



Empire Industries Limited

DETAILS OF VOTING RESULTS

Date of the AGM	: July 24, 2015.
Total Number of Shareholders on record date	: 5056
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	: 11
Public	: 147
No. of Shareholder attended the meeting through Video Conferencing	: No Video Conferencing held.
Promoters and Promoter Group	: N.A.
Public	: N.A.

I. Resolution No.1

Adoption of Statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2015.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	5218131	0	5218131

% of Votes in favour of the Resolution 100.00

% of Votes against the Resolution 0.00

Based on the above, the Resolution has been passed with requisite majority.

II. Resolution No.2

Declaration of Dividend for the financial year 2014-2015

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	5218131	0	5218131

% of Votes in favour of the Resolution 100.00

% of Votes against the Resolution 0.00

Based on the above, the Resolution has been passed with requisite majority.

III. Resolution No.3

Appointment of Auditors and fixing their remuneration.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	5218131	0	5218131

% of Votes in favour of the Resolution 100.00

% of Votes against the Resolution 0.00

Based on the above, the Resolution has been passed with requisite majority.



Empire Industries Limited

IV. Resolution No.4

Appointment of Mr. Bipinchandra Chimanlal Gandhi (DIN 00780094) as an Independent Director.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	5218131	0	5218131

% of Votes in favour of the Resolution 100.00

% of Votes against the Resolution 0.00

Based on the above, the Resolution has been passed with requisite majority.

V. Resolution No.5

Appointment of Mr. Subodh Chandra (DIN 02076844) as an Independent Director.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	5218131	0	5218131

% of Votes in favour of the Resolution 100.00

% of Votes against the Resolution 0.00

Based on the above, the Resolution has been passed with requisite majority.

VI. Resolution No.6

Approval of Remuneration of Cost Auditors.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	5218131	0	5218131

% of Votes in favour of the Resolution 100.00

% of Votes against the Resolution 0.00

Based on the above, the Resolution has been passed with requisite majority.

Details of Agenda

1. To adopt the Directors' Report and the Audited Balance Sheet as at March 31, 2015, and the Profit & Loss Account for the year ended on that date.

“RESOLVED THAT the Directors' Report and the Audited Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the year ended 31st March, 2015, which have been circulated to the Shareholders of the Company and submitted to the Meeting be and are hereby approved and adopted.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot



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2. To declare a Dividend for the year ended March 31, 2015.

“RESOLVED THAT a Dividend of Rs.24/- (240%) per share on 59,99,998 Equity Shares of Rs.10/- each for the Financial Year ended March 31, 2015, be and is hereby declared and made payable to those shareholders whose names are appearing in the Register of Members of the Company as on 10th July, 2015.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot

3. To appoint Auditors and fix their remuneration, and to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Messrs D. P. Ghevaria & Co., Chartered Accountants (Firm Registration No.103176W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors plus applicable Taxes plus reimbursement of travelling and actual out-of-pocket expenses.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot

4. To appoint Mr. Bipinchandra Chimanlal Gandhi (DIN 00780094) as an independent Director of the Company:

“RESOLVED THAT Mr. Bipinchandra Chimanlal Gandhi, having Director Identification Number 00780094, who retires by rotation as a Director of the Company and who fulfils the conditions specified in the Act and the rules made thereunder, and who was appointed as Independent Director by the Board of Directors for a period of five years from the conclusion of this 114th Annual General Meeting to the conclusion of 119th Annual General Meeting as per provisions of Section 149 of the Companies Act, 2013 be and is hereby approved.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot

5. To appoint Mr. Subodh Chandra (DIN 02076844) as an independent Director of the Company:

“RESOLVED THAT Mr. Subodh Chandra, having Director Identification Number 02076844, who retires by rotation as a Director of the Company and who fulfils the conditions specified in the Act and the rules made thereunder,

CIN: L17120MH1900PLC000176

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



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and who was appointed as Independent Director by the Board of Directors for a period of five years from the conclusion of this 114th Annual General Meeting to the conclusion of 119th Annual General Meeting as per provisions of Section 149 of the Companies Act, 2013 be and is hereby approved.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot

6. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of 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 during the financial year 2015-16 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 2014-2015 amounting to Rs.75,000/- (Rupees Seventy five thousand only) as also the payment of service tax as applicable and re-imburement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot

Thanking you,

**Yours faithfully,
For EMPIRE INDUSTRIES LIMITED**


S. C. MALHOTRA
Chairman

**COMBINED REPORT OF SCRUTINIZER FOR REMOTE E VOTING AND POLL FOR
EMPIRE INDUSTRIES LIMITED**

(Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and
Administration) Rules, 2014 as amended)

To,
Mr. S. C. Malhotra
Chairman,
EMPIRE INDUSTRIES LIMITED

Dear Sir,

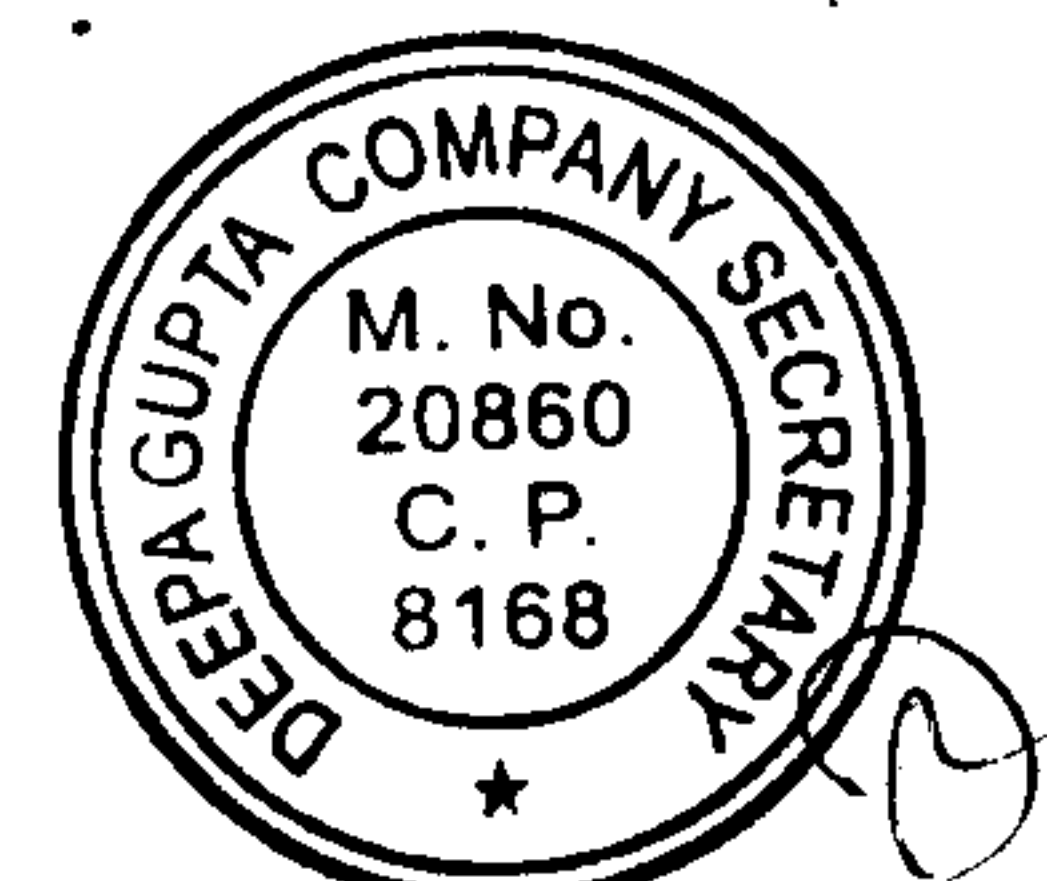
The Board of Directors of Empire Industries Limited (the Company) had appointed me as the Scrutinizer for the purpose of scrutinizing the e-voting process conducted during 21st July to 23rd July 2015 and the Chairman of 114th Annual General Meeting of the Company had appointed me as the scrutinizer for the poll held at the 114th Annual General Meeting held on Friday, 24th July 2015 at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai 400018.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to 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 e-voting and the poll at AGM is restricted to make a consolidated Scrutinizer's Report on the votes cast "in Favour" or "Against" the resolutions stated as above based on the reports generated from the E-Voting system provided by the Central Depository Services (India) Limited (CDSL), 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:

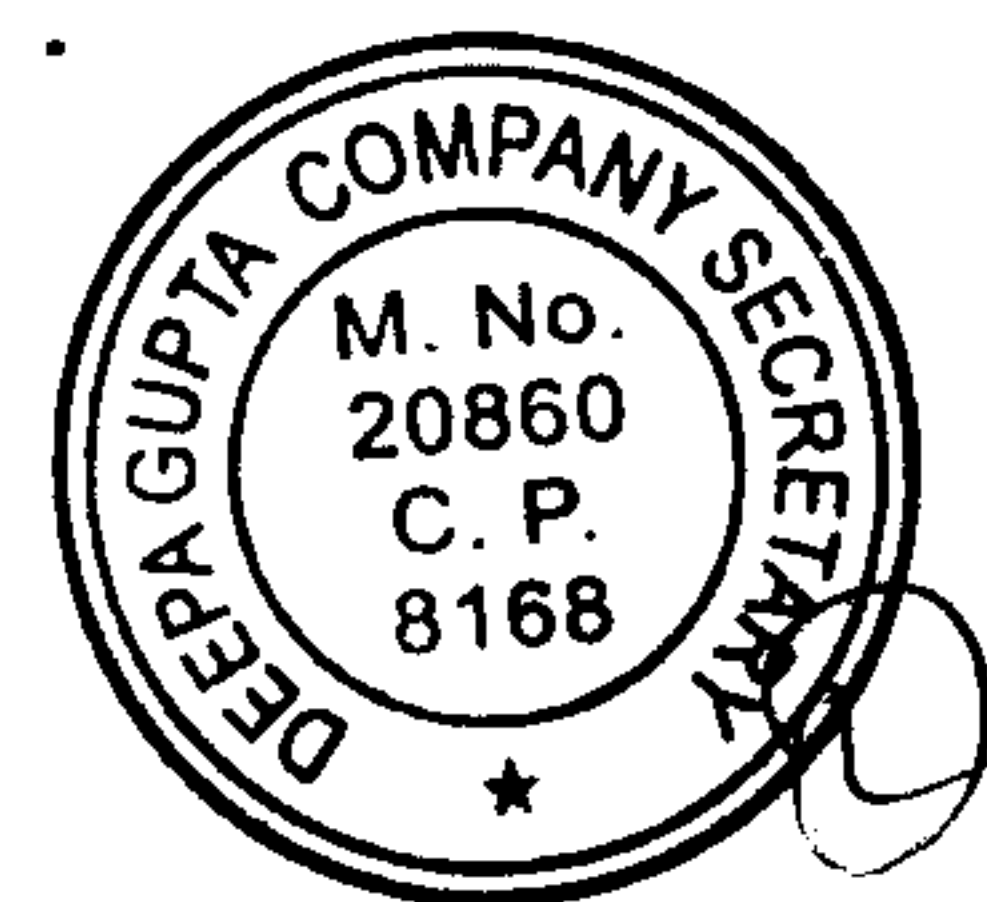
- i. The E-voting period remained opened from Tuesday, 21st July 2015 (10.00 a.m.) to Thursday, 23rd July 2015 (5.00 p.m.).
- ii. The members of the Company as on the "Cut Off" date i.e. 16th July 2015 were entitled to vote on the resolution as set out in the notice of the AGM.
- iii. The Votes cast were unblocked on 24th July 2015 in the presence of two witnesses who are not in the employment of the Company. They have signed in confirmation of the votes being unblocked in their presence.

The Result of the Remote E voting together with the Poll conducted is as under:



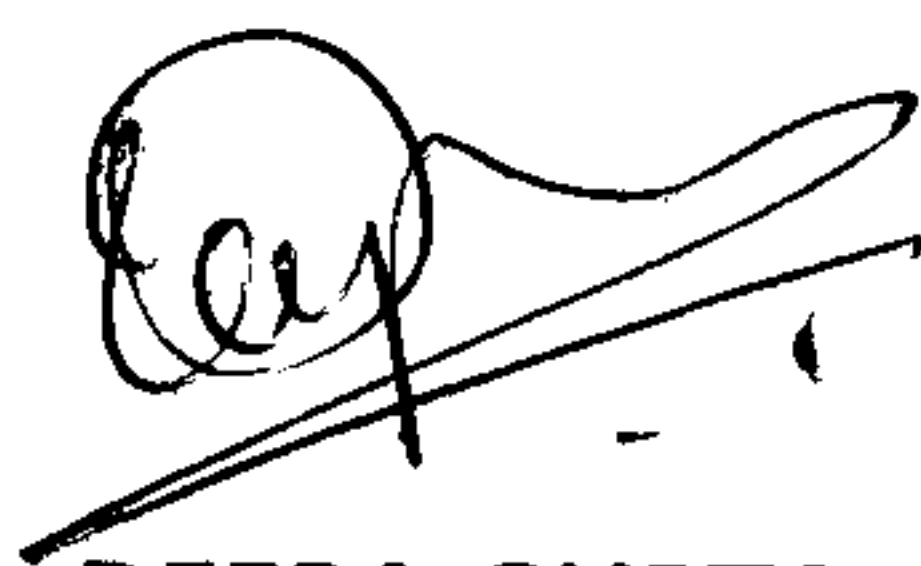
Resolution No.	Votes in Favour		Votes against		Invalid Votes
	Nos.	% of total number of valid votes cast (favour & against)	Nos.	% of total number of valid votes cast (favour & against)	
Item No. 1 as an ordinary resolution – Adoption of audited annual accounts 31.03.2015, reports of the Board of Directors and auditors thereon	5218131	100%	0	0	630
Item No. 2 as an ordinary resolution – Declaration of dividend	5218131	100%	0	0	630
Item No. 3 as an ordinary resolution – Appointment of auditors and fixation of their remuneration	5218131	100%	0	0	630
Item No. 4 as an ordinary resolution – Appointment of Mr. Bipinchandra Gandhi as an Independent Director	5218131	100%	0	0	630
Item No. 5 as an ordinary resolution - Appointment of Mr. Subodh Chandra as an Independent Director	5218131	100%	0	0	630
Item No. 6 as an ordinary resolution – Approval of Cost Auditor's Remuneration	5218131	100%	0	0	630

1. All the resolutions stands passed under Remote E voting and Poll with the requisite majority.

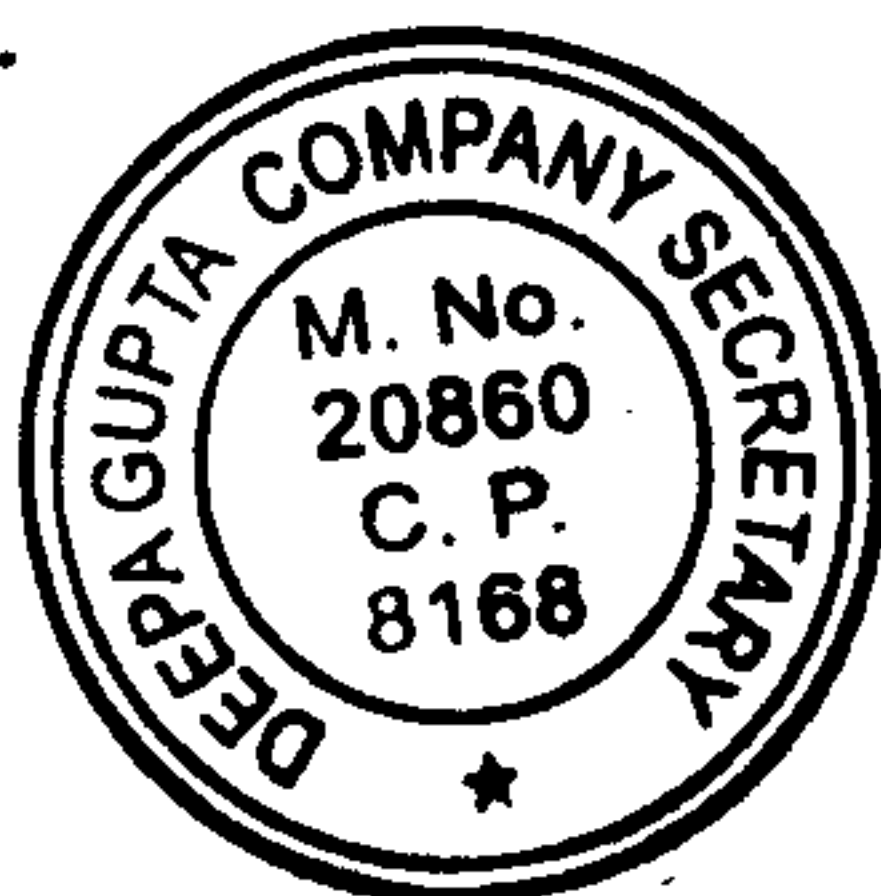


2. The Register, all other papers and relevant records relating to electronic votings shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 114th Annual General Meeting and thereafter the same will be handed over to the Company Secretary.

Thanking you,
Yours faithfully,

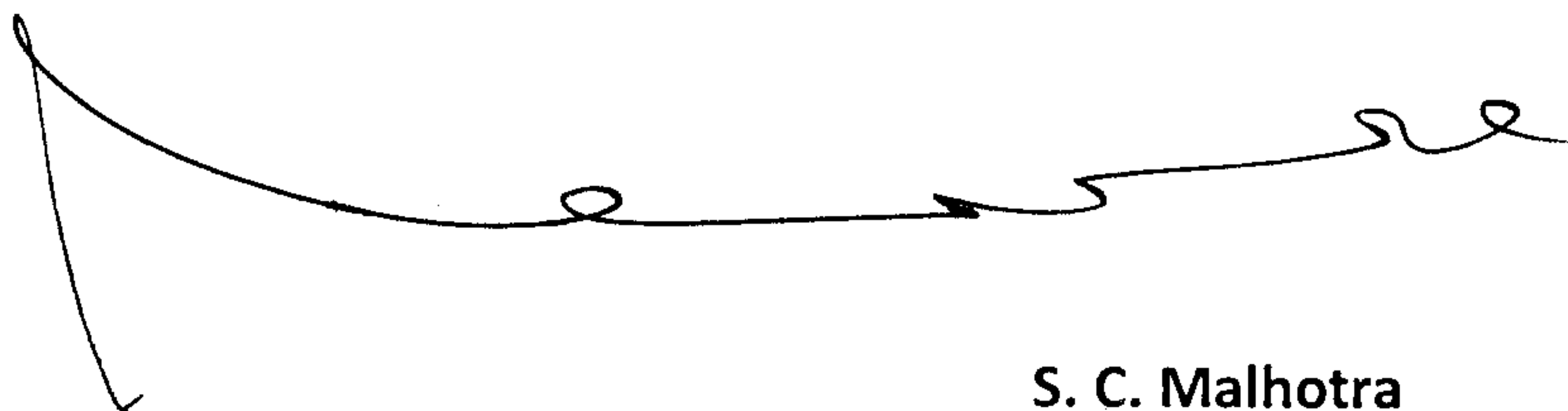


DEEPA GUPTA
Practicing Company Secretary
M. No. 20860/ CP. No. 8168
Place: Mumbai
Dated: 27th July 2015



Countersigned by

For Empire Industries Limited



S. C. Malhotra
Chairman