

EMPEE DISTILLERIES LIMITED

MINUTES OF THE 29th ANNUAL GENERAL MEETING OF EMPEE DISTILLERIES LIMITED HELD ON MONDAY THE 30th DECEMBER 2013, AT 11.30 A.M. AT CONFERENCE HALL II, IMAGE AUDITORIUM, MRC NAGAR, RAJA ANNAMALAI PURAM, CHENNAI -600 028.

Directors Present :

Mr. M.P.Purushothaman	Chairman
Ms. Nisha Purushothaman	Joint Managing Director
Mr. T.S.Raghavan	Director
Mr. M.K.Mohan	Director

By invitation :

Mr. M.Thiyagarajah	Statutory Auditors
	M/s.D.Sampathkumar & Co.

298 Shareholders were present at the meeting.

Mr.M.P.Purushothaman, Chairman took the Chair.

The Chairman welcomed the members and declared that the quorum for the meeting was present and proceeded to conduct the meeting. He further informed the meeting that the Register of Directors shareholding was kept open during the meeting for inspection of the Shareholders as required u/s 307(7) of the Companies Act, 1956.

The Chairman delivered his speech and requested the Company Official to read out the Auditor's Report. The Auditor's Report was then read out. The Chairman later took up the items of the Notice for consideration at the meeting.

1. ADOPTION OF ACCOUNTS:

Mr.E.B.Nandagopal proposed the following as an Ordinary Resolution:

"RESOLVED that the audited Balance Sheet of the Company as on 30th September 2013, the Profit and Loss Account for the year ended on that date, the Report of the Auditors thereon and the Directors' Report as published and circulated to the members and submitted to this meeting be and are hereby approved and adopted."

Chairman invited questions if any from the members.

After answering the members queries by the Chairman and also by the Joint Managing Director, the above Resolution was seconded by Mr.R.Karthick.

The Chairman put the motion to vote by show of hands to the members. All members voted in favour of the resolution with no member opposing it.

The Chairman declared that the resolution was passed unanimously.

2. DECLARATION OF DIVIDEND :

Mr.C.Muthukumar proposed the following as an Ordinary resolution which was seconded by Mr. Vimlesh Surana.

"RESOLVED that pursuant to the recommendations made by the Board of Directors of the Company, a dividend of Re.1/- per share be and is hereby declared to the equity shareholders of the company whose name appear in the Register of Members as on 30th December 2013 out of the profits of the Company for the year ended on 30.09.2013.

RESOLVED FURTHER that dividend warrants be posted within 30 days hereof to all the shareholders who are entitled to receive the payment."

The Chairman put the motion to vote by show of hands to the members. The members voted in favour of the resolution with no member opposing it.

The Chairman declared that the resolution was passed unanimously.

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3. APPOINTMENT OF Mr.M.P.PURUSHOTHAMAN, DIRECTOR :

Since the Chairman M.P.Purushothaman was interested in this subject, he handed over the Chair to Mr. T.S.Raghavan, who proceeded to conduct this item on the agenda.

Mr.T.E.Mukundan proposed the following as an Ordinary Resolution which was seconded by Mr.Suresh Chand Dughar.

"RESOLVED that pursuant to Section 256 of the Companies Act, 1956 Mr.M.P.Purushothaman, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

The Chairman put the motion to vote by show of hands to the members. The members voted in favour of the resolution with no member opposing it.

The Chairman declared that the resolution was passed unanimously.

Mr. T.S.Raghavan handed over the chair back to Mr. M.P.Purushothaman.

4. APPOINTMENT OF Mr.M.K.MOHAN, DIRECTOR :

Mrs.A.K.Aruna proposed the following as an Ordinary Resolution which was seconded by Mr.Dhanpat Chand Lalwani.

"RESOLVED that pursuant to Section 256 of the Companies Act, 1956 Mr.M.K.Mohan, who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

The Chairman put the motion to vote by show of hands to the members. The members voted in favour of the resolution with no member opposing it.

The Chairman declared that the resolution was passed unanimously.

5. APPOINTMENT OF AUDITORS:

Mr.L.V.Rajaratnam proposed the following as an Ordinary Resolution which was seconded by Mr.S.Mayakkoothan.

"RESOLVED that M/s.D.Sampathkumar & Co., Chartered Accountants, (Reg. No.003556S) be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration as may be decided by the Board of Directors of the Company."

The Chairman put the motion to vote by show of hands to the members. The members voted in favour of the resolution with no member opposing it.

The Chairman declared that the resolution was passed unanimously.

6. VOTE OF THANKS:

Vote of thanks was proposed by Ms. Nisha Purushothaman, Joint Managing Director.

There being no other subject, the Chairman declared the meeting as closed.



M.P.Purushothaman
Chairman

Chennai
31.12.2013

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