



Empire Industries Limited

SEC:SHR:2016-2017(807)

August 2, 2016

BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai - 400 023.

Company Scrip Code: 509525

Dear Sir,

Re: Details of Voting Results of AGM held on 30.07.2016

Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the details of voting results at the Annual General Meeting of the Company held on July 30, 2016 together with Scrutinizer's report.

Thanking you,

Yours faithfully,
For EMPIRE INDUSTRIES LIMITED


S. C. MALHOTRA
Chairman
DIN: 00026704

Encls:

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

Divisions
Empire Machine Tools MFTM • Empire Machine Tools MCAT • Vitrum Glass
Empire Industrial Equipment • Empire Vending (GRABBIT) • Empire Foods
The Empire Business Centre • Empire Industrial Centrum



Empire Industries Limited

DETAILS OF VOTING RESULTS

Date of the AGM	: July 30, 2016
Total Number of Shareholders on record date	: 4984
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	: 11
Public	: 52
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, 2016.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	4428442	0	4428442

% 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

Confirmation of interim dividend and declaration of final dividend for the Financial Year 2015-2016

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	4428442	0	4428442

% 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 Mr. Dileep Malhotra as Director of the Company.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	4428442	0	4428442

% 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.



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IV. Resolution No.4

Appointment of Auditors and fixing their remuneration.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	4428442	0	4428442

% 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. Rajbir Singh (DIN: 00826402) as an Independent Director.

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	4428442	0	4428442

% 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

Ratification of fees payable to Cost Auditor

	Votes in favour	Votes against	Total
E-voting & Physical Ballot	4428442	0	4428442

% 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.

VII. Resolution No.7

Adoption of new Articles of Association of the Company

	Votes in favour	Votes against	Total
Postal Ballot, E-voting & Physical Ballot	4430391	0	4430391

% 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.



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Details of Agenda

1. To adopt the Directors' Report and the Audited Balance Sheet as at March 31, 2016, 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, 2016 and Profit & Loss Account for the year ended 31st March, 2016, 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

2. To declare a Final Dividend for the year ended March 31, 2016.

“RESOLVED THAT the Interim Dividend of Rs.20/- (200%) for every Equity Share of face value of Rs.10/- each, paid to the Shareholders for the financial year ended 31st March, 2016, as per the Resolution passed by the Board of Directors at their meeting held on 8th March, 2016, be and is hereby noted and confirmed.”

“RESOLVED FURTHER THAT the Final Dividend of Rs.4/- (40%) for every Equity Share of face value of Rs.10/- each for the financial year ended 31st March, 2016 as recommended by the Board of Directors at their meeting held on 26th May, 2016 be and is hereby declared.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot

3. To appoint a Director in place of Mr. Dileep Malhotra, who retires by rotation, and being eligible, offers himself for re-appointment.

“RESOLVED THAT Mr. Dileep Malhotra, who retires by rotation as a Director of the Company, and being eligible, offers himself for re-appointment be and is hereby re-appointed a Director of the Company.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot



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4. To appoint Statutory Auditors and fix their remuneration by passing the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with rules under Companies (Audit and Auditors) Rules, 2014, the Company’s Statutory Auditors, M/s. D. P. Ghevaria & Co., Chartered Accountants (Firm Registration No.103176W), who hold office upto the date of this Annual General Meeting but eligible, offer themselves for re-appointment, be and are hereby re-appointed as the Statutory 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.”

“RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorized to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

Resolution required: Ordinary

Mode of voting: E-voting & Physical Ballot

5. To appoint Mr. Rajbir Singh (DIN: 00826402) as an independent Director of the Company:

“RESOLVED THAT Mr. Rajbir Singh, having Director Identification Number 00826402, 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 115th Annual General Meeting to the conclusion of 120th 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



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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 2015-2016 amounting to Rs.1,00,000/- (Rupees One Lakh 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

7. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regards to consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

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

Resolution required: Special

Mode of voting: Postal Ballot, E-voting & Physical Ballot

Thanking you,

Yours faithfully,
For EMPIRE INDUSTRIES LIMITED


S. C. MALHOTRA
Chairman
DIN: 00026704



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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. Satish Chandra Malhotra
Chairman,
EMPIRE INDUSTRIES LIMITED
414, Senapati Bapat Marg,
Lower Parel, Mumbai - 400013

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 27st July to 29th July 2016 and the Chairman of 115th Annual General Meeting of the Company had appointed me as the scrutinizer for the poll held at the 115th Annual General Meeting held on Saturday, 30th July 2016 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 Wednesday, 27th July 2016 (09.00 a.m.) to Friday, 29th July 2016 (5.00 p.m.).
- ii. The members of the Company as on the "Cut Off" date i.e. 23rd July 2016 were entitled to vote on the resolution as set out in the notice of the AGM.
- iii. The Votes cast were unblocked on 30th July 2016 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.



(Prasad Chavan)



(Samidha Bole)



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

Resolution No.	Votes in Favour		Votes against		Invalid Votes Nos.
	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 31.03.2016, reports of the Board of Directors and auditors thereon	4428442	100%	0	0	179
Item No. 2 as an ordinary resolution – Declaration of dividend	4428442	100%	0	0	179
Item No. 3 as an ordinary resolution - Re-appointment of Mr. Dileep Malhotra	4428442	100%	0	0	179
Item No. 4 as an ordinary resolution – Appointment of auditors and fixation of their remuneration	4428442	100%	0	0	179
Item No. 5 as an special resolution – Appointment of Mr. Rajbir Singh as an Independent Director	4428442	100%	0	0	179
Item No. 6 as an special resolution – Approval of Cost Auditor’s Remuneration	4428442	100%	0	0	179
Item No. 7 as an special resolution – Adoption of new Articles of Association of the Company	4428442	100%	0	0	179



➤ The Result of the Postal Ballot, Remote E voting together with the Poll conducted at AGM 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 31.03.2016, reports of the Board of Directors and auditors thereon	4428442	100%	0	0	179
Item No. 2 as an ordinary resolution – Declaration of dividend	4428442	100%	0	0	179
Item No. 3 as an ordinary resolution - Re-appointment of Mr. Dileep Malhotra	4428442	100%	0	0	179
Item No. 4 as an ordinary resolution – Appointment of auditors and fixation of their remuneration	4428442	100%	0	0	179
Item No. 5 as an special resolution – Appointment of Mr. Rajbir Singh as an Independent Director	4428442	100%	0	0	179
Item No. 6 as an special resolution – Approval of Cost Auditor's Remuneration	4428442	100%	0	0	179
Item No. 7 as an special resolution – Adoption of new Articles of Association of the Company	4430391	100%	0	0	254

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 115th 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: 02nd August, 2016



Countersigned by

For Empire Industries Limited



Mr. Satish Chandra Malhotra
Chairman & Managing Director