

Empire Industries Limited

SEC:SHR:2018-2019(0709)

July 30, 2018

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 26.07.2018

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 26, 2018 together with Scrutinizer's report.

Thanking you,

Yours faithfully,
For EMPIRE INDUSTRIES LIMITED


S. C. NANDA
Director-Finance & Company Secretary

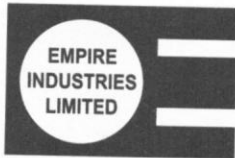
Encl:



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

SUMMARY OF 117TH ANNUAL GENERAL MEETING OF THE COMPANY

The 117th Annual General Meeting (AGM) of the Members of Empire Industries Limited ("the Company") was held on Thursday, 26th July, 2018 at 3.00 P.M. at the Hall of Culture, Nehru Centre, Worli, Mumbai-400018.

PRESENT DIRECTORS:

MR. S.C. MALHOTRA	....	Chairman
MR. RANJIT MALHOTRA	....	Vice Chairman
MR. DILEEP MALHOTRA	....	Jt. Managing Director
MR. RAJBIR SINGH	....	Independent Director
MR. C. P. SHAH	....	Independent Director
MR. B. C. GANDHI	....	Independent Director
MR. S. C. NANDA	....	Director Finance & Company Secretary

And

MR. SUSHIL KUMAR JAIN	..	Statutory Auditor
MRS. DEEPA GUPTA	..	Scrutinizer
M/S. D S K LEGAL	....	Solicitor by invitation

Mr. S C Malhotra took the Chair.

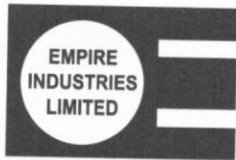
1. The Chairman informed the Shareholders that it was 3.00 P.M. and as a quorum was present, he declared the Meeting open. The Chairman welcomed the Shareholders to the 117th Annual General Meeting.
2. Thereafter the Chairman commenced with the formal agenda of the Annual General Meeting and with the consent of the Members present, the Notice convening the meeting, the Directors' Report along with annexures thereto and the Annual Accounts for the financial year ended 31st March, 2018 were taken as read.
3. The Chairman informed the Shareholders that the Auditor's Report on the Annual Accounts of the Company for the financial year ended 31st March, 2018 did not contain any qualifications, observations or comments on the financial transactions or matters, which had adverse effect on the functioning of the Company. He stated that in the terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments, mentioned in the Auditor's Report, which have any adverse effect on the functioning of the Company, were required to be read at the General Meeting. Since there were no such qualifications, observations or comments, the Auditor's Report was not required to be read.

Contd...2/-

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Empire Industries Limited

: 2 :

4. The Chairman informed that the Company has provided the facility of e-voting to its shareholders to exercise their rights to vote on the Resolutions proposed to be passed at the Annual General Meeting.
5. The Chairman informed the Shareholders that as per the provisions of the Companies Act, 2013 and also per the Listing Agreement, the Company had provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically. The remote e-voting was open from 23rd July, 2018 to 25th July, 2018. He also informed that in line with the provisions of the Companies Act, 2013, voting by 'show of Hands' was not permitted at the General Meeting where e-voting has been offered to the shareholders. Therefore, the arrangements had been made for conducting voting through Ballot Paper for the Shareholders at the venue of the Meeting. He further informed that the Members attending the AGM who had not cast their vote by remote e-voting were eligible to vote at the AGM.
6. He stated that the Shareholders, who had not cast their vote through remote e-voting process, were provided with Ballot Paper to cast their vote. He further informed that Ms. Deepa Gupta, Practicing Company Secretary was appointed as the Scrutinizer for the Ballot voting process.
7. The Chairman informed the shareholders that after conclusion of Q&A session, he would move ALL the Resolutions as set out in the Notice of AGM. The Chairman then invited Members to make comments, offer suggestions and seek clarifications. Some Members spoke on various items of the Notice and Annual Accounts for the year and sought clarifications.
8. Clarifications were provided to the queries raised by the Members.

The following items of business, as per the Notice of AGM dated 30th May, 2018, were transacted at the Meeting.

1. Adoption of Directors' Report and audited accounts for the year ended 31st March, 2018.
2. Declaration of dividend.
3. Appointment of Mrs. Uma Ranjit Malhotra.
4. Ratification of appointment of M/s. A. T. Jain & Co. as statutory auditors:
5. Re-appointment of Mr. Satish Chandra Malhotra as whole-time director designated as Chairman.
6. Re-appointment of Mr. Ranjit Malhotra as Managing Director designated as Vice Chairman.
7. Borrowing powers under section 180 of the Companies Act, 2013.
8. Ratification of fees payable to cost auditor.
9. Approval of related party transactions under section 188 of the Companies Act, 2013.

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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,

Sub: Consolidated Report of Scrutinizer on Voting on all resolutions proposed at the 117th Annual General Meeting of Equity Shareholders of Empire Industries Limited ("the Company") held at Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai 400018 on Thursday, July 26th 2018 at 03.00 p.m.

Empire Industries Limited ("the Company") had appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting, voting through ballots and voting by poll at the 117th Annual General Meeting held on Thursday, 26th July 2018 (AGM) on the resolutions contained in the Notice dated 30th May, 2018 for the AGM, as prescribed under 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 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

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 Monday, 23rd July 2018 (09.00 a.m.) to Wednesday, 25th July 2018 (5.00 p.m.).
- ii. The members of the Company as on the "Cut Off" date i.e. 19th July 2018 were entitled to vote on the resolution as set out in the notice of the AGM.



- iii. The Electronic Votes cast were unblocked on 26th July 2018 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.

Rajan

(Ramanujam Yadav)

Samidha Bole

(Samidha Bole)

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

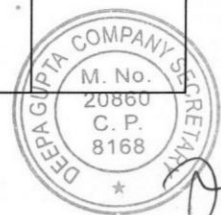
Resolution No.	Votes in Favour		Votes against		Invalid Votes
	Nos.	% of total number of valid votes cast (favour & against)	Nos.	% of total number of valid votes cast (favour & against)	Nos.
Item No. 1 as an ordinary resolution – Adoption of audited annual accounts 31.03.2018, reports of the Board of Directors and auditors thereon	5221793	100%	1	0	0
Item No. 2 as an ordinary resolution – Declaration of dividend	5221793	100%	1	0	0
Item No. 3 as an ordinary resolution - Re-appointment of Mrs. Uma Malhotra	868567	100%	1	0	0
Item No. 4 as an ordinary resolution – Appointment of auditors and fixation of their remuneration	5221793	100%	1	0	0
Item No. 5 as a special resolution Re-appointment of Mr. Satish Chandra Malhotra as Chairman of the Company	868567	100%	1	0	0
Item No. 6 as an Ordinary resolution – Re-appointment of Mr. Ranjit Malhotra as MD,	868567	100%	0	0	0



designated as Vice Chairman of the Company					
Item No. 7 as a Special resolution – Increase in Borrowing Powers of Board of Directors.	5221793	100%	0	0	0
Item No. 8 as an Ordinary resolution – Approval of Cost Auditor’s Remuneration.	5221793	100%	0	0	0
Item No. 9 as an Ordinary resolution – Approval to Related Party Transaction	868567	100%	0	0	0

➤ **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)	Nos.
Item No. 1 as an ordinary resolution – Adoption of audited annual accounts 31.03.2018, reports of the Board of Directors and auditors thereon	5248152	100%	1	0%	0
Item No. 2 as an ordinary resolution – Declaration of dividend	5248152	100%	1	0%	0
Item No. 3 as an ordinary resolution - Re-appointment of Mrs. Uma Malhotra	894926	100%	1	0%	0
Item No. 4 as an ordinary resolution – Appointment of auditors and fixation of their remuneration	5248152	100%	1	0%	0
Item No. 5 as a special resolution Re-appointment of Mr. Satish Chandra Malhotra as Chairman of the	895795	100%	1	0%	0



Company					
Item No. 6 as an Ordinary resolution – Re-appointment of Mr. Ranjit Malhotra as Vice Chairman of the Company	895795	100%	1	0%	0
Item No. 7 as a Special resolution – Increase in Borrowing Powers of Board of Directors.	5249021	100%	1	0%	0
Item No. 8 as an Ordinary resolution – Approval of Cost Auditor's Remuneration.	5249021	100%	1	0%	0
Item No. 9 as an Ordinary resolution – Approval to Related Party Transaction	895795	100%	1	0%	0

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 117th 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: 28th July, 2018



Countersigned by

For Empire Industries Limited



Mr. Satish Chandra Malhotra
Chairman & Managing Director