

2022-23
29th ANNUAL
REPORT

Product Portfolio



Papad, Pickles and Hing

Papad and pickles are widely consumed accompaniment which completes a wholesome Indian meal. We have developed and attained skills for making finest quality papad & pickles. Our papad are crunchy which gives delightful taste and our pickles have tangy lip-smacking taste. Hing is an essential flavour enhancer, the hing we offer is of top quality which gives excellent flavour and aroma to the cooked dishes.



Sauces, Chutneys & Pastes

Temptin Sauces, Chutney & Pastes are all about making food more delicious and tasty. This new range is available in variety of flavours and formats which will delight consumers across all age groups.



VISION

Empire Spices & Foods Ltd. aims to be 'The Company' to provide convenience and taste enhancement for making food enjoyable and palatable.



MISSION

To grow together and delight our customers, employees, shareholders, suppliers and well-wishers by developing value-for-money products.



VALUE STATEMENT

We want our organizational structure and culture to promote employee involvement, open communication, teamwork and professionalism in every aspect of work.

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Company & Shareholder Information

Chairman:

Mr. Hemant M. Rathi

Managing Director:

Mr. Umesh L. Rathi

Directors:

Mr. Sharad D. Bedmutha

Mr. Anand H. Rathi

Mr. Dnyaneshwar M. Bachhav

Independent Directors:

Mr. Avinash D. Joshi

Mr. Vilas V. Shinde

Statutory Auditors:

C.V.Chitale & Co.

Chartered Accountants

Bankers:

Axis Bank Ltd.

HDFC Bank Ltd.

Annual General Meeting:

Day: Saturday

Date: 30th September 2023

Time: 12:00 Noon

Virtual Meet: <https://purvashare.in-vc.vc/broadcast/64f32bd8e6804-ca9721c6a30>

Shareholders Services:

Registered Shareholders needing assistance with share transfers, purchases/sales, lost stock, certificate etc. should contact the company's shareholder service at:

contact@esfl.co.in

Registered Office:

Empire Spices & Foods Ltd.

A- 305, Damji Shamji Corporate Square,

Laxmi Nagar, Ghatkopar (E),

Mumbai- 400 075

Ph. No. 91-22-25006007

Corporate Office:

Empire Spices & Foods Ltd.

Empire House, Plot No. 30,

5th Crossing, Goving Nagar,

Nashik - 422009

Ph. No. 91-253-2472006

Website:

www.esfl.co.in

CIN:

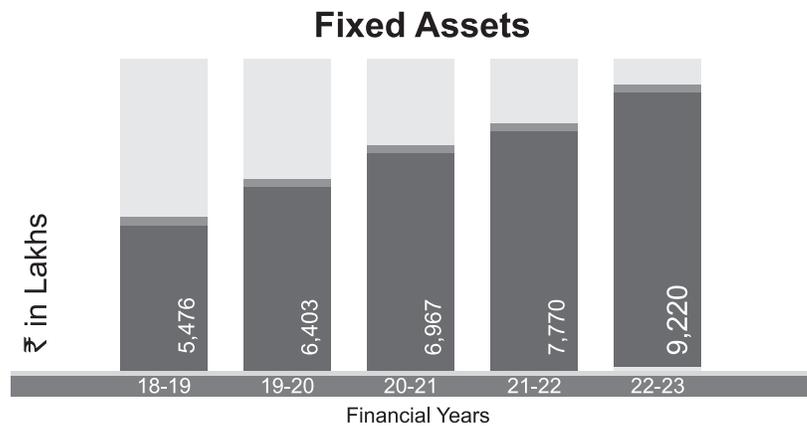
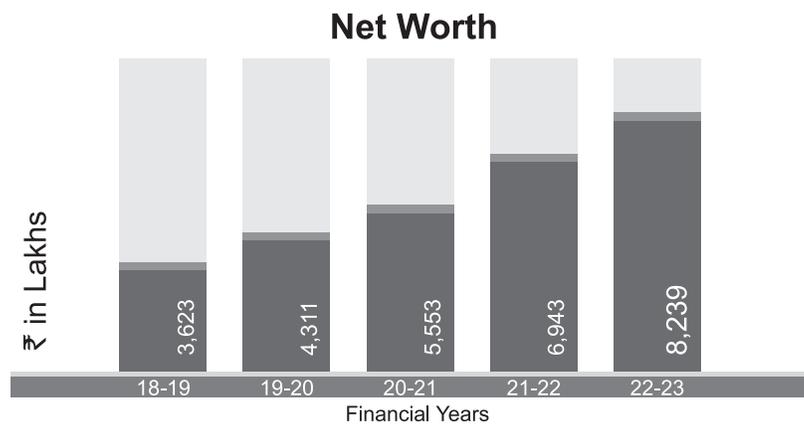
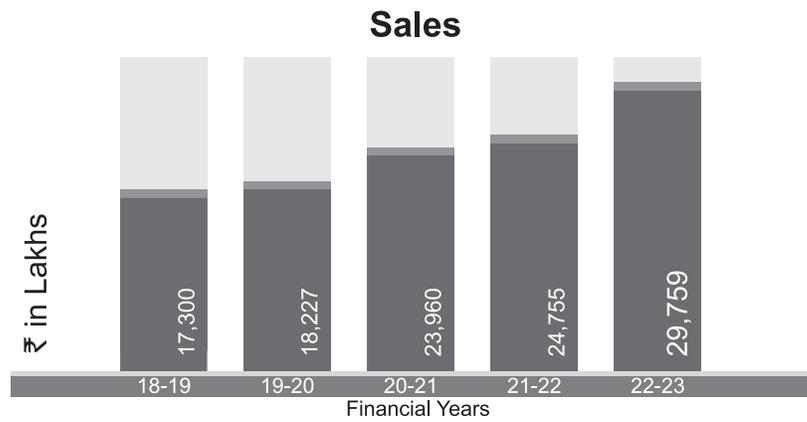
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Social Platforms:

www.facebook.com/RamBandhuOfficial

www.twitter.com/RamBandhuMasale

Financial Highlights



NOTICE TO THE MEMBERS

Notice is hereby given that the Twenty-Ninth Annual General Meeting of the members of **EMPIRE SPICES AND FOODS LIMITED** will be held on Saturday, 30th September 2023 at 12.00 Noon, to transact the following business through video conferencing (VC) / other audio-visual means (OAVM):

ORDINARY BUSINESS

1. ADOPTION OF FINANCIAL STATEMENTS:

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon; and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. DECLARATION OF DIVIDEND:

To declare a dividend on equity shares for the financial year ended March 31, 2023, and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend at the rate of ₹ 1.50 (One rupee and Fifty paise only) per equity share of ₹ 10/- (Ten rupees) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company for the financial year ended March 31, 2023.”

3. REAPPOINTMENT OF SHRI HEMANT MOTILAL RATHI, DIRECTOR RETIRING BY ROTATION:

Shri. Hemant Motilal Rathi (DIN: 00175854), director of the Company retires at the ensuing Annual General Meeting and is eligible for re-appointment.

To re-appoint Shri. Hemant Motilal Rathi (DIN: 00175854), who retires by rotation as a director and in this regard, is to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri. Hemant Motilal Rathi (DIN: 00175854), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

4. REAPPOINTMENT OF CA SHARAD DEEPCHAND BEDMUTHA, DIRECTOR RETIRING BY ROTATION:

CA Sharad Deepchand Bedmutha(DIN: 03431938), director of the Company retires at the ensuing Annual General Meeting and is eligible for re-appointment.

To re-appoint CA Sharad Deepchand Bedmutha(DIN: 03431938), who retires by rotation as a director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, CA Sharad Deepchand Bedmutha(DIN: 03431938), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

By Order of the Board of Directors

UMESH L RATHI

Managing Director

DIN:00175730

Date: 02nd September 2023

Registered office: Off-305, Wing A, Damji Shamji Corporate Square, Laxmi Nagar, Ghatkopar (East), Near Kanara Engineering, Mumbai MH 400075.

CIN: U15100MH1994PLC080772

E-mail: contact@esfl.co.in

Tel.: 022-25006007

Notes:

1. The Members are entitled to attend the AGM through video conferencing (VC) / other audio-visual means (OAVM) by clicking on the following Zoom link <https://purvashare.invc.vc/broadcast/64f32bd8e6804ca9721c6a30>
2. Members are requested to kindly participate in the AGM through video conferencing mode at least 10 minutes before the commencement of the AGM.
3. **Book Closure for Final Dividend:** The Company has announced Book Closure from 21st September 2023 to 30th September 2023 (both days inclusive) and accordingly, Final Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2022-2023, if approved at the meeting, will be payable to those eligible members whose names appeared: (1) As Beneficial Owners, as on 21st September 2023 as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Dematerialized form, and (2) As Members in the Register of Members of the Company as on 21st September 2023 in respect of shares held in Physical Form, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar & Transfer Agents (R&TA) on or before 21st September 2023.
4. **Registrar and Transfer Agents:** The details and address of Registrars and Transfer Agents of the Company is as follows:

M/s Purva Sharegistry (India) Private Limited

9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East),

Mumbai 400011

Tel No.:02223016761,

Email: support@purvashare.com, Website: www.purvashare.com

5. As per Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, The Company has now made available its shares in DEMAT form to all shareholders. Thus, all the shareholders of the Company are requested to convert their physical shareholding in the dematerialized shares of the Company. The ISIN No. of the Company is **INE041101010**.
6. Any member requiring further information at the meeting on the Accounts or any matter of general interest is requested to send their queries in writing to the Company by 21st September 2023.
7. Relevancy of questions and the order of speakers at the meeting will be decided by the Chairman.
8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

OTHER INFORMATION:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular dated 28 December 2022, read with circulars dated 13 January 2021, 5 May 2020, 13 April 2020 and 8 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing facility/ Other Audio Visual Means ("VC/OAVM"), on or before 30 September 2023, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), and MCA Circulars, the 27th AGM of the Company is being held through VC/OAVM.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.esfl.co.in.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Shareholders will be able to attend the AGM through VC / OAVM through web link – <https://purvashare.invc.vc/broadcast/64f32bd8e6804ca9721c6a30>
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for a better experience.
3. Further shareholders will be required to allow Cameras and use the Internet at a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to the meeting mentioning their name, DEMAT account number/folio number, email id, mobile number at contact@esfl.co.in.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. If you have any queries or issues regarding attending AGM through the link, you may contact Mr. Manish Shah at 9324659811 or write an email to support@purvashare.com.

By Order of the Board of Directors

UMESH L RATHI

Managing Director

Date: 02nd September 2023

DIN:00175730

Registered office: Off-305, Wing A, Damji Shamji Corporate Square, Laxmi Nagar, Ghatkopar (East), Near Kanara Engineering, Mumbai MH 400075.

CIN: U15100MH1994PLC080772

E-mail: contact@esfl.co.in

Tel.: 022-25006007

DIRECTOR' S REPORT

To,

The Members,

EMPIRE SPICES & FOODS LIMITED

Your directors have the pleasure of presenting their Twenty-Ninth Annual Report on the business and operation of the Company and the accounts for the financial year ended 31st March 2023.

FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY:

The financial results for the year ended 31st March 2023 and the corresponding figures for the last year are as under: -

(Amount in ₹ lakhs)

Particulars	2022-2023	2021-2022
Total Sales and other income	29,783.51	24,777.62
Profit/ (Loss) before Finance cost, Depreciation and Tax	2,520.71	2,608.47
Less: Depreciation & Amortization Expense	463.43	437.94
Less: Finance cost	315.56	217.66
Profit/ (Loss) before Tax	1,741.72	1,952.87
Less: Tax Expenses:		
Current tax	450.00	450.47
Earlier Year Tax		2.58
MAT credit entitlement		-
Deferred tax:	-76.83	36.79
Profit after tax	1,368.55	1,463.03

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

The Company has earned revenue of ₹ 29,783.51 lakhs during the year which has increased by about 20.20% as compared to the previous year's revenue. The Company has earned a profit during the year amounting to ₹1,741.72 lakhs which has decreased by about 10.81% as compared to the previous year.

During the Financial year 2022-2023, the effects of the COVID-19 pandemic were almost over and the Company was able to carry out its business operations at its normal pace. Hence, the

Turnover of the Company has increased in this Financial Year. Another reason for the increase in sales than last year is the increase in the sale prices of its products. However, the profit of the Company has been decreased due to the drastic increase in the Raw Material rates and the Company could not get the expected margins.

The Company is planning to start production at its new factory in Malegaon; the construction of the same is in process. The Company is also planning to launch some new products and R&D work for the same is going on.

DIVIDEND:

Your Directors recommend a dividend ₹1.50 per share on paid up equity share capital of the Company for the financial year ended on 31st March 2023, amounting to ₹ 72,60,945/-

AMOUNT TRANSFERRED TO GENERAL RESERVE:

The Board of the Company proposes to transfer an amount of ₹ 25,00,000/- to General Reserve out of the current year's profit.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

According to Section 125 of the Companies Act, 2013, the unpaid dividend from the year 2015-2016 is to be transferred to the Investors Education Protection Fund Account following the provision of the Companies Act 2013. During the year Company has transferred ₹ 12,240/- to IEPF of the unclaimed dividend amount for the year 2014-2015.

CHANGE IN THE SHARE CAPITAL:

There is no change in the share capital of the Company during the year.

CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of the business of the Company during the year.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate till the date of this report.

NUMBER OF MEETINGS OF THE BOARD: -The Board has met duly **FOUR** times in the Current Financial Year.

20/06/2022
28/08/2022
24/12/2022
21/03/2023

DIRECTORS OF THE COMPANY AND CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a) The Board of Your Company consists of the following Directors:

SR.NO.	DIN	NAME OF DIRECTOR	DESIGNATION
01	00175854	HEMANT MOTILAL RATHI	CHAIRMAN
02	00175730	UMESH LAXMINARAYAN RATHI	MANAGING DIRECTOR
03	03431923	ANAND HEMANT RATHI	DIRECTOR
04	03431938	CA SHARAD DEEPCHAND BEDMUTHA	NON EXECUTIVE DIRECTOR
05	05105320	DNYANESHWAR MURLIDHAR BACHHAV	DIRECTOR
06	00102892	AVINASH DATTATREYA JOSHI	INDEPENDENT DIRECTOR
07	02771771	VILAS VISHNU SHINDE	INDEPENDENT DIRECTOR

B) APPOINTMENT OF DIRECTORS/ RESIGNATION OF DIRECTORS/ CHANGE IN DESIGNATION/ DEATH OF DIRECTOR:

Shri. Hemant Motilal Rathi (DIN: 00175854), director of the Company retires at the ensuing Annual General Meeting and being eligible for re-appointment, the Board has decided to recommend their re-appointment to the members at the ensuing Annual General Meeting.

CA Sharad Deepchand Bedmutha (DIN:03431938), director of the Company retires at the ensuing Annual General Meeting and is eligible for re-appointment, the Board has decided to recommend their re-appointment to the members at the ensuing Annual General Meeting.

COMPANY'S POLICY RELATING TO DIRECTOR'S APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:

The Company has formed the Nomination and Remuneration Committee as per the provisions of the Companies Act, Section 178 read with the corresponding rule, Companies (Meetings of Board and its Powers) Rules,2014. The following have constituted the committee:

NAME OF DIRECTOR	POSITION IN COMPANY	POSITION IN THE COMMITTEE
VILAS SHINDE	NON-EXECUTIVE INDEPENDENT DIRECTOR	CHAIRMAN
AVINASH JOSHI	NON-EXECUTIVE INDEPENDENT DIRECTOR	MEMBER
CA SHARAD BEDMUTHA	NON-EXECUTIVE DIRECTOR	MEMBER

The Nomination and Remuneration Committee met **twice** during the year 2022-2023

DATES OF MEETING: 24/12/2022,21/03/2023

COMPANY'S POLICY RELATING TO AUDIT COMMITTEE:

The Company has formed the Audit Committee as per the provisions of Companies Act Section 177 read with corresponding rule, Companies (Meetings of Board and its Powers) Rules, 2014. The following have constituted the committee:

NAME OF DIRECTOR	POSITION IN COMPANY	POSITION IN THE COMMITTEE
AVINASH JOSHI	NON-EXECUTIVE INDEPENDENT DIRECTOR	CHAIRMAN
VILAS SHINDE	NON-EXECUTIVE INDEPENDENT DIRECTOR	MEMBER
CA SHARAD BEDMUTHA	NON-EXECUTIVE DIRECTOR	MEMBER

The Audit Committee met **twice** during the year 2022-2023

DATES OF MEETING: 24/12/2022, 21/03/2023

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 as at 31st March 2023 and of the profit or loss of the Company for the year under review.
- 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.
- The Directors have prepared the annual accounts on a going concern basis.
- The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- The Directors have devised a proper system to ensure compliance with the provisions of all applicable laws and that such system is adequate and operating effectively.

PARTICULARS OF EMPLOYEES:

No employee has received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS UNDER SECTION 186:

The Company has provided a loan as per Note 12 of Notes to Balance Sheet. The Company has not provided any guarantee during the year. The Company has made Non-current investments as mentioned in Note 11 of Notes to Balance Sheet.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All the related party transactions were entered by the Company in the ordinary course of business and were on an arm's length basis. The Company presents all related party transactions before the board specifying the nature, value, and terms and conditions of the transaction. The transaction with related parties is conducted in a transparent manner with the interest of the Company and stakeholders as utmost priority.

PARTICULARS REGARDING CONSERVATION OF ENERGY, AND TECHNOLOGY ABSORPTION:

Energy conservation efforts in the Company are being pursued on a continuous basis and close monitoring of power consumption, and wastage of material is done and record is maintained. The Company is using its own indigenous technology.

COMPLIANCE OF SECRETARIAL STANDARDS:

The Board confirms that it has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India to the extent applicable to the Company.

ORDER OF COURT:

There has been no significant/material order passed by Regulators/Tribunals/Courts impacting the going concern status and future operations.

FOREIGN EXCHANGE EARNINGS / OUTFLOW/EXPENSES: -

Expenses in foreign exchange during the year were ₹ 3,65,668/- and earnings in foreign exchange during the year were ₹. NIL.

DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provision of Section 135 of the Companies Act, 2013 are applicable to the Company, therefore company is required to implement CSR initiatives.

The composition of the CSR committee: The Company has constituted a Corporate Social Responsibility Committee as per the provisions of Section 135 of the Companies Act, 2013 and details of its members are as follows: -

S. NO.	NAME OF THE DIRECTOR	DESIGNATION
1.	AVINASH JOSHI	CHAIRMAN
2.	VILAS SHINDE	MEMBER
3.	CA SHARAD BEDMUTHA	MEMBER

The **CSR committee** met Twice during the year 2022-2023

DATES OF MEETING: 24/12/2022, 21/03/2023

DETAILS OF THE AMOUNT SPENT ON CSR ACTIVITIES:

According to the provisions of section 135 of the Companies Act, 2013, a company should spend 2% of its average net profit of the previous 3 years on CSR activities. Accordingly, the company is required to spend at least ₹33,17,258/- as CSR expenditure. The Company has spent ₹34,50,000/- during the year as CSR expenditure which is bifurcated as follows:

Particulars	31-Mar-23
Contribution to SANGU GURUJI CHARITABLE TRUST	20,00,000.00
Contribution to ZHILAPARISHAD SCHOOL	14,50,000.00

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS:

- There were no qualifications, reservations or adverse remarks made by the Auditors in their report.
- The Auditors' Report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under section 134 of the Companies Act, 2013.

AUDITORS:

M/s. C.V. Chitale & Co., Chartered Accountant, was appointed as Statutory Auditor of the Company for a period of 5 years up to the Annual General Meeting of 2023-2024.

SECRETARIAL AUDIT:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 and pursuant to provisions of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, **Secretarial Audit is applicable to the Company** and CS Milind Gujar, having Membership No. 9937 and COP No. 12295, Proprietor of M/s Milind Gujar & Associates, Company Secretaries is appointed as Secretarial Auditor of the Company for the financial year 2022-2023.

The Secretarial Audit Report pertaining to the Financial Year 2022-2023 given by CS Milind Gujar is enclosed with this Report.

SUBSIDIARY COMPANIES/JOINT VENTURE/ASSOCIATED COMPANY:

The Company does not have any subsidiary or joint venture or associated company.

RISK MANAGEMENT:

The Company is into the activity of grinding and processing spices, manufacture of Papad, Papad Atta, and similar foods, and manufacture of sauces, pickles & chutney. Due to the increase in day-to-day risk that the Company is facing, the Company has implemented certain risk mechanism policies to gain control or eradicate the risk.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an anti-sexual harassment policy in line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed of during the year 2022-2023

- No. of complaints received Nil
- No. of complaints disposed of Nil

The Company has as per the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013; constituted the Internal Complaint Committee. The constitution of the Committee is as follows:

1. Mrs Anita Dave - Presiding Officer
2. Mrs Chitra Raut - Member
3. Mrs Lina Shinde - Member

ACKNOWLEDGEMENT:

The Directors express their appreciation for the support and cooperation extended by the Company's bankers, State and Central Government authorities. Your directors sincerely thank the customers, suppliers, and employees for their support and cooperation extended to the Company.

For and on behalf of the board,

**Place: Nashik
Date: 02/09/2023**

**Umesh Rathi
Managing Director**

**Hemant Rathi
Chairman**

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31/03/2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
EMPIRE SPICES AND FOODS LIMITED
OFF-305 WING A, DAMJI SHAMJI SQUARE,
LAXMI NAGAR, GHATKOPAR (EAST),
NEAR KANARA ENGINEERING,
MUMBAI, Mumbai City MH 400075.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to Good Corporate Practices by **EMPIRE SPICES AND FOODS LIMITED** having **CIN: U15100MH1994PLC080772** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996, and the Regulations and Bye-laws framed there under;
- iv) I have relied on the representation made by the Company and its officers for systems and mechanisms formed by the Company for compliance under the applicable Acts, Laws,

and Regulations to the Company. The list of major heads/groups of Acts, Laws, and Regulations as applicable to the Company is as follows:

1. Employees Provident Fund and Miscellaneous Provisions Act, 1952;
2. ESIC Act 1948;
3. Minimum Wages Act 1948;
4. Factories Act 1948;
5. Payment of Wages Act 1936;
6. Maternity Benefit Act 1961
7. Contract Labour (R&A) Act 1970;
8. Payment of Bonus Act 1965;
9. Sexual Harassment of Women at Workplace Act 2013;
10. Employment Exchange Act 1959;
11. Employees' Compensation Act 1923;
12. Industrial Disputes Act 1947;
13. Trade Unions Act 1926;
14. Payment of Gratuity Act 1972;
15. Child and Adolescent Labour (Prohibition and Regulation) Act 1986;
16. Maharashtra Prevention of Water Pollution Act, 1969;
17. The Air (P&CP) Act 1981;
18. The Maharashtra Shops and Establishment (Regulation of Employment and Condition of Service) Act, 2017;
19. Maharashtra Labour Welfare Fund Act, 1953;
20. Food Safety and Standards Act 2006;
21. Legal Metrology Act 2010;
22. Income Tax Act, 1961;
23. Goods and Services Tax Act 2017;
24. Indian Statistical Institute Act 1959;
25. Motor Vehicles Act 1988;
26. Trade Marks Act 1999;
27. Micro, Small and Medium Enterprises Development Act 2006;
28. Profession Tax Act 1987;
29. The Foreign Trade (Development and Regulation) Act, 1992;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. There is no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda, and detailed notes on the agenda was sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

FOR MILIND GUJAR & ASSOCIATES
Company Secretaries

Place : NASHIK
Date : 28/08/2023.
UDIN : **F009937E000881126**
Peer review Cert.No.2982/2023

CS MILIND J GUJAR
Company Secretary in Practice
(Membership No.: 9937)
(C. P. No.: 12295)

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2023

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U15100MH1994PLC080772
2.	Registration Date	02/09/1994
3.	Name of the Company	EMPIRE SPICES & FOODS LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES / INDIAN NON-GOVERNMENT COMPANY
5.	Address of the Registered office & contact details	OFF-305, WING A, DAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR, GHATKOPAR (EAST), NEAR KANARA ENGINEERING, MUMBAI – 400 075. CONTACT NUMBER:0253-2472006 E-MAIL ID: contact@esfl.co.in
6.	Whether listed company	UNLISTED
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED 9, SHIV SHAKTI INDUSTRIAL ESTATE, J.R. BORICHA MARG, LOWER PAREL (EAST), MUMBAI – 400 011 Tel No.:02223016761, Email: support@purvashare.com , Website: www.purvashare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 5 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Grinding and processing of spices	10795	42.62%
2	Manufacture of papad, papad atta and similar food products	10796	17.74%
3	Manufacture of sauces	10305	6.39%
4.	Manufacture of Pickles, chutneys etc.	10306	32.71%
5.	Trading of Goods	46909	0.54%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL

SN	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION

IV. **SHARE HOLDING PATTERN (Equity Share Capital Breakup as a percentage of Total Equity)**
Category-wise Share Holding

Category Of Shareholders	NO. OF SHARES HELD AT THE BEGINING OF THE YEARS AS ON 31-MAR-22				NO. OF SHARES HELD AT THE END OF THE YEARS AS ON 31-MAR-23				% CHANG E DURIN G THE YEAR
	DEMAT	PHYSIC AL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARE S	
A. Prmotors									
A) Individual/Huf	3864080	9000	3873080	80.01	3875280	NIL	3875280	80.06	0.06%
B) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C) State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
D) Bodies Corp	1000	NIL	1000	0.02	0	1000	1000	0.02	NIL
E)Bank/l	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
F) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Of Shareholding Promotor (a)	3865080	9000	3874080	80.03%	3875280	1000	3876280	80.08%	0.06%
B. Public Shareholding									
1. Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
A) Mutual Fund	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
B) Banks/Fi	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
D) State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
E) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
F) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
G) Fiis	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
H) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
I) Other (huf)	3500	NIL	3500	0.07%	3500	NIL	3900	0.08%	11.43%
Sub Total (b) (1):-	3500	0	3500	0.07%	3500	0	3900	0.08%	11.43%

2. Non Institutions	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
A) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
l) Indian (la Belle Machinery Pvt Ltd & 3a Financial Services Ltd & Arms Securites Pvt. Ltd.	17042	1000	18042	0.37%	18427	1000	19427	0.40%	7.68%
li) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
B) Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
l) Individual Shareholders Holding Nomimnal Share Capital Upto Rs.1 Lakh	NIL	5500	5500	0.11%	NIL	5500	5500	0.11%	NIL
li) Individual Shareholders Holding Nominal Share Capital In Excess Of Rs. 1 Lakh	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C) Others (public Shareholding)	262608	671500	934108	19.30%	291223	628900	920123	19.01%	-1.50%
Non Resident Indians	NIL	NIL	NIL	NIL	10000	NIL	10000	0.21%	100%
Shares transfer to IEPF	5400	NIL	5400	0.11%	5400	NIL	5400	0.11%	NIL
Overseas Corporate Bodies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Nationals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Cearing Members	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Trusts	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Bodies- D R	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub Total (b) (2):-	285050	678000	963050	19.90%	325050	635400	960450	19.84%	-0.27%
Total Public Shareholding (b)= (b)(1)+(b)(2)	288550	678000	966550	19.97%	328950	635400	964350	19.92%	-0.23%
C. Shares Held By Custodian For Gds & Adrs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (a+b+c)	4161630	679000	4840630	100.00%	4204230	636400	4840630	100.00%	NIL

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year 31.03.2021			Shareholding at the end of the year 31.03.2022			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	HEMANT MOTILAL RATHI	5,11,070	10.56%	NIL	5,11,070	10.56%	NIL	NIL
2	UMESH LAXMINARAYAN RATHI	3,08,920	6.38%	NIL	3,08,920	6.38%	NIL	NIL
3	ANAND HEMANT RATHI	2,48,450	5.13%	NIL	2,49,650	5.16%	NIL	0.48%
4	APARNA UMESH RATHI	6,86,955	14.19%	NIL	6,87,955	14.21%	NIL	0.15%
5	SHANTA LAXMINARAYAN RATHI	2,73,890	5.66%	NIL	2,73,890	5.66%	NIL	NIL
6	KANTA HEMANT RATHI	7,06,465	14.59%	NIL	7,06,465	14.59%	NIL	NIL
7	YASH UMESH RATHI	1,19,120	2.46%	NIL	1,19,120	2.46%	NIL	NIL
8	ROHAN UMESH RATHI	91,450	1.89%	NIL	91,450	1.89%	NIL	NIL
9	HEMANT BUILDERS PVT. LTD	1,000	0.02%	NIL	1,000	0.02%	NIL	NIL
10	HEMANT RATHI(HUF)	1,58,730	3.28%	NIL	1,58,730	3.28%	NIL	NIL
11	UMESH RATHI(HUF)	1,59,730	3.30%	NIL	1,59,730	3.30%	NIL	NIL
12	MEGHA ANAND RATHI	3,05,350	6.31%	NIL	3,05,350	6.31%	NIL	NIL
13	PRANJAL YASH RATHI	3,01,950	6.24%	NIL	3,01,950	6.24%	NIL	NIL
14	ANKITA HEMANT RATHI	1,000	0.02%	NIL	1,000	0.02%	NIL	NIL
	Total	38,74,080	80.03%		38,76,280	80.08%		0.58%

C) Change in Promoters' Shareholding (please specify, if there is no change):

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	ANAND HEMANT RATHI At the beginning of the year	2,48,450	5.13%	2,48,450	5.13%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			1,200	0.03%

	At the end of the year			2,49,650	5.16%
2	APARNA UMESH RATHI At the beginning of the year	6,86,955	14.19%	6,86,955	14.19%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			1,000	0.02%
	At the end of the year			6,87,955	14.21%
		9,35,405	19.32%	9,37,605	19.37%

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	3A FINANCIAL SERVICES LTD At the beginning of the year	16,032	0.33%	16,032	0.33%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	1,200	0.02%
	At the end of the year	-	-	17,232	0.36%
2	SANJAY DATTATRAYA PANSE At the beginning of the year	10,000	0.21%	10,000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			-	-
	At the end of the year			10,000	0.21%
3	AGRAWAL RENU OMPRAKASH At the beginning of the year	10,000	0.21%	10,000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			-	-
	At the end of the year			10,000	0.21%
4	AGRAWAL OMPRAKASH BHAJANLAL At the beginning of the year	10,000	0.21%	10,000	0.21%

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			-	-
	At the end of the year			10,000	0.21%
5	BHADKAMKAR JYOTI SHANTANU At the beginning of the year	10,000	0.21%	10,000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			-	-
	At the end of the year			10,000	0.21%
6	BHADKAMKAR CHAITANYA SHANTANU At the beginning of the year	10,000	0.21%	10,000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			-	-
	At the end of the year			10,000	0.21%
7	BHADKAMKAR MIHIR SHANTANU At the beginning of the year	10,000	0.21%	10,000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			-	-
	At the end of the year			10,000	0.21%
8	AHUJA GOPAL BHAGWANDAS At the beginning of the year	10,000	0.21%	10,000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			-	-
	At the end of the year			10,000	0.21%
9	WAHI DEVENDERKUMAR VIDYASAGAR At the beginning of the year	10,000	0.21%	10,000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			-	-

	At the end of the year			10,000	0.21%
10	WAHI VIDYASAGAR BANSIDHAR At the beginning of the year	10,000	0.21%	10,000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			-	-
	At the end of the year			10,000	0.21%

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	UMESH LAXMINARAYAN RATHI - MANAGING DIRECTOR At the beginning of the year	3,08,920	6.38%	3,08,920	6.38%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			-	-
	At the end of the year			3,08,920	6.38%
2	HEMANT MOTILAL RATHI- DIRECTOR At the beginning of the year	5,11,070	10.56%	5,11,070	10.56%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			-	-
	At the end of the year			5,11,070	10.56%
3	ANAND HEMANT RATHI -DIRECTOR At the beginning of the year	2,48,450	5.13%	2,48,450	5.13%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			1,200	0.02%
	At the end of the year			2,49,650	5.16%
4	SHARAD DEEPCHAND BEDMUTHA – DIRECTOR At the beginning of the year	3,000	0.06%	3,000	0.06%

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			-	-
	At the end of the year			3,000	0.06%
5	AVINASH DATTATREYA JOSHI-DIRECTOR At the beginning of the year	2,500	0.05%	2,500	0.05%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			-	-
	At the end of the year			2,500	0.05%

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment. **(Amount in ₹ lakhs)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,957.85	666.02	-	3,623.87
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,957.85	666.02	-	3,623.87
Change in Indebtedness during the financial year				
* Addition	1,629.47	242.41	-	1,871.88
* Reduction	-	-	-	-
Net Change	1,629.47	242.41	-	1,871.88
Indebtedness at the end of the financial year				
i) Principal Amount	4,587.32	908.43	-	5,495.75
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4,587.32	908.43	-	5,495.75

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹ lakhs)

SN.	Particulars Of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Hemant M. Rathi	Umesh I. Rathi	Anand H. Rathi	D M Bacchav	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60.00	60.00	60.00	9.55	189.55
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-
5	Others – Meeting Fees	0.40	0.40	0.40	0.10	1.30
	Total (A)	60.40	60.40	60.40	9.65	190.85
	Ceiling as per the Act					

B. Remuneration to other directors:

(Amount in ₹ lakhs)

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		Sharad Bedmutha	Avinash Joshi	Vilas Shinde	---	
1	Independent Directors					
	Fee for attending board committee meetings	0.40	0.30	0.10		0.80
	Commission					
	Others, please specify					
	Total (1)	0.40	0.30	0.10		0.80
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)	0.40	0.30	0.10		0.80
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN
MD/MANAGER/WTD: **Not Applicable**

SN	Particulars Of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

INDEPENDENT AUDITOR'S REPORT

To the Members of Empire Spices and Foods Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Empire Spices and Foods Limited**, which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with Companies (Accounts) Rules, 2014 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the ¹Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the ¹financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management report, Chairman's statement, Director's report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate of accounting policies; making judgments and

estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to the financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c. The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, please refer to our separate Report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, except during the year in one instance, there was delay of 50 days where the due date was September 28, 2022 and amount involved was Rs.12,240/- in case of dividend.
 - h. As regards the other matters,
 - i. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s)/entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary has, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by

or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- ii. The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s)/entity(ies), including foreign entities, that the Company has directly or indirectly, lent or invested in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - iii. Based on the audit procedures which we have considered reasonable and appropriate in the circumstances and according to the information and explanations provided to us by the Management in this regard, nothing has come to our notice that has caused us to believe that the representations made by the Management under sub-clause (i) and (ii) contain any material misstatement.
 - iv. The Company has declared and paid dividend during the year which is in compliance with section 123 of the Act.
 - v. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
- i. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

**For C.V.Chitale & Co.
Chartered Accountants
FRN:126338W**

**Date: 02nd September 2023
Place: Nashik**

**Yash Parakh
Partner
Membership No. 187319**

UDIN 23187319BGXHZN6618

ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF EMPIRE SPICES AND FOODS LIMITED FOR THE YEAR ENDED 31ST March 2023

- I. In respect of the Company's tangible and intangible assets:
- (a) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment. The Company has maintained proper records showing full particulars of intangible assets.
 - (b) Property, Plant and Equipment have been physically verified by the management at reasonable intervals during the year and no material discrepancies were identified on such verification.
 - (c) Based on our examination of the property tax receipts and lease agreement of land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and its intangible assets during the year.
 - (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- II. In respect of Inventory
- (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification, coverage & procedure of such verification is reasonable and appropriate. No material discrepancies were noticed on such verification.
 - (b) The Company has been sanctioned working capital limits in excess of Rs.5 crores in aggregate from Banks against security of current assets. Monthly returns / statements filed with such Banks are in agreement with the books of account.
- III. According to the information, explanation provided to us, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirements under paragraph 3(iii) of the Order are not applicable to the Company.
- IV. In our opinion and according to the information and explanations given to us, the Company has not granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act. The Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- V. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- VI. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government has not specified maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable.

VII. In respect of Statutory Dues:

- (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2023, for a period of more than six months from the date they became payable.

- (b) According to records of the Company, there are no disputed outstanding dues of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues.

VIII. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in income tax assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable.

IX. In respect of Borrowings:

- (a) In our opinion and according to the information and explanations given to us during course of audit, the Company has not, prima facie, defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information explanation provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) According to the information explanation given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its securities, joint ventures or associate companies.

X. In respect of raising of fund or money,

- (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions stated in paragraph 3 (x)(a) of the Order are not applicable.

- (b) According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable.
- XI. In respect of Fraud:
- (a) During the course of our audit and on examination of the books and record of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up-to the date of this report.
- (c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the course of audit. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable.
- XII. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV. In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
We have considered internal audit reports issued by internal auditors during course of our audit.
- XV. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable.
- XVI. In case of applicability of the RBI Act
- (a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) The Company does not have more than one Core investment Company (CIC) as a part of its group. Hence, the provisions stated in paragraph clause 3 (xvi)(d) of the Order are not applicable to the Company.
- XVII. According to the information explanation provided to us, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- XVIII. There has been no resignation of the statutory auditor during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable.
- XIX. According to the information and explanations given to us and based on our examination of financial ratios, ageing and expected date of realisation of financial assets and payment of liabilities, other

information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of audit report and the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

XX. In respect of Corporate Social Responsibility

- (a) In respect of other than ongoing projects, there are no unspent amounts towards Corporate Social Responsibility ("CSR") which requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) In respect of ongoing projects, the Company has transferred unspent CSR amount as at the end of the previous financial year, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Companies Act, 2013.

In respect of ongoing projects, the Company has transferred the unspent CSR amount as at the Balance Sheet date out of the amounts that was required to be spent during the year, to a Special Account in compliance with the provision of sub-section (6) of section 135 of the said Act.

- XXI. A requirement to prepare and present consolidated financial statements is not applicable to the Company. Accordingly, the provisions stated in paragraph clause 3 (xxi) of the order are not applicable.

**For C.V. Chitale & Co
Chartered Accountants
FRN: 126338W**

**Place: Nashik
Date: 02nd September 2023**

**Yash Parakh
Partner
Membership No. 187319
UDIN 23187319BGXHZN6618**

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to the financial statements of **Empire Spices and Foods Limited** as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, internal financial controls with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to the financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the financial statements.

Meaning of Internal Financial Controls With reference to the Financial Statements

A Company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to the financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With reference to the financial statements

Because of the inherent limitations of internal financial controls with reference to the financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For C.V. Chitale & Co
Chartered Accountants
FRN. 126338W**

**Place: Nashik
Date: 02nd September 2023**

**Yash Parakh
Partner
Membership No.187319
UDIN: 23187319BGXHZN6618**

EMPIRE SPICES AND FOODS LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2023

(Amount in ₹ Lakhs)				
Particulars	Note	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
I. EQUITY AND LIABILITIES				
(1) Shareholder's funds				
(a) Share Capital	2	484.06		484.06
(b) Reserves and Surplus	3	<u>7,755.22</u>	8,239.28	<u>6,459.28</u>
				6,943.34
(2) Non-current liabilities				
(a) Long Term Borrowings	4	2,181.37		884.13
(b) Deferred Tax Liabilities (Net)	5	<u>451.95</u>	2,633.32	<u>528.78</u>
				1,412.91
(3) Current liabilities				
(a) Short-Term Borrowings	6	2,405.95		2,073.72
(b) Trade Payables	7			
(i) Total outstanding dues of micro enterprises and small enterprises		1,325.05		165.10
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,311.89		1,275.09
(c) Other Current Liabilities	8	908.43		666.02
(d) Short Term Provisions	9	<u>15.16</u>	5,966.48	<u>12.71</u>
				4,192.64
Total			<u>16,839.08</u>	<u>12,548.89</u>
II. Assets				
(1) Non-current assets				
(a) Property, Plant and Equipment and Intangible A	10			
(i) Property, Plant and Equipment		7,597.94		7,701.39
(ii) Intangible Assets		73.99		68.72
(iii) Capital Work in Progress		<u>1,547.55</u>		-
		9,219.48		7,770.11
(b) Non Current Investments	11	0.65		0.65
(c) Long-Term Loans and Advances	12	305.49		25.32
(d) Other Non current Assets	13	<u>151.19</u>	9,676.81	<u>145.88</u>
				7,941.96
(2) Current assets				
(a) Inventories	14	4,915.47		3,506.57
(b) Trade Receivables	15	778.24		565.60
(c) Cash and Cash Equivalents	16	481.25		69.05
(d) Short-Term Loans and Advances	17	596.07		461.32
(e) Other Current Assets	18	<u>391.24</u>	7,162.27	<u>4.39</u>
				4,606.93
Total			<u>16,839.08</u>	<u>12,548.89</u>

Significant Accounting Policies and Notes to Financial Statements 1 to 32

For and on behalf of the Board

Hemant M Rathi
Chairman
DIN : 00175854

Umesh L Rathi
Managing Director
DIN : 00175730
Place : Nashik
Date : 02nd September 2023

**As per our report of even
date attached
For C. V. Chitale & Co.
Chartered Accountants
FRN: 126338W**

Yash Parakh
Partner
Membership No. 187319
Place : Nashik
Date : 02nd September 2023

EMPIRE SPICES AND FOODS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount in ₹ Lakhs)				
Particulars	Note	01st April 2022 To 31st March 2023	01st April 2022 To 31st March 2023	01st April 2021 To 31st March 2022
INCOME				
Revenue from Operations	19		29,758.96	24,755.39
Other Income	20		24.55	22.23
Total Income			29,783.51	24,777.62
EXPENSES				
Cost of Materials Consumed and Goods Resold	21		18,761.64	14,053.99
Changes In Inventories of Finished Goods	22		(351.92)	(27.64)
Work-In-Progress and Stock-in-Trade			(1,070.18)	(450.31)
Manufacturing costs	23		2,269.17	1,859.99
Employee Benefit Expenses	24		2,493.44	2,126.40
Sales Promotion and Marketing Expenses	25		3,240.78	3,152.02
Finance Costs	26		315.56	217.66
Depreciation and Amortization Expense	10		463.43	437.94
Other Expenses	27		1,919.87	1,454.70
Total Expenses			28,041.79	22,824.75
Profit before exceptional and extraordinary items and tax			1,741.72	1,952.87
Profit Before Tax			1,741.72	1,952.87
Tax Expense				
Current Tax		450.00		450.47
Prior Period Tax		-		2.58
Deferred Tax		(76.83)		36.79
Total Tax Expense			373.17	489.84
Profit for the period			1,368.55	1,463.03
Earnings Per Equity Share				
Basic and Diluted	32(e)		28.27	30.22
Significant Accounting Policies and Notes to Financial Statements	1 to 32			

For and on behalf of the Board

Hemant M Rathi
Chairman
DIN : 00175854

Umesh L Rathi
Managing Director
DIN : 00175730
Place : Nashik
Date : 02nd September 2023

**As per our report of even
date attached
For C. V. Chitale & Co.
Chartered Accountants
FRN: 126338W**

Yash Parakh
Partner
Membership No. 187319
Place : Nashik
Date : 02nd September 2023

EMPIRE SPICES AND FOODS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

Particulars	(Amount in ₹ Lakhs)	
	For the year ended	
	31st March 2023	31st March 2022
A] Cash flow from Operating Activities		
Net Profit Before Tax and Extra ordinary Items	1,741.72	1,952.87
Depreciation	463.43	425.77
Interest Income	(4.00)	(2.65)
Dividend Income	-	(0.00)
Profit/Loss on Sales of Assets	1.93	-
Interest and Finance Charges	315.56	217.66
Operating Profit before Working Capital changes	2,518.64	2,593.65
Increase / (Decrease) in Trade Payables	1,196.74	(392.83)
(Increase) / Decrease in Trade Receivables	(212.64)	(137.54)
(Increase) / Decrease in Other Receivables	(134.75)	(0.35)
Increase / (Decrease) in Other Payables	242.41	59.56
Increase / (Decrease) in Short Term Provisions	2.45	8.10
(Increase) / Decrease in Inventory	(1,408.90)	(766.61)
(Increase) / Decrease in Non Current Assets	(5.31)	(99.95)
(Increase) / Decrease in Other Receivables	(667.02)	81.67
Cash Flow from operating activities before Tax	1,531.61	1,345.70
Direct Taxes paid	450.00	453.05
Mat Credit Entitlement	-	-
Cash Flow from operating activities before Prior adjustments	1,081.61	892.65
Net Cash Flow generated from Operating Activities	1,081.61	892.65
B] Cash flow from Investment Activities		
Add / (Less) :		
Purchases of Fixed Assets	(1,923.91)	(1,247.67)
Sale of Fixed Assets	9.18	19.09
Dividend Received	-	0.00
Interest Received	4.00	2.65
Net Cash used in Investing Activities	(1,910.73)	(1,225.93)
C] Cash flow from Financing Activities		
Proceeds of Short Term Borrowings	332.23	895.44
Proceeds of Long Term Borrowings	1,297.24	(579.20)
Dividend & Dividend Tax Payment	(72.61)	(72.61)
Interest and Finance Charges	(315.56)	(217.66)
Net Cash generated from Financing Activities	1,241.30	25.97
Net increase/(Decrease) in Cash & cash equivalents (A-B+C)	412.19	(307.31)
Opening Cash and Cash equivalents	69.06	376.37
Closing Cash and Cash equivalents	481.25	69.06
Net Difference of Cash & Cash Equivalents	412.19	(307.31)

Notes :

- 1 The above Cash Flow Statement has been prepared under the indirect method as prescribed under the Accounting Standard 3 on "Cash Flow Statements" issued by the Ministry of Corporate Affairs.
- 2 Figures in bracket indicate cash outflows.

For and on behalf of the Board

Hemant M Rathi
Chairman
DIN : 00175854

For C. V. Chitale & Co.
Chartered Accountants
FRN: 126338W

Umesh L Rathi
Managing Director
DIN : 00175730
Place : Nashik
Date : 02nd September 2023

Yash Parakh
Partner
Membership No. 187319
Place : Nashik
Date : 02nd September 2023

EMPIRE SPICES & FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 1: Accounting Policies and Corporate Information

1. Corporate Information

Empire Spices & Foods Limited (the Company) is a public limited company having CIN U15100MH1994PLC080772. The Company was incorporated on 2nd September 1994. It is engaged in manufacturing and trading of spices and food products.

2. Significant Accounting Policies & Practices

2.1 Statement of Compliance

The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) in compliance with all material aspects of the Accounting Standards (AS) notified under Section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014. The Financial Statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

2.2 Basis of Preparation

The Financial Statements are prepared under the historical cost convention on an accrual basis.

2.3 Use of estimates

The preparation of the Financial Statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements, disclosure of contingent liabilities and reported amounts of revenues and expenses for the year. Estimates are based on historical experience, where applicable and other assumptions that the management believes are reasonable under the circumstances. Actual results could vary from these estimates and any such differences are dealt with in the period in which the results are known/materialized.

2.4 Property, Plant, Equipment, Depreciation and Amortisation

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any.

Cost is inclusive of all directly attributable expenses including borrowing cost related to acquisition. Expenses capitalized also include applicable borrowing costs for qualifying assets, if any. All upgradation/ enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits.

Depreciation on Property, plant and equipment other than land is charged using the Straight-line method over the useful lives of the assets specified in the Schedule II of the Companies Act, 2013.

Cost of leasehold land including premium paid thereon is amortised over the lease period.

Depreciation on the asset additions is calculated on pro-rata basis from the date of such addition. For deletion / disposal, the depreciation is calculated on pro-rata basis up to the date on which such asset has been discarded / sold.

The residual values, estimated useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end adjusted prospectively, if appropriate.

2.5 Intangible Assets and Amortisation

Intangible Assets that the Company controls and from which it expects future economic benefits are capitalized upon acquisition and measured initially:

- a. For assets acquired in business combination or by way of a government grant, at fair value on the date of acquisition/ grant.
- b. For separately acquired assets, at cost comprising the purchase price (including import duties and non-refundable taxes) and directly attributable costs to prepare the asset for its intended use.

Internally generated assets for which the cost is clearly identifiable are capitalized at cost. Research expenditure is recognized as an expense when it is incurred. Development costs are capitalized only after the technical and commercial feasibility of the assets for sale or use has been established. Thereafter, all directly attributable expenditure incurred to prepare the asset for its intended use is recognized as the cost of such assets.

The deprecation on Specialized Software, Brands and Licenses except trademark is provided under the Straight-line method at the rate of 16.21%.

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

2.6 Impairment of assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

When an impairment loss subsequently reversed, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit and loss.

2.7 Investments

Long Term Investments are carried at acquisition cost. Provision for diminution in value thereof is provided only if such decline is other than temporary. Current investments are carried at lower of cost and quoted/fair value.

2.8 Inventories

Inventories are stated at lower of cost and net realizable value. The cost is calculated on weighted average method. Cost comprises cost of purchase and other costs incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realizable value is estimated selling price less estimated costs for completion and sale.

- i) Raw material, packing materials, stores, and spares: At purchase cost including other cost incurred in bringing material and consumable to their present location and condition.
- ii) Work-in-progress: At material cost, conversion costs and appropriate share of production overhead
- iii) Finished goods: At material cost, conversion costs and appropriate share of production overheads.
- iv) Stock in trade and goods in transit: At purchase cost including other cost incurred in bringing materials/ consumables to their present location and condition.

2.9 Foreign Currency Transactions

The functional and presentation currency of the Company is Indian Rupee. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in the Standalone Statement of Profit and Loss in the period in which they arise except for exchange differences on transactions entered into in order to hedge certain foreign currency risks.

2.10 Revenue Recognition

Revenue is recognised upon transfer of control of promised goods to customers for an amount that reflects the consideration which the Company expects to receive in exchange for those goods. Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery of goods, based on contracts with the customers. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government.

2.11 Employee Benefits

The undiscounted amount of Short-term Employee Benefits (i.e., benefits payable within one year) is recognized in the period in which the employee services are rendered.

Defined contribution scheme

Provident Fund is a defined contribution scheme. Contribution to the scheme is charged to the statement of profit and loss in the year in which the employee renders the related services.

Contributions under Employees' Pension Scheme is made as per statutory requirements and charged as expenses for the year.

The Company also contributes to the Central Government administered Employees' State Insurance Scheme for its eligible employees, which is defined contribution plan.

The Company has no further obligations under these plans beyond its periodic contributions.

Defined benefit schemes

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of continuous service gets a gratuity post-employment at 15 days salary (last drawn salary) for each completed year of service as per the rules of the Company. The aforesaid liability is provided for on the basis of an actuarial valuation under the projected unit credit method carried out at the end of the financial year by an independent actuary. The scheme is funded with an insurance company in the form of qualifying insurance policy.

2.12 Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to the profit and loss account.

2.13 Taxes on Income

Taxes on income comprise of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized for the future tax consequences to the extent it is probable that future taxable profits will be available against which such unused tax losses can be utilized. Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

2.14 Provisions and Contingent Liabilities

Provisions are recognized when as a result of a past event, the Company has a legal constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognized is a best estimate of the consideration required to settle the obligation at the reporting date, considering the risks and uncertainties surrounding the obligation.

In event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

A disclosure of a contingent liability is made when there is a possible obligation or a present obligation that may but probably will not require an outflow of resources. When there is a possible obligation or a present obligation and the likelihood of outflow of resources, is remote, no provision or disclosure of contingent liability is made.

2.15 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

2.16 Leases

As a Lessee:

Lease, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Finance lease, which effectively transfers to the Company substantially all the risks and benefits incidental to ownership of the leased item are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments.

2.17 Earnings per share

Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. For the purposes of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.18 Government Subsidy

Government grants are recognised where there is a reasonable assurance that the grant will be received and all attached conditions will be complied with. Government grants relating to income are recognised in the profit or loss over the periods necessary to match them with the costs that they are intended to compensate and presented as other operating revenues. The Company accounts for its entitlements based on the claim approved by the government authority.

2.19 Corporate Social Responsibility

CSR obligation met by the Company is treated as an expense and hence charged to the statement of profit and loss in the year such expenditure is incurred. No provision for unspent part of CSR obligation is made. Unspent part is disclosed by way of note in the explanatory notes in financial statement.

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
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Note 2 :- Share Capital

Authorised

50,00,000 (Previous Year 50,00,000) Equity
Shares of Rs. 10/- each

500.00 500.00

500.00 **500.00**

Issued, Subscribed and Paid up

48,40,630 (Previous Year 48,40,630)
Equity Shares of Rs. 10/- each

484.06 484.06

484.06 **484.06**

(i) Reconciliation of the no. of shares outstanding at the beginning and at the end of the year:

	No. of Shares	No. of Shares
No. of Shares Outstanding at the Beginning of the Year	48,40,630	48,40,630
Add: Additional Shares Issued During the Year	-	-
Less: Shares Forfeited/ Bought Back During the Year	-	-
No. of Shares Outstanding at the End of the Year	48,40,630	48,40,630

(ii) The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.

(iii) There is no fresh issue or buyback of shares during the year.

(iv) There is no change in the number of shares outstanding at the beginning and at the end of the year.

(v) There is no change in the pattern of shareholding during the year. It is same as the last year.

(vi) The details of shareholders holding more than 5% shares

Details of Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares	% held	Number of Shares	% held
Mr .Umesh Laxminarayan Rathi (1)	468650	9.68%	468650	9.68%
Mr. Hemant Motilal Rathi (2)	669800	13.84%	669800	13.84%
Mr . Anand Hemant Rathi	249650	5.16%	248450	5.13%
Mrs Aparna Umesh Rathi	687955	14.21%	686955	14.19%
Mrs Kanta Hemant Rathi	706465	14.59%	706465	14.59%
Mrs Pranjali Yash Rathi	301950	6.24%	301950	6.24%
Smt. Shanta Laxminarayan Rathi	273890	5.66%	273890	5.66%
Mrs Megha Anand Rathi	305350	6.31%	305350	6.31%

1.Includes 159730 shares (Previous year 159730 Shares) held in Representative Capacity

2.Includes 158730 shares (Previous year 158730 Shares) held in Representative Capacity

(vii) Shares held by promoters as at 31st March 2023

Promoter's Name	No. of Shares	% of total shares	% Change during the year
Mr .Umesh Laxminarayan Rathi (1)	468650	9.68%	0.00%
Mr. Hemant Motilal Rathi (2)	669800	13.84%	0.00%

Shares held by promoters as at 31st March 2022

Promoter's Name	No. of Shares	% of total shares	% Change during the year
Mr .Umesh Laxminarayan Rathi (1)	468650	9.66%	0.21%
Mr. Hemant Motilal Rathi (2)	669800	13.84%	0.00%

1.Includes 159730 shares (Previous year 159730 Shares) held in Representative Capacity

2.Includes 158730 shares (Previous year 158730 Shares) held in Representative Capacity

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)		
	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
Note 3: Reserves and Surplus			
Securities Premium			
Balance as per last Balance Sheet		395.42	395.42
			-
General Reserve			
Balance as per last Balance Sheet	1,397.58		1,372.58
Add: Transferred from Profit and Loss	25.00		25.00
		1,422.58	1,397.58
Statement of Profit and Loss			
Balance as per last Balance Sheet	4,666.28		3,300.86
Add: Profit as per Statement of Profit and Loss	1,368.55		1,463.03
	6,034.83		4,763.89
Less: Appropriations			
Transfer to General Reserve	25.00		25.00
Final Dividend Paid	72.61		72.61
	97.61	5,937.22	4,666.28
		7,755.22	6,459.28

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
Note 4: Long Term Borrowings			
Secured			
Term Loans			
From Banks		2,181.37	884.13
		2,181.37	884.13

(i) Maturity Profile of Secured Term Loans and Particulrs of Security

Particulars	No. of outstanding instalments	Outstanding Amount	Overdue Amount and Period	Security
Term Loan				
Factory Loan	15	174.77	Nil	Machinery & Building
Solar Plant Loan	6	13.06	Nil	Solar Plant
Office Loan	23	69.22	Nil	Office Building
Factory Loan	20	119.96	Nil	Machinery & Building
Factory Loan	67	672.83	Nil	Machinery & Building
Machinery Loan	43	129.57	Nil	Machinery
ECLGS	37	970.00	Nil	Stock and Debtors
Vehicle Loans		-		
Vehicle	40	11.27	Nil	Vehicle
Vehicle	40	20.69	Nil	Vehicle

(ii) Details of Securities and Guarantees

- The term loans are secured by hypothecation of plant and machinery and equitable mortgage on immovable properties of the Company. It is further secured by second charge on current assets of the Company.
- The term loans are further secured by personal guarantee of the directors of the Company.
- Machinery loans are secured by charge on the machineries purchased against these loans.
- Building Loan is secured by mortgage on the Building.
- The loans taken are futher secured by personal guarantee of the directors of the Company

Note 5: Deferred Tax Liabilities (Net)

Movement of Deferred Tax expenses during the year ended March 31st, 2023

(Amount in ₹ Lakhs)

Deferred Tax Liabilities			
Written down Value of Assets	488.13	(42.57)	530.70
Deferred Tax Assets	-		-
Disallowances Under Income Tax Act 1961	36.18	34.26	1.92
	451.95	(76.83)	528.78

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
Note 6: Short-Term Borrowings			
Secured			
From Banks			
As Working Capital Finance			
Bank Overdraft Facility		1,617.54	1,495.13
Current Maturities of Long-Term Debt		788.41	578.59
		2,405.95	2,073.72

Working Capital facilities are secured by hypothecation of present and future current assets of the Company i.e. stock of raw materials, stock in process, finished goods and book debts. It is further secured by equitable mortgage on existing immovable properties of the Company.

Working Capital facilities are further secured by personal guarantee of directors of the Company.

Particulars of Maturity Profile and Security

Particulars	No. of outstanding instalments	Outstanding Amount	Overdue Amount and Period	Security
Term Loan				
Factory Loan	9	231.75	Nil	Machinery & Building
Machinery Loan	1	2.19	Nil	Machinery & Building
Factory Loan	12	143.00	Nil	Machinery & Building
Solar Plant Loan	12	30.00	Nil	Solar Plant
Office Loan	12	31.97	Nil	Office Building
Factory Loan	12	72.00	Nil	Machinery & Building
Factory Loan	6	233.33	Nil	Machinery & Building
Machinery Loan	12	36.16	Nil	Machinery
		-		
Vehicle Loans				
Vehicle	12	2.80	Nil	Vehicle
Vehicle	12	5.21	Nil	Vehicle

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	As at 31st March, 2023	As at 31st March, 2022
Note 7: Trade Payables		
Total outstanding dues of Micro, Small and Medium enterprises	1,325.05	165.10
Total outstanding dues of creditors other than Micro, Small and Medium enterprises	1,311.89	1,275.09
	2,636.94	1,440.19

Trade Payables ageing schedule: As at 31st March, 2023

(Amount in ₹ Lakhs)

Particulars	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,325.05	-	-	-	-	1,325.05
(ii) Others	424.04	887.85	-	-	-	1,311.89
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March 2022

(Amount in ₹ Lakhs)

Particulars	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	165.10	-	-	-	-	165.10
(ii) Others	411.81	863.28	-	-	-	1,275.09
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

(i) The information has been disclosed in respect of the vendors on the basis of / to the extent information available with the Company and relied on by the auditors.

(ii) Information relating to interest paid / due in respect of MSME payables is not readily available with the Company, hence the same is not disclosed.

Note 8: Other Current Liabilities

Creditors for Capital Goods	119.46	104.33
Statutory Dues Payable	34.87	35.59
Accrued Employee Benefits	432.98	366.78
Income received in Advance	289.74	145.05
Joint Sales Arrangement	28.59	10.22
Dealer Deposits	1.25	1.25
Retention Money	-	2.71
Dividend Payable	1.54	0.09
	908.43	666.02

Note 9: Short Term Provisions

Provisions for Employee Benefits

Provision for Gratuity	15.16	6.54
Provision for Leave encashment	-	0.04
Provision for Tax	-	6.13
	15.16	12.71

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 10: Property, Plant and Equipments

	Gross Block					Depreciation/Amortization			Net Block	
	Balance as at 1st April 2022	Additions during the Year	Deductions (subsidy)	Deductions during the Year	Balance as at 31st March 2023	Balance as at 1st April 2022	For the Year	Deduction during the Year	Balance as at 31st March 2023	WDV as at 31st March 2022
Property Plant and Equipment										
Freehold Land	679.07	-	-	-	679.07	-	-	-	-	1,072.12
Leasehold Land	393.61	-	-	-	393.61	-	5.94	-	5.94	387.67
Buildings	4,495.12	89.46	-	-	4,584.58	542.25	139.06	-	681.31	3,903.27
Plant and Equipments	3,518.48	185.36	12.14	12.14	3,691.70	1,127.93	244.38	2.65	1,369.66	2,322.04
Computers	80.88	9.72	5.92	5.92	84.68	67.58	7.45	5.60	69.43	15.25
Furniture & Fixtures	167.29	7.94	-	-	175.23	99.31	10.55	-	109.86	65.37
Electrical Installations	157.63	18.39	-	-	176.02	52.17	14.39	-	66.56	109.46
Vehicles	229.98	44.88	-	-	274.86	154.03	24.49	-	178.52	96.34
Office Equipments	82.35	6.99	4.18	4.18	85.16	59.75	8.82	2.88	65.69	19.47
	9,804.41	362.74	-	22.24	10,144.91	2,103.02	455.08	11.13	2,546.97	7,597.94
Intangible Assets*										
Brands & Licenses	48.04	-	-	-	48.04	34.31	2.25	-	36.56	11.48
Trade marks	0.20	-	-	-	0.20	-	-	-	-	0.20
Software	160.51	19.56	-	-	180.07	105.72	12.04	-	117.76	62.31
	208.75	19.56	-	-	228.31	140.03	14.29	-	154.32	73.99
Capital Work in Progress #	-	1,547.55	-	-	1,547.55	-	-	-	-	1,547.55
		1,547.55			1,547.55		5.94			1,547.55
							(5.94)			
Less- Capitalised										
Current Year	10,013.16	1,929.85	22.24	22.24	11,920.77	2,243.05	463.43	11.13	2,701.29	9,219.48
Previous year	8,784.56	1,247.68	19.08	19.08	10,013.16	1,817.28	437.94	12.17	2,243.04	7,770.10

Notes-

*In respect of Intangible Assets, it is Amortization of assets.

During the year, there is no change in method of depreciation.

The title deeds and Lease deeds of immovable properties are in name of the Company.

The Company has not revalued its Property, Plant and Equipment and Intangible assets during the year.

During the year, there is no acquisition of any Property, Plant and Equipment and / or Intangible assets by way of business combination.

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 11: Non Current Investments	(Amount in ₹ Lakhs)		
	As at 31st March, 2023	As at 31st March, 2023	As at 31st March, 2022
Non Current Investments			
Non Trade, Unquoted (At cost)			
Investments in Equity Instruments			
The Saraswat Co Op Bank Ltd (2,500 Equity Shares of Face Value Rs. 10/- each (Previous year 2500 Equity Shares))		0.25	0.25
Investment in Government and Trust Securities			
National Saving Certificates		0.40	0.40
		0.65	0.65
Aggregate Face Value of unquoted Shares		0.25	0.25

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	As at 31st March ,2023	As at 31st March ,2023	As at 31st March ,2022
Note 12: Long-Term Loans and Advances (Unsecured, Considered Good)			
Capital Advances		305.49	25.32
		<u>305.49</u>	<u>25.32</u>
Note 13: Other Non Current Assets			
Security Deposits		151.19	145.88
		<u>151.19</u>	<u>145.88</u>
Note 14: Inventories (at lower of Cost or Net Realizable Value) (as taken, valued and certified by the Managing Director)			
Raw Materials		883.79	982.62
Semi Finished Goods		2,812.08	1,741.90
Finished Goods		631.26	279.34
Stock in Trade		25.49	20.09
Packing Materials		562.85	482.62
(For accounting policy, please refer Note 2(8))		<u>4,915.47</u>	<u>3,506.57</u>

Note 15: Trade Receivables (Unsecured, Considered Good)			
Outstanding for more than six months			
a) Unsecured, considered good		42.52	60.60
b) Doubtful		-	-
Others			
a) Unsecured, considered good		735.72	505.00
b) Doubtful		-	-
		<u>778.24</u>	<u>565.60</u>

Trade Receivables ageing schedule as at 31st March,2023 (Amount in ₹ Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	735.72	10.87	0.19	-	31.46	778.24
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31st March,2022 (Amount in ₹ Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	505.00	21.06	-	4.31	35.23	565.60
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	As at 31st March ,2023	As at 31st March ,2023	As at 31st March ,2022
Note 16: Cash and Cash Equivalents			
Balances with Banks			
In Current Accounts	423.20		38.97
Cash on Hand	9.47		8.90
		432.67	47.87
Other Bank Balances			
In Term Deposit Accounts			
With Scheduled Banks		14.11	14.11
In Dividend Account		-	0.02
CSR Accounts		34.47	7.05
		481.25	69.05

- (i) Out of the Term Deposits with Bank, balance in Deposit Accounts to the extent of ₹ 14.11 lakhs. (Previous Year - ₹ 14.11 lakhs) is earmarked against the Bank Guarantees.
- (ii) All the deposits are with a maturity period of less than 12 months.

Note 17: Short-Term Loans and Advances

(Unsecured, Considered Good)

Advances Recoverable in cash or in kind or for value to be received:

Prepaid Expenses	309.10	27.06
Advances	94.64	225.07
Balance with Revenue Authority	120.56	142.00
Prepaid Income Taxes	71.77	67.19
	596.07	461.32

Note 18: Other Current Assets

Interest Accrued	5.24	4.39
Subsidy Receivable	386.00	-
	391.24	4.39

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	For the year ended 31st March 2023	For the year ended 31st March 2023	For the year ended 31st March 2022
Note 19: Revenue from Operations			
Sale of Products (Food Products and Spices)			
Manufactured Sales	29,212.88		24,478.82
Trading Sales	160.08		172.45
		29,372.96	24,651.27
Export Sales		-	5.35
Other Operating Revenue			
Government Subsidy		386.00	98.77
		29,758.96	24,755.39
Note 20: Other Income			
Scrap Sales		18.14	11.68
Interest Income		4.00	2.65
Dividend Income		-	-
Miscellaneous Receipts		2.41	7.90
		24.55	22.23
Note 21: Cost of Materials Consumed and Goods Resold			
Raw Materials			
Opening Stocks	982.62		818.76
Add : Purchases	14,533.18		10,923.41
Less : Closing Stocks	883.79		982.62
		14,632.01	10,759.55
Traded Goods			
Opening Stocks	20.09		21.81
Purchases	152.65		151.37
Less : Closing Stocks	25.49		20.09
		147.25	153.09
Packing Materials			
Opening Stocks	482.62		356.11
Add : Purchases	4,062.61		3,267.86
Less : Closing Stocks	562.85		482.62
		3,982.38	3,141.35
		18,761.64	14,053.99
(i) Raw Materials Consumed			
Whole Spices		3,740.99	3,029.52
Pulses		2,548.61	2,486.41
Chilli		1,052.01	1,106.37
Oil		981.32	741.01
Paste		949.69	416.35
Turmeric		259.36	207.00
Others		5,100.03	2,772.89
		14,632.01	10,759.55

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)		
	For the year ended 31st March 2023	For the year ended 31st March 2023	For the year ended 31st March 2022
(ii) Packing Materials Consumed			
Roll		1,483.79	1,130.85
Pet Jar		1,060.02	717.54
Corrugated Box		273.83	192.95
Corton		90.19	82.88
Pouch		141.03	61.75
Other		933.52	955.38
		3,982.38	3,141.35
Note 22: Changes In Inventories of Finished Goods Work-In-Progress and Stock-in-Trade			
Finished Goods			
Opening Stocks	279.34		251.70
Closing Stocks	631.26		279.34
		(351.92)	(27.64)
Semifinished Goods			
Opening Stocks	1,741.90		1,291.59
Closing Stocks	2,812.08		1,741.90
		(1,070.18)	(450.31)
		(1,422.10)	(477.95)
Semi Finished Closing Stock			
Mango Tukadi		1,090.49	722.51
Basic Powder		435.31	269.16
Blended Masala		719.74	161.96
Paste		63.72	116.31
Papad		52.11	27.76
Others		450.71	444.20
		2,812.08	1,741.90
Finished Goods Closing Stock			
Papad		105.80	41.99
Blended Masala		41.87	40.10
Pickle		114.61	31.28
Basic Spices		55.91	28.59
Hing		24.77	16.66
Ketchup		32.59	15.39
Others		255.71	105.33
		631.26	279.34

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)	
	For the year ended 31st March 2023	For the year ended 31st March 2022
Note 23: Manufacturing costs		
Direct Manufacturing Expenses	630.00	472.12
Job Work Charges	1,198.99	1,066.55
Electricity Expenses	198.69	150.83
Repair & Maintenance :	-	-
- Factory Building	67.35	47.15
- Plant & Machinery	174.14	123.34
	2,269.17	1,859.99
Note 24: Employee Benefit Expenses		
Salaries,Wages and Allowances	2,257.57	1,913.80
Contribution To Provident and Other Funds	192.98	171.58
Staff Welfare Expenses	42.89	41.02
	2,493.44	2,126.40
Note 25: Sales Promotion and Marketing Expenses		
Advertisement and Marketing Expenses	3,240.78	3,152.02
	3,240.78	3,152.02
Note 26: Finance Costs		
Interest Expense	284.12	179.74
Less- Capitalised towards CWIP	(19.36)	-
	264.76	179.74
Other Borrowing Costs	50.80	37.92
	315.56	217.66
Note 27: Other Expenses		
Rent	10.50	24.39
Rates and Taxes	10.20	10.09
Electricity Expenses	5.13	3.56
Insurance Expenses	24.76	22.13
Travelling and Conveyance	665.12	471.90
Transport Costs	770.21	601.09
Legal and Professional Fees	118.53	128.86
Repairs and Maintenance	132.15	68.05
Telephone Expenses	27.91	20.50
Office Expenses	35.04	22.65
Printing and Stationary	11.29	7.62
Debit balances written off (Net)	5.86	-
Loss on Sales of Assets (Net)	1.93	5.70
Loss from Joint Venture Arrangement	18.37	17.10
R & D Expenses*	4.86	4.89
CSR Expenditure	34.50	5.84
Provision for doubtful Debts	-	14.13
Other Expenses (including Postage & Telegram, Meeting Expenses etc.)	43.51	26.20
	1,919.87	1,454.70

*R& D expenses includes Personnel Cost incurred for the same.

Note 28: Auditor's Remuneration**(Amount in ₹ lakhs)**

	FY <u>2022-2023*</u>	FY <u>2021-2022*</u>
Statutory Audit Fees	02.50	02.10
Tax Audit Fees	00.75	00.50
Certification & Other Services	00.67	00.10
Reimbursement of Expenses	00.00	00.10
Total	03.92	02.80

(*Above figures are excluding GST)

Note No 29: Corporate Social Responsibility

	<u>31 March 2023</u>	<u>31 March 2022</u>
Gross Amount required to be spent as per Section 135 of the Act	33.17	27.42
Add: Amount Unspent from previous years	63.52	41.94
Add: Arrear of amount to be spent pertaining to previous year	05.41	-
Total Gross amount required to be spent during the year	102.10	69.36
Amount approved by the Board to be spent during the year	34.50	05.84
Amount spent during the year on		
(i) Construction/acquisition of an asset	34.50	-
(ii) On purposes other than (i) above	-	05.84
Details related to amount spent/ unspent		
	<u>31 March 2023</u>	<u>31 March 2022</u>
Contribution to Sanghu Guruji Charitable Trust	20.00	05.84
Contribution to Zhilaparishad School	14.50	-
Accrual towards unspent obligations in relation to:		
Ongoing projects	67.60	63.52
Other than Ongoing projects	-	-
Total	67.60	63.52

Note 30: Contingent Liabilities in respect of

	<u>31 March 2023</u>	<u>31 March 2022</u>
a. Bank guarantees outstanding	-	-
b. Other	-	-

Note 31: Government Subsidy

Industrial Promotion Subsidy:

As per the scheme, 75% amount of provisional sanctioned incentive is receivable during the year and the balance 25% is receivable after completion of the GST assessments of eligible units for the relevant years on submission of certificate by assessing officer.

Incentive under PSI Scheme 2013

The Company had applied to the Directorate of Industries, Maharashtra for grant of incentive under the Package Scheme of Incentives for its investments in Fixed assets during the period from 01.04.2013 to 31.03.2018. On the fulfilment of primary conditions as required under the scheme, Directorate of Industries issued eligibility certificate for a total amount of ₹2777.00 lakhs on 10th April, 2019 in connection with the Plant at Talegaon, Dist. Nashik.

This incentive is receivable on the fulfilment of certain conditions i.e. investment in Fixed assets, Sale of eligible finished goods from eligible units and payment of SGST collected on sale of Eligible finished products. In terms of the Scheme and based on the EC received during the previous year, the Company received sanction letters from Directorate of Industries dated 06th February 2023 and accrued income of ₹386 Lakhs.

The Company has complied with the requisite conditions and applied for the grant of proportionate amount of incentive for the eligible period from 1st April, 2019 to 31st, March 2022. During the year, the Company has been sanctioned grant of Rs. 386 lakhs by the State government. As per the scheme, the grant comprises of 75% of the eligible SGST amount of ₹203.56 Lakhs, Interest Subsidy of ₹172.63 Lakhs and Power Tariff of ₹9.81 Lakhs the said income is disclosed under the head 'Other operating revenue'.

Note 32: Other Notes forming Part of Accounts

a. Capital Commitments

(Amount in ₹ lakhs)

	<u>2022-2023</u>	<u>2021-2022</u>
Estimated amount of contract remaining to be executed on capital account and not provided for		
Tangible assets	1197.13	00.57

b. Retirement Benefit Plans

i) Defined Benefit Plans

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is eligible for a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The Company makes annual contribution to the Employee's Group Gratuity-cum Life Assurance scheme of the Life Insurance Corporation of India, a funded defined benefit plan.

The following table summarizes details related to old policy only.

The following table summarizes the components of net benefit expenses recognized in the statement of Profit and Loss and the funded status and amounts recognized in the Balance Sheet.

		(Amount in ₹ lakhs)			
		FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Policy no		682236		708000176	
I	Changes in benefit obligation during the year				
1	Liability at the beginning of the year	214.39	204.77	83.43	77.39
2	Interest cost	15.01	14.33	5.84	5.42
3	Current Service Cost	12.73	13.64	15.93	19.07
4	Benefits paid	-8.83	-15.05	-9.8	-9.8
5	Actuarial (gains) / losses	-10.1	-3.3	-6.74	-8.65
6	Liability at the end of the year	223.2	214.39	88.66	83.43
II	Changes in plan assets during the year				
1	Plan assets at the beginning of the year	243.81	231.99	101.81	98.87
2	Expected return of the plan assets	17.76	16.69	7.07	7.07
3	Contributions	0.64	10.19	5.9	5.67
4	Benefits paid	-8.83	-15.06	-9.8	-9.8
5	Plan assets at the end of the year	253.38	243.81	104.98	101.81
III	Net assets (Liability) recognized in Balance Sheet				
1	Liability at the end of the year	223.2	214.39	88.66	83.43
2	Plan assets at the end of the year	253.38	243.81	104.98	101.81
3	Amount recognized in the Balance Sheet	30.18	29.42	16.32	18.38
IV	Expenses recognized in the statement of P&L A/c				
1	Current service cost	12.73	13.64	15.93	19.07
2	Interest cost	15	14.33	5.84	5.42
3	Expected return on plan assets	-17.76	-16.69	-7.07	-7.07
4	Actuarial (gain)/losses	-1.23	-3.30	-6.74	-8.65
5	Total expenses as per actuarial valuation	8.74	7.98	7.96	8.77
V	Assumption used in accounting for gratuity plan				
1	Discount rate	0.07	0.07	0.07	0.07
2	Salary Escalation rate	0.07	0.07	0.07	0.07

ii) Defined Contribution Plan

Employees Benefit Expenses in Note 23 includes the following contributions to defined contribution plan

	(Amount in ₹ lakhs)	
Contribution to Provident & Other Funds	<u>FY 2022-23</u>	<u>FY 2021-22</u>
Contribution to Provident Fund	55.33	54.86
Employees' Pension Fund	61.26	55.48
Administration Charges	09.36	08.67
Total	125.95	119.01
Workmen and Staff Welfare Fund		
ESIC	27.87	26.42
Labour Welfare Fund	00.49	00.47
Total	28.36	26.89

c. Disclosure as per Accounting Standard -17: Segment Reporting

As the Company operates in a Single Segment i.e., Manufacturing of Spices and related food products, the requirement to disclose details relating to reportable Primary segment is not applicable and hence not made.

Since the Company primarily operates and earns revenue in India, the requirement to disclose details relating to reportable Secondary Segments is also not applicable and hence not made.

d. i) Related Party Disclosure

Sr.	Name of Related Party	Nature of Relationship
1.	Hemant Builders Private Limited	Direct Control
2.	Mr. Hemant M. Rathi	Key Managerial Personnel
3.	Mr. Umesh L. Rathi	
4.	CA Sharad D. Bedmutha	
5.	Mr. Anand H. Rathi	
6.	Mr. D. M. Bachhav	
7.	Smt. Shanta L Rathi	
8.	Mrs. Kanta Hemant Rathi	Relatives of Key Managerial Personnel
9.	Mrs. Aparna Umesh Rathi	
10.	Mr. Rohan Umesh Rathi	
11.	Mr. Yash Umesh Rathi	
12.	Mrs. Pranjal Y. Rathi	
14.	Mrs. Ujwala Bedmutha	
15.	Mrs. Megha A Rathi	

ii) Transactions with related parties for the year

(Amount in ₹ lakhs)

	Direct Control		Key Managerial Personnel		Relatives of Key Managerial Personnel	
	FY	FY	FY	FY	FY	FY
	<u>2022-23</u>	<u>2021-22</u>	<u>2022-23</u>	<u>2021-22</u>	<u>2022-23</u>	<u>2021-22</u>
Dividend Paid on Shares	00.02	00.02	16.08	16.08	42.28	41.94
Remuneration paid	-	-	189.55	189.20	71.26	60.00
Commission paid on Bank Guarantee	-	-	35.40	35.40	-	-
Incentives Paid	-	-	-	01.09	-	-

ii) Balances outstanding of related parties at the year end

	Key Managerial Personnel		Relatives of Key Managerial Personnel		Controlled through Key Managerial Personnel	
	FY	FY	FY	FY	FY	FY
	<u>2022-23</u>	<u>2021-22</u>	<u>2022-23</u>	<u>2021-22</u>	<u>2022-23</u>	<u>2021-22</u>
Salary/ Remuneration Payable	56.91	29.25	-	03.17	-	-
Commission payable on bank Guarantee	27.98	33.80	-	-	-	-

iv) Disclosure of Material transactions / balances with related parties

(Amount in ₹ lakhs)

Particulars	FY 2022-23	FY 2021-22
Dividend on Shares		
Hemant Builders Private Limited	00.02	00.02
Mr. Hemant M. Rathi	07.67	07.67
Mr. Umesh L. Rathi	04.63	04.63
Ms. Shanta L Rathi	04.11	04.11
Ms. Aparna U Rathi	10.32	10.17
Mr. Yash U Rathi	01.79	01.77
Ms. Kanta H Rathi	10.60	10.56
Mr. Anand H Rathi	03.73	03.73
Mr. Rohan U Rathi	01.37	01.31
Hemant Rathi (In Representative Capacity)	02.38	02.38
Umesh Rathi (In Representative Capacity)	02.40	02.39
Mrs. Megha A. Rathi	04.58	04.55
Mrs Pranjali Yash Rathi	04.53	04.50
Ms. Shashirekha Kolhatkar	-	00.15
Mr. Sharad Bedmutha	00.05	00.05
Ms. Ujwala Bedmutha	00.05	00.05

Remuneration		
Mr. Hemant M. Rathi	60.00	60.00
Mr. Umesh L. Rathi	60.00	60.00
Mr. Anand H. Rathi	60.00	60.00
Mr. D M Bachhav	09.55	09.20
Incentive		
Mr. D M Bachhav	-	01.09
Commission		
Mr. Hemant M. Rathi	17.70	17.70
Mr. Umesh L. Rathi	17.70	17.70

e) Earnings per Share

(Amount in ₹ lakhs)

	FY 2022-23	FY 2021-22
Earnings per share		
Profit for the year attributable to owners of the company	1,368.55	1,463.03
Weighted average number of ordinary shares outstanding	4840630	4840630
Basic earnings per share (in Rs.)	28.27	30.22
Diluted earnings per share (in Rs.)	28.27	30.22

f) Statement of Ratio Analysis for Current Year and Preceding Previous Year

Sr No	Ratio's	Particulars	Numerator	Denominator	FY 2022-23	FY 2021-22	% Variance	Reason for Variance**
1	Current Ratio	Current Assets / Current Liabilities	7,162	3,330	2.15	1.09	97.26%	Increase in Inventories and Bank Balance
2	Debt Equity Ratio	Total Debt / Shareholder's Fund	8,148	8,239	0.99	0.73	35.25%	Increase in Term Loans
3	Debt Service Coverage Ratio	(NPAT+ Depreciation+ Interest+Loss on sale of Asset)/(Interest Cost+ Principal Repayment)	2,491	1,073	2.32	3.40	-31.63%	Increase in Term Loans and interest thereon
4	Return on Equity Ratio	NPAT / Average Shareholder's Fund	1,369	7,591	0.18	0.23	-23.01%	Marginal decrease in net profit after tax
5	Inventory Turnover Ratio	Cost of Goods Sold / Avg Inventory	17,691	4,211	4.20	4.36	-3.54%	
6	Trade Receivables Turnover Ratio	Credit Sales / Avg Trade Receivables	29,373	672	43.71	49.83	-12.27%	
7	Trade Payables Turnover Ratio	Credit Purchases / Avg Trade Payables	18,748	2,039	9.20	15.65	-41.23%	Increase in trade payables
8	Net Capital Turnover Ratio	Net Sales/ Avg Working Capital	29,759	1,196	24.89	59.75	-58.35%	Increase in Working Capital
9	Net Profit Ratio	NPAT / Sales	1,369	29,759	0.05	0.06	-22.19%	
10	Return on Capital employed	EBIT / (Total Shareholders Fund+ Total Debt+ Deffered Tax Liability)	2,026	13,279	0.15	0.20	-25.39%	Marginal decrease in net profit after tax
11	Return on Investment	NPAT / Total Investment	1,369	8,239	0.17	0.21	-20.90%	

** Reason for Variance is given only where the same is above 25%.

(Amount in ₹ lakhs)

g) Earning in foreign Currency

	FY 2022-23	FY 2021-22
Value of export on FOB basis	-	5.34

h) The Board of Directors recommend dividend of Rs.1.5per share (for the year ended31stMarch, 2023) to be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The total equity dividend to be paid is Rs. 72.60 lakhs for the FY 2022-23.

i) Following are Additional disclosures required for financial statements:

- As on the Balance Sheet date, the amount of loans and advances paid to directors, Key Managerial Persons and relatives of directors and Key Managerial persons are Nil.
- The Company has borrowed funds from banks and financial institutions on the basis of security of current assets. Monthly stock and Book debt Statement submitted to banks are in accordance with the books of accounts.
- The Company has not defaulted in repayment to banks or financial institutions and the Company is not declared as wilful defaulter by any bank or financial institution.
- The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of the Companies Act, 1956 considering the information available with it.
- No proceedings have been initiated or pending against the Company for holding any benami property under Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.
- The Company does not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- During the year the company has not entered into any forward exchange contract nor has taken any forward cover to hedge its exposures outstanding in foreign currency, hence the disclosure and / or reporting requirement under the AS- 11 “The Effects of Changes in Foreign Exchange Rates” is not applicable and hence the same are not made.
- The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act,1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

- During the year, there is no scheme of arrangement in which company entered into
- (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (ii) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

j) Previous year's figures are regrouped, rearranged & reclassified wherever necessary.

For and on behalf of the Board

**As per our report of even date attached
For C. V. Chitale & Co.
Chartered Accountants
FRN: 126338W**

**Umesh L Rathi
Managing Director
DIN: 00175730**

**Hemant M Rathi
Chairman
DIN: 00175854
Place: Nashik
Date : 02nd September 2023**

**Yash Parakh
Partner
Membership No. 187319
Place: Nashik
Date: 02nd September 2023**

Product Portfolio

Signature Products

Ram Bandhu Signature range consists of products we have pioneered and are at the apex position in the market. These products make distinctive preparations effortless and fun experience.



Ground Spices

In every Indian meal the usage of ground spices is inevitable. The raw materials used are carefully chosen and further processed in hygienic conditions to retain its taste and nutritional values.

Blended Spices

The wide variety in Indian cuisine demands for perfectly formulated blends of spices to give authentic taste to each individual delicacy. We have mastered the process and products which gives our masala's enjoyable taste, aroma and texture.



TOGETHER TOWARDS TOMORROW



Pickles | Papads | Spices | Ketchup | Sauces | Chutneys | Pastes

Registered Office: A-305, DAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR, GHATKOPAR (E), MUMBAI (MH)- 400075.

Corporate Office: 30, EMPIRE HOUSE, 5th CROSSING, GOVIND NAGAR, NASHIK (MH)- 422009. | Tel: 0253 2472006

Email: contact@esfl.co.in | Web: www.esfl.co.in | CIN: U151001994PLC080772