





**EMPIRE INDUSTRIES LIMITED**  
**CIN: L17120MH1900PLC000176**

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**BOARD OF DIRECTORS**

S. C. MALHOTRA	<i>Chairman</i>
RANJIT MALHOTRA	<i>Vice-Chairman &amp; Managing Director</i>
DILEEP MALHOTRA	<i>Jt. Managing Director</i>
UMA RANJIT MALHOTRA	<i>Woman Director</i>
RAJBIR SINGH	} <i>Independent Directors</i>
C. P. SHAH	
B. C. GANDHI	
SUBODH CHANDRA	

**AUDIT COMMITTEE:**

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

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

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

**NOMINATION & REMUNERATION COMMITTEE**

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

**CSR COMMITTEE**

UMA RANJIT MALHOTRA	<i>Chairperson</i>
DILEEP MALHOTRA	
RAJBIR SINGH	

**RISK MANAGEMENT COMMITTEE**

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

**DIRECTOR FINANCE & COMPANY SECRETARY**

SUHAS CHANDRA NANDA

**AUDITORS**

D. P. GHEVARIA & CO.

**ADVOCATES & SOLICITORS**

DSK Legal

**REGISTERED OFFICE**

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)

**PLANT**

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

**BANKERS**

Indian Bank  
Allahabad Bank  
Bank of India  
Bank of Baroda  
Central Bank of India

**REGISTRARS & TRANSFER AGENTS**

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

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## NOTICE

The ONE HUNDRED AND SIXTEENTH ANNUAL GENERAL MEETING of the Members of EMPIRE INDUSTRIES LIMITED will be held on Thursday, July 27, 2017 at 3.00 P.M. at the Hall of Culture, Ground Floor, Nehru Centre, Worli, Mumbai – 400 018 to transact the following business:

### AGENDA

#### Ordinary Business:

1. To adopt the Directors' Report and the Audited Balance Sheet as at March 31, 2017, and the Profit & Loss Account for the year ended on that date.
2. To declare a Dividend for the year ended March 31, 2017.
3. To appoint a Director in place of Mr. Ranjit Malhotra, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration by passing the following resolution with or without modification(s) as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 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 thereof, for the time being in force), M/s. A. T. Jain & Co., Chartered Accountants (Firm Registration No.103886W) be and is hereby appointed as the Statutory Auditor of the Company in place of M/s. D. P. Ghevaria & Co., Chartered Accountants, Mumbai (Registration No.: 103176W), the retiring Statutory Auditor, to hold office from the conclusion of the 116th Annual General Meeting until the conclusion of the 121st Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 120th Annual General Meeting, at such remuneration plus service tax / any other tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors or Audit Committee thereof may decide and fix in this behalf."

#### Special Business:

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

"RESOLVED THAT pursuant to the provisions of Sections 188(1), 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or re-enactment thereof for the time being in force, the consent of the Company be and is hereby accorded for the revision of the remuneration payable to Mr. Kabir Malhotra, who has been promoted as General Manager-Business Development of the Company (who holds an office or place of profit under the Companies Act), who is a relative of Mr. Satish Chandra Malhotra, Chairman, Mr. Ranjit Malhotra, Vice-Chairman & Managing Director, Mrs. Uma Malhotra, Director, and Mr. Dileep Malhotra, Joint Managing Director, be and is hereby increased as per the recommendation of the Remuneration and Nomination Committee with effect from August 1, 2017, with upgradation as General Manager – Business Development, with following terms and conditions:

Salary: Consolidated Salary of ₹ 4,50,000/- (Rupees Four Lakh Fifty Thousand only) per month.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and they are hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."

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 2016-17 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 2016-2017 amounting to ₹ 1,00,000/- (Rupees One Lakh only) as also the payment of service tax or any other tax as applicable and re-imbursement 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**

**SUHAS CHANDRA NANDA**  
Director Finance &  
Company Secretary

#### Registered Office:

414, Senapati Bapat Marg,  
Lower Parel,  
Mumbai - 400 013.  
Place : Mumbai  
Date : May 23, 2017.

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% 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 Member. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting i.e. by 3.00 p.m. on Tuesday, July 25, 2017.

2. 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.
3. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other

applicable laws and regulations, that the resolution appended in Item No.5 above for adoption of increase in remuneration of Mr. Kabir Malhotra, a relative of Promoter Directors, is proposed to be passed by the Members through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolution setting out the material fact concerning item and the reason thereof is annexed hereto with the Postal Ballot Form for your consideration. The Board of Directors of the Company has appointed Mrs. Deepa Gupta, Company Secretary in Practice, (Membership No. 20860 & Certificate of Practice No. 8168) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Wednesday, July 26, 2017 (5.00 PM IST) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'The instructions for shareholders voting electronically'. References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting). The Scrutinizer will submit his/her report to the Chairman of the Company after the completion of the scrutiny of the postal ballots, e-voting and physical Ballot voting at the Annual General Meeting. The result of the Postal Ballot shall be announced on Saturday, July 29, 2017 at the Registered Office of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to Stock Exchange where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website [www.empiremumbai.com](http://www.empiremumbai.com).

4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Brief resume of all Directors, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se are provided in the Report on Corporate Governance forming part of the Annual Report.
6. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
8. The Company has already notified closure of Register of Members and Transfer Books thereof from Thursday, the 20th July, 2017 to Thursday, the 27th July, 2017 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

9. If the dividend as recommended by the Board is approved at the AGM, payment of such dividend will be made on or before Wednesday, August 2, 2017:
  - i. to all the Members in respect of shares held in physical form whose names appear on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Thursday, July 20, 2017; and
  - ii. to all Beneficial Owners in respect of shares held in electronic form whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Thursday, July 20, 2017.
10. Any person who becomes a Member of the Company after dispatch of Annual Report and holding shares as on the cut-off date i.e. Thursday, July 20, 2017, shall also follow the same procedure as is mentioned in point 22 of this Notice.
11. A person who is not a Member as on the cut-off date i.e. Thursday, July 20, 2017 should treat this Notice for information purpose only.
12. Members holding shares in physical form are requested to furnish bank details, e-mail address, change of address etc. to M/s. Bigshare Services Private Limited, E-2 Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri East, Mumbai 400072, who are the Company's Registrar and Share Transfer Agents so as to reach them latest by Wednesday 20th July, 2017, in order to take note of the same. The bank details may be furnished in the following format:
 

IFSC Code (11 digit)

MICR (9 digit)

Bank A/c. Type

Bank A/c. No.

Name of the Bank

Bank Branch address
13. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents cannot act on any request received directly from the members, holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
14. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
15. Shareholders who have not yet dematerialised their shares and wish to dematerialise the same are requested to apply for dematerialization through their Depository Participants.
16. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, M/s. Bigshare Services Pvt. Ltd., for consolidation into a single folio.

17. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 read with Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividend for the financial year 2008-2009 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	26.08.2017
8.	2010-11	Dividend @ 220%	26.08.2011	25.08.2018
9.	2011-12	Dividend @ 240%	28.08.2012	27.08.2019
10.	2012-13	Dividend @ 240%	26.07.2013	25.07.2020
11.	2013-14	Dividend @ 240%	24.07.2014	23.07.2021
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

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

18. The Securities and Exchange Board of India (SEBI) has made it mandatory the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company /

Registrars and Transfer Agents, M/s. Bigshare Services Private Limited.

19. The Annual Report of the Company, circulated to the Members of the Company, will also be available on the Company's website at [www.empiremumbai.com](http://www.empiremumbai.com).
20. Electronic copy of the Notice of the AGM, Annual Report for financial year 2016-2017 is being sent to all the Members whose e-mail IDs are registered with the Company/ Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same.
21. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / Beneficial Owner as on the cut-off date i.e. Thursday, July 20, 2017.
22. In compliance with the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 and standard 2 of the Secretarial Standards on General Meetings, the Members are informed that the Company is pleased to offer 'Remote e-voting' (e-voting from a place other than venue of the AGM) facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services Limited (CDSL) to facilitate remote e-voting. Remote e-voting is optional and Members shall have the option to vote either through remote e-voting or in person at the AGM. For the aforesaid purpose, the Company has appointed Mrs. Deepa Gupta, Practicing Company Secretary as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the Meeting in a fair and transparent manner. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

**The instructions for shareholders voting electronically are as under:**

- The voting period begins on 24th July, 2017 at 9.00 a.m. and ends on 26th July, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 20, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on Shareholders.
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.

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

For Members holding shares in Demat Form and Physical Form

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.</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>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the 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.

(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](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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed 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.

(xx) 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).

In case of any grievances relating to voting by electronic means, the members / beneficial owners may contact at the following address:

**Mr. Rajesh**

M/s. Bigshare Services Pvt. Ltd.,

E-2 Ansa Industrial Estate, Sakivihar Road,

Saki Naka, Andheri (E), Mumbai 400072.

Tel: +91 40430200 e-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

## ANNEXURE TO NOTICE

As required by Section 102 of the Companies Act, 2013 the following Explanatory statement set out all material facts relating to the business mentioned under Item Nos. 5 & 6 of the accompanying Notice dated May 23, 2017.

### ITEM NO.5

Keeping in view of increase in responsibilities, the Nomination & Remuneration Committee and Board of Directors has proposed to increase the remuneration payable to Mr. Kabir Malhotra as set out in the resolution from 1st August, 2017. The remuneration proposed to be paid to Mr. Kabir Malhotra is commensurate with his experience and is in line with industry standards prevalent in India.

Mr. Kabir Malhotra, aged 30 years, is a graduate, and has been working with the Company for almost 10 years and had the rich experience in the business of the Company.

Since he is son of Mrs. & Mr. Ranjit Malhotra, grandson of Mr. S C Malhotra, Chairman of the Company, and also related to Mr. Dileep Malhotra, Joint Managing Director of the Company and this appointment is covered under Section 188(1) of the Companies Act, 2013, therefore, approval of the shareholders by way of special resolution at their General Meeting is required. The Board recommends this special resolution. The monetary value of this transaction is embodied in the resolution and be construed accordingly.



The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	Mr. Kabir Malhotra
Name/s of the Director or Key Managerial Personnel who is related.	Mr. S. C. Malhotra Mr. Ranjit Malhotra Mrs. Uma Malhotra Mr. Dileep Malhotra
Remuneration	As provided in the resolution
Payment schedule	Not applicable
Nature, material terms and particulars of the arrangement	Mr. Kabir Malhotra has been appointed as General Manager-Business Development of the Company on remuneration and terms and conditions as embodied in the resolution given in Item No.5.
Duration of contract	Mr. Kabir Malhotra has been appointed under a contract of employment pursuant to which he may function according to directions as may be given by the Company from time to time. Contract will continue as long as he remains an employee as per the contract of employment.

Except Mr. S C Malhotra, Mr. Ranjit Malhotra, Mrs. Uma Malhotra and Mr. Dileep Malhotra being his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

#### ITEM NO.6

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

On recommendation of the Audit Committee at its meeting held on May 23, 2017 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 ₹ 1,00,000/- plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2017.

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.

All documents referred to in the accompanying Notice and Statement pursuant Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during working hours on all working days from date of dispatch of the notice, up to the date of last date of voting i.e. Wednesday, 26 July, 2017.

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

- None of the Promoters, Directors, Manager, Key Managerial Personnel of the Company, and/or their relatives, are deemed to be concerned or interested in the proposed Resolutions except to the extent of their shareholding in the Company.
- 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.

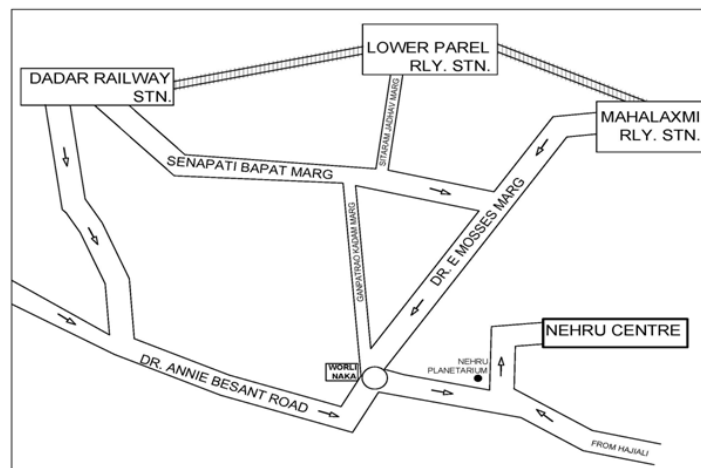
By Order of the Board  
For **EMPIRE INDUSTRIES LIMITED**

**SUHAS CHANDRA NANDA**  
Director Finance &  
Company Secretary

#### Registered Office:

414, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013.  
Place : Mumbai  
Date : May 23, 2017.

#### ROUTE MAP OF AGM VENUE



## 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, 2017.

### 1. FINANCIAL RESULTS:

Particulars	Year ended 31.03.2017 ₹ in Lakh	Year ended 31.03.2016 ₹ in Lakh
<b>Income:</b>		
Revenue from Operations	40158.66	38512.99
Other Income	567.89	496.06
<b>Total Revenue</b>	<b>40726.55</b>	<b>39009.05</b>
<b>Expenditure</b>		
Cost of Materials Consumed	4948.37	4944.08
Purchase of Stock-in-Trade	10446.73	10770.30
Changes in Inventories of Finished goods, Work-in-Progress and Stock-in-Trade	397.42	245.93
Employee Benefit Expenses	7431.20	6688.33
Finance Costs	906.29	966.90
Depreciation and Amortization Expenses	896.09	968.79
Other Expenses	10808.03	9757.88
<b>Total Expenses</b>	<b>35834.13</b>	<b>34342.21</b>
Profit Before Tax	4892.42	4666.84
<b>Tax Expenses</b>		
(1) Current Tax	1432.00	1430.00
(2) Deferred Tax	196.43	171.98
<b>Profit for the year</b>	<b>3263.99</b>	<b>3064.86</b>
<b>Appropriated as under:</b>		
Proposed Dividend	1500.00	1440.00
Tax on Dividend	305.36	293.15
General Reserve	1458.63	1331.71
<b>Total amount appropriated</b>	<b>3263.99</b>	<b>3064.86</b>
Earning per Equity Share of the face value of ₹ 10 each Basic and Diluted (in ₹)	54.40	51.08

### 2. DIVIDEND:

Your Directors are pleased to recommend a Dividend of ₹ 25/- per equity share of face value of ₹ 10/- each for the year ended 31<sup>st</sup> March, 2017 subject to the approval of Members at the Annual General Meeting on 27<sup>th</sup> July, 2017, will be paid on or after 27<sup>th</sup> July, 2017 to the Members whose names appear in the Register of Members, as on the date of book closure, i.e. from Thursday, 20<sup>th</sup> July, 2017 to Thursday, 27<sup>th</sup> July, 2017 (both days inclusive). The total dividend for the financial year will absorb ₹ 1500 Lakh. (Previous Year ₹ 1440 Lakh). The tax on distributed profits, payable by the Company would amount to ₹ 305.36 Lakh has against ₹ 293.15 Lakh for the previous financial year.

### 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 in India and abroad. The division's fully automated plant produces more than one million glass bottles a day with bottle sizes ranging from 5ml to 500ml. The plant is located at Vikhroli, Mumbai. It boasts of a clientele of the best multinational pharmaceutical companies in India such as Glaxo Smith Kline Pharmaceuticals, Pfizer Ltd, Merck Ltd, Wardex Pharmaceuticals, Cipla Ltd among others.

During the previous year, the division achieved a total turnover of ₹ 139.59 crores. Out of the total turnover, exports also increased to ₹ 24.06 crores from ₹ 18.61 crores. There was an overall increase in profitability and this trend is expected to continue in the current year.

#### ii. EMPIRE MACHINE TOOLS – MFTM

(Metal Forming, Testing & Metrology)

The MFTM division is engaged in the business of Engineering Consultancy covering sales, service and turnkey project support of imported machines procured from globally reputed companies. The division relies on big investment plans in the private and public sectors. The division is prepared with the right products for the demands particularly in the aerospace and nuclear power sectors. These sectors will continue to give us the maximum opportunities for multifold growth in the coming years. In the Automotive sector, the market has not picked up. The overall order intake in the year was reasonably good in terms of volumes and margins in a sluggish market. In our endeavour to diversify revenue sources we have established contacts with suppliers from many non-traditional markets outside western Europe like USA, Canada, Korea, Russia, Ukraine, China that have not sold or have not been successful in India before. We want to play a greater role in managing contract execution progress with Customers and Principals in the future and ensure better performance. In order to increase revenue we are now also planning to step up sales of Spare parts for the large installation base of machines that we already have in the market. The division expects to improve its performance during the current year.

#### iii. EMPIRE MACHINE TOOLS - MCAT (Metal Cutting & Allied Technologies)

The MCAT division represents many state of the art machine tool companies in metal cutting in the world such as Waldrich Coburg (Germany), WFL (Austria), Goratu (Spain) among others.

It serves many sectors such as Defence, Automobile, Aerospace, Heavy Engineering, Railways, Energy and Power, Steel, Tool Rooms and Fabricators.

During the year under review, the order in flow has been low due to delay in finalization of projects by customers. The division's focus this year will be on Aerospace, Railways and Automobile sectors. It expects orders (in flow) to grow by 20%, and thus foresees an improvement in performance.

#### iv. EMPIRE INDUSTRIAL EQUIPMENT

The EIE division is in the business of sourcing equipment from abroad and also providing turnkey solutions to sectors such as Steel, Oil and Gas, Power and Infrastructure. These include