



Empire Industries Limited

**August 23, 2021**

To,

**BSE Limited**

Corporate Relationship Department  
1<sup>st</sup> Floor, P.J. Towers, Dalal Street  
Fort, Mumbai – 400 001

**Scrip Code: 509525**

Dear Sir,

Sub : **Notice of 120<sup>th</sup> Annual General Meeting ('AGM') and Annual Report for the financial year 2020-21 under Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform you that the 120<sup>th</sup> Annual General Meeting ('AGM') of **Empire Industries Limited** ('Company') is scheduled to be held on **Wednesday, September 29, 2021** at 3:00 p.m. (IST) through Video Conferencing ("VC") or other audio visual means ("OAVM").

Pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company along with the Notice of the AGM for the Financial Year 2020-21. The same is also being sent through electronic mode to all those Members whose e-mail addresses are registered with the Company / Depository Participants / Registrar and Transfer Agent.

The same is also available on the website of the Company at <http://empiremumbai.com/investor-information>.

Kindly take the above on your records and oblige.

Thanking you,

Yours faithfully,

**FOR EMPIRE INDUSTRIES LIMITED**

  
**SUHAS CHANDRA NANDA**  
**DIRECTOR – FINANCE & COMPANY SECRETARY**

Encl. : As above

CIN: L17120MH1900PLC000176  
Regd. Office: Empire Complex, 414, Senapati Bapat Marg,  
Lower Parel, Mumbai 400 013, India.  
Tel.: 66555453 • Fax : 24939143  
E-mail: email@empiresecretarial.com • Web : www.empiremumbai.com

**Divisions**

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

# EMPIRE INDUSTRIES LIMITED

CIN : L17120MH1900PLC000176

ANNUAL REPORT 2020-2021

## BOARD OF DIRECTORS

MR. S. C. MALHOTRA	<i>Chairman</i>
MR. RANJIT MALHOTRA	<i>Vice-Chairman &amp; Managing Director</i>
MR. DILEEP MALHOTRA	<i>Jt. Managing Director</i>
MR. KABIR MALHOTRA	<i>Executive Director</i>
MR. RAJBIR SINGH	<i>Independent Directors</i>
MR. C. P. SHAH	<i>Independent Directors</i>
MR. SUBODH CHANDRA	<i>Independent Directors</i>
MRS. GEETANJALI NAIDU	<i>Woman Independent Director</i>

## REGISTERED OFFICE

Empire Complex  
414, Senapati Bapat Marg  
Lower Parel  
Mumbai 400013.

Tel : +91 22 6655 5453

Fax: +91 22 2493 9143

E-mail : [email@empiresecretarial.com](mailto:email@empiresecretarial.com)

Website : [www.empiremumbai.com](http://www.empiremumbai.com)

## AUDIT COMMITTEE:

MR. RAJBIR SINGH	<i>Chairman</i>
MR. C. P. SHAH	
MR. SUBODH CHANDRA	

## PLANT

**Vitrum Glass**  
**L. B. Shastri Marg**  
**Vikhroli, Mumbai 400083**

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

MR. RAJBIR SINGH	<i>Chairman</i>
MR. C. P. SHAH	
MR. SUBODH CHANDRA	

## NOMINATION & REMUNERATION COMMITTEE

MR. RAJBIR SINGH	<i>Chairman</i>
MR. C. P. SHAH	
MR. SUBODH CHANDRA	

## CSR COMMITTEE

MR. KABIR MALHOTRA	<i>Chairman</i>
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*Appointed w.e.f. 31.07.2020*

MR. DILEEP MALHOTRA	
MR. RAJBIR SINGH	

## RISK MANAGEMENT COMMITTEE

MR. DILEEP MALHOTRA	<i>Chairman</i>
MR. RAJBIR SINGH	
MR. C. P. SHAH	

## DIRECTOR FINANCE &

## COMPANY SECRETARY

MR. SUHAS CHANDRA NANDA

## AUDITORS

A.T. JAIN & CO.

## ADVOCATES & SOLICITORS

DSK Legal

## BANKERS

Indian Bank  
Bank of India  
Bank of Baroda  
Central Bank of India  
Kotak Mahindra Bank  
Citi Bank N.A.

## REGISTRARS & SHARE TRANSFER AGENTS

### Bigshare Services Pvt. Ltd.

1<sup>st</sup> Floor Bharat Tin Works Building, Opp. Vasant  
Oasis, Makwana Road, Marol, Andheri (E)  
Mumbai 400072.

Tel : +91 22 62638200 / 62638222 / 62638223

Fax : +91 22 62638299

Email : [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Website : [www.bigshareonline.com](http://www.bigshareonline.com)

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## NOTICE

The ONE HUNDRED AND TWENTIETH ANNUAL GENERAL MEETING of the Members of **EMPIRE INDUSTRIES LIMITED** will be held on Wednesday, September 29, 2021 at 3.00 P.M. through Video Conferencing (“VC”) / Other AudioVisual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS:

1. To adopt the Directors' Report and the Audited Balance Sheet as at March 31, 2021, and the Statement of Profit & Loss for the year ended on that date.
2. To declare dividend for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr. Dileep Malhotra, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To ratify appointment of M/s. A. T. Jain & Co. as Statutory Auditors:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at the 116<sup>th</sup> Annual General Meeting appointing M/s. A. T. Jain & Co., Chartered Accountants (Firm Registration No.103886W) as Statutory Auditors of the Company to hold office until the conclusion of 121<sup>st</sup> Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. A. T. Jain & Co., as Statutory Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2022 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

### SPECIAL BUSINESS:

5. Re-appointment of Mr. Rajbir Singh as an Independent Non-Executive Director.  
To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 Mr. Rajbir Singh (DIN : 00826402), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from the conclusion of 120<sup>th</sup> Annual General Meeting to the conclusion of 125<sup>th</sup> Annual General Meeting of the Company and whose office shall not be liable to retire by rotation”.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

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 2021-2022 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 2021-2022 amounting to Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) as also the payment of GST as applicable and reimbursement 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. C. NANDA**  
DIRECTOR FINANCE &  
COMPANY SECRETARY

### Registered Office:

Empire Complex,  
414, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013.

Place : Mumbai

Date : June 23, 2021

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The Board has appointed Ms. Deepa Gupta, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://empiremumbai.com/investor-information>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
10. The information in respect of the business under item Nos. 5 & 6 set out above forms part of the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.
11. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 29, 2021. Members seeking to inspect such documents can send an email to [investor\\_relations@empiremumbai.com](mailto:investor_relations@empiremumbai.com).
13. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. September 21, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 21, 2021 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

14. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer point No.16 for the process to be followed for updating bank account mandate.
15. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
16. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Bigshare Services Private Limited at investor@bigshareonline.com to receive copies of the Annual Report 2020-21 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, user ID / password for e-voting and updation of bank account mandate for the receipt of dividend.

Type of Holder	Process to be followed	
	Registering Email Address	Updating bank account details
Physical	Send a request to the RTA of the Company, Bigshare Services Private Limited at <a href="https://bigshareonline.com/investorRegistration.aspx">https://bigshareonline.com/investorRegistration.aspx</a> providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.	Send a request to the RTA of the Company, Bigshare Services Private Limited at <a href="https://bigshareonline.com/investorRegistration.aspx">https://bigshareonline.com/investorRegistration.aspx</a> providing Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for updating bank account details. The following additional details need to be provided in case of updating bank account details: <ul style="list-style-type: none"> <li>• Name and branch of the bank in which you wish to receive the dividend,</li> <li>• the bank account type,</li> <li>• Bank account number allotted by their banks after implementation of core banking solutions</li> </ul>

		<ul style="list-style-type: none"> <li>• 9 digit MICR Code Number</li> <li>• 11 digit IFSC</li> <li>• a scanned copy of the cancelled cheque bearing the name of the first member.</li> </ul>
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

17. In compliance with the Circulars, the Annual Report 2020-21, the Notice of the 120<sup>th</sup> AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
18. Members may also note that the Notice of the 120<sup>th</sup> AGM and the Annual Report 2020-21 will also be available on the Company's website, <http://empiremumbai.com/investor> information, websites of the Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
19. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of this Notice.
20. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
21. As per the provisions of Section 72 of the Companies Act 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Bigshare Services Private Limited, in case the shares are held in physical form.
22. The Scrutinizer will submit her report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange and RTA and will also be displayed on the Company's website, [www.empiremumbai.com](http://www.empiremumbai.com).
23. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
24. Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPFA Rules) as amended from time to time, the Company has transferred the unpaid or unclaimed dividend for the financial year 2012-2013 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	Transferred to IEPF
6.	2008-09	Dividend @ 100%	27.08.2009	Transferred to IEPF
7.	2009-10	Dividend @ 200%	27.08.2010	Transferred to IEPF
8.	2010-11	Dividend @ 220%	26.08.2011	Transferred to IEPF
9.	2011-12	Dividend @ 240%	28.08.2012	Transferred to IEPF
10.	2012-13	Dividend @ 240%	26.07.2013	Transferred to IEPF
11.	2013-14	Dividend @ 240%	24.07.2014	23.07.2021
12.	2014-15	Dividend @ 240%	24.07.2015	23.07.2022
13.	2015-16	Interim Dividend @ 200%	08.03.2016	07.03.2023
14.	2015-16	Final Dividend @ 40%	30.07.2016	29.07.2023
15.	2016-17	Dividend @ 250%	27.07.2017	26.07.2024
16.	2017-18	Dividend @ 250%	26.07.2018	25.07.2025
17.	2018-19	Dividend @ 250%	26.07.2019	25.07.2026
18.	2019-20	Interim Dividend @ 250% as Final Dividend	03.03.2020	02.03.2027

25. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed with in seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
26. As per provisions of Section 125(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") notified by the Ministry of Corporate Affairs effective from September 7, 2016, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more in the name of Investor Education and Protection Fund (IEPF) Suspense Account established by the Central Government. Accordingly, the Company has transferred shares to IEPF Authority. For claiming the shares and unclaimed dividends you have to apply to the Authority by submitting an online application in Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) along with fee specified by the authority.

## 27. NSDL e-Voting System – For Remote e-voting and e-voting during AGM

### A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER :

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER :-

The remote e-voting period begins on Saturday, September 25, 2021 (9:00 a.m. IST) and ends on Tuesday, September 28, 2021 (5:00 p.m. IST). During this period, members holding share either in physical or dematerialized form, as on cut-off date, i.e. as on September 21, 2021 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 21, 2021.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




##### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

#### Login method for Individual shareholders holding securities in demat mode is given below :

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL : <https://www.evoting.nsdl.com/> either on Personal Computer or on a mobile
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- [Physical User Reset Password?](#)”(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2 : Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [deepaguptacs@gmail.com](mailto:deepaguptacs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor\\_relations@empiremumbai.com](mailto:investor_relations@empiremumbai.com).

- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor\\_relations@empiremumbai.com](mailto:investor_relations@empiremumbai.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor\\_relations@empiremumbai.com](mailto:investor_relations@empiremumbai.com). The same will be replied by the company suitably.
- Speaker Registration during e-AGM session : Members who would like to express their views or ask questions during the AGM may register themselves by sending mail to [investor\\_relations@empiremumbai.com](mailto:investor_relations@empiremumbai.com). You would have to mention the demat account number/folio number, city, email id, mobile number and then click on submit. The speaker registration shall commence on Sunday, the 26<sup>th</sup> September, 2021 at 9.00 a.m. and close on Monday, the 27<sup>th</sup> September, 2021 at 5.00 p.m. The Company reserves the rights to restrict the number of speakers depending on availability of time for the AGM.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER :**

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

**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. 5 & 6 of the accompanying Notice dated June 23, 2021.

**ITEM NO.5**

**Re-appointment of Mr. Rajbir Singh as an Independent Non-Executive Director.**

Mr. Rajbir Singh was appointed as an Independent Non-Executive Director of the Company by the members at the 115<sup>th</sup> AGM of the Company held on 30<sup>th</sup> July, 2016 for a period of five consecutive years from the conclusion of 115<sup>th</sup> Annual General Meeting to the conclusion of 120<sup>th</sup> Annual General Meeting. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a **special resolution** by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Mr. Rajbir Singh, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 29<sup>th</sup> September, 2021 upto 28<sup>th</sup> September, 2026.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Rajbir Singh fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajbir Singh as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Rajbir Singh as an Independent Director for another term of five consecutive years with effect from 29<sup>th</sup> September, 2021 upto 28<sup>th</sup> September, 2026, for the approval by the shareholders of the Company.

Except Mr. Rajbir Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr. Rajbir Singh is not related to any Director of the Company.

#### **ITEM NO.6**

##### **Appointment of M/s. Vinay Mulay & Co, Cost Accountants**

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 June 23, 2021 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 Rs.1,50,000/- plus GST as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2022.

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. 6.

##### **Disclosure in terms of Section 102 of the Companies Act, 2013**

All the relevant documents in respect of accompanying notice for Resolution Nos. 5 & 6 are open for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Sunday. You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

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

##### **Registered Office :**

Empire Complex,  
414, Senapati Bapat Marg,  
Lower Parel,  
Mumbai : 400 013

S. C. NANDA  
DIRECTOR FINANCE &  
COMPANY SECRETARY

Place : Mumbai

Date : June 23, 2021

#### **ANNEXURE TO NOTICE**

Particulars of the Directors seeking **appointment/re-appointment** pursuant to Regulation 26(4) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2

1. Mr. Dileep Malhotra is an MBA from LE High University, U.S.A. He is the son of Mr. S. C. Malhotra, Chairman of the Company. Mr. Dileep Malhotra joined 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 the Chairman of the Risk Management Committee of the Company and Member of Corporate Social Responsibility Committee.

His Directorship in Other Companies :

- i. Randil Trading Company Private Limited
- ii. Empire Technical Services Private Limited

His shareholding in the Company as at 31<sup>st</sup> March, 2021 was 1475975 equity shares

He is relative to the other directors namely Mr. S. C. Malhotra, Mr. Ranjit Malhotra and Mr. Kabir Malhotra.

2. 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 29 years' experience and well known in the field. He is a Director of Kelly Handerson Private Limited. He is a partner in Anandini Solutions LLP.

He is the Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and the Member of Corporate Social Responsibility Committee and Risk Management Committee of the Company.

His Shareholding in the Company as at 31<sup>st</sup> March, 2021 was 15 equity shares.

He is not relative to any of the director of Empire Industries Limited.

**ADDENDUM TO THE NOTICE OF THE ONE HUNDRED AND TWENTIETH ANNUAL GENERAL MEETING**

This is an Addendum to the Notice of ONE HUNDRED AND TWENTIETH ANNUAL GENERAL MEETING (AGM) of the Company to be held on Wednesday, September 29, 2021 at 3.00 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). By this Addendum, notice is also hereby given as required under Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 with regard to nomination received by the Company from a shareholder, for appointment of Mrs. Anuja N. Mohe, as more fully described in the Explanatory Statement to this Addendum.

**1. To add Item Number 7 in the Notice of One Hundred and Twentieth Annual General Meeting (AGM) of the Company**

**Item No.7**

**Appointment of Mrs. Anuja N. Mohe (DIN : 09263246) as Non-Executive Independent Director.**

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 Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations) as amended from time to time, Mrs. Anuja N. Mohe (DIN : 09263246), who was appointed as an additional director in the category of Non-Executive Independent Director of the Company at the meeting of the Board of Directors held on 11<sup>th</sup> August, 2021 and whose term of office expires at this Annual General Meeting and who satisfies the criteria of independence as specified in the Act and the Rules made thereunder and the Regulations, and in respect of whom the Company has received notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for first term of five consecutive years with effect from the conclusion of 120<sup>th</sup> Annual General Meeting to the conclusion of 125<sup>th</sup> Annual General Meeting of the Company and whose office shall not be liable to retire by rotation”.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

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

S. C. NANDA  
DIRECTOR FINANCE &  
COMPANY SECRETARY

**Registered Office :**

Empire Complex,  
414, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013

Place: Mumbai

Date: August 11, 2021

**NOTES:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of special business as proposed above to be transacted at the One Hundred and Twentieth AGM is annexed hereto.
2. The relevant documents referred to in this Addendum to Notice of AGM will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 29, 2021. Members seeking to inspect such documents can send an email to [investor\\_relations@empiremumbai.com](mailto:investor_relations@empiremumbai.com).
3. This addendum to the Notice of AGM is available on the website of the Company at [www.empiremumbai.com](http://www.empiremumbai.com).
4. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief resume /details of the person as mentioned under item number 7 are annexed hereto.
5. All the processes, notes and instructions relating to e-voting set out for and applicable for the ensuing One Hundred and Twentieth AGM shall mutatis-mutandis apply to the e-voting for the resolutions proposed in this Addendum to the Notice of AGM.

**ANNEXURE TO ADDENDUM TO NOTICE OF AGM DATED 23.06.2021**

Explanatory statement as required by Section 102 of the Companies Act, 2013 set out all material facts relating to the Item No. 7 of this ADDENDUM TO THE NOTICE OF THE ONE HUNDRED AND TWENTIETH ANNUAL GENERAL MEETING

**ITEM NO. 7**

**Appointment of Mrs. Anuja N. Mohe (DIN : 09263246) as Non-Executive Independent Director**

Mrs. Anuja N. Mohe was appointed as an additional director in the category of Independent Non-Executive Director of the Company in the meeting of Board of Directors of the Company held on 11<sup>th</sup> August, 2021 holding the office upto the ensuing 120<sup>th</sup> Annual General Meeting of the Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mrs. Anuja N. Mohe fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Non-Executive Director of the Company and is independent of the management. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Anuja N. Mohe as an Independent Director.

Accordingly, the Board recommends passing of the Ordinary Resolution in relation to appointment of Mrs. Anuja N. Mohe as an Independent Director for a term of five consecutive years with effect from 29<sup>th</sup> September, 2021 upto 28<sup>th</sup> September, 2026, for the approval by the shareholders of the Company.

Except Mrs. Anuja N. Mohe, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the AGM. Mrs. Anuja N. Mohe is not related to any Director of the Company.

**ANNEXURE TO ADDENDUM TO NOTICE OF AGM DATED 23.06.2021**

**PROFILE OF DIRECTOR**

**(Seeking Appointment)**

**Appointment of Mrs. Anuja N. Mohe (DIN : 09263246) as Non-Executive Independent Director**

Mrs. Anuja N. Mohe, aged 39 years, has a Bachelors' degree in Commerce from University of Mumbai; is an Advanced Diploma Holder in Corporate Law, Mumbai and Post Graduate Diploma Holder in Human Resource Management from Prin. L. N. Welingkar Institute of Management and Research, Mumbai. Mrs. Anuja N. Mohe is also in the process of publishing a Research Paper for a prestigious institute at Mumbai. She has been acting in the capacity of Corporate Support in the Compliance Division of a Leading Financial Service Company (NBFC).

She has been actively involved in management of Corporate Activities and has worked closely with various Industry Leaders for over a decade. She possesses impeccable expertise across domains of

large-scale Project Management, Stakeholder Management and Employee Life Cycle Management. Mrs. Anuja N. Mohe has gained valuable proficiencies that cut across diverse ambit of Corporate Functions and her skill sets are well respected not only among her immediate stakeholders but also across the NBFC Group structure. She has played an influential and pivotal role by making critical contributions towards Onboarding, Orientation and Coordination related endeavours for various Business of the NBFC. Her strong persona has helped her build robust relationships across the NBFC Group networks and ensured gainful benefits and cooperation to the stakeholders. Mrs. Anuja N. Mohe has also successfully managed high-profile visits by international delegations and safeguarded that these projects culminate into beneficial advantages. She has efficaciously managed numerous excursions across various overseas geographies including Europe, United Kingdom, United States, China, Middle East and South-East Asian countries. Her contributions have been awarded "Outstanding" recognition for over 10 consecutive years making her one of the most sought after and reliable professional for decisive deliverables.

Mrs. Anuja N. Mohe is not holding any shares of the Company in her name.

She is not a director or partner except in Empire Industries Limited.

She is not relative to any of the director of Empire Industries Limited.

**Registered Office :**

Empire Complex,  
414, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013.

Place: Mumbai

Date: August 11, 2021

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

S. C. NANDA  
DIRECTOR FINANCE &  
COMPANY SECRETARY

## 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, 2021.

### 1. FINANCIAL RESULTS:

Particulars	Year ended 31.03.2021 Amt. in Lakh	Year ended 31.03.2020 Amt. in Lakh
<b>Income:</b>		
Revenue from Operations	49026.13	57475.87
Other Income	2333.13	1855.42
<b>Total Revenue</b>	<b>51359.26</b>	<b>59331.29</b>
<b>Expenditure</b>		
Cost of Materials Consumed	14203.82	18201.13
Cost of Project	2042.03	1316.40
Purchase of Stock-in-Trade	4648.19	12918.14
Changes in Inventories of Finished goods and Stock-in-Trade	4157.75	(3913.78)
Employee Benefit Expenses	9276.32	10454.09
Finance Costs	3484.83	3158.46
Depreciation and Amortization Expenses	1904.53	1498.44
Other Expenses	10372.17	11046.58
<b>Total Expenses</b>	<b>50089.64</b>	<b>54679.46</b>
<b>Profit/(Loss) before exceptional and tax</b>	<b>1269.62</b>	<b>4651.83</b>
Exceptional items	-	628.44
<b>Profit / (Loss) before tax</b>	<b>1269.62</b>	<b>4023.39</b>
<b>Tax Expenses</b>		
(1) Current Tax	65.42	476.72
(2) Deferred Tax	(116.59)	129.04
	(51.17)	605.76
<b>Profit after tax</b>	<b>1320.79</b>	<b>3417.63</b>
<b>Other comprehensive income</b>		
Items that will not be reclassified to profit or loss	12.22	(10.67)
<b>Total comprehensive income for the period</b>	<b>1333.01</b>	<b>3406.96</b>
<b>Appropriated as under:</b>		
Proposed Dividend	411.69	1500.00
Tax on Dividend	-	308.33
General Reserve	921.32	1598.63
<b>Total amount appropriated</b>	<b>1333.01</b>	<b>3406.96</b>
<b>Earnings per equity share (for discontinued &amp; continuing operations).</b>		
a) Basic	22.01	56.96
b) Diluted	22.01	56.96

### 2. DIVIDEND:

Your Directors are pleased to recommend a Dividend of Rs. 25/- per equity share of face value of Rs.10/- each for the year ended 31<sup>st</sup> March, 2021 subject to the approval of the Members at the Annual General Meeting on 29<sup>th</sup> September, 2021. This will be paid on or after 29<sup>th</sup> September, 2021 to the Members whose names appear in the Register of Members, as on the Record Date i.e. Tuesday, 21<sup>st</sup> September 2021. The total dividend for the

financial year will absorb ₹. 411.69 Lakh (Previous Year ₹. 1500 Lakh) as the promoters along with their relatives and associates have given their consent to forego their rights to claim dividend, if any, recommended by the members of the Board and approved in the General Meeting. The tax on distributed profits, shall be payable by the members.

### 3. OPERATIONS:

The Division-wise details are given below:

#### i. VITRUM GLASS

Vitrum Glass is an acknowledged leader in the manufacture and marketing of high quality amber glass bottles for the pharmaceutical industry- both for India and abroad.

The division's fully automated plant produces more than 1.8 million glass bottles a day with sizes ranging from 5ml to 650ml.

The plant is located at Vikhroli, Mumbai. It boasts of a clientele of the best multinational pharmaceutical companies in India such as GlaxoSmithKline, Pfizer Limited, Merck Limited, Wardex Pharmaceuticals and Cipla Limited, among others.

Despite the COVID-19 lockdown, the division achieved a total turnover of Rs. 144.67 crores. Out of the total turnover, exports were Rs 27.78 crores.

There was an overall increase in profitability and this trend is expected to continue in the current year.

#### ii. EMPIRE MACHINE TOOLS - MCAT

##### (Metal Cutting & Allied Technologies)

This division has been badly affected by the COVID-19 pandemic along with the Government of India's announcement regarding a ban on Global Tenders with effect from 15/05/2019.

Order booking and shipment were badly affected due to the slowdown in economic activity and a general restriction on movements.

Pending order backlog is good which will ensure that the year 2021-2022 is profitable.

The future depends on the relaxation of Government policies and the demand outlook.

The current focus is on private sector clients who seem to have a limited capacity for high value equipment.

Many cost cutting efforts are being done to minimize losses.

Moving forward, the division expects business from the following sectors : Windmill Equipment Subcontractors, Nuclear Power Generation equipment manufacturers, Railways, Defense, Aerospace & Automobile including E-Vehicles.

#### iii. EMPIRE INDUSTRIAL EQUIPMENT

Empire industrial Equipment is in the business of sourcing capital equipment and undertaking related turn key jobs for the infrastructure sector like oil and gas, steel and metallurgy, ports and shipyards and construction and mining.

These services include local supply chain management, inland transportation, site management including civil foundation, electrical cabling and erection & commissioning.

In the context of “Atmanirbhar” policies that have become dominant in the Indian scenario, the division has been able to offer Indianised additions to the imports as required by the government directives.

It has largely achieved this by identifying competent Indian companies who undertake part work in India including packaging and marrying them with principals abroad who together offer solutions to the Indian industry.

The division's role is mainly to facilitate this operation and to market these packages successfully.

During the year under review, due to COVID 19, the division's sales plummeted. However costs were drastically kept down.

Many projects got delayed. The poor situation exasperated due to newly introduced governmental regulations which restricted imports to a great extent.

This aspect has now changed with the government relaxing most of the rules for the oil and gas sector. The steel and metallurgy sector still continues to be low on the investment front.

“Ports and shipyards” & construction and mining segment investments have been projected reasonably well for year 2021-22.

The division hopes to do well in the year 2021-22, despite the continuing pandemic.

**iv. EMPIRE VENDING (GRABBIT<sup>+</sup>)**

Empire industries gifted a new avenue to the Indian retail industry by founding Grabbit Premium vending Services in the year 2006. Grabbit officially became the first entity to create a market for vending machines in India. It re-launched as Grabbit + in the year 2014. It is a leader of vending in India. It has grown enormously over a decade and has vending machines installed across all major metro cities of India.

The year 2020 started innocuously enough, but soon took the shape of a disaster of epic proportions. What started as an epidemic in Wuhan, China, grew into a global pandemic and changed our lives forever. The era of contactless exchanges had now become essential to our very survival. Grabbit+ launched several different machines to support the fight against COVID – 19.

It launched completely touch less machines to PPE & sanitizer dispenser machines. Its entire operations were modified as per the prevention of covid-19 guidelines.

Grabbit+ also launched its own range of sanitizers that started gaining popularity in corporates, housing societies and other niche market segments.

Innovation remains the hallmark of Grabbit's operations, which are driven by its passion for bringing quality and trendsetting vending services to its esteemed clients.

Having introduced some of the best-in-class vending machines, including the Crane Media Vending Machine, it has presented yet another revolutionary concept that seeks to transform vending services in the Indian industry, and bring an

unseen level of convenience in retail - Grabbit<sup>+</sup> CAFÉ - A Complete Automated Solution.

Conceptualized and designed by Grabbit<sup>+</sup>, CAFÉ is a smart blend of hi-tech vending machines from Crane merchandising systems, USA and Necta, Italy. It is an innovative vending solution presenting a combination of leading global technology and aesthetic appeal, exclusively designed to enhance the appearance of the café area in your work place.

Along with the corporate market, Grabbit+ has diversified into new market segments like housing societies and hostels that are gaining popularity.

It is its constant endeavor to identify new ways of offering better value to its customers while maintaining consistency in the quality of its existing products and services.

Simultaneously, the division continues to augment its repertoire of products and enhance its overall network.

**v. EMPIRE FOODS**

The Empire foods division imports various types of frozen food from all over the world and sells to leading hotels, restaurants and caterers in the country.

The year under review was challenging for the hospitality sector because hotels & restaurants were closed for most of the year. The markets had started to reopen from January 2021 onwards but the lockdown following the second wave brought back lots of restrictions in the Hospitality sector.

Under these circumstances, the division explored the retail markets to increase sales.

During the current year as the vaccination process is going on, the division hopes that the Hospitality sector will reopen soon and business will restart at previous levels.

It also plans to further develop its business in Retail chains across the country.

**vi. EMPIRE REAL ESTATE**

This division manages Empire Industries Ltd.'s owned properties comprising 10 lakh Sq. Ft of Commercial and IT space. It boasts of an excellent clientele such as, HDFC Bank, Zee Entertainment, ICICI Bank, CNBCTV18, TUL and others.

Its IT Park at Vikhroli, Mumbai, consists of 2 buildings - Empire Plaza 1 and Empire Plaza 2. Both buildings are 100% occupied. Its Commercial space at Empire Complex located in Lower Parel, Mumbai, is currently 50% occupied.

**Empire Industrial Centrum**

The Empire Industrial Centrum is being developed on a 35-Acre property in Ambernath. The project started in the year 2014 -2015 after obtaining all the necessary Government Approvals.

The division has registered its project with RERA for Phase-1-4. Out of which it delivered Phase-1 after receiving occupation certificates from MIDC for all the 5 buildings (3 residential and 2 industrial buildings).

Phase-2 comprises of 1 residential building that is near completion. Phase-3 comprised of 2 residential buildings. Phase-4 comprises of 1 Industrial building that is under construction.

Accolades received by the Company in FY 21 from Real Estate & Infrastructure Icons 2020 were – "Iconic Industrial Spaces for MSME's - MMR" and "Iconic World Class Amenities – Beyond Thane" reflecting its commitment towards being amongst the best real estate companies.

The current financial year turned productive for this division as there is an upcoming railway station adjacent to the plot that would be huge value addition to customers.

As the said property is being developed in phases, this development will strengthen the Company's performance in the coming years and create strong and enduring value for all its stakeholders.

***The Empire Business Centre (TEBC)***

The Empire Business Centre offers fully furnished and built to suit serviced office spaces in Mumbai, India.

The Empire Business Centre (TEBC) is known for its high level of customer satisfaction, loyalty and well-appointed contemporary office interiors.

They have had and continue to enjoy the patronage of multinationals, SME's and growing organizations including self-employed professionals.

The products on offer include office space, virtual offices, meeting rooms and lounge / co-working spaces.

TEBC has seen a high level of client renewals and repeat clients. The centres command the best prices in their market segments.

Apart from its clients, the division enjoys excellent rapport with the broker fraternity both international and local.

It has also augmented its digital presence to serve the online customer.

**4. CAPITAL EXPENDITURE**

The major Capital Expenditure is on account of Plant & Machinery (₹. 428.12 Lakh), Capital Work-in-Progress (₹. 817.11 Lakh), Vehicles (₹. 45.92 Lakh), Office Equipment (₹. 76.47 Lakh), Furniture & fixtures (₹. 14.97 Lakh) and Software (₹. 29.04 Lakh).

**5. 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 as **Annexure -A**. The Annual Return of the Company has been placed on the website of the Company and can be accessed at <http://www.empiremumbai.com/AnnualReport.zip>.

**6. NUMBER OF MEETINGS OF THE BOARD**

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

**7. 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, 2021, 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, 2021 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.

**8. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Listing Regulations.

**9. 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.

**10. 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.



**11. 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.

**12. CORPORATE GOVERNANCE**

As per Regulation 34(3) and 53(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the Stock Exchange, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditor/Practising Company Secretary confirming compliance forms an integral part of this Report.

**SECRETARIAL STANDARDS:**

The Institute of Company Secretaries of India has mandated compliance with the Secretarial Standards on Board Meetings and General Meetings. During the year under review, the Company has complied with the applicable Secretarial Standards.

**13. 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, which has been reviewed by it and approved by the Board. Prior omnibus approval of the Audit Committee is obtained on an annual basis for the transactions which are of a foreseen and repetitive nature and also been done at arm's length basis. 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.

**14. 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 (Accounts) Rules, 2014, relating to the foregoing matters is given in the **Annexure - B** forming part of this report.

**15. REPORT ON RISK MANAGEMENT POLICY**

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

**16. 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 as **Annexure -C**.

**17. ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE**

Pursuant to the provisions of the Companies Act, 2013 and 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.

**18. BUSINESS RESPONSIBILITY REPORT**

The 'Business Responsibility Report' (BRR) of your Company for the year 2020-21 forms part of this Annual Report as required under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**19. TRANSFER OF SHARES/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.

As per provisions of Section 125(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") notified by the Ministry of Corporate Affairs effective from September 7, 2016, the Company is required to transfer all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more in the name of Investor Education and Protection Fund (IEPF) Suspense Account established by the Central Government. Accordingly, the Company has transferred shares to IEPF Authority.

**20. 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.

**21. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, the Company has constituted Internal Committees (IC). While maintaining the highest governance norms, the Company has appointed external independent persons, who have done work in this area and have requisite experience in handling such matters. During the year, no complaint with allegations of sexual harassment was received by the Company. In order to build awareness in this area, the Company has been conducting programmes in the organisation on a continuous basis.

**22. 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 are annexed to this report marked as **Annexure -D**.

The statement containing names of top ten employees in terms of

remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and Any Member interested in obtaining a copy of the same may write to the Company Secretary.

### **23. 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.

### **24. DIRECTORS**

In accordance with the provisions of the Companies Act, 2013, and the Articles of Association of the Company, Mr. Dileep Malhotra, having Director Identification Number 00027168, retire by rotation at this Annual General Meeting and being eligible offer himself for re-appointment.

Mr. Rajbir Singh (DIN : 00826402), Independent Non-Executive Director of the Company, whose term expires at this Annual General Meeting, and has given his consent for re-appointment as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from the conclusion of 120<sup>th</sup> Annual General Meeting to the conclusion of 125<sup>th</sup> Annual General Meeting of the Company.

### **25. 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.

### **26. DETAILS RELATING TO FIXED DEPOSITS**

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

- (a) Accepted during the year : ₹. 1571.95 Lakh.
- (b) Remained unpaid or unclaimed as at the end of the year : ₹. 442.60 Lakh.
- (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

Deposits received from Directors amounting to ₹. 882.00 Lakhs, which are exempted borrowings and not covered under sections 73 to 76 of the Companies Act, 2013 as amended from time to time.

### **27. 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.

### **28. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL CONTROLS**

The Company conducts its business with integrity and high standards of ethical behavior and in compliance with the laws and regulations that govern its business. The Company has a well-established framework of internal controls in operation, supported by standard operating procedures, policies and guidelines, including suitable monitoring procedures and self-assessment exercises. In addition to external audit, the financial and operating controls of the Company at various locations are reviewed by the Audit Committee of the Board. The Audit Committee reviews the adequacy and effectiveness of the implementation of audit recommendations including those relating to strengthening Company's management policies and systems.

As required by the Companies Act 2013, the Company has implemented an Internal Financial Control (IFC) Framework. Section 134(5)(e) requires the Directors to make an assertion in the Directors Responsibility Statement that the Company has laid down internal financial controls, which are in existence, adequate and operate effectively. Under Section 177(4)(vii), the Audit Committee evaluates the internal financial controls and makes a representation to the Board. The purpose of the IFC is to ensure that policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business are implemented, including policies for and the safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

### **29. 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.

### **30. AUDITORS**

M/s. A. T. Jain & Co., Chartered Accountants (Firm Registration No.103886W) were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 27<sup>th</sup> July, 2017 for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

### **31. 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 Construction activity is required to be audited. Your Directors had, on the recommendation of the Audit Committee, appointed M/s. Vinay Mulay & Co. to audit the cost accounts of the Company for the financial year 2021-2022 on a remuneration of ₹. 1,50,000/-. 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 M/s. Vinay Mulay & Co., Cost Auditors is included at Item No. 6 of the Notice convening the Annual General Meeting.

On Behalf of the Board of Directors

S. C. MALHOTRA

Chairman

DIN: 00026704

Place : Mumbai

Date : June 23, 2021

## ANNEXURE TO DIRECTORS' REPORT

As per Regulation 34(3) and 53(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement with the Stock Exchange :

### A. RELATED PARTY DISCLOSURE :

The report of the Board in respect of the particulars of contracts or arrangements with related parties under sub-section (1) of section 188 in Form AOC-2 is annexed to this report.

### B. MANAGEMENT DISCUSSION AND ANALYSIS

#### 1 (a) Industry Structure & Development

The Vitrum Glass Division is manufacturing Amber Glass Bottles of international quality and standard for the Pharmaceutical Industry by using efficiently 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. The Division has developed 12 new products and produced those products successfully.

#### (b) Opportunities & Threats

The Company has developed Industrial Properties at its Lower Parel and Vikhroli premises and has offered the same to various Multinational Companies and Banks for office use on Leave and License basis. The demand from the Pharmaceutical Industry for Glass Containers manufactured by Vitrum Glass Division is adequate in comparison to its present capacity 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. Oil and Gas Sector continues to be major contributor with good contributions from fire and safety sector as well as from steel and metallurgical sector. The Central Government's "Atmanirbhar Bharat" policy is somewhat affecting the order pipeline of this business segment. In the business of Frozen & Chilled Foods, the Company imports various frozen foods from around the globe and sells to HORACA (Hotels, Restaurants and Caterers). The division has been focusing on trading indigenously produced food products. The Company is getting good support in the areas of providing office space on Leave & License basis and good response from customers for developing the property at Ambarnath.

#### (c) Segment-wise or product-wise performance

The Company is engaged in the following activities :

- (1) Manufacture of Amber Glass Bottles for the Pharmaceutical Industry.
- (2) Representing number of foreign manufacturers of Precision Machine Tools, Measuring Instruments, Testing Machines, designing and marketing of Industrial Equipment.
- (3) Imports Frozen & Chilled Foods from around the Globe and distribute it to leading chains of Five / Four Star Hotels and leading Restaurants. Also processing domestically produced prawns & shrimps and exporting to various countries.
- (4) Provides office space on Leave & License basis to multinational companies and banks.

- (5) Developing residential, commercial and industrial galas on the land admeasuring to 35 Acres at Ambarnath with NOC from 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.

#### (d) Outlook

The COVID-19 outbreak has led to Work from Home concept and reduced the demand for office space, virtual offices, meeting rooms, co-working spaces and softened rentals and as a result affected the business support service segment. The same is expected to repeat if the number of cases does not reduce or if the lockdown extends beyond June or July month of the year.

As a result of capacity building (previous year), the Vitrum Glass, belonging to the pharma sector, has performed well even in this pandemic. The Real Estate business has faced the pandemic wave amazingly and successfully retained the performance. The restricted movement and cautious buyer sentiment may lead to an unprecedented increase in the unsold inventory in future.

The Vending services (Grabbit<sup>+</sup>) have been badly affected due to obvious reason of total restriction on public transport, offices, malls, multiplexes, theatres, airports and markets. Further, there have been restrictions on import & export worldwide which led to reduction in profits of Empire Foods Division. The Central Government has withdrawn export incentives for prawn exports and RBI's withdrawal of interest subvention for medium scale industry has affected our export business of Empire Foods Division. This lockdown has adversely affected our consultancy and commission services.

In spite of the Covid impact, the overall outlook for the Company's various activities is satisfactory. The Division-wise outlook and details are given in the Directors' Report.

#### (e) Risks and concerns

The Company is investing its funds only for the purposes of normal business activities and there are no financial risks except normal business risks which are managed by the prudent business and risk management practices. The Company is regularly taking adequate insurance policies for covering the risks to Company's properties.

#### (f) Internal control systems and their adequacy

Mr. R. C. Shah, Vice President is the Internal Auditor who is carrying out the internal audit functions of the Company. He regularly carries out the internal audit and review of internal control mechanisms prevailing in all the Divisions of the Company and submits the report to the management from time to time. Immediate corrective actions are taken on the recommendations of such reports. Division's operational performances are reviewed periodically by the senior management and necessary policy decisions are taken from time to time.

#### (g) Discussion on financial performance with respect to

**operational performance**

The General Manager-Accounts daily circulates drawing power statements to the management. The said statement discloses division-wise daily transactions of cash inflows / outflows, Loans / Advances, receivables positions etc. and required actions are taken immediately to bring the financial position in order so that no inconvenience is caused to any Division in carrying out its business activities smoothly.

**(h)Material developments in Human Resources / Industrial Relations front, including number or people employed.**

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 from all employees of the Company. The total numbers of people employed in the Company are shown in the Annexure to the Directors' Report.

**2. Disclosure of Accounting Treatment:**

Financial statements are prepared in accordance with the applicable Accounting Standards specified in terms of Sections 129 and 133 of the Companies Act, 2013 along with generally accepted accounting principles in India under the historical cost conversion on accrual basis. All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Schedule-III of the Companies Act, 2013. There are no significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios.

**C. CORPORATE GOVERNANCE REPORT:**

**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. All Directors and Employees are bound by Code of Conduct and the associated standards of conduct that sets out the fundamental standards to be followed in all actions carried out on behalf of the Company.

**2. Board of Directors**

a. As at March 31, 2021 the composition and the category of the Directors is as under:

Name of Directors	Category
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> Mr. Kabir Malhotra - Executive Director <i>Appointed w.e.f.31.07.2020</i>
Independent Directors	Mr. Rajbir Singh Mr. Chandrakant Poonamchand Shah Mr. Subodh Chandra Mrs. Geetanjali Ram Naidu

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 3<sup>rd</sup> 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 68 years of experience and handles several corporate responsibilities. He is Director of Randil Trading Co. Pvt. Ltd.

He is the Promoter of the Company and holds 95,582 (1.59%) shares of the Company in his name as on March 31, 2021.

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 Randil Trading Co. Pvt. Ltd and Empire Technical Services Pvt. Ltd.

He is the Promoter of the Company and holds 9,68,403 (16.14%) shares of the Company in his name as on March 31, 2021.

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 Randil Trading Co. Pvt. Ltd and Empire Technical Services Pvt. Ltd. He is also the Chairman of the Risk Management Committee and Member of Corporate Social Responsibility of the Company.

He is the Promoter of the Company and holds 14,75,975 (24.60%) shares of the Company in his name as on March 31, 2021.

4) **Mr. Kabir Ranjit Malhotra** is aged 35 years. He has been working with the Company for almost 14 years and has gathered rich business experience.

He is a postgraduate in Management. Since the last four years, Mr. Kabir Malhotra has been working as General Manager-Business Development of the Company.

His educational qualifications are as follows:

- a) Bachelor of Management Studies (BMS) - 2007- H.R College of Commerce & Economics, University of Mumbai.
- b) Master of Commerce (M.Com) - 2009- H.R College of Commerce & Economics, University of Mumbai.
- c) Master of Business Administration (MBA) – 2012 - Royal Dock's Business School, University of East London.

He is the son of Mrs. & Mr. Ranjit Malhotra, grandson of Mr. S C Malhotra, Chairman of the Company, and related to Mr. Dileep Malhotra, Joint Managing Director of the Company.

Directorship in other Companies : Randil Trading Company Pvt. Ltd.

He is the Chairman of the Corporate Social Responsibility Committee of the Company.

Number of shares held in Empire Industries Limited : 1,95,874 (3.26%) as on March 31, 2021.

- 5) **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 29 years' experience and well known in the field. He is a Director of Kelly Handerson Private Limited. He is a partner in Anandini Solutions LLP.

He is the Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and the Member of Corporate Social Responsibility Committee and Risk Management Committee of the Company.

Mr. Singh holds 15 shares of the Company in his name as on March 31, 2021.

- 6) **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, Stakeholders Relationship Committee and Risk Management 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 and Empress Tin Factory Private Limited.

Mr. Shah holds 2050 shares of the Company in his name as on March 31, 2021.

- 7) **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. He is also a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

Mr. Subodh Chandra holds 15 shares of the Company in his name as on March 31, 2021.

- 8) **Ms. Geetanjali Ram Naidu**, aged 51 years, has Bachelor degree in Science from D. G. Ruparel College Arts, Science and Commerce, Mumbai, Bachelor of Law from Government Law College, Mumbai and Master's in Human Resources Development And Research from Prin. L. N. Welingkar Institute of Management and Research. Geetanjali Naidu is an Immigration Lawyer and High Court Advocate practicing in Mumbai, India. She is the Founder of GNLEGAL ADVISOR, a Mumbai-based Immigration Law Firm. Ms. Naidu help she relights through all stages of EBSI mmigrant Investor Program (USA-GreenCard), Ireland PR, Canada PR, European PR and Citizenship (Cyprus, Malta, Portugal, Spain, Greece) along with Saint Kitts & Nevis, Common wealth of Dominica, Grenada, and Saint Lucia. Ms. Naidu's legal services include counseling for the Investor and their family members, analysis of all documents related to EBS and other countries. She specializes in preparing Source of Funds report for EB Sclients, tax planning along with Chartered Accounts or CPA, checking the company related

documents. She provide sanefficient combination of advocacy and advisory role to her clients, has traveled widely and seen the most conceivable immigration is suesfaced by her clients. She has helped her clients decide which country to settle in and has been instrumental in shaping the lives of many, making the irdreams cometrue. Ms. Naidu is very well respected through out the immigration law community in India, U.S. and Europe. She is the admitted to the Bar Association of Maharashtra & Goa and has been awarded the "Certificate of Practice" from All India Bar Association.

Ms. Geetanjali Ram Naidu is not holding any shares of the Company in her name as on March 31, 2021.

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
Uma Malhotra *	1	Absent
Kabir Malhotra #	3	Present
Rajbir Singh	4	Present
Chandrakant P Shah	4	Present
Subodh Chandra	4	Present
Geetanjali Ram Naidu	4	Present
* Resigned w.e.f. 31.07.2020	#Appointed w.e.f. 31.07.2020	

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	1	-	-
Ranjit Malhotra	2	-	-
Dileep Malhotra	2	2	1
Uma Malhotra *	1	1	1
Kabir Malhotra #	1	1	1
Rajbir Singh	1	5	3
Chandrakant P Shah	2	4	-
Subodh Chandra	-	3	-
Geetanjali Ram Naidu	-	-	-
* Resigned w.e.f. 31.07.2020	#Appointed w.e.f. 31.07.2020		

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) 29.06.2020 (2) 30.07.2020 (3) 03.11.2020 (4) 12.02.2021

### 3. Audit Committee

- (a) The terms of reference of this Committee are wide enough to cover the matters specified for Audit Committee under Section 177 of the Companies Act, 2013 and Clause 18 of the Listing Obligations & Disclosures Regulations, 2015 with Stock

Exchange are as follows :

A. The Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, *inter alia*, include,—

- (1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (b) Changes, if any, in accounting policies and practices and reasons for the same;
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions;
  - (g) Modified opinion(s) in the draft audit report;
- (5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) Approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) Scrutiny of inter-corporate loans and investments;
- (10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) Evaluation of internal financial controls and risk management systems;
- (12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

- (13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) Discussion with internal auditors of any significant findings and follow up there on;
- (15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- (17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- (18) To review the functioning of the whistle blower mechanism.
- (19) Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

B. The audit committee shall mandatorily review the following information:

- (1) Management discussion and analysis of financial condition and results of operations;
- (2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) Internal audit reports relating to internal control weaknesses; and
- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7).

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

Sr. No.	Name of the Member
1.	Mr. Rajbir Singh - <i>Chairperson</i>
2.	Mr. Chandrakant Poonamchand Shah
3.	Mr. Subodh Chandra

Mr. Suhas Chandra Nanda, 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. Rajbir Singh - <i>Chairperson</i>	4
2.	Mr. Chandrakant Poonamchand Shah	4
3.	Mr. Subodh Chandra	4

#### 4. Nomination and Remuneration Committee

(a) The terms of reference of this Committee cover the matters specified for Nomination and Remuneration Committee in the Companies Act, 2013 and Clause 19 of Listing Obligation and Disclosure Regulations, 2015 are as follows:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) Devising a policy on diversity of board of directors;
- (4) 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 of directors their appointment and removal.
- (5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

b. The Nomination and Remuneration Committee (NRC) comprising of three independent Non-Executive Directors, viz., Mr. Rajbir Singh, Chairperson; Mr. Chandrakant Poonamchand Shah and Mr. Subodh Chandra. 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 Meeting held on 29<sup>th</sup> June, 2020 and 30<sup>th</sup> July 2020.

#### 5. Remuneration of Directors:

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.

Details of remuneration to Directors for the year :

The aggregate value of salary and perquisites paid for the financial year 2020-2021 to the Executive Directors is as follows :

₹. In Lakhs

Name	Salary	Perquisites	Total
Mr. S. C. Malhotra*	8.75	6.81	15.56
Mr. Ranjit Malhotra*	9.00	15.24	24.24
Mr. Dileep Malhotra*	8.25	6.00	14.25
Mr. Kabir Malhotra*	7.17	2.79	9.96
<b>Total</b>	<b>33.17</b>	<b>30.83</b>	<b>64.01</b>

The above amounts include Company's contribution to Provident Fund, perquisites and incentive to Executive Directors.

**\* The Directors have surrendered their Salary upto 100% for 1<sup>st</sup>, 2<sup>nd</sup> and 4<sup>th</sup> Quarters and upto 50% for 3<sup>rd</sup> Quarter.**

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. Rajbir Singh	2,00,000
2.	Mr. C. P. Shah	2,00,000
3.	Mr. Subodh Chandra	2,00,000
4.	Mrs. Uma Ranjit Malhotra*	1,00,000
5.	Mrs. Geetanjali R Naidu	2,00,000
	*Resigned w.e.f. 31.07.2020	

No commission has been paid to any Non-Executive Director for the year ended March 31, 2021.

Shares held by Non-Executive Directors :

S.No	Name of Directors	Shares held
1.	Mr. Rajbir Singh	15
2.	Mr. C. P. Shah	2050
3.	Mr. Subodh Chandra	15
4.	Mrs. Uma Ranjit Malhotra*	125222
5.	Mrs. Geetanjali R Naidu	--
	* Resigned w.e.f. 31.07.2020	

#### 6. 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. Rajbir Singh - <i>Chairperson</i>
2.	Mr. Chandrakant Poonamchand Shah
3.	Mr. Subodh Chandra

- (i) Name of non-executive director heading the Committee : Mr. Rajbir Singh
- (ii) Name and Designation of compliance officer : Mr. Suhas Chandra Nanda, Director - Finance & Company Secretary.

- (iii) Number of shareholders' complaints received so far : NIL (As on 31.03.2021)
- (iv) Number of complaints resolved to the satisfaction of shareholders : NIL (As on 31.03.2021)
- (v) Number of pending complaints : Nil (As on 31.03.2021)
- (vi) Attendance during the year : Two members attended the Meeting held on 11<sup>th</sup> February 2021

#### 7. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises of following Directors:

Sr. No.	Name of the Member
1.	Mr. Kabir Malhotra# - <i>Chairperson</i>
2.	Mr. Dileep Malhotra
3.	Mr. Rajbir Singh
4.	Mrs. Uma Malhotra* - <i>Chairperson</i>

\*Resigned w.e.f. 31.07.2020 #Appointed w.e.f. 31.07.2020

Attendance during the year : All members attended the Meeting held on 29<sup>th</sup> June, 2020, 30<sup>th</sup> July 2020, 03<sup>rd</sup> November 2020 and 12<sup>th</sup> February 2021.

The Company has the CSR policy in place to carry out the activities in health and education as well as the KARO Trust which has been registered with Charity Commissioner, Mumbai and Ministry of Corporate Affairs for this purpose. The policy is put up on Company's website.

#### 8. Risk Management Committee

Although, the requirement of constitution of the Risk Management Committee contained in Regulation 21 of the Listing Regulations was not applicable to the Company during the year under review, the Board of Directors has constituted the Risk Management Committee of the Board of Directors ('RMC') which comprises of following Directors :

Sr. No.	Name of the Member
1.	Mr. Dileep Malhotra - <i>Chairperson</i>
2.	Mr. Rajbir Singh
3.	Mr. Chandrakant Poonamchand Shah

The Risk Management Committee performs its activities according to the Risk Policy finalized by the Board indicating the development and implementation of Risk Management.

#### 9. General Body Meetings

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

Year	Location	Date	Time
2017-2018	Hall of Culture, Ground Floor Nehru Centre, Worli, Mumbai 400018.	26.07.2018	3.00 P.M
2018-2019	Same as above	26.07.2019	3.00 P.M
2019-2020	Through Video Conference	28.09.2020	3.00 P.M

- (b) Whether any special resolutions passed in the previous AGM: No.
- (c) Whether any special resolution passed last year through postal ballot: No.
- (d) Person who conducted the postal ballot exercise : N.A.
- (e) Whether any special resolution is proposed to be conducted through postal ballot: No
- (f) Procedure for postal ballot : N.A.

#### 10. Means of communication

- (a) Quarterly results: Advertisement in 'Free Press Journal' and 'Navshakti' within 48 hours of Board Meeting.
- (b) Newspapers wherein results normally published : Free Press Journal & Navshakti.
- (c) Any website, where displayed: [www.empiremumbai.com](http://www.empiremumbai.com)
- (d) Whether it also displays official news releases : Yes
- (e) The presentations made to institutional investors or to the analysts : Only on request.

#### 11. General Shareholder information

(a) Annual General Meeting for Financial Year 2020-2021:

Date : September 29, 2021

Time : 3.00 P.M.

Venue : Circulars number SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Deemed Venue of the meeting is Empire Complex, 414, Senapati Bapat Marg, Lower Parel, Mumbai 400013.

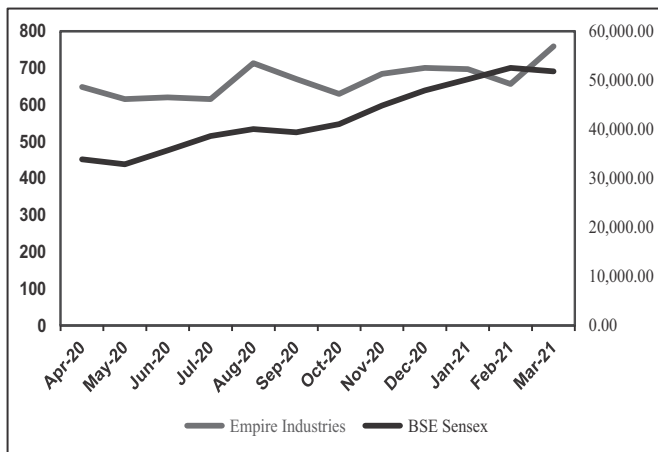
As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2, particulars of Directors seeking re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

- (b) Financial year : 2020-2021
- (c) Date of Book closure : Wednesday, September 22, 2021 to Wednesday, September 29, 2021 (both days inclusive)
- (d) Dividend Payment : 5<sup>th</sup> October 2021  
Date
- (e) Listing on Stock Exchanges : BSE Limited, P J Tower, Dalal Street, Mumbai 400023. Annual listing fee is paid to BSE
- (f) Stock Code : 509525
- (g) Market Price Data : High, Low during each month in last financial year :



Month & Year	BSE		Sensex	
	High (₹)	Low (₹)	High	Low
April, 2020	648	484.25	33887.25	27500.79
May, 2020	615	500	32845.48	29968.45
June, 2020	620	476	35706.55	32348.1
July, 2020	615	513.2	38617.03	34927.2
August, 2020	713	549	40010.17	36911.23
September, 2020	670	551.25	39359.51	36495.98
October, 2020	629.5	550	41048.05	38410.2
November, 2020	683.9	560.1	44825.37	39334.92
December, 2020	700	605	47896.97	44118.1
January, 2021	697	608	50184.01	46160.46
February, 2021	656	560.05	52516.76	46433.65
March, 2021	759	555	51821.84	48236.35

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



(i) Registrar and Share Transfer Agents

Bigshare Services Pvt. Ltd.,  
 1<sup>st</sup> Floor Bharat Tin Works Building, Opp. Vasant Oasis,  
 Makwana Road, Marol, Andheri (E) Mumbai 400072.  
 Tel: +91 22 62638200 Fax: +91 22 62638299  
 Email : [info@bigshareonline.com](mailto:info@bigshareonline.com)  
 Website : [www.bigshareonline.com](http://www.bigshareonline.com)

(j) 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.

(k) Distribution of shareholding as on March 31, 2021:

Shareholding of Nominal value of	Shareholders Numbers	% of Total	Share Amount ₹	% to Equity
Up to 5000	5628	95.2929	3510700	5.8512
5001 - 10000	145	2.4551	1045640	1.7427
10001 – 20000	63	1.0667	901470	1.5025
20001 – 30000	23	0.3894	539430	0.8991
30001 – 40000	12	0.2032	401930	0.6699
40001 – 50000	2	0.0339	91200	0.1520
50001 – 100000	15	0.2540	1031380	1.7190
100001 and above	18	0.3048	52478230	87.4637
Total	5906	100	59999980	100

(l) Dematerialization of shares and liquidity

Dematerialisation of shares :

Mode of Holding	No. of Shares	%
NSDL	1168115	19.47
CDSL	4755443	79.26
Physical	76440	1.27
Total	5999998	100.00

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

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

(n) Plant Locations : Vitrum Glass, L.B.S. Marg, Vikhroli, Mumbai – 400 083.

(o) 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](mailto:investor_relations@empiremumbai.com)  
 Website : [www.empiremumbai.com](http://www.empiremumbai.com)

(q) Credit Rating Obtained:

For Banking Facilities:

Facilities	Amount (Rs. Crore)	Rating
Long Term Bank Facilities	92.97	CARE A; Stable (Single A; Outlook Negative)
Long Term Loan	120.93	CARE A; Stable (Single A; Outlook Negative)
Short Term Bank Facilities	135.00	CARE A1 (A One)
Total facilities	348.90	

For Fixed Deposit (FD) Programme :

Instrument	Amount	Rating
Fixed Deposit Programme	(₹. Crore) 82.00	CRISIL A (FD); Stable [Single A (Fixed Deposit); Outlook Stable]

**10. Other Disclosures :**

- (a) There are no materially significant related party transactions that may have potential conflict with the interests of the Company at large;
- (b) There are no non-compliance by the Company, penalties, strictures imposed on the Company by stock exchange(s) or the Securities and Exchange Board or any statutory authority, on any matter related to capital markets, during the last three years;
- (c) Company has put in place Vigil mechanism, whistle blower policy and posted on the Company's website, and affirm that no personnel has been denied access to the audit committee;
- (d) The Company has complied with all mandatory requirements.
- (e) The Company has no subsidiaries.
- (f) Requirement of policy on dealing with related party transactions on web-link shall be complied with.
- (g) Disclosure of commodity price risks and commodity hedging activities : Not applicable to our Company.

- (h) The codes of conduct applicable to all Directors and employees of the Company have been posted on the Company's website. For the year under review, all Directors and senior management personnel of the Company have confirmed their adherence to the provisions of the said codes.

**Compliances**

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

S. C. MALHOTRA  
Chairman  
DIN : 00026704

Place : Mumbai  
Date : June 23, 2021

**ANNEXURE-A**

Form No. MGT-9  
**ANNEXURE-A EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on March 31, 2021

[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 : 17 TH 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 400013
- vi) Whether listed company : YES. LISTED ON BSE LIMITED.
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : BIGSHARE SERVICES PRIVATE LIMITED, 1st Floor Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai 400072.  
Tel: +91 22 62638200  
Fax: +91 22 62638299  
[Email: info@bigshareonline.com](mailto: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	Manufacturing of Glass Bottles	23103	28.54
2	Real Estate Activities	68100	27.29
3	Business Support Service, Consultancy and Commission	46103	9.67
4	Wholesale of meat & fish	46303	34.51

**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 31.03.2020				No. of Shares held at the end of the year 31.03.2021				Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual/HUF	31,86,421	-	31,86,421	53.1070	31,86,421	-	31,86,421	53.1070	-	0.0000
b) Central Govt	-	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	11,11,990	-	11,11,990	18.5332	11,11,990	-	11,11,990	18.5332	-	0.0000
e) Banks / FI	-	-	-	-	-	-	-	-	-	-
f) Shares held by Mr. S. C. Malhotra, Trustee on behalf of Company's Employees Trusts since 28.02.1989	54,815	-	54,815	0.9136	54,815	-	54,815	0.9136	-	-
Sub-total (A) (1):-	43,53,226	-	43,53,226	72.5538	43,53,226	-	43,53,226	72.5538	-	0.0000
(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)	43,53,226	-	43,53,226	72.5538	43,53,226	-	43,53,226	72.5538	-	0.0000
B. Public Shareholding										
1. Institutions										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	414	414	0.0069	-	414	414	0.0069	-	0.0000
c) Central Govt - IEPF Authority	25,225	-	25,225	0.4204	36,312	-	36,312	0.6052	11,087.00	-0.1848
d) State Govt(s)										
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	8,60,993	-	8,60,993	-	-	-	-	-	-	-
g) FIIs	-	-	-	14.3499	7,48,862	-	7,48,862	12.4810	-1,12,131	-1.8689
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	8,86,218	414	8,86,632	14.7772	7,85,174	414	7,85,588	13.0931	-1,01,044	-2.0536
2. Non-Institutions										
a) Bodies Corp.										
i) Indian	1,12,146	508	1,12,654	1.8776	1,26,821	458	1,27,279	2.1213	14,625	0.2438
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	5,19,304	88,297	6,07,601	10.1267	6,14,562	75,368	6,89,930	11.4988	82,329	1.3722
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	25,154	-	25,154	0.4192	25,154	-	25,154	0.4192	-	0.0000
c) Others										
i) Clearing Member	3,693	-	3,693	0.0616	4,320	-	4,320	0.0720	627	0.0105
ii) NRI	10,838	200	11,038	0.1840	14,301	200	14,501	0.2417	3,463	0.0577
Sub-total (B)(2):-	6,71,135	89,005	7,60,140	12.6690	7,85,158	76,026	8,61,184	14.3531	1,01,044	1.684
Total Public Shareholding (B)=(B)(1)+(B)(2)	15,57,353	89,419	16,46,772	27.4462	15,70,332	76,440	16,46,772	27.4462	-	0.0000
C. Shares held by Custodian for GDRs&ADRs	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	59,10,579	89,419	59,99,998	100.0000	59,23,558	76,440	59,99,998	100.0000	-	-

**(ii) Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2020			Share holding at the end of the year 31.03.2021			% 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	14,75,975	24.60	-	14,75,975	24.60	-	-
2	RANJIT MALHOTRA	9,68,403	16.14	-	9,68,403	16.14	-	-
3	SATISH CHANDRA MALHOTRA	95,582	1.59	-	95,582	1.59	-	-
4	USHA DEVI MALHOTRA	1,98,117	3.30	-	1,98,117	3.30	-	-
5	UMA MALHOTRA	1,25,222	2.09	-	1,25,222	2.09	-	-
6	KABIR MALHOTRA	1,95,874	3.26	-	1,95,874	3.26	-	-
7	ANJALI MALHOTRA	1,27,248	2.12	-	1,27,248	2.12	-	-
8	S.C. MALHOTRA AS TRUSTEE	12,410	0.21	-	12,410	0.21	-	-
9	S.C. MALHOTRA AS TRUSTEE	11,998	0.20	-	11,998	0.20	-	-
10	S.C. MALHOTRA AS TRUSTEE	10,285	0.17	-	10,285	0.17	-	-
11	S.C. MALHOTRA AS TRUSTEE	10,123	0.17	-	10,123	0.17	-	-
12	S.C. MALHOTRA AS TRUSTEE	9,999	0.17	-	9,999	0.17	-	-
13	RANDIL TRADING CO. PVT. LTD.	11,11,990	18.53	-	11,11,990	18.53	-	-
	<b>TOTAL</b>	<b>43,53,226</b>	<b>72.55</b>	<b>-</b>	<b>43,53,226</b>	<b>72.55</b>	<b>-</b>	<b>-</b>

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

Sl No.	Name	No. of shares at the beginning (01-04-2020)	% of total shares of the Company	Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year	% of total shares of the Company
1	MR. DILEEP MALHOTRA	14,75,975	24.5996			No change	14,75,975	24.5996
2	MR. RANJIT MALHOTRA	9,68,403	16.1401			No change	9,68,403	16.1401
3	MR. SATISH CHANDRA MALHOTRA	95,582	1.5930			No change	95,582	1.5930
4	USHA DEVI MALHOTRA	1,98,117	3.3020			No change	1,98,117	3.3020
5	UMA MALHOTRA	1,25,222	2.0870			No change	1,25,222	2.0870
6	KABIR MALHOTRA	1,95,874	3.2646			No change	1,95,874	3.2646
7	ANJALI MALHOTRA	1,27,248	2.1208			No change	1,27,248	2.1208
8	S.C. MALHOTRA AS TRUSTEE	12,410	0.2068			No change	12,410	0.2068
9	S.C. MALHOTRA AS TRUSTEE	11,998	0.2000			No change	11,998	0.2000
10	S.C. MALHOTRA AS TRUSTEE	10,285	0.1714			No change	10,285	0.1714
11	S.C. MALHOTRA AS TRUSTEE	10,123	0.1687			No change	10,123	0.1687
12	S.C. MALHOTRA AS TRUSTEE	9,999	0.1667			No change	9,999	0.1667
13	RANDIL TRADING CO. PVT. LTD.	11,11,990	18.5332			No change	11,11,990	18.5332

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

Sl No.	Name	No. of shares at the beginning (01-04-2020)	% of total shares of the Company	Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year	% of total shares of the Company
1	LIFE INSURANCE CORPORATION OF INDIA	766084	12.77	31-03-2020	0	Sale	7,66,084	12.7681
				05-Jun-2020	-725	Sale	7,65,359	12.7560
				12-Jun-2020	-1613	Sale	7,63,746	12.7291
				19-Jun-2020	-851	Sale	7,62,895	12.7149
				26-Jun-2020	-8909	Sale	7,53,986	12.5664
				30-Jun-2020	-4828	Sale	7,49,158	12.4860
				10-Jul-2020	-5992	Sale	7,43,166	12.3861
				17-Jul-2020	-3259	Sale	7,39,907	12.3318
				24-Jul-2020	-2166	Sale	7,37,741	12.2957
				31-Jul-2020	-6356	Sale	7,31,385	12.1898
				07-Aug-2020	-1885	Sale	7,29,500	12.1583
				14-Aug-2020	-5503	Sale	7,23,997	12.0666
				21-Aug-2020	-6695	Sale	7,17,302	11.9550
				28-Aug-2020	-4888	Sale	7,12,414	11.8736
				04-Sep-2020	-1843	Sale	7,10,571	11.8429
				11-Sep-2020	-6957	Sale	7,03,614	11.7269
				18-Sep-2020	-6288	Sale	6,97,326	11.6221
				25-Sep-2020	-382	Sale	6,96,944	11.6157
				28-Sep-2020	-3000	Sale	6,93,944	11.5657
				30-Sep-2020	-647	Sale	6,93,297	11.5550
				02-Oct-2020	-62	Sale	6,93,235	11.5539
				09-Oct-2020	-845	Sale	6,92,390	11.5398
				11-Dec-2020	-2960	Sale	6,89,430	11.4905
				18-Dec-2020	-6424	Sale	6,83,006	11.3834
				31-Dec-2020	-119	Sale	6,82,887	11.3815
				01-Jan-2021	-639	Sale	6,82,248	11.3708
08-Jan-2021	-11759	Sale	6,70,489	11.1748				
15-Jan-2021	-10904	Sale	6,59,585	10.9931				
22-Jan-2021	-5248	Sale	6,54,337	10.9056				
29-Jan-2021	-384	Sale	6,53,953	10.8992				
31-Mar-2021	0	Sale	6,53,953	10.8992				
At the end of the year (31.03.2021)							6,53,953	10.8992
2	ORIENTAL INSURANCE CO. LTD.	94,909	1.5818	31-Mar-2021		No Change	94,909	1.5818
3	VISHNU TRADING CO. PVT. LTD.	79,908	1.3318	31-Mar-2021		No Change	79,908	1.3318
4	MAHENDRA GIRDHARILAL	25,154	0.4192	31-03-2021		No change	25,154	0.4192
5	THE PROPERTY COMPANY PRIVATE LIMITED	18,050	0.3008	31-Mar-2020	0	Purchase	18,050	0.3008
				26-Jun-2020	4832	Purchase	22,882	0.3814
				24-Jul-2020	295	Purchase	23,177	0.3863
				25-Dec-2020	311	Purchase	23,488	0.3915
				05-Feb-2021	100	Purchase	23,588	0.3931
				05-Mar-2021	286	Purchase	23,874	0.3979
				19-Mar-2021	147	Purchase	24,021	0.4004
31-Mar-2021	0	Purchase	24,021	0.4004				
At the end of the year (31.03.2021)							24,021	0.4004
6	BHAVNA GOVINDBHAI DESAI	9,000	0.1500	31-Mar-2021	0	No Change	9,000	0.1500

Sl No.	Name	No. of shares at the beginning (01-04-2020)	% of total shares of the Company	Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year	% of total shares of the Company
7	SUDHA JAWAHAR SHAH	150	0.00	31-Mar-2020	0	Purchase	150	0.0025
				13-Nov-2020	4877	Purchase	5,027	0.0838
				20-Nov-2020	1530	Purchase	6,557	0.1093
				27-Nov-2020	1049	Sale	7,606	0.1268
				04-Dec-2020	-675	Purchase	6,931	0.1155
				18-Dec-2020	320	Purchase	7,251	0.1209
				25-Dec-2020	250	Sale	7,501	0.1250
				15-Jan-2021	-175	Purchase	7,326	0.1221
				05-Feb-2021	742	Purchase	8,068	0.1345
				19-Feb-2021	415	Sale	8,483	0.1414
				19-Mar-2021	-483	Sale	8,000	0.1333
				26-Mar-2021	-100		7,900	0.1317
31-Mar-2021	0		7,900	0.1317				
At the end of the year (31.03.2021)							7,900	0.1317
8	GIRDHARI PARSRAM ROHIRA	7,500	0.1250	31-Mar-2021	0	No change	7,500	0.1250
				31-Mar-2020	0		0	0.0000
9	APARNA SAREES PRIVAE LIMITED	0	0.05	21-Aug-2020	3095	Purchase	3,095	0.0516
				28-Aug-2020	-776	Sale	2,319	0.0387
				04-Sep-2020	1037	Purchase	3,356	0.0559
				11-Sep-2020	906	Purchase	4,262	0.0710
				18-Sep-2020	156	Purchase	4,418	0.0736
				23-Oct-2020	-236	Sale	4,182	0.0697
				13-Nov-2020	-553	Sale	3,629	0.0605
				27-Nov-2020	406	Purchase	4,035	0.0673
				18-Dec-2020	4671	Purchase	8,706	0.1451
				31-Dec-2020	-805	Sale	7,901	0.1317
				15-Jan-2021	979	Purchase	8,880	0.1480
				19-Feb-2021	930	Purchase	9,810	0.1635
				19-Mar-2021	-2223	Sale	7,587	0.1265
26-Mar-2021	-452	Sale	7,135	0.1189				
31-Mar-2021	238	Purchase	7,373	0.1229				
31-Mar-2021	0		7,373	0.1229				
10	VIDHI PINAKIN SHAH	6201	0.1034	31-Mar-2020	6316	Purchase	6,316	0.1053
				08-May-2020	-20	sale	6,296	0.1049
				29-May-2020	-80	Sale	6,216	0.1036
				18-Sep-2020	80	Purchase	6,296	0.1049
				11-Dec-2020	-36	Sale	6,260	0.1043
				19-Mar-2021	13	Purchase	6,273	0.1046
				31-Mar-2021	-150	Sale	6,123	0.1021
At the end of the year (31.03.2021)							6,123	0.1021
<b>(v) Shareholding of Directors and Key Managerial Personnel:</b>								
Sl No.	Name	No. of shares at the beginning (01-04-2020)	% of total shares of the Company	Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year	% of total shares of the Company
1	MR. SATISH CHANDRA MALHOTRA	95,582	1.5930			No change	95,582	1.5930
2	MR. RANJIT MALHOTRA	9,68,403	16.1401			No change	9,68,403	16.1401

Sl No.	Name	No. of shares at the beginning (01-04-2020)	% of total shares of the Company	Date	Increase / Decrease in shareholding	Reason	Cumulative shareholding during the year	% of total shares of the Company
3	MR. DILEEP MALHOTRA	14,75,975	24.5996			No change	14,75,975	24.5996
4	RAJBIR SINGH	15	0.0003			No change	15	0.0003
5	CHANDRAKANT POONAMCHAND SHAH	2,050	0.0342			No change	2,050	0.0342
6	SUBODH CHANDRA	15	0.0003			No change	15	0.0003
7	UMA MALHOTRA#	1,25,222	2.0870			No change	1,25,222	2.0870
8	GEETANJALI R NAIDU*	0	0.0000			N.A.	0	0.0000
9	KABIR MALHOTRA@	1,95,874	3.2646			No change	1,95,874	3.2646
		@ APPOINTED W.E.F. 31.07.2020	*APPOINTED W.E.F. 03.03.2020			# RESIGNED W.E.F. 31.07.2020		

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				₹. In Lakhs
i) Principal Amount	12,920.14	5,614	10,782.09	29,316.33
ii) Interest due but not paid				
iii) Interest accrued but not due			336.82	336.82
<b>Total (i+ii+iii)</b>	<b>12,920.14</b>	<b>5,614</b>	<b>11,118.91</b>	<b>29,653.15</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	450	10,285.98	9,856.30	15,111.93
Reduction	1,568.56	14,188.89	5,301.74	21,059.19
Net Change	-1,118.56	-3,902.91	-925.79	-5,947.26
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	11,801.58	1,711.19	9,856.30	23,369.07
ii) Interest due but not paid				
iii) Interest accrued but not due			305.59	305.59
<b>Total (i+ii+iii)</b>	<b>11,801.58</b>	<b>1,711.19</b>	<b>10,161.89</b>	<b>23,674.66</b>

**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	KABIR MALHOTRA	
1	Gross salary:*	(₹. In lakh)	(₹. In lakh)	(₹. In lakh)	(₹. In lakh)	(₹. In lakh)
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8.75	9.00	8.25	7.17	33.17
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	6.81	15.23	6.00	2.79	30.83
	(c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961 Stock Option	-	-	-	-	0
2	Stock Option	-	-	-	-	0
3	Sweat Equity	-	-	-	-	0
4	Commission - as % of profit - others, specify...	-	-	-	-	0
5	Others, please specify.	-	-	-	-	0
	<b>Total (A)</b>	<b>15.56</b>	<b>24.23</b>	<b>14.25</b>	<b>9.96</b>	<b>64.00</b>
	Ceiling as per the Act.					88.69

\* The Directors have surrendered their Salary for the 1st, 2nd & 4th Quarter upto 100% and for 3rd Quarter upto 50%



**B. Remuneration to other Directors:**

Sl. No.	Particulars of Remuneration	Name of Director					Total Amount ₹. In Lakhs
		Rajbir Singh	C. P. Shah	Subodh Chandra	Geetanjali Naidu*	Uma Malhotra#	
	3. Independent Directors						
	•Fee for attending Board committee meetings	2.00	2.00	2.00	2.00	-	8.00
	•Commission	-	-	-	-	-	-
	•Others, please specify	-	-	-	-	-	-
	Total (1)	2.00	2.00	2.00	2.00	-	8.00
	4. Other Non-Executive Directors:						
	•Fee for attending Board committee meetings	-	-	-	-	1.00	1.00
	•Commission	-	-	-	-	-	-
	•Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	1.00	1.00
	Total (B)=(1+2)	2.00	2.00	2.00	2.00	1.00	9.00
	Total Remuneration						9.00
	* Geetanjali Naidu Appointed w.e.f. 03.03.2020 # Mrs. Uma Malhotra Resigned w.e.f. 31.07.2020						
	Overall Ceiling as per the Act: Rs. 1,00,000/- per meeting						

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount ₹. In Lakhs
		CFO & Company Secretary Mr. S C Nanda	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	99.00	99.00
	(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	99.00	99.00

**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)
<b>A. COMPANY</b>					
Penalty		Nil			
Punishment		Nil			
Compounding		Nil			
<b>B. DIRECTORS</b>					
Penalty		Nil			
Punishment		Nil			
Compounding		Nil			
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty		Nil			
Punishment		Nil			
Compounding		Nil			

**ANNEXURE-B**

**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. The plant power Factor being sustained and maintained between 0.99 and 1.00 Lag.
  - b. Plant achieved KWH is almost equal to KVAH by which consistent power billing tariff advantage being obtained.
  - c. VFD's on prime movers lead to optimize the utility equipment and conserve energy.
  - d. The Plant illumination and process area installed with LED Lights.
  - e. Plant power redistribution and voltage consistency an OLTC Transformer Installed.
  - f. The Average energy consumption remained same per unit of melt @ 145 TPD and 165 TPD before and after new installation.
- (ii) The steps taken by the Company for utilizing alternate sources of energy :  
Feasibility study conducted on roof top solar system of adequate capacity worked out.
- (iii) The capital investment on energy conservation equipment:
- a. Hi Tech Furnace Fuel Efficient Gas Combustion Burners installed and commissioned.
  - b. Oscillating Batch Charger of fuel conservation - installed and commissioned.
  - c. Glass Melting Tank Furnace optimize heat utilization within tank and prevention of heat loss all around the sides, Bottom and crown insulation installed.
  - d. Chimney height increase, Regenerator packing for improved heat retention achieved over all thermal efficiency.
  - e. By implementing above features the fuel consumption per ton of melt reduced by about 5%, the capacity of average melt of Glass increased by about 12% (145 TPD to 165 TPD) in comparison with previous Furnace campaign with New installation

**(B) Technology absorption -**

- (i) The efforts made towards technology absorption:  
Ongoing process of achieving improvement on forming process a substantial development absorption program being initiated and implemented on two of the process lines.  
Being developed on following fronts.
- a. Accurate high-speed precise process forming mechanism installed and commissioned on three lines.
  - b. PC based Electronic Timing Production forming Individual Section Machines installed on two lines.
  - c. Hot ware handling and transfer / stacking process and Electronic control installed.  
By upgrade of above overall average production capacity increased by 12% to by 16 %.
- (ii) The benefits derived like product improvement, Plant efficiency, cost reduction, product development and import substitution:
- (a) Economical Annealing lehrs were installed.
  - (b) Cold end Real time on line inspection machine were installed
  - (c) High speed packing line with modern shrink tunnel were installed
  - (d) GMP with pressurized cabins were installed.
  - (e) Housing to accommodate adequate space for all equipment's a Building extension done.
  - (f) A jumbo packing and Shrink Machine installed for export packing.
  - (g) To facilitate the smooth movement of finished wares from floor to warehouse finished good lifts were installed.
  - (h) For regular weighing of inward and outward goods, export container weighing an electronic weigh bridge of 40 feet - facility installed within the premises.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : NIL  
(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 out flows :

Foreign Exchange used	₹. 1032.63 Lakh
Lakh Foreign Exchange earned	₹. 18219.61 Lakh

On Behalf of the Board of Directors

Place : Mumbai  
Date : June 23, 2021

S. C. MALHOTRA  
Chairman  
DIN: 00026704

**ANNEXURE-C**
**ANNUAL REPORT ON CSR ACTIVITIES (For FY 2020-21)**
*(To be annexed to Directors Report)*
**Brief outline on CSR Policy of the Company**

Empire Industries Limited (EIL) is a 120 years old Public Limited Company – a multi-faceted conglomerate with interests in diverse business and is associated with several international partners in some of the operating divisions. EIL is a well-diversified group of enterprises, whose manufacturing and marketing operations cover the area of Machine Tools, Industrial Equipment, Vending, Foods, Real Estate, Business Centers and Glass containers for Pharmaceuticals.

Through CSR, the company is taking an important step towards fulfilling the social and medical needs and bridging the gaps in society at large. The CSR of EIL is a continuous commitment to behave ethically while improving the quality of life of the members of the local community and society at large.

EIL established its own Trust / Foundation, KARO Trust, a non-profit organization registered under Bombay Public Trusts Act, 1950 in Mumbai to carry out CSR activities of the Company.

**Vision**

We envision a society filled with happy, healthy and virtuous individuals.

**Mission**

Our mission is to improve the health of the poor and under-privileged, save lives and uplift the moral fiber of the nation through education, especially value-based education.

**Broad Areas of Focus**

EIL has been evolved in various social initiatives over the years. These efforts have substantially enhanced the quality of life of the people. EIL's CSR focuses on the following areas :

- Health care (preventive and curative)
- Education with special focus on Value / Character Education.
- Malnutrition
- Water Hygiene and Sanitation (WASH)

All the above-mentioned areas would target the lesser privileged and lower income groups of the society, with special emphasis on children and young adults. EIL aims to address the issues of affordability and provide access to quality healthcare also aiming to increase the awareness of healthy living at schools, hospitals and at the community level.

The CSR Programs of EIL enables hospitals to expand its outreach and provide quality health care services to the poor and needy individuals faced with life threatening illnesses. The programs aim to associate and collaborate with various NGOs to strengthen its capacity to serve better and expand its outreach in health and education.

**1. Composition of CSR Committee :**

Sl.No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Kabir Malhotra	Executive Director	4	4
2	Mr. Dileep Malhotra	Joint Managing Director	4	4
3	Mr. Rajbir Singh	Non Executive Independent Director	4	4

2. Provide the web-link where Composition of CSR committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company: [http://www.empiremumbai.com/pdf/csr\\_policy.pdf](http://www.empiremumbai.com/pdf/csr_policy.pdf)
3. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) : Not Applicable
4. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : NIL

Sl.No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	NIL	NIL	NIL
	<b>TOTAL</b>		

5. Average net profit of the company as per section 135(5) : ₹. 39,29,98,412/-
6. Two percent of average net profit of the company as per section 135(5) : ₹. 78,59,968/-
- a. Surplus arising out of the CSR projects or programmes or activities of the previous financial years : NIL
- b. Amount required to be set off for the financial year, if any : NIL
- c. Total CSR obligation for the financial year (7a + 7b – 7c) : ₹. 79,00,000/-
- 7.
- a. CSR amount spent or unspent for the financial year :

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).			Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).	
				Name of the	
	Amount	Date of transfer	Fund	Amount	Date of transfer.
₹. 79,00,000/-	NIL	NIL	NIL	NIL	NIL

b.details of csr amount spent againsts ongoing projects for the financial year.

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project.		Project duration	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹.).	Mode of Implementation Direct (Yes/No).	Mode of Implementation Through Implementing Agency	
				State.	District.						Name	CSR Registration number.(ROC)
1	<b>KARO LIFE</b>	Support to the hospital for patient care / nutrition / Infrastructural / equipments support to the hospital, medication and follow up support etc.	YES	Maharashtra	-	Ongoing	84,76,804	34,30,224	-	YES	KARO Trust	CSR00008234
2	<b>FUN WITH KARO</b>	<b>FUN WITH KARO</b> and Patients support Group Meetings -entertainment and informative events / meetings for patients and families admitted in the hospital or at health care NGOs	YES	Maharashtra	Mumbai	Ongoing	8,05,045	8,05,045	-	YES	KARO Trust	CSR00008234
3	<b>KARO EM-power</b>	Support patients or their caregivers for their education or training (vocational) courses.	YES	Maharashtra	Mumbai	Ongoing	1,29,610	1,29,610	-	YES	KARO Trust	CSR00008234
	<b>TOTAL</b>						<b>94,11,459</b>	<b>43,64,879</b>				

c. Details of CSR amount spent against other than ongoing projects for the financial year : **NA.**

Sl.No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in ₹.).	Mode of implementation Direct(Yes/No).	Mode of implementation Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1	NIL	NIL						NIL	NIL

d. Amount spent in Administrative Overheads : ₹. 3,95,000/-

e. Amount spent on Impact Assessment, if applicable : Not Applicable

f. Total amount spent for the Financial Year (8b +8c +8d+ 8e) :

g. Excess amount for set off, if any : **Nil**

Sl.No.	Particular	Amount (in ₹.)
(i)	Two percent of average net profit of the company as per section 135(5)	--
(ii)	Total amount spent for the Financial Year	--
(iii)	Excess amount spent for the financial year[(ii)-(i)]	--
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	--
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	--

8.

a. Details of Unspent CSR amount for the preceding three financial years : **Not Applicable**

Sl.No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in ₹.)	Amount spent in the reporting Financial Year (in ₹.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹.)
				Name of the Fund	Amount (in ₹.).	Date of transfer.	
1.							
2.							
3.							
	TOTAL						

b. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) : **Not Applicable**

Sl.No	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in ₹.)	Cumulative amount spent at the end of reporting Financial Year (in ₹.)	Status of the project Completed / Ongoing.
1.								
2.								
3.								
	TOTAL							

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year :  
**(asset-wise details).**
- a. Date of creation or acquisition of the capital asset(s).
  - b. Amount of CSR spent for creation or acquisition of capital asset.
  - c. Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
  - d. Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) : **N.A.**

DILEEP MALHOTRA  
Joint Managing Director  
DIN : 00027168

KABIR MALHOTRA  
(Chairman CSR Committee)  
DIN : 07019714

Place : Mumbai  
Date : June 23, 2021

**ANNEXURE-D**

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

(1) Every listed company shall disclose in the Board's report-

(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	2.55
MR. RANJIT MALHOTRA	3.98
MR.DILEEP MALHOTRA	2.41
MR.KABIR MALHOTRA	2.61

(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	-85
MR.RANJIT MALHOTRA#	DIRECTOR ON BOARD	-81
MR.DILEEP MALHOTRA#	DIRECTOR ON BOARD	-85
MR.KABIR MALHOTRA#	DIRECTOR ON BOARD	-71
MR.S C NANDA	DIRECTOR FINANCE & COMPANY SECRETARY	5
MR.YOGESH GROVER	DIRECTOR- EMPIRE FOOD	-25
MR.S S PARMAR	SDIRECTOR-VITRUM GLASS	-5
MR.ANOOP K BHARGAVA	DIRECTOR- PROPERTY	30
MR.C K PRADHAN	DIRECTOR-COMMERICAL	-6
MR.SANDEEP JAIN	DIRECTOR-VENDING	-14
MR. N S L NARASIMHAN*	DIRECTOR-EQUIPMENT	143
MR.P.N.RAO*	DIRECTOR-MCAT	41
MR.AMITAVA GHOSH	DIRECTOR - BUSINESS CENTRE	3

\*Includes One Time Incentive Payment

# There was voluntary pay cut offered by the Promoter Directors during first & second quarter in the financial year 2020-21

(iii) **the percentage increase in the median remuneration of employees in the financial year :**

Percentage Increase 13%

(iv) **the number of permanent employees on the rolls of company :**

Permanent Employees Number 710

(v) **the explanation on the relationship between average increase in remuneration and company performance :**

The Revenue from Operations has decreased from ₹. 57,476 Lacs to ₹. 49,026 Lacs i.e. by ₹. 8450 Lacs and the Employees Benefits expenses decreased from ₹.10454 lacs to ₹. 9276 lacs i.e. by ₹.1178 Lacs. The drop in sales & employees benefits expenses is due to occurrence of pandemic and voluntary pay cut during the financial year 2020-21.

(vi) **comparison of the remuneration of the Managerial Personnel against the performance of the company :**

The remuneration paid to the Managerial personnel during the year ended 31.03.2021 is ₹. 2188 lacs as against company's Revenue from operations is decreased from ₹. 57,476 Lacs to ₹. 49,026 Lacs i.e. by ₹. 8450 Lacs

(vii) **variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year :**

a. The variations in the market capitalisation on 31.03.2021 as against 31.03.20 is 19.64%

b. Price earnings ratio as on 31.03.2021 is 22.01 as against 56.96 as on 31.03.2020

c. Percentage increase in the market quotations as compared to public offer as 31.03.2021 is 22.01%, as no public offering was made.

- (viii) **average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :**

The average percentile decreased in the salaries of employees other than Managerial personnel in the last financial year is 19% and the percentile decreased in the managerial remuneration is 1%

- (ix) **comparison of each remuneration of the Managerial Personnel against the performance of the company :**

Sr. No.	1.	2.	3.		4.	5=2/4*100
Name of Employee	Division	Remuneration ₹. in Lakh	Revenue From Operations ₹. in Lakh		Difference in Revenue	% Increase/ Decrease
			2020-2021	2019-2020		
S C Malhotra	Corporate	271	49026	57476	-8450	-3%
Ranjit Malhotra						
Dileep Malhotra						
Kabir Malhotra						
Suhaschandra Nanda						
R C Shah						
Yogesh Grover	Empire Food	276	17653	22719	-5066	-5%
S S Parmar	Vitrum Glass	276	14634	12558	2076	13%
C K Pradhan	Commercial	349	8563	9691	-1128	-31%
Sandeep Jain	Vending	60	380	1206	-826	-7%
Amitava Ghosh	TEBC	57	496	509	-13	-438%
N S L Narasimhan	EIE	393	2288	4358	-2070	-19%
P N Rao	MCAT/MFTM	427	1901	3213	-1312	-33%
Anoop K Bhargava	Centrum	131	3112	2285	827	16%

- (x) **the key parameters for any variable component of remuneration availed by the directors :**

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 the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : and**

The Ratio of Highest remuneration paid to an employee who is not a director to highest remuneration paid to Director is 17.63

- (xii) **affirmation that the remuneration is as per the remuneration policy of the company.**

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 : June 23, 2021.

S C Malhotra  
Chairman



**ANNEXURE-E**

**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:

Sr. No.	Name (s) of related party	Relationship	Nature of contracts/ arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any : ₹. in Lakhs.
1	Randil Trading Co. Pvt. Ltd.	Significant influence	Rent Received	From 01.04.2020 to 31.03.2021	Per mutual agreement.	Not applicable	2.57
2	Empire Technical Services Pvt. Ltd.	Significant influence	-do-	From 01.04.2020 to 31.03.2021	Per mutual agreement.	Not applicable	13.01
3	Mr. S. C. Malhotra - Chairman	Key Managerial Personnel	Managerial Remuneration	From 01.04.2020 to 31.03.2021	Not applicable	Not applicable	15.56
4	Mr. Ranjit Malhotra-Vice Chairman	Key Managerial Personnel	-do-	-do-	Not applicable	Not applicable	24.24
5	Mr. Dileep Malhotra-Jt. Mg. Director	Key Managerial Personnel	-do-	-do-	Not applicable	Not applicable	14.25
6	Mr. Kabir Malhotra-Executive Director	Key Managerial Personnel	-do-	-do-	Not applicable	Not applicable	9.96
7	Ms. Anjali Malhotra	Relative of Promoter Director	Salary	-do-	Not applicable	Not applicable	29.25
8	Mr. Ranjit Malhotra	Key Managerial Personnel	Interest Paid on Fixed Deposits	From 01.04.2020 to 31.03.2021	Not applicable	Not applicable	27.45
9	Mr. Dileep Malhotra	Key Managerial Personnel	-do-	-do-	Not applicable	Not applicable	52.60
10	Mr. S. C. Malhotra - Chairman	Key Managerial Personnel	-do-	-do-	Not applicable	Not applicable	24.18
11	Mrs. Uma Ranjit Malhotra*	Relative of Promoter Director	-do-	-do-	Not applicable	Not applicable	5.93

Sr. No.	Name (s) of related party	Relationship	Nature of contracts/ arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any : ₹. in Lakhs.
12	Mr. Ranjit Malhotra	Key Managerial Personnel	Fixed Deposits & Interest accrued as on 31.03.2021	-do-	Not applicable	Not applicable	288.16
13	Mr. Dileep Malhotra-Jt. Mg. Director	Key Managerial Personnel	-do-	-do-	Not applicable	Not applicable	100.79
14	Mr. S. C. Malhotra – Chairman	Key Managerial Personnel	-do-	-do-	Not applicable	Not applicable	NIL.
15	Mrs. Uma Ranjit Malhotra*	Relative of Promoter Director	-do-	-do-	Not applicable	Not applicable	33.75

\*Resigned w.e.f. 31.07.2020

On Behalf of the Board of Directors

**S. C. MALHOTRA**

**Chairman**

**DIN : 00026704**

Place : Mumbai

Date : June 23, 2021

**Certification by Chief Executive Officer (CEO) and Chief Financial Officer (CFO) pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

We, Mr. Satish Chandra Malhotra, Chairman and Mr. Suhas Chandra Nanda, 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, 2021 and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) 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 -
- (1) Significant changes in internal control over financial reporting during the year;
  - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) 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**

**S. C. MALHOTRA**

Chairman

(DIN : 00026704)

**SUHAS CHANDRA NANDA**

Director Finance &

Company Secretary

(M. NO. 13703)

Place : Mumbai,

Date : June 23, 2021

**Declaration by the Managing Director pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance with Code of Conduct**

In accordance with to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, 2021.

**For EMPIRE INDUSTRIES LIMITED**

**S. C. MALHOTRA**

**Chairman**

**DIN : 00026704**

Place : Mumbai,

Date : June 23, 2021

**DEEPA GUPTA**

**Company Secretary**

Address:- 512, Bawla Bldg. D-1, Muktai CHS, D. L. Marg,  
Chinchpokli, Mumbai 400 012.

Mob : 09322697460 Email : deepaguptacs@gmail.com

**DEEPA GUPTA**

**Company Secretary**

Address:-512, Bawla Bldg. D-1, Muktai CHS, D. L. Marg,  
Chinchpokli, Mumbai 400 012.

Mob : 09322697460 Email : deepaguptacs@gmail.com

To the Members of

**Empire Industries Limited**

I have examined the compliance of the conditions of Corporate Governance by Empire Industries Limited ('the Company') for the year ended on March 31, 2021, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2021.

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

**DEEPA GUPTA**

**Place : Mumbai**

**Date : 23<sup>rd</sup> June, 2021**

**UDIN : A020860C000500086**

**Practicing Company Secretary**

**ACS No.: 20860**

**CP No.: 8168**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of

**EMPIRE INDUSTRIES LIMITED**

414, Senapati Bapat Marg,

Lower Parel, Mumbai - 400 013

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Empire Industries Limited having CIN : L17120MH1900PLC000176 and having registered office at 414 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 and (hereinafter referred to as the Company), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : MUMBAI

Date : 23<sup>rd</sup> JUNE 2021

UDIN : A020860C000500097

Name : DEEPA GUPTA

Membership No.: A20860

CP No. 8168

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2021**

[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**  
414, Senapati Bapat Road,  
Lower Parel, Mumbai 400013

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 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 the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by The Ministry of Corporate Affairs and The Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2021 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 31<sup>st</sup> March 2021 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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Provisions of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings are not applicable during the audit period).
- (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, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (not applicable during the audit period);
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (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; (not applicable to the Company during the audit period);
- (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);
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015

The management has identified and confirmed the following laws as specifically applicable to the Company :

- (6) Factories Act, 1948
- (7) Environment Protection Act, 1986 and other environmental laws
- (8) The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- (9) MIDC Revised Development Control Regulations, 2009
- (10) Food Safety and Standards Act, 2006 and Food Safety Standards Regulations (FSSR), 2011

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

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (b) The Listing Agreement entered into by the Company with BSE Limited (BSE) and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;

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

**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 out unanimously and recorded in the minutes of the meetings.

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 : 23/06/2021  
UDIN : A020860C000500053

**DEEPA GUPTA**  
**ACS NO.: 20860**  
**CPNo.: 8168**

**‘Annexure A’**

To,  
The Members,  
**Empire Industries Limited**  
414, Senapati Bapat Road,  
Lower Parel, Mumbai 400013

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai  
Date : 23/06/2021  
UDIN : A020860C000500053

**DEEPA GUPTA**  
**ACS NO.: 20860**  
**CPNo.: 8168**

## Annexure to the Report of Board of Directors

### Business Responsibility Report

**SECTION A – GENERAL INFORMATION**

1	Corporate Identity Number (CIN) of the Company	L17120MH1900PLC000176
2	Name of the Company	EMPIRE INDUSTRIES LIMITED
3	Registered Address	Empire Complex, 414 Senapati Bapat Marg, Lower Parel, Mumbai 400013.
4	Website	www.empiremumbai.com
5	E-mail id	email@empiresecretarial.com
6	Financial Year reported	April 1, 2020 to March 31, 2021
7	Sector(s) that the Company is engaged in (industrial code-wise)	Amber Glass Bottles
8	List three key products/services that the Company manufactures/provides (as in balance sheet).	23103 Amber Glass Bottles
		68100 Real estate activities with own or leased property
		47990 Other retail sale not in stores, stalls or markets
		64990 Other financial service activities
		74909 Other professional, scientific and technical activities n.e.c.
9	Total number of locations where business activity is undertaken by the Company-	
	(i) Number of International Locations	Nil
	(ii) Number of National Locations	The Company's businesses and operations are spread across the country. Details of plant locations are provided in the section 'Shareholder Information', in the Report and Accounts.
10	Markets served by the Company	The Company's products and services are available nationally and several products are exported.

**SECTION B – FINANCIAL DETAILS**

1	Paid up Capital	₹599.99 Lakhs
2	Total Turnover	₹51359.26 Lakhs
3	Total profit after taxes	₹1320.79 Lakhs
4	Total Spending on Corporate Social Responsibility (CSR)	₹79.00 Lakhs
	As percentage of Profit after taxes:	5.98%
5	List of activities in which expenditure in 4 above has been incurred	Please refer to CSR Annual Report which forms part of this Annual Report.

**SECTION C – OTHER DETAILS**

1	Does the Company have any Subsidiary Company/Companies?	No
2	Do the Subsidiary Company/Companies participate in the Business Responsibility (BR) initiatives of the parent company? If yes, the indicate the number of such subsidiary Company(ies)?	Not Applicable

<p>Do any other entity/entities (e.g.suppliers, distributor etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]</p>	<p>EIL is mindful of its duties as a responsible organisation and extends its Business Responsibility throughout its value chain. Providing a safe and healthy work environment for colleagues, contractors, visitors, business partners and stakeholders is a business priority and is linked with EIL's core values. In order to increase awareness on sustainable business practices, the organisation uses number of initiatives to engage with suppliers and vendors who are critical to its operations. Empire uses the 'Creating Optimal and Responsible Environment' (CORE) platform to sensitise our supply chain about the benefits of health &amp; safety and the environment and encourage them to carry out sustainable business practices. As a part of the organisation's endeavour to forge stronger relationships across its value chain, periodic suppliers' meets are organised by the Company. Currently, less than 30% of our vendors and suppliers participate in our BR initiatives and we constantly strive to extend this across our supply chain.</p>
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**SECTION D : BR INFORMATION**

**1. DETAILS OF DIRECTOR/DIRECTORS RESPONSIBLE FOR BR**

(a) Details of the Director/Directors responsible for implementation of the Business Responsibility policy/policies:

Name	Designation	DIN
Mr. Dileep Malhotra	Jt. Managing Director	00027168

(b) Details of the Business Responsibility Head:

DIN (if applicable) : NA  
 Name : Mr. Suhas Chandra Nanda  
 Designation Head : Director Finance & Company Secretary.  
 Telephone number : 022 66555453  
 E-mail ID : [scnanda@empiremumbai.com](mailto:scnanda@empiremumbai.com)

**2. PRINCIPLE-WISE (AS PER NVGs) BR POLICY/POLICIES**

The National Voluntary Guidelines provide the following nine principles.

Principle 1 : Ethics, Transparency and Accountability [P1]

Principle 2 : Products Life cycle Sustainability [P2]

Principle 3 : Employees' Well-being [P3]

Principle 4 : Stakeholder Engagement [P4]

Principle 5 : Human Rights [P5]

Principle 6 : Environment [P6]

Principle 7 : Policy Advocacy [P7]

Principle 8 : Inclusive Growth [P8]

Principle 9 : Customer Value [P9]

**Details of compliance (Reply in Y/N)**

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have policy/policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		All the policies have been formulated in consultation with the Management of the Company.								
3	Does the policy conform to any national/international standards ? If yes, specify?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The policies are in line with the applicable national and international standards and compliant with the principles of the National Voluntary Guidelines (NVG) issued by the Ministry of Corporate Affairs.								

4	Has the policy been approved by the Board. If yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		All the policies relating to the 9 principles of the NVG have been approved by the Board and have been signed by the Chairman.								
5	Does the Company have as pecified Committee of the Board/Director/Official to over see the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		EIL's Joint Managing Director is responsible for implementation of BR policies and Company Secretary to oversee the BR performance.								
6	Indicate the link for the policy to be viewed online	The link to view the policies online is: <a href="https://www.empiremumbai.com/investors">https://www.empiremumbai.com/investors</a>								
7	Has the policy been formally communicated to all relevant internal and external stake holders'?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the Company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address take holders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
		The queries relating to BR polices can be sent to <a href="mailto:scnanda@empiremumbai.com">scnanda@empiremumbai.com</a>								
10	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

(a) If answer to the question at serial number 1 against any principle, is 'No', please explain why : **Not Applicable**

### 3. GOVERNANCE RELATED TO BR

- a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company.

With in 3 months, 3-6 months, Annually, More than 1 year.

The BR performance of EIL is reviewed annually by the Board of Directors.

- b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Yes, Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time), the Company publishes a Business Responsibility Report as an Annexure to the Board's Report on an annual basis. Business Responsibility Report of the Company is available on the website of the company viz. <http://www.empiremumbai.com/investors>.

#### SECTION E: PRINCIPLE-WISE PERFORMANCE

##### Principle 1: Business should conduct and govern themselves with ethics, transparency and accountability

###### Ethics, Transparency, Accountability

Ethics, transparency and personal accountability form the core values of the Company. It focuses on high standards of corporate governance, in the conduct of its business. It has zero-tolerance for bribery and corruption and strives to build and maintain relationships with its lenders, borrowers, shareholders and other stakeholders in a fair, transparent and professional manner.

The Company adheres to all applicable governmental and regulatory

rules in order to ensure complete transparency and accountability in all business practices. Any breaches of Company guidelines are viewed very seriously by Management, who ensures that appropriate disciplinary action is taken. The Company has constituted various committees such as: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee. These committees meet periodically to supervise, review and advice on the relevant/respective matters. The Company is committed to conducting all aspects of its business in keeping with the highest legal and ethical standards and expects all employees and other persons acting on its behalf to uphold this commitment. In accordance with this commitment, the Company has adopted Anti-Corruption Compliance Policy, which is applicable to all directors, officers, employees, agents, representatives and other associated persons of the Company. In brief, the Company will not tolerate bribery, kickbacks, or corruption of any kind, directly or through third parties, whether or not explicitly prohibited by this Policy or by law. Company Personnel are not permitted to give or offer anything of value (including gifts, hospitality, or entertainment) to anyone for the purpose of improperly obtaining or retaining a business advantage. Similarly, Company Personnel may not solicit or accept such improper payments.

###### Code of Conduct

With the objective of enhancing the standards of governance, the Company has formulated and adopted Code of Conduct & Ethics for its Board Members and Senior Management team. The Code is placed on the website of the Company, which provides for ethical, transparent and accountable behaviour by its Directors and Senior Management team. The Company lays utmost importance on integrity while recruiting employees. The Employee Code of Conduct provides the



framework within which the Company expects its business operations to be carried out and lays down the standards and principles, to be followed by all its employees. Failure to comply with the Code leads to disciplinary action, including dismissal from the services of the Company. All employees are handed over a copy of the Employee Code of Conduct on their first day of joining the Company, as a part of the employee joining kit. Additionally, the contents of the Code of Conduct are also shared in detail with the employees through a specific module that forms part of the HR session during the employee induction training programme. The Company has also formulated and adopted various other codes and policies including Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, policy on Protection of Women Against Sexual Harassment at Workplace, Code of Conduct for Prevention of Insider Trading etc, in terms of laws applicable to its business, which are applicable to all its employees / directors for enforcement of ethical conduct from a governance, regulatory and risk management perspective. The Code of Conduct and other policies adopted by the Company applies to the employees of the Company. In addition, the Company has a Whistle Blower Policy through which the Company seeks to provide a mechanism for its employees, directors, vendors or customers to disclose any unethical and/or improper practice(s) suspected to be taking place in the Company for appropriate action and reporting. Further, no employee was denied access to the Audit Committee and all disclosures are reported to the Chairman of the Audit Committee. The Code of Conduct and the Whistle Blower Policy are uploaded on the Company's website <http://www.empiremumbai.com/investors>.

#### **Stakeholder Complaints**

The Company is committed to providing effective and prompt service to all its stakeholders. The central operations team along with the call centre records and redresses grievances and feedback from customers. Complaints and grievances are addressed in a time-bound manner. Regular analysis of customer issues is conducted and where required corrective measures are taken in the Company's processes. Designated customer care personnel are responsible for ensuring efficient and effective resolution of complaints within the prescribed turnaround time. All complaints are centrally monitored at the Head Office by the Operations head and/or customer care team. The Company has in-built grievance redressal and escalation mechanism wherein complaints are escalated to the level of Head Customer Care and Operations / Business / Sales Head(s).

The Company has not yet received any incidence / complaint of Whistle Blower or code of conduct & ethics. During the year 2020-2021, the Company received NIL complaints during the respective quarters. Customer complaints are addressed in the normal course of business by a dedicated team of Customer Care Services personnel. The Company submits a periodic status of complaints received, redressed and outstanding from its stakeholders along with the nature of complaints and their mode of redressal to the Board constituted Stakeholders Relationship Committee and the statement of all such complaints and their status are also placed before Board.

#### **Principle 2 : Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle**

Given the nature of our business, the Company could consider three "products". One "product" is a unit developed by the Company for sale and the other is the completed building which is leased. The Company inter alia, has implemented solid waste management technology to recycle house garbage into manure used for horticulture. The Company

has commissioned state of the art sewage treatment plants which treat and re-cycle wastewater for reusing in horticulture and toilets. The Company disposes some of the construction waste as a scrap to get them recycled and re-use the same in construction works. The Company is generally using Aerated Concrete blocks (ACC) instead of clay burnt bricks in "product" construction thus preventing the depletion of soil strata.

#### **Environmental Standards**

The Company continuously aims to reduce the impact on environment by optimizing the usage of various resources. The Company works at minimizing its carbon footprint and there is particular focus on reduced resource usage. The Company has been able to reduce energy consumption by using star rated appliances where possible and also through the replacement of CFL lights with LED lights. Monitoring resource usage, improved process efficiency, reduced waste generation and disposal costs have also supported the cause.

The Company has in place an Environmental Management Systems (EMS) that helps assess the environmental cost of the Company's services and activities, and seeks to reduce or eliminate the negative impact and increase their positive effects. The Company continues to explore collaboration with contractors/partners that ensure conservation of energy and resources. On this front, the Company promotes the use of innovative technologies such as green buildings and other energy efficient measures for construction of their projects.

#### **Resource Savings**

The Company has undertaken initiatives and energy efficient measures at its office premises such as use of LED light fittings, provision of centralized waste collection, etc. At most of its offices across India, the CFL light fitting have been replaced by LED light fittings to conserve energy. The Company promotes the use of electronic means of communication with its shareholders by sending electronic communication for confirmation of payments and other similar purposes. The Company also encourages the use of electronic mode of communications to and from all its stakeholders. Soft copies of the annual report(s) along with the notice convening the Annual General Meeting(s) were sent to its shareholders so as to minimize the usage of paper.

#### **Principle 3: Businesses should promote the well-being of all employees Equitable Employment**

The Company's employee strength, at group level, as on March 31, 2021 was around 710, out of which 47 were women, the male : female ratio was 15:1. The Company has always advocated a business environment that favours the concept of equal employment opportunities for all without any discrimination with respect to caste, creed, gender, race, religion, disability or sexual orientation. The Company provides a workplace environment that is safe, hygienic, and humane which upholds the dignity of its employees. The Company does not employ child labour directly or indirectly in any of its offices/projects.

#### **Enabling a Gender Friendly & safe Workplace**

For the Company, safety of its employees is of paramount importance and as a good corporate citizen; it is committed to ensuring safety of all its employees at the workplace. The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace and has constituted an internal complaints committee in

line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

### **Policies for Employee Grievances**

The Company believes in smooth and effective communication to ensure better flow of information and understanding amongst its employees. Any employee, irrespective of hierarchy, has free access to the members of senior management for sharing creative ideas, suggestions or even personal grievances. The Company has strengthened its vigil mechanism by adopting the Whistle Blower Policy which is applicable to its directors, employees and other stakeholders. The said policy which has been uploaded on Company's website and also communicated to all its employees aims to promote good governance, instil faith and empower all stakeholders to fearlessly voice their concerns.

### **Gender Inclusion**

The Company ensures that a gender inclusive environment is provided. To create an inclusive work culture for women, the awareness for the same is spread through special workshops and seminars. Wherever required, women employees have been provided with laptops with the view that they can work from home in case of an emergency and also for the reason that they do not work late. On various occasions and specifically on International Women's Day, health check-up camps and self-defence training sessions for all women employees are organized.

### **Work-Life Balance**

The Company's policies are structured around promoting work-life balance which ensures improved employee productivity at work.

### **Employee Engagement**

The Company strongly believes that highly engaged employees are high on productivity and therefore, in order to keep the motivation and the employee engagement levels high, it is necessary to constantly engage them in activities that motivate them. In line with this philosophy, the Company encourages its employees to regularly participate in sports, picnics, outings, get-togethers and team building programmes.

### **Development of Employees**

The Company believes in the all-round development of its employees. Job specific knowledge gaps, skills and attitudes are identified during the performance appraisal process. Through constant learning and development, the Company ensures that its employees are adequately trained in functional and behavioural skills to sustain high standards of service. The Company nominates its employees for self-development and leadership programmes for further enhancing their competencies and skill sets. Learning and development needs are also identified on the basis of internal audit reports as well as customer feedback. On-the-job training, job rotation or training through various programmes – internal, external are offered to employees to upgrade their competencies.

### **Mentoring Program**

The mentoring programme formulated by the Company ensures that all new employees integrate into its working culture and value systems. Such a programme helps new entrants understand and blend with its existing employees in a seamless manner.

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are**

### **disadvantaged, vulnerable and marginalized Corporate Social Responsibility**

The Company strives to approach its CSR activities with the goal to identify and work across a range of social initiatives that have a long-term sustainable impact. The Company has endeavoured to choose projects keeping in mind the Human Development Index norms which address human resource development in areas of Sanitation, Health and Education etc. The details of CSR activities undertaken by the Company are provided in the Annual Report on Corporate Social Responsibility (CSR) Activities which forms part of this Annual Report.

### **Employee Welfare & Participation**

To encourage employees to maintain and lead a healthy life, employees' family get-togethers, sports events and medical check-ups were organised across various branches and corporate office. Also Company organises free covid vaccination camps for its employees and their spouses.

### **Principle 5: Businesses should respect and promote human rights**

#### **Human Rights**

The Company complies and adheres to all the human rights laws and guidelines of the Constitution of India, national laws and policies. The Company treats all its stakeholders and customers with dignity, respect and due understanding for mutual beneficial relationships. The Company takes care to be just, patient and understanding while dealing with delinquent customers. The Company has put in place an internal culture work ethics where delinquent customers are treated with fairness. Customers who have difficulty in making regular payments are counselled patiently and given sufficient opportunities to recover from difficulties. Employee training programmes lay emphasis on this aspect. Any complaints and grievances pertaining to behavioural issues are attended to personally by senior officers and managers.

### **Principle 6: Businesses should respect, protect and make efforts to restore the environment**

#### **Green Initiatives**

The Company promotes ecological sustainability and green initiatives, adopts energy saving mechanisms, by encouraging its employees, customers and all its other stakeholders to use electronic medium of communication and to reduce usage of papers as far as possible.

### **Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

The Company recognises that the real estate and infrastructure industry plays an important role in the Indian economy as this industry is the second largest employment generator after agriculture. The Company will continue to support and advocate for the further development of industry. The Company continues to make various recommendations/representations before various regulators, forums and associations relevant to further growth of Industry in the country e.g. strict compliance with RERA Regulations.

### **Principle 8: Businesses should support inclusive growth and equitable development**

As a committed corporate citizen, the Company has promoted and undertaken various social welfare initiatives for promoting Sanitation, Health Education etc. Details of CSR activities undertaken by the Company are provided in the Annual Report on Corporate Social

Responsibility (CSR) Activities which forms part of this Annual Report.

**Principle 9 : Businesses should engage with and provide value to their customers and consumers in a responsible manner**

**Customer Relationship Enhancement and Managing System**

The Company is committed to providing effective and prompt service to all its stakeholders. It has in place, a central operation team to record and redresses the grievances/feedback from its customers which helps in ensuring standard operating procedure and maintaining high quality service standards. All complaints are monitored at the Head Office by its Operations team. The Company has in-built grievance redressal and escalation mechanism where in complaints are escalated to the level of Head Customer Care and Operations/Business/Sales Head(s). The company aims to reduce the number of grievances, attain the operational excellence and ensures continuous improvement by doing periodical root-cause analysis (RCA) of all the received grievances.

**Transparent Communication**

The Company strives to ensure that transparent, correct and relevant information, pertaining to its products and services, is disseminated through its advertising material and the information displayed on the digital platforms owned by the Company. The Company encourages responsible and responsive communication towards all its stakeholders be it customers, media, investors, analysts, regulatory authorities, vendors and other stakeholders. The Company is a strong proponent of true and fair advertising and as such, discourages all

kinds of means and activities that are unethical, abusive, derogatory or anti-competitive. All the communication material released by the Company adheres to the mandated regulatory requirements. The Company has complied with all the advertising norms applicable to the Company.

The important product attributes relevant information about the projects, fees and charges, and other important notifications like most important terms & conditions are displayed prominently in each of the Company office. This information is available on the Company's website as well. The Company is extending its presence to various social and digital platforms to engage and connect with existing customers and also to reach out to newer audiences through constant communication, which is in consonance with its brand values and the prescribed regulatory framework. The performance and financials of the Company are disclosed to BSE for information to all its stakeholders and on its website as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On Behalf of the Board of Directors  
S. C. MALHOTRA

Place : Mumbai  
Date : June 23, 2021

Chairman  
DIN : 00026704

**INDEPENDENT AUDITOR'S REPORT**  
**TO THE MEMBERS OF EMPIRE INDUSTRIES LIMITED**  
**REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS**

**Opinion**

We have audited the accompanying financial statements of Empire Industries Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2021, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, including a summary of significant accounting policies and other explanatory information (here in after referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2021, and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended 31<sup>st</sup> March 2021. These matters were addressed in the context of our audit of financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

**Write-down of inventories to net realisation value**

Refer note 2.2(g) and 50 in the accompanying financial statements.

As at 31 March 2021, the Company's inventories amounted to INR 13,312.21 Lakhs representing 18.67% of the Company's total assets as at 31 March 2021 and write-down of inventories amounted to INR 771.54 Lakhs on account of lower realization value of inventory.

Inventories are valued at lower of cost and net realization value. The Company has a policy for write-down of inventories to net realisable value on account of lower realization value of inventory which is recognised on a case to case basis based on the management's assessment.

Write-down of inventories to net realisable value is subjective owing to the nature of inventories and is dependent on significant judgments around probability of decrease in the realisable value of inventory or lack of alternative use.

Assessing net realizable value of inventory and identification of such inventory are areas requiring the use of significant judgements and owing to the inherent complexities and materiality of the balances, we have considered this area to be a key audit matter for current year audit.

**How are audit addressed the key audit matter**

Our audit procedures for assessing the write-downs of inventories to net realisable value as per Company's policy included, but were not limited to the following;

- Understood the management process for determining net realizable value of inventories and identification of such inventories and tested whether the same is consistently applied;
- Evaluated and tested on a sample basis the design and operating effectiveness of key controls around inventory valuation operating within the Company;
- Inquired with the management about the value of inventories as at 31 March 2021 and evaluated the assessment prepared by the management including forecasted uses of these inventories on a test check basis;
- Tested the computation for write down of inventories with the assessment provided by the management and performed independent analysis of the inventory line-items along with specific inquiries with the management to evaluate completeness of the inventory identified realizing lower value; and
- Assessed the appropriateness of disclosures in the financial statements in accordance with the applicable accounting standards.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis,

Board's Report including Annexures to Board's Report, and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion there on.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit, or other wise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**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 Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive

income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

#### **Auditors' Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism through out the audit. We also :

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists

related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Report On Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 (the Order) 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, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 purpose 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 (including other comprehensive income), the statement of changes in equity 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 Ind AS 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, 2021, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021, from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. 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, as amended 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.

- (ii) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There have been delay in transferring amount, which was required to be transferred to the Investor Education and Protection Fund by the Company. The said amount is on account of Unclaimed Dividend ₹. 10.98 lakhs for F.Y. 2012-13, (Previous year : 31 March 2020 : ₹ Nil) required to be transferred to the "Investor Education and Protection Fund" in terms of section 125 of the Companies Act, 2013. The company is taking steps to reconcile the above accounts and deposit the amount with the appropriate authorities.

For A.T. Jain & Co.  
Chartered Accountants  
(Firm Registration No. 103886W)

Place : Mumbai  
Date : June 23, 2021

Sushil Jain  
Partner  
Membership No.: 033809  
UDIN : 21033809AAAAGL7140

**Annexure A to the Independent Auditor's Report of even date on the Financial Statements of EMPIRE INDUSTRIES LIMITED**

We report that

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) As per the information and explanations given to us, Fixed Assets were physically verified during the year by the management as per its programme. The frequency of verification is reasonable and no material discrepancies have been noticed on such verification.
- c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable property are held in the name of the company.
2. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. Stock of Finished Goods, Raw Materials, stores and spare parts are reported to be physically verified in accordance with the procedure followed by the management. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. The company has not granted loan to party covered in the register maintained under Section 189 of the Act.
4. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given and investment made.
5. The Company has accepted deposits from the public. The directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the Rules framed there under, where applicable, have been complied with.
6. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules 2014, as amended prescribed by Central Government under sub – section (1) of Section 148 of the Companies Act 2013, and we are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have not however made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, duty of excise, goods and service tax, duty of customs, value added tax, sales tax, cess and other statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, goods and service tax, duty of customs, value added tax, sales tax, cess and other statutory dues were in arrears as at 31<sup>st</sup> March 2021 for a period of more than six months from the date they became payable except below :

Sr. No.	Nature of Dues	Amount (₹. in Lakhs)
1	Investor Education and Protection Fund	10.98

- b) According to the information and explanations given to us and on the basis of our examination of books of accounts and records, the details of the aforesaid statutory dues as at 31<sup>st</sup>

March 2021 which have not been deposited with the appropriate authorities on account of any dispute are given below:

Name of Statute	Nature of Dues	Amount (₹. in lakhs)	Period to which it Relates	Forum where dispute is Pending
MVAT Act, 2002	VAT / CST dues	58.81*	F.Y. 2009-10	Jt. Commissioner of Sales Tax (A)
MVAT Act, 2002	VAT / CST dues	13.10	F.Y. 2014-15	Jt. Commissioner of Sales Tax (A)

[\* Total demand of ₹. 83.51 Lakhs less amount deposited in dispute of ₹. 25.00 Lakhs]

8. According to the information and explanation given to us and based on the documents and records examined by us, the company has not defaulted in repayment of loans due to banks and financial institutions.
9. In our opinion and on the basis of information and explanations given to us, the company has not raised money by way of public offer. The term loans raised by the company were applied for the purposes for which they were raised.
10. According to the information and explanations given to us, no fraud on or by the company was noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on the examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
14. According to the information and explanation given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year and hence reporting under paragraph 3(xiv) of the order is not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For A.T. Jain & Co.  
Chartered Accountants  
Firm Registration Nos. 103886W

S.T. Jain  
Partner

Place : Mumbai  
Date : June 23, 2021

Membership No. 033809  
UDIN : 21033809AAAAGL7140

**Annexure B to the Independent Auditor's Report of even date on the Financial Statements of EMPIRE INDUSTRIES LIMITED****Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Empire Industries Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including 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, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A.T. Jain & Co.  
Chartered Accountants  
(Firm's Registration No.103886W)

S. T. Jain  
Partner

Place : Mumbai  
Date : June 23, 2021

Membership no. 033809  
UDIAN : 21033809AAAAGL7140



## Balance Sheet as at 31st March, 2021

		₹ In Lakhs	
Notes	As at 31-Mar-2021	As at 31-Mar-2020	
<b>ASSETS</b>			
<b>1) Non-current Assets</b>			
a) Property, plant and equipment	3 A	27,963.87	29,025.88
b) Capital Work-in-Progress	3 B	7,465.01	7,162.86
c) Right -of-use Assets		2,336.13	2,609.25
d) Intangible Assets	4	42.98	24.59
e) Financial assets			
i) Trade Receivables	5	797.14	651.08
ii) Loans	6	173.58	255.11
f) Other Non-Current Assets	7	1,269.12	1,788.19
		<u>40,047.83</u>	<u>41,516.96</u>
<b>2) Current Assets</b>			
(a) Inventories	8	13,312.21	18,258.24
(b) Financial assets			
i) Trade receivables	9	8,644.43	10,946.99
ii) Cash and cash equivalents	10	4,280.56	2,613.91
iii) Other bank balances	11	542.12	570.88
iv) Loans and Advances	12	152.29	139.25
(c) Current Tax Assets (net)		1,756.30	1,670.41
(d) Other Current Assets	13	2,565.78	2,655.66
		<u>31,253.69</u>	<u>36,855.34</u>
		<u>71,301.52</u>	<u>78,372.30</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity Share Capital	14A	600.00	600.00
b) Other Equity	14B	24,104.15	22,771.14
		<u>24,704.15</u>	<u>23,371.14</u>
<b>1) Non Current Liabilities</b>			
(a) Financial Liabilities			
i) Borrowings	15	13,519.91	16,211.03
ii) Lease liability		2,534.15	2,727.86
iii) Trade Payables - Total outstanding dues of micro enterprises & small enterprises		-	-
iv) Trade Payables - Total outstanding dues of creditors other than micro enterprises & small enterprises		75.83	57.79
v) Other Financial Liabilities	16	4,032.94	6,291.30
(b) Provisions	17	2,236.58	2,708.67
(c) Deferred Tax Liabilities (Net)		1,260.70	1,377.29
(d) Other Non-Current Liabilities	18	1,833.77	2,241.30
		<u>25,493.88</u>	<u>31,615.24</u>
<b>2) Current Liabilities</b>			
(a) Financial Liabilities			
i) Borrowings	19	8,052.73	11,946.46
ii) Lease liability		221.29	186.96
iii) Trade Payables - Total outstanding dues of micro enterprises & small enterprises		-	-
iv) Trade Payables - Total outstanding dues of creditors other than micro enterprises & small enterprises	20	1,799.47	3,248.75
v) Other Financial Liabilities	21	4,476.56	2,339.97
(b) Other Current Liabilities	22	3,161.54	3,082.95
(c) Provisions	23	3,391.90	2,580.83
		<u>21,103.49</u>	<u>23,385.92</u>
		<u>71,301.52</u>	<u>78,372.30</u>
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

for A. T. JAIN & CO.  
Chartered Accountants  
FRN 103886W

S. T. JAIN  
Partner Membership No.33809

Place : Mumbai  
Date : June 23 , 2021

S. C. MALHOTRA (DIN : 00026704)  
RANJIT MALHOTRA (DIN : 00026933)  
DILEEP MALHOTRA (DIN : 00027168)  
KABIR MALHOTRA (DIN : 07019714 )

RAJBIR SINGH (DIN : 00826402)  
C. P. SHAH (DIN : 00450394)  
SUBODH CHANDRA (DIN : 02076844)  
GEETANJALI NAIDU (DIN : 08713727)

S. C. NANDA  
Mumbai, June 23 , 2021

Chairman  
Vice Chairman & Managing Director  
Joint Managing Director  
Executive Director

Directors

Director Finance & Company Secretary

**Statement of Profit and Loss for the year ended 31st March, 2021**

		Notes	₹ In Lakhs	
			As at 31-Mar-2021	As at 31-Mar-2020
<b>INCOME</b>				
I	Revenue from operations	24	49,026.13	57,475.87
II	Other income	25	2,333.13	1,855.42
<b>III</b>	<b>Total Revenue ( I + II )</b>		<u>51,359.26</u>	<u>59,331.29</u>
<b>IV EXPENSES:</b>				
	Cost of Materials Consumed	26	14,203.82	18,201.13
	Cost of Projects		2,042.03	1,316.40
	Purchases of Stock-in-trade		4,648.19	12,918.14
	Changes in inventories of Finished Goods and Stock-in-trade	27	4,157.75	(3,913.78)
	Employee benefit expense	28	9,276.32	10,454.09
	Finance cost	29	3,484.83	3,158.46
	Depreciation and amortisation expense	3 & 4	1,904.53	1,498.44
	Other expense	30	10,372.17	11,046.58
	<b>Total Expenses ( IV )</b>		<u>50,089.64</u>	<u>54,679.46</u>
V	Profit / (Loss) before exceptional and tax (III - IV)		1,269.62	4,651.83
VI	Exceptional items			628.44
VII	Profit / (Loss) before tax (V-VI)		1,269.62	4,023.39
<b>VIII</b>	<b>Tax Expenses</b>			
	- Current tax		65.42	476.72
	- Deferred tax	31	(116.59)	129.04
			<u>(51.17)</u>	<u>605.76</u>
IX	Profit/ (loss) for the period from continuing operations (VII-VIII)		1,320.79	3,417.63
X	Profit/ (loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/ (loss) from discounting operations (after tax) (X-XI)		-	-
<b>XIII</b>	<b>Profit/ (loss) for the period (IX+XII)</b>		<u>1,320.79</u>	<u>3,417.63</u>
<b>XIV</b>	<b>Other comprehensive income</b>			
	A (i) Items that will not be reclassified to profit or loss		12.22	(10.67)
	Remeasurement of the net defined benefit liability/ asset			
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
			<u>12.22</u>	<u>(10.67)</u>
XV	Total comprehensive income for the period ( XIII+XIV)		1,333.01	3,406.96
<b>XVI</b>	<b>Earnings per equity share (for continuing operations)</b>			
	a) Basic		22.01	56.96
	b) Diluted		22.01	56.96
<b>XVII</b>	<b>Earnings per equity share (for discontinued operations)</b>			
	a) Basic		-	-
	b) Diluted		-	-
<b>XVIII</b>	<b>Earnings per equity share (for discontinued &amp; continuing operations)</b>	32		
	a) Basic		22.01	56.96
	b) Diluted		22.01	56.96

As per our report of even date

for A. T. JAIN & CO.  
Chartered Accountants  
FRN 103886W

S. T. JAIN  
Partner Membership No.33809

Place : Mumbai  
Date : June 23 , 2021

S. C. MALHOTRA (DIN : 00026704)  
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SUBODH CHANDRA (DIN : 02076844)  
GEETANJALI NAIDU (DIN : 08713727)

S. C. NANDA  
Mumbai, June 23 , 2021

Chairman  
Vice Chairman & Managing Director  
Joint Managing Director  
Executive Director

Directors

Director Finance & Company Secretary

## Statement of Cash Flow for the year ended 31st March, 2021

Particulars	₹ In Lakhs	
	As at 31-Mar-2021	As at 31-Mar-2020
<b>Cash Flow from Operating Activities :</b>		
Profit/(Loss) before tax	1,269.62	4,023.39
<b>Non-cash adjustments to reconcile profit/(loss) before tax to net cash flows</b>		
Depreciation/Amortisation	1,904.53	1,498.44
Loss/(profit) on sale/discard of Property Plant and Equipment	10.85	(561.24)
Bad Debts and Impairment allowances for trade receivables	1.39	
Interest Income	(400.12)	(305.19)
Write back of loan from Directors	(1,400.00)	-
Stock Write off	12.50	
Finance Costs	3,484.82	3,158.46
Liability no longer required written back		
Provision for Gratuity/Leave encashment on actuarial basis	351.20	387.31
<b>Operating Profit before exceptional items and working capital changes</b>	<b>5,234.79</b>	<b>8,201.17</b>
<b>Less: Exceptional items</b>		628.44
Profit on sale of investment in subsidiary	-	-
<b>Operating Profit before working capital changes</b>	<b>5,234.79</b>	<b>7,572.73</b>
<b>Movement in working capital :</b>		
Increase/(Decrease) in Trade Payables and Other Liabilities	(2,488.34)	1,317.43
Decrease/(Increase) in Trade Receivables and Other Assets	2,807.96	(98.93)
Decrease/(Increase) in Inventories	4,933.07	(3,879.70)
Decrease/(Increase) in Loans and Advances	(13.05)	(20.79)
<b>Cash generated from/(used in) Operations</b>	<b>10,474.43</b>	<b>4,890.74</b>
Direct taxes (paid)/Refunds (net)	(158.46)	(921.58)
<b>Net Cash Flow from/(used in) Operating activities (A)</b>	<b>10,315.97</b>	<b>3,969.16</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property Plant and Equipment, Intangible assets, Capital Work in Progress and Capital Advances	(844.72)	(5,966.08)
Proceeds from sale of Property Plant and Equipment	103.78	1,117.00
Proceeds from sale of investment in subsidiary	-	-
Sale/(Purchase) of current investment	-	-
Redemption /(Investment) in bank deposits with maturity more than 3 months	-	-
Interest received	291.51	325.90
Dividend received from Non Current Investments	-	-
<b>Net Cash Flow from/(used in) Investing activities (B)</b>	<b>(449.43)</b>	<b>(4,523.18)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from borrowings	1,945.26	6,241.73
Repayment of borrowings	(6,492.51)	-
Dividend Paid		(3,610.72)
Interest Paid	(3,288.67)	(3,047.50)
Repayment of Lease liability	(363.97)	(110.00)
<b>Net Cash Flow from/(used in) Financing activities (C)</b>	<b>(8,199.89)</b>	<b>(526.49)</b>

**Statement of Cash Flow for the year ended 31st March, 2021**

Particulars	As at 31-Mar-2021	As at 31-Mar-2020
	₹ In Lakhs	
Net increase/(decrease) in cash and cash equivalents (A+B+C)	1,666.65	(1,080.51)
Cash and cash equivalents at the beginning of the year	2,613.91	3,694.42
<b>Cash and cash equivalents at the end of the year</b>	<b>4,280.56</b>	<b>2,613.91</b>
<b>Components of Cash and Cash Equivalents</b>		
Balances with banks:		
In current accounts	1,240.42	1,861.35
In deposit accounts (With original maturity of less than 3 months)	3,014.02	720.12
Cheques, draft on hand	-	0.00
Cash in hand	26.12	32.44
Margin Money Deposits maturing within one year		
Balance in unclaimed Dividend Account		
<b>Total cash and cash equivalents</b>	<b>4,280.56</b>	<b>2,613.91</b>
Summary of Significant Accounting Policies		
Notes to Financial Statements		
The notes are an integral part of the Financial Statements.	(0.00)	(0.00)

As per our report of even date

for A. T. JAIN & CO.  
Chartered Accountants  
FRN 103886W

S. T. JAIN  
Partner Membership No.33809

Place : Mumbai  
Date : June 23 , 2021

S. C. MALHOTRA (DIN : 00026704)  
RANJIT MALHOTRA (DIN : 00026933)  
DILEEP MALHOTRA (DIN : 00027168)  
KABIR MALHOTRA (DIN : 07019714 )

RAJBIR SINGH (DIN : 00826402)  
C. P. SHAH (DIN : 00450394)  
SUBODH CHANDRA (DIN : 02076844)  
GEETANJALI NAIDU (DIN : 08713727)

S. C. NANDA  
Mumbai, June 23 , 2021

Chairman  
Vice Chairman & Managing Director  
Joint Managing Director  
Executive Director

Directors

Director Finance & Company Secretary

## Notes forming part of the financial statement

### A : Equity Share Capital

₹ In Lakhs

	As at 31st March, 2021	As at 31st March, 2020
<b>Authorised Capital</b>		
1,50,00,000 (Previous Year: 15,000,000) Equity shares of ₹.10/- each	1,500.00	1,500.00
50,000 (Previous Year: 50,000) Cumulative Redeemable Preference shares of Rs.100/- each	50.00	50.00
<b>Total</b>	<b>1,550.00</b>	<b>1,550.00</b>
<b>Issued, Subscribed and Fully Paid up 59,99,998</b> (Previous Year: 5,999,998) Equity shares of ₹. 10/- each, fully paid up	<b>600.00</b>	<b>600.00</b>
<b>Total</b>	<b>600.00</b>	<b>600.00</b>

### (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

₹ In Lakhs

Particulars	31st March 2021		31st March 2020	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	59,99,998	600.00	59,99,998	600.00
<b>Outstanding at the end of the year</b>	<b>59,99,998</b>	<b>600.00</b>	<b>59,99,998</b>	<b>600.00</b>

### Note B : Other Equity

For the year ended 31st March, 2021

₹ In Lakhs

Particulars	Reserves and Surplus			Other Comprehensive Income	Total
	Securities Premium	Capital Reserve	General Reserve	Remeasurement of Defined benefit plan	
Balance as at 1st April, 2020	13.33	65.97	22,841.04	(149.20)	22,771.14
Add : Profit/ (Loss) for the period	-	-	1,320.79	12.22	1,333.01
<b>Balance as at 31st March,2021</b>	<b>13.33</b>	<b>65.97</b>	<b>24,161.83</b>	<b>(136.98)</b>	<b>24,104.15</b>

### For the year ended 31st March, 2020

₹ In Lakhs

Particulars	Reserves and Surplus			Other Comprehensive Income	Total
	Securities Premium	Capital Reserve	General Reserve	Remeasurement of Defined benefit plan	
Balance as at 1st April, 2019	13.33	65.97	23,197.26	(138.53)	23,138.03
Impact on account of adoption of Ind AS 116 (Refer Note No.4)	-	-	(157.19)	-	(157.19)
	<b>13.33</b>	<b>65.97</b>	<b>23,040.07</b>	<b>(138.53)</b>	<b>22,980.84</b>
Add : Profit/ (Loss) for the period	-	-	3417.63	(10.67)	3,406.96
Less : Final Dividend (including dividend distribution tax) (Refer Note ....)	-	-	(1,500.00)	-	(1,500.00)
Less: Tax on Final Dividend	-	-	(308.33)	-	(308.33)
Less : Intermin	-	-	(1,500.00)	-	(1,500.00)
Dividend (including dividend distribution tax) (Refer Note No.8)	-	-	-	-	-
Less : Tax on Interim Dividend	-	-	(308.33)	-	(308.33)
<b>Balance as at 31st March,2020</b>	<b>13.33</b>	<b>65.97</b>	<b>22,841.04</b>	<b>(149.20)</b>	<b>22,771.14</b>

## **NOTES TO THE FINANCIAL STATEMENTS**

### **1. CORPORATE INFORMATION :**

Empire Industries Limited (the Company) having domicile presence in the state of Maharashtra, India, has been incorporated under Companies Act in year 1900. It is engaged in the business of manufacture of container glass, trading in frozen foods, indenting and property development. The company's shares are listed and publicly traded on the BSE Limited (BSE).

### **2. SIGNIFICANT ACCOUNTING POLICIES :**

#### **2.1 Basis of Preparation of financial statements.**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

Accounting policies have been consistently applied except where a newly issued Indian accounting standard is initially adopted or a revision to an existing accounting standard require a change in accounting policy hitherto in use.

The financial statements are presented in Indian Rupees ('INR') and all values are rounded to the nearest lakh, except otherwise indicated.

#### **2.2 Use of Assumptions Judgments and Estimates**

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

#### **Critical accounting estimates**

##### **(a) Revenue Recognition**

The Company uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

Further, the Company uses significant judgments while determining the transaction price allocated to performance obligations using the expected cost plus margin approach.

Provisions for estimated losses, if any, on uncompleted contracts

are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

##### **(b) Impairment of non-financial assets :**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

##### **(c) Defined benefit plans:**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

##### **(d) Impairment of financial assets:**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

##### **(e) Property, Plant and Equipment**

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

##### **(f) For Measurement of Right to use and lease liability:**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease,

together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

**(g) Write-downs of Inventory :**

The Company write-downs the inventories to net realisable value on account of lower realizable value of inventories, which is recognised on case to case basis based on the management's assessment.

The Company uses following significant judgements to ascertain value for write-downs of inventories to net realisable:

- a) nature of inventories mainly comprises of bottles and sea foods which are perishable and non-perishable in nature, respectively;
- b) probability of decrease in the realisable value of sea foods due to market forces or not having an alternative use.

**2.3 Revenue Recognition**

The Company has revenue recognition policies for its various operating segments that are appropriate to the nature of each business. The revenues are recognized when the general revenue recognition criteria given in Ind AS 115 are met.

The Company derives revenue primarily from business of manufacturer of container glass, trading in frozen foods, indenting and real estate. The company has adopted Ind AS 115, Revenue from contracts with customer, effective April 1, 2018, on a modified retrospective basis, applying the standard to all contracts that are not completed as such date. The adoption of Ind AS 115 did not have any significant financial impact and accordingly, no adjustment are made to the amount recognized in the financial statement. The adoption has resulted in changes to accounting policies and mandated certain disclosures. Revenue is recognized upon transfer of control of promised products or services to customer in an amount that reflects the consideration we expect to receive in exchange for those products or services. Arrangement with customer for manufacturer of container glass, trading in frozen foods, indenting and real estate are either on a fixed-price fixed-timeframe or on a time-and-material basis. Revenue from fixed price, fixed timeframe contracts, where the performance obligation are satisfied overtime and where there is no uncertainty to measurement or collectability of consideration, is recognized as per the percentage of completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Revenue in excess of invoicing are classified as contracts assets (Which we refer as unbilled revenue) while invoicing in excess of revenue are classified as contract liabilities (Which we refer to as unearned revenues).

**Manufacturing and Trading Division**

- a) Revenues from sales and services are recognized 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.

**Indenting Division**

- a) Foreign commission is recognized on shipment of goods by foreign principals. Local commission is accounted on accrual basis.
- b) Revenue from engineering consultancy services and business support services are recognized as and when services are rendered.

**Revenue recognition on Property Development**

a) Income from property development is recognized on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration. However, if at the time of transfer substantial acts are yet to be performed under the contract, revenue is recognized on proportionate basis as the act are being performed and monies received i.e. on the percentage of completion method on achieving at least 25 percent of physical progress of project and receipt of 10% of the sales consideration. The percentage of completion is stated on the basis of physical measurement of work actually completed as at the balance sheet date and certified by the Architect. As the long-term contracts necessarily extend beyond one year, revision in costs and revenues estimated during the course of the contract are reflected in the accounting period in which the facts requiring the revision become known.

b) Determination of revenues under the percentage of completion method necessarily involves making estimates by the Company, some of which are of technical nature, concerning, where relevant, the percentage of completion, costs to completion, the expected revenues from the project and the foreseeable losses to completion.

Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price. The Company presents revenues net of indirect taxes in its statement of Profit and loss.

**Performance obligations and remaining performance obligations**

The remaining performing obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the company expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized

corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis. Remaining performance obligation estimates are subject to change and affected by several factors including terminations, changes in the scope of contracts, periodic revalidations, adjustments for revenues that has not materialized and adjustments for currency.

#### 2.4 Taxes on Income :

Taxes on Income comprises of current tax and deferred tax. Current tax and deferred tax are recognized in profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax expense is also recognized in other comprehensive income or directly in equity, respectively.

##### Current Tax :

Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Taxable income differs from 'profit before tax' as reported on the statement of profit and loss because of items of income or expenses that are taxable or deductible in other years and items that are never taxable or deductible.

##### Deferred tax :

Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

#### 2.5 Property, Plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company.

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and

accumulated impairment losses, if any. Cost of an asset comprises of cost of acquisition or construction and includes, where applicable, inward freight, duties and taxes, installation expenses, professional fees, borrowing costs, initial estimates of the cost of dismantling, cost of replacing parts of the property, plant and equipments and other costs directly attributable to the bringing the asset to the location and condition necessary for it to be capable of operating in the intended manner and purposes. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part and recognizes the new part with its own associated useful life and it is depreciated accordingly. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred.

Capital work in progress includes machinery to be installed, construction and erection materials, borrowing costs, unallocated pre-operative and other expenditures directly attributable towards construction and erection of the assets.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as "Capital Advances" under other non-current assets. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably.

Property, plant and equipment are eliminated from financial statement on disposal. Gains or losses arising from disposal of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on PPE commences when the assets are ready for their intended use.

(i) Depreciation has been provided under Straight Line Method on Buildings and Flats, Plant and Machinery and Furnace and on other assets under the Written Down Value Method at the rates specified as per Schedule II of Companies Act, 2013. Depreciation on the additions to assets or where any assets has been sold or discarded, is calculated on a Pro-rata basis from the date of such additions up to the date of such sale or discards as the case may be.

Asset	Useful lives (estimated by the management) (Years)
Building	60
Plants and Equipments	3-15
Furniture and fixture	10
Office equipment	3-6
Vehicles	8-10
Furnace	15



Lease hold improvements and premium on lease hold land is amortized over the period of lease.

## 2.6 Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with finite lives are amortized over the estimated useful economic life of the assets by using straight line method and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Intangible assets are amortized as follows :

Sr. No.	Nature of asset	Estimated Useful Life
1.	Software	3 Years

Gains or losses arising from de - recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

## 2.7 Inventories

- 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.

Goods and materials in transit are valued at actual cost incurred up to the date of balance sheet.

## 2.8 Financial instruments

### (i) Financial assets :

#### Initial recognition and measurement

All financial assets are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset except in the case of financial assets recorded at fair value through Profit and Loss.

Financial assets are classified, at initial recognition, as financial

assets measured at fair value or as financial assets measured at amortized cost.

#### Subsequent measurement

For purposes of subsequent measurement financial assets are classified in two broad categories :

Financial assets at fair value

Financial assets at amortized cost

Where assets are measured at fair value, gains and losses are either recognized entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognized in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

**Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).

**Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

**Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

**Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortized cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases.

All other financial asset is measured at fair value through profit or loss.

All equity investments are measured at fair value in the balance sheet, with value changes recognized in the statement of profit and loss, except for those equity investments for which the entity has elected to present value changes in 'other comprehensive income'.

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognized in the statement of profit and loss.

#### De - recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Company's statement of

financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either
- (a) the Company has transferred substantially all the risks and rewards of the asset,
- or
- (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

**(ii) Financial liabilities :**

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

**Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

**Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method.

Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

**De - recognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

**(iii) Offsetting of financial instruments :**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**2.9 Impairment of Asset :**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is recognized in the statement of profit and loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets fair value less cost of disposal and its value in use. The impairment loss recognized in prior accounting year is reversed if there has been a change in the estimate of recoverable amount. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

**Impairment of financial assets**

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

**2.10 Provisions, Contingent Liabilities and Contingent assets**

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are not recognized for future operating losses. Provisions are determined based on the best estimate required to settle the obligation at the balance sheet date.

A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in financial statements since

this may result in the recognition of income that may never be realized. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

A contingent asset is disclosed, where an inflow of economic benefits is probable.

## **2.11 Foreign Currency Transactions :**

### **Functional currency**

The functional currency of the company is Indian Rupees ('INR'). These financial statements are presented in Indian Rupees and the all values are rounded to the nearest Lakh, except otherwise indicated.

### **Transactions and translations**

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of transactions. Gains and losses, if any, at the year-end in respect of monetary assets and monetary liabilities not covered by the forward contracts are transferred to Profit & Loss Account except for Long Term Foreign Currency Monetary Items. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

## **2.12 Borrowing Cost**

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant and Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

## **2.13 Earnings per equity share**

### **Basic earnings per share**

Basic earnings per share are calculated by dividing:- the profit attributable to owners of the Company - by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

### **Diluted earnings per share**

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and-the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected

## **2.14 Employee Benefit**

All employee benefits payable wholly within twelve months rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized during the period in which the employee renders related service.

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered the service entitling them to the contribution.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at each balance sheet date, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognizes the following changes in the net defined benefit obligation under employee benefit expenses in the statement of profit and loss.

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements,
- Net interest expense or income.

### **Long-term employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the balance sheet date.

### **Termination benefits**

Termination benefits are recognized as an expense in the period in which they are incurred.

## **2.15 Cash flow Statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses

associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

#### **2.16 Cash and cash equivalents :**

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

#### **2.17 Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### **Company as a lessee**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

##### **i) Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in section Impairment of non-financial assets.

##### **ii) Lease Liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease

liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

##### **iii) Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

##### **Company as a lessor**

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms.

Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

#### **2.18 Exceptional Items**

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

#### **2.19 Current and non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets/liabilities are classified as non-current.

All other liabilities are classified as non-current.

₹ In Lakhs

Particulars	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As at 31-Mar-2020	Additions during the Year	Deductions/Decapitalized during the Year	As at 31-Mar-2021	Depreciation for the Year	Deduction during the Year	As at 31-Mar-2021	As at 31-Mar-2020	
<b>NOTE 3A : Property, Plant &amp; Equipment</b>									
Freehold Land	18.97	-	-	18.97	-	-	-	18.97	18.97
Buildings	20,163.53	-	-	20163.53	344.92	-	3,352.29	16811.24	17,156.17
Leasehold improvements	579.30	-	-	579.30	261.85	-	300.88	278.42	540.27
Plant & Equipment	9,909.90	428.12	141.89	10196.13	476.44	111.51	2,269.68	7926.45	8,005.15
Furniture & Fixtures	1,506.24	14.98	12.47	1508.75	52.90	11.69	1,311.31	197.44	234.36
Vehicles	1,287.46	45.92	254.43	1078.95	144.79	172.35	787.32	291.63	472.57
Office Equipment	1,916.48	76.48	12.02	1980.94	120.55	10.59	1,760.86	220.08	267.35
Furnaces	2,603.43	-	-	2603.43	111.39	-	383.79	2219.64	2,331.04
Moulds and Castings	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>37,985.31</b>	<b>565.50</b>	<b>420.81</b>	<b>38130.00</b>	<b>1,512.84</b>	<b>306.14</b>	<b>10,166.13</b>	<b>27963.87</b>	<b>29,025.88</b>
<b>NOTE 3B : Capital Work-in-Progress</b>									
Work-in-Progress	7,162.86	817.11	514.97	7,465.00	-	-	-	7,465.01	7,162.86
<b>NOTE 4 : Intangible Assets</b>									
Software	317.25	29.05	-	346.30	10.66	-	303.32	42.98	24.59
<b>TOTAL</b>	<b>317.25</b>	<b>29.05</b>	<b>-</b>	<b>346.30</b>	<b>10.66</b>	<b>-</b>	<b>303.32</b>	<b>42.98</b>	<b>24.59</b>
<b>GRAND TOTAL</b>	<b>45,465.42</b>	<b>1,411.66</b>	<b>935.78</b>	<b>45,941.30</b>	<b>1,523.50</b>	<b>306.14</b>	<b>10,469.45</b>	<b>35,471.86</b>	<b>36,213.33</b>

3.1.a Building includes ₹2850 Being the value of 37 Shares of ₹.50/- Each.

1) West Nandanvan Co-op. Hsg Soc. Ltd., 2) Tara Apartment, 3) Vipul Co-op. Hsg Soc. Ltd. 4) Tanhee Heights Co-Op HSG Soc Ltd.

3.1.b 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 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.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**Note 5 : Trade Receivables**

₹ In Lakhs

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
<b>(1) Trade receivable</b>		
Trade Receivable Considered good - Usecured	797.14	651.08
Trade Receivable - credit impaired	4.01	3.27
Less : Allowances for credit losses	(4.01)	(3.27)
	<b>797.14</b>	<b>651.08</b>

**Note 6 : Loans**

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
<b>Unsecured, Considered good</b>		
At amortised cost		
Security Deposits	59.98	123.65
Loan to Employees	113.60	131.46
	<b>173.58</b>	<b>255.11</b>

**Note 7 : Other Non-Current Assets**

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Capital Advances	121.33	171.70
Other Advance Margin Money Deposits (maturing after one year )	223.12	274.02

**Advances Other than Capital Advances**

Advances to Employees	7.34	0.06
Tender Deposits	10.92	13.04
Telephone Deposits	0.30	0.30
Rent Deposits	28.10	28.44
Security Deposits	302.77	402.89
Electricity Deposits	3.46	3.46
Sundry Deposits	74.74	88.85
VAT/Sales Tax Deposit	99.99	100.75
Excise Duty Deposit	0.08	0.08
Deposits with Municipalities and Other Local Authorities	15.32	15.32
Balance with Central Excise	0.74	0.74
Prepaid Expenses	317.41	638.54
Other Receivables (SAD Receivables)	63.50	50.00
	<b>1269.12</b>	<b>1788.19</b>

**Note 8 : Inventories (Valued at lower of cost or Net Realisable Value)**

(Value taken and certified by the management)

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Raw Materials	209.24	89.63
Work in Progress	7742.64	8675.95
Finished Goods	2799.23	6756.01
Stores and Spares	891.68	851.57
Liquid Fuel & Petrol	42.66	41.98
Stock-in-trade	1626.76	1843.10
	<b>13312.21</b>	<b>18258.24</b>

8.1 Inventories of Stores and Spare Parts include certain slow moving, non-moving and obsolete items towards obsolescence of such slow moving, non-moving and obsolete items is carried in the books and the management is of the opinion that the same is adequate.

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**Note 9 : Trade Receivables**

₹ In Lakhs

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
<b>(1) Trade receivable</b>		
Trade Receivable Considered good - Usecured	8,644.43	10,946.99
Trade Receivable - credit impaired	17.12	34.86
Less : Allowances for credit losses	(17.12)	(34.86)
	<b>8644.43</b>	<b>10946.99</b>

9.1 The accounts of some of the customers are pending reconciliation / confirmation.

9.2 There are no customers who represent more than 10% of the total balance of trade receivables as at the end of the reporting period.

9.3 Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

**Note 10 : Cash and Cash Equivalents**

**(As certified by the management)**

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
<b>Balances with banks :</b>		
In Current accounts	1226.96	1606.58
In Cash Credit Accounts	13.46	255.91
In Deposit accounts	3014.02	718.98
Cash in Hand	26.12	32.44
	<b>4280.56</b>	<b>2613.91</b>

10.1 Balance with banks on unpaid dividend account represents monies that can be utilised only to pay dividend to equity shareholders against dividend warrants issued to them.

**Note 11 : Bank Balances Other Than above**

**(As certified by the management)**

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Earmarked balances with bank - Unclaimed dividend	101.47	101.47
Margin Money Deposits maturing within one year	440.65	469.41
	<b>542.12</b>	<b>570.88</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

₹ In Lakhs

**Note 12 : Loans**

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
<b>At Amortised Cost</b>		
Unsecured, Considered good		
Security Deposits	1.55	5.53
Loans to related parties	1.66	9.09
Loans to Employee	139.17	119.04
Loans and Advances to Employees	9.91	5.59
	<b>152.29</b>	<b>139.25</b>

**Note 13 : Other Current Assets**

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Advances other than Capital Advances	1.91	8.63
Security deposits	7.00	6.00
Advances against Expenses	8.72	15.73
Advance to Suppliers	248.97	537.41
Sundry Deposits	213.38	209.87
<b>Others</b>		
Interest accrued on fixed deposits and bonds	169.35	60.75
Trade Deposits	30.86	29.86
Other receivable	6.72	6.54
Deposits with Insurance Company	120.74	129.68
Rent Deposits	1.03	26.50
Deposits / Balance with Central Excise / Sales Tax with Insurance Company	0.34	0.08
Adjustments of coins	(-0.02)	(-0.02)
Miscellaneous Receivable	498.39	367.47
Sundry Recoverable	58.15	47.11
Prepaid Expenses	347.93	322.72
Service Tax	1.34	1.34
VAT	49.52	66.71
Central Sales Tax	-	0.58
Balance with GST	801.45	818.70
	<b>2565.78</b>	<b>2655.66</b>



**Notes on Financial Statement for the Year ended 31st March 2021**

₹ In Lakhs

**Note 14 : A Equity Share Capital**

Particulars	As at 31st March 2021	As at 31st March 2020
Authorised Capital		
15000000 ( Previous Year : 15,000,000 )		
Equity shares of ₹.10/- each	1500.00	1500.00
50000 ( Previous Year 50,000 )		
Cumulative Redeemable Preference shares of ₹.100/- each	50.00	50.00
<b>Total</b>	<b>1550.00</b>	<b>1550.00</b>
<b>Issued, Subscribed and Fully Paid up</b>		
5999998 ( Previous Year 5,999,998 )		
Equity shares of ₹. 10/- each, fully paid up	600.00	600.00
<b>Total</b>	<b>600.00</b>	<b>600.00</b>

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**

₹ In Lakhs

Particulars	31st March, 2021		31st March, 2020	
	Number of shares	Amount	Number of shares	Amount
Shares outstanding at the beginning of the year	59,99,998	600.00	59,99,998	600.00
<b>Outstanding at the end of the year</b>	<b>59,99,998</b>	<b>600.00</b>	<b>59,99,998</b>	<b>600.00</b>

**(b) Terms/ rights attached to equity shares**

The Company has only one class of equity shares having par value of ₹.10 per share. Each holder of equity shares is entitled to one vote per share. 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.

**(c) Details of shareholders holding more than 5% shares in the Company**

Name of the Shareholder	31st March, 2021		31st March, 2020	
	Number of held shares	% of Holding	Number of held shares	% of Holding
Dileep Malhotra	14,75,975	24.60	14,75,975	24.60
Randil Trading Co. Pvt. Ltd	11,11,990	18.53	11,11,990	18.53
Ranjit Malhotra	9,68,403	16.14	9,68,403.00	16.14
Life Insurance Corporation of India	6,53,953	10.90	7,66,084.00	12.77

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

**Notes on Financial Statement for the Year ended 31st March 2021**
**Note 14-B : Other Equity**

₹ In Lakhs

**For the year ended 31st March, 2021**

Particulars	Reserves and Surplus				Other Comprehensive Income		Total
	Securities Premium Reserve	Capital Reserve	Capital Redemption Reserve	General Reserve	Equity Instruments through Other Comprehensive Income	Other Items of Other Comprehensive Income	
Balance as at 1st April, 2020	13.33	65.97	-	22,841.04	-	(149.20)	22,771.14
Impact on account of adoption of Ind AS 116	-	-	-	-	-	-	-
Add : Profit/ (Loss) for the period	13.33	65.97	-	22,841.04	-	(149.20)	22,771.14
Less : Final Dividend ( including dividend distribution tax) Ref Note	-	-	-	1,320.79	-	12.22	1,333.01
Less : Tax on Final dividend	-	-	-	-	-	-	-
Less : Intermin Dividend	-	-	-	-	-	-	-
Less : Tax on Intermin dividend	-	-	-	-	-	-	-
Profit for the period	-	-	-	-	-	-	-
<b>Balance as at 31st March,2021</b>	<b>13.33</b>	<b>65.97</b>	<b>-</b>	<b>24,161.83</b>	<b>-</b>	<b>(136.98)</b>	<b>24,104.15</b>

**For the year ended 31st March, 2020**

Particulars	Reserves and Surplus				Other Comprehensive Income		Total
	Securities Premium Reserve	Capital Reserve	Capital Redemption Reserve	General Reserve	Equity Instruments through Other Comprehensive Income	Other Items of Other Comprehensive Income	
Balance as at 1st April, 2019	13.33	65.97	-	23,197.26	-	(138.53)	23,138.03
Impact on account of adoption of Ind AS 116 ( Refer Note No. 4)	-	-	-	(157.19)	-	-	(157.19)
Add: Profit/ (Loss) for the period	13.33	65.97	-	23,040.07	-	(138.53)	22,980.84
Less : Final Dividend Ref. Note	-	-	-	3,417.63	-	(10.67)	3,406.96
Less : Tax on dividend	-	-	-	(1,500.00)	-	-	(1,500.00)
Less: Intermin Dividend	-	-	-	(308.33)	-	-	(308.33)
Less : Tax on dividend	-	-	-	(1,500.00)	-	-	(1,500.00)
Profit for the period	-	-	-	(308.33)	-	-	(308.33)
Balance as at 31st March,2020	<b>13.33</b>	<b>65.97</b>	<b>-</b>	<b>22,841.04</b>	<b>-</b>	<b>(149.20)</b>	<b>22,771.14</b>

14. B.1 The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by a transfer from one component of equity to another and it will not be reclassified subsequently to Statement of Profit and Loss.

14.B.2 Other Comprehensive Income (OCI) represent the balance in equity relating to remeasurement gains/(losses) on defined benefit obligations. This will not be reclassified to Statement of Profit and Loss.

**Notes on Financial Statement for the Year ended 31st March 2021**

**Note 15 : Borrowings**

₹ In Lakhs

Particulars	As at 31st March 2021	As at 31st March 2020
<b>At Amortised Cost</b>		
<b>Secured Loans</b>		
a) Term Loans		
From Banks	9695.53	11159.62
<b>Unsecured Loans</b>		
b) Deposits	3824.38	5051.41
c) Loan from Directors		
d) Other Loans		
	13519.91	16211.03

15.1 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 for entire amount.

The term loan from IndusInd Bank is secured by assignment of lease rentals receivables 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 HDFC at Empire Plaza, Vikhroli and personal guarantees given by Chairman and Vice-Chairman for entire amount.

15.2 Repayment details of Term Loans from a Financial Institution at unamortised cost outstanding as on 31st March 2021, are as follows :

Financial Year	Effective Interest : 6.75 to 10.65 % p.a.	Total
2021-2022	1522.74	1522.74
2022-2023	1547.78	1547.78
2023-2024	1534.34	1534.34
2024-2025	1555.79	1555.79
2025-2026	1609.97	1609.97
2026-2027	1395.92	1395.92
2027-2028	414.45	414.45
2028-2029	209.27	209.27
2029-2030	209.27	209.27
2030-2031	209.27	209.27
2031-2032	209.27	209.27
2032-2033	209.27	209.27
2033-2034	209.27	209.27
2034-2035	209.27	209.27
2035-2036	209.26	209.26
<b>Total</b>	<b>11255.14</b>	<b>11255.14</b>

**Notes on Financial Statement for the Year ended 31st March 2021**
**Note 16 : Other Non Current Financial Liabilities**

₹ In Lakhs

Particulars	As at 31st March 2021	As at 31st March 2020
<b>At Amortised Cost</b>		
Security Deposits	4032.94	6291.30
	<b>4032.94</b>	<b>6291.30</b>

**Note 17 : Provisions for Employee Benefits**

Particulars	As at 31st March 2021	As at 31st March 2020
Provision for Gratuity	1292.56	1489.74
Provision for Leave Encashment	944.02	1218.93
	<b>2236.58</b>	<b>2708.67</b>

17.1 The provision for employee benefits includes gratuity and vested long service leave entitlements accrued and compensation claim payable to employees which are payable as per the terms of the appointment. For other disclosures refer Note.

**Note 18 : Other Non Current Liabilities**

Particulars	As at 31st March 2021	As at 31st March 2020
Other Liabilities		
Income Received in Advance	1254.22	1658.28
Advance received from Customers	2.74	1.00
Deposit for cars from Employees	9.58	11.38
Trade Deposit	275.31	315.27
Sundry Deposits	291.91	255.37
	<b>1833.76</b>	<b>2241.30</b>

**Note 19 : Borrowing**

Particulars	As at 31st March 2021	As at 31st March 2020
(a) Secured Loans Repayable on Demand		
(i) Loan from Banks	1711.19	5614.10
(ii) Cash Credit	537.21	692.70
Un-secured		
(b) Deposits	5387.33	4079.66
(c) Loan from Directors	417.00	1560.00
(d) Other Loans		
	<b>8052.73</b>	<b>11946.46</b>

19.1 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 for entire amount.

**Note 20 : Trade Payables**

Particulars	As at 31st March 2021	As at 31st March 2020
Total outstanding dues of creditors other than micro enterprises and small enterprises	1799.47	3248.75
	<b>1799.47</b>	<b>3248.75</b>

20.1 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, 2021. 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.

20.2 Trade payables are non-interest bearing and are normally settled on 60 to 90 day terms.

## Notes on Financial Statement for the Year ended 31st March 2021

### Note 21 : Other Financial Liabilities

	₹ In Lakhs	
<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
(a) Current Maturity of Long Term Debts	568.84	1067.82
(b) Interest Accrued	305.59	336.82
(c) Unpaid dividends	101.47	101.47
(d) Unpaid matured deposits and interest accrued thereon	227.60	91.02
(e) Security Deposits	2273.06	742.84
	<b>4476.56</b>	<b>2339.97</b>

21.1 Investor Education and Protection Fund is credited by the amount of unclaimed dividend / unclaimed matured fixed deposits after seven years from the due date.

### Note 22 : Other Current Liabilities

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Other payables		
Statutory Dues	479.55	489.30
Other Payables	93.55	56.66
Sundry Creditors for Supply of Goods & Services	141.28	140.95
Sundry Creditors for Capital Goods	1.59	
Advance from customer	1118.48	776.84
Sundry Payable	6.77	5.44
Security Deposits	9.50	9.50
Liability for Expenses	527.01	793.22
Other Payables Employees	511.21	558.51
Trade Deposits & Advances	259.24	241.45
Income Received in Advance	7.55	5.28
Un Earned Revenue	5.81	5.80
	<b>3161.54</b>	<b>3082.95</b>

### Note 23 : Provisions

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Provision for Employee Benefits	3391.91	2580.83
	<b>3391.91</b>	<b>2580.83</b>

23.1 The provision for employee benefits includes gratuity and vested long service leave entitlements accrued and compensation claim payable to employees which are payable as per the terms of the appointment. For other disclosures.

**Notes on Financial Statement for the Year ended 31st March 2021**
**Note 24 : Revenue from Operations**

Particulars	₹ In Lakhs	
	As at 31st March 2021	As at 31st March 2020
Sale of Products		
Sale of Products	32361.65	37249.25
Sale of Service	953.63	1734.73
Sale of Flats	2946.60	2084.70
Other Operating Revenue	12764.25	16407.19
<b>Revenue from Operations</b>	<b>49026.13</b>	<b>57475.87</b>

**24.1 Sale of goods excluding GST collected from customer.**
**24.2 Particulars of Sale of Products**

Particulars	As at 31st March 2021	As at 31st March 2020
Manufactured Goods		
Glass Bottles	14466.85	12452.35
Food Products	16875.54	22198.38
Machine Tools & Industrial Equipments	1019.26	2598.52
	<b>32361.65</b>	<b>37249.25</b>

**25.3 Particulars of Other Operating Revenue**

Particulars	As at 31st March 2021	As at 31st March 2020
Business Support Service, Consultancy and Commission	3169.63	5482.28
Property Rent	8562.57	9691.25
Advertising , Branding and Operating Income	343.49	802.05
Business Centre Service	495.85	936.01
Property Income	2946.60	2285.05
Others	1146.34	1029.98
	<b>16664.48</b>	<b>20226.62</b>

**Note 25 : Other Income**

Particulars	As at 31st March 2021	As at 31st March 2020
From Loans and Advances given (Carried at amortized cost)	2.66	9.27
From Others (Carried at Book Value)	397.47	295.93
	<b>400.13</b>	<b>305.20</b>
Other Non Operating income		
Surplus on Sale of Fixed Assets	16.29	576.18
Rent received	39.80	28.00
Miscellaneous Income	1750.78	298.78
Credit Balance written back	0.03	
Surplus on Loans/ advances given/repaid (net)	12.09	9.71
Gain of Exchange rate difference	110.94	480.28
Insurance Claims	3.07	0.60
Sale of Duty Credit Script		156.67
	<b>1933.00</b>	<b>1550.22</b>
	<b>2333.13</b>	<b>1855.42</b>

**Notes on Financial Statement for the Year ended 31st March 2021**

**Note 26 : Cost of Materials Consumed**

	As at 31st March 2021	As at 31st March 2020
		₹ In Lakhs
<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Raw Materials Consumed	10352.27	14302.83
Stores & Spares, Packing Materials, Refractories, Moulds & Castings Consumed	3851.55	3898.30
	<u>14203.82</u>	<u>18201.13</u>
Cost of Project	2042.03	1316.40
	<u>16245.85</u>	<u>19517.53</u>

**26.1 Particulars of Material Consumed**

	As at 31st March 2021	As at 31st March 2020
<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Imported	759.80	627.04
Indigenous	9592.47	13675.79
	<u>10352.27</u>	<u>14302.83</u>
Chemicals	1012.65	1038.88
Silca Sand	380.62	282.76
Cullets	2506.66	2076.42
Food Product	6452.34	10904.77
	<u>10352.27</u>	<u>14302.83</u>

**Note 26.2 : Components & Spare Parts Consumed**

	As at 31st March 2021	As at 31st March 2020
<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Imported	26.52	61.11
Indigenous	3889.08	3837.19
	<u>3915.60</u>	<u>3898.30</u>

**Note 27 : CHANGE IN INVENTORIES OF FINISHED GOODS AND STOCK- IN -TRADE**

	As at 31st March 2021	As at 31st March 2020
<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Closing Stock		
Stock at close-Finished Goods	2827.70	6795.67
Stock at Commencement- Finished Goods	6795.67	3720.23
	3967.97	(3075.44)
Stock at Close - Traded Goods	1668.03	1857.81
Stock at Commencement -Traded Goods	1857.81	1019.47
Increase / (Decrease) in Traded Goods	189.78	(838.34)
	<u>4157.75</u>	<u>(3913.78)</u>

**Note 28 : EMPLOYEE BENEFITS EXPENSES**

	As at 31st March 2021	As at 31st March 2020
<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Salaries, Wages, Bonus, Gratuity & Allowances	7921.12	8733.31
Contribution to Provident & Superannuation Fund	650.18	1003.65
Staff Welfare Expenses	705.02	717.13
	<u>9276.32</u>	<u>10454.09</u>

**Note 29 : Finance Costs**

	As at 31st March 2021	As at 31st March 2020
<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
Interest Expense	2448.42	2753.99
Other borrowing Costs	1036.41	404.47
Interest on Security Deposits		
	<u>3484.83</u>	<u>3158.46</u>

**Notes on Financial Statement for the Year ended 31st March 2021**
**Note 30 : Other Expenses**

Particulars	₹ In Lakhs	
	For the year ended 31st March 2021	For the year ended 31st March 2020
Repairs to Machinery	142.22	181.25
Repairs to Building	259.27	256.54
Other Repairs	380.11	452.46
Power & Fuel	2899.08	2903.12
Rent paid	105.94	104.37
Rates and Taxes	694.21	587.66
Insurance Premium	186.79	153.15
Discount, Commission and Brokerage	622.44	442.30
Conducting Charges	38.69	64.98
Electricity Charges	152.50	231.73
Vehicle Expenses	293.01	353.87
Carriage Outward and Steamer Freight	1489.16	1344.52
Professional and Legal Charges	929.88	834.20
Travelling Expenses (Foreign)	15.03	149.68
Travelling Expenses (Local)	107.53	265.21
Telephone, Trunk calls, Telex and Internet Charges	72.97	100.96
Donation	0.00	0.04
Expenditure on Corporate Social Responsibility (CSR) Activities	79.00	92.50
Local Delivery Charges	219.03	293.52
Storage Expenses	364.69	334.09
Bad Debts written off	13.58	145.76
Sales Promotion	167.23	255.84
Water Charges	92.21	111.18
Operating Expenses	75.55	176.09
General Expenses	266.50	331.31
Miscellaneous Expenses	705.55	880.25
	<b>10372.17</b>	<b>11046.58</b>

**NOTE 31 : DEFERRED TAX LIABILITY (NET)**

(a) Amount recognized in Financial Statements	As at 31st March, 2021	Current Year Change/ (Credit) P/L	As at 31st March, 2020	Current Year Change/ (Credit) P/L
<b>Particulars</b>				
Deferred Tax Liabilities (Net):				
Related to Fixed Assets	2,916.30	104.44	2,811.86	(149.41)
Deferred Tax Assets:	-	-	-	-
Disallowance under the Income Tax Act, 1961	1,527.43	(92.86)	1,434.57	278.45
Tax Losses	128.17	(128.17)	-	-
Net Deferred Tax Liability/ Assets	1,388.87	(116.59)	1,377.29	129.04



## Notes on Financial Statement for the Year ended 31st March 2021

	₹ In Lakhs	
<b>(b) Reconciliation of Tax Expenses/ (Income)</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
<b>Profit/ (Loss) before Tax</b>	<b>1,269.62</b>	<b>4,023.39</b>
Applicable Tax Rate	<b>25.63%</b>	<b>25.63%</b>
<b>Expected Income Tax Expenses (i)</b>	<b>325.34</b>	<b>1,030.99</b>
Add/(Less):		
Tax effect of Allowed/Disallowed Expenses as per Income Tax Act, 1961	<b>(49.59)</b>	<b>35.13</b>
Tax effect of Special Rate in Long Term Capital Gains	<b>-</b>	<b>(127.03)</b>
Excess Provision for Tax for earlier years	<b>(65.42)</b>	<b>(73.38)</b>
Tax effect on Income from House Property	<b>(405.65)</b>	<b>(256.80)</b>
Deferred Tax on losses	<b>128.17</b>	<b>-</b>
Others	<b>15.98</b>	<b>(3.15)</b>
<b>Subtotal (ii)</b>	<b>(376.51)</b>	<b>(425.23)</b>
<b>Income Tax Expense/(Income) to Statement of Profit &amp; Loss [i+ii]</b>	<b>51.17</b>	<b>605.76</b>

The Company's weighted average tax rate for the year ended March 31, 2021 is Nil and March 31, 2020 is 15.06%.

### NOTE 32 : EARNINGS PER SHARE (EPS)

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
1. Face Value per equity share in Rupees	<b>10.00</b>	10.00
2. Weighted Average number of equity shares outstanding	<b>59,99,998</b>	59,99,998
3. Net (Loss) as per Profit and Loss Account (Continuing Operation) Rupees in Lakhs	<b>1320.79</b>	3417.63
4. Weighted Average earning per share from continuing operation. (Basic and Diluted) in Rupees	<b>22.01</b>	56.96
5. Net Profit/ (Loss) as per Profit and Loss Account (Discontinued Operation) Rupees in Lakhs	<b>-</b>	-
6. Weighted Average earning per share from discontinuing operation (Basic and Diluted) in Rupees	<b>-</b>	-
7. Net (Loss) as per Profit and Loss Account (Continuing and Discontinued Operation) Rupees in Lakhs	<b>1320.79</b>	3417.63
8. Weighted Average earning per share continuing and discontinuing operation (Basic and Diluted) in Rupees	<b>22.01</b>	56.96

### NOTE 33 : CONTINGENT LIABILITIES

<b>Particulars</b>	<b>As at 31st March 2021</b>	<b>As at 31st March 2020</b>
1. Income Tax matter in respect of which appeal are pending	<b>-</b>	-
2. Sales Tax Demand disputed by the Company	<b>71.91</b>	71.91

In the Financial Year 2015-16, the Investigation Branch of the Sales Tax Department had carried out survey action in the Company's premises. The company has paid ₹ 86.81 lakhs for the period from April, 2012 to November, 2015. The Company has contested for the entire amount paid at appropriate forum.

### NOTE 34 : CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The main focus areas for CSR activities are health care, education, malnutrition and water hygiene and sanitation. A CSR committee has been formed by the company as per the Act to oversee and execute the company's CSR policy.

Gross amount spent by the company during the year is ₹. 79.00 lakhs (Previous year ₹. 92.50 lakhs).

## Notes on Financial Statement for the Year ended 31st March 2021

### NOTE 35 : CAPITAL COMMITMENT

Estimated amount committed on capital account and not provided for is ₹. 24.00 Lakhs as on 31st March, 2021. (Previous Year ₹. 24.00 lakhs)

### NOTE 36: Revenue from Contracts with Customers (Ind AS 115) :

The Company measures the revenues at fair value of the consideration received or receivable after taking in to account the amount of any discount or rebates allowed to the customers. The Company presents revenues net of indirect taxes collected in its statement of profit and loss.

#### Disaggregate Revenue information

Particulars	₹ In Lakhs	
	For the Year ended 31st March, 2021	For the Year ended 31st March, 2020
<b>Revenue</b>		
Manufacturing	14,633.62	12,557.89
Trading, Business Support Service, Consultancy and Commission	22,718.17	32,941.67
Property Development	3,111.77	2,285.05
Others	8,562.57	9,691.26
Total Revenue from Operations	49,026.13	57,475.87

### NOTE 37 : PAYMENT TO AUDITORS\*

Particulars	For the Year ended 31st March, 2021	For the Year ended 31st March, 2020
a) Statutory Audit Fees	13.50	13.50
b) Certification and Consultation Fees	1.56	2.38
	15.06	15.88

\*Exclusive of Goods and Service Tax.

### NOTE 38: Details of dues to micro and small enterprises as per MSMED Act, 2006

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, 2021. 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

**Notes on Financial Statement for the Year ended 31st March 2021**

The total future minimum lease rentals receivable at the Balance Sheet date is as under:

₹ In Lakhs

Particulars	As at March 31, 2021	As at March 31, 2020
Within than one year	5,805.70	8,593.68
After One but not more than five years	12,642.05	13,761.44
More than five years	1,725.67	5,701.05
<b>Total</b>	<b>20,173.42</b>	<b>28,056.18</b>

**NOTE 39: Post Retirement Benefit Plans**
**Defined Benefits Plan - Gratuity**

₹ In Lakhs

Particulars	31st March, 2021	31st March, 2020
I Changes in present value of obligation		
POV at beginning of period	3,129.94	2,967.64
Interest cost	141.82	156.01
Current service cost	252.99	223.92
Past service cost- (non vested benefits)	-	-
Past service cost- (vested benefits)	-	-
Transfer in Liability		
Transfer out Liability		
Benefits Paid	(249.55)	(218.05)
Benefits Paid By The Company	-	-
Contribution by plan participants	-	-
Business combinations	-	-
Curtailments	-	-
Settlements	-	-
Actuarial (Gain)/ Loss on obligation	449.86	0.42
PVO at end of period	3,725.08	3,129.94
II Interest Expenses		
Interest Cost	141.82	156.01
III Fair Value of Plan Asset		
Fair value of Plan Assets at the beginning	-	-
Interest income	-	-
IV Net Liability		
POV at beginning of period	3,129.94	2,967.63
Fair value of the assets at beginning report	-	-
Net Liability	3,129.94	2,967.63
V Net Interest		
Interest Expenses	141.82	156.01
Interest Income	-	-
Net Interest	141.82	156.01
VI Actual return on plan assets		
Less interest income included above	-	-
Return on plan assets excluding interest income	-	-
VII Actuarial (Gain)/loss on obligation		
Due to demographic assumptions*	-	-
Due to financial Assumptions	(2.62)	137.44
Due to Experience	452.49	137.01
Total Actuarial (Gain)/loss	449.86	0.42

\*This figure does not reflect interrelationship between Demographic assumptions and financial assumptions when a limit is applied on the benefit, the effect will be shown as an experience.

**Notes on Financial Statement for the Year ended 31st March 2021**

	31st March, 2021	₹ In Lakhs 31st March, 2020
VIII Fair value of Plan Assets		
Opening Fair value of Plan Asset	-	-
Adjustment to Opening Fair value of Plan asset	-	-
Return on Plan Assets excl. interest income	-	-
Interest Income	-	-
Contributions by Employer	249.55	218.05
Contributions by Employee	-	-
Benefit Paid	(249.55)	(218.05)
Fair value of Plan Asset at end	-	-
IX Past Service Cost Recognised		
Past service cost- (non vested benefits)	-	-
Past service cost- (vested benefits)	-	-
Average remaining future service till vesting of the benefit	-	-
Recognised past service cost- non vested benefit	-	-
Recognised past service cost- vested benefit	-	-
Unrecognised past service cost- non vested benefit	-	-
X Amount to be recognized in the balance sheet and Statement of profit & loss account		
PVO at end of period	3,725.08	3,129.94
Fair value of Plan Assets at end of period	-	-
Funded Status	(3,725.05)	(3,129.94)
Net Asset/(Liability) recognized in the balance sheet	(3,725.08)	(3,129.94)
XI Expenses recognized in the statement of P & L A/C		
Current service cost	252.99	223.92
Net interest	141.82	156.01
Past service cost- (non vested benefits)	-	-
Past service cost- (vested benefits)	-	-
Curtailement Effect	-	-
Settlement Effect	-	-
Unrecognised past service cost- non vested benefit	-	-
Expense recognized in the statement of P & L A/C	394.82	379.93
XII Other Comprehensive Income (OCI)		
Actuarial (Gain)/loss recognized for the period	449.86	0.42
Asset limit effect	-	-
Return on Plan Assets excluding net interest	-	-
Unrecognized Actuarial (Gain)/loss from previous period	-	-
Total Actuarial (Gain)/loss recognized in (OCI)	449.86	0.42
XIII Movements in the Liability recognized in Balance Sheet		
Opening net Liability	3,129.94	2,967.64
Adjustment to opening balance	-	-
Expenses as above	394.82	379.93
Contribution paid	(249.55)	(218.05)
Other Comprehensive Income (OCI)	449.86	0.42
Closing Net Liability	3,725.08	3,129.94

**Notes on Financial Statement for the Year ended 31st March 2021**

	31st March, 2021	₹ In Lakhs 31st March, 2020
XIV Schedule III of the Companies Act 2013		
Current Liability	2,064.91	1,640.21
Non- Current Liability	1,660.16	1,489.74
XV Projected Service Cost 31 Mar 2022	261.34	245.61
	<b>Target Allocation</b>	
XVI Asset information	<b>Total Amount</b>	%
Cash and Cash Equivalents	-	-
Gratuity Fund	-	-
Debt Security- Government Bond	-	-
Equity Securities- Corporate debt Securities	-	-
Other Insurance Contract	-	-
Property	-	-
Total Itemized Assets	-	-
XVII Assumption as at	<b>31st March, 2021</b>	31 <sup>st</sup> March, 2020
Mortality	<b>IALM(2012-14)Ult.</b>	IALM(2012-14)Ult
Interest / Discount rate	6.16%	6.14%
Rate of increase in compensation	7.00%	7.00%
Annual increase n healthcare cost	-	-
Future changes in maximum state healthcare benefits	-	-
Expected average remaining service	9.72	9.65
Employee Attrition rate (past service (PS))	<b>PS: 0 to 42: 4%</b>	PS: 0 to 42: 4%

**XVIII Sensitivity Analysis**

	DR: Discount rate		ER: Salary Escalation rate	
	PVO DR + 1%	PVO DR – 1%	PVO DR + 1%	PVO DR – 1%
PVO	3,602.31	3,865.43	3,859.97	3,604.73

**XIX Expected Payout**

Year	Expected outgo first	Expected outgo second	Expected outgo third	Expected outgo fourth	Expected outgo fifth	Expected outgo six to ten years
Payouts	2,064.92	142.49	227.81	201.92	119.71	814.87

**XX Asset Liability Comparisons**

Year	31.03.2017	31.03.2018	31.03.2019	31.03.2020	31.03.2021
PVO at end of period	2,567.76	2,799.66	2,967.68	3,129.94	3,725.08
Plan Assets	-	-	-	-	-
Surplus/ (Deficit)	(2,567.76)	(2,799.66)	(2,967.68)	(3,129.94)	(3,725.08)
Experience adjustment on plan assets	-	-	-	-	-

Weighted average remaining duration of Defined Benefit Obligation 3.54

## Notes on Financial Statement for the Year ended 31st March 2021

### XXI Narrations

1 Analysis of Defined Benefit Obligations

The number of members under the scheme have decreased by 3.52%

The total salary has increased by 7.14% during the accounting period.

The resultant liability at the end of the period over the beginning of the period has increased by 19.01%.

2 Expected rate of return basis

Scheme is not funded EORA is not applicable

3 Description of plan Assets and Reimbursement conditions: Not Applicable

4 Investment / Interest Risk

Since the scheme is unfunded the company is not exposed to investment / interest risk.

5 Longevity Risk

The company is not exposed to risk of the employees living longer as the benefit under the scheme ceases on the employee separating from the employer for any Reason.

6 Salary Escalation Rate

The salary escalation rate has remain unchanged and hence there is no change in liability resulting in no actuarial gain or loss due to change in salary escalation rate

7 Discount Rate

The discount rate has increased from 6.14% to 6.16% and hence there is a decrease in liability leading to actuarial gain due to change in discount rate.

### NOTE 40: Related Party Disclosures (As identified by the Management).

#### a) Related Party Relationship.

i) Key Managerial Personnel (KMP)

- Mr. Satish Chandra Malhotra - Chairman and Managing Director
- Mr. Ranjit Malhotra - Vice Chairman & Managing Director
- Mr. Dileep Malhotra - Jt. Managing Director
- Mr. Kabir Malhotra - Executive Director
- Mr. Suhas C. Nanda - Director Finance & Company Secretary

ii) Relatives of KMP

- Mrs. Uma Malhotra
- Ms. Anjali Malhotra

iii) Entities Controlled by KMP

- Randil Trading Company Pvt. Ltd.
- Empire Technical Services Pvt. Ltd.

## Notes on Financial Statement for the Year ended 31st March 2021

### b) Related Party Transactions

₹ In Lakhs

#### i. Aggregate amount of Transactions with related party

Nature of Transaction	Name of the Related Party	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Rent Received	Randil Trading Co. Pvt. Ltd.	2.57	2.57
Rent Received	Empire Technical Services Pvt. Ltd.	13.01	13.01

#### ii. Aggregate amount of Transactions with Key Managerial Personnel and their relatives

Nature of Transactions	For the year ended 31st March, 2021	For the year ended 31st March, 2020
<b>Remuneration to Key Managerial Personnel:</b>		
Mr. S. C. Malhotra	15.56	95.02
Mr. Ranjit Malhotra	24.24	111.30
Mr. Dileep Malhotra	14.25	87.56
Mr. Kabir Malhotra	9.96	54.00
Mr. S. C. Nanda	99.76	86.90
<b>Salary to relatives of Key Managerial Personnel:</b>		
Ms. Anjali Malhotra	29.25	30.00
Interest paid on Fixed Deposits:		
Mr. S. C. Malhotra	24.18	20.77
Mr. Ranjit Malhotra	27.45	9.86
Mr. Dileep Malhotra	52.60	16.03
Mrs. Uma Malhotra	5.93	8.24
<b>Fixed Deposits &amp; Interest outstanding:</b>		
Mr. S. C. Malhotra	-	370.77
Mr. Ranjit Malhotra	288.16	392.09
Mr. Dileep Malhotra	100.79	731.04
Mrs. Uma Malhotra	33.75	100.32

#### NOTE 41: Financial Risk Management Objectives and Policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Management Board.

Market Risk is the risk of loss of future earning, fair values or future cash flow that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market Risk is attributable to all market risk sensitive financial instruments including investment and deposits, foreign currency receivables, payables and loans and borrowings.

The Company manages market risk through its finance department, which evaluate and exercises independent control over the entire process of market risk management. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

#### Interest Rate Risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

## Notes on Financial Statement for the Year ended 31st March 2021

### Exposure to interest rate risk

₹ In Lakhs

Particular	<u>As at 31<sup>st</sup> March, 2021</u>	<u>As at 31<sup>st</sup> March, 2020</u>
Floating Rate Borrowings	13512.76	18534.24

### Interest rate sensitivity

#### A change of 1% in

interest rates would have following impact on profit before tax

Particular	<u>As at 31<sup>st</sup> March, 2021</u>	<u>As at 31<sup>st</sup> March, 2020</u>
1% increase in interest rate – Decrease in Profit	(135.12)	(185.34)
1% decrease in interest rate – increase in Profit	135.12	185.34

### Foreign Currency Risk

The Company is not exposed to significant foreign currency risk as at the respective reporting dates.

### Liquidity Risk

Liquidity Risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's finance department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity through rolling forecasts on the basis of expected cash flows.

### Repayment of Borrowings as per below

Particular	<u>As at 31st March, 2021</u>	<u>As at 31st March, 2020</u>
Within the next 12 months	3,817.24	7,374.63
Between 2 to 5 years	6,247.88	5,752.68
5 years and above	3,447.64	5,406.93

### Credit Risk

Credit risk arises from the possibility that counter party may not be able to settle their obligation as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking in to account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limit are set accordingly.

The company considers the possibility of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition.

### Raw Material and Fuel Price Risk

The company is impacted by the price volatility of certain commodities like raw materials, packing materials and fuel. The Company is impacted by the price volatility of Fuels like Gas, Furnace Oil, etc.

To minimize the risk related to fuel price change, the Company uses alternate fuel based on their market prices. The Company swaps and uses alternate fuels based on the cost of energy efficiency and, hence, quantification of sensitivity is not practical. To mitigate the volatility in market price of major raw materials, the company has entered into fixed price contract.

### NOTE 42 : Capital Risk Management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimize returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure.



## Notes on Financial Statement for the Year ended 31st March 2021

### NOTE 43: Fair Value Measurement

#### Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The fair values for Non-Current borrowings, loans and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Particular	₹ In Lakhs			
	Fair value Carrying Amount as 31st 2021	at Level 1	Level 2	Level 3
<b>Financial Assets at Amortised cost</b>				
Trade receivables	9,441.57	-	-	9,441.57
Cash and cash equivalents	4,280.56	-	-	-
Other bank balances	542.12	-	-	-
Loans and Advances	325.87	-	-	394.36
<b>Total</b>	<b>14,590.12</b>	-	-	<b>11,992.44</b>
<b>Financial Liabilities at Amortised cost</b>				
Long Term Borrowings	13,519.91	-	-	13,519.91
Short Term Borrowings	8,052.73	-	-	8,052.73
Trade payables	1,875.30	-	-	1,875.30
Lease Liability	2,755.44	-	-	2,755.44
Other financial liabilities	8,509.50	-	-	8,509.50
<b>Total</b>	<b>34,712.88</b>	-	-	<b>34,712.88</b>

**Notes on Financial Statement for the Year ended 31st March 2021**

₹ In Lakhs

Particular	Fair value			
	Carrying Amount as 31st 2020	at Level 1	Level 2	Level 3
<b>Financial Assets at Amortised cost</b>				
Trade receivables	11,598.07	-	-	11,598.07
Cash and cash equivalents	2,613.91	-	-	-
Other bank balances	570.88	-	-	-
Loans and Advances	394.36	-	-	394.36
<b>Total</b>	<b>15,177.22</b>	-	-	<b>11,992.43</b>
<b>Financial Liabilities at Amortised cost</b>				
Long Term Borrowings	16,211.03	-	-	16,211.03
Short Term Borrowings	11,946.46	-	-	11,946.46
Trade payables	3,306.54	-	-	3,306.54
Lease Liability	2,914.82	-	-	2,914.82
Other financial liabilities	8,631.27	-	-	8,631.27
<b>Total</b>	<b>43,010.12</b>	-	-	<b>43,010.12</b>

During the reporting period ending 31<sup>st</sup> March 2021 and 31<sup>st</sup> March 2020, there were no transfer between Level 1 and Level 2 fair value measurement.

**NOTE 44 to 46: Operating Segments:**
**DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 108 OPERATING SEGMENTS**
**Identifications of Segments :**

The chief operational decision maker monitors the operating results of its Business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the standalone financial statements, Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108.

**Segment revenue and results:**

The expenses and income which are not directly attributable to any business segment are shown as unallocable expenditure & income

**Segment assets and Liabilities:**

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade receivables, Inventory and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities.

	2020-2021 (₹. In Lakhs)			2019-2020 (₹. In Lakhs)		
	External	Inter - Segment	Total	External	Inter - Segment	Total
<b>REVENUE</b>						
Manufacturing	14,633.62	-	14,633.62	12,557.89	-	12,557.89
Trading, Business Support Service, Consultancy and Commission	22,718.17	-	22,718.17	32,941.67	-	32,941.67
Property Development	3,111.77	-	3,111.77	2,285.05	-	2,285.05
Others	8,562.57	-	8,562.57	9,691.26	-	9,691.26

**Notes on Financial Statement for the Year ended 31st March 2021**

Total Revenue	49,026.13	-	49,026.13	57,475.87	-	57,475.87
Less : Inter segment revenue						
Revenue from operations	49,026.13	-	49,026.13	57,475.87	-	57,475.87

	2020-2021 (₹. In Lakhs)			2019-2020 (₹. In Lakhs)		
	External	Inter - Segment	Total	External	Inter - Segment	Total
<b>RESULT</b>						
Segment Result						
Manufacturing	1,255.42	-	1,255.42	32.14	-	32.14
Trading, Business Support Service, Consultancy and Commission	(4,275.27)	-	(4,275.27)	(2,209.93)	-	(2,209.93)
Property Development	50.31	-	50.31	114.10	-	114.10
Others	5,390.86	-	5,390.86	7,390.12	-	7,390.12
<b>Total Result</b>	<b>2,421.32</b>	<b>-</b>	<b>2,421.32</b>	<b>5,326.43</b>	<b>-</b>	<b>5,326.43</b>
<b>Unallocable items :</b>						
<b>Less : Finance Cost</b>	3,484.83	-	3,484.83	3,158.46	-	3,158.46
<b>Add : Other Income</b>	2,333.13	-	2,333.13	1,855.42	-	1,855.42
<b>Profit before Tax</b>	1,269.62	-	1,269.62	4,023.39	-	4,023.39
<b>Un-allocated Expenditure</b>						
<b>Net of un-allocated Income</b>	2,333.13	-	2,333.13	1,855.42	-	1,855.42
<b>Finance Cost</b>	3,484.83	-	3,484.83	3,158.46	-	3,158.46
<b>Interest Income</b>	400.13	-	400.13	305.20	-	305.20
<b>Profit before Taxation</b>	1,269.62	-	1,269.62	4,023.39	-	4,023.39
<b>Provision for Taxation</b>	(51.17)	-	(51.17)	605.76	-	605.76
<b>Net Profit</b>	1,320.79	-	1,320.79	3,417.63	-	3,417.63
<b>Other comprehensive income</b>	12.22	-	12.22	(10.67)	-	(10.67)
	<b>1,333.01</b>	<b>-</b>	<b>1,333.01</b>	<b>3,406.96</b>	<b>-</b>	<b>3,406.96</b>

**Notes on Financial Statement for the Year ended 31st March 2021**

₹ In Lakhs

Other information	Segment Assets		Segment Liabilities	
	2020-21	2019-2020	2020-21	2019-20
Manufacturing	16,311.23	14,657.53	8,002.91	8,103.45
Trading, Business Support Service, Consultancy and Commission	14,206.77	24,424.17	7,141.75	13,274.95
Property Development	10,857.37	11,558.68	1,573.62	1,151.44
Others	29,926.15	27,731.92	29,879.09	32,474.32
	<b>71,301.52</b>	<b>78,372.30</b>	<b>46,597.37</b>	<b>55,001.16</b>

Non Cash Expenses other than depreciation

**Geographical Segment**

	Capital Expenditure		Depreciation	
	2020-21	2019-20	2020-21	2019-20
Manufacturing	412.67	3,941.46	496.91	407.88
Trading, Business Support Service, Consultancy and Commission	60.00	1,284.50	964.09	660.79
Capital Work-in-Progress	450.50	869.60	-	-
Others	488.49	203.70	443.52	429.77
	<b>1,411.66</b>	<b>6,299.26</b>	<b>1,904.52</b>	<b>1,498.44</b>

**Particulars**
**Revenue by geographical market**

	For the year ended 31st March, 2021	For the year ended 31st March, 2020
India	30,806.52	40,216.62
Outside India	18,219.61	17,259.24
	<b>49,026.13</b>	<b>57,475.86</b>

**Segment Assets**

India	71,301.52	78,372.30
Outside India	-	-

**Capital Expenditure**

India	1,411.66	6,299.26
Outside India	-	-

- a) The management has identified following main business segments:  
Manufacturing - comprising of manufacturing glass bottles, Trading, Business Support Service, Consultancy, Commission and Property development.
- b) Segment Revenue in each of the above domestic business segments primarily include Sales & service, commission income in respect segments.  
Segment Revenue comprises of:  
- Sales, Commission, Property Development, Property Rent and other Operating Income  
- Other income excluding income from investments
- 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 Business support services, consultancy and commission.
- d) Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

**Note 47 : Note on Covid :**

The spread of Covid 19 has affected the business operations during the current year. The Company has taken various measures in consonance with Central and State Government advisories to contain the pandemic.

The Company has carried out a comprehensive assessment of possible impact on its business operations, financial assets, contractual obligations and its overall liquidity position, based on the internal and external sources of information and application of reasonable estimates. The Company does not foresee any significant incremental risk to the recoverability of its assets or in meeting its financial obligations over the foreseeable future.

Since the situation is continuously evolving, the impact assessed in future may be different from the estimates made as at the date of approval of these financial statements. Management will continue to monitor any material changes arising due to the impact of this pandemic on financial and operational performance of the Company and take necessary measures to address the situation.

**Note 48 :**

During the year, directors of the Company have voluntarily waived of Unsecured Loans given to company for Rs. 1400 Lacs to reduce the borrowings and improve the liquidity of the company on account of disruption caused by Covid-19. The same is presented under the head of Miscellaneous Income of Other Income.

**Note 49 :**

Current tax under Tax Expenses in Statement of Profit and Loss comprise of taxes paid during the year under the Vivad se Vishwas (VSV) to end the tax disputes for the AY. 2010-11 and AY. 2012-13.

**Note 50 :**

During the year, the Company has written down certain inventories (Foods Division) to net realisable value on account of measurement at the lower of cost and net realisable value amounting by ₹. 771.54 Lakhs (March 31, 2020: ₹. Nil) and recognised as an expense under the head 'change in inventories of Finished Goods and Stock-in-Trade'.

**Summary of Significant Accounting Policies**

**Notes to Financial Statements**

The notes are an integral part of the Financial Statements.

As per our report of even date	S. C. MALHOTRA (DIN : 00026704)	Chairman
	RANJIT MALHOTRA (DIN : 00026933)	Vice Chairman & Managing Director
for A. T. JAIN & CO.	DILEEP MALHOTRA (DIN : 00027168)	Joint Managing Director
Chartered Accountants	KABIR MALHOTRA (DIN : 07019714)	Executive Director
FRN 103886W		
S. T. JAIN	RAJBIR SINGH (DIN : 00826402)	} Directors
Partner	C. P. SHAH (DIN : 00450394)	
Membership No.33809	SUBODH CHANDRA (DIN : 02076844)	
	GEETANJALI NAIDU (DIN : 08713727)	
	S. C. NANDA	Director Finance & Company Secretary
Place : Mumbai		
Date : June 23, 2021	Mumbai, June 23, 2021	