



Empire Industries Limited

September 25, 2023

**BSE Limited**

Corporate Relationship Department  
1<sup>st</sup> Floor, P.J. Towers, Dalal Street  
Fort, Mumbai – 400 001

**Scrip Code: 509525**

**Sub : Voting Result and the Scrutinizer's Report – 122<sup>nd</sup> Annual General Meeting  
("AGM" or "the Meeting")**

Dear Sir,

This is to inform you that in accordance with the applicable laws, the Company had provided the facility of remote e-voting and e-voting at the Meeting to its Members on all resolutions set out in the Notice convening the 122<sup>nd</sup> Annual General Meeting of the members of the Company held on **Friday, September 22, 2023 at 3.00 p.m. (IST)** through Video Conferencing and Other Audio-Visual Means.

The Board of Directors of the Company had appointed Ms. Deepa Gupta, Practicing Company Secretaries (COP 8168) as Scrutinizer to scrutinize the entire voting process. As per the Scrutinizer's Report, all resolutions contained in the Notice of the AGM have been duly passed by the Members with requisite majority.

In connection with this, please find enclosed the consolidated voting results i.e. remote e-voting and e-voting at the Meeting, on the business transacted at 122<sup>nd</sup> AGM, in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's report thereon.

We request you to take the same on your records.

**FOR EMPIRE INDUSTRIES LIMITED**

**SUHAS CHANDRA NANDA  
DIRECTOR – FINANCE & COMPANY SECRETARY  
ACS 13703**

**Encl. : Voting Results along with Scrutinizer's Report**

CIN: L17120MH1900PLC000176

GST No. - 27AAACE2757R1Z3

Regd. Office: Empire Complex, 414, Senapati Bapat Marg,  
Lower Parel, Mumbai 400 013, India.

Tel.: 66555453 • Fax : 24939143

E-mail: email@empiresecretarial.com • Web : www.empiremumbai.com

**Divisions**

- Empire Machine Tools • Vitrum Glass • Empire Industrial Equipment
- Empire Vending (GRABBIT) • Empire Foods • The Empire Business Centre
- Empire Industrial Centrum • Empire Prime Realty

**EMPIRE INDUSTRIES LTD**

Date of the AGM/EGM	22-09-2023
Total number of shareholders on record date	7026
No. of shareholders present in the meeting either in person or through proxy:	0
Promoters and promoter Group:	0
Public:	0
No. of shareholders attended the meeting through Video Conferencing:	VC ARRANGED
Promoters and promoter Group:	10
Public:	61
<b>Resolution 1 :</b> To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.	
Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4353226	4353226	100.00	4353226	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4353226	4353226	100.00	4353226	0	100.00	0.00
Public - Institutions	E-VOTING	389495	361946	92.93	361946	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	389495	361946	92.93	361946	0	100.00	0.00
Public-Non Institutions	E-VOTING	1257277	183201	14.57	183201	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	1257277	183201	14.57	183201	0	100.00	0.00
<b>TOTAL</b>		<b>5999998</b>	<b>4898373</b>	<b>81.64</b>	<b>4898373</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Resolution 2 :To declare dividend for the financial year ended March 31, 2023.

Resolution required :(Ordinary / Special)

Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4353226	4353226	100.00	4353226	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4353226	4353226	100.00	4353226	0	100.00	0.00
Public - Institutions	E-VOTING	389495	361946	92.93	361946	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	389495	361946	92.93	361946	0	100.00	0.00
Public-Non Institutions	E-VOTING	1257277	183201	14.57	183201	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	1257277	183201	14.57	183201	0	100.00	0.00
TOTAL		5999998	4898373	81.64	4898373	0	100.00	0.00

Resolution 3 :To appoint a Director in place of Mr. Ranjit Malhotra (DIN : 00026933), who retires by rotation, and being eligible, offers himself for re-appointment.

Resolution required :(Ordinary / Special)

Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ?

YES

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4353226	4353226	100.00	4353226	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4353226	4353226	100.00	4353226	0	100.00	0.00
Public - Institutions	E-VOTING	389495	361946	92.93	361946	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	389495	361946	92.93	361946	0	100.00	0.00
Public-Non Institutions	E-VOTING	1257277	183198	14.57	182798	400	99.78	0.22
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	1257277	183198	14.57	182798	400	99.78	0.22
TOTAL		5999998	4898370	81.64	4897970	400	99.99	0.01



**Resolution 4 :** Ratification and confirmation of the remuneration payable to M/s. Vinay Mulay & Co, Cost Accountants (Registration No. M/8791) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2023-2024 amounting to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only).

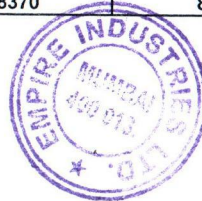
**Resolution required : (Ordinary / Special)** Ordinary Resolution  
**Whether promoter/promoter group are interested in the agenda/resolution ?** No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4353226	4353226	100.00	4353226	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4353226	4353226	100.00	4353226	0	100.00	0.00
Public - Institutions	E-VOTING	389495	361946	92.93	361946	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	389495	361946	92.93	361946	0	100.00	0.00
Public-Non Institutions	E-VOTING	1257277	183198	14.57	183198	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	1257277	183198	14.57	183198	0	100.00	0.00
<b>TOTAL</b>		<b>5999998</b>	<b>4898370</b>	<b>81.64</b>	<b>4898370</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 5 :** Appointment of Mr. Satish Chandra Malhotra (DIN: 00026704) as Chairman cum Non-Executive and Non-Independent Director of the Company.

**Resolution required : (Ordinary / Special)** Special Resolution  
**Whether promoter/promoter group are interested in the agenda/resolution ?** YES

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4353226	4353226	100.00	4353226	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4353226	4353226	100.00	4353226	0	100.00	0.00
Public - Institutions	E-VOTING	389495	361946	92.93	361946	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	389495	361946	92.93	361946	0	100.00	0.00
Public-Non Institutions	E-VOTING	1257277	183198	14.57	180795	2403	98.69	1.31
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	1257277	183198	14.57	180795	2403	98.69	1.31
<b>TOTAL</b>		<b>5999998</b>	<b>4898370</b>	<b>81.64</b>	<b>4895967</b>	<b>2403</b>	<b>99.95</b>	<b>0.05</b>



Resolution 6 :Re-appointment of Mr. Ranjit Malhotra (DIN: 00026933) as Managing Director designated as Vice Chairman of the Company.

Resolution required :(Ordinary / Special) Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution ? YES

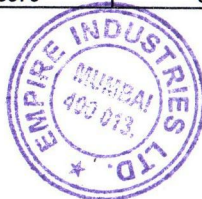
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4353226	4353226	100.00	4353226	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4353226	4353226	100.00	4353226	0	100.00	0.00
Public - Institutions	E-VOTING	389495	361946	92.93	361946	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	389495	361946	92.93	361946	0	100.00	0.00
Public-Non Institutions	E-VOTING	1257277	183198	14.57	180795	2403	98.69	1.31
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	1257277	183198	14.57	180795	2403	98.69	1.31
TOTAL		5999998	4898370	81.64	4895967	2403	99.95	0.05

Resolution 7 :Additions of new clauses in main object of the Memorandum of Association of the Company.

Resolution required :(Ordinary / Special) Special Resolution

Whether promoter/promoter group are interested in the agenda/resolution ? No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	4353226	4353226	100.00	4353226	0	100.00	0.00
Promoter & Promoter Group	POLL	0	0	0.00	0	0	0.00	0.00
Promoter & Promoter Group	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	4353226	4353226	100.00	4353226	0	100.00	0.00
Public - Institutions	E-VOTING	389495	361946	92.93	361946	0	100.00	0.00
Public - Institutions	POLL	0	0	0.00	0	0	0.00	0.00
Public - Institutions	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	389495	361946	92.93	361946	0	100.00	0.00
Public-Non Institutions	E-VOTING	1257277	183198	14.57	183198	0	100.00	0.00
Public-Non Institutions	POLL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	1257277	183198	14.57	183198	0	100.00	0.00
TOTAL		5999998	4898370	81.64	4898370	0	100.00	0.00



**DEEPA GUPTA**  
**Company Secretary**

Address:-405, B Wing, Preksha CHS, Dr. Babasaheb Ambedkar Marg, Hindu Colony,  
Dadar East, Mumbai 400 014

Mob: 09322697460 Email: deepaguptacs@gmail.com

To,  
The Chairman  
122<sup>nd</sup> Annual General Meeting  
EMPIRE INDUSTRIES LIMITED  
414, Senapati Bapat Marg,  
Lower Parel, Mumbai 400013

Kind attention – Mr. Satish Chandra Malhotra (DIN: 00026704)

Dear Sir,

**Sub: Combined Report of Scrutinizer on Remote E-Voting and E-Voting conducted at the 122<sup>nd</sup> Annual General Meeting of Equity Shareholders of Empire Industries Limited ("the Company") held on Friday, 22<sup>nd</sup> September, 2023 at 03.00 p.m. held through Video Conferencing (VC)/ Other Auditor Visual Means (OVAM)**

I, **Deepa Gupta**, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of **Empire Industries Limited** ("the Company") pursuant to Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time, to scrutinize the process of remote e-voting and e-voting held through Video Conferencing (VC)/ Other Auditor Visual Means (OVAM) on **Friday, 22<sup>nd</sup> September 2023 (AGM at 3 p.m.)**

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting and e-voting through electronic means on the resolution contained in the Notice of the AGM of the members of the Company.

My responsibility as a Scrutinizer for the remote e-voting and e-voting at AGM is conducted in fair and transparent manner and to submit Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated as above based on the reports generated from the electronic Voting system provided by the National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company and the poll conducted at the time of AGM.

Further to the above:

- i. The remote e-voting period remained open from Monday, 18<sup>th</sup> September 2023 (09.00 a.m.) to Thursday, 21<sup>st</sup> September 2023 (5.00 p.m.).
- ii. The members of the Company as on the "Cut Off" date i.e. 15<sup>th</sup> September 2023 were entitled to vote on the resolution as set out in the notice of the AGM.
- iii. The Company had also provided e-voting facility to the members who had participated in the AGM through Video Conferencing (VC)/ Other Auditor Visual Means (OVAM) and who had not casted their votes on remote e-voting.



- iv. On completion of E-Voting during AGM I unblocked the results of the remote e-voting and e-voting by the members at the AGM on the NSDL e-voting system / platform and counted after downloading the results.
- v. All the remote e-voting and e-voting responses are valid.
- vi. I now submit my combined report as under on the results of the remote e-voting and e-voting at the AGM in respect of each resolution as set out in the notice dated 22<sup>nd</sup> May 2023.

**RESOLUTION NO.1: Ordinary Resolution:**

**Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon:**

	In favour of the Resolution			Against the Resolution		
	No. of responses received	No. of shares	% of vote	No. of responses received	No. of shares	% of votes
Remote E-voting	112	4898373	81.64	0	0	0
E-voting at AGM	0	0	0	0	0	0
<b>TOTAL</b>	<b>112</b>	<b>4898373</b>	<b>81.64</b>	<b>0</b>	<b>0</b>	<b>0</b>

**RESOLUTION NO.2: Ordinary Resolution:**

**Declaration of Dividend for the financial year ended 31.03.2023:**

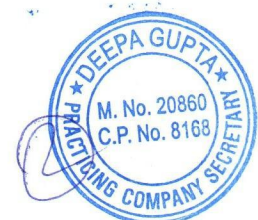
	In favour of the Resolution			Against the Resolution		
	No. of responses received	No. of shares	% of vote	No. of responses received	No. of shares	% of votes
Remote E-voting	112	4898373	81.64	0	0	0
E-voting at AGM	0	0	0	0	0	0
<b>TOTAL</b>	<b>112</b>	<b>4898373</b>	<b>81.64</b>	<b>0</b>	<b>0</b>	<b>0</b>

**RESOLUTION NO.3: Ordinary Resolution:**

**Appointment of Mr. Ranjit Malhotra (DIN: 00026933) retiring by rotation.**

	In favour of the Resolution			Against the Resolution		
	No. of responses received	No. of shares	% of vote	No. of responses received	No. of shares	% of votes
Remote E-voting	* 97	* 544744	9.08	1	400	0.006
E-voting at AGM	0	0	0	0	0	0
<b>TOTAL</b>	<b>97</b>	<b>544744</b>	<b>9.08</b>	<b>1</b>	<b>400</b>	<b>0.006</b>

\* Promoters' Shareholdings not considered



**RESOLUTION NO.4: Ordinary Resolution:****Ratification of Remuneration to M/s. Vinay Mulay & Co., Cost Accountants for Financial Year 2023-24:**

	In favour of the Resolution			Against the Resolution		
	No. of responses received	No. of shares	% of vote	No. of responses received	No. of shares	% of votes
Remote E-voting	111	4898370	81.64	0	0	0
E-voting at AGM	0	0	0	0	0	0
<b>TOTAL</b>	<b>111</b>	<b>4898370</b>	<b>81.64</b>	<b>0</b>	<b>0</b>	<b>0</b>

**RESOLUTION NO.5: Special Resolution:****Appointment of Mr. Satish Chandra Malhotra (DIN: 00026704) as Chairman cum Non-Executive and Non- Independent Director of the Company:**

	In favour of the Resolution			Against the Resolution		
	No. of responses received	No. of shares	% of vote	No. of responses received	No. of shares	% of votes
Remote E-voting	* 96	* 542741	9.04	2	2403	0.04
E-voting at AGM	0	0	0	0	0	0
<b>TOTAL</b>	<b>* 96</b>	<b>* 542741</b>	<b>9.04</b>	<b>2</b>	<b>2403</b>	<b>0.04</b>

\* Promoters' Shareholdings not considered

**RESOLUTION NO.6: Ordinary Resolution:****Re-appointment of Mr. Ranjit Malhotra (DIN: 00026933) as Managing Director designated as Vice Chairman of the Company:**

	In favour of the Resolution			Against the Resolution		
	No. of responses received	No. of shares	% of vote	No. of responses received	No. of shares	% of votes
Remote E-voting	* 96	* 542741	9.04	2	2403	0.04
E-voting at AGM	0	0	0	0	0	0
<b>TOTAL</b>	<b>* 96</b>	<b>* 542741</b>	<b>9.04</b>	<b>2</b>	<b>2403</b>	<b>0.04</b>

\* Promoters' Shareholding not considered





**RESOLUTION NO.7: Special Resolution:**

**Additions of new clauses in main object of the Memorandum of Association of the Company:**

	In favour of the Resolution			Against the Resolution		
	No. of responses received	No. of shares	% of vote	No. of responses received	No. of shares	% of votes
Remote E-voting	111	4898370	81.64	0	0	0
E-voting at AGM	0	0	0	0	0	0
TOTAL	111	4898370	81.64	0	0	0

All the resolutions stand passed under remote e voting and AGM e voting with the requisite majority.

Thanking you,  
Yours faithfully,



**DEEPA GUPTA**  
Practicing Company Secretary  
M. No. 20860/ CP. No. 8168  
Place: Mumbai  
Dated: 25<sup>th</sup> September, 2023  
UDIN: A020860E001071756  
PRN: 2027/2022



Countersigned by  
For Empire Industries Limited



**Satish Chandra Malhotra**  
Chairman  
(DIN:00026704)

