

Introductory sub-table (I)(a)

|  |                                      |  |   |
|--|--------------------------------------|--|---|
| <b>Name of the Company: EMPIRE INDUSTRIES LIMITED</b>  |                                      |  |   |
| <b>Scrip Code, Name of the scrip, class of security: 509525, EMPIREIND, EQUITY</b>                           |                                      |  |   |
| <b>Quarter ended: 30/06/2014</b>   |                                      |  |   |
|  |                                      |  |   |
| <b>Partly paid-up shares:-</b>   | <b>No. of partly paid-up shares</b>  | <b>As a % of total no. of partly paid-up shares</b>              | <b>As a % of total no. of shares of the company</b>   |
| Held by promoter/promoter group  | 0                                    | 0  | 0   |
| Held by public   | 0                                    | 0  | 0   |
| <b>Total</b>   | <b>0</b>                             | <b>0</b>   | <b>0</b>  |
|  |                                      |  |   |
| <b>Outstanding convertible securities:-</b>  | <b>No. of outstanding securities</b> | <b>As a % of total no. of outstanding convertible securities</b> | <b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b> |
| Held by promoter/promoter group  | 0                                    | 0  | 0   |
| Held by public   | 0                                    | 0  | 0   |
| <b>Total</b>   | <b>0</b>                             | <b>0</b>   | <b>0</b>  |
|  |                                      |  |   |
| <b>Warrants:-</b>  | <b>No. of warrants</b>               | <b>As a % of total no. of warrants</b>                           | <b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>                   |
| Held by promoter/promoter group  | 0                                    | 0  | 0   |
| Held by public   | 0                                    | 0  | 0   |
| <b>Total</b>   | <b>0</b>                             | <b>0</b>   | <b>0</b>  |
|  |                                      |  |   |
| <b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities</b> | <b>5999998</b>                       | <b>0</b>   | <b>100</b>  |

### Statement Showing Shareholding Pattern

|               |   | Table (I)(a)           |                        |  |  |                            |  |                          |
|---------------|---|------------------------|------------------------|--|--|----------------------------|--|--------------------------|
| Category code | Category of Shareholder   | Number of Shareholders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares |                            | Shares Pledged or otherwise encumbered |                          |
|               |   |                        |                        |  | As a percentage of(A+B) <sup>1</sup>                         | As a percentage of (A+B+C) | Number of shares                       | As a percentage          |
| (I)           | (II)  | (III)                  | (IV)                   | (V)  | (VI)   | (VII)                      | (VIII)                                 | (IX)=<br>(VIII)/(IV)*100 |
| <b>(A)</b>    | <b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>                                      |                        |                        |  |  |                            |  |                          |
| <b>1</b>      | <b>Indian</b>   |                        |                        |  |  |                            |  |                          |
| (a)           | Individuals/ Hindu Undivided Family   |                        |                        |  |  |                            |  |                          |
|               |   | 8                      | 3067148                | 3067148                                      | 51.12  | 51.12                      | 0                                      | 0.00                     |
| (b)           | Central Government/ State Government(s)   | 0                      | 0                      | 0  | 0.00   | 0.00                       | 0                                      | 0.00                     |
| (c)           | Bodies Corporate  | 2                      | 1034454                | 1034454                                      | 17.24  | 17.24                      | 0                                      | 0.00                     |
| (d)           | Financial Institutions/ Banks   | 0                      |                        |  | 0.00   | 0.00                       | 0                                      | 0.00                     |
| (e)           | Any Others(Specify)   | 0                      |                        |  | 0.00   | 0.00                       | 0                                      | 0.00                     |
| (e-i)         | Shares held by Mr. S. C. Malhotra, Trustee on behalf of Company's Employees Trusts since 28.02.1989 | 5                      | 54815                  | 54815  | 0.91   | 0.91                       | 0                                      | 0.00                     |
| (e-ii)        |   |                        |                        |  | 0.00   | 0.00                       | 0                                      | 0.00                     |
|               |   |                        |                        |  |  |                            |  |                          |
|               |   |                        |                        |  |  |                            |  |                          |
|               | <b>Sub Total(A)(1)</b>  | <b>15</b>              | <b>4156417</b>         | <b>4156417</b>                               | 69.27  | 69.27                      | <b>0</b>                               | 0.00                     |

|            |   |           |                |                |       |       |          |      |
|------------|---|-----------|----------------|----------------|-------|-------|----------|------|
| <b>2</b>   | <b>Foreign</b>  |           |                |                |       |       |          |      |
| a          | Individuals (Non-Residents<br>Individuals/<br>Foreign Individuals)                  |           |                |                | 0.00  | 0.00  |          | 0.00 |
| b          | Bodies Corporate  | 0         | 0              | 0              | 0.00  | 0.00  |          | 0.00 |
| c          | Institutions  | 0         | 0              | 0              | 0.00  | 0.00  |          | 0.00 |
| d          | Qualified Foreign Investor  | 0         | 0              | 0              | 0.00  | 0.00  |          | 0.00 |
| e          | Any Others(Specify)   | 0         | 0              | 0              | 0.00  | 0.00  |          | 0.00 |
| e-i        |   |           |                |                | 0.00  | 0.00  |          | 0.00 |
| e-ii       |   |           |                |                |       |       |          |      |
|            |   |           |                |                |       |       |          |      |
|            | <b>Sub Total(A)(2)</b>  | <b>0</b>  | <b>0</b>       | <b>0</b>       | 0.00  | 0.00  | <b>0</b> | 0.00 |
|            |   |           |                |                |       |       |          |      |
|            | <b>Total Shareholding of Promoter<br/>and Promoter Group (A)=<br/>(A)(1)+(A)(2)</b> | <b>15</b> | <b>4156417</b> | <b>4156417</b> | 69.27 | 69.27 | <b>0</b> | 0.00 |
|            |   |           |                |                |       |       |          |      |
| <b>(B)</b> | <b>Public shareholding</b>  |           |                |                |       |       |          |      |
| <b>1</b>   | <b>Institutions</b>   |           |                |                |       |       |          |      |
| (a)        | Mutual Funds/ UTI   | 0         |                |                | 0.00  | 0.00  |          |      |
| (b)        | Financial Institutions / Banks  | 3         | 504            | 0              | 0.01  | 0.01  |          |      |
| (c)        | Central Government/ State<br>Government(s)  | 0         | 0              | 0              | 0.00  | 0.00  |          |      |
| (d)        | Venture Capital Funds   | 0         | 0              | 0              | 0.00  | 0.00  |          |      |
| (e)        | Insurance Companies   | 2         | 1043626        | 1043626        | 17.39 | 17.39 |          |      |
| (f)        | Foreign Institutional Investors   | 0         | 0              | 0              | 0.00  | 0.00  |          |      |
| (g)        | Foreign Venture Capital Investors   | 0         | 0              | 0              | 0.00  | 0.00  |          |      |
| (h)        | Qualified Foreign Investor  | 0         | 0              | 0              | 0.00  | 0.00  |          |      |
| (i)        | Any Other (specify)   | 0         | 0              | 0              | 0.00  | 0.00  |          |      |
| (i-ii)     |   |           |                |                | 0.00  | 0.00  |          |      |
| (i-ii)     |   |           |                |                |       |       |          |      |
|            |   |           |                |                |       |       |          |      |
|            | <b>Sub-Total (B)(1)</b>   | <b>5</b>  | <b>1044130</b> | <b>1043626</b> | 17.40 | 17.40 |          |      |

|            |   |             |                |                |               |               |          |             |
|------------|---|-------------|----------------|----------------|---------------|---------------|----------|-------------|
| <b>B 2</b> | <b>Non-institutions</b>   |             |                |                |               |               |          |             |
| (a)        | Bodies Corporate  | 107         | 129676         | 128222         | 2.16          | 2.16          |          |             |
| (b)        | Individuals   |             |                |                | 0.00          | 0.00          |          |             |
| I          | Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh   | 4948        | 616428         | 446700         | 10.27         | 10.27         |          |             |
| II         | ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.      | 2           | 40984          | 40984          | 0.68          | 0.68          |          |             |
| (c)        | Qualified Foreign Investor  | 0           | 0              | 0              | 0.00          | 0.00          |          |             |
| (d)        | Any Other (specify)   | 0           | 0              | 0              | 0.00          | 0.00          |          |             |
| (d-i)      | Clearing Member   | 20          | 2183           | 2183           | 0.04          | 0.04          |          |             |
| (d-ii)     | Non Resident Indians (NRI)  | 23          | 10180          | 9880           | 0.17          | 0.17          |          |             |
|            |   |             |                |                |               |               |          |             |
|            | <b>Sub-Total (B)(2)</b>   | <b>5100</b> | <b>799451</b>  | <b>627969</b>  | 13.32         | 13.32         |          |             |
|            |   |             |                |                |               |               |          |             |
| <b>(B)</b> | <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                                     | <b>5105</b> | <b>1843581</b> | <b>1671595</b> | 30.73         | 30.73         |          |             |
|            |   |             |                |                |               |               |          |             |
|            | <b>TOTAL (A)+(B)</b>  | <b>5120</b> | <b>5999998</b> | <b>5828012</b> | <b>100.00</b> | <b>100.00</b> |          |             |
|            |   |             |                |                |               |               |          |             |
| <b>(C)</b> | <b>Shares held by Custodians and against which Depository Receipts have been issued</b> |             |                |                |               |               |          |             |
| 1          | Promoter and Promoter Group   | 0           | 0              | 0              | 0             | 0.00          | 0        | 0.00        |
| 2          | Public  | 0           | 0              | 0              | 0             | 0.00          |          |             |
|            | <b>Sub-Total (C )</b>   | <b>0</b>    | <b>0</b>       | <b>0</b>       |               | <b>0</b>      | <b>0</b> |             |
|            |   |             |                |                |               |               |          |             |
|            | <b>GRAND TOTAL (A)+(B)+(C)</b>  | <b>5120</b> | <b>5999998</b> | <b>5828012</b> | <b>100.00</b> | <b>100.00</b> | <b>0</b> | <b>0.00</b> |

NOTE: Consequent upon the Transmission of Shares of Randil Trading Company Pvt. Ltd. (RTC) in the names of Mr. Ranjit Malhotra and Mr. Dileep Malhotra, they got controlling power in (RTC) and its Subsidiary, Arjun Transport Co. Pvt. Ltd. Hence the shares of Empire Industries Limited held by Arjun Transport Co. Pvt. Ltd. is shown in 'Shareholding of Promoter and Promoter Group'.

**Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to (I)(b) the category “Promoter and Promoter Group”**

| Sr. No.      | Name of the shareholder    | Details of Shares held |                                   | Encumbered shares (*) |                    |  | Details of warrants     |   | Details of convertible securities     |   | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|--------------|----------------------------|------------------------|-----------------------------------|-----------------------|--------------------|--|-------------------------|---|---------------------------------------|---|--|
|              |                            | Number of shares held  | As a % of grand total (A)+(B)+(C) | No.                   | As a percentage    | As a % of grand total (A)+(B)+(C) of sub-clause (I)(a) | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class |  |
| (I)          | (II)                       | (III)                  | (IV)                              | (V)                   | (VI)=(V)/(III)*100 | (VII)  | (VIII)                  | (IX)  | (X)                                   | (XI)  | (XII)  |
| 1            | DILEEP MALHOTRA            | 1336934                | 22.28                             | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 1336934  |
| 2            | RANJIT MALHOTRA            | 943876                 | 15.73                             | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 943876   |
| 3            | SATISHCHANDRA MALHOTRA     | 203252                 | 3.39                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 203252   |
| 4            | EMPIRE INTERNATINAL P LTD. | 327012                 | 5.45                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 327012   |
| 5            | USHA DEVI MALHOTRA         | 198117                 | 3.30                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 198117   |
| 6            | UMA MALHOTRA               | 77973                  | 1.30                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 77973  |
| 7            | KARAN MALHOTRA             | 141745                 | 2.36                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 141745   |
| 8            | KABIR MALHOTRA             | 85251                  | 1.42                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 85251  |
| 9            | ANJALI MALHOTRA            | 80000                  | 1.33                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 80000  |
| 10           | S.C. MALHOTRA AS TRUSTEE   | 12410                  | 0.21                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 12410  |
| 11           | S.C. MALHOTRA AS TRUSTEE   | 11998                  | 0.20                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 11998  |
| 12           | S.C. MALHOTRA AS TRUSTEE   | 10285                  | 0.17                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 10285  |
| 13           | S.C. MALHOTRA AS TRUSTEE   | 10123                  | 0.17                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 10123  |
| 14           | S.C. MALHOTRA AS TRUSTEE   | 9999                   | 0.17                              | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 9999   |
| 15           | ARJUN TRANSPORT CO. P. LTD | 707442                 | 11.79                             | 0                     | 0.00               | 0.00   | 0                       | 0.00  | 0                                     | 0   | 707442   |
| <b>TOTAL</b> |                            | <b>4156417</b>         | <b>69.27</b>                      | <b>0</b>              | <b>0</b>           | <b>0.00</b>  | <b>0</b>                | <b>0</b>  | <b>0.00</b>                           | <b>0</b>  | <b>4156417</b>   |

(\*) The term “encumbrance” has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

**(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Public” and holding more than 1% of the total number of shares**

| Sr. No.      | Name of the shareholder             | Number of shares held | Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above} | Details of warrants     |   | Details of convertible securities     |  | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|--------------|-------------------------------------|-----------------------|--|-------------------------|---|---------------------------------------|--|--|
|              |                                     |                       |  | Number of warrants held | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class |  |
| 1            | LIFE INSURANCE CORPORATION OF INDIA | 948717                | 15.81  | 0                       | 0   | 0                                     | 0  | 948717   |
| 2            | THE ORIENTAL INSURANCE CO. LTD.     | 94909                 | 1.58   | 0                       | 0   | 0                                     | 0  | 94909  |
| 3            | VISHNU TRADING CO. PVT. LTD.        | 89978                 | 1.50   | 0                       | 0   | 0                                     | 0  | 89978  |
| <b>TOTAL</b> |                                     | <b>1133604</b>        | <b>18.89</b>   | <b>0</b>                | <b>0</b>  | <b>0</b>                              | <b>0</b>   | <b>1133604</b>   |

**(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category “Public” and holding more than 5% of the total number of shares of the company**

| Sr. No.      | Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them | Number of shares | Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above} | Details of warrants |   | Details of convertible securities     |  | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
|--------------|---|------------------|--|---------------------|---|---------------------------------------|--|--|
|              |   |                  |  | Number of warrants  | As a % total number of warrants of the same class | Number of convertible securities held | % w.r.t total number of convertible securities of the same class |  |
| 1            | LIFE INSURANCE CORPORATION OF INDIA   | 948717           | 15.81  | 0                   | 0   | 0                                     | 0  | 948717   |
| <b>TOTAL</b> |   | <b>948717</b>    | <b>15.81</b>   | <b>0</b>            | <b>0</b>  | <b>0</b>                              | <b>0</b>   | <b>948717</b>  |

**(I)(d) Statement showing details of locked-in shares**

| <b>Sr. No.</b> | <b>Name of the shareholder</b> | <b>Number of locked-in shares</b> | <b>Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}</b> | <b>Promoter / Promoter Group / Public</b> |
|----------------|--------------------------------|-----------------------------------|---|---|
| 1              | NIL                            |                                   | 0.00  | Promoter/Promoter Group                   |
| 2              |                                |                                   | 0.00  | Public                                    |
| 3              |                                |                                   | 0.00  | Public                                    |
| 4              |                                |                                   | 0.00  | Promoter/Promoter Group                   |
| 5              |                                |                                   | 0.00  | Promoter/Promoter Group                   |
| <b>TOTAL</b>   |                                | <b>0</b>                          | <b>0.00</b>   |   |

**(II)(a) Statement showing details of Depository Receipts (DRs)**

| <b>Sr. No.</b> | <b>Type of outstanding DR (ADRs, GDRs, SDRs, etc.)</b> | <b>Number of outstanding DRs</b> | <b>Number of shares underlying outstanding DRs</b> | <b>Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}</b> |
|----------------|--|----------------------------------|--|--|
| 1              | NIL  | 0                                | 0  | 0.00   |
| <b>TOTAL</b>   |  | <b>0</b>                         | <b>0</b>   | <b>0.00</b>  |



**(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares**

| <b>Sr. No.</b> | <b>Name of the DR Holder</b> | <b>Type of outstanding DR (ADRs, GDRs, SDRs, etc.)</b> | <b>Number of shares underlying outstanding DRs</b> | <b>Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}</b> |
|----------------|------------------------------|--|--|--|
| 1              | NIL                          | 0  | 0  | <b>0.00</b>  |
| <b>TOTAL</b>   |                              |  | <b>0</b>   | <b>0.00</b>  |