

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
414, Senapati Bapat Marg,
Lower Parel, Mumbai - 400013

Dear Sir,

Sub: Consolidated Report of Scrutinizer on Voting on all resolutions proposed at the 116th 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 Thursday, July 27th 2017 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 116th Annual General Meeting held on Thursday, 27th July 2017 (AGM) on the resolutions contained in the Notice dated 23rd May, 2017 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 Monday, 24th July 2017 (09.00 a.m.) to Wednesday, 26th July 2017 (5.00 p.m.).
- ii. The members of the Company as on the "Cut Off" date i.e. 20th July 2017 were entitled to vote on the resolution as set out in the notice of the AGM.



- iii. The Electronic Votes cast were unblocked on 27th July 2017 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.

H.S. Chauhan

(Hansa Chauhan)

Samidha Bole

(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 31.03.2017, reports of the Board of Directors and auditors thereon	4429068	100%	0	0	50
Item No. 2 as an ordinary resolution – Declaration of dividend	4429068	100%	0	0	50
Item No. 3 as an ordinary resolution - Re-appointment of Mr. Ranjit Malhotra	75842	100%	0	0	50
Item No. 4 as an ordinary resolution – Appointment of auditors and fixation of their remuneration	4429068	100%	0	0	50
Item No. 5 as an special resolution – Increase in the Salary of Mr. Kabir Malhotra, Relative of Promoter Directors	75842	100%	0	0	50
Item No. 6 as an Ordinary resolution – Ratification of fees payable to the Cost Auditor	4429068	100%	0	0	50



➤ 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 31.03.2017, reports of the Board of Directors and auditors thereon	4429068	100%	0	0	50
Item No. 2 as an ordinary resolution – Declaration of dividend	4429068	100%	0	0	50
Item No. 3 as an ordinary resolution - Re-appointment of Mr. Ranjit Malhotra	75842	100%	0	0	50
Item No. 4 as an ordinary resolution – Appointment of auditors and fixation of their remuneration	4429068	100%	0	0	50
Item No. 5 as an special resolution – Increase in the Salary of Mr. Kabir Malhotra, Relative of Promoter Directors	78610	99.50%	395	0.5%	558
Item No. 6 as an Ordinary resolution – Ratification of fees payable to the Cost Auditor	4429068	100%	0	0	50

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 116th 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, 2017



Countersigned by

For Empire Industries Limited



Mr. Satish Chandra Malhotra
Chairman & Managing Director

EMPIRE INDUSTRIES LTD

Date of the AGM/EGM	27/07/2017
Total number of shareholders on record date	5136
No. of shareholders present in the meeting either in person or through proxy:	103
Promoters and promoter Group:	14
Public:	89
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and promoter Group:	

Resolution 1 :ADOPTION OF DIRECTORS' REPORT AND AUDITED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2017

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4353226	4353226	100.00	4353226	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		4353226	100.00	4353226	0	100.00	0.00
Public - Institutions	E-VOTING	885064	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	761708	73625	9.67	73625	0	100.00	0.00
	POLL		2217	0.29	2217	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		75842	9.96	75842	0	100.00	0.00
TOTAL	GRAND TOTAL	5999998	4429068	73.82	4429068	0	100.00	0.00



EMPIRE INDUSTRIES LTD

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Public:	89
No. of shareholders attended the meeting through Video Conferencing:	

Resolution 2 : DECLARATION OF DIVIDEND

Resolution required : (Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4353226	4353226	100.00	4353226	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	4353226	4353226	100.00	4353226	0	100.00	0.00
Public - Institutions	E-VOTING	885064	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	885064	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	761708	73625	9.67	73625	0	100.00	0.00
	POLL		2217	0.29	2217	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	761708	75842	9.96	75842	0	100.00	0.00
TOTAL	GRAND TOTAL	5999998	4429068	73.82	4429068	0	100.00	0.00



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Public:	89
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and promoter Group:	

Resolution 3 : APPOINTMENT OF MR. RANJIT MALHOTRA AS DIRECTOR RETIRING BY ROTATION

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	YES

Yes. Anjali Malhotra, Satishchandra Malhotra, Ranjit Malhotra, Dileep Malhotra, Ushadevi Malhotra, Uma Malhotra, Kabir Malhotra, S.C. Malhotra, Arjun Transport Company Pvt. Ltd., Empire International Pvt. Ltd.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter & Promoter Group	E-VOTING	4353226	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	4353226	0	0.00	0	0	0.00	0.00
Public - Institutions	E-VOTING	885064	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	885064	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	761708	73625	9.67	73625	0	100.00	0.00
	POLL		2217	0.29	2217	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL	761708	75842	9.96	75842	0	100.00	0.00
TOTAL	GRAND TOTAL	5999998	75842	1.26	75842	0	100.00	0.00



EMPIRE INDUSTRIES LTD

Date of the AGM/EGM 27/07/2017

Total number of shareholders on record date 5136

No. of shareholders present in the meeting either in person or through proxy:
 Promoters and promoter Group: 14
 Public: 89

No. of shareholders attended the meeting through Video Conferencing:
 Promoters and promoter Group:

Resolution 4 : APPOINTMENT OF M/S. A.T. JAIN & CO. AS STATUTORY AUDITORS AND FIXATION OF THEIR REMUNERATION

Resolution required :(Ordinary / Special) Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ? No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4353226	4353226	100.00	4353226	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		4353226	100.00	4353226	0	100.00	0.00
Public - Institutions	E-VOTING	885064	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	761708	73625	9.67	73625	0	100.00	0.00
	POLL		2217	0.29	2217	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		761708	9.96	75842	0	100.00	0.00
TOTAL	GRAND TOTAL	5999998	4429068	73.82	4429068	0	100.00	0.00



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Public:	89
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and promoter Group:	

Resolution 5 : INCREASE IN THE SALARY OF MR. KABIT MALHOTRA, RELATIVE OF PRMOTER & DIRECTORS

Resolution required :(Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	YES

Yes. Anjali Malhotra, Satishchandra Malhotra, Ranjit Malhotra, Dileep Malhotra, Ushadevi Malhotra, Uma Malhotra, Kabir Malhotra, S.C. Malhotra, Arjun Transport Company Pvt. Ltd., Empire International Pvt. Ltd.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4353226	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		0	0.00	0	0	0.00	0.00
Public - Institutions	E-VOTING	885064	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	761708	73625	9.67	73625	0	100.00	0.00
	POLL		2217	0.29	2217	0	100.00	0.00
	POSTAL BALLOT		3163	0.42	2768	395	87.51	12.49
	TOTAL		79005	10.37	78610	395	99.50	0.50
TOTAL	GRAND TOTAL	5999998	79005	1.32	78610	395	99.50	0.50



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Public:	89
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and promoter Group:	

Resolution 6: RATIFICATION OF FEES PAYABLE TO M/S. VINAY MULAY & CO., COST AUDITOR

Resolution required : (Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4353226	4353226	100.00	4353226	0	100.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		4353226	100.00	4353226	0	100.00	0.00
Public - Institutions	E-VOTING	885064	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		885064	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	761708	73625	9.67	73625	0	100.00	0.00
	POLL		2217	0.29	2217	0	100.00	0.00
	POSTAL BALLOT		0	0.00	0	0	0.00	0.00
	TOTAL		761708	9.96	75842	0	100.00	0.00
TOTAL	GRAND TOTAL	5999998	4429068	73.82	4429068	0	100.00	0.00

