

DEEPA GUPTA
Company Secretary

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Scrutinizer's Report

[Pursuant Section 110 of the Companies Act, 2013]

To
Mr. Satish Chandra Malhotra
The Chairman,
Empire Industries Limited (the Company)
Lower Parel, Mumbai -400013

Dear Sir,

1. I, Deepa Gupta, a Company Secretary in practice. (ACS No 20860 CP No. 8168) of 512, Bawla Bldg, Muktai CHS, Dattaram Lad Marg, Chinchpokli, Mumbai – 400 012 have been appointed as a Scrutinizer by the Board of Directors of Empire Industries Limited (the Company) at the Meeting of the Board of Directors of the company held on 03rd March, 2020 for the purpose of scrutinizing the e-voting process and Physical Postal Ballot Voting under Section 110 of The Companies Act 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014 in respect of the following:

1. **Ordinary Resolution** – Appointment of MS. Geetanjali Ram Naidu (DIN: 08713727) as Independent Director of the Company for a term of 5 consecutive years.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act. 2013 and Rules relating to e- voting and Physical Postal Ballot Voting My responsibility as a scrutinizer is restricted to make a Scrutinizer's report of the votes cast in favour or against the resolutions based on the reports generated from the e-voting system and through Physical Postal Ballot Voting .

3. I submit my report as under:

- a) The Company has duly dispatched the Postal Ballot forms to the members of the Company whose name(s) appeared on the Register of Members/ list of beneficial owners as on 05th March 2020.
- b) The Company has provided e-voting facility to all the Shareholders Registered with the Company.
- c) The e-voting period began at 09.00 a.m., on Friday the 06th March, 2020 and ended at 05.00 p.m., on Saturday 04th April 2020. The votes received electronically from the Shareholders till Saturday 04th April 2020 upto 05.00 p.m. being the last date and time fixed by the Company for e-voting were only considered for my scrutiny.

f) I have monitored the process of electronic voting through the scrutinizer's secured link.



- g) As per the requirement of The Companies Act 2013 the particulars of all votes received in electronic mode from the Members have been accordingly entered in a register separately maintained for the purpose.
- h) I further report that the e-voting data were scrutinized by me for verification of votes cast in favour and against the resolution.

Physical Postal Ballot Results:

Because of Lockdown the results of the Postal Ballot cannot be collated. On lifting of the Lockdown the ballots will be evaluated and results of the same will be uploaded.

E-Voting

Resolution No.	Votes in Favour		Votes against		Invalid Votes
	Nos.	% of total number of valid votes cast (favour & against)	Nos.	% of total number of valid votes cast (favour & against)	Nos.
Item No. 1 as an Ordinary Resolution – Appointment of Ms. Geetanjali Ram Naidu (DIN: 08713727) as Independent Director of the Company for a term of 5 consecutive years.	44,33,836	100%	0	0	0

5. The Resolution is passed by the Requisite Majority by E-voting.

Thanking you
Yours faithfully



Deepa Gupta
Practicing Company Secretary
ACS No . 20860 C.P. No 8168
Place: Mumbai
Date: 06th April, 2020
UDIN: A020860B000146755

