

Partners

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T. Murugan, B.Sc., A.C.A., A.C.S

S Dhanapal & Associates **Practising Company Secretaries**

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K.K. Nagar

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Chennai - 600 078.

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Report of Scrutinizer

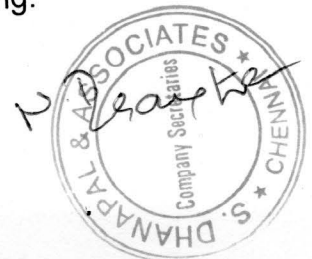
[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
32nd Annual General Meeting of the Equity Shareholders of
M/s. Empee Distilleries Limited,
Chennai

Dear Sir,

I, N. Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. Empee Distilleries Limited ("the Company") for the purpose of scrutinizing e-voting process (remote e-voting) and poll taken at the 32nd Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 32nd Annual General Meeting of the Equity Shareholders of M/s Empee Distilleries Limited, held on Wednesday, the 27th day of September, 2017 at 11.30 A.M. at "P.Obul Reddy Hall" Vani Mahal, T Nagar, Chennai - 600 017, submit the combined results of voting by electronic means (remote e-voting) and poll as under.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using polling papers by the shareholders on the resolutions proposed in the Notice of the 32nd Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means and by use of polling papers at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and voting by use of polling papers at the meeting.



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The consolidated results of the voting are as under:

Resolution No. 1 - Adoption of the Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of the Directors and Auditors thereon

	No. of Shares	No. of Members
Total Votes Cast	11676877	31
Less: Invalid votes	0	0
Net Valid votes cast	11676877	31
Votes cast in favour	11676173	27
Votes Cast against	704	4

% of total valid votes cast in favour of the resolution: 87.09%

% of total valid votes cast against the resolution: 12.91%

Resolution No. 2 – Re-appointment of Mr. M. P. Purushothaman, Director, who retires by Rotation and being eligible, offered himself for re-appointment

	No. of Shares	No. of Members
Total Votes Cast	11677777	31
Less: Invalid votes	0	0
Net Valid votes cast	11677777	31
Votes cast in favour	11676076	28
Votes Cast against	1701	3

% of total valid votes cast in favour of the resolution: 90.32%

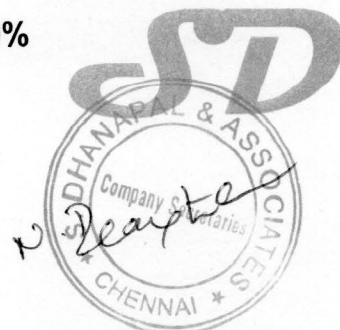
% of total valid votes cast against the resolution: 9.68%

Resolution No. 3 – Appointment of M/s. Venkatesh & Co. as Statutory Auditors

	No. of Shares	No. of Members
Total Votes Cast	11676777	30
Less: Invalid votes	0	0
Net Valid votes cast	11676777	30
Votes cast in favour	11676075	27
Votes Cast against	702	3

% of total valid votes cast in favour of the resolution: 90.00%

% of total valid votes cast against the resolution: 10.00%



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Resolution No. 4 – Ratification of Remuneration payable to Cost Auditor

	No. of Shares	No. of Members
Total Votes Cast	11676777	30
Less: Invalid votes	0	0
Net Valid votes cast	11676777	30
Votes cast in favour	11676075	27
Votes Cast against	702	3

% of total valid votes cast in favour of the resolution: 90.00%

% of total valid votes cast against the resolution: 10.00%

Resolution No. 5–Appointment of Mr. Suresh Raj Madhok as an Independent Director

	No. of Shares	No. of Members
Total Votes Cast	11677777	31
Less: Invalid votes	0	0
Net Valid votes cast	11677777	31
Votes cast in favour	11676075	27
Votes Cast against	1702	4

% of total valid votes cast in favour of the resolution: 87.09%

% of total valid votes cast against the resolution: 12.91%

Resolution No. 6 – Ratification of Remuneration paid to Ms. Nisha Purushothaman, Joint Managing Director

	No. of Shares	No. of Members
Total Votes Cast	11677777	31
Less: Invalid votes	0	0
Net Valid votes cast	11677777	31
Votes cast in favour	11676076	28
Votes Cast against	1701	3

% of total valid votes cast in favour of the resolution: 90.32%

% of total valid votes cast against the resolution: 9.68%



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Resolution No. 7 – Approval for Related Parties Transactions

	No. of Shares	No. of Members
Total Votes Cast	11677777	31
Less: Invalid votes	0	0
Net Valid votes cast	11677777	31
Votes cast in favour	11676073	26
Votes Cast against	1704	5

% of total valid votes cast in favour of the resolution: 83.87%

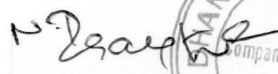
% of total valid votes cast against the resolution: 16.13%

Thanking you,

Yours faithfully,

Dated: 28.09.2017

For S Dhanapal & Associates
(A firm of Practising Company Secretaries)


N. Ramanathan
Partner
Membership # F6665
CP # 11084

