



## Empire Industries Limited

### DETAILS OF VOTING RESULTS

Date of the AGM	: July 30, 2016
Total Number of Shareholders on record date	: 4984
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	: 11
Public	: 52
No. of Shareholder attended the meeting through Video Conferencing	: No Video Conferencing held.
Promoters and Promoter Group	: N.A.
Public	: N.A.

#### I. Resolution No.1

Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2016.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	4428442	0	4428442
% of Votes in favour of the Resolution	100.00		
% of Votes against the Resolution	0.00		

Based on the above, the Resolution has been passed with requisite majority.

#### II. Resolution No.2

Confirmation of interim dividend and declaration of final dividend for the Financial Year 2015-2016

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	4428442	0	4428442

% of Votes in favour of the Resolution 100.00  
 % of Votes against the Resolution 0.00

Based on the above, the Resolution has been passed with requisite majority.

#### III. Resolution No.3

Appointment of Mr. Dileep Malhotra as Director of the Company.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	4428442	0	4428442

% of Votes in favour of the Resolution 100.00  
 % of Votes against the Resolution 0.00

Based on the above, the Resolution has been passed with requisite majority.



CIN: L17120MH1900PLC000176  
 Regd. Office: Empire Complex, 414, Senapati Bapat Marg,  
 Lower Parel, Mumbai 400 013, India.  
 Tel.: 66555453 • Fax : 24939143

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#### Divisions

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



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### IV. Resolution No.4

Appointment of Auditors and fixing their remuneration.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	4428442	0	4428442

% of Votes in favour of the Resolution 100.00

% of Votes against the Resolution 0.00

Based on the above, the Resolution has been passed with requisite majority.

### V. Resolution No.5

Appointment of Mr. Rajbir Singh (DIN: 00826402) as an Independent Director.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	4428442	0	4428442

% of Votes in favour of the Resolution 100.00

% of Votes against the Resolution 0.00

Based on the above, the Resolution has been passed with requisite majority.

### VI. Resolution No.6

Ratification of fees payable to Cost Auditor

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	4428442	0	4428442

% of Votes in favour of the Resolution 100.00

% of Votes against the Resolution 0.00

Based on the above, the Resolution has been passed with requisite majority.

### VII. Resolution No.7

Adoption of new Articles of Association of the Company

	Votes in favour	Votes against	Total
Postal Ballot, E-voting & Physical Ballot	4430391	0	4430391

% of Votes in favour of the Resolution 100.00

% of Votes against the Resolution 0.00

Based on the above, the Resolution has been passed with requisite majority.



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**Details of Agenda**

1. To adopt the Directors' Report and the Audited Balance Sheet as at March 31, 2016, and the Profit & Loss Account for the year ended on that date.

“RESOLVED THAT the Directors' Report and the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and Profit & Loss Account for the year ended 31<sup>st</sup> March, 2016, which have been circulated to the Shareholders of the Company and submitted to the Meeting be and are hereby approved and adopted.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot

2. **To declare a Final Dividend for the year ended March 31, 2016.**

“RESOLVED THAT the Interim Dividend of Rs.20/- (200%) for every Equity Share of face value of Rs.10/- each, paid to the Shareholders for the financial year ended 31<sup>st</sup> March, 2016, as per the Resolution passed by the Board of Directors at their meeting held on 8<sup>th</sup> March, 2016, be and is hereby noted and confirmed.”

“RESOLVED FURTHER THAT the Final Dividend of Rs.4/- (40%) for every Equity Share of face value of Rs.10/- each for the financial year ended 31<sup>st</sup> March, 2016 as recommended by the Board of Directors at their meeting held on 26<sup>th</sup> May, 2016 be and is hereby declared.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot

3. To appoint a Director in place of Mr. Dileep Malhotra, who retires by rotation, and being eligible, offers himself for re-appointment.

“RESOLVED THAT Mr. Dileep Malhotra, who retires by rotation as a Director of the Company, and being eligible, offers himself for re-appointment be and is hereby re-appointed a Director of the Company.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot



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4. To appoint Statutory Auditors and fix their remuneration by passing the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with rules under Companies (Audit and Auditors) Rules, 2014, the Company’s Statutory Auditors, M/s. D. P. Ghevaria & Co., Chartered Accountants (Firm Registration No.103176W), who hold office upto the date of this Annual General Meeting but eligible, offer themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorized to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot

5. To appoint Mr. Rajbir Singh (DIN: 00826402) as an independent Director of the Company:

“RESOLVED THAT Mr. Rajbir Singh, having Director Identification Number 00826402, who retires by rotation as a Director of the Company and who fulfils the conditions specified in the Act and the rules made thereunder, and who was appointed as Independent Director by the Board of Directors for a period of five years from the conclusion of this 115<sup>th</sup> Annual General Meeting to the conclusion of 120<sup>th</sup> Annual General Meeting as per provisions of Section 149 of the Companies Act, 2013 be and is hereby approved.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot



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