



ANNUAL REPORT 2014-15

EMPIRE INDUSTRIES LIMITED
CIN: L17120MH1900PLC000176

BOARD OF DIRECTORS:

S.C. MALHOTRA *Chairman*
RANJIT MALHOTRA *Vice-Chairman*
DILEEP MALHOTRA *Jt. Managing Director*
UMA RANJIT MALHOTRA *Woman Director*

R.A. MASKATI
RAJBIR SINGH
C.P. SHAH
B.C. GANDHI
SUBODH CHANDRA } *Directors*

AUDIT COMMITTEE:

RASHEED A MASKATI *Chairman*
C.P. SHAH
RAJBIR SINGH

STAKEHOLDERS' RELATIONSHIP COMMITTEE

RASHEED A MASKATI *Chairman*
C.P. SHAH
RAJBIR SINGH

NOMINATION & REMUNERATION COMMITTEE

RASHEED A MASKATI *Chairman*
RAJBIR SINGH
C.P. SHAH

CSR COMMITTEE

UMA RANJIT MALHOTRA *Chairperson*
DILEEP MALHOTRA
RAJBIR SINGH

RISK MANAGEMENT COMMITTEE

DILEEP MALHOTRA
RAJBIR SINGH
C.P. SHAH

**DIRECTOR FINANCE & COMPANY
SECRETARY**

S.K. GULATI

AUDITORS

D.P. GHEVARIA & CO.

ADVOCATES & SOLICITORS

DSK Legal

REGISTERED OFFICE:

414 Senapati Bapat Marg
Lower Parel
Mumbai - 400 013.
Tel : +91 22 6655 5453
Fax : +91 22 2493 9143
e-mail : email@empiresecretarial.com
Website : www.empiremumbai.com

PLANT:

Vitrum Glass
L.B. Shastri Marg
Vikhroli, Mumbai - 400 083

BANKERS:

INDIAN BANK
ALLAHABAD BANK
BANK OF INDIA
BANK OF BARODA
CENTRAL BANK OF INDIA

REGISTRARS & TRANSFER AGENTS:

M/s. Bigshare Services Pvt. Ltd.,
E-2 Ansa Industrial Estate,
Sakivihar Road,
Saki Naka, Andheri (E)
Mumbai - 400 072.
Tel. : +91 22 28470652 / 40430200
Fax : +91 22 28475207
Email : info@bigshareonline.com
Website : www.bigshareonline.com



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NOTICE

The ONE HUNDRED AND FOURTEENTH ANNUAL GENERAL MEETING of the Members of EMPIRE INDUSTRIES LIMITED will be held on Friday, July 24, 2015 at 3:00 P.M. at the Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai – 400 018 to transact the following business:

AGENDA

Ordinary Business:

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

Special Business:

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

“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.”

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

“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, 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.”

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 2014-15 amounting to ₹ 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.”

By Order of the Board
For **EMPIRE INDUSTRIES LIMITED**

S.K. GULATI
*Director Finance &
Company Secretary*

Registered Office:

414, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013.

Place : Mumbai

Date : May 25, 2015.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.



2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos.4 to 6 as set out above is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Brief resume of all Directors, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the BSE Limited, are provided in the Report on Corporate Governance forming part of the Annual Report.
5. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
7. The Company has already notified closure of Register of Members and Transfer Books thereof from Saturday, the 11th July, 2015 to Friday, the 24th July, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
8. The Dividend on Equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid between July 25, 2015 and July 31, 2015 to those members whose names shall appear in the Register of Members of the Company on July 11, 2015 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents cannot act on any request received directly from the members, holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
10. Members who hold shares in physical form and who have not yet submitted Bank Details are requested to intimate the Company's Registrars and Transfer Agents, M/s. Bigshare Services Pvt. Ltd., under the signature of the Sole/First joint holder, the following information to be incorporated on dividend warrants mandatorily as per SEBI guidelines:
 - (i) Name of the Sole/First joint holder and the Folio Number.
 - (ii) Particulars of Bank Account, viz.
 - (a) Name of Bank
 - (b) Name of Branch
 - (c) Complete address of the Bank with PIN Code Number.
 - (d) Account Type, whether Savings Account (SA) or Current Account (CA)
 - (e) Bank Account Number.
 - (f) MICR Number.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrars and Transfer Agents, M/s. Bigshare Services Private Limited.
12. Shareholders who have not yet dematerialised their shares and wish to dematerialise the same are requested to apply for dematerialization through their Depository Participants.
13. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, M/s. Bigshare Services Pvt. Ltd., for consolidation into a single folio.
14. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 read with Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend for the financial year 2006-07 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

No dividend has been declared for the years ended 31.03.1991 to 31.03.2003.

The Company has declared dividend in subsequent years as shown below:

S. No.	Year	Description	Date of Declaration	Last Date for claiming unpaid Dividend
1.	2003-04	Dividend @ 10%	21.09.2004	Transferred to IEPF
2.	2004-05	Dividend @ 20%	26.08.2005	Transferred to IEPF
3.	2005-06	Dividend @ 40%	25.08.2006	Transferred to IEPF
4.	2006-07	Dividend @ 60%	28.08.2007	Transferred to IEPF
5.	2007-08	Dividend @ 80%	27.08.2008	26.08.2015
6.	2008-09	Dividend @ 100%	27.08.2009	26.08.2016
7.	2009-10	Dividend @ 200%	27.08.2010	26.08.2017
8.	2010-11	Dividend @ 220%	26.08.2011	25.08.2018
9.	2011-12	Dividend @ 240%	28.08.2012	27.08.2019
10.	2012-13	Dividend @ 240%	26.07.2013	25.07.2020
11.	2013-14	Dividend @ 240%	24.07.2014	23.07.2021

Those who have not encashed their dividend warrants with respect to above dividends are requested to claim the amount from the Company.

15. The Securities and Exchange Board of India (SEBI) has made it mandatory the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s. Bigshare Services Private Limited.
16. The Ministry of Corporate affairs has taken a "Green Initiative in the Corporate governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent through e-mail to its members. To support this green initiative of Government in full measure, members who have not registered their e-mail addresses are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with M/s. Bigshare Services Private Limited.

17. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 16th July, 2015 are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 a.m. on Tuesday, 21st July, 2015 and will end at 5.00 p.m. on Thursday, 23rd July, 2015. The Company has appointed Mrs. Deepa Gupta, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 21st July, 2015 at 10.00 a.m. and ends on 23rd July, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th July, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO NOTICE

As required by Section 102 of the Companies Act, 2013 the following Explanatory statement set out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice dated May 25, 2015.

ITEM NO.4

In terms of Article 152 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Bipinchandra Chimanlal Gandhi, a Director of the Company, retire by rotation at the ensuing Meeting and being eligible, offer himself for appointment as an Independent Director under Companies Act, 2013. As per the Companies Act, 2013 the Independent Director shall not retire by rotation. The Board of Directors of the Company recommend the appointment of Mr. Bipinchandra chimanlal Gandhi as Independent Director of the Company. None of the Directors is anyway concerned or interested in the resolution except Mr. Bipinchandra Chimanlal Gandhi to the extent of his appointment.

ITEM NO.5

In terms of Article 152 of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Mr. Subodh Chandra, a Director of the Company, retire by rotation at the ensuing Meeting and being eligible, offer himself for appointment as an Independent Director under Companies Act, 2013. As per the Companies Act, 2013 the Independent Director shall not retire by rotation. The Board of Directors of the Company recommend the appointment of Mr. Subodh

Chandra as Independent Director of the Company. None of the Directors is anyway concerned or interested in the resolution except Mr. Subodh Chandra to the extent of his appointment.

ITEM NO.6

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual/ firm of cost accountant(s) in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on May 29, 2014 the Board has considered and approved appointment of M/s.Vinay Mulay & Co., Cost Accountants (Registration No. M/8791), for the conduct of the Cost Audit of the Company's Construction including development activities at a remuneration of ₹ 75,000/- plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2015.

The resolution of Item No.6 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 8.

By Order of the Board
For **EMPIRE INDUSTRIES LIMITED**

S.K. GULATI
*Director Finance &
Company Secretary*

Registered Office:

414, Senapati Bapat Marg,
Lower Parel, Mumbai - 400 013.

Place : Mumbai

Date : May 25, 2015.



DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

The Directors hereby present their Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2015.

FINANCIAL RESULTS:

Particulars	Year ended	Year ended
	31.03.2015	31.03.2014
	₹ in Lakhs	₹ in Lakhs
Income:		
Revenue from Operations	35419.91	31376.04
Other Income	503.91	673.43
Total Revenue	35923.82	32049.47
Expenditure		
Cost of Materials Consumed	4530.21	4480.71
Purchase of Stock-in-Trade	9749.99	6210.96
Changes in Inventories of Finished goods, Work-in-Progress and Stock-in-Trade	(767.92)	(712.61)
Employee Benefit Expenses	6393.43	6290.04
Finance Costs	930.71	1076.30
Depreciation and Amortization Expenses	1242.98	815.95
Other Expenses	9244.01	9118.85
Total Expenses	31323.41	27280.20
Profit Before Tax	4600.41	4769.27
Tax Expenses		
(1) Current Tax	1340.00	853.38
(2) Deferred Tax	(153.11)	291.27
Profit for the year	3413.52	3624.62
Appropriated as under:		
Dividend proposed	1440.00	1440.00
Tax on Proposed Dividend	293.15	244.73
General Reserve	1680.37	1939.89
Total amount appropriated	3413.52	3624.62
Earning per Equity Share of the face value of ₹ 10 each Basic and Diluted (in ₹)	56.89	60.41

DIVIDEND:

The Directors are pleased to recommend, for your consideration, payment of Dividend @240% (₹ 24 per Equity Share of the face value of ₹ 10, Tax Free) for the

financial year 2014-15, (Previous Year 240%). The total amount of the Dividend outgo will be ₹ 1440 Lakhs as against ₹ 1440 Lakhs for the previous financial year. The tax on distributed profits, payable by the Company would amount to ₹ 293.15 Lakhs as against ₹ 244.73 Lakhs for the previous financial year.

OPERATIONS:

The Division-wise details are given below:

VITRUM GLASS

During the year under review, the Division achieved a turnover of ₹ 136.59 Crore which includes export of ₹ 22.74 Crore. Due to over capacity in the glass industry, the division could not raise prices from its customers, despite a rise in costs. However, cost reduction efforts helped and the division could maintain its targeted profit. Over capacity in the industry is slowly getting absorbed. The division is expected to do well in the current year.

EMPIRE MACHINE TOOLS – MFTM

(Metal Forming, Testing & Metrology)

There has been a shortfall in Order intake compared to initial projections.

Market demand has been sluggish from both the Private and the Public Sectors. There were hopes that investments will pick up after the General Elections, but positive effects in our area of operations are yet to be felt. Service Tax imposed by the Government on foreign remittances received has affected profit margins, though costs were controlled. The backlog of Orders for execution for the coming year is healthy. Currently the division is working on major turnkey tenders and products with shorter execution times. The successful finalization of these cases within this Financial Year will greatly improve the performance in the current year.

EMPIRE MACHINE TOOLS - MCAT

(Metal Cutting & Allied Technologies)

Order in-flow in MCAT Division has been affected mainly on account of recessionary trends and unclear Government policies. There have been cancellation of some orders mainly due to projects not coming up in time. Shipments have also been affected. MCAT is focusing mainly on railways, aerospace, power generation & steel. Some business was also concluded in the Oil & Gas Sectors.

EMPIRE INDUSTRIAL EQUIPMENT

The Business scenario is now looking up for this division. The Division performed reasonably well particularly in Oil & Gas Downstream sector. Other breakthroughs include the largest Industry order for Dome Roof equipment from IOCL. This will pave the way for more orders in this segment. Fire & Safety is another area on which we are concentrating. On the power sector, there were significant orders for LED lights, which also will be an increasing business for the Division. Solar energy business in the country is on the rise, and the Division is focusing on this. Petrochemical and Fertilizer sectors are showing signs of growth. Overall business is looking up and the Division is expected to improve its performance in the current year.

EMPIRE VENDING (GRABBIT)

This division is respected nationwide as the pioneer and leader of Vending in India. GRABBIT is the only national player in this industry with multiple branch offices at Mumbai, Delhi, Bangalore, Pune and Hyderabad. GRABBIT provides premium food & beverage vending services to corporate offices, hotels, banks etc. through automated vending machines. GRABBIT promises easy access to hygienic, fresh, packed food and beverages on a 24x7 basis. We have state of the art Imported Vending Machines which are unique in the industry. A range of snacks under the brand name "SNAKPAK" were introduced and are being sold through our vending machines in all the five cities. Last year, GRABBIT introduced new reputed clients like HSBC, Morgan Stanley, Microsoft, Symantec etc. by installing vending machine in their offices.

EMPIRE FOODS

The Division Imports Frozen and Chilled Food from around the Globe and distributes it to Leading Chains of Five Star / Four Star Hotels, Leading Restaurants, Air Caterers and others in Food Industry. This year, it has also started Local procurement from Indian processors and markets the products to its existing clients. The division did well during the year with its existing Products and New Products launched during the year. It enjoys a Market Leader position in India in most of its products and has a strong distribution Network throughout the country. A High Growth Trend is expected in the coming year.

EMPIRE REAL ESTATE

The construction of Empire Plaza-II at Vikhroli consisting of 10 floors (3 floors for parking and 7 floors for office purposes) with a usable area of approximately 2 Lakh square feet is complete. Occupation Certificate is already

obtained. License agreement for one floor of this property is effective from 1st May, 2015 and we expect to book other floors soon. Empire Plaza I at Vikhroli and Empire Complex at Lower Parel are 95% occupied by reputed clients under License Agreements.

Empire Industrial Centrum

The Empire Industrial Centrum is being developed on a 35 Acre Property in Ambarnath. All Governmental Approvals to establish this project have been received. It will take approximately 5 years to complete the project. Buildings will be constructed only when sales have been assured. Eighty percent of the area will be used for the construction of Flatted Industrial Units, Fifteen Percent for Residential Flats and Five Percent for Commercial Structures. The total Constructed Area upon completion would be 1,41,402 square metres. This Project should prove profitable for the company.

The Empire Business Centre (TEBC)

The Empire Business Centre (TEBC) division started its operations in July, 2013. TEBC provides flexible and customizable work space solutions with fully furnished offices, complete business support services, meeting and conference room facilities that enable the clients to run their businesses without incurring massive start up cost and over-head expenses. Based on a core concept of providing the 'best-in-class' service, TEBC provides a custom mix of products and services that deliver significant and measureable returns to the clients. TEBC services are scaled to meet the needs of each client, whether big or small, local or international. The various products and services that TEBC offers are Conference and Meeting Rooms, Video Conference, Business Lounge, Hot Desking, Executive Membership, Day Office. The current occupancy of TEBC is at 75%, which is expected to improve substantially resulting in better financial results in the current year.

CAPITAL EXPENDITURE

The major Capital Expenditure is on account of Building (₹ 1888.54 Lakhs), Plant & Machinery (₹ 306.67 Lakhs), Office Equipments (₹ 162.60 Lakhs) and Vehicles (₹ 164.25 Lakhs).

EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed to this report.



NUMBER OF MEETINGS OF THE BOARD

During the year Four Board Meetings and Four Audit Committee Meetings were convened and held. The details of these are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
"Internal Financial Controls" means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including the adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information;
- (f) the directors had devised proper systems to ensure compliances with the provisions of the applicable laws and that such systems were adequate and operating effectively.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 relating to the remuneration for the Directors, key managerial personnel, and other employees. As required by the rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the prescribed details are annexed to this report.

EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK

There is no qualification, reservation or adverse remark or disclaimer made –

- (i) by the auditor in his report; and
- (ii) by the Company Secretary in practice in her secretarial audit report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

There are no loans given, guarantees issued or investments made to which provisions of Section 186 are applicable to the Company.

CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons who may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior

omnibus approval of the Audit Committee is obtained on a quarterly basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. The report of the Board in respect of the particulars of contracts or arrangements with related parties referred to sub-section (1) of section 188 in Form AOC-2 is annexed to this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 2014, relating to the foregoing matters is given in the Annexure forming part of this report.

REPORT ON RISK MANAGEMENT POLICY

The Company has formed the Risk Management Committee with its members as Mr. Dileep Malhotra, Mr. Rajbir Singh and Mr. C. P. Shah and the committee will perform its activities according to the Risk Policy finalized by the Board indicating the development and implementation of Risk Management.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

The Company has developed and implemented the CSR policy to carry out activities in health and education and also formed KARO Trust which has been registered on 12.03.2015 with Charity Commissioner, Mumbai for this purpose. The policy is put up on Company's website. CSR report as per the provision of section 135 of the Companies Act, 2013 is annexed to this report.

ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and compliance committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

TRANSFER OF UNPAID/UNCLAIMED AMOUNTS TO IEPF

Pursuant to the provisions of Section 125 of Companies Act, 2013 the Unclaimed Dividend, Fixed Deposits and interest thereon which remained unpaid/unclaimed for a period of 7 years have been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. Deepa Gupta, Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed to this report.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956, and the Articles of Association of the Company, Mr. Bipinchandra Chimanlal Gandhi, having Director Identification Number 00780094 and Mr. Subodh Chandra, having Director Identification Number 02076844, retire by rotation at this Annual General Meeting. As per the



Provision of the Companies Act, 2013 they have been appointed as Independent Directors for a term of five years from the date of Annual General Meeting subject to the approval of the members.

SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES

There are no companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year.

DETAILS RELATING TO FIXED DEPOSITS

The details relating to deposits covered under Chapter V of the Act –

- (a) Accepted during the year: ₹ 20,61,60,000/-
- (b) Remained unpaid or unclaimed as at the end of the year: ₹ 17,43,000/-
- (c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-
 - (i) At the beginning of the year: Nil
 - (ii) Maximum during the year: Nil
 - (iii) At the end of the year: Nil

Details of deposits which are not in compliance with the requirements of Chapter V of the Act, 2013: Deposits from Directors: ₹ 4,63,04,000/-

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL CONTROLS

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and

policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

ACKNOWLEDGEMENT

Your Directors would like to express their gratitude for the abundant assistance and co-operation received by the Company from its workers, staff, officers, Consortium Banks, members and other Government Bodies during the year under review.

AUDITORS

The Company's Auditors, Messrs D. P. Ghevaria & Company, Chartered Accountants, Mumbai who retire at the ensuing Annual General Meeting of the Company are eligible for reappointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Auditors of the Company. As required under Clause 49 of the Listing Agreement, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of its Glass Bottle Manufacturing activity is required to be audited. Your Directors had, on the recommendation of the Audit Committee, appointed Messrs Vinay Mulay & Co. to audit the cost accounts of the Company for the financial year 2014-15 on a remuneration of ₹ 75,000/-. As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to Messrs Vinay Mulay & Co., Cost Auditors is included at Item No. 6 of the Notice convening the Annual General Meeting.

MANAGEMENT DISCUSSION AND ANALYSIS

- Overall Review

The Company is engaged in the following activities:

- (1) Manufacture of Amber Glass Bottles for the Pharmaceutical Industry.

- (2) Representing a number of foreign manufacturers of Precision Machine Tools, Measuring Instruments, Testing Machines, designing and marketing of Industrial Equipments.
- (3) Imports Frozen & Chilled Foods from around the Globe and distribute it to leading chains of Five / Four Star Hotels and leading Restaurants.
- (4) Provides office space on Leave & License basis to multinational companies and banks.
- (5) Developing land admeasuring to 35 Acres at Ambarnath with the consent of MIDC.
- (6) Provides flexible and customizable work space solutions to clients to run their business without increasing massive start-up costs and over-head expenses.

The performance of all these Divisions is reviewed in the Directors' Report.

- **Industry Structure & Development**

The Vitrum Glass Division is manufacturing Amber Glass Bottles for the Pharmaceutical Industry by using its production capacity fully. The division carries out R&D activities regularly in various manufacturing operations with the objective of improving quality, reducing energy consumption and improving the overall efficiency/productivity.

- **Opportunities & Risks**

The Company has developed Industrial Properties at its Lower Parel and Vikhroli premises for the use of office purposes and entered into Leave & License Agreements with Various Multinational Companies and Banks. The demand from the Pharmaceutical Industry for Glass Containers manufactured by Vitrum Glass Unit is sufficient and hence the Company does not foresee any risks for the product in near future. The revenue of the Divisions involved in agency businesses for marketing the products manufactured by foreign principals are dependent on the Government Policies declared from time to time. In the business of Frozen & Chilled Foods,

the Company is a Market Leader in India in most of the products have strong distribution network and valuable support from suppliers and clients. The Company is getting good response / support in the areas of providing office space on Leave & License basis, developing the property at Ambarnath and providing flexible and customizable work space solutions.

- **Human Resources**

During the year under review, cordial relationships were maintained between the management and the employees. The Directors place on record their appreciation for the support and contribution of all employees of the Company.

- **Statutory Compliance**

On obtaining confirmations from the Divisions of the Company, a declaration regarding compliance with the provisions of the various statutes is made by the Managing Director at Board Meetings. The Company Secretary, as Compliance Officer, ensures compliance with SEBI regulations and provisions of the Listing Agreements.

- **Cautionary Statement**

Statements in the Management Discussion and Analysis describing Company's objectives, projections, expectations are within the meaning of relevant securities laws, rules and regulations. The actual results may differ materially from the projections, expectations. Important factors which could be reasons for such differences may be Government policy amendments in taxation laws and other economic developments within and/or outside India.

On Behalf of the Board of Directors

Place : Mumbai
Date : May 25, 2015

S.C. MALHOTRA
Chairman

ANNEXURE TO DIRECTORS' REPORT REPORT ON CORPORATE GOVERNANCE

As per the provisions of Clause 49 of the Listing Agreement with BSE Limited, the Company has complied with the requirements and report containing the details of Corporate Governance is furnished below:

1. Company's philosophy on code of Governance

In our view, Corporate Governance comprises of principles, processes and systems to be followed by the management to ensure accountability, transparency and fairness in all its transactions in the widest sense and to maximize value for shareholders. A good governance process, thus, should provide integrity, transparency and compliance with laws in letter and spirit in all dealings with Government, Customers, Suppliers, Employees and other stakeholders.

2. Board of Directors

a. As at 31st March, 2015 the composition and the category of the Directors is as under:

Category	Name of Directors
Promoter/ Executive Directors	Mr. Satish Chandra Malhotra, <i>Chairman</i>
	Mr. Ranjit Malhotra, <i>Vice Chairman</i>
	Mr. Dileep Malhotra, <i>Joint Managing Director</i>
	Mrs. Uma Ranjit Malhotra
Independent Directors	Mr. Rasheed A Maskati
	Mr. Rajbir Singh
	Mr. Chandrakant Poonamchand Shah
	Mr. Bipinchandra Chimanlal Gandhi
	Mr. Subodh Chandra

Disclosure regarding brief profile of Directors as required under the Listing agreement entered into with BSE Limited is given below:

- 1) **Mr. S C Malhotra** is the Chairman of the Company since 3rd December, 1963. Before taking over Empire he was with Kohinoor Mills Division of Killick Industries Limited for six years as Chief Executive. He has substantially contributed to the growth of Empire. He has 64 years of experience and handles several corporate responsibilities. He is a Director of Empire International Private Limited and Arjun Transport Company Private Limited.

He is the Promoter of the Company and holds 1,99,382 shares of the Company in his name as on March 31, 2015.

- 2) **Mr. Ranjit Malhotra** is an MBA from the University of Texas. He is the son of Mr. S. C. Malhotra, Chairman of the Company. Mr. Ranjit Malhotra joined Empire in April 10, 1981. He is on the Board of the Company as Whole-time Director designated as Vice-Chairman since October 1, 1998. He is Instrumental in developing the property of the Company at Lower Parel and Vikhroli and giving the same on Leave & License basis to Multinational Companies and Banks. He is a Director of Empire International Private Limited, Randil Trading Co. Pvt. Ltd., Arjun Transport Co. Pvt. Ltd. and Empire Technical Services Pvt. Ltd.

He is the Promoter of the Company and holds 9,65,386 shares of the Company in his name as on March 31, 2015.

- 3) **Mr. Dileep Malhotra** is an MBA from Le High University, USA. He is the son of Mr. S C Malhotra, Chairman of the Company. Mr. Dileep Malhotra joined Empire in November 28, 1991. He is on the Board of the Company as Whole-time Director designated as Joint Managing Director since October 1, 1999. He has substantially contributed for the development of the Agency business of the Company. He is a Director of Empire International Private Limited, Randil Trading Co. Pvt. Ltd., Arjun Transport Co. Pvt. Ltd. and Empire Technical Services Pvt. Ltd.

He is the Promoter of the Company and holds 14,69,490 shares of the Company in his name as on March 31, 2015.

- 4) **Mrs. Uma Ranjit Malhotra** is a Director of the Company since May, 29, 2014.

Mrs. Uma Malhotra graduated from St. Xavier's College, Mumbai. She is the daughter of Mr. Keshub Mahindra, Chairman Emeritus of the Mahindra Group of Companies. She is married to Mr. Ranjit

Malhotra, Vice Chairman and Managing Director of Empire Industries since April 10, 1981. She owns and runs a School for underprivileged children. She is a Director of Arjun Transport Company Private Limited.

She is also the Chairperson of the CSR Committee of the Company.

Mrs. Uma Ranjit Malhotra holds 1,25,222 shares of the Company in her name as on March 31, 2015.

- 5) Mr. R. A. Maskati has been one of the senior most Director of the Company since July 4, 1972. He is a prominent figure in Business and has been connected with business for over 50 years.

He is a Director of Rane Private Limited, Kosmochem Private Limited, Maskati Investment Private Limited, D C Omrigar Private Limited and B H P Maritime Private Limited.

He is also the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

Mr. Maskati holds 200 shares of the Company in his name as on March 31, 2015.

- 6) Mr. Rajbir Singh is a Director of the Company since June 28, 2007. He has wide contacts with the key personnel in financial institutions and banks. He has vast experience in arranging funds for financing projects. He is a successful financial consultant having more than 26 years experience and well known in the field. He is a Director of R. C. Edwards & Co. Private Limited, Kelly & Henderson Private Limited and Sardar Bahadur Bakshi Dalip Singh & Son Private Limited.

He is also a Member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and CSR Committee of the Company.

Mr. Singh holds 15 shares of the Company in his name as on March 31, 2015.

- 7) Mr. Chandrakant Poonamchand Shah is a Director of the Company since September 1, 2008. He is also a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

He was a Joint Managing Director in Ramnord Research Laboratories Private Limited from 1972 to 1975 and continues to be a Director as on date. He has wide experience in Cotton Yarn Business.

He is a Director of Ramnord Research Laboratories Private Limited, Empress Tin Factory Private Limited and Randil Trading Company Private Limited.

Mr. Shah holds 50 shares of the Company in his name as on March 31, 2015.

- 8) Mr. Bipinchandra Chimanlal Gandhi is a Director of the Company since June 25, 2009.

Mr. Bipin Gandhi is a Science Graduate. He has undergone extensive training in bleaching, dyeing & printing machines as well as in dyestuff chemicals pertaining to textile industry. During his employment with Associated Textile Engineers he has undergone two years Implant Training in Germany. After his return from abroad he has worked with Baltex Engineering Private Limited as Sales Manager for Textile Machineries. In the Year 1968 he started a Company by name Commonwealth Textiles which was well recognized in textile industry. In the year 1977 he established another Company by name Comtex Engg. (Bom) Private Limited. He represents many well-known textile machinery manufactures from Italy, Germany and Switzerland in his capacity as partner of Commonwealth Textiles.

Mr. Gandhi holds 15 shares of the Company in his name as on March 31, 2015.

- 9) Mr. Subodh Chandra is a Director of the Company since April 30, 2012.

Mr. Subodh Chandra and his family controls L.H. Sugar Factories Limited, one of the biggest sugar mills in Uttar Pradesh along with huge power cogeneration. He has been Chairman of this Company. He has vast experience in Sugar Industry and Agricultural Industry.

Mr. Subodh Chandra holds 15 shares of the Company in his name as on March 31, 2015.

- b. Attendance of each Director at the Board Meetings, last Annual General Meeting:

Name of the Director	Attendance Particulars	
	Board Meetings	LastAGM
S.C. Malhotra	4	Present
Ranjit Malhotra	4	Present
Dileep Malhotra	4	Present
R.A. Maskati	4	Present
Rajbir Singh	4	Present
Chandrakant P Shah	4	Present
Bipinchandra Chimanlal Gandhi	4	Present
Subodh Chandra	3	Present
Uma Ranjit Malhotra	2	Present

- c. Number of other Boards or Board Committees in which he/she is a member or Chairperson:

Name of the Director	Other Directorship	Committee Membership	Committee Chairmanship
S.C. Malhotra	2	–	–
Ranjit Malhotra	4	–	–
Dileep Malhotra	4	1	1
R.A. Maskati	5	–	3
Rajbir Singh	3	5	–
Chandrakant P Shah	2	4	–
Bipinchandra Chimanlal Gandhi	–	–	–
Subodh Chandra	–	–	–
Uma Ranjit Malhotra	1	–	1

- d. Number of Board Meetings held and the dates on which held:

Four (4) Board Meetings were held on the following dates during the financial year.

- (1) 29.05.2014 (2) 24.07.2014 (3) 30.10.2014
(4) 30.01.2015

3. Audit Committee

- a. The Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, inter alia, include,—
- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;

- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems;
- (viii) monitoring the end use of funds raised through public offers and related matters.

- b. The Audit Committee comprises of three Independent/Non-Executive Directors as per details mentioned hereunder:

Sr. No.	Name of the Member
1.	Mr. Rasheed A. Maskati, <i>Chairperson</i>
2.	Mr. Chandrakant Poonamchand Shah
3.	Mr. Rajbir Singh

Mr. S. K. Gulati, the Director Finance & Company Secretary acts as the Secretary of the Committee.

- c. During the year 4 meetings were held and the attendance is given below:

Sr. No.	Name of the Member	No. of Meetings Attended
1.	Mr. Rasheed A. Maskati	4
2.	Mr. Chandrakant Poonamchand Shah	4
3.	Mr. Rajbir Singh	4

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of three Independent/Non-Executive Directors as per details mentioned hereunder:

Sr. No.	Name of the Member
1.	Mr. Rasheed A. Maskati, <i>Chairperson</i>
2.	Mr. Chandrakant Poonamchand Shah
3.	Mr. Rajbir Singh

a. The role of Nomination and Remuneration Committee is –

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- (ii) Formulation of criteria for evaluation of Independent Directors and the Board;
- (iii) Devising a policy on Board diversity;
- (iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

b. The Nomination and Remuneration Committee comprising of three independent Non-Executive Directors, viz., Mr. Rasheed A. Maskati, Chairperson; Mr. Rajbir Singh and Mr. C. P. Shah. The Nomination and Remuneration Committee reviews the remuneration package of Executive Directors and Senior Executives of the Company.

c. Attendance during the year: All members attended the Meetings held on 29.05.2014 & 30.01.2015.

d. Remuneration policy:

Remuneration to Whole-time Directors and Company's employees is decided after considering the following factors:

- (i) Restrictions specified in various Acts like Companies Act, Income Tax. Etc.
- (ii) Market trend for remuneration paid for similar positions.
- (iii) Performance of the person in the Company.
- (iv) Profits of the company.

e. Details of remuneration to all the Directors is given below:

Details of remuneration to Directors for the year.

The aggregate value of salary and perquisites paid for the financial year 2014-2015 to the Executive Directors is as follows:

Mr. S. C. Malhotra	₹ 64.57 Lakh
Mr. Ranjit Malhotra	₹ 75.20 Lakh
Mr. Dileep Malhotra	₹ 65.11 Lakh
Total	₹ 204.88 Lakh

The above amounts include Company's contribution to Provident Fund and perquisites.

The Company paid sitting fees to all Non-Executive Directors for attending Meetings of the Board as shown below:

S.No	Name of Directors	Sitting Fees (₹)
1.	Mr. R. A. Maskati	2,00,000
2.	Mr. Rajbir Singh	2,00,000
3.	Mr. C. P. Shah	2,00,000
4.	Mr. B. C. Gandhi	2,00,000
5.	Mr. Subodh Chandra	1,50,000
6.	Mrs. Uma Ranjit Malhotra	1,00,000

No commission has been paid to any Non-Executive Director for the year ended March 31, 2015.

Shares held by Non-Executive Directors:

S.No	Name of Directors	Shares held
1.	Mr. R. A. Maskati	200
2.	Mr. Rajbir Singh	15
3.	Mr. C. P. Shah	50
4.	Mr. B. C. Gandhi	15
5.	Mr. Subodh Chandra	15
6.	Mrs. Uma Ranjit Malhotra	125222

5. Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of three Independent/Non-Executive Directors as per details mentioned hereunder:

Sr. No.	Name of the Member
1.	Mr. Rasheed A. Maskati
2.	Mr. Chandrakant Poonamchand Shah
3.	Mr. Rajbir Singh

(i)	Name of non-executive director heading the Committee:	Mr. Rasheed A. Maskati
(ii)	Name and Designation of compliance officer:	Mr. S. K. Gulati, Director-Finance & Company Secretary.
(iii)	Number of shareholders' complaints received so far:	5 (Five)
(iv)	Number of complaints resolved to the satisfaction of shareholders:	5 (Five)
(v)	Number of pending complaints:	Nil

6. General Body Meetings

- (i) Location and time for last 3 Annual General Meetings were as follows:

Year	Location	Date	Time
2011-2012	Hall of Culture, Ground Floor Nehru Centre, Worli, Mumbai 400018.	28.08.2012	3.00 p.m.
2012-2013	Same as above	26.07.2013	3.00 p.m.
2013-2014	Same as above	24.07.2014	3.00 p.m.

- (ii) Whether any special resolutions passed in the previous AGMs: Yes.
- (iii) Whether any special resolution passed last year through postal ballot: Yes.
- (iv) Person who conducted the postal ballot exercise: Mrs. Deepa Gupta, Practicing Company Secretary.
- (v) Whether any special resolution is proposed to be conducted through postal ballot: No.
- (vi) Procedure for postal ballot: N.A.

7. Disclosures

- (i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large: NIL
- (ii) Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: NIL
- (iii) Whistle Blower policy and affirmation that no personnel have been denied access to the Audit Committee.
- (iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.

The Company has no matters which are required to be disclosed per sub-clause (i) to (iii) and if any matter arises the company shall disclose the same. The Company is ready to adopt non-mandatory requirements of sub-clause (iv).

8. Means of communication

- (i) Quarterly results: Advertisement in 'Free Press Journal' and 'Navshakti' within 48 hours of Board Meeting.
- (ii) Newspapers wherein results normally published: Free Press Journal & Navshakti.
- (iii) Any website, where displayed : www.empiremumbai.com
- (iv) Whether it also displays official news releases; and
- (v) The presentations made to institutional investors or to the analysts: Only on request.

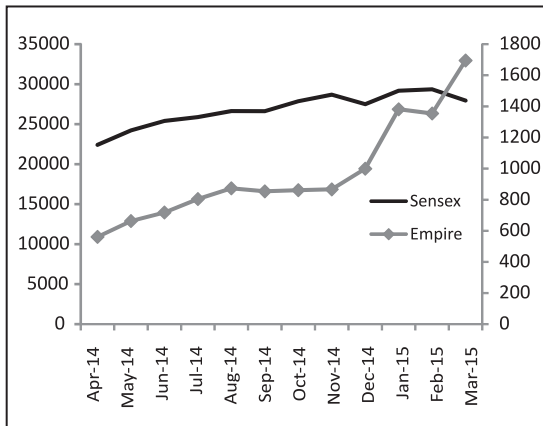
9. General Shareholder information

- (i) **AGM Date, Time and Venue :**
Friday, the 24th July, 2015 at 3.00 p.m. Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018.
- (ii) **Financial year :** 2014-2015
- (iii) **Date of Book closure :** Saturday the 11th July, 2015 to Friday the 24th July, 2015 (both days inclusive).
- (iv) **Dividend Payment Date :** 29th July, 2015.
- (v) **Listing on Stock Exchanges :** BSE Limited.
- (vi) **Stock Code :** 509525
- (vii) **Market Price Data :** High, Low during each month in last financial year:

Month & Year	BSE		Sensex	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2014	625.00	497.05	22939.31	22197.51
May, 2014	683.95	511.00	25375.63	22277.04
June, 2014	724.00	652.00	25725.12	24270.20
July, 2014	863.00	713.00	26300.17	24892.00
August, 2014	1100.00	773.00	26674.38	25232.82
September, 2014	999.00	825.00	27354.99	26220.49
October, 2014	949.00	790.00	27894.32	25910.77
November, 2014	890.00	824.95	28822.37	27739.56
December, 2014	1030.15	790.00	28809.64	26469.42

Month & Year	BSE		Sensex	
	High (₹)	Low (₹)	High (₹)	Low (₹)
January, 2015	1525.00	972.50	29844.16	26776.12
February, 2015	1570.00	1310.75	29560.32	28044.49
March, 2015	1795.00	1300.00	30024.74	27868.21

(viii) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.



(ix) Registrar and Transfer Agents

M/s. Bigshare Services Pvt. Ltd.,
E-2 Ansa Industrial Estate,
Sakivihar Road,
Saki Naka, Andheri (E),
Mumbai - 400 072.
Tel: +91 22 28470652 / 40430200
Fax: +91 2228475207
Email: info@bigshareonline.com

Our Registrar & Transfer Agent, M/s. Bigshare Services Private Limited launched Gen-Next Investor Module i'Boss the most advanced tool to interact with shareholders. Please login into i'Boss (www.bigshareonline.com) and help them to serve you better.

(x) Share Transfer System:

Transfers in respect of shares in physical form and other related issues are approved by the Chairman authorized by the Board and approvals are obtained at intervals not exceeding 15 days.

(xi) Distribution of shareholding as on March 31, 2015:

Shareholding of Nominal value of	Share-holders Numbers	% of Total	Share Amount ₹	% to Equity
Up to 5000	4893	95.3244	3271740	5.4529
5001 - 10000	121	2.3573	851630	1.4194
10001 – 20000	63	1.2273	904520	1.5075
20001 – 30000	13	0.2533	295430	0.4924
30001 – 40000	12	0.2338	407360	0.6789
40001 – 50000	5	0.0974	238610	0.3977
50001 – 100000	7	0.1364	520830	0.8681
100001 and above	19	0.3701	53509860	89.1831
Total	5133	100.0000	59999980	100.0000

(xii) Dematerialization of shares and liquidity

Dematerialisation of shares:

Mod of Holding	%age
NSDL	20.87
CDSL	76.36
Physical	2.77
Total	100.00

Liquidity:

The Company's Equity shares are traded on BSE Limited.

(xiii) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity : Not applicable.

(xiv) Plant Locations :

Vitrum Glass, L.B.S. Marg,
Vikhroli, Mumbai – 400 083.

xv. Address for correspondence :

EMPIRE INDUSTRIES LIMITED
Secretarial Department
Empire Complex, 414, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013.
Telephone : 66555453 Fax : 24939143
Email: investor_relations@empiremumbai.com
Website: www.empiremumbai.com

On Behalf of the Board of Directors

Place : Mumbai

S.C. MALHOTRA

Date : May 25, 2015

Chairman



ANNEXURE TO DIRECTORS' REPORT

Information pursuant to Section 134(8)(3) of the Companies Act, 2013:

VITRUM GLASS:

(A) Conservation Of Energy -

- (i) The steps taken or impact on conservation of energy:
 - a. Contracted demand reduced from 1400 KVA to 1300 KVA resulting in higher load factor incentive.
 - b. Replacement of conventional tube light (40 watt + 10 watts for choke) with 20 watts LED tube light Philips make to save power.
 - c. HP and Pilot Air pressure were reduced from 38 to 36PSI and 60 to 52 PSI saving power.
- (ii) The steps taken by the Company for utilising alternate sources of energy: NIL
- (iii) The capital investment on energy conservation equipments: NIL

(B) Technology absorption -

- (i) The efforts made towards technology absorption:

A continuous interaction and exchange of information in the industry is being maintained with a view to absorbing, adapting and innovating new methods that may be possible.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

The main benefits derived are:- Quality improvement, cost reduction and import substitution.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –
 - (a) The details of technology imported:

The Global Energy Technologies fuel saving equipment Kvx has been installed on furnace for melting end burners to save the natural gas consumption.
 - (b) The year of import: 2014-2015
 - (c) Whether the technology been fully absorbed: Yes.
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not applicable.
- (iv) The expenditure incurred on Research and Development: Nil.

(C) Foreign Exchange Earnings And Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows:

Foreign Exchange used	₹ 3811.35 Lakh
Foreign Exchange earned	₹ 7107.55 Lakh

On Behalf of the Board of Directors

Place : Mumbai
Date : May 25, 2015

S.C. MALHOTRA
Chairman

ANNEXURE TO DIRECTORS' REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis:	
(a) Name(s) of the related party and nature of relationship	There were no transactions not at arm's length basis
(b) Nature of contracts/arrangements/ transactions	
(c) Duration of the contracts / arrangements / transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	
2. Details of material contracts or arrangement or transactions at arm's length basis:	
(a) Name(s) of related party	Relationship
Empire International Pvt.Ltd. Randil Trading Co. Pvt. Ltd. Arjun Transport Co. Pvt. Ltd.	Some of the Directors of the Company are also Directors in the said Pvt. Ltd. Companies.
Mr. S. C. Malhotra – <i>Chairman</i> Mr. Ranjit Malhotra – <i>Vice Chairman</i> Mr. Dileep Malhotra – <i>Jt. Mg. Director</i>	Key Managerial Personnel
Late Mr. Karan Malhotra Mr. Kabir Malhotra Mrs. Uma Malhotra	Relatives of Key Managerial Personnel
(b) Nature of contracts/arrangements /transactions	The Companies have provided finance per terms and conditions mutually agreed and individuals have provided their services at contracted consideration.
(c) Duration of the contracts / arrangements / transactions	Late Mr. Karan Malhotra – from 01.04.2014 to 04.09.2014 Mrs. Uma Malhotra – from 01.04.2014 to 29.05.2014 Others – from 01.04.2014 to 31.03.2015
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Per mutual agreement.
(e) Date(s) of approval by the Board, if any:	N.A.
(f) Amount paid as advances, if any:	Nil

On Behalf of the Board of Directors

Place : Mumbai
Date : May 25, 2015

S.C. MALHOTRA
Chairman

ANNEXURE TO DIRECTORS' REPORT

CSR REPORT

With the introduction of the new CSR mandate in the Companies Act 2013, Empire Industries has outlined for itself a CSR Policy.

Please click here www.empiremumbai.com/pdf/CSR_policy.pdf for the Company's CSR Policy.

The Company openly welcomes these new guidelines, and is inspired to contribute towards nation building. Empire envisions an India filled with happy, healthy and virtuous individuals. The mission is to improve the health of the poor, save lives, and uplift the moral fibre of the nation.

The objective of this program, whose implementation is in continuance, is to provide financial and rehabilitation assistance to the underprivileged who are facing critical medical conditions.

The program also includes a tailor-made follow-up/post care rehabilitation plan for each patient including home visits, counseling for children, family, ensuring treatment protocols etc. are being followed to help bring them back on their feet post treatment.

The CSR Committee consists of the following 3 members:-

Mrs. Uma Ranjit Malhotra (DIN: 06848613) – *Chairperson*

Mr. Dileep Malhotra (DIN: 00027168) – *Director*

Mr. Rajbir Singh (DIN: 00826402) – *Independent Director*

Average net profit of the Company for the last three financial years is as follows:

Year	Amount (₹)
2011-2012	49,57,00,869
2012-2013	46,75,62,498
2013-2014	47,69,26,518
Total	144,01,89,885
Average Profit	48,00,63,295

The total CSR Budget on the basis of @2% of average net profits of the Company for the financial year 2014-2015 is ₹ 96,01,266/-

Following are the details of CSR amount spent during the financial year 2014-2015:

- a) A total of ₹ 1,68,000 was spent directly on CSR activities.
- b) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or Activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and District where projects or programs was undertaken	Amount Outlay (budget) Project or program-wise	Amount spent on the projects or programs Sub-heads: (1) District expenditure on projects or programs (2) Overhead	Cumulative expenditure upto to the reporting period (₹)	Amount spent: Direct or through implementing agency
1.	Health	Health	Cancer Institute, Chennai, Tamil Nadu	₹ 2,00,000	1,00,000	1,68,000	Direct
2.	Health	Health	KEM Hospital, Mumbai, Maharashtra		10,000		
3.	Health	Health	KEM Hospital, Mumbai, Maharashtra		28,000		
4.	Health	Health	KEM Hospital, Mumbai, Maharashtra		30,000		

The Company has formed a Trust by name KARO TRUST and registered it under the Bombay Public Trusts Act, 1950 (Registration No. E-31032 (Mumbai) on 12th March, 2015 for the purpose of carrying out its CSR activities as per the provisions of Companies Act, 2013.

As it was first necessary to conceptualize a structured program and after which Empire began its CSR activities in January 2015, and have given complete holistic care to needy patients completed surgeries and after treatment in Maharashtra and Tamil Nadu upto ₹ 1,68,000/- and are in the process of identifying the projects/activities as per the CSR Policy of the Company, hence the Company could not exhaust the total limit of 2% during 2014-2015 and undertake to spend the remaining amount of 2% of CSR Expenditure in the year 2015-2016.

This is to state that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Sd/-

S.K. GULATI**Director-Finance and Company Secretary**

Sd/-

UMA RANJIT MALHOTRA**Chairman (CSR Committee)**

**Disclosure pursuant to Section 134 of the Companies Act, 2013, read with Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Name of the Director	Ratio
MR. S C MALHOTRA	14.42
MR. RANJIT MALHOTRA	16.71
MR. DILEEP MALHOTRA	14.48

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name of Employee	Designation	% Increase
MR. S C MALHOTRA	DIRECTOR ON BOARD	-34
MR. RANJIT MALHOTRA	DIRECTOR ON BOARD	-23
MR. DILEEP MALHOTRA	DIRECTOR ON BOARD	-34
MR. S K GULATI	DIRECTOR- FINANCE AND COMPANY SECRETARY	26
MR. YOGESH GROVER	DIRECTOR- EMPIRE FOODS	22
MR. S S PARMAR	DIRECTOR-VITRUM GLASS	20
MR. ANOOP K BHARGAVA	DIRECTOR- PROPERTY	13
MR. C K PRADHAN	DIRECTOR-COMMERICAL	48
MR. SANDEEP JAIN	DIRECTOR-VENDING	26
MR. SANDEEP SINGH	DIRECTOR-BUSINESS CENTER	3
MR. K.K.SEN	DIRECTOR-MFTM	0
MR. N S L NARASIMHAN	DIRECTOR-EQUIPMENT	0
MR. P.N.RAO	DIRECTOR-MCAT	-4

- (iii) The percentage increase in the median remuneration of employees in the financial year is 10%.
(iv) The number of permanent employees on the rolls of Company is 643.



- (v) The Revenue from Operations has increased from ₹ 31,376 Lakh to ₹ 35,420 Lakh i.e. by 13% and the Employees Benefits expenses increased from ₹ 6290 Lakh to ₹ 6393 Lakh i.e. by 2%. The Revenue from operations has increased mainly due to normal price rise of the products and increase in License Fees as agreed in the Leave and License agreement.
- (vi) The remuneration paid to the Key Managerial personnel during the year ended 31.03.2015 is ₹ 1286 Lakh as against company's Revenue from operations is increased from ₹ 31376 Lakh to ₹ 35,420 Lakh.
- (vii) a. The variations in the market capitalisation on 31.03.2015 as against 31.03.14 is 249.03%
 b. Price earning ratio as on 31.03.2015 is ₹ 56.89 as against ₹ 60.41 as on 31.03.2014
 c. Percentage increase in the market quotations as compared to public offer as 31.03.2015 is 169.53%.
- (viii) The average percentile decrease in the salaries of employees other than Managerial personnel in the last financial year is 0.5%. The percentile increase in the managerial remuneration is 11%.
- (ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:

Name of Employee	Division	Remuneration ₹ Lakh	Revenue From Operations ₹ Lakh		% Increase
			2014-2015	2013-2014	
MR. S C MALHOTRA MR. RANJIT MALHOTRA MR. DILEEP MALHOTRA MR. S K GULATI	CORPORATE	369	35420	31376	13
MR. YOGESH GROVER	EMPIRE FOODS	190	7081	5198	36
MR. S S PARMAR	VITRUM GLASS	106	12846	12583	2
MR. ANOOP K BHARGAVA	EMPIRE INDUSTRIAL CENTRUM	42	Nil	Nil	
MR. C K PRADHAN	COMMERICAL	144	6796	6360	7
MR. SANDEEP JAIN	VENDING	48	1257	1049	20
MR. SANDEEP SINGH	EMPIRE BUSINESS CENTRE	24	400	89	349
MR. K.K. SEN	EMT - MFTM	121	1213	1823	-33
MR. N S L NARASIMHAN	EMPIRE INDUSTRIAL EQUIPMENT	119	5085	2928	73
MR. P N RAO	EMT - MCAT	123	1121	1346	-17

- (x) The variable component of the remuneration availed by the directors is only perquisites paid according to the terms of the appointment.
- (xi) The Ratio of Highest remuneration paid to a employee who is not a director to highest remuneration paid to Director is 2.52.

We hereby affirm that the remuneration paid to the Directors and Employees is as remuneration policy of the Company.

On Behalf of the Board of Directors

Place : Mumbai
 Date : May 25, 2015

S.C. MALHOTRA
 Chairman

ANNEXURE TO DIRECTORS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: : L17120MH1900PLC000176
- ii) Registration Date : 17TH OCTOBER, 1900
- iii) Name of the Company : EMPIRE INDUSTRIES LIMITED
- iv) Category / Sub-Category of the Company : COMMERCIAL & INDUSTRIAL (C&I)
- v) Address of the Registered office and contact details : EMPIRE COMPLEX, 414 SENAPATI BAPAT MARG,
LOWER PAREL, MUMBAI - 400 013
- vi) Whether listed company : YES. LISTED WITH BSE LIMITED
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : BIGSHARE SERVICES PRIVATE LIMITED,
E-2/3 ANSA INDUSTRIAL ESTATE,
SAKI VIHAR ROAD, SAKI NAKA ANDHERI EAST
MUMBAI - 400 072.
Tel. : +91 22 28470652 / 40430200
Fax : +91 22 28475207
Email : info@bigshareonline.com
Website : www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Glass Bottles	23103	35.50
2	Real Estate Activities	68100	18.06
3	Commission agents	46103	24.94
4	Wholesale of meat & fish	51223	21.50

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
	... NIL ..				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	3067148	-	3067148	51.1192	3217344	-	3217344	53.6224	150196	2.5033
b) Central Govt	-	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1034454	-	1034454	17.2409	1066190	-	1066190	17.7698	31736	0.5289
e) Banks / FI	-	-	-	-	-	-	-	-	-	-
f) Shares held by Mr. S. C. Malhotra, Trustee on behalf of Company's Employees Trusts since 28.02.1989	54815	-	54815	0.9136	54815	-	54815	0.9136	-	-
Sub-total (A) (1):-	4156417	-	4156417	69.2736	4338349	-	4338349	72.3058	181932	3.0322



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
(2) Foreign	-	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	4156417	-	4156417	69.2736	4338349	-	4338349	72.3058	181932	3.0322
B. Public Shareholding										
1. Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	504	504	0.0084	-	504	504	0.0084	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	1043626	-	1043626	17.3938	892703	-	892703	14.8784	150923	2.5154
g) FIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	1043626	504	1044130	17.4022	892703	504	893207	14.8868	150923	2.5154
2. Non-Institutions										
a) Bodies Corp.										
i) Indian	136822	1454	138276	2.3046	98066	1454	99520	1.6587	-38756	-0.6459
ii) Overseas										
b) Individuals	9611	300	9911	0.1652	9,134	300	9434	0.1572	-477	-0.0080
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	442004	170190	612194	10.2032	420163	163416	583579	9.7263	-28615	-0.4769
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	38358	-	38358	0.6393	59773	-	59773	0.9962	21415	0.3569
c) Others (Clearing Member)	712	-	712	0.0119	16136	-	16136	0.2689	15424	0.2571
Sub-total (B)(2):-	627507	171944	799451	13.3242	603272	165170	768442	12.8074	-31009	-0.5168
Total Public Shareholding (B)=(B)(1)+(B)(2)	1671133	172448	1843581	30.7264	1495975	165674	1661649	27.6942	-181932	-3.0322
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5827550	172448	5999998	100	5834324	165674	5999998	100	-	-

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	DILEEP MALHOTRA	1336934	22.28	–	1469490	24.49	–	2.2093
2	RANJIT MALHOTRA	943876	15.73	–	965386	16.09	–	0.3585
3	SATISHCHANDRA MALHOTRA	203252	3.39	–	199382	3.32	–	-0.0645
4	EMPIRE INTERNATIONAL P LTD.	327012	5.45	–	327012	5.45	–	–
5	USHA DEVI MALHOTRA	198117	3.30	–	198117	3.30	–	–
6	UMA MALHOTRA	77973	1.30	–	125222	2.09	–	0.7875
7	KARAN MALHOTRA	141745	2.36	–	–	–	–	-2.3624
8	KABIR MALHOTRA	85251	1.42	–	132499	2.21	–	0.7875
9	ANJALI MALHOTRA	80000	1.33	–	127248	2.12	–	0.7875
10	S.C. MALHOTRA AS TRUSTEE	12410	0.21	–	12410	0.21	–	–
11	S.C. MALHOTRA AS TRUSTEE	11998	0.20	–	11998	0.20	–	–
12	S.C. MALHOTRA AS TRUSTEE	10285	0.17	–	10285	0.17	–	–
13	S.C. MALHOTRA AS TRUSTEE	10123	0.17	–	10123	0.17	–	–
14	S.C. MALHOTRA AS TRUSTEE	9999	0.17	–	9999	0.17	–	–
15	ARJUN TRANSPORT CO. PVT. LTD.	707442	11.79	–	739178	12.32	–	0.5289
	TOTAL	4156417	69.27	–	4338349	72.31	–	3.0322

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares at the beginning (01-04-14)/end of the year (31-03-2015)	% of total shares of the Company				No. of shares	% of total shares of the company
1	MR. DILEEP MALHOTRA	1336934	22.2822	1/ 4/2014				
				25/7/2014	19419	Transfer	1356353	22.6059
				28/7/2014	15391	Transfer	1371744	22.8624
				30/7/2014	843	Transfer	1372587	22.8765
				31/7/2014	15489	Transfer	1388076	23.1346
				1/8/2014	5976	Transfer	1394052	23.2342
				5/8/2014	4297	Transfer	1398349	23.3058
				6/8/2014	5222	Transfer	1403571	23.3929
				26/12/2014	16	Transfer	1403587	23.3931
				30/12/2014	60	Transfer	1403647	23.3941
				31/12/2014	4524	Transfer	1408171	23.4695
				1/1/2015	3617	Transfer	1411788	23.5298
				2/1/2015	1256	Transfer	1413044	23.5507
				5/1/2015	9694	Transfer	1422738	23.7123
				8/1/2015	10238	Transfer	1432976	23.8829
				18/3/2015	1672	Transfer	1434648	23.9108
				19/3/2015	7907	Transfer	1442555	24.0426
				20/3/2015	17341	Transfer	1459896	24.3316
				23/3/2015	1969	Transfer	1461865	24.3644
				24/3/2015	688	Transfer	1462553	24.3759
				25/3/2015	6937	Transfer	1469490	24.4915
		1469490	24.4915	31/3/2015			1469490	24.4915

Sl. No.	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares at the beginning (01-04-14)/end of the year (31-03-2015)	% of total shares of the Company				No. of shares	% of total shares of the company
2	MR. RANJIT MALHOTRA	943876	15.7313	1/4/2014				
				24/11/2014	141745	Inter-se Transfer	1085621	18.0937
				25/11/2014	-141745	Inter-se Transfer	943876	15.7313
				24/3/2015	11214	Transfer	955090	15.9182
				25/3/2015	1305	Transfer	956395	15.9399
				26/3/2015	299	Transfer	956694	15.9449
				27/3/2015	8692	Transfer	965386	16.0898
3	MR. SATISH CHANDRA MALHOTRA	965386	16.0898	31/3/2015			965386	16.0898
		203252	3.3875	1/4/2014				
3	MR. SATISH CHANDRA MALHOTRA			11/9/2014	-3870	Transfer	199382	3.3230
		199382	3.3230	31/3/2015			199382	3.3230
4	ARJUN TRNASPORT CO. PVT. LTD.	707442	11.7907	1/4/2014				
				22/12/2014	1903	Transfer	709345	11.8224
				23/12/2014	16726	Transfer	726071	12.1012
				24/12/2014	3956	Transfer	730027	12.1671
				26/12/2014	3477	Transfer	733504	12.2251
				29/12/2014	2504	Transfer	736008	12.2668
				30/12/2014	3170	Transfer	739178	12.3196
5	EMPIRE INTERNATIONAL PVT. LTD.	739178	12.3196	31/3/2014			739178	12.3196
		327012	5.4502	1/4/2014	-	Nil Movement	327012	5.4502
5	EMPIRE INTERNATIONAL PVT. LTD.	327012	5.4502	31/3/2015		during the year	327012	5.4502
		198117	3.3020	1/4/2014	-	Nil Movement	198117	3.3020
6	USHA DEVI MALHOTRA	198117	3.3020	31/3/2015		during the year	198117	3.3020
		198117	3.3020	1/4/2014	-	Nil Movement	198117	3.3020
7	UMA MALHOTRA	77973	1.2996	1/4/2014				
				28/11/2014	47249	Inter se Transfer	125222	2.0870
		125222	2.0870	31/3/2015			125222	2.0870
8	KARAN MALHOTRA	141745	2.3624	1/4/2014				
				24/11/2014	-141745	Transmission	-141745	-2.3624
		-	-	31/3/2015			-	-
9	KABIR MALHOTRA	85251	1.4209	1/4/2014				
				28/11/2014	47248	Inter se Transfer	132499	2.2083
9	KABIR MALHOTRA	132499	2.2083	31/3/2015			132499	2.2083
		80000	1.3333	1/4/2014				
10	ANJALI MALHOTRA			28/11/2014	47248	Inter se Transfer	127248	2.1208
		127248	2.1208	31/3/2015			127248	2.1208
		12410	0.2068	1/4/2014	-	Nil Movement		
11	S.C. MALHOTRA AS TRUSTEE	12410	0.2068	31/3/2015		during the year	12410	0.2068
		11998	0.2000	1/4/2014	-	Nil Movement		
12	S.C. MALHOTRA AS TRUSTEE	11998	0.2000	31/3/2015		during the year	11998	0.2000
		10285	0.1714	1/4/2014	-	Nil Movement		
13	S.C. MALHOTRA AS TRUSTEE	10285	0.1714	31/3/2015		during the year	10285	0.1714
		10123	0.1687	1/4/2014	-	Nil Movement		
14	S.C. MALHOTRA AS TRUSTEE	10123	0.1687	31/3/2015		during the year	10123	0.1687
		9999	0.1667	1/4/2014	-	Nil Movement		
15	S.C. MALHOTRA AS TRUSTEE	9999	0.1667	31/3/2015		during the year	9999	0.1667

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-14 to 31-03-15)		
		No. of shares at the beginning (01-04-14)/end of the year (31-03-2015)	% of total shares of the Company				No. of shares	% of total shares of the company	
1	LIFE INSURANCE CORPORATION OF INDIA	948717	15.8120	1/4/2014					
				1/8/2014	-45000	Transfer	903717	15.0620	
				8/8/2014	-13976	Transfer	889741	14.8290	
				31/12/2014	-28994	Transfer	860747	14.3458	
				2/1/2015	-4000	Transfer	856747	14.2791	
				9/1/2015	-14690	Transfer	842057	14.0343	
				16/1/2015	-2316	Transfer	839741	13.9957	
				20/3/2015	-5000	Transfer	834741	13.9124	
				27/3/2015	-23947	Transfer	810794	13.5132	
		797794	13.2966	31/3/2015	-13000	Transfer	797794	13.2966	
2	ORIENTAL INSURANCE CO. LTD.	94909	1.5818	1/4/2014	-	Nil Movement during the year			
		94909	1.5818	31/3/2015			94909	1.5818	
3	VISHNU TRADING CO. PVT. LTD.	89978	1.5818	1/4/2014					
				17/12/2014	401	Transfer	90379	1.5063	
				18/12/2014	145	Transfer	90524	1.5087	
				19/12/2014	131	Transfer	90655	1.5109	
				22/12/2014	-363	Transfer	90292	1.5049	
				23/12/2014	-279	Transfer	90013	1.5002	
				24/12/2014	-1	Transfer	90012	1.5002	
				26/12/2014	-9	Transfer	90003	1.5001	
				29/12/2014	-200	Transfer	89803	1.4967	
				30/12/2014	-77	Transfer	89726	1.4954	
				31/12/2014	-500	Transfer	89226	1.4871	
				5/1/2015	-50	Transfer	89176	1.4863	
				6/1/2015	-20	Transfer	89156	1.4859	
				7/1/2015	-10	Transfer	89146	1.4858	
				18/3/2015	-60	Transfer	89086	1.4848	
				19/3/2015	-112	Transfer	88974	1.4829	
				20/3/2015	-8863	Transfer	80111	1.3352	
				23/3/2015	-3059	Transfer	77052	1.2842	
				24/3/2015	-1687	Transfer	75365	1.2561	
				25/3/2015	-1334	Transfer	74031	1.2339	
		26/3/2015	-1106	Transfer	72925	1.2154			
		27/3/2015	-606	Transfer	72319	1.2053			
		30/3/2015	-1610	Transfer	70709	1.1785			
		70160	1.1693	31/3/2015	-549	Transfer	70160	1.1693	
4	MAHENDRA GIRDHARILAL	25154	0.4192	1/4/2014	-	Nil Movement during the year			
		25154	0.4192	31/3/2015			25154	0.4192	
5	C.D. INTEGRATED SERVICES LTD.	19716	0.3286	1/4/2014	-	Transfer			
				7/4/2014	-19716			-	-
		-	-	31/3/2015	-			-	-

Sl. No.	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares at the beginning (01-04-14)/end of the year (31-03-2015)	% of total shares of the Company				No. of shares	% of total shares of the company
6	DOLLY BEHRAM ARYANA	13204	0.2201	1/4/2014	-	Nil Movement during the year		
		13204	0.2201	31/3/2015			13204	0.2201
7	SUDHIR N	-	-	1/4/2014				
				16/1/2015	8150	Transfer	8150	0.1358
				23/1/2015	2062	Transfer	10212	0.1702
				6/2/2015	187	Transfer	10399	0.1733
				13/2/2015	117	Transfer	10516	0.1753
				22/2/2015	2616	Transfer	13132	0.2189
				27/2/2015	477	Transfer	13609	0.2268
				6/3/2015	73	Transfer	13682	0.2280
				20/3/2015	1700	Transfer	15382	0.2564
				27/3/2015	4119	Transfer	19501	0.3250
8	SUDHIR GOLECHA HUF	19501	0.3250	31/3/2015			19501	0.3250
		-	-	1/4/2014				
				16/1/2015	1000	Transfer	1000	0.0167
				23/1/2015	5500	Transfer	6500	0.1083
				30/1/2015	1500	Transfer	8000	0.1333
				6/2/2015	1000	Transfer	9000	0.1500
				13/2/2015	1136	Transfer	10136	0.1689
				20/2/2015	2359	Transfer	12495	0.2083
				27/2/2015	500	Transfer	12995	0.2166
				6/3/2015	700	Transfer	13695	0.2283
9	GOVINDBHAI BALDEV DESAI			20/3/2015	1300	Transfer	14995	0.2499
		15118	0.2520	31/3/2015	123	Transfer	15118	0.2520
		9000	0.1500	1/4/2014		Transfer		
		27/2/2015	-9000		-		-	
10	BHAVNA GOVINDBHAI DESAI	-	-	31/3/2015			-	-
				1/4/2014	-			
				27/2/2015	9000	Transfer	9000	0.1500
11	DOLLY BEHRAM ARYANA	9000	0.1500	31/3/2015			9000	0.1500
		7117	0.1186	1/4/2014	-	Nil Movement during the year		
		31/3/2015			7117		0.1186	
12	GIRDHARI PARASRAM ROHIRA	7500	0.1250	1/4/2014	-	Nil Movement during the year		
				31/3/2015				7500
13	B. P. EQUITIES PVT. LTD.	-	-	1/4/2014				
				31/3/2015	7000	Transfer	7000	0.1167
14	NARENDRA POPATLAL VORA	6306	0.1051	1/4/2014		Nil Movement during the year		
				31/3/2015	-			6306

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares at the beginning (01-04-14)/end of the year (31-03-2015)	% of total shares of the Company				No. of shares	% of total shares of the company
1	MR. SATISH CHANDRA MALHOTRA	203252	3.3875	1/4/2014				
				11/9/2014	-3870	Transfer	199382	3.3230
		199382	3.3230	31/3/2015			199382	3.3230
2	MR. RANJIT MALHOTRA	943876	15.7313	1/4/2014				
				24/11/2014	141745	Inter-se Transfer	1085621	18.0937
				25/11/2014	-141745	Inter-se Transfer	943876	15.7313
				24/3/2015	11214	Transfer	955090	15.9182
				25/3/2015	1305	Transfer	956395	15.9399
				26/3/2015	299	Transfer	956694	15.9449
				27/3/2015	8692	Transfer	965386	16.0898
		965386	16.0898	31/3/2015			965386	16.0898
3	MR. DILEEP MALHOTRA	1336934	22.2822	1/4/2014				
				25/7/2014	19419	Transfer	1356353	22.6059
				28/7/2014	15391	Transfer	1371744	22.8624
				30/7/2014	843	Transfer	1372587	22.8765
				31/7/2014	15489	Transfer	1388076	23.1346
				1/8/2014	5976	Transfer	1394052	23.2342
				5/8/2014	4297	Transfer	1398349	23.3058
				6/8/2014	5222	Transfer	1403571	23.3929
				26/12/2014	16	Transfer	1403587	23.3931
				30/12/2014	60	Transfer	1403647	23.3941
				31/12/2014	4524	Transfer	1408171	23.4695
				1/1/2015	3617	Transfer	1411788	23.5298
				2/1/2015	1256	Transfer	1413044	23.5507
				5/1/2015	9694	Transfer	1422738	23.7123
				8/1/2015	10238	Transfer	1432976	23.8829
				18/3/2015	1672	Transfer	1434648	23.9108
				19/3/2015	7907	Transfer	1442555	24.0426
				20/3/2015	17341	Transfer	1459896	24.3316
				23/3/2015	1969	Transfer	1461865	24.3644
				24/3/2015	688	Transfer	1462553	24.3759
		25/3/2015	6937	Transfer	1469490	24.4915		
		31/3/2015	-		1469490	24.4915		
4	RASHEED A MASKATI	200	0.0033	1/4/2014	-	Nil Movement		
		200	0.0033	31/3/2015		during the year	200	0.0033
5	RAJBIR SINGH	15	0.0003	1/4/2014	-	Nil Movement		
		15	0.0003	31/3/2015		during the year	15	0.0003
6	CHANDRAKANT POONAMCHAND SHAH	50	0.0008	1/4/2014	-	Nil Movement		
		50	0.0008	31/3/2015		during the year	50	0.0008



Sl. No.	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares at the beginning (01-04-14)/end of the year (31-03-2015)	% of total shares of the Company				No. of shares	% of total shares of the company
7	BIPINCHANDRA CHIMANLAL GANDHI	15	0.0003	1/4/2014	-	Nil Movement during the year		
		15	0.0003	31/3/2015			15	0.0003
8	SUBODH CHANDRA	15	0.0003	1/4/2014	-	Nil Movement during the year		
		15	0.0003	31/3/2015			15	0.0003
9	UMA MALHOTRA	77973	1.2996	1/4/2014		Inter se Transfer		
				26/11/2014	47249		125222	2.0870
		125222	2.0870	31/3/2015			125222	2.0870
10	SURINDER KUMAR GULATI	2	0.0000	4/1/2014	-	Nil Movement during the year		
		2	0.0000	31/3/2015			2	0.0000

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				(₹ In lakh)
i) Principal Amount	2363.24	2210.00	5472.16	10045.40
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	292.45	292.45
Total (i+ii+iii)	2363.24	2210.00	5764.61	10337.85
Change in Indebtedness during the financial year				
Addition	45452.27	1976.17	2524.64	49953.08
Reduction	44991.13	2113.00	3465.0	50569.13
Net Change	461.14	-136.83	-940.36	-616.05
Indebtedness at the end of the financial year				
i) Principal Amount	2824.38	2073.17	4531.80	9429.35
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	221.98	221.98
Total (i + ii + iii)	2824.38	2073.17	4753.78	9651.33

VI. A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		S.C. MALHOTRA	RANJIT MALHOTRA	DILEEP MALHOTRA	
1	Gross salary:	(₹)	(₹)	(₹)	(₹)
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5400000	5400000	5400000	16200000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1057083	2120131	1110501	4287715
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission- as % of profit- others, specify...	-	-	-	-
5	Others, please specify.	-	-	-	-
	Total (A)	6457083	7520131	6510501	20487715
	Ceiling as per the Act.				47762269

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Director						Total Amount
		R A Maskati	Rajbir Singh	C. P. Shah	B. C. Gandhi	Subodh Chandra	Uma Malhotra	
3.	Independent Directors	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)	(₹)
	• Fee for attending Board committee meetings	200000	200000	200000	200000	150000	-	950000
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (1)	200000	200000	200000	200000	150000	-	950000
4.	Other Non-Executive Directors:							
	• Fee for attending Board committee meetings	-	-	-	-	-	100000	100000
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	100000	100000
	Total (B)=(1+2)	200000	200000	200000	200000	150000	100000	1050000
Total Managerial Remuneration								1050000
Overall Ceiling as per the Act.								3081437

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CEO	CFO & Company Secretary	
1	Gross salary	(₹)	(₹)	(₹)
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	16429737	16429737
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify.	-	-	-
	Total	-	16429737	16429737

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalties/ Punishment/ Compounding Fees imposed	Authority [RD / NCLT / Court]	Appeal made, if any (Give details)
A. COMPANY					
Penalty		Nil			
Punishment		Nil			
Compounding		Nil			
B. DIRECTORS					
Penalty		Nil			
Punishment		Nil			
Compounding		Nil			
C. OTHER OFFICERS IN DEFAULT					
Penalty		Nil			
Punishment		Nil			
Compounding		Nil			



Certification by Chief Executive Officer(CEO) and Chief Financial Officer (CFO) pursuant to Clause 49 of the Listing Agreement

We, Mr. S C Malhotra, Chairman and Mr. S K Gulati, Director Finance & Company Secretary, in our capacity as Chief Executive Officer (CEO) and Chief Financial Officer (CFO) respectively of the Company hereby certify that –

- (a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2015 and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee -
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **EMPIRE INDUSTRIES LIMITED**

Place : Mumbai,
Date : May 25, 2015

S. C. MALHOTRA
Chairman

S. K. GULATI
Director Finance & Company Secretary

Declaration by the Managing Director under Clause 49 of the Listing Agreement regarding compliance with Code of Conduct

In accordance with Clause 49 ID of the Listing Agreement with the Stock Exchange, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the Financial Year ended on March 31, 2015.

For **EMPIRE INDUSTRIES LIMITED**

Place : Mumbai,
Date : May 25, 2015

S. C. MALHOTRA
Chairman

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Empire Industries Limited
Senapati Bapat Road,
Mumbai - 400 013

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Empire Industries Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided to me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Empire Industries Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Empire Industries Limited** ("the Company") for the financial year ended on 31st March 2015 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable during the audit period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (not applicable during the audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable during the audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable during the audit period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable during the audit period);



- (6) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (7) Employees State Insurance Act, 1948
- (8) Equal Remuneration Act, 1976
- (9) Factories Act, 1948
- (10) Payment of Wages Act, 1936
- (11) Minimum Wages Act, 1948
- (12) Payment of Bonus Act, 1965
- (13) Payment of Gratuity Act, 1972
- (14) Maternity Benefits Act, 1964
- (15) Industrial Disputes Act, 1947
- (16) Employees Compensation Act, 1923
- (17) Apprentices Act, 1961
- (18) Environment Protection Act, 1986 and other environmental laws
- (19) The Hazardous Wastes (Management, Handling And Transboundary Movement) Rules, 2008
- (20) Indian Contract Act, 1872
- (21) Negotiable Instruments Act, 1881
- (22) Indian Stamp Act, 1999
- (23) Income Tax Act, 1961 and Indirect Tax Laws

I have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India. (not applicable during the audit period 2014-15)
- (b) The Listing Agreement entered into by the Company with BSE Limited (BSE);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were generally carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at Board Meetings and Committee Meetings are carried through and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities.
- (iii) Merger / amalgamation / reconstruction, etc.
- (iv) Foreign technical collaborations.

Place : Mumbai
Date : 25/05/2015

DEEPA GUPTA
ACS NO.: 20860
CP No.: 8168

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the members of Empire Industries Limited

We have examined the compliance of the conditions of Corporate governance by Empire Industries Limited for the year ended March 31, 2015 as stipulated in Clause 49 of the Listing Agreements of the said Company with Stock Exchange/s in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the guidance note on certification of Corporate Governance (as stipulated in Clause 49 of the listing Agreement), issued by the Institute of Chartered Accountants of India and limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **D.P. GHEVARIA & CO.**
Chartered Accountants
Firm Regn. No. 103176W

D.P. GHEVARIA
Proprietor
Membership No. : 032431

Place : Mumbai

Date : 25th May, 2015



INDEPENDENT AUDITOR'S REPORT

To the Members of
Empire Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of EMPIRE INDUSTRIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical

requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the stand alone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. The Company was required to spend an amount of ₹ 96.01 lacs being 2% of the average net profits of the three immediately preceding financial years on CSR as per the provisions of section 135 of the Companies Act, 2013. The Company has spent ₹ 1.68 lacs towards CSR expenses during the year.

3. As required by Section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of

the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 27 to the financial statements.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company incorporated in India.

For **D.P. Ghevaria & Co.**
Chartered Accountants
Firm Registration No. 103176W

D.P. GHEVARIA
Proprietor
Membership No. : 032431

Place : Mumbai

Date : 25th May, 2015

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date on the standalone financial statements of the Company for the year ended March 31, 2015 :

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the Company has a program for physical verification of fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
- 2) (a) The inventory, except stocks lying with third parties, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies reported on such verification were not material and have been properly dealt with in the books of account. In respect of inventories lying with third parties, written confirmations have been obtained.
- (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the inventory records, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification of inventory as compared to book records were not material in relation to the operations of the Company and have been properly dealt with in the books of account.
- 3) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of sub-clause (a) and (b) of paragraph 3(iii) of the Order are not applicable to the Company for the current year.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. The activities of the Company do not involve sale of services. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control system.
- 5) The Company has accepted deposits from the public. The directives issued by The Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the Rules framed thereunder, where applicable, have been complied with.
- 6) According to the information and explanations given to us, the maintenance of cost records has been prescribed by the Central Government under section 148 (1) of the Act, for the Construction activity of the Company. We have broadly reviewed the books of account maintained by the Company in respect of its construction activity and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.
- 7) (a) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no undisputed dues, payable in respect of above as at 31st March, 2015 for a period of more than six months from the date on which they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of books of account and record, the details of aforesaid statutory dues as at March 31, 2015 which have not been deposited with the appropriate authorities on account of any dispute, are given below:

	Name of the Statute	Particulars	Amount	Period to which the amount relates	Forum where dispute is pending
1	The Central Excise Act, 1944.	Excise Dues	18,59,208	Jun 2006 to Feb 2008	CESTAT
2	The Finance Act, 1994.	Service Tax	2,10,573	F.Y. 2011-2012	Commissioner of Central Excise
3	I. Tax Act, 1962	I. Tax Demand	54,10,120	A.Y. 2009-2010	I. T.A.T. Mumbai
	— do —	I. Tax Demand	36,22,700	A.Y. 2009-2010	CIT (Appeal)
	— do —	Penalty Demand	20,21,705	A.Y. 2009-2010	CIT (Appeal)
	— do —	I. Tax Demand	86,38,560	A.Y. 2011-2012	CIT (Appeal)
	— do —	I. Tax Demand	1,10,05,710	A.Y. 2012-2013	CIT (Appeal)
4	MVAT Act, 2002.	VAT / CST dues	1,75,68,333	F.Y. 2008-2009	Jt. Commissioner of Sales Tax (A)
	— do —	— do —	83,50,719	F.Y. 2009-2010	— do —
	— do —	— do —	9,11,303	F.Y. 2010-2011	— do —
	— do —	— do —	1,59,29,670	F.Y. 2011-2012	— do —

- (c) According to the information and explanations given to us, the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.

- 8) The Company does not have accumulated losses at the end of the financial year and has not incurred any cash losses in the current and immediately preceding financial years.
- 9) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not defaulted in repayment of dues to banks. The Company does not have dues to financial institutions or debenture holders.
- 10) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and other financial institutions.
- 11) According to the information and explanations given to us and based on the documents and records examined by us, on an overall basis, the term loan has been applied for the purpose for which the loans were obtained.
- 12) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For **D.P. Ghevaria & Co.**
Chartered Accountants
Firm Registration No. 103176W

D.P. GHEVARIA
Proprietor

Place : Mumbai
Date : 25th May, 2015 Membership No. : 032431



Balance Sheet as at 31st March, 2015

(₹ In lakhs)

	Note	As at 31 st March,2015	As at 31 st March,2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	600.00	600.00
Reserves and Surplus	2	<u>13,050.53</u>	<u>11,355.66</u>
		13,650.53	11,955.66
Non-current Liabilities			
Long Term Borrowings	3	4,297.83	4,093.87
Deferred Tax Liabilities (Net)	4	366.15	511.80
Other Long Term Liabilities	5	6,989.90	5,458.41
Long Term Provisions	6	<u>1,285.94</u>	<u>1,232.31</u>
		12,939.82	11,296.39
Current Liabilities			
Short Term Borrowings	7	5,114.10	5,923.44
Trade Payables	8	4,164.94	2,202.91
Other Current Liabilities	9	2,274.67	3,155.38
Short Term Provisions	10	<u>3,721.45</u>	<u>3,455.72</u>
		15,275.16	14,737.45
TOTAL		<u>41,865.51</u>	<u>37,989.50</u>
ASSETS			
Non-current Assets			
Fixed assets			
Tangible Assets	11	13,439.65	13,437.30
Intangible Assets	11	96.62	5.33
Capital Work-in-Progress	11	8,440.47	7,015.41
Non-Current Investments	12	0.03	0.03
Long Term Loans and Advances	13	223.06	1,055.79
Other Non-Current Assets	14	<u>705.85</u>	<u>244.87</u>
		22,905.68	21,758.73
Current Assets			
Inventories	15	8,048.03	5,154.06
Trade Receivables	16	5,899.06	6,061.54
Cash and Cash Equivalents	17	3,339.72	3,499.14
Short Term Loans and Advances	18	780.51	598.64
Other Current Assets	19	<u>892.51</u>	<u>917.39</u>
		18,959.83	16,230.77
TOTAL		<u>41,865.51</u>	<u>37,989.50</u>

Significant Accounting Policies Notes on Financial Statements

1 to 39

As per our Report attached

S. C. MALHOTRA (DIN: 00026704)

Chairman

RANJIT MALHOTRA (DIN: 00026933)

Vice Chairman

DILEEP MALHOTRA (DIN:00027168)

Joint Managing Director

For **D. P. GHEVARIA & CO.**

Chartered Accountants
Firm Regn. No.103176W

UMA R. MALHOTRA (DIN: 06848613)

R. A. MASKATI (DIN: 00057850)

RAJBIR SINGH (DIN: 00826402)

C. P. SHAH (DIN: 00450394)

B. C. GANDHI (DIN: 00780094)

SUBODH CHANDRA (DIN: 02076844)

Directors

D. P. GHEVARIA

Proprietor
Membership No.032431

S. K. GULATI

*Director Finance &
Company Secretary*

Mumbai, May 25, 2015

Mumbai, May 25, 2015

Statement of Profit and Loss for the year ended 31st March, 2015

(₹ in lakhs)

	Note	Year ended 31 st March, 2015	Year ended 31 st March, 2014
INCOME			
Revenue from Operations	20	35,419.91	31,376.04
Other Income	21	503.91	673.43
Total Revenue		35,923.82	32,049.47
EXPENDITURE:			
Cost of Materials Consumed	22	4,530.21	4,480.71
Purchases of Stock-in-Trade		9,749.99	6,210.96
Changes in Inventories of Finished goods, Work-in-Progress and Stock-in-Trade	23	(767.92)	(712.61)
Employee Benefits Expense	24	6,393.43	6,290.04
Finance Costs	25	930.71	1,076.30
Depreciation and Amortization Expense	11	1,242.98	815.95
Other Expenses	26	9,244.01	9,118.85
Total Expenses		31,323.41	27,280.20
Profit Before Tax		4,600.41	4,769.27
Tax Expense			
(1) Current Tax		1,340.00	853.38
(2) Deferred Tax		(153.11)	291.27
Profit for the year		3,413.52	3,624.62
Earning per equity share of face value of ₹ 10 each Basic and Diluted (in ₹)		56.89	60.41

Significant Accounting Policies**Notes on Financial Statements**

1 to 39

As per our Report attached

For **D. P. GHEVARIA & CO.**
Chartered Accountants
Firm Regn. No.103176W

D. P. GHEVARIA
Proprietor
Membership No.032431

Mumbai, May 25, 2015

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S. K. GULATI

Mumbai, May 25, 2015

Chairman
Vice Chairman
Joint Managing Director

Directors

*Director Finance &
Company Secretary*



SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of Financial Statements

The financial statements of the Company have been prepared on accrual basis under the historical cost convention & ongoing concern basis in accordance with Generally Accepted Accounting Principles in India ('Indian GAAP') to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ('the Act') / the Companies Act, 1956, as applicable.

2. Use of Estimates

The preparation of Financial Statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, revenues and expenses and the disclosures relating to contingent liabilities as at the date of Financial Statements. Changes and estimates are recognised in the year they arise.

3. Fixed Assets

(a) Tangible Assets

Tangible fixed Assets are carried at cost less accumulated depreciation and impairment, if any. Cost comprises the purchase price or construction cost including any attributable cost of bringing the asset to its working condition for its intended use.

(b) Intangible Assets

Intangible fixed assets are carried at cost less accumulated amortisation and impairment, if any. Cost comprises the purchase consideration paid for softwares and such other items and any attributable cost of bringing internally generated asset to its working condition for its intended use.

(c) Capital Work in Progress

Capital work in progress includes the acquisition/commissioning cost of assets under expansion/ acquisition and pending commissioning. Projects under which tangible fixed assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing costs. Expenditure of revenue nature related to such acquisition/expansion is also treated as Capital work in Progress and capitalised along with the asset on completion of the expansion project or otherwise on commencement of commercial use of the asset.

Depreciation and Amortization

a) Tangible Assets

Depreciation has been provided under the Straight Line Method on Buildings & Flats, Plants & Machinery and Furnace and on other assets under the Written Down Value Method at the rates specified as per Schedule II of the Companies Act, 2013. Depreciation on Additions to assets or where any asset has been sold or discarded, is calculated on a Pro-rata basis from the date of such addition or upto the date of such sale or discard as the case may be,

b) Intangible Assets

Software is amortised over a period of three years from the date of its purchase or acquisition.

c) Leasehold Land

Premium on leasehold land is amortised over the balance period of lease.

d) Impairment of Assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to maximum of depreciable historical cost.

4. Current / Non - Current Classification

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

An asset is classified as current when it satisfies any of the following criteria :

- i) it is expected to be realized in, or is intended for sale or consumption in, the entity's normal operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is expected to be realized within twelve months after the balance sheet date;
- iv) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria :

- i) it is expected to be settled in the entity's normal operating cycle;
- ii) it is held primarily for the purpose of being traded;
- iii) it is due to be settled within twelve months after the balance sheet date;
- iv) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

All other liabilities are classified as non-current.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out above which are in accordance with the revised Schedule III to the Act.

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycles as ranging from 12 months to 36 months depending upon each activity for the purpose of current and non-current classification of assets and liabilities.

5. Valuation of Stock

Stock of raw materials, packing materials and stores & spares are valued at weighted average cost.

Cost comprises purchase cost, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition. Damaged, unserviceable and inert stocks are suitably written down.

Work-in-Progress is valued at lower of cost and net realisable value. Cost comprises cost of land, materials, services, overheads related to projects under construction and apportioned borrowing costs.

Traded goods and finished goods are valued at lower of cost or market value / contracted price.

6. Investments

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments.

All other investments are classified as non-current investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

7. Lease accounting

a) Where the company is lessee

Leases which effectively transfer to the company, substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the Statement of Profit and Loss. Lease management fees, legal charges and other initial direct costs of lease are capitalised.

A leased asset is depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule II to the Companies Act, 2013, whichever is lower.

Where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, such leases are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

b) Where the company is lessor

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

8. Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

9. Provisions and Contingencies

A provision is recognised when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management best estimates of the expenditure required to settle the obligation as at the balance sheet date. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate for each such obligation.

A contingent liability is disclosed when there is a possible or present obligation that may, but probably will not, require an outflow of resources unless the possibility of such outflow is remote.

10. Revenue Recognition

- a) Revenues from sales and services are recognised on transfer of all significant risks and rewards of ownerships to the customers and are net of sales returns and taxes. Scrap sale is accounted upon sale.
- b) Foreign commission is recognised on shipment of goods by foreign principals. Local commission is accounted on accrual basis.
- c) Rent, Interest, export benefits and other income are accounted on accrual basis.
- d) Dividend income is accounted as and when right to receive dividend is established.

11. Staff Retirement Benefits

Defined benefit plan :

The Company accounts for the defined benefit plans such as gratuity and leave encashment on accrual basis. Gratuity and leave encashment liability has been determined by an actuarial valuation report based on AS - 15 (revised) obtained as at the year end.

12. Taxes on Income

Current tax provision is determined as amount of tax payable in respect of taxable income for the current accounting year in accordance with the Income Tax Act.

The Deferred tax for all timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date.

Deferred tax assets arising from timing differences are recognised to the extent there is reasonable certainty that these would be realised in future.

13. Foreign Currency Transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Statement of Profit and Loss of the year.

Monetary assets and liabilities denominated in foreign currencies, which are outstanding as at the year end are translated at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss.

14. Earnings Per Share :

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity share holders by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than conversion and potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity share holders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

Notes on Financial Statements for the Year ended 31st March, 2015

(₹ in lakhs)

		As at 31 st March, 2015	As at 31 st March, 2014
1. SHARE CAPITAL			
Authorised			
1,50,00,000	Equity Shares of ₹ 10 each (Previous Year 1,50,00,000 Equity Shares of ₹ 10 each)	1,500.00	1,500.00
50,000	Cumulative Redeemable Preference Shares of ₹ 100 each (Previous Year 50,000 Cumulative Redeemable Preference Shares of ₹ 100 each)	50.00	50.00
		1,550.00	1,550.00
Issued and Subscribed			
59,99,998	Equity Shares of ₹ 10 each (Previous Year 59,99,998 Equity Shares of ₹ 10 each) Out of the Issued and Subscribed Capital:	600.00	600.00
1.1	9,27,000 Fully paid-up Equity Shares allotted by way of Bonus Shares by capitalisation of Reserves.		
1.2	1,65,000 Equity Shares allotted without payment being received in cash pursuant to the Scheme of Amalgamation of Garlick & Company Private Limited with the Company.		
1.3	3,99,999 Fully paid-up Equity Shares allotted to Debenture Holders pursuant to conversion option exercised by them.		
		600.00	600.00

1.4 Details of Shareholders holding more than 5% shares:

Name of the Shareholder	As at 31 st March, 2015		As at 31 st March, 2014	
	No. of Shares	% held	No. of Shares	% held
Dileep Malhotra	1,469,490	24.92	1,336,934	22.28
Ranjit Malhotra	965,386	16.09	9,43,876	15.73
Life Insurance Corporation of India	797,794	13.30	9,48,717	15.81
Arjun Transport Company Private Limited	739,178	12.32	7,07,442	11.79
Empire International Private Limited	3,27,012	5.45	3,27,012	5.45



Notes on Financial Statements for the Year ended 31st March, 2015

1.5 The reconciliation of the number of shares outstanding:

	As at 31 st March, 2015 No. of Shares	As at 31 st March, 2014 No. of Shares
Equity Shares at the beginning of the year	59,99,998	59,99,998
Add : Shares issued during the year	Nil	Nil
Equity Shares at the end of the year	59,99,998	59,99,998

1.6 Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2. RESERVE AND SURPLUS

	As at 31 st March, 2015	As at 31 st March, 2014
		(₹ in lakhs)
Capital Reserve:		As at
Balance as per last account	65.97	65.97
Share Premium Account:		As at
Balance as per last account	13.33	13.33
General Reserve:		
Balance as per last account	11,276.36	9,336.47
Add: Transferred from Profit and Loss Account	1,680.37	1,939.89
	<u>12,956.73</u>	<u>11,276.36</u>
Retained Earning Reserve		
(Adjustment on account of revised depreciation as per Part C of Schedule II of the Companies Act, 2013) [Refer Note.11(1)]	14.50	-
Profit and Loss Account		
Profit for the year	3,413.52	3,624.62
Less: Appropriations		
Proposed Dividend on Equity Shares	1,440.00	1,440.00
Tax on Dividend	293.15	244.73
Transferred to General Reserve	1,680.37	1,939.89
	<u>-</u>	<u>-</u>
	<u><u>13,050.53</u></u>	<u><u>11,355.66</u></u>

Notes on Financial Statements for the Year ended 31st March, 2015

	As at 31 st March, 2015	(₹ in lakhs) As at 31 st March, 2014
3. LONG-TERM BORROWINGS		
Secured		
Term Loan from a Bank	2,040.89	1924.34
Unsecured		
Fixed Deposits	2,256.94	2,169.53
	<u>4,297.83</u>	<u>4,093.87</u>
4. DEFERRED TAX LIABILITIES (Net)		
Deferred Tax Liabilities		
Related to Fixed Assets	1,490.51	1,544.07
Deferred Tax Assets		
Disallowances under the Income Tax Act 1961.	1,124.36	1,032.27
	<u>366.15</u>	<u>511.80</u>
5. OTHER LONG-TERM LIABILITIES		
Security Deposits	6,092.15	5,284.39
Advance from Customers	820.03	13.56
Others	77.72	160.46
	<u>6,989.90</u>	<u>5,458.41</u>
6. LONG-TERM PROVISIONS		
Employee Benefits	1,285.94	1,232.31
7. SHORT-TERM BORROWINGS		
Secured		
Term Loan from Bank	382.68	75.66
Cash Credit	400.81	363.24
Unsecured		
Fixed Deposits	1,906.44	1,305.54
Fixed Deposits from Directors	351.00	1,969.00
Inter-corporate Deposits from related parties	1,532.17	2,109.00
Inter-corporate Deposits from others	541.00	101.00
	<u>5,114.10</u>	<u>5,923.44</u>

The borrowings from banks on Cash Credit account are secured by hypothecation of Stocks and Book Debts and Second charge on the property of Glass Bottle Division and personal guarantees given by Chairman and Vice-Chairman.

The term loan from IndusInd Bank is secured by assignment of lease rentals receivable from some of the licencees of the Company's properties situated at Vikhroli and Lower Parel, Mumbai together with first charge on properties leased to TCS at Empire Plaza, Vikhroli.



Notes on Financial Statements for the Year ended 31st March, 2015

	As at 31 st March, 2015	(₹ in lakhs) As at 31 st March, 2014
8. TRADE PAYABLES		
Trade Payables	3,695.99	1,710.35
Due to Related Parties	–	7.26
Others	<u>468.95</u>	<u>485.30</u>
	<u>4,164.94</u>	<u>2,202.91</u>
<p>There are no Micro Small & Medium Enterprises to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2015. This information as required to be disclosed under the Micro, Small & Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.</p>		
9. OTHER CURRENT LIABILITIES		
Other Payable - Employees	348.52	414.09
Trade Deposits & Advances	1,469.37	2,124.16
Sales Tax & withholding taxes payable	152.78	241.34
Interest Accrued but not due	221.98	292.45
Unpaid matured deposits	17.43	28.09
Unpaid/unclaimed Dividends	<u>64.59</u>	<u>55.25</u>
	<u>2,274.67</u>	<u>3,155.38</u>
<p>Investor Education and Protection Fund is credited by the amount of unclaimed dividend/ unclaimed matured fixed deposits after seven years from the due date.</p>		
10. SHORT-TERM PROVISIONS		
Proposed Dividend	1,440.00	1,440.00
Tax on Dividend	293.15	244.73
Employee Benefits	<u>1,988.30</u>	<u>1,770.99</u>
	<u>3,721.45</u>	<u>3,455.72</u>

Notes on Financial Statements for the Year ended 31st March, 2015

11. FIXED ASSETS

(₹ in lakhs)

Description	GROSS BLOCK - COST/BOOK VALUE				DEPRECIATION/AMORTISATION				NET BLOCK		
	As at 1 st April, 2014	Additions/ adjustments during the year	Deductions/ adjustments during the year	Total As at 31 st March, 2015	As at 1 st April, 2014	Provided during the year	Deductions/ adjustments during the year	Transfer to Asset Retained Reserve	Total As at 31 st March, 2015	As at 31 st March, 2015	As at 31 st March, 2014
TANGIBLE ASSETS											
Freehold Land	18.97	-	-	18.97	-	-	-	-	-	18.97	18.97
Leasehold Land	4.65	-	4.65	-	2.35	-	2.35	-	-	-	2.30
Buildings	10,531.07	463.48	-	10,994.55	1,441.66	170.09	-	4.05	1607.70	9,386.85	9,089.41
Plant & Machinery	4,946.07	306.67	23.48	5,229.26	2,412.14	160.99	15.59	11.61	2545.93	2,683.33	2,533.93
Furnaces	1,220.61	-	-	1,220.61	1,085.17	11.55	-	0.83	1095.89	124.72	135.44
Vehicles	1,029.41	164.25	194.23	999.43	551.43	201.61	141.01	0.05	611.98	387.45	477.98
Furniture & Fixtures	1,326.79	138.15	3.86	1,461.08	675.67	233.30	1.48	1.08	906.41	554.67	651.12
Office Equipments	1,563.19	162.60	108.09	1,617.70	1,035.04	406.79	103.76	4.03	1334.04	283.66	528.15
Moulds & Castings	2.80	-	-	2.80	2.80	-	-	-	2.80	-	-
Total Tangible Assets	20,643.56	1,235.15	334.31	21,544.40	7,206.26	1,184.33	264.19	21.65	8,104.75	13,439.65	13,437.30
INTANGIBLE ASSETS											
Software	45.76	152.83	-	198.59	40.43	61.85	-	0.31	101.97	96.62	5.33
Total Intangible Assets	45.76	152.83	-	198.59	40.43	61.85	-	0.31	101.97	96.62	5.33
Total Fixed Assets	20,689.32	1,387.98	334.31	21,742.99	7,246.69	1,246.18	264.19	21.96	8,206.72	13,536.27	13,442.63
Less: Transferred to Building WIP	-	-	-	-	-	3.20	-	-	-	-	-
	20,689.32	1,387.98	334.31	21,742.99	7,246.69	1,242.98	264.19	21.96	8,206.72	13,536.27	13,442.63
Previous Year	19,947.81	958.00	216.49	20,689.32	6,577.09	815.95	146.35	-	7,246.69	13,442.63	-
Capital Work-in-Progress	7015.41	1425.06	-	8440.47	-	-	-	-	-	8,440.47	7,015.41

NOTES :

- (1) In accordance with the provision Specified in Part C of Schedule II to the Companies Act, 2013, effective from 1st April, 2014, the Company has reassessed the remaining useful lives of its fixed assets and based on this, the Company has charged depreciation for the year ended 31st March, 2015. Consequently, the transitional impact of ₹ 14.50 Lakhs (net of deferred tax - ₹ 7.46 Lakhs) has been adjusted to retained earnings.
- (2) During the year, the Company's leasehold land at Ambernath was transferred to "Building WIP" as the Company has decided to carryout constructions of flats / industrial and commercial galas on the said land.

12. NON-CURRENT INVESTMENTS

(Long Term Investments)

(₹ in lakhs)

Particulars	Number	Face Value per unit (₹)	As at 31 st March, 2015	As at 31 st March, 2014
Fully paid Shares in Co-operative Housing Societies* :				
Arabian Sea-View Co-operative Housing Society Ltd.	5	50	-	-
	(5)			
Chitrakoot Co-operative Housing Society Ltd.	10	50	0.01	0.01
	(10)			
Tahnee Heights Co-operative Housing Society Ltd.	5	50	-	-
	(5)			
West Nandanvan Co-operative Housing Society Ltd.	10	50	0.01	0.01
	(10)			
Vipul Co-operative Housing Society Ltd.	20	50	0.01	0.01
	(20)			
Tara Apartments Co-operative Housing Society Ltd.	5	50	-	-
	(5)			
			0.03	0.03

Figures in brackets are for the previous year.

* These Shares in the above mentioned Co-operative Societies have been purchased to enable the Company to acquire flats in these societies.



Notes on Financial Statements for the Year ended 31st March, 2015

	As at 31 st March, 2015	(₹ in lakhs) As at 31 st March, 2014
13. LONG-TERM LOANS AND ADVANCES		
Employee Loans & Advances	5.35	22.87
Other Loans and Advances	217.71	1,032.92
	<u>223.06</u>	<u>1,055.79</u>
14. OTHER NON-CURRENT ASSETS		
Security Deposits	68.54	154.50
Other Long-term Receivables	22.87	–
Trade Receivables	614.44	90.37
	<u>705.85</u>	<u>244.87</u>
15. INVENTORIES		
Raw Materials	255.24	230.90
Stores, Spare parts & Packing Materials	544.88	521.08
Liquid Fuel & Petrol	50.19	49.08
Stock-in-trade	1,908.07	1,309.65
Finished Goods	847.91	888.41
Building Work-In-Progress (for sale)	4,231.74	2,154.94
Licence in Hand	210.00	–
	<u>8,048.03</u>	<u>5,154.06</u>
16. TRADE RECEIVABLES		
Unsecured (Considered good)		
Over Six Months	473.02	1,048.74
Other Debts	5,426.04	5,012.80
	<u>5,899.06</u>	<u>6,061.54</u>
17. CASH AND CASH EQUIVALENTS		
Cash in hand	38.20	27.97
Cheques in hand	0.71	2.55
Balances with banks*	1,211.85	1,049.70
Fixed Deposits with banks #	2,088.96	2,418.92
	<u>3,339.72</u>	<u>3,499.14</u>

* Balances with Banks include Unclaimed Dividend of ₹ 64.59 lakhs (Previous year ₹ 55.25 lakhs)

Fixed Deposits with Banks include Deposits against Bank Guarantees issued by banks of ₹ 85.21 lakhs (Previous year ₹ 177.04 lakhs) with maturity of more than 12 months.

Notes on Financial Statements for the Year ended 31st March, 2015

	As at 31 st March, 2015	As at 31 st March, 2014
(₹ in lakhs)		
18. SHORT-TERM LOANS AND ADVANCES		
Loans and advances to Employees	25.83	17.57
Deposit against Insurance Premium	53.24	43.38
Deposit/Balances with Central Excise/Sales tax authorities	23.02	27.36
Advance Payment of Income tax (including TDS) and Wealth tax (Net of Provisions)	678.42	510.33
	<u>780.51</u>	<u>598.64</u>
19. OTHER CURRENT ASSETS		
Advance to suppliers	116.91	216.66
Interest accrued but not due on Fixed Deposits	37.76	55.98
Other Current Assets	737.84	644.75
	<u>892.51</u>	<u>917.39</u>
(₹ in lakhs)		
	Year ended 31 st March, 2015	Year ended 31 st March, 2014
20. REVENUE FROM OPERATIONS		
Sales of Products	24,684.29	19,989.63
Sales of Services	501.36	393.45
	<u>25,185.65</u>	<u>20,383.08</u>
Less: Excise Duty	1,085.95	967.62
Sales of Products and Services (Net)	24,099.70	19,415.46
Other Operating Revenues	11,320.21	11,960.58
	<u>35,419.91</u>	<u>31,376.04</u>
20.1 Particulars of Sale of Products :		
Manufactured Goods		
Glass Bottles	13,658.99	13,292.20
Traded Goods		
Food Products	7,619.80	5,595.85
Machine Tools and Industrial Equipments	3,405.50	1,101.58
	<u>11,025.30</u>	<u>6,697.43</u>
	<u>24,684.29</u>	<u>19,989.63</u>



Notes on Financial Statements for the Year ended 31st March, 2015

	Year ended 31 st March, 2015		Year ended 31 st March, 2014	
	(₹ in lakhs)			
20.2 Particulars of other Operating Revenues :				
Busines Support Service, Consultancy and Commission		3,533.21		4,602.09
Property Rent		6,395.45		6,359.53
Advertising, Branding and Operating Income		717.89		651.68
Business Centre Services		400.20		88.82
Others		273.46		258.46
		<u>11,320.21</u>		<u>11,960.58</u>
21. OTHER INCOME				
Credit balances Written back		4.21		3.49
Insurance Claims		3.19		19.19
Interest Income		151.52		237.54
Dividend Income from Non-Current Investments		-		0.02
Dividend Income from Current Investments		-		11.37
Profit on Sale of assets		17.16		5.31
Excess Provision written back		-		146.39
Foreign Exchange Rate Difference		-		214.06
Miscellaneous Income		327.83		36.06
		<u>503.91</u>		<u>673.43</u>
22. COST OF MATERIAL CONSUMED				
Raw Materials Consumed		3,439.03		3,452.37
Stores & Spares, Packing Materials, Refractories & Moulds and Castings Consumed		1,091.18		1,028.34
		<u>4,530.21</u>		<u>4,480.71</u>
22.1 Particulars of Material Consumed Raw Materials		%		%
Imported	459.69	13.37	547.20	15.85
Indigenous	2,979.34	86.63	2,905.17	84.15
	<u>3,439.03</u>	<u>100.00</u>	<u>3,452.37</u>	<u>100.00</u>
Chemicals		1,238.60		1,254.85
Silica Sand		162.31		139.11
Cullets		2,038.12		2,058.41
		<u>3,439.03</u>		<u>3,452.37</u>
22.2 Components and Spare parts		%		%
Imported	48.42	21.11	74.96	20.51
Indigenous	180.97	78.89	290.53	79.49
	<u>229.39</u>	<u>100.00</u>	<u>365.49</u>	<u>100.00</u>

Notes on Financial Statements for the Year ended 31st March, 2015

	(₹ in lakhs)	
	Year ended 31 st March, 2015	Year ended 31 st March, 2014
23. CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-TRADE		
Stock at close - Finished Goods	847.91	888.41
Stock at commencement - Finished Goods	888.41	1,079.23
	<u>40.50</u>	190.82
Stock at close - Traded Goods	1,908.07	1,309.65
Stock at commencement - Traded Goods	1,309.65	406.22
	<u>(598.42)</u>	(903.43)
Stock at close - Licences	210.00	-
Stock at commencement - Licences	-	-
	<u>(210.00)</u>	-
	<u>(767.92)</u>	(712.61)
24. EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages, Bonus, Gratuity & Allowances	5,375.98	5,232.24
Contribution to Provident & Superannuation Fund	491.91	530.12
Staff Welfare Expenses	525.54	527.68
	<u>6,393.43</u>	6,290.04
25. FINANCE COST		
Interest Expense on Overdrafts & other Borrowings	800.85	774.42
Other Borrowing Cost	129.86	301.88
	<u>930.71</u>	1,076.30
26. OTHER EXPENSES		
Repairs to Machinery	70.55	97.02
Repairs to Buildings	209.44	149.59
Other Repairs	285.68	235.33
Power & Fuel	3,404.19	3,502.32
Rent	130.36	135.73
Rates & Taxes	425.14	508.09
Insurance	66.70	54.58
Discount, Commission and Brokerage	185.52	263.77
Conducting Charges	-	19.51
Electricity charges	259.76	218.67
Vehicle Expenses	352.16	362.59
Carriage Outward and Steamer Freight	1,153.34	1,301.49
Professional and Legal charges	624.09	397.58
Travelling Expenses	450.05	568.43
Telephone and other Communication Expenses	139.71	143.54
Expenditure on Corporate Social Responsibility(CSR) activities	1.68	-
Miscellaneous Expenses	1,485.64	1,160.61
	<u>9,244.01</u>	9,118.85



Notes on Financial Statements for the Year ended 31st March, 2015

	As at 31 st March, 2015	(₹ in lakhs) As at 31 st March, 2014
27. Contingent liabilities not provided for :		
a) Guarantees given by the Banks	1,584.31	1,155.15
b) Letters of Credits/Buyers Credit	2,565.51	553.05
c) Claims against the Company not acknowledged as debts	19.55	29.81
d) Estimated amount of contracts remaining to be executed on Capital Account (Net of advances)	60.57	2,337.75
e) Excise demand disputed by the Company.	18.59	27.34
f) Service tax demand disputed by the Company.	2.11	2.11
g) Income Tax matters in respect of which appeals are pending	306.99	160.70
h) Sales tax demand disputed by the Company.	427.60	259.19
28. Payment to Auditors as :		
a) Statutory Audit Fees	5.50	5.50
b) Tax Audit Fees	1.50	1.50
c) Certification and Consultation Fees	1.94	2.67
d) Others	0.91	0.90
e) Reimbursement of expenses	0.42	0.40
f) Cost Audit Fees	0.75	0.50
	11.02	11.47
29. The value of stocks include all taxes and duties. Cenvat is credited to statement of Profit & Loss on consumption basis. Cenvat related to year-end stock is carried forward in Balance Sheet under the head 'Other Laibilities'.		
30. Excise duty liability on Finished Goods stock has not been provided and also not included in the valuation of Finished Goods stock. However, it has no impact on Statement of Profit & Loss.		
31. The previous year's figures have been regrouped / reclassified wherever necessary.		
	2014-15	2013-14
32. Earning per Share		
Net Profit (₹ In lakhs)	3,413.52	3,624.62
Weighted average number of Equity Shares outstanding	59,99,998	59,99,998
Earning per share - Basic and Diluted. (₹)	56.89	60.41
Face value of share (₹)	10.00	10.00

Notes on Financial Statements for the Year ended 31st March, 2015

	2014-15	2013-14
	As at 31 st March, 2015	As at 31 st March, 2014
(₹ in lakhs)		
33. Value of Imports on C.I.F. basis in respect of		
Raw Materials	337.94	354.04
Components and Spare parts	36.15	22.25
Capital Goods	195.15	202.93
Traded Goods	3,041.20	3,418.16
34. Expenditure in Foreign Currency in respect of :		
Technical and Professional services	84.97	83.76
Travelling	79.52	129.28
Commission	20.61	30.94
Others	15.81	8.25
35. Earnings in foreign exchange in respect of		
(i) Export of goods on F.O.B. Basis(on accrual basis)	2,273.75	3,362.01
(ii) Commission	3,592.78	5,752.33
(iii) Others	1,241.02	22.39
36. Remittances in foreign exchange on account of dividend		
(i) Number of non-resident shareholders	27	25
(ii) Number of shares held by them	9785	12329
(iii) Dividends remitted	Nil	Nil
(iv) Year to which dividend relates	2013-14	2012-13

[Dividend to non-resident shareholders amounting to ₹ 2.36 lakhs (Previous year ₹ 2.96 lakhs) has been paid to their Bankers/Agents in India]



Notes on Financial Statements for the Year ended 31st March, 2015

(₹ in lakhs)

37. Disclosures as required by Accounting Standard (AS15) Employee Benefits

Defined Benefit Plans as per Actuarial Valuation are as under:

	Gratuity		Leave Encashment	
	2014-2015 (Unfunded)	2013-2014 (Unfunded)	2014-2015 (Unfunded)	2013-2014 (Unfunded)
A. Change in obligation during the year				
Liability at the beginning of the year	1964.68	2342.21	1031.99	1262.97
Interest Cost	168.60	164.32	88.00	91.35
Current Service Cost	243.79	252.21	212.84	208.61
Benefits Paid	(260.14)	(606.83)	(148.79)	(259.31)
Actuarial (Gain)/ Loss on obligation	(70.08)	(187.23)	36.71	(271.63)
Liability at the end of the year	2046.85	1964.68	1220.75	1031.99
B. Change in fair value of plan assets				
Fair Value of Plan Assets at the begin of the year	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Contributions	260.14	606.83	148.79	259.31
Benefits Paid	(260.14)	(606.83)	(148.79)	(259.31)
Actuarial (Gain)/ Loss on plan assets	-	-	-	-
Fair Value of Plan Assets at the end of the year	-	-	-	-
C. Fair value of plan assets				
Fair Value of Plan Assets at the beginning of the year	-	-	-	-
Actual Return on Plan Assets	-	-	-	-
Contributions	260.14	606.82	148.79	259.31
Benefits Paid	(260.14)	(606.82)	(148.79)	(259.31)
Fair Value of Plan Assets at the end of the year	-	-	-	-
D. Liability recognised in the Balance Sheet				
Liability at the end of the year	2046.85	1964.68	1220.75	1031.99
Funded status	-	-	-	-
Liability recognised in th balance sheet	2046.85	1964.68	1220.75	1031.99
E. Liability recognised in the Statement of Profit and Loss				
Current Service Cost	243.79	252.21	212.84	208.61
Interest Cost	168.60	164.32	88.00	91.35
Net Actuarial (Gain)/Loss	(70.08)	(187.23)	36.71	(271.63)
Expenses recognised in the Statement of Profit and Loss	342.31	229.30	337.55	28.33
F. Movements in Liability recognised in the Balance Sheet				
Opening Net Liability	1964.68	2342.21	1031.99	1262.97
Expenses as above	342.31	229.30	337.55	28.33
Contribution Paid	(260.14)	(606.83)	(148.79)	(259.31)
Closing Net Liability	2046.85	1964.68	1220.75	1031.99
G. Actuarial assumptions				
Discount Rate	8%	9%	8%	9%
Salary escalation	7%	7%	7%	7%
Mortality rate	IALM(2006-08) Ultimate table	IALM(2006-08) Ultimate table	IALM(2006-08) Ultimate table	IALM(2006-08) Ultimate table

Notes on Financial Statements for the Year ended 31st March, 2015

38. Segment wise information for the year ended 31st March, 2015 :

Segments have been identified in line with the "Accounting standard on segment reporting" (AS-17), taking into account, the nature of products and services, the organization and internal reporting structure as well as differential risk of these segments.

(i) Information about Primary Business Segments

REVENUE	2014-2015 (₹ In Lakhs)			2013-2014 (₹ In Lakhs)		
	External	Inter-Segment	Total	External	Inter-Segment	Total
Manufacturing	12,853.85	–	12,853.85	12,662.36	–	12,662.36
Trading & Indenting	16,199.50	–	16,199.50	12,516.70	–	12,516.70
Others	6,718.95	–	6,718.95	6,621.48	–	6,621.48
Total Revenue	35,772.30	–	35,772.30	31,800.54	–	31,800.54
RESULT						
Segment Result						
Manufacturing	1,051.84	–	1,051.84	680.45	–	680.45
Trading & Indenting	551.92	–	551.92	967.26	–	967.26
Others	4,342.84	–	4,342.84	4,372.54	–	4,372.54
Total Result	5,946.60	–	5,946.60	6,020.25	–	6,020.25
Un-allocated Expenditure						
Net of un-allocated Income			567.00			423.61
Finance Cost			930.71			1,076.30
Interest Income			151.52			237.54
Dividend Income			–			11.39
Profit before Taxation			4,600.41			(1,250.98)
Provision for Taxation			1,186.89			1,144.65
Net Profit			3,413.52			(2,395.63)

Other Information

	Segment Assets		Segment Liabilities	
	2014-15	2013-14	2014-15	2013-14
Manufacturing	6,488.51	6,469.58	1,607.17	1,647.55
Trading & Indenting	9,119.91	7,863.48	5,303.84	3,510.62
Others	26,257.11	23,656.44	21,303.97	20,875.67
	41,865.53	37,989.50	28,214.98	26,033.84
Capital Expenditure				
	2014-15	2013-14	Depreciation	
	2014-15	2013-14	2014-15	2013-14
Manufacturing	261.01	177.19	196.12	267.72
Trading & Indenting	281.60	152.79	353.75	217.25
Others	2,270.43	3,857.02	693.11	330.98
	2,813.04	4,187.00	1242.98	815.95



Notes on Financial Statements for the Year ended 31st March, 2015

	<u>2014-15</u>	<u>2013-14</u>
		(₹ in lakhs)
Non-Cash expenses other than depreciation		
(ii) Information about Secondary Business Segments		
Revenue by Geographical Market		
India	29,393.43	23,027.85
Outside India	6,378.87	8,772.69
	35,772.30	31,800.54
Segment Assets		
India	41,865.53	37,989.50
Outside India	-	-
	41,865.53	37,989.50
Capital Expenditure		
India	2,813.04	4,187.00
Outside India	-	-
	2,813.04	4,187.00
	As at 31st March, 2015	As at 31st March, 2014
(iii) Notes :		
(a) The management has identified following main business segments:		
Manufacturing - comprising of manufacturing glass bottles, Trading and Indenting.		
(b) Segment Revenue in each of the above domestic business segments primarily includes Sales & service, commission income in respective segments.		
Segment Revenue comprises of:		
Sales, Commission Property Rent and other Operating Income	35,419.91	31,376.04
Other income excluding income from investments	352.39	424.50
	35,772.30	31,800.54
(c) The Segment revenue in the geographical segments considered for the disclosure are as follows :		
Domestic - comprising of sales to customers located within India and earnings in India.		
International - comprising of sales to customers located outside India and commission income from foreign principals		
(d) Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.		

39. Related Party disclosures**A. Related party**

Related party	Relationship
Empire International Pvt. Ltd.	} Some of the Directors of the Company are also Directors in the said Pvt. Ltd. Companies
Randil Trading Co. Pvt. Ltd.	
Arjun Transport Co. Pvt. Ltd.	
Empire Technical Services Pvt. Ltd.	
Mr. S. C. Malhotra - Chairman	} Key Managerial Personnel
Mr. Ranjit Malhotra - Vice-Chairman	
Mr. Dileep Malhotra - Jt. Mg. Director	
Mr. S. K. Gulati - Director Finance & Company Secretary	
Mr. Karan Malhotra	} Relatives of Key Managerial Personnel
Mr. Kabir Malhotra	
Mrs. Uma Malhotra	

B. Disclosure of related party transactions

Nature of transactions	Year ended 31.03.2015	Year ended 31.03.2014
(₹ in lakhs)		
Income		
Rent received		
Empire International Pvt. Ltd.	0.49	0.48
Randil Trading Co. Pvt. Ltd.	0.48	0.21
Arjun Transport Co. Pvt. Ltd.	1.20	0.53
Empire Technical Services Pvt. Ltd.	11.02	-
Expenses		
Conducting Charges		
Empire International Pvt. Ltd.	-	6.81
Interest on Inter-corporate Deposits		
Empire International Pvt. Ltd.	110.11	109.87
Randil Trading Co. Pvt. Ltd.	26.45	11.15
Arjun Transport Co. Pvt. Ltd.	45.02	9.37
Interest on Fixed Deposits		
Mr. S. C. Malhotra	10.18	13.40
Mr. Ranjit Malhotra	34.79	22.85
Mr. Dileep Malhotra	108.35	127.40
Remuneration to Key Managerial Personnel		
Mr. S. C. Malhotra	64.57	98.48
Mr. Ranjit Malhotra	75.20	97.98
Mr. Dileep Malhotra	65.11	97.98
Mr. S. K. Gulati	164.30	418.48



Nature of transactions	(₹ in lakhs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Salary to relatives of Key Managerial Personnel		
Mr. Karan Malhotra (upto 31.08.2014)	12.44	29.00
Mr. Kabir Malhotra	30.00	29.00
Mrs. Uma Malhotra [(Upto 29.05.2014) (Including Directors sitting fees - ₹ 1 Lakh)]	5.98	25.21
Outstanding balances		
Sundry Creditors		
Empire International Pvt. Ltd.	-	7.26
Fixed Deposits		
Mr. S. C. Malhotra	103.00	140.00
Mr. Ranjit Malhotra	23.00	275.00
Mr. Dileep Malhotra	225.00	1,554.00
Inter-corporate Deposits		
Empire International Pvt. Ltd.	660.00	300.00
Randil Trading Co. Pvt. Ltd.	142.00	1,585.00
Arjun Transport Co. Pvt. Ltd.	730.17	224.00

Related party relationship is as identified by the Company and relied upon by the Auditors.

Notes referred to above form an integral part of the Balance Sheet and Statement of Profit and Loss.

As per our Report attached	S. C. MALHOTRA (DIN: 00026704)	<i>Chairman</i>
	RANJIT MALHOTRA (DIN: 00026933)	<i>Vice Chairman</i>
	DILEEP MALHOTRA (DIN:00027168)	<i>Joint Managing Director</i>
For D. P. GHEVARIA & CO. <i>Chartered Accountants</i> Firm Regn. No.103176W	UMA R. MALHOTRA (DIN: 06848613)	} <i>Directors</i>
	R. A. MASKATI (DIN: 00057850)	
	RAJBIR SINGH (DIN: 00826402)	
	C. P. SHAH (DIN: 00450394)	
	B. C. GANDHI (DIN: 00780094)	
D. P. GHEVARIA <i>Proprietor</i> Membership No.032431	SUBODH CHANDRA (DIN: 02076844)	
	S. K. GULATI	<i>Director Finance & Company Secretary</i>
Mumbai, May 25, 2015	Mumbai, May 25, 2015	

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Pursuant to amendment to clause 32 of the listing agreement)

	<u>2014-2015</u> ₹ Lakhs	<u>2013-2014</u> ₹ Lakhs
A. Cash Flow from Operating Activities :		
a) Net Profit before Tax & Extra Ordinary items	4,600.41	4,769.27
Adjustments for :		
Depreciation	1,242.98	815.95
Finance cost	930.71	1,076.30
Interest & Dividend earned	(151.52)	(248.93)
Profit/Loss on sale of Fixed Assets (Net)	(0.60)	6.13
Provision for Gratuity/Leave encashment on actuarial basis	270.93	(608.51)
b) Operating Profit before working capital changes	6,892.91	5,810.21
Adjustments for :		
Trade & other Receivables	(212.81)	(486.15)
Inventories	(2,893.47)	(2,897.60)
Increase/(Decrease) in Trade Payables	2,676.58	532.06
c) Cash generated from operations	6,463.21	2,958.52
Finance cost paid	(1,000.78)	(912.87)
Direct Taxes paid (net of refunds)	(1,506.99)	(1,213.42)
Net Cash flow from Operating Activities	3,955.44	832.23
B. Cash Flow from Investing Activities :		
Purchase of Fixed Assets	(1,983.93)	(4,769.78)
Proceeds from Sale of Fixed Assets	68.41	64.01
Proceeds from Sale of Investments	-	0.25
Interest received	173.44	499.41
Dividend received	-	11.39
Net Cash from Investing Activities	(1,742.08)	(4,194.72)
C. Cash Flow from Financing Activities :		
Dividend Paid (Including tax on Dividend)	(1,684.73)	(1,684.73)
Proceeds from borrowings	1,225.87	4,599.65
Repayment of borrowings	(1,831.43)	(759.86)
Net Cash flow from Financing Activities	(2,290.29)	2,155.06



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Pursuant to amendment to clause 32 of the listing agreement)

	2014-2015	2013-2014
	₹ Lakhs	₹ Lakhs
D. Net increase/(decrease) in cash and cash equivalent	(76.93)	(1,207.43)
Cash and cash equivalents at beginning of the year	3,266.85	4,474.28
Cash and cash equivalents at the end of the year	3,189.92	3,266.85

S. C. MALHOTRA (DIN: 00026704)

Chairman

RANJIT MALHOTRA (DIN: 00026933)

Vice Chairman

DILEEP MALHOTRA (DIN:00027168)

Joint Managing Director

UMA R. MALHOTRA (DIN: 06848613) }

R. A. MASKATI (DIN: 00057850) }

RAJBIR SINGH (DIN: 00826402) }

C. P. SHAH (DIN: 00450394) }

B. C. GANDHI (DIN: 00780094) }

SUBODH CHANDRA (DIN: 02076844) }

Directors

S. K. GULATI

*Director Finance &
Company Secretary*

Mumbai, May 25, 2015

Auditor's Certificate

We have verified the above Cash Flow Statment of Empire Industries Limited, derived from audited financial statements for the year ended 31st March, 2015 and for the year ended 31st March, 2014 and found the same to be drawn in accordance there with and also with the requirements of Clause 32 of the listing agreement with Stock Exchange.

For D. P. GHEVARIA & CO.

Chartered Accountants

Firm Regn. No.103176W

D. P. GHEVARIA

Proprietor

Membership No.032431

Mumbai, 25th May, 2015.



Empire Industries Limited

May 5, 2015

FORM A

COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED WITH THE BSE

1. Name of the Company : EMPIRE INDUSTRIES LIMITED
2. Annual financial statements for the year ended : 31st March, 2015.
3. Type of Audit observation : Un-qualified
4. Frequency of observation : Not Applicable

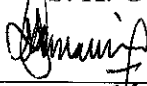
CEO / MANAGING DIRECTOR:


S. C. MALHOTRA

CFO:


S. K. GULATI

AUDITOR:


D. P. GHEVARIA

AUDIT COMMITTEE CHAIRMAN:


R. A. MASKATI