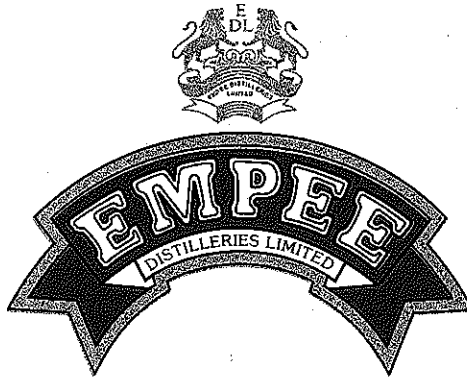


TIN No. 33980 640189
CST No. 33316 dt. 1.6.84
CIN No. L15511TN1983PLC010313
"EMPEE TOWER"
59 HARRIS ROAD
PUDUPET, CHENNAI - 600 002.



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

Fax : 91 - 44 - 28555163

E-mail : info@empeegroup.co.in

4.10.2016

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: Proceedings of the AGM.

Enclosed please find the proceedings of 31st Annual General Meeting of the Company held on 26th September 2016 for your records.

Thanking you,

Yours faithfully
For Empee Distilleries Limited

K.Murali
Company Secretary

Encl:a/a

EMPEE DISTILLERIES LIMITED

MINUTES BOOK

PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/s. EMPEE DISTILLERIES LIMITED HELD ON MONDAY THE 26TH SEPTEMBER, 2016 FROM 11.30 A.M. TO 01.00 P.M. AT SRI P. OBUL REDDY HALL, VANI MAHAL, T. NAGAR, CHENNAI- 600 017.

No. of Members present in person : 164

No. of Members present by proxy : 1

Directors Present

Mr. M.P.Purushothaman - Chairman
Ms. Nisha Purushothaman - Joint Managing Director
Mr. R. Rangachari - Independent Director & Chairman-Audit Committee

By invitation

Mr. Vairamuthu - Partner, representing M/s. Venkatesh & Co., Chartered Accountants.

By invitation

Mr.N.Ramanathan, Partner, M/s.S.Dhanapal & Associates, Practising Company Secretaries.

In Attendance

Mr. V. Srinivasan - Chief Financial Officer
Mr. K. Murali - Company Secretary

1. Chairman:

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

Having ascertained that the necessary quorum was present and the Register of Directors and Key Managerial Personnel and their shareholding and Register of Proxies were placed on the table for inspection of the Members, the Chairman called the meeting to order and welcomed the shareholders present.

He declared that the proxies received and entered in the Register of Proxies as valid.

Thereafter, the Chairman introduced the Directors to the Shareholders,

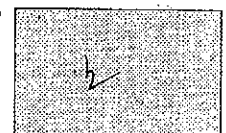
2. Notice of the Meeting:

With the consent of all the members present, the Notice convening the meeting as already circulated was taken as read. Thereafter the Chairman addressed the meeting.

3. Chairman's Address :

On behalf of the Board of Directors and on his personal behalf, Chairman welcomed all members to the 31st Annual General Meeting of the Company and rendered his speech.

High lights of the Chairman's Speech:



CHAIRMAN'S
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The Chairman said that during the year under review the Company has earned an income of Rs.612.68 crs and earned a profit of Rs.1.72 crs. This constitutes revenues and profits from IMFL, IAP and Power segments. The Company could not do much on Power segment since Restrictive forces are in vogue during the last financial year and it is expected that the same will be lifted soon.

He also mentioned that given the opportunities, there is possibility for every good entrepreneur to do IMFL business in other countries like Singapore, Dubai and Malaysia and the like. The cost of raw materials, such as spirit, cap, chemicals, and bottles are consistently increasing and this has neutralized the recent price hike of IMFL prices by the Government. Hence unless the volume of sale increases for the Companies, both in the domestic market and export market, IMFL industries making reasonable profits will be a difficult proposition.

Regarding the future of the Company's business he said that it is quite encouraging although prohibition in some states are introduced. The volume of sale is dependent on introduction of newer brands, newer markets, distribution and brand building exercise. The Company's future is also focused at strategic partnerships/tie-up arrangements with other Companies. The Company is confident of achieving its set targets, founded on strong manufacturing capacity, good marketing team and high volume and value plan. The management commits towards sustainable value for its shareholders by way of increasing business and profits he concluded.

4. Auditors' Report:

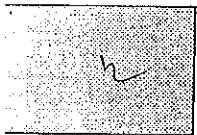
After Chairman's address, the Company Secretary read the Report of the Auditors to the Members.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended till date, the Company had extended the e-voting facility to the members of the Company in respect of the businesses to be transacted at the Annual General Meeting. The e-voting commenced at on Thursday the 22nd September, 2016 (10:00 a.m) and ended on Sunday, the 25th September, 2016 (5:00 p.m). Mr. N. Ramanathan, Partner, M/s. S.Dhanapal & Associates, Practising Company Secretaries, Chennai was appointed as Scrutinizer by the Board for the purpose of carrying out the e-voting process in a fair and transparent manner.

The Chairman further informed that, in view of giving similar rights to the members present in the Annual General Meeting, the Company has arranged for a poll on all the resolutions to be passed at the meeting. Mr. N. Ramanathan, Partner, M/s. S.Dhanapal & Associates, Practising Company Secretaries, Chennai was appointed as Scrutinizer for independently carrying out the Poll. Meanwhile, for administrative convenience, poll papers were distributed by the Scrutinizer appointed for carrying out the poll proceedings.

Before formally ordering Poll, the Chairman invited members (other than those present through proxies) for their queries and observations on the Agenda items as set out in the Notice of the 31st Annual General Meeting.

Some members addressed the meeting, gave their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman, Joint Managing Director and Chairman of the Audit Committee.



CHAIRMAN'S
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Thereafter, the Chairman ordered for a poll to be taken at the meeting and requested the members to participate in the Poll who have not casted their vote through remote e-voting portal.

The Chairman informed that the results of voting on each resolution shall be determined by consolidating the votes of the poll in favour / against a resolution with the electronic votes in favour/ against the same resolution.

The Chairman informed the members that the results would be declared and submitted to the Stock Exchanges (BSE and NSE) within 48 hours of the conclusion of the AGM and also placed on the website of the Company.

The Chairman invited the Scrutinizer appointed for the Poll, to take over the poll proceedings and requested him to submit the Scrutinizer Report after the closure of the meeting.

Thanking the members for their participation, suggestions and comments, the Chairman announced the formal closure of the 31st Annual General Meeting.

5. Conduct of Poll :

Mr. N. Ramanathan, Scrutinizer appointed for the Poll, conducted the poll which included distribution of polling papers, showing empty polling box to the members, locking and sealing of empty polling boxes in the presence of members. After ensuring that all members and proxies participating in the poll had casted their votes, the Scrutinizer closed the poll at around 01.00 p.m.

6. Result of the Electronic Voting and Poll on the Ordinary and Special Businesses at the 31st Annual General Meeting of the Company held on 26th September 2016 :

On the basis of the Scrutinizers Report for the Electronic Voting (remote e-voting) and Poll taken at the Annual General Meeting the summary of which is mentioned hereunder, the results of the voting were announced on 27th September 2016 at 5.00 p.m. that all the resolutions for the Ordinary and Special Businesses as set out in item no. 1 to 9 in the Notice of the 31st AGM have been duly passed by requisite majority.

Resolution No. as given in the Notice of AGM	Particulars of Votes cast			Result Declared
	Voting Result			
		Nos. (shares)	%	
1. Ordinary Resolution for Adoption of the financial statements for the year ended the 31 st March, 2016.	Votes cast in favour	11685681	99.99	Passed Unanimously
	Votes cast against	113	0.01	
2. Ordinary Resolution for re-appointment of Mr. M P Purushothaman (DIN: 00088631), who retires by rotation.	Votes cast in favour	11685551	99.99	Passed with requisite majority
	Votes cast against	243	0.01	
3. Ordinary Resolution for re-appointment of statutory auditors M/s. Venkatesh & Co, Chartered Accountants the Auditors of the Company by ratification and to fix their remuneration.	Votes cast in favour	11685551	99.99	Passed Unanimously.
	Votes cast against	243	0.01	

CHAIRMAN'S
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4. Ordinary Resolution for Ratification of Remuneration payable to Cost Auditor.	Votes cast in favour	11685507	99.99	Passed with requisite majority
	Votes cast against	243	0.01	
5. Ordinary Resolution for Appointment of Mr. Shankar Menon as an Independent Director.	Votes cast in favour	11685507	99.99	Passed with requisite majority
	Votes cast against	287	0.01	
6. Ordinary Resolution for Appointment of Mr. R. Rangachari as an Independent Director.	Votes cast in favour	11685507	99.99	Passed Unanimously.
	Votes cast against	287	0.01	
7. Special Resolution for approval for payment of revised remuneration payable to Ms. Nisha Purushothaman, Joint Managing Director.	Votes cast in favour	11682620	99.97	Passed Unanimously.
	Votes cast against	3174	0.03	
8. Special Resolution for approval for reappointment of Ms. Nisha Purushothaman, as Joint Managing Director.	Votes cast in favour	11685551	99.99	Passed with requisite majority.
	Votes cast against	243	0.01	
9. Special resolution for approval of Related parties transaction.	Votes cast in favour	19466	86.48	Passed with requisite majority.
	Votes cast against	3044	13.52	

The Resolutions for the Ordinary and Special Businesses as set out in Item Nos. 1 to 9 in the Notice of the 31st AGM, duly approved by members as above, are recorded hereunder as part of the proceedings of 31st AGM of the members held on 26th September, 2016.

ORDINARY BUSINESS:

1. Adoption of the Financial Statements for the year ended the 31st March, 2016:

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2016 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors of the Company, be and are hereby approved and adopted."

2. Re-appointment of Mr. M.P.Purushothaman (DIN: 00088631), who retires by rotation:

"RESOLVED THAT Mr.M.P. Purushothaman, who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director of the Company liable to retire by rotation."

3. Re-Appointment/Ratification of M/s.Venkatesh & Co., as Statutory Auditors:

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. Venkatesh & Co, Chartered Accountants, (Firm Registration No. 0046365) be and are hereby re-appointed as Auditors of the Company.

CHAIRMAN'S
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for the financial year 2016-17 and to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company, by means of ratification of their appointment at such remuneration plus service tax as may be mutually agreed between the Board of Directors of the Company and the Auditors.

MINUTES BOOK

SPECIAL BUSINESS:

4. Ratification of Remuneration payable to Cost Auditor (Ordinary Resolution):

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to Mr. N.Thiagarajan, Cost Accountant (Reg. No. 103955) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial period 2015-16, amounting to Rs.30,000/- (Rupees Thirty thousand only) as also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

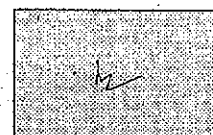
"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr.Shankar Menon as an Independent Director of the Company (Ordinary Resolution):

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr.Shankar Menon, (DIN 01890229) a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria to be an Independent Director as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Mr.Shankar Menon as a candidate for the office of director along with the deposit of one lakh rupees which shall be refunded if he gets elected as a director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of 5 years with effect from 14.8.2015.

6. Appointment of Mr.R.Rangachari as an Independent Director of the Company (Ordinary Resolution):

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr. R Rangachari, (DIN 01260838) a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria to be an Independent Director as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose



CHAIRMAN'S
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Mr. R. Rangachari as a candidate for the office of director along with the deposit of one lakh rupees which shall be refunded if he gets elected as a director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of 5 years with effect from 09.5.2016.

7. Revised Remuneration payable to Ms.Nisha Purushothaman, Joint Managing Director (Special Resolution):

"RESOLVED THAT pursuant to the provisions of Section,197 and other applicable provisions if any, of the Companies Act, 2013 (Act) and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule V of the Act and Article 94 of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the revise the remuneration payable to Ms. Nisha Purushothaman from 01.04.2015 to 31.12.2016 on the following terms:

- A. Fixed Compensation : Salary, Allowances, perquisites, and retrial benefits – Rs.7,00,000/- per month (w.e.f 01.4.2015 to 31.12.16)
- B. Other Perquisites : Perquisites include the use of Company Car, Medical benefits, LTC, Insurance and housing facilities as per the policy of the Company.
- C. Minimum Remuneration : In the event of any loss or inadequacy of profits for any financial year, the Nomination and Remuneration Committee/Board of the Company shall approve the remuneration payable to her during such financial year in such manner as agreed to between the Nomination and Remuneration Committee/Board of the Company and her, however not exceeding the maximum limits specified in this behalf under Schedule V to the Act.

D. Resolved further that for the purpose of giving effect to this resolution, Nomination and Remuneration Committee/Board of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.

8. Re-Appointment of Ms.Nisha Purushothaman, Joint Managing Director (Special Resolution):

"RESOLVED THAT pursuant to the provisions of Sections 196,197, 203 and other applicable provisions if any, of the Companies Act, 2013 (Act) and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule V of the Act and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Ms. Nisha Purushothaman, whose term expires on 31st December 2016 for a period of five years from 01.01.2017 to 31.12.21 on the following terms:

- A. Fixed Compensation : Salary, Allowances, perquisites, and retrial benefits – Rs.7,00,000/- per month (w.e.f 01.1.2017 to 31.12.2021)
- B. Other Perquisites : Perquisites include the use of Company Car, Medical benefits, LTC, Insurance and housing facilities as per the policy of the Company.

Supplied by: C. Srinaman & Bros., Chennai- 600 014.
Ph: 2811516/2811390

CHAIRMAN'S
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C. Overall Remuneration : The Board may revise the remuneration payable to her during any financial year during currency of the tenure of office, in such manner as may be agreed to between the Nomination and Remuneration Committee/Board of the Company and her, subject to the condition that the remuneration by way of salary and perquisites and other benefits shall be within the limits permissible under Section 197 of the Companies Act, 2013.

D. Minimum Remuneration : In the event of any loss or inadequacy of profits for any financial year, the Nomination and Remuneration Committee/Board of the Company shall approve the remuneration payable to her during such financial year in such manner as agreed to between the Nomination and Remuneration Committee/Board of the Company and her, however not exceeding the maximum limits specified in this behalf under Schedule V to the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Nomination and Remuneration Committee/Board of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company."

9. Approval for Related Parties Transaction (Special Resolution):

"RESOLVED THAT pursuant to the provisions of Section 188 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, and all other applicable provisions if any of the Companies Act, 2013, consent of the members of the Company, be and is hereby accorded to enter into transactions for the financial year 2016-17 as per details given below.

Particulars	Amount (Rs. in lakhs)
Business & Auxiliary Services – M/s. Empee Holdings Ltd	218.26
Rent payable for Head Office – M/s. Aruna Constructions	53.66

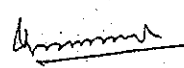
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, agreements, applications and documents that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transaction from time to time within the overall limits stated above and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transaction."

10. Vote of Thanks:

There being no other business to transact, the meeting ended with a vote of thanks to the Chair.

Place: Chennai
Date : 03.10.2016


M.P.PURUSHOTHAMAN
CHAIRMAN

CHAIRMAN'S
INITIALS