



ANNUAL REPORT 2003-2004

EMPIRE INDUSTRIES LIMITED

DIRECTORS :

S.C. MALHOTRA	<i>Chairman</i>
RANJIT MALHOTRA	<i>Vice-Chairman</i>
DILEEP MALHOTRA	<i>Jt. Managing Director</i>
N.V. KHOTE	} <i>Directors</i>
R.A. MASKATI	
J.N. GUZDER	
F.A.A. JASDANWALLA	

REGISTERED OFFICE :

414, Senapati Bapat Marg,
Mumbai 400 013
Tel : 5655 5453
Fax : 2493 9143 / 2493 7203
E-mail : empire_secretarial@rediffmail.com

PLANT :

Vitrum Glass

L.B. Shastri Marg
Vikhroli, Mumbai 400 083

DIRECTOR FINANCE & COMPANY SECRETARY :

S.K. GULATI

AUDITORS :

R.A. PATEL & CO.

ADVOCATES & SOLICITORS :

DSK LEGAL

BANKERS :

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

CONTENTS

	Page No.
Notice	3
Directors' Report	6
Corporate Governance	8
Annexure to Directors' Report	12
Auditor's Report	14
Balance Sheet	16
Profit & Loss Account	17
Schedules	18
Cash Flow Statement	31
Balance Sheet Abstract	33
Statement pursuant to Section 212 of the Companies Act	34
Annual Report of Empire Securities & Capital Limited	36
Consolidated Financial Statement	51

EMPIRE INDUSTRIES LIMITED

ANNUAL REPORT 2003-2004

NOTICE

The ONE HUNDRED AND THIRD ANNUAL GENERAL MEETING of the Members of EMPIRE INDUSTRIES LIMITED will be held on Tuesday, September 21, 2004 at 3:00 P.M. at Shri Bhaidas Maganlal Sabhagriha Hall, U-1, Juhu Development Scheme, Vile Parle (West), Mumbai - 400 056 to transact the following business:

AGENDA

1. To adopt the Directors' Report and the Audited Balance Sheet as at March 31, 2004, and the Profit & Loss Account for the year ended on that date.
2. To declare a Dividend for the year ended March 31, 2004.
3. To appoint a Director in place of MR. J.N. GUZDER, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of MR. R.A. MASKATI, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration, and to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Messrs R.A. Patel & Co., Chartered Accountants, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Meeting up to the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors plus applicable Taxes plus reimbursement of Traveling and actual out-of-pocket expenses."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to provisions of Section 198, 309, 310 and 311 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII (as amended from time to time) to the said Act, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Dileep Malhotra as Joint Managing Director of the Company for a period of five years with effect from 1st October, 2004 on the following remuneration and terms and conditions set out in the draft agreement submitted to this Meeting and for identification initialed by Mr. R. A. Maskati a Director of the Company."

(A) **Salary:** Rs.1,00,000/- per month in the scale of Rs.1,00,000/- - Rs.1,50,000/-. The Annual increments, which will be effective 1st April each year will be decided by the Board of Directors.

(B) **Perquisites:** The Joint Managing Director shall be entitled to the perquisites as classified into three categories "A", "B" and "C" as follows:

Category "A":(i) **Residential Accommodation:**

Fully furnished residential accommodation, if no accommodation is provided by the Company a suitable House Rent Allowance for a fully furnished residential accommodation or what the Board of Directors may determine will be paid to him.

(ii) The expenditure incurred by the Company on providing gas, electricity and water at the residential accommodation shall be valued as per the Income Tax Rules, 1962. This will, however, be subject to a ceiling of 10% of the salary of Mr. Dileep Malhotra.

(iii) **Medical Reimbursement:** Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.

(iv) **Leave Travel Concession:** For self and family once in a year incurred in accordance with the rules specified by the Company.

(v) **Club Fees:** Fees of clubs subject to maximum of two clubs. This will not include admission and life membership fees.

(vi) **Personal Accident Insurance:** Premium not to exceed Rs.4,000/- p.a.

Explanation: For the purpose of Category "A" Family means the spouse, the dependent children and dependent parents.

Category "B":

(i) Contribution to Provident Fund as per rules of the Company. This will not be included in the computation of ceiling on perquisites to the extent this either singly or put together are not taxable under the Income Tax Act.

(ii) Gratuity payable shall not exceed half month's salary for each completed year of service. This will not be included in the computation of the ceiling on perquisites.

**Category "C":**

Provision of car with driver for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to Mr.Dileep Malhotra.

- (C) Commission: 1% of the net profits of the Company for each financial year or part thereof as laid down under Section 309(5) of the Companies Act, 1956.
- (D) Leave: Leave on full pay and allowance as per rules of the Company. Leave accumulated and not availed of may be encashed as per rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
- (E) The Joint Managing Director will not be paid any sitting fees for attending the meeting of the Board of Directors or any Committee thereof.
- (F) The Joint Managing Director shall be entitled to the reimbursement of all expenses including traveling and entertainment expenses actually and properly incurred by him in the course of business of the Company.
- (G) In case the Joint Managing Director suffers permanent total disablement due to sickness or accident or shall die during the course of his employment hereunder, the Company shall pay full salary for the then current calendar month and for six calendar months thereafter, to him or his heirs as the case may be.
- (H) In case of premature death during the currency of this agreement, his nominee as disclosed by him, will be paid 50% of the Salary for the balance period of the full term of this agreement.
- (I) Subject to the provisions of Section 201 of the Companies Act, 1956 the Company agrees to indemnify the Joint Managing Director for any costs, losses, penalty, fine expenses which he may incur or become liable to by reasons of any contract entered into or act or thing done by him in any way in the discharge of his duties as a Joint Managing Director.

"RESOLVED FURTHER THAT in the event of loss or absence or inadequacy of profits in any financial year of the Company subject to the provisions of the Companies Act, 1956 the salary and perquisites payable and allowed to Mr.Dileep Malhotra shall be as specified above."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, increase, expand, enhance, enlarge or widen the scope of the remuneration and perquisites, including the monetary value thereof specified in Schedule XIII to the Companies Act, 1956, as amended from time to time."

"RESOLVED LASTLY THAT the Board of Directors be and are hereby authorized to do all such acts, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution."

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

S. K. GULATI

Director Finance &
Company Secretary

Registered Office:

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

Place : Mumbai

Date : July 27, 2004.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The relative Explanatory Statement pursuant to Section 173 of the Companies Act 1956, in respect of Item No.6 as set out above is annexed hereto.
3. The Company has already notified closure of Register of Members and Transfer Books thereof from Monday, the 16th August, 2004 to Wednesday, the 18th August, 2004 (both days inclusive) for determining the names of members eligible for dividend, if approved, on equity shares.
4. The Dividend on Equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after September 21, 2004.

ANNEXURE TO NOTICE

As required by Section 173 of the Companies Act, 1956 the following Explanatory Statement set out all material facts relating to the business mentioned under Item No. 6 of the accompanying Notice dated July 27, 2004.

ITEM NO.6.

Mr. Dileep Malhotra's tenure of appointment as Joint Managing Director of the Company expires on 30th September 2004. The Board of Directors at its Meeting held on 27th July, 2004, have re-appointed Mr. Dileep Malhotra as Joint Managing Director subject to the approval of the Members of the Company, for a period of five years with effect from 1st October, 2004, on such remuneration and terms & conditions as set out in the Resolution.

The draft Agreement to be entered into by the Company with Mr. Dileep Malhotra is available for inspection by the Members of the Company between 10.00 A.M. and 1.00 P.M. on all working days up to and including day of the Meeting.

Mr. Dileep Malhotra is interested in the proposed

Resolution as it concerns his own remuneration. Mr. S C Malhotra and Mr. Ranjit Malhotra, Directors of the Company may also be regarded as interested in the Resolution as relatives of Mr. Dileep Malhotra.

The Explanatory Statement and the Resolution may be treated as an abstract under Section 302 of the Companies Act, 1956.

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

S. K. GULATI
Director Finance &
Company Secretary

Registered Office:

414 Senapati Bapat Marg
Mumbai 400 013.

Place : Mumbai

Date : July 27, 2004.



DIRECTORS' REPORT

The Directors hereby present their Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2004.

FINANCIAL RESULTS:

Particulars	Year ended 31.03.2004 Rupees	Year ended 31.03.2003 Rupees
Income:		
Sales & Commission	74,49,91,857	63,25,94,157
Educational Income	2,62,53,268	4,46,86,610
Other Income	8,53,54,542	3,73,33,996
	85,65,99,667	71,46,14,763
Less: Operating Expenses	84,13,02,680	70,47,57,164
Profit Before Tax	1,52,96,987	98,57,599
Less: Provision for Current Taxation	15,00,000	10,00,000
Provision for Deferred Tax	1,03,000	19,68,000
	1,36,93,987	68,89,599
Add: Excess Tax Provision written back	3,52,137	—
Amount available for appropriation	1,40,46,124	68,89,599
Appropriated as under:		
Dividend proposed	59,99,998	—
Tax on Proposed Dividend	7,84,125	—
General Reserve	72,62,001	68,89,599
Total amount appropriated	1,40,46,124	68,89,599

DIVIDEND:

The Directors are pleased to recommend a dividend of 10% (Tax free) amounting to Rs.59,99,998/-. The tax on distributed profits, payable by the Company would amount to Rs.7,84,125/-.

OPERATIONS:

Vitrum Glass:

This Division manufactures world class Amber Glass Bottles for the Pharmaceutical Industry. Over one million bottles are manufactured every day on four fully automatic production lines. During the year under review, the demand for glass bottles was in excess of production. As a result, the division could reduce its finished goods inventory substantially. To meet the demand of local pharmaceutical companies, the Division had to cut down its exports. Vitrum Glass has done well during the year under review and is expected to repeat its performance during the current year.

EMPIRE MACHINE TOOLS – MFTM

(Metal Forming, Testing & Metrology):

MFTM are agents for a very wide range of machines, which are broadly classified under Metal Forming machines, Metrology & Material Testing equipments of foreign make, involving hi-tech sales and service support. The Division achieved moderate profits during the financial year under review, in a market faced with problems of cash flow and delayed shipments. The division has restructured its activities to focus on high revenue yielding machines, especially in the automobile sector with short deliveries. Good results are therefore expected in the current year.

EMPIRE MACHINE TOOLS - MCAT

(Metal Cutting & Allied Technologies):

Due to focus on high value orders, majority of the business has been with Public Sector undertakings and Government factories like Railways and Defence, etc. In the year under review, there has also been an upswing in investments in the Automobile Sector. Additionally, sales have been brisk to Auto Parts Exporters. Due to backlog of the orders to be executed and good enquiries for high value items, the division will do even better in the current year in terms of Order Booking as well as billing revenues. Efforts are also being made to expand business into new products of high value and high revenue within the knowledge area of Machine Tools and allied equipments.

Empire Chemicals:

This Division is hopeful of better performance this year due to acquiring of new supply sources and reactivation of some under-performing sectors. The Division has strengthened its technology infrastructure to improve effectiveness in communication, database management and supplier-customer management. The current year is bringing in several new Principals/Supply sources from East Asia, West Asia, Europe and the US. Business from these new sources is expected to result in greatly improved revenues and profits during the current year.

Empire Instrumentation:

Health Care, Research & Development in the Pharmaceutical and Biotech Industries have been the hallmark of the country's Economic Policy thrust. Looking at the market potential, this Division has made continuous efforts to focus on adding new Products and Principals specifically in high value product line relating to Medical, Scientific and Analytical Equipments. During the period

under review, the Division has successfully entered into these markets and expanded its portfolio by adding Medical and Biotechnology related Equipments. There was considerable improvement in the order booking position of the Division during the period under review. The future looks bright.

Empire Industrial Equipment:

With the potential growth in Ports, Oil & Gas Sectors, this Division has been able to add some important customers like ONGC, IOCL & PORTS in the public sector. Private Sector investments are also looking up. Reliance, Cairn Energy and Nikko are some of the players who should offer new opportunities in the Oil Exploration Sector. Revamping of existing Rigs is also an important activity and the Division expects to reap good benefits from here. Oil Pollution Control on the Port Sector has been identified as an immediate priority. The Division should gain considerably on this front also. The Division has done well in terms of Order Booking during the year under review and is poised to do much better during the current year.

The Empire Institute of Learning:

Due to unfavourable policies imposed by the Government through the All India Council for Technical Education, we conclude that continuation of this business will not be permitted and consequently a decision has been taken to stop new enrollment of students and to teach-out the present students by September, 2006.

CAPITAL EXPENDITURE:

Capital Expenditure incurred during the year amounted to Rs.12.96 Crores as against Rs.18.11 Crores in the previous year. The major Capital Expenditure of Rs.9.94 Crores was incurred on developing the Lower Parel property of the Company for the purposes of offering the same on Leave & License basis to banks/multinational companies, which are outside the scope of the Maharashtra Rent Control Act, 1999. At present, the Company has entered into Leave & License Agreements with ABN AMRO Central Enterprise Services Pvt. Ltd., a wholly owned subsidiary of ABN AMRO Bank, ICICI Bank Ltd., P & O Nedlloyd (India) Pvt. Ltd., Saurer India Pvt. Ltd., Television Eighteen India Limited and ABN AMRO Bank N.V.

DIRECTORS' RESPONSIBILITY STATEMENT:

As stipulated in Section 217(2AA) of the Companies Act, 1956, your Board of Directors confirm as under:

- i) that in preparation of Annual Accounts, the applicable accounting standards have been followed and that there are no material departures except

accounting standard AS-15 in respect of provision of Gratuity & Retirement Benefits which have been accounted on cash basis as noted in Note Nos. 3 & 4 of Schedule N.

- ii) that the Directors have 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 at the end of the financial year and of the profit or loss of the Company for that period;
- iii) that the Directors have 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;
- iv) that the Directors have prepared the Annual Accounts on a going concern basis.

CORPORATE GOVERNANCE:

A report on Corporate Governance is given in the Annexure forming part of this report.

SUBSIDIARY COMPANY:

The Accounts of Empire Securities & Capital Limited for the year ended March 31, 2004, together with the relevant statements under Section 212 of the Companies Act, 1956 as required are annexed to this Report.

FIXED DEPOSITS:

As on March 31, 2004, 170 depositors had not claimed their matured deposits amounting to Rs.16,81,000/-. Since then 82 depositors have claimed/renewed their deposits amounting to Rs.11,97,500/-. As of date, all deposit claims have been met, except unclaimed deposits amounting to Rs.4,83,500/-. The Company has complied with the provisions of Section 58A of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES:

There is no employee falling within the purview of the provisions of Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975.

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

Information pursuant to Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988, relating to the foregoing matters is given in the Annexure forming part of this report.

**DIRECTORS:**

In accordance with the provisions of the Companies Act, 1956, and the Articles of Association of the Company, Mr. J N Guzder and Mr. Rasheed A Maskati, retire by rotation at this Annual General Meeting and being eligible, offer themselves for reappointment.

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, and other Government Bodies during the year under review.

AUDITORS:

Messrs R.A. Patel & Co., Chartered Accountants, retire at this Annual General Meeting and being eligible, offer themselves, for reappointment.

On Behalf of the Board of Directors

Place : Mumbai

S. C. MALHOTRA

Date : July 27, 2004.

Chairman

ANNEXURE TO DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

As per the provisions of Clause No.49 of the Listing Agreement, the Company has complied with the requirements as per the Report furnished below:

1. Company's philosophy on Corporate Governance:

In our view corporate governance comprises of principles, processes and systems to be followed by the Directors, Management and the employees of the Company towards maximizing value for shareholders, keeping in view the interest of other stakeholders. A good governance process, thus should provide integrity, transparency compliance with laws in letter and spirit in all dealings with Government, customers, suppliers, employees and other stakeholders resulting in creation of superior value on a sustainable basis.

2. Board of Directors:

As at 31st March, 2004 the composition and the category of the Directors is as under:

Category	Name of Directors
Promoter/ Executive Directors	Mr. S C Malhotra, <i>Chairman</i> Mr. Ranjit Malhotra, <i>Vice Chairman</i> Mr. Dileep Malhotra, <i>Joint Managing Director</i>
Independent Directors	Mr. Rasheed A Maskati Mr. J N Guzder Mr. F A A Jasdanwalla Mr. N V Khote

- 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) 30.04.2003; (2) 28.07.2003; (3) 30.10.2003; (4) 29.01.2004

- The maximum time gap between any two meetings was not more than three calendar months. None of the Directors of the Company was a member of more than ten Committees nor was the Chairman of more than five Committees considering all companies in which he was a Director.
- Attendance of each Director at the Board Meetings, last Annual General Meeting and number of other Directorship and Chairmanship/Membership of Committee of each Director in various companies:

Name of the Director	Attendance Particulars		No. of Directorship and Committee Membership/ Chairmanship		
	Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
S.C. Malhotra	4	Present	3	—	—
Ranjit Malhotra	3	Present	6	—	—
Dileep Malhotra	3	Present	6	—	—
R.A. Maskati	3	Leave	5	—	2
J.N. Guzder	4	Present	6	2	1
F.A.A. Jasdanwalla	2	Present	10	3	1
N.V. Khote	3	Leave	3	2	—

3. Audit Committee:

The Company has an Audit Committee at the Board level with the powers and the role that are in

accordance with Clause 49 of the Listing Agreement. The Committee acts as a link between the management, the statutory and internal auditors and the Board of Directors and oversees the financial reporting process. The Audit Committee comprises of three Independent/Non-Executive Directors as per details mentioned hereunder:

Sr. No.	Name of the Member	No. of Meetings Attended
1.	Mr. Rasheed A Maskati	3
2.	Mr. J N Guzder	4
3.	Mr. F A A Jasdanwalla	2

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

4. Remuneration Committee:

The Company has formed a Remuneration Committee comprising of 3 independent Non-Executive Directors, viz., Mr. Rasheed A. Maskati, Chairperson; Mr. J.N. Guzder and Mr. F.A.A. Jasdhanwalla. The Remuneration Committee reviews the remuneration package of Executive Directors and Senior Executives of the Company.

- Details of remuneration to Directors for the year.

The aggregate value of salary and perquisites paid for the financial year 2003-04 to the Executive Directors is as follows:

Mr. S. C. Malhotra	Rs.16,01,586/-
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Mr. Ranjit Malhotra	Rs.15,86,235/-
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Mr. Dileep Malhotra	Rs.12,11,950/-
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The above amounts include Company's contribution to Provident Fund and perquisites.

- The Company paid sitting fees to all Non-Executive Directors at the rate of Rs.2,000/- for attending each meeting of the Board for the financial year 2003-04.

5. Shareholders'/Investors' Grievance Committee:

- The Committee comprises of Mr. J N Guzder (Chairman), Mr. S K Gulati, Director Finance & Company Secretary and Mr. R G Vartikar, General Manager Funding & Legal. The role of the Committee is to look into the grievances of the Shareholders/Investors and to resolve the same. The Company has not received any complaint from Shareholders/Investors during the financial year.
- The Board has designated Mr. S.K. Gulati, Director – Finance & Company Secretary as the Compliance Officer.

6. Annual General Meetings:

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

Year	Location	Date	Time
2000-2001	Shri Bhaidas Maganlal Sabhagriha Hall U-1, Juhu Development Scheme, Vile Parle (West), Mumbai – 400 056.	20.09.2001	3.00 p.m.
2001-2002	Same as above	19.09.2002	11.00 a.m.
2002-2003	Same as above	26.09.2003	3.00 p.m.

- No special resolution was put through Postal Ballot during the last year.

7. Disclosures:

- The Company had no transaction of materially significant nature with its promoter Directors or the management, their subsidiaries or relatives that may have potential conflict with the interest of the Company at large.
- The Company has complied with all requirements of the Listing Agreement with Stock Exchange as well as the Regulations and guidelines prescribed by SEBI, except dematerialisation of the shares. There were no penalties or strictures imposed on the Company by any statutory authorities for non-compliance on any matter related to capital markets, during the last three years.

8. Means of communication

- The Company's quarterly results in the format prescribed by the Stock Exchange are approved and taken on record by the Board within the time frame and sent immediately to The Stock Exchange, Mumbai on which the Company's shares are listed. These results are also published in "Free Press Journal" in English and "Navshakti" in vernacular.

• Management Discussion and Analysis

Overall Review

The Company is engaged in the manufacture of Amber Glass Bottles for the Pharmaceutical Industry. It represents a number of foreign manufacturers of Precision Machine Tools, Measuring Instruments, Electronic Instruments, Instrumentation Systems and Chemicals. The Management has decided to discontinue the activities of Technical Education due to unfavourable Government policies and accordingly enrolment of students is stopped. The performance of all these Divisions is reviewed in the Directors' Report.