

## EMPEE DISTILLERIES LIMITED

Annual Report 2017 - 2018



<b>Board of Directors</b>	Mr. M. P. Purushothaman	Chairman (Non-Executive)
	Ms. Nisha Purushothaman (upto March 15, 2018)	Joint Managing Director
	Mr. Shaji Purushothaman (from March 15, 2018)	Managing Director
	Mr. R.Rangachari	Independent Director
	Mr. Suresh Raj Madhok	Independent Director
<b>Chief Financial Officer</b>	Mr.N.Chandrasekaran	
<b>Company Secretary &amp; Compliance Officer</b>	Mr. R. Venkatesh	
<b>Audit Committee</b>	Mr. R.Rangachari	
	Mr. Shaji Purushothaman	
	Mr. Suresh Raj Madhok	
<b>Stakeholders Relationship Committee</b>	Mr. R.Rangachari	
	Mr. Shaji Purushothaman	
	Mr. Suresh Raj Madhok	
<b>Nomination and Remuneration Committee</b>	Mr. Suresh Raj Madhok	
	Mr. M.P. Purushothaman	
	Mr. R.Rangachari	
<b>Corporate Social Responsibility Committee</b>	Mr. Suresh Raj Madhok	
	Mr. Shaji Purushothaman	
	Mr. R.Rangachari	
<b>Statutory Auditors</b>	Venkatesh & Co, Chartered Accountants Sri Ranga, 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>	Cameo Corporate Services Ltd., No.1, Subramaniam Building, Club House Road, Chennai – 600 002 Phone : 044-28460390; Email : <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a>
<b>Stock Exchanges where the share are Listed :</b>	1. National Stock Exchange of India Ltd, Mumbai. 2. Bombay Stock Exchange Limited, Mumbai.
<b>Corporate Identity Number</b>	L15511TN1983PLC010313
<b>Debenture Trustee</b>	IBDI Trusteeship Services Ltd., Mumbai
<b>Cost Auditors</b>	M/s. G. Sugumar & Co., Cost Accountants, Chennai.
<b>Website</b>	<a href="http://www.empeegroup.co.in">www.empeegroup.co.in</a>

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<b>Factories: <u>IMFL</u> :</b>	<b>1. Tamilnadu Unit :</b> Mevalooruppam Village, Sriperumpudur Taluk, Kancheepuram District, Tamil Nadu.	<b>2. Kerala Unit :</b> NIDA, Menonpara Road, Kanjikode Post, Palakkad District, Kerala.	<b>3. Karnataka Unit :</b> 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, Sangareddy Taluk, Medak District, Telangana.	

### **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) at email: [investor@cameoindia.com](mailto:investor@cameoindia.com).



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**FINANCIALS AT A GLANCE**

Rs. in Crores

Particulars	2017-18	2016-17	2015-16	2013-15	2012-13
Sales	512.71	501.60	610.88	1256.44	997.89
Profit before Tax	(44.88)	(33.79)	3.37	(72.54)	39.39
Profit after Tax	(76.69)	(25.35)	1.72	(46.12)	22.80
Fixed Assets	307.80	166.59	178.57	239.72	104.13
Current Assets	185.27	180.71	172.56	189.92	138.57
Shareholders Funds	238.88	286.68	304.70	404.48	286.26
Current Liabilities	148.76	240.35	253.58	197.04	189.95
Basic Earnings Per Share	(0.00038)	(13.33)	0.91	(1.45)	5.83
Dividend per Share	—	—	—	—	Rs 1/-

\*Figures have been reclassified/regrouped wherever necessary.



## NOTICE TO SHARE HOLDERS

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of Empee Distilleries Limited (CIN:L15511TN1983PLC010313) will be held on Thursday, the 27<sup>th</sup> September 2018 at 3.30 p.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 :
  - (a) Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2018, and the reports of the Board of Directors and Auditors thereon.
  - (b) Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2018 and the report of the Auditors thereon.
2. To appoint a Director in place of Mr.M P Purushothaman (DIN00088631) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS :

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 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, and any other applicable regulations and as approved and recommended by the Nomination and Remuneration Committee of the Board, Mr. Shaji Purushothaman (DIN: 00044893), who was appointed as an Additional Director by the Board of Directors pursuant to provisions of Section 161 of the Companies Act, 2013 w.e.f. March 15, 2018 be and is hereby appointed as Director of the Company.

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and other rules as may be applicable (including any statutory modification or re-enactment thereof, for the time being in force) and pursuant to the Articles of Association of the Company and subject to approval of the Central Government and other approvals, if so required, the consent of members of the company be and is hereby accorded for the appointment of Mr. Shaji Purushothaman (DIN: 00044893) as Managing Director of the Company for a period of three years commencing from March 15, 2018 till March 14, 2021 on the terms and conditions as specified in the Explanatory Statement.

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

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



**“RESOLVED THAT** pursuant to provisions of Section 148, and other applicable provisions of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules 2014 and The Companies (Audit and Auditors) Rules 2014, approval of the company be and is hereby given, by way of ratification, for the appointment of M/s G. Sugumar & Co., Cost Accountants, Chennai as Cost Auditor, as recommended by the Audit Committee, to conduct Cost Audit of the cost records of the company, for the purpose of submission of Cost Audit Report, for the Financial Years 2015-16, 2016-17 and 2017-18 in the place of Mr. N. Thiagarjan, Cost Accountant, who has since submitted his resignation.

**RESOLVED FURTHER THAT**, as determined by the Audit Committee, remuneration payable to M/s G. Sugumar & Co., Cost Accountants, Chennai, at Rs.50,000/- (Rupees fifty thousand only), plus out of pocket expenses and applicable GST, for conducting cost audit of the cost records of the company for the purpose of submission of Cost Audit Report, for each of the Financial Years 2015-16, 2016-17 and 2017-18, be and is hereby ratified.

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

**RESOLVED THAT** pursuant to provisions of Section 148, and other applicable provisions of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules 2014 and The Companies (Audit and Auditors) Rules 2014, approval of the company be and is hereby given for the appointment of M/s G. Sugumar & Co., Cost Accountants, Chennai to conduct Cost Audit of the cost records of the company for the purpose of submission of Cost Audit Report, for the Financial Year 2018-19.

**RESOLVED FURTHER THAT** as recommended by the Audit Committee of the Board, M/s. G. Sugumar & Co, Cost Accountants be paid a remuneration of Rs.50,000/- (Rupees fifty thousand only), plus out of pocket expenses and applicable GST, for conducting cost audit of the cost records of the company for the purpose of submission of Cost Audit Report, for the Financial Year 2018-19.

7. 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, and Regulation 23 of the SEBI (LODR) Regulations, 2015 and any other applicable regulations, consent of the members of the Company, be and is hereby accorded to enter into transactions for the financial year 2018-19 as per details given below.

Particulars	Amount (Rs. in lakhs)
Business & Auxiliary Services – M/s.Empee Holdings Ltd	197.56
Rent payable for Head Office – M/s.Aruna Constructions	62.16

**“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, 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.”

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

**“RESOLVED THAT** pursuant to provisions of Section 180, 185, 186, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Acceptance of Deposit) Rules 2014 and other applicable Rules under the Companies Act, 2013, SEBI (LODR) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force and subject to approval of the Central Government, other statutory authorities and stakeholders, if so required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board for the conversion of existing Share Application Money of Rs.140.36 Crores (Rs One Hundred Forty Crores and Thirty Six Lakhs Only) in Empee Sugars & Chemicals Limited, a listed subsidiary of the company, into Unsecured Loan.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution , the Board be and is hereby authorized to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, and the Board is also hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise, to give effect to the foregoing resolution.

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

**Place : Chennai  
Date : 13.08.2018**

**M.P. Purushothaman  
Chairman**



**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 OF THE COMPANY. 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 **21.9.2018 to 27.9.2018** (Both days inclusive).
5. Members/proxies should bring the attendance slip duly filed along with copy of Annual report for attending the meeting.
6. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Members who hold shares in dematerialized form are requested to quote Depository Account number (client ID No.) for recording of attendance at the AGM.
8. 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.
9. 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 up to date.
10. The Register of Directors and KMPs and their shareholding maintained under Section 170 of the Companies Act will be available for inspection by the Members at the AGM.
11. The relevant details as required by Clause 36, of the SEBI's (LODR), 2015 entered into with the Stock Exchange, of Directors seeking appointment/re-appointment are provided in the annexure..
12. The unclaimed dividend amount of Rs.4,11,240/- pertaining to final dividend declared for the Financial Year 2009-10 has been transferred to Investor Education and Protection Fund (IEPF) on 16.10.2017.
13. 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 the SEBI's (LODR), 2015, 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 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** during the voting period.





14. 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.
15. The procedure and instructions for remote e-voting is furnished in this notice.
16. 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.co.in](http://www.empeegroup.co.in) within 48 hours of the Annual General Meeting.
17. Members who have not registered their e-mail ID are requested to update the same with the Company, if held in physical form or to the Depository if held in Demat mode.
18. All documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal working hours on all working days upto the date of AGM.
19. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of businesses to be transacted under item Nos. 3 to 8 of the Notice, is attached herewith.
20. The Route map for the venue of the AGM is annexed.

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

- (i) The remote e-voting period begins on 24.9.2018 and ends on 26.9.2018. 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 20.9.2018, may cast their vote electronically. The e-voting module will be disabled by CDSL thereafter
- (ii) The shareholders should log on to the e-voting website **[www.evotingindia.com](http://www.evotingindia.com)**.
- (iii) Click on Shareholders / Members
- (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>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <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>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
  - After receiving the login details 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** and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**.