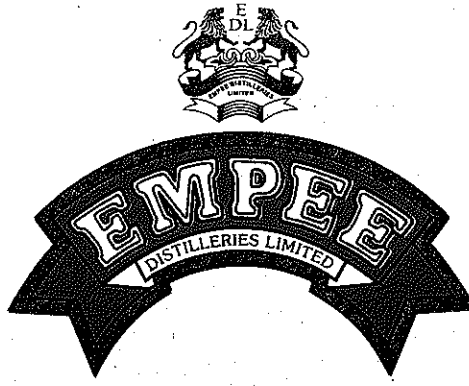


TIN No. 28834453469

CIN No. L15511TN1983PLC010313

'EMPEE TOWER'
59 HARRIS ROAD
PUDUPET, CHENNAI - 600 002.



Tel : 28531111, 28522510, 28523514
28413151, 28413161, 28413191

Fax : 91 - 44 - 28555163

E-mail : info@empeegroup.co.in

28.12.2017

To

1. National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051.
2. Dept. of Corporate Service
Bombay Stock Exchange Limited
P.J.Towers,
Dalal Street,
Mumbai 400 001.

Dear Sir,

Sub: Voting Results – Postal Ballot.

Enclosed please find the Voting Results of the Postal ballot declared on 28th December 2017 for your records.

Thanking you,

Yours faithfully
For Empee Distilleries Limited

M.P. Purushothaman
Chairman



Encl:a/a

R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

No.6A, 10th Street,
New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in

SCRUTINIZER'S REPORT FOR POSTAL BALLOT UNDER E VOTING AND BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 ["the Act"], read with Rule 22 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To
The Chairman
M/s. EMPEE DISTILLERIES LIMITED
(CIN: L15511TN1983PLC010313)
Empee Towers, No: 59, Harris Road, Pudupet,
Chennai: 600 002

Dear Sir,

Sub: Passing of resolution through Postal Ballot via E-voting [EVSN 171120003] and Ballot of M/s. EMPEE DISTILLERIES LIMITED held between 26th November 2017 and 26th December 2017

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practising Company Secretary having office at No.6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088, Tamil Nadu, India was appointed as the Scrutinizer by the Board of Directors of M/s. Empee Distilleries Limited for the Postal Ballot process under e-voting [EVSN 171120003] from Sunday, the 26th November, 2017 (10.00 a.m.) to Tuesday, the 26th December, 2017 [5:00PM.] under the CDSL platform viz. www.evotingindia.com.

Responsibility of the Management

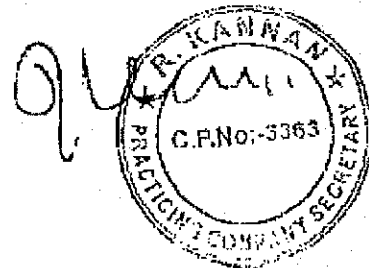
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and Ballot on the Resolution(s) as set out in the Postal Ballot notice dated 15th November 2017.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot process under e-voting is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the Postal Ballot notice based on the reports generated from the e- voting system provided by the Central Depository Services [India] Limited (CDSL), the authorised agency engaged by the Company for providing e- voting facilities and also the ballot papers as received either in person or through post.

No ballot papers were found invalid. None of the promoter or promoter group voted through E- Voting and none of the public shareholder voted through postal ballot.

In view of the above, I hereby submit my consolidated report on the results of the e- voting together with that of the postal ballot in respect of the said resolution(s) in the following paragraphs.



SPECIAL BUSINESS:

ITEM NO.1

SPECIAL RESOLUTION

Amendments to the Main Objects Clause of the Memorandum of Association of the Company

"RESOLVED that pursuant to the provisions of Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals as may be necessary or required, Memorandum of Association of the Company relating to its Objects be and is hereby altered by inserting the following clauses:

Insertion of following Clause after Clause 3, in the "Main Objects":

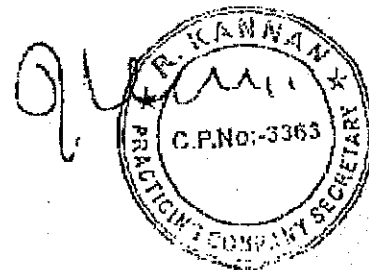
New Clause no: 4

To generate electric power by using wind, solar, water, coal, oil, Naphtha, fuel oil, furnace oil, natural gas, liquefied natural gas or any other carbohydrate available above the earth or by from offshore or onshore site in India or outside India.

To transmit power generated by stepping up voltage or not to load centre, to distribute the power transmitted at such voltage as required by customers and to market power to user by bulk supply or as required by users in India and (or) to engage in Conventional or Non-Conventional or renewable energy sources for generation of power.

New clause no: 5

To carry on the Business of Agriculture, horticulture, farming, cultivation of all kind of food grains, vegetables, fruits, flowers, seeds, agricultural, sericulture and horticultural products and to dispose of, buy, sell, and deal in the said products, either independently (or) in association with other firms, Companies and Bodies Corporate.



R. Kannan M.Com., GDMM., ACMA., FCS

Practicing Company Secretary

No.6A, 10th Street,
New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in

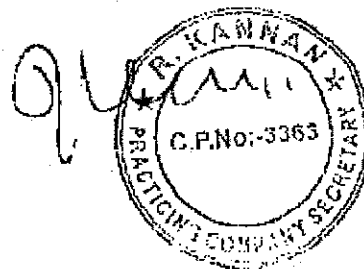
RESOLVED further that Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company"

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	8	8	0	1,16,72,684	1,16,72,684	0	100
Public	22	0	22	2,984	0	2,984	99.97	0
Total Voting	22	8	30	2,984	1,16,72,684	1,16,75,668	99.97	100

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	8	8	0	0	0	0	0
Public	22	0	22	1	0	1	0.03	0
Total Voting	22	8	30	1	0	1	0.03	0



INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

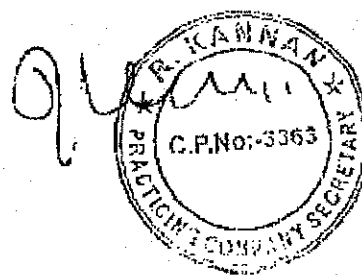
ITEM NO.2

SPECIAL RESOLUTION

TO INCREASE THE AUTHORISED SHARE CAPITAL

"RESOLVED THAT pursuant to Sections 61(1)(a) and 64(1)(a) of the Companies Act, 2013, and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increased from INR 30,00,00,000/- divided into 3,00,00,000 equity shares of INR 10/- each, to INR 50,00,00,000/- divided into 5,00,00,000 equity shares of INR 10/- each, by creating 2,00,00,000 equity shares of INR 10/- each.

RESOLVED FURTHER THAT the new equity shares shall rank paripassu with the existing shares."



R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

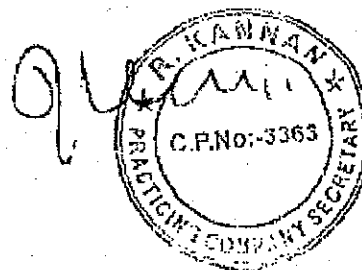
No.6A, 10th Street,
New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	8	8	0	1,16,72,684	1,16,72,684	0	100
Public	22	0	22	2,984	0	2,984	99.97	0
Total Voting	22	8	30	2,984	1,16,72,684	1,16,75,668	99.97	100

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	8	8	0	0	0	0	0
Public	22	0	22	1	0	1	0.03	0
Total Voting	22	8	30	1	0	1	0.03	0



INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

ITEM NO.3

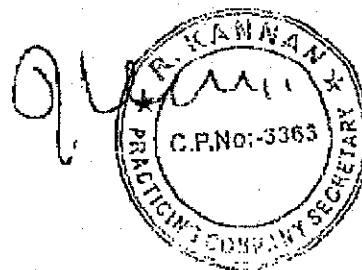
SPECIAL RESOLUTION

TO AMEND THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **special resolution**:

"RESOLVED THAT in order to reflect the increase in authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, the consent of the Board is hereby accorded to amend the existing Clause V of Memorandum of Association of the Company with the following:

Clause no: V: The share capital of the Company is Rs.50,00,00,000 divided into 5,00,00,000 equity shares of Rs.10 each with power to increase or reduce or convert or sub-divide or reclassify into shares of different kinds in accordance with the provisions of the Companies Act, 2013.



R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

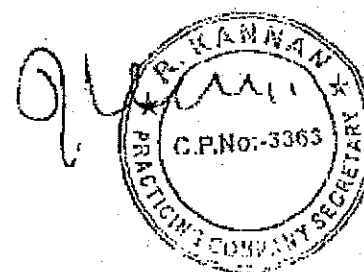
No.6A, 10th Street,
New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	8	8	0	1,16,72,684	1,16,72,684	0	100
Public	22	0	22	2,984	0	2,984	99.97	0
Total Voting	22	8	30	2,984	1,16,72,684	1,16,75,668	99.97	100

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	8	8	0	0	0	0	0
Public	22	0	22	1	0	1	0.03	0
Total Voting	22	8	30	1	0	1	0.03	0



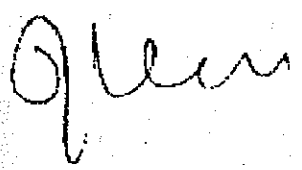
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Practicing Company Secretary

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New Colony, Adambakkam,
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E-mail: gkrkg@yahoo.in

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

Date: 27.12.2017
Place: Chennai


R. Kannan
Practicing Company Secretary
C.P. No. 3363