: 29th July, 2019



Countersigned by
For Empire Industries Limited


Mr. Satish Chandra Malhotra
Chairman & Managing Director