



EMPIRE

SPICES & FOODS LTD.

28TH ANNUAL REPORT | 2021-22

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.

Annual General Meeting:

Day: Wednesday,

Date: 28th September 2022

Time: 12:00 Noon

Virtual Meet: <https://purvashare.in-stavc.com/broad-cast/c2a60380-1ebf-11ed-9b99-c9b22d3a3cc0>

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:

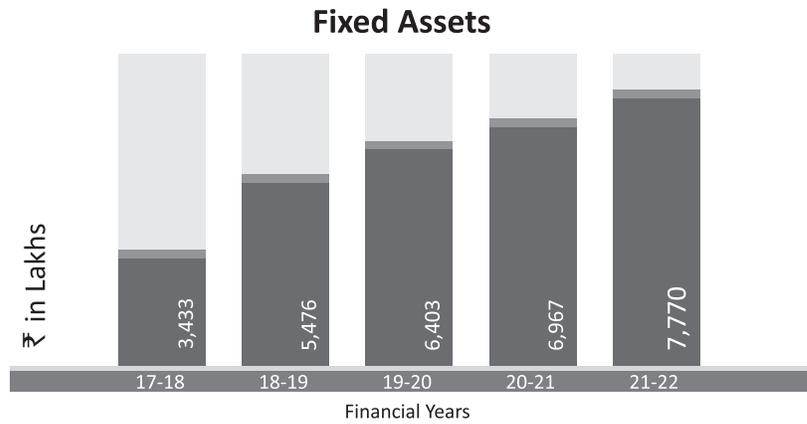
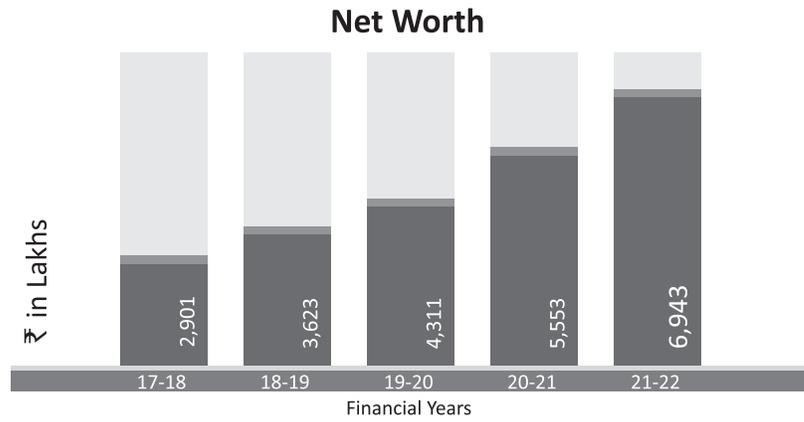
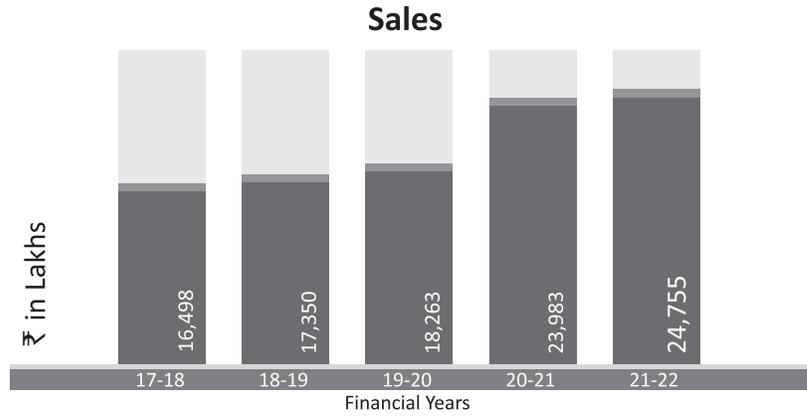
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Social Platforms:

www.facebook.com/RamBandhuOfficial

www.twitter.com/RamBandhuMasale

Financial Highlights



NOTICE TO THE MEMBERS

Notice is hereby given that the Twenty Eighth Annual General Meeting of the members of EMPIRE SPICES AND FOODS LIMITED will be held on Wednesday, 28th September 2022 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, 2022 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 **Ordinary Resolutions**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2022 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, 2022 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, 2022 and the same be paid out of the profits of the Company for the financial year ended March 31, 2022.”

3. REAPPOINTMENT OF DIRECTOR RETIRING BY ROTATION:

To re-appoint Mr. Umesh Laxminarayan Rathi (DIN:00175730), 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, Mr. Umesh Laxminarayan Rathi (DIN:00175730), 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

HEMANT MOTILAL RATHI
Chairman
DIN:00175854

Date: 28th August 2022

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.instavc.com/broadcast/c2a60380-1ebf-11ed-9b99-c9b22d3a3cc0>.

2. Members are requested to kindly participate in the AGM through the 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 September 17, 2022 to September 28, 2022 (both days inclusive) and accordingly, Final Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2021-2022, if approved at the meeting, will be payable to those eligible members whose names appeared: (1) As Beneficial Owners, as on September 17, 2022 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 September 17, 2022 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 September 17, 2022.

4. Registrar and Transfer Agents: The address of Registrars and Transfer Agents of the Company is as follows:
FREEDOM REGISTRY LIMITED

Plot no. 101/102, M.I.D.C, 19th street, Satpur, Nashik-422007

Tel. No. 0253-2354032

5. As per Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2015, The Company has now made available its shares in DEMAT form to the 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 September 17, 2022.

7. Relevancy of question and the order of speakers at the meeting will be decided by the Chairman.

8. 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 the shareholders. Thus, all the shareholders of the Company are requested to convert their physical shareholding in the dematerialized shares of the Company. The ISIN of the Company is INE041101010.

9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

OTHER INFORMATION:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 and Circular No. 33 dated September 28, 2020 and Circular No. 39 dated December 31, 2020 and Circular No. 2 dated January 13, 2021 and Circular No. 2 dated May 05, 2022 (here in after collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the

Companies Act, 2013 the Annual General Meeting of the Members 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.

6. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular Nos. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021.

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.instavc.com/broadcast/c2a60380-1ebf-11ed-9b99-c9b22d3a3cc0>
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with 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 fluctuation in their respective network. It is therefore recommended to use 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 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 on 9324659811 or write an email to support@purvashare.com.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India.

By Order of the Board of Directors

HEMANT MOTILAL RATHI
Chairman
DIN:00175854

Date: 28th August 2022

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 in presenting their Twenty Eighth Annual Report on the business and operation of the Company and the accounts for the financial year ended 31st March, 2022.

FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY:

The financial results for the year ended 31st March, 2022 and the corresponding figures for the last year are as under:

-

(Amount in ₹ lakhs)

Particulars	2021-2022	2020-2021
Total Sales and other income	24,777.62	23,983.38
Profit/ (Loss) before Finance cost, Depreciation and Tax	2,608.47	2,702.38
Less: Depreciation & Amortization Expense	437.94	419.36
Less: Finance cost	217.66	288.39
Profit/ (Loss) before Tax	1,952.87	1,994.63
Less: Tax Expenses		
Current tax	450.47	438.79
Earlier year tax	2.58	0.47
MAT credit entitlement	-	39.90
Deferred tax	36.79	201.22
Profit After Tax	1,463.03	1,314.25

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

The Company has earned revenue of ₹ 24,777.62 lakhs during the year which has been increased by about 3.32% as compared to previous year's revenue. The Company has earned a profit during the year amounting to ₹ 1,952.87 lakhs which has decreased by about 2.10% as compared to previous year.

DIVIDEND:

Your Directors recommend dividend ₹ 1.50 per share on paid up equity share capital of the Company for financial year ended on 31st March 2022, 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 2014-2015 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 ₹ 18,720/- to IEPF of the unclaimed dividend amount for the year 2013-2014.

CHANGE IN THE SHARE CAPITAL:

There is no change in 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 **SEVEN** times in the Current Financial Year.

02/06/2021
30/06/2021
23/07/2021
01/09/2021
29/09/2021
29/12/2021
21/03/2022

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

a) The Board of Your Company consist 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. UMESH LAXIMINARAYAN RATHI (DIN: 00175730), director of the Company retires at the ensuing Annual General meeting and being eligible for re-appointment.

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

The Company has formed the Nomination and Remuneration Committee as per the provisions of Companies Act, Section 178 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
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 2021-2022

DATES OF MEETING:

29/12/2021

21/03/2022

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 2021-2022

DATES OF MEETING:

29/12/2021
21/03/2022

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 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 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 loan as per Note 12 of Notes to Balance Sheet. Company has not provided any guarantee during the year. The Company has made Non-current investment 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 ordinary course of business and were on 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. 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, TECHNOLOGY ABSORPTION:

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

FOREIGN EXCHANGE EARNINGS / OUTFLOW/EXPENSES:-

Expenses in foreign exchange during the year were NIL whereas the earnings in foreign exchange was ₹5,34,418/- (inflow against export realisation).

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

DETAILS OF 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 previous 3 years on CSR activities. According to the provisions the company is required to spend ₹ 27,42,492/- as CSR expenditure out of which company has not spent any amount. The Company has spent ₹ 5,84,000/- during the year from last year's provision as Contribution to **VIKLANG PUNARVASN KENDRA** Trust.

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 provision relating to submission of Secretarial Audit Report is not applicable to The Company.
- 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, were appointed as Statutory Auditor of the Company for a period of 5 years up to the Annual General Meeting of 2023-2024.

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 of spices, manufacture of Papad, Papad Atta and similar foods, manufacture of sauces, pickles chutney. Due to increase in day to day risk which 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 off during the year 2021-2022

- No. of complaints received Nil
- No. of complaints disposed off 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 co-operation extended by the Company's bankers, State and Central Government authorities. Your directors sincerely thank the customers, suppliers and employees for their support and co-operation extended to the Company.

For and on behalf of the board,

Place: Nashik
Date: 28th August 2022

Umesh Rathi
Managing Director

Hemant Rathi
Chairman

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2022

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.	FREEDOM REGISTRY LIMITED PLOT NO. 101/102, M.I.D.C, 19 TH STREET, SATPUR, NASHIK-422 007. TEL. NO. 0253-2354032

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	47.10%
2	Manufacture of papad, papad atta and similar food products	10796	21.50%
3	Manufacture of sauces	10305	5.96%
4.	Manufacture of Pickles, chutneys etc.	10306	24.74%
5.	Trading of Goods	46909	0.70%

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 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-21				NO. OF SHARES HELD AT THE END OF THE YEARS AS ON 31-MAR-22				% CHANG E DURIN G THE YEAR
	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
A. Pmtors									
A) Individual/Huf	38,50,780	NIL	38,50,780	79.55	38,64,080	9,000	38,73,080	80.01	0.58%
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	1,000	NIL	1,000	0.02	1,000	NIL	1,000	0.02	NIL
E)Bank/I	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)	38,51,780	0	38,51,780	79.57%	38,65,080	9,000	38,74,080	80.03%	0.58%
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)	3,500	NIL	3,500	0.07%	3,500	NIL	3,500	0.07%	NIL
Sub Total (b) (1):-	3,500	0	3,500	0.07%	3,500	0	3,500	0.07%	NIL
2. Non Institutions									
A) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
I) Indian (Ia Belle Machinery Pvt Ltd & 3a Financial Services Ltd & Arms Securites Pvt. Ltd.	12,552	1,000	13,552	0.28%	17,042	1,000	18,042	0.37%	33.13%

li) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
B) Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
I) Individual Shareholders Holding Nomimnal Share Capital Upto Rs.1 Lakh	NIL	5,500	5,500	0.11%	NIL	5,500	5,500	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)	2,12,998	7,53,300	9,66,298	19.96%	2,62,608	6,71,500	9,34,108	19.30%	-3.33%
Non Resident Indians	NIL	NIL	NIL	NIL	5,400	NIL	5,400	0.11%	5,400%
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):-	2,25,550	7,59,800	9,85,350	20.36%	2,85,050	6,78,000	9,63,050	19.90%	-2.26%
Total Public Shareholding (b)= (b)(1)+(b)(2)	2,29,050	7,59,800	9,88,850	20.43%	2,88,550	6,78,000	9,66,550	19.97%	-2.26%
C. Shares Held By Custodian For Gds & Adrs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (a+b+c)	40,80,830	7,59,800	48,40,630	100.00%	41,53,630	6,87,000	48,40,630	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	2,47,750	5.12%	NIL	2,48,450	5.13%	NIL	0.28%
4	APARNA UMESH RATHI	6,77,955	14.01%	NIL	6,86,955	14.19%	NIL	1.33%
5	SHANTA LAXMINARAYAN RATHI	2,73,890	5.66%	NIL	2,73,890	5.66%	NIL	NIL
6	KANTA HEMANT RATHI	7,03,965	14.54%	NIL	7,06,465	14.59%	NIL	0.36%
7	YASH UMESH RATHI	1,18,420	2.45%	NIL	1,19,120	2.46%	NIL	0.59%
8	ROHAN UMESH RATHI	87,950	1.82%	NIL	91,450	1.89%	NIL	3.98%
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)	1,58,730	3.28%	NIL	1,59,730	3.30%	NIL	0.63%
12	MEGHA ANAND RATHI	3,400	0.07%	NIL	3,05,350	6.31%	NIL	8880.88%
13	PRANJAL YASH RATHI	3,00,000	6.20%	NIL	3,01,950	6.24%	NIL	0.65%
14	ANKITA HEMANT RATHI	-	0.00%	NIL	1,000	0.02%	NIL	NIL
15	SHUBHAM NUWAL	3,00,000	6.20%	NIL	-	0.00%	NIL	-100.00%
	Total	38,51,780	79.57%	NIL	38,74,080	80.03%		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	HEMANT MOTILAL RATHI 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%
2	UMESH LAXMINARAYAN RATHI 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%
3	ANAND HEMANT RATHI At the beginning of the year	2,47,750	5.12%	2,47,750	5.12%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			700	0.01%
	At the end of the year			2,48,450	5.13%
4	APARNA UMESH RATHI At the beginning of the year	6,77,955	14.01%	6,77,955	14.01%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			9,000	0.18%
	At the end of the year			6,86,955	14.19%
5	KANTA HEMANT RATHI At the beginning of the year	7,03,965	14.54%	7,03,965	14.54%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			2,500	0.05%
	At the end of the year			7,06,465	14.59%
6	YASH U RATHI At the beginning of the year	1,18,420	2.45%	1,18,420	2.45%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			700	0.01%
	At the end of the year			1,19,120	2.46%
7	ROHAN UMESH RATHI At the beginning of the year	87,950	1.82%	87,950	1.82%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			3,500	0.07%
	At the end of the year			91,450	1.89%
8	MEGHA ANAND RATHI At the beginning of the year	3,400	0.07%	3,400	0.07%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			3,01,950	6.24%

	At the end of the year			3,05,350	6.31%
9	PRANJAL YASH RATHI At the beginning of the year	3,00,000	6.20%	3,00,000	6.20%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			1,950	0.04%
	At the end of the year			3,01,950	6.24%
10	SHUBHAM NUWAL At the beginning of the year	3,00,000	6.20%	3,00,000	6.20%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):			-3,00,000	-6.20%
	At the end of the year			-	-
10	UMESH LAXMINARAYAN RATHI (HUF) At the beginning of the year	1,58,730	3.28%	1,58,730	3.28%
	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			1,59,730	3.30%
10	ANKITA HEMANT RATHI At the beginning of the year	0	0.00%	0	0.00%
	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			1,000	0.02%
		34,18,160	70.63%	34,40,460	71.07%

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 theyear	
		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	12,000	0.25%	12,000	0.25%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	4,032	0.08%
	At the end of the year	-	-	16,032	0.33%
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	2,47,750	5.12%	2,47,750	5.12%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			-700	-0.01%
	At the end of the year			2,48,450	5.13%
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	2,641.61	606.35	-	3,247.96
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,641.61	606.35	-	3,247.96
Change in Indebtedness during the financial year				
* Addition	316.24	59.58	-	375.82
* Reduction	-	-	-	-
Net Change	-	59.58	-	375.82
Indebtedness at the end of the financial year				
i) Principal Amount	2,957.85	665.93	-	3,623.78
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2,957.85	665.93	-	3,623.78

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	36.00	36.00	36.00	10.29	118.29
	(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	0.50	0.50	0.50	0.20	1.70
	Total (A)	36.50	36.50	36.50	10.49	119.99
	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	0.50	0.40	0.20		1.10
	Commission					
	Others, please specify					
	Total (1)	0.50	0.40	0.20		1.10
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)	0.50	0.40	0.20		1.10
	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, 2022, 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, 2022 and 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 ¹financial 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, 2022 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, 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 a delay of 108 days where the due date was September 29, 2021 and amount involved was Rs.18,720/-.
- i.
 - (1) 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;

- (2) 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, lend or invest 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;
 - (3) 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.
 - ii. The Company has declared and paid dividend during the year which is in compliance with section 123 of the Act.
3. 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
Firm registration No. 126338W

Date: August 28, 2022,
Place: Pune

Abhay A. Avchat
Partner
Membership No. 112265
UDIN- 22112265AQUTYE4215

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 2022

- 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 for 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.
 - (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/financial institutions on the basis of security of current assets. Monthly returns / statements are filed with such Banks/ financial institutions 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 of India 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 , 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, 2022, for a period of more than six months from the date they became payable.
- (b) According to the 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 the 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, no money was raised by way of term loans during the year. Accordingly, the provision stated in paragraph 3(ix)(c) of the Order is not applicable.
- (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 records 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, 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 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, the company has not transferred the amount remaining unspent to a Fund specified in Schedule VII to the Companies Act, 2013 till the date of our report. However, the time period for such transfer i.e. six months of the expiry of the financial year as permitted under the second proviso to sub-section (5) of section 135 of the Act, has not elapsed till the date of our report.
- (b) Since the company is not undertaking ongoing projects of CSR Activities, provisions stated in clause 3(XX) of the order are not applicable.
- 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

Abhay A. Avchat
Partner
Membership No.112265
UDIN- 22112265AQUTYE4215

Place: Pune
Date: August 28, 2022

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, 2022 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, 2022, 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 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: Pune
Date: August 28, 2022**

**Abhay A. Avchat
Partner
Membership No.112265
UDIN- 22112265AQUTYE4215**

EMPIRE SPICES AND FOODS LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2022

Particulars	Note	(Amount in ₹ Lakhs)		
		As at 31st March, 2022	As at 31st March, 2022	As at 31st March, 2021
I. EQUITY AND LIABILITIES				
(1) Shareholder's funds				
(a) Share Capital	2	484.06		484.06
(b) Reserves and Surplus	3	<u>6,459.28</u>		<u>5,068.86</u>
			6,943.34	5,552.92
(2) Non-current liabilities				
(a) Long Term Borrowings	4	884.13		1,463.33
(b) Deferred Tax Liabilities (Net)	5	<u>528.78</u>		<u>491.99</u>
			1,412.91	1,955.32
(3) Current liabilities				
(a) Short-Term Borrowings	6	2,073.72		1,178.28
(b) Trade Payables	7			
(i) Total outstanding dues of micro enterprises and small enterprises		165.10		206.41
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,275.18		1,626.70
(c) Other Current Liabilities	8	665.93		606.35
(d) Short Term Provisions	9	<u>12.71</u>		<u>4.62</u>
			4,192.64	3,622.36
Total			<u><u>12,548.89</u></u>	<u><u>11,130.60</u></u>
II. Assets				
(1) Non-current assets				
(a) Property, Plant and Equipment and Intangible Assets	10			
(i) Property, Plant and Equipment		7,701.39		6,894.70
(ii) Intangible Assets		<u>68.72</u>		<u>72.58</u>
		7,770.11		6,967.28
(b) Non Current Investments	11	0.65		0.65
(c) Long-Term Loans and Advances	12	25.32		107.31
(d) Other Non current Assets	13	<u>145.88</u>		<u>45.93</u>
			7,941.96	7,121.17
(2) Current assets				
(a) Inventories	14	3,506.57		2,739.97
(b) Trade Receivables	15	565.60		428.06
(c) Cash and Cash Equivalents	16	69.05		376.36
(d) Short-Term Loans and Advances	17	461.32		460.97
(e) Other Current Assets	18	<u>4.39</u>		<u>4.07</u>
			4,606.93	4,009.43
Total			<u><u>12,548.89</u></u>	<u><u>11,130.60</u></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 : 28th August 2022

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

Abhay Avchat
Partner
Membership No. 112265
Place : Pune
Date : 28th August 2022

EMPIRE SPICES AND FOODS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

Particulars	Note	(Amount in ₹ Lakhs)		
		01st April 2021 To 31st March 2022	01st April 2021 To 31st March 2022	01st April 2020 To 31st March 2021
INCOME				
Revenue from Operations	19		24,755.39	23,959.95
Other Income	20		22.23	23.43
Total Income			24,777.62	23,983.38
EXPENSES				
Cost of Materials Consumed and Goods Resold	21		14,053.99	13,531.49
Changes In Inventories of Finished Goods	22		(27.64)	110.24
Work-In-Progress and Stock-in-Trade			(450.31)	573.42
Manufacturing costs	23		1,859.99	1,705.59
Employee Benefit Expenses	24		2,126.40	1,903.95
Advertisement and Sales Promotion Expenses	25		3,152.02	2,124.05
Finance Costs	26		217.66	288.40
Depreciation and Amortization Expense	10		437.94	419.36
Other Expenses	27		1,454.70	1,332.25
Total Expenses			22,824.75	21,988.75
Profit before exceptional and extraordinary items and tax			1,952.87	1,994.63
Profit Before Tax			1,952.87	1,994.63
Tax Expense				
Current Tax		450.47		438.79
Earlier year tax		2.58		0.47
Mat Credit Utilised / (Entitlement)		-		39.90
Deferred Tax		36.79		201.22
Total Tax Expense			489.84	680.38
Profit for the period			1,463.03	1,314.25
Earnings Per Equity Share				
Basic and Diluted	32(e)		30.22	27.15
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 : 28th August 2022

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

Abhay A. Avchat
Partner
Membership No. 112265
Place : Pune
Date : 28th August 2022

EMPIRE SPICES AND FOODS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

Particulars	(Amount in ₹ Lakhs)	
	For the year ended	
	31st March 2022	31st March 2021
A] Cash flow from Operating Activities		
Net Profit Before Tax and Extra ordinary Items	1,952.87	1,994.61
Depreciation	425.77	364.26
Interest Income	(2.65)	(5.95)
Dividend Income	-	-
Profit/Loss on Sales of Assets	-	-
Scrap of Assets	-	-
Adjustment of Prior period items	-	-
Interest and Finance Charges	217.66	288.39
Operating Profit before Working Capital changes	2,593.65	2,641.31
Increase / (Decrease) in Trade Payables	(392.83)	(144.66)
(Increase) / Decrease in Trade Receivables	(137.54)	(93.19)
(Increase) / Decrease in Other Receivables	(0.35)	(129.26)
Increase / (Decrease) in Other Payables	59.58	140.17
Increase / (Decrease) in Short Term Provisions	8.09	4.26
(Increase) / Decrease in Inventory	(766.60)	796.17
(Increase) / Decrease in Non Current Assets	(99.95)	(10.50)
(Increase) / Decrease in Other Receivables	81.67	120.06
Cash Flow from operating activities before Tax	1,345.72	3,324.36
Direct Taxes paid	453.05	439.26
Mat Credit Entitlement	-	39.90
Cash Flow from operating activities before Prior adjustments	892.67	2,845.20
Net Cash Flow generated from Operating Activities	892.67	2,845.20
B] Cash flow from Investment Activities		
Add / (Less) :		
Purchases of Fixed Assets	(1,247.68)	(1,718.29)
Sale of Fixed Assets	19.08	789.85
Dividend Received	-	-
Interest Received	2.65	5.95
(Increase) / Decrease in Investments	-	0.86
Accrued Interest on Investments	-	-
Net Cash used in Investing Activities	(1,225.95)	(921.63)
C] Cash flow from Financing Activities		
Proceeds of Short Term Borrowings	895.44	(684.38)
Proceeds of Long Term Borrowings	(579.20)	(565.91)
Dividend & Dividend Tax Payment	(72.61)	(72.61)
Interest and Finance Charges	(217.66)	(288.39)
Net Cash generated from Financing Activities	25.97	(1,611.29)
Net increase/(Decrease) in Cash & cash equivalents (A-B+C)	(307.31)	312.28
Opening Cash and Cash equivalents	376.36	64.08
Closing Cash and Cash equivalents	69.05	376.36
Net Difference of Cash & Cash Equivalents	(307.31)	312.28

Notes :

- 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
- Figures in bracket indicate cash outflows.

For and on behalf of the Board

As per our report of even date attached

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 : 28th August 2022

ABHAY A. AVCHAT Partner
Membership No. 112265
Place : Pune
Date : 28th August 2022

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 and Depreciation

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.

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. Shift based depreciation is provided on plant and machinery wherever applicable in addition to normal wear and tear.

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 depreciation 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 and superannuation are defined contribution schemes. The contributions to these schemes are 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.

Tax Credit is recognized in respect of Minimum Alternate Tax (MAT) as per the provisions of Income Tax Act, 1961 based on convincing evidence that the Company will recover the same against normal income tax within the statutory time frame which is reviewed at each balance sheet date.

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 in explanatory notes in financial statement.

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	As at 31st March, 2022	As at 31st March, 2022	As at 31st March, 2021
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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

	As at 31st March, 2022		As at 31st March, 2021	
	Number of Shares	% held	Number of Shares	% held
Mr .Umesh Laxminarayan Rathi (1)	468,650	9.68%	467,650	9.66%
Mr. Hemant Motilal Rathi (2)	669,800	13.84%	669,800	13.84%
Mr . Anand Hemant Rathi	248,450	5.13%	247,750	5.12%
Mrs Aparna Umesh Rathi	686,955	14.19%	677,955	14.01%
Mrs Kanta Hemant Rathi	706,465	14.59%	703,965	14.54%
Mrs Pranjal Yash Rathi	301,950	6.24%	300,000	6.20%
Mr . Shubham Nuwal	-	-	300,000	6.20%
Smt. Shanta Laxminarayan Rathi	273,890	5.66%	273,890	5.66%
Mrs Megha Anand Rathi	305,350	6.31%	3,400	0.07%

1. Includes 159730 shares (Previous year 158730 Shares) held in Representative Capacity

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

(vii) Shares held by promoters at the end of the year 31st March 2022

	No. of Shares	% of total shares	% Change during the year
Mr .Umesh Laxminarayan Rathi (1)	468,650	9.68%	0.21%
Mr. Hemant Motilal Rathi (2)	669,800	13.84%	0.00%

Shares held by promoters at the end of the year 31st March 2021

	No. of Shares	% of total shares	% Change during the year
Mr .Umesh Laxminarayan Rathi (1)	467,650	9.66%	-34.84
Mr. Hemant Motilal Rathi (2)	669,800	13.84%	-30.93

1. Includes 158730 shares (Previous year 158730 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

	As at 31st March, 2022	As at 31st March, 2022	(Amount in ₹ Lakhs) As at 31st March, 2021
Note 3: Reserves and Surplus			
Securities Premium			
Balance as per last Financial Statements		395.42	395.42
General Reserve			
Balance as per last Financial Statements	1,372.58		1,347.58
Add: Transferred from Profit and Loss	25.00		25.00
		1,397.58	1,372.58
Statement of Profit and Loss			
Balance as per last Financial Statements	3,300.86		2,084.22
Add: Profit as per Statement of Profit and Loss	1,463.03		1,314.25
	4,763.89		3,398.47
Less: Appropriations			
Transfer to General Reserve	25.00		25.00
Final Dividend	72.61		72.61
	97.61		3,300.86
		4,666.28	3,300.86
		6,459.28	5,068.86

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	As at 31st March, 2022	As at 31st March, 2022	(Amount in ₹ Lakhs) As at 31st March, 2021
Note 4: Long Term Borrowings			
Secured			
Term Loans			
From Banks		884.13	1,463.33
		884.13	1,463.33

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

	No. of outstanding instalments	Outstanding Amount	Overdue Amount and Period	Security
Term Loan				
Factory Loan	9	227.75	Nil	Machinery & Building
Machinery Loan	1	2.19	Nil	Machinery & Building
Factory Loan	27	317.77	Nil	Machinery & Building
Solar Plant Loan	18	43.06	Nil	Solar Plant
Office Loan	35	101.40	Nil	Office Building
Factory Loan	32	191.96	Nil	Machinery & Building

(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.

Note 5: Deferred Tax Liabilities (Net)

Movement of Deferred Tax expenses during the year ended March 31st, 2022

Particulars	As at 31st March, 2022	Arising during the year	As at 31st March, 2021
Note 5: Deferred Tax Liabilities (Net)			
Deferred Tax Liabilities			
Written down Value of Assets	530.70	9.35	521.35
Deferred Tax Assets			
Disallowances Under Income Tax Act 1961	1.92	(27.44)	29.36
	528.78	36.79	491.99

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)		
	As at 31st March, 2022	As at 31st March, 2022	As at 31st March, 2021
Note 6: Short-Term Borrowings			
Secured			
From Banks			
As Working Capital Facilities			
Bank Overdraft		1,495.13	633.30
Current Maturities of Long-Term Debt		578.59	544.98
		2,073.72	1,178.28

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 of existing immovable properties of the company.
Working Capital facilities are further secured by personal guarantee of the directors of the Company.

Particulars of Maturity Profile and Security

Particulars	No. of outstanding instalments	Outstanding Amount	Overdue Amount and Period	Security
Term Loan	12	287.00	Nil	Machinery & Building
Factory Loan	12	36.00	Nil	Machinery & Building
Machinery Loan	12	131.00	Nil	Machinery & Building
Factory Loan	12	30.00	Nil	Solar Plant
Solar Plant Loan	12	29.37	Nil	Office Building
Office Loan	12	64.00	Nil	Machinery & Building
Factory Loan		-		
Vehicle Loans	2	0.68	Nil	Ertiga
Ertiga	2	0.54	Nil	Swift
Swift				

Note 7: Trade Payables

Total outstanding dues of Micro, Small and Medium enterprises	165.10	206.41
Total outstanding dues of creditors other than Micro, Small and Medium enterprises	1,275.18	1,626.70
	1,440.28	1,833.11

Trade Payables ageing schedule: As at 31st March,2022

Particulars	Not Dues	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	863.37	-	-	-	1,275.18
(iii) Disputed dues- MSME		-				-
(iv) Disputed dues - Others		-				-

Trade Payables ageing schedule: As at 31st March 2021

Particulars	Not Dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	206.41	-	-	-	-	206.41
(ii) Others	734.72	881.81	3.51	2.76	3.90	1,626.70
(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 of MSME payable is not readily available with the Company hence the same is not disclosed.

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	As at 31st March, 2022	As at 31st March, 2022	As at 31st March, 2021
Note 8: Other Current Liabilities			
Creditors for Capital Goods		104.33	79.78
Retention Money		2.71	2.71
Statutory Dues Payable		35.59	49.07
Accrued Employee Benefits		366.78	334.31
Dealer Deposits		1.25	2.15
Income received in Advance		145.05	136.99
Sales Tax Deferral Scheme		-	1.34
Joint Sales Arrangement		10.22	-
		665.93	606.35
Note 9: Short Term Provisions			
Provisions for Employee Benefits			
Provision for Gratuity		6.54	4.58
Others		-	-
Provision for Tax (Net)		-	-
		-	-
Provision for Leave encashment		0.04	0.04
Provision for Taxes		6.13	-
		12.71	4.62

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 10: Property, Plant and Equipments

	(Amount in ₹ Lakhs)					
	Gross Block			Net Block		
	Balance as at 1st April 2021	Additions during the Year	Deductions during the Year	Balance as at 31st March 2022	Balance as at 1st April 2021	For the Year
				Deduction during the Year	Balance as at 31st March 2022	WDV as at 31st March 2021
Property Plant and Equipment						
Freehold Land	679.07	393.05	-	1,072.12	-	679.07
Leasehold Land	0.56	-	-	0.56	-	0.56
Buildings	3,911.08	584.04	-	4,495.12	121.32	3,490.14
Plant and Equipments	3,303.28	230.82	15.62	3,518.48	231.06	2,397.49
Computers	73.69	8.69	1.50	80.88	6.44	11.13
Furnitures & Fixtures	155.92	11.37	-	167.29	10.32	66.92
Electrical Installations	157.54	0.09	-	157.63	14.38	119.76
Vehicles	229.98	-	-	229.98	27.10	103.05
Office Equipments	79.30	5.01	1.96	82.35	8.85	26.58
	8,590.42	1,233.07	19.08	9,804.41	419.47	6,894.70
Intangible Assets*						
Brands & Licenses	48.04	-	-	48.04	5.90	19.63
Trade marks	0.20	-	-	0.20	-	0.20
Softwares	145.90	14.61	-	160.51	12.57	52.75
	194.14	14.61	-	208.75	18.47	72.58
Current Year	8,784.56	1,247.68	19.08	10,013.16	437.94	6,967.28
Previous year	7,856.12	1,718.30	789.85	8,784.56	419.36	6,403.10

Notes-

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

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

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

There is no capital work in progress pending at the year end in respect of property plant and equipment and also no intangible asset is in progress at the year end.

EMPIRE SPICES AND FOODS LIMITED**NOTES FORMING PART OF FINANCIAL STATEMENTS****Note 11: Non Current Investments**

	(Amount in ₹ Lakhs)		
	As at 31st March, 2022	As at 31st March, 2022	As at 31st March, 2021
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 Share))		0.25	0.25
Investment in Government and Trust Securities			
National Saving Certificates		0.40	0.40
		<u>0.65</u>	<u>0.65</u>
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, 2022	As at 31st March, 2021	As at 31st March, 2021
Note 12: Long-Term Loans and Advances (Unsecured, Considered Good)			
Capital Advances		25.32	107.31
		25.32	107.31
Note 13: Other Non Current Assets			
Security Deposits		145.88	45.93
		145.88	45.93
Note 14: Inventories (at lower of Cost or Net Realizable Value)			
Raw Materials (including Goods in Transit Nil (previous year Rs.1,54,000/-)		982.62	818.76
Semi Finished Goods		1,741.90	1,291.59
Finished Goods		279.34	251.70
Stock in Trade		20.09	21.81
Packing Materials (including Goods in Transit Rs 22,918/- previous year Rs.91,800/-) (For accounting policy, please refer Note 2(8))		482.62	356.11
		3,506.57	2,739.97
Note 15: Trade Receivables (Unsecured, Considered Good)			
Outstanding for more than six months			
a) Unsecured, considered good		60.60	68.03
b) Doubtful		-	16.66
Others			
a) Unsecured, considered good		505.00	342.61
b) Doubtful		-	0.76
		565.60	428.06

Trade Receivables ageing schedule as at 31st March,2022

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	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31st March,2021

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	342.61	5.46	14.50	9.21	38.86	410.64
(i) Undisputed Trade receivables -considered doubtful	0.76	-	-	4.75	11.91	17.42
(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, 2022	As at 31st March, 2022	As at 31st March, 2021
Note 16: Cash and Cash Equivalents			
Balances with Banks			
In Current Accounts	46.02		315.30
Cash and Cash Equivalent			
Cash on Hand	8.90		37.82
		54.92	353.12
Other Bank Balances			
In Term Deposit Accounts			
With Scheduled Banks		14.11	14.11
In Unclaimed Dividend Accounts		0.02	9.13
		69.05	376.36
(i) Out of the Term Deposits with Bank, balance in Deposit Accounts to the extent of Rs. 14,10,539 (Previous Year - Rs. 14,10,539/-) 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		27.06	23.08
Advances		225.07	228.59
Balance with Revenue Authority		209.19	202.89
Joint Sales Arrangement		-	6.41
		461.32	460.97
Note 18: Other Current Assets			
Interest Accrued		4.39	4.07
		4.39	4.07

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)		
	For the year ended 31st March 2022	For the year ended 31st March 2022	For the year ended 31st March 2021
Note 19: Revenue from Operations			
Sale of Products			
Manufactured Sales	24,478.82		23,765.16
Trading Sales	172.45		187.38
		24,651.27	23,952.54
Export Sales		5.35	7.41
Other Operating Revenue			
Subsidy Received		98.77	-
		24,755.39	23,959.95
Note 20: Other Income			
Scrap Sales		11.68	16.95
Interest Income		2.65	5.95
Dividend Income		0.00	-
Miscellaneous Receipts		7.90	0.53
		22.23	23.43
Note 21: Cost of Materials Consumed and Goods Resold			
Raw Materials			
Opening Stocks	818.76		988.14
Add : Purchases	10,923.41		10,267.37
Less : Closing Stocks	982.62		818.76
		10,759.55	10,436.75
Traded Goods			
Opening Stocks	21.81		13.52
Purchases	151.37		167.22
Less : Closing Stocks	20.09		21.81
		153.09	158.93
Packing Materials			
Opening Stocks	356.11		307.53
Add : Purchases	3,267.86		2,984.39
Less : Closing Stocks	482.62		356.11
		3,141.35	2,935.81
		14,053.99	13,531.49
(i) Raw Materials Consumed			
Pulses		2,486.41	2,618.83
Chilli		1,106.37	1,491.60
Oil		741.01	532.53
Paste		416.35	1,265.52
Turmeric		207.00	150.98
Others		5,802.41	4,377.29
		-	-
		10,759.55	10,436.75

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)		
	For the year ended 31st March 2022	For the year ended 31st March 2022	For the year ended 31st March 2021
(ii) Packing Materials Consumed			
Roll		1,130.85	989.90
Pet Jar		717.54	598.77
Corrugated Box		192.95	143.85
Corton		82.88	129.23
Pouch		61.75	84.31
Other		955.38	989.75
		3,141.35	2,935.81
Note 22: Changes In Inventories of Finished Goods Work-In-Progress and Stock-in-Trade			
Finished Goods			
Opening Stock	251.70		361.94
Closing Stock	279.34		251.70
		(27.64)	110.24
Semifinished Goods			
Opening Stock	1,291.59		1,865.01
Closing Stock	1,741.90		1,291.59
		(450.31)	573.42
		(477.95)	683.66
Semi Finished Closing Stock			
Mango Tukadi		722.51	659.23
Basic Powder		269.16	133.48
Blended Masala		161.96	76.32
Paste		116.31	124.90
Papad		27.76	38.43
Others		444.20	259.23
		1,741.90	1,291.59
Finished Goods Closing Stock			
Papad		41.99	23.15
Blended Masala		40.10	22.01
Pickle		31.28	21.63
Basic Spices		28.59	13.90
Hing		16.66	12.09
Ketchup		15.39	11.33
Others		105.33	147.59
		279.34	251.70

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)		
	For the year ended 31st March 2022	For the year ended 31st March 2022	For the year ended 31st March 2021
Note 23: Manufacturing costs			
Direct Manufacturing Expenses		472.12	439.37
Job Work Charges		1,066.55	971.39
Electricity Expenses		150.83	153.64
Repair & Maintenance -		-	-
- Factory Building		47.15	53.02
- Plant & Machinery		123.34	88.17
		1,859.99	1,705.59
Note 24: Employee Benefit Expenses			
Salaries, Wages and Allowances		1,913.80	1,698.00
Contribution To Provident and Other Funds		171.58	175.40
Staff Welfare Expenses		41.02	30.55
		2,126.40	1,903.95
Note 25: Advertisement and Sales Promotion Expenses			
Advertisement and Marketing Expenses		3,152.02	2,124.05
		3,152.02	2,124.05
Note 26: Finance Costs			
Interest Expense		179.74	234.20
Other Borrowing Costs		37.92	54.20
		217.66	288.40
Note 27: Other Expenses			
Rent		24.39	22.37
Rates and Taxes		10.09	11.45
Electricity Expenses		3.56	4.42
Insurance Expenses		22.13	17.41
Travelling and Conveyance		471.90	273.42
Transport Costs		601.09	770.07
Legal and Professional Fees		128.86	82.96
Repairs and Maintenance		68.05	45.21
Telephone Expenses		20.50	17.09
Office Expenses		22.65	30.43
Printing and Stationary		7.62	7.74
Bad Debts Written Off		-	3.04
Loss on Sales of Assets (Net)		5.70	1.94
Joint Sales Arrangement		17.10	9.36
R & D Expenses*		4.89	4.08
CSR Expenditure		5.84	6.58
Provision for doubtful Debt		14.13	-
Other Expenses (including Postage & Telegram, Meeting Expenses etc.)		26.20	24.68
		1,454.70	1,332.25

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

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

	FY <u>2021-2022*</u>	FY <u>2020-2021*</u>
Statutory Audit Fees	2.10	2.10
Tax Audit Fees	0.50	0.50
Certification & Other Services	0.10	0.42
Reimbursement of Expenses	0.10	-
Total	2.80	3.02

(*Above figures are excluding GST)

Note No 29: Corporate Social Responsibility**(Amount in ₹ lakhs)**

	<u>31 March 2022</u>	<u>31 March 2021</u>
Gross Amount required to be spent as per Section 135 of the Act	27.42	19.53
Add: Amount Unspent from previous years	41.94	28.99
Total Gross amount required to be spent during the year	69.36	48.52
Amount approved by the Board to be spent during the year	5.84	6.58
Amount spent during the year on		
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	5.84	6.58
Details related to amount spent/ unspent		
	<u>31 March 2022</u>	<u>31 March 2021</u>
Contribution to Viklang Punarvasn Kendra Trust	5.84	-
Contribution to Covid Activities	-	1.05
Contribution to Lokmanya Shikshan Prasark Mandal Nasik	-	0.31
Contribution to Zhilaparishad Prathmik Shala Vanarwadi	-	0.11
Contribution to Maheshwari Pragati Mandal	-	5.00
Contribution to Apla Paryavarn Sanshta.	-	0.11
Accrual towards unspent obligations in relation to:		
Ongoing projects	-	-
Other than Ongoing projects	63.52	41.94
TOTAL	63.52	41.94

Note 30: Contingent Liabilities in respect of

	(Amount in ₹ lakhs)	
	<u>31 March 2022</u>	<u>31 March 2021</u>
a. Bank guarantees outstanding	4.07	4.07
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 Rs 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 from 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 24th February 2021 and accrued income of Rs. 98.77 Lakhs.

The Company has complied with the conditions and applied in October 2020 for the grant of proportionate amount of incentive for the eligible period from 1st August, 2018 to 31st, March 2019. As per the scheme, 75% of the eligible amount is receivable which the Company has recognized as government incentives of Rs 98.77 Lakhs under other operating revenue.

Note 32: Other Notes forming Part of Accounts

a. Capital Commitments

(Amount in ₹ lakhs)

	<u>FY 2021-22</u>	<u>FY 2020-21</u>
Estimated amount of contract remaining to be executed on capital account and not provided for Tangible assets	0.57	107.3

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 gets 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)

Policy no	<u>FY 2021-22</u>	<u>FY 2020-21</u>	<u>FY 2021-22</u>	<u>FY 2020-21</u>
	<u>682236</u>		<u>708000176</u>	
I Changes in benefit obligation during the year				
1 Liability at the beginning of the year	204.77	191.68	77.39	62.85
2 Interest cost	14.33	13.9	5.42	4.56
3 Current Service Cost	13.64	13.8	19.07	21.61
4 Benefits paid	-15.05	-41.09	-9.03	-5.56
5 Actuarial (gains) / losses	-3.3	26.48	-8.65	-6.07
6 Liability at the end of the year	214.39	204.77	84.20	77.39
II Changes in plan assets during the year				
1 Plan assets at the beginning of the year	231.99	205.94	98.87	59.21
2 Expected return of the plan assets	16.69	13.57	7.07	5.49
3 Contributions	10.19	53.57	5.67	39.73
4 Benefits paid	-15.06	-41.09	-9.8	-5.56
5 Plan assets at the end of the year	243.81	231.99	101.81	98.87
III Net assets (Liability) recognized in Balance Sheet				
1 Liability at the end of the year	214.39	204.77	84.2	77.39
2 Plan assets at the end of the year	243.81	231.98	101.81	98.87
3 Amount recognized in the Balance Sheet	29.42	27.21	17.61	21.48
IV Expenses recognized in the statement of Profit and Loss				
1 Current service cost	13.64	13.80	19.07	21.61
2 Interest cost	14.33	13.90	5.42	4.56
3 Expected return on plan assets	-16.69	-13.57	-7.07	-5.49
4 Actuarial (gain)/losses	-3.3	26.48	-8.65	-6.07
5 Total expenses as per actuarial valuation	7.98	40.61	8.77	14.61
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 2021-22</u>	<u>FY 2020-21</u>
Contribution to Provident Fund	54.86	45.16
Employees' Pension Fund	55.48	54.53
Administration Charges	8.67	7.48
Total	119.01	107.17
Workmen and Staff Welfare Fund		
ESIC	26.42	21.37
Labour Welfare Fund	0.47	0.43
Total	26.89	21.80

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	
13.	Smt. Shashirekha Kolhatkar	
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 2021-22	FY 2020-21	FY 2021-22	FY 2020-21	FY 2021-22	FY 2020-21
Dividend on Shares	0.02	0.02	16.08	16.08	41.94	37.39
Remuneration	-	-	189.20	104.79	60.00	28.00
Commission on Bank Guarantee	-	-	35.40	47.20	-	-
Incentives	-	-	1.09	2.40	-	-

iii) Balances with related parties as at year end

	(Amount in ₹ lakhs)					
	Key Managerial Personnel		Relatives of Key Managerial Personnel		Controlled through Key Managerial Personnel	
	FY 2021-22	FY 2020-21	FY 2021-22	FY 2020-21	FY 2021-22	FY 2020-21
Salary/ Remuneration Payable A/c	29.25	8.36	3.17	5.97	-	-
Commission on bank Guarantee	33.8	10.49	-	-	-	-

iv) Disclosure of Material transactions / balances with related parties

	(Amount in ₹ lakhs)	
	FY <u>2021-22</u>	FY <u>2020-21</u>
Dividend on Shares		
Hemant Builders Private Limited	00.02	00.02
Mr. Hemant M. Rath	07.67	07.67
Mr. Umesh L. Rath	04.63	04.63
Ms. Shanta L Rath	04.11	04.11
Ms. Aparna U Rath	10.17	10.17
Mr. Yash U Rath	01.77	01.77
Ms. Kanta H Rath	10.56	10.56
Mr. Anand H Rath	03.73	03.73
Mr. Rohan U Rath	01.31	01.28
Hemant Rath (In Representative Capacity)	02.38	02.38
Umesh Rath (In Representative Capacity)	02.39	02.38
Mrs. Megha A. Rath	04.55	00.05
Mrs Pranjal Yash Rath	04.50	04.50
Ms. Shashirekha Kolhatkar	00.15	00.14
Mr. Sharad Bedmutha	00.05	00.05
Ms. Ujwala Bedmutha	00.05	00.05
Remuneration		
Mr. Hemant M. Rath	60.00	36.00
Mr. Umesh L. Rath	60.00	36.00
Mr. Anand H. Rath	60.00	24.00
Mr. D M Bachhav	08.49	08.79
Incentive		
Mr. D M Bachhav	01.09	02.40
Commission		
Mr. Hemant M. Rath	17.70	23.60
Mr. Umesh L. Rath	17.70	23.60

e) Earnings per Share

	(Amount in ₹ lakhs)	
	FY <u>2021-22</u>	FY <u>2020-21</u>
Earnings per share		
Profit for the year attributable to owners of the company	1,463.03	1,314.25
Weighted average number of ordinary shares outstanding	48,40,630	48,40,630
Basic earnings per share (in Rs.)	30.22	27.15
Diluted earnings per share (in Rs.)	30.22	27.15

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

Sr No	Ratio's	Particulars	Numerator	Denominator	FY 2021-22	FY 2020-21	% Variance
1	Current Ratio	Current Assets / Current Liabilities	4,607	4,193	1.10	1.11	-0.73%
2	Debt Equity Ratio	Total Debt / Shareholder's Fund	5,077	6,943	0.73	0.92	-20.17%
3	Debt Service Coverage Ratio	(NPAT + Depreciation+ Interest+Loss on sale of Asset) / (Interest Cost+ Principal Repayment)	2,576	758	3.40	3.40	-0.11%
4	Return on Equity Ratio	NPAT / Average Shareholder's Fund	1,463	6,248	0.23	0.27	-12.13%
5	Inventory Turnover Ratio	Cost of Goods Sold / Avg Inventory	13,576	3,123	4.35	4.53	-4.04%
6	Trade Receivables Turnover Ratio	Credit Sales / Avg Trade Receivables	24,657	497	49.63	62.81	-20.99%
7	Trade Payables Turnover Ratio	Credit Purchases / Avg Trade Payables	14,343	1,637	8.76	7.04	24.43%
8	Net Capital Turnover Ratio	Net Sales/ Avg Working Capital	24,755	414	59.75	61.90	-3.47%
9	Net Profit Ratio	NPAT / Sales	1,463	24,755	0.06	0.05	7.74%
10	Return on Capital employed	EBIT / (Total Shareholders Fund+ Total Debt+ Deferred Tax Liability))	2,133	10,430	0.20	0.26	-20.31%
11	Return on Investment	NPAT / Total Investment	1,463	6943	0.21	0.24	-10.97%

g) Earning in foreign Currency**(Amount in ₹ lakhs)**

	FY <u>2021-22</u>	FY <u>2020-21</u>
Value of export on FOB basis	5.34	7.76

h) The Board of Directors of the Company recommended a dividend of Rs.1.5per share (for the year ended 31stMarch, 2022) 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 2021-22.

i) Following are Additional disclosures required for financial statements:

- As on Balance Sheet date, Loans and advances to directors, Key Managerial Persons, and relatives of directors and Key Managerial persons are Nil.
- The Company has borrowings from banks or 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 any payment to banks or financial institutions, hence 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 Companies Act, 1956 considering the information available with the Company.
- 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 do 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.

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

For and on behalf of the Board

Umesh L Rathi
Managing Director
DIN: 00175730

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

Hemant M Rathi
Chairman
DIN: 00175854
Place: Nashik
Date : 28th August 2022

ABHAY A. AVCHAT
Partner
Membership No. 112265
Place: Pune
Date: 28th August 2022

Product Portfolio

Signature Products

Rambandhu 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

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