



<b>Board of Directors</b>	Mr. M. P. Purushothaman Ms. Nisha Purushothaman Mr. Shaji Purushothaman Mr. M. P. Mehrotra Mr. T. S. Raghavan Mr. M. K. Mohan Ms. Sheena Purushothaman Mr. Sheeju Purushothaman	Chairman Joint Managing Director Director Independent Director Independent Director Independent Director Director (w.e.f. 23.5.2015) Director (w.e.f. 23.5.2015)
<b>Chief Financial Officer</b>	Mr.V.Srinivasan	
<b>Company Secretary &amp; Compliance Officer</b>	Mr.K.Murali	
<b>Audit Committee</b>	Mr.T.S.Raghavan Mr.M.P.Mehrotra Ms.Nisha Purushothaman	
<b>Stakeholders Relationship Committee</b>	Mr.M.K.Mohan T.S.Raghavan Ms.Nisha Purushothaman	
<b>Nomination and Remuneration Committee</b>	Mr.M.K.Mohan Mr.T.S.Raghavan Ms.Nisha Purushothaman	
<b>Corporate social Responsibility Committee</b>	Mr.T.S.Raghavan Mr.M.P.Mehrotra Ms.Nisha Purushothaman	
<b>Statutory Auditors</b>	M/s.Venkatesh & Co., Chartered Accountants 'Sri Ranga, New No.151, Mambalam High Road, T.Nagar, Chennai – 600 017.	
<b>Bankers</b>	Andhra Bank Union Bank of India	
<b>Registered Office</b>	Empee Tower, No. 59, Harris Road, Pudupet, Chennai – 600 002. Phone : 044 – 2853 1111	
<b>Registrars and Share Transfer Agents:</b>	M/s.Cameo Corporate Services Ltd No.1, Subramaniam Building, Club House Road, Chennai – 600 002 Phone : 044-28460390, email : investor@cameoindia.com	
<b>Stock Exchanges where the share are Listed:</b>	1. National Stock Exchange of India Ltd, Mumbai. 2. Bombay Stock Exchange Ltd, Mumbai.	



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<b>Factories</b>	<b>IMFL:</b>	<b>1. Tamilnadu Unit :</b>	<b>2. Kerala Unit :</b>	<b>3. Karnataka Unit :</b>
		Mevalooruppam Village, Sriperumpudur Taluk, Kancheepuram District, Tamil Nadu.	NIDA, Menonpara Road, Kanjikode Post Palakkad District, Kerala.	Arabikothanur Village, Kolar District, Karnataka.
		<b>4. Power Plant :</b> Kottadivayal Village, Aranthangi Taluk, Pudukottai District, Tamil Nadu.	<b>5. Grain Based Alcohol Plant:</b> Choutkur Village, Pulkal Mandal, Medak District, Andhra Pradesh.	

### **Important Communication to Members**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses in respect of their holdings in demat form through their concerned Depository Participants. Members who hold shares in physical form are requested to fill in and forward the e-mail address Registration Form given in this Annual Report to M/s.Cameo Corporate Services Ltd, No.1, Subramaniam Building, Club House Road, Chennai – 600 002 (or) email: investor@cameoindia.com.



## NOTICE TO SHAREHOLDERS

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting of Empee Distilleries Limited (CIN:L15511TN1983PLC010313) will be held on Thursday, the 25<sup>th</sup> June, 2015 at 11.00 a.m. at Sri P.Obul Reddy Hall, Vani Mahal, T.Nagar, Chennai - 600 017, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the period ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the period ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Mr. Shaji Purushothaman who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139,141 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. Venkatesh & Co, Chartered Accountants, (Firm Registration No. 004636S) be and are hereby appointed as Auditors of the Company for 5 years from financial year 2014-15 to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 34<sup>th</sup> AGM of the Company, subject to ratification of their appointment at every Annual General Meeting, at such remuneration plus service tax as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### SPECIAL BUSINESS:

#### 4. Ratification of Remuneration payable to Cost Auditor

To consider and, if thought fit, to pass with or without modification(s), 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 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 to Mr. G. Sundaresan, Cost Accountant (Reg. No. 11733) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial period 2013-15 (18 months), amounting to Rs.30,000/- (Rupees Thirty thousand only) as also the payment of service tax as applicable and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

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

#### 5. Appointment of Mr. M.K.Mohan as an Independent Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:



**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr.M.K.Mohan, (DIN 01260838) a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria to be an Independent Director as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Mr. M.K.Mohan as a candidate for the office of director along with the deposit of one lakh rupees which shall be refunded *if he gets elected as a director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution*, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of 5 years with effect from 26<sup>th</sup> May, 2014.”

#### **6. Appointment of Mr.T.S.Raghavan as an Independent Director.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr.T.S.Raghavan, (DIN 00446651) a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria to be an independent Directorship as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Mr. T.S.Raghavan as a candidate for the office of director along with the deposit of one lakh rupees which shall be refunded *if he gets elected as a director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution*, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of 5 years with effect from 26<sup>th</sup>May, 2014.”

#### **7. Appointment of Mr. M.P.Mehrotra as an Independent Director.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, as amended from time to time, Mr.M.P.Mehrotra, (DIN 00016768) a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria to be an independent Directorship as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Mr. M.P.Mehrotra as a candidate for the office of director along with the deposit of one lakh rupees which shall be refunded *if he gets elected as a director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution*, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of 5 years with effect from 26<sup>th</sup>May, 2014.”

#### **8. Approval for Related Parties transaction.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:



**“RESOLVED THAT** pursuant to the provisions of Section 188 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, and all other applicable provisions if any of the Companies Act, 2013, consent of the members of the Company, be and is hereby accorded to enter into transactions for the financial year 2015-16 as per details given below.

Particulars	Amount (Rs. in lakhs)
Business & Auxiliary Services – M/s.Empee Holdings Ltd	356.71
Rent payable for Head Office – M/s.Aruna Constructions	52.92

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, agreements, applications and documents that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

**“RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transaction from time to time within the overall limits stated above and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transaction.”

**9. Appointment of Ms.Sheena Purushothaman as Ordinary Director.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** Ms. Sheena Purushothaman, (DIN: 00044914), who was appointed as an Additional Director of the Company with effect from 23<sup>rd</sup> May, 2015 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and who holds office as such up to the date of this Annual General Meeting and who has submitted a declaration that she is eligible for appointment and in respect of whom the Company has received a notice in writing and deposit of Rs.1 lac under Section 160 of the Act, from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**10. Appointment of Mr.Sheeju Purushothaman as Ordinary Director.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** Mr. SheejuPurushothaman, (DIN:00044934), who was appointed as an Additional Director of the Company with effect from 23<sup>rd</sup> May, 2015 by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and who holds office as such up to the date of this Annual General Meeting and who has submitted a declaration that he is eligible for appointment and in respect of whom the Company has received a notice in writing and deposit of Rs.1 lac under Section 160 of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**By Order of the Board  
For Empee Distilleries Limited**

**M.P.Purushothaman  
Chairman**

**Place : Chennai  
Date : 23.05.2015**

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULY COMPLETED AND STAMPED MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of members and share transfer books of the company will be closed from 20.06.2015 to 25.06.2015 (Both days inclusive).
5. Members/proxies should bring the attendance slip duly filed along with copy of Annual report for attending the meeting.
6. Members are requested to intimate changes if any, in their address to the Registrar and share transfer Agents, M/s. Cameo Corporate Services Limited, "Subramanian Building", V Floor, 1, Club House Road, Chennai - 600 002.
7. The Company's equity shares are listed on The National Stock Exchange of India Ltd.(NSE) and BSE Limited(BSE) and the Company have paid listing fees upto date.
8. The relevant details as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange, of Directors seeking appointment/re-appointment are provided in the annexure..
9. The Company has transferred the unclaimed IPO amount of Rs.29,400/- to IEPF during the year. The unclaimed dividend amount of Rs.2,00,151/- pertaining to interim dividend declared for the Financial Year 2007-08 needs to be transferred to Investor Education and Protection Fund (IEPF) on 30<sup>th</sup>May, 2015.
10. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended till date and Clause 35B of the Listing Agreement, Company is providing facility for voting by electronic means (remote e-voting) and the business may be transacted through such voting. Further, the facility for voting through ballot or polling paper shall also be made available at the venue of meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Board of Directors has appointed Mr. N. Ramanathan, Partner, M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai, as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities enabling the members to cast their vote in a secured manner. The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
11. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. The procedure and instructions for remote e-voting is furnished in this notice.
13. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the ballot/ poll/ e-voting will be announced by the Company on its website – [www.empeegroup.com](http://www.empeegroup.com) within three days of the Annual General Meeting.



**The instructions for shareholders voting electronically (remote e-voting) are as under:**

- (i) The remote voting period begins on Saturday, 20.06.2015 at 10.00 A.M. and ends on Wednesday, 24.06.2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which has been fixed as 19.06.2015, may cast their vote electronically.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. (Sequence number has been provided as Serial Number (SL NO.) in the Address Label)</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Divident Bank Details	<p>Enter the Divident Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Divident Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Divident Bank details field as mentioned in instruction (v).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### General Instructions:

- (i) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the Cut Off date i.e 19.06.2015 may obtain the login ID and password by sending a request in writing at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL 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” option available on [www.evotingindia.com](http://www.evotingindia.com).
- (ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/voting at the AGM through ballot paper.
- (iii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” / “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (iv) The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (v) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 19.06.2015.
- (vi) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.empeegroup.co.in](http://www.empeegroup.co.in) and on the website of the CDSL within two days of the passing of the resolutions at the Annual General Meeting of the Company, and communicated to National Stock Exchange of India Limited and BSE Ltd.





**Annexure to the Notice  
Explanatory Statement under Section 102 of the Companies Act, 2013**

**Item No.3**

M/s.D.Sampathkumar &Co., (Regn. No.003556S) Chartered Accountant, Chennai has since resigned as Statutory Auditors of the Company during the current financial year, M/s.Venkatesh & Co., (Registration No.004636S) Chartered Accountants, Chennai were appointed as the Statutory Auditors of the Company for financial period 1<sup>st</sup> October, 2013 to 31<sup>st</sup> March, 2015 (18 months) through Postal ballot of the Company held on 6<sup>th</sup> July 2014. Accordingly, the audit of the Company for financial period 1<sup>st</sup> October, 2013 to 31<sup>st</sup> March, 2015(18 months) was conducted by them.

In view of the above, M/s.Venkatesh & Co., being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 9<sup>th</sup> August 2014, proposed the appointment of M/s.Venkatesh & Co., as the statutory auditors of the Company for a period of five years to hold office from the conclusion of this AGM till the conclusion of the 34<sup>th</sup> AGM of the Company (subject to ratification of their appointment at every AGM).

None of the Directors and Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.3 of the accompanying Notice.

The Board of Directors recommends the Resolution at Item No. 3 as set out in the Notice for the approval of the Members.

**Item No.4**

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of Mr.G.Sundaresan., Cost Accountant, to conduct the audit of the cost records of the Company for the financial period ended 31.3.2015 (18 months). In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor during the financial period 2013- 15 (18 months) as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board of Directors recommends the Ordinary Resolution for approval by the Members.

**Item No. 5, 6& 7**

The Independent Directors as mentioned in the respective resolutions 5, 6& 7 of the Notice were appointed in compliance of the Listing Agreement, whose period of office were liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Section 149(10) of the Companies Act, 2013 provides that an independent director shall hold office for a term of up to five consecutive years from the date of appointment. Further, section 149(13) of the Companies Act, 2013 states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of independent directors.

Hence, the Company proposes to comply with the provisions of the Companies Act, 2013 and the Notification issued by MCA.



The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 along with a deposit of Rs. 1,00,000/- each, from members proposing their candidature for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Board considers that their continued association with the Company would be of immense benefit to the Company. Further, the Company has received from them the required consent letter and also intimations and disclosures required under Section 164 and 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and also a declaration to the effect that they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, all Directors mentioned in the respective resolution(s) fulfill the conditions specified in the Act for appointment as Independent Directors of the Company. Details in respect of each of the Directors, who are proposed to be appointed as Independent Directors, are furnished in the Report on Corporate Governance forming part of the Annual report.

In view thereof, your Board has recommended them to be appointed as Independent Directors.

Concerned Directors are interested in their respective resolutions being related to their own appointments. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or otherwise in the respective Resolutions as set out. None of the said Directors are related inter se to each other.

#### Item No.8

The Company proposes to enter into transactions with the related parties in the financial year 2015-16 as mentioned in the resolution which requires the approval of the shareholders by means of special resolution. The details regarding the transaction as required under the Act are given below:

Name of the related parties	1. M/s.Empee Holdings Ltd 2. M/s. Aruna Constructions
Name of the Director or Key Managerial Personnel who is related, if any	Ms. Nisha Purushothaman M.P.Purushothaman Mr. Shaji Purushothaman
Nature of Relationship	Director/ Partner
Nature, Material Terms, Monetary Value and Particulars of the Contract or arrangement	Business &Auxiliary services : Rs.356.71 lakhs Office Rent : Rs.52.92 lakhs
Duration of Contract Or arrangement	1. Business auxiliary services yearly basis on actual as per agreement. 2. Rent for Head Office as per agreement.

The Directors/KMPs of the respective companies as mentioned above are concerned / interested in the resolution being Directors/KMPs and/or shareholders to the extent of their shareholding in the company.

The Directors recommend the resolution as set out in the Notice for the approval by the members as a Special Resolution.

#### Item No.9

Ms. Sheena Purushothaman, aged about 40 years was appointed as an Additional Director of the Company in the Board meeting held on 23<sup>rd</sup> May 2015. Her term of office will conclude on the date of the ensuing Annual General Meeting. The Company has received a Notice in writing along with a deposit of Rs. 1 lac, under Section 160 of the Act, from a Member of the Company, who has nominated her as a Director on the Board of the Company, proposing her candidature for the said office, liable to retire by rotation.