



Making every meal delightful

26th Annual Report
2019-2020

Product Portfolio

Signature Products

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



Ground Spices

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

Blended Spices

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





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: Tuesday

Date: 27th October, 2020

Time: 11.30 am

Virtual Meet: <https://purvashare.in-stavc.com/broadcast/f9fdb-fb0-02fd-11eb-9607-b3f7b20b7166>

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:

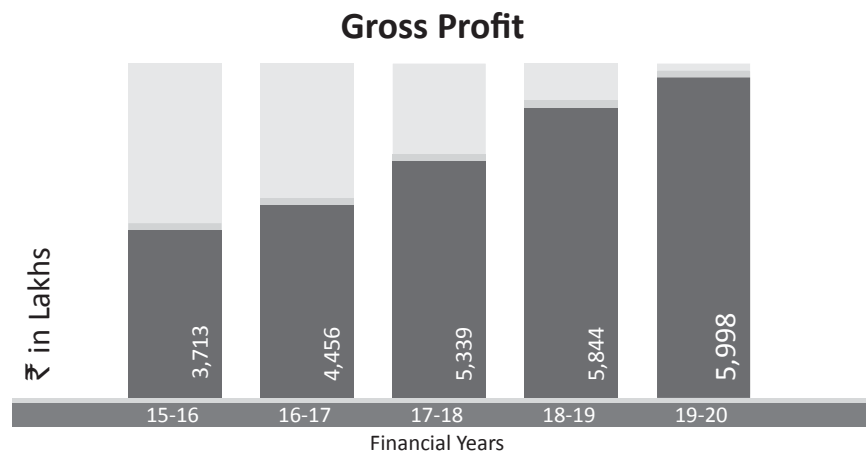
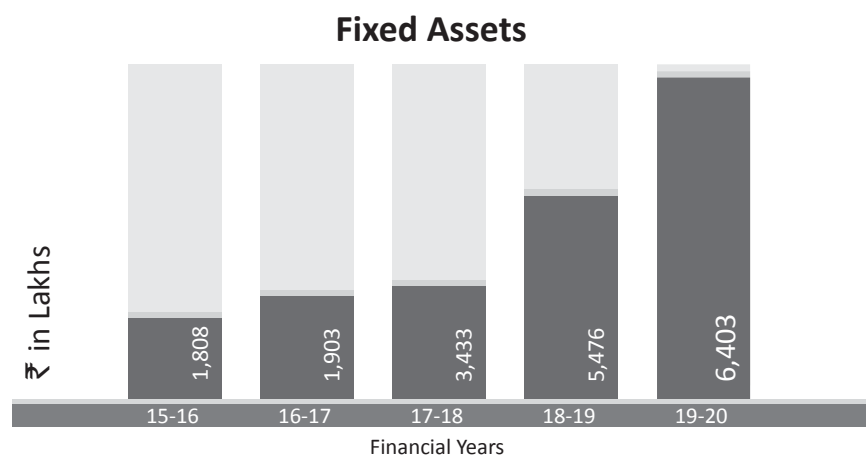
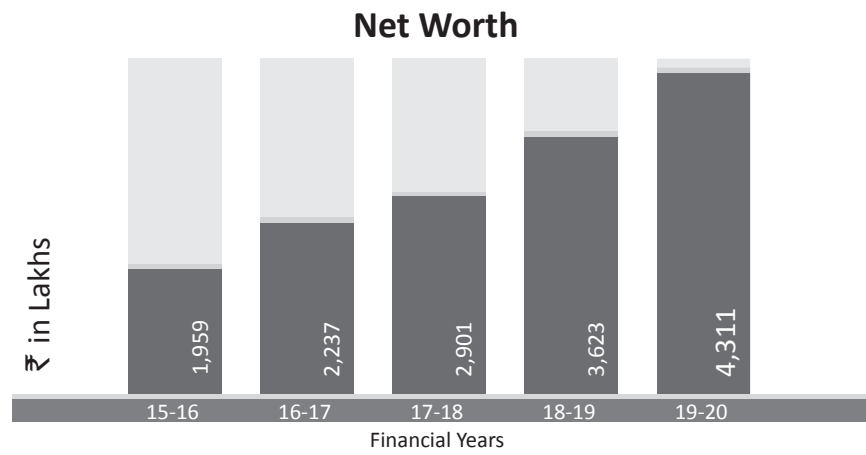
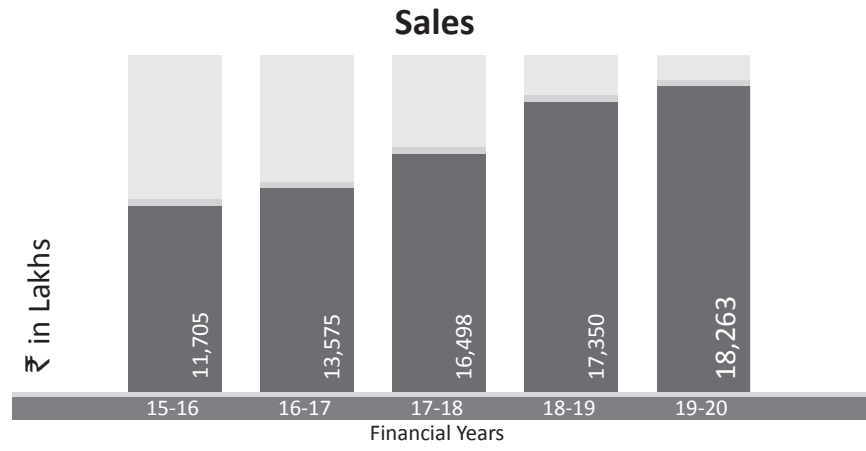
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Social Platforms:

www.facebook.com/RamBandhuOfficial

www.twitter.com/RamBandhuMasale

Financial Highlights



NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of EMPIRE SPICES AND FOODS LIMITED will be held on Tuesday, October 27, 2020 at 11:30 a.m. to transact the following business through video conferencing ("VC") / other audio visual means (OAVM):

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors' and Auditors' thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2020.
3. To appoint a Director in place of Shri. HEMANT MOTILAL RATHI (DIN:00175854), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri. SHARAD DEEPCHAND BEDMUTHA (DIN:03431938), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditor to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration 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 pursuant to Sections 139(1), 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby appoints the M/S. C. V. Chitale & Co, Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting (AGM) of the Company to be held in the year 2021 at such remuneration plus Goods & Service Tax, out-of-pocket, traveling and living expenses, etc. as may be mutually agreed by the Board of Directors of the company and the said auditor ."

By Order of the Board of Directors

UMESH LAXMINARAYAN RATHI
Managing Director (DIN:00175730)

Date:18/09/2020

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

CIN: U15100MH1994PLC080772

E-mail:contact@esfl.co.in

Tel.: 022-25006007

Notes:

1. Book Closure for Final Dividend: The Company has announced Book Closure from Oct 16, 2020 to Oct 27, 2020 (both days inclusive) and accordingly, Final Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2019-2020, if approved at the meeting, will be payable to those eligible members whose names appeared: (1) As Beneficial Owners, as on Oct 16, 2020 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 Oct 16, 2020 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 Oct 16, 2020

2. 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

3. 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 No. of the Company is **INE041101010**.

4. 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 Oct 16, 2020.

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

6. 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 massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.

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 No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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/f9fdbfb0-02fd-11eb-9607-b3f7b20b7166>.
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 requesting 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.

DIRECTOR'S REPORT

TO,

THE MEMBERS,

EMPIRE SPICES & FOODS LIMITED

Your Directors have the pleasure in presenting their Twenty Sixth Annual Report on the business and operation of the Company and the accounts for the financial year ended 31st March, 2020.

FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY:

The financial results for the year ended 31st March, 2020 and the corresponding figures for the last year are as under: -

Particulars	(Amount ₹ In Lakhs)	
	2019-2020	2018-2019
Total Sales and other income	18,262.53	17,350.21
Profit/ (Loss) before Interest, Depreciation and Tax	1,800.90	1,533.06
Less: Depreciation & Amortization Expense	346.93	242.03
Less: Interest	425.58	200.30
Profit/ (Loss) before Tax	1,028.38	1,090.73
Less: Tax Expenses		
Current tax:	179.75	235.10
Earlier Year Tax	0.98	-
MAT credit entitlement:	(10.94)	(29.43)
Deferred tax:	<u>82.65</u>	<u>93.45</u>
	252.44	299.12
Profit after tax	775.94	791.61

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

The Company has earned revenue of ₹ 18,227.38 lakhs during the year which has been increased as compared to previous year's revenue. The Company has earned a profit during the year amounting to ₹1028.38 lakhs which has decreased 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 2020, amounting to ₹ 72,60,945/-

AMOUNT TRANSFERRED TO GENERAL RESERVE:

The Board of the Company proposes to transfer the 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 2012-2013 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 ₹ 23,520/- to IEPF of the unclaimed dividend amount for the year 2011-2012.

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 this financial statements relate till the date of this report.

NUMBER OF MEETINGS OF THE BOARD: -

The Board has met duly 4 times in the Current Financial Year.

06/05/2019

19/08/2019

25/11/2019

20/01/2020

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

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

Sr.No.	Din Number	Name of Director	Designation
01	00175854	MR. HEMANT RATHI	CHAIRMAN
02	00175730	MR. UMESH RATHI	MANAGING DIRECTOR
03	03431923	MR. ANAND RATHI	DIRECTOR
04	03431938	MR. SHARAD BEDMUTHA	NON EXECUTIVE DIRECTOR
05	05105320	MR. DNYANESHWAR BACHHAV	DIRECTOR
06	00102892	MR. AVINASH JOSHI	INDEPENDENT DIRECTOR
07	02771771	MR. VILAS SHINDE	INDEPENDENT DIRECTOR

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

INDEPENDENT DIRECTORS:

As per Section 152(2) of Companies Act, 2013 Mr. Vilas Shinde & Mr. Avinash Joshi are the Independent Directors of the Company.

RE-APPOINTMENT OF DIRECTORS:

Shri. HEMANT MOTILAL RATHI (DIN:00175854), director of the Company retires at the ensuing Annual General meeting and being eligible for re-appointment.

Shri. SHARAD DEEPCHAND BEDMUTHA (DIN:03431938), 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
Sharad Bedmutha	Non-executive director	Member

The Nomination and Remuneration Committee met twice during the year 2019-2020.

DATES OF MEETING:

19 / 08 / 2019

20 / 01 / 2020

COMPANY'S POLICY RELATING TO AUDIT COMMITTEE:

The Company has formed the Nomination and Remuneration 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
Sharad Bedmutha	Non-executive director	Member

The Audit Committee met twice during the year 2019-2020.

DATES OF MEETING:

19 / 08 / 2019

20 / 01 / 2020

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:

None of the 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 no: 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 in 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. The disclosure of related party transaction is given in the note no. 28 (d).

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:-

No Expenses on foreign tour during the year were incurred, whereas the earnings in foreign exchange ₹ 1,59,024/-

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 IT'S 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.	SHARAD BEDMUTHA	Member

Details of Amount spent on CSR Activities:

During the year the Company has spent Rs.1 Lac on educational activities by donating the sum to Maheshwari Vidya Pracharak Mandal and also Rs. 1 Lac to Akrale Gram Panchayat as a small contribution to build the School.

EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return in Form MGT 9 is attached as a part of this Annual Report as **ANNEXURE 'B'**.

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, retire at the ensuing annual general meeting and being eligible offer themselves for re-appointment. The board recommended their appointment.

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. So, 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 2019-2020

- 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 director sincerely thank the customers, and suppliers, employees for their support and co-operation extended to the Company.

For and on behalf of the board

Place: Mumbai
Date: 18 / 09 / 2020

Umesh Rathi
Managing Director

Hemant Rathi
Chairman

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

As on financial year ended on 31.03.2020

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 SQUARE, LAXMI NAGAR, GHATKOPAR (EAST), NEAR KANARA ENGINEERING, MUMBAI – 400 075. CONTACT NUMBER: 022 - 25006007 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 10 % 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	46.99%
2	Manufacture of papads, papad atta and similar food products	10796	22.14%
3	Manufacture of sauces	10305	4.44%
4.	Manufacture of Pickles, chutneys etc.	10306	25.89%
5.	Trading of Goods	46909	0.54%

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

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

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

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2019]				No. of Shares held at the end of the year[As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
A) Individual/Huf	NIL	3848630	3848630	79.51	3129420	719210	3848630	79.51	NIL
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	NIL	1000	1000	0.02	NIL	1000	1000	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)	0	3849630	3849630	79.53%	3129420	720210	3849630	79.53%	NIL
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)	1500	NIL	1500	0.03%	1500	2000	3500	0.07%	133.33%
1. Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Sub Total (b) (1):-	1500	0	1500	0.03%	1500	2000	3500	0.07%	133.33%
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2. Non-Institutions									
A) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
l) Indian (la Belle Machinery Pvt Ltd & 3a Financial Services Ltd	17200	1000	18200	0.38%	17452	1000	18452	0.38%	1.38%
li) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
B) Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
l) Individual Shareholders Holding Nomimnal Share Capital Upto Rs.1 Lakh	NIL	3000	3000	0.06%	NIL	3000	3000	0.06%	0.00%
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)	82100	886200	968300	20.00%	175848	790200	966048	19.96%	-0.23%
Non Resident Indians	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Overseas Corporate Bodies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Nationals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Cearing Members	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Trusts	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Bodies- D R	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub Total (b) (2):-	99300	890200	989500	20.44%	193300	794200	987500	20.40%	-0.20%
Total Public Shareholding (b)= (b)(1)+(b)(2)	100800	890200	991000	20.47%	194800	796200	991000	20.47%	0.00%
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (a+b+c)	100800	4739830	4840630	100.00%	3324220	1516410	4840630	100.00%	NIL

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	811070	16.76%	NIL	811070	16.76%	NIL	NIL
2	UMESH LAXMINARAYAN RATHI	558920	11.55%	NIL	558920	11.55%	NIL	NIL
3	ANAND HEMANT RATHI	398750	8.24%	NIL	398750	8.24%	NIL	NIL
4	APARNA UMESH RATHI	577955	11.94%	NIL	577955	11.94%	NIL	NIL
5	SHANTA LAXMINARAYAN RATHI	223890	4.63%	NIL	223890	4.63%	NIL	NIL
6	KANTA HEMANT RATHI	553965	11.44%	NIL	553965	11.44%	NIL	NIL
7	YASH UMESH RATHI	218420	4.51%	NIL	218420	4.51%	NIL	NIL
8	ROHAN UMESH RATHI	185200	3.83%	NIL	185200	3.83%	NIL	NIL
9	HEMANT BUILDERS PVT. LTD (ASSOCIATE COMPANY)	1000	0.02%	NIL	1000	0.02%	NIL	NIL
10	HEMANT RATHI(HUF)	158730	3.28%	NIL	158730	3.28%	NIL	NIL
11	UMESH RATHI(HUF)	158730	3.28%	NIL	158730	3.28%	NIL	NIL
12	MEGHA ANAND RATHI	3000	0.06%	NIL	3000	0.06%	NIL	NIL
	Total	3849630	79.53%	NIL	3849630	79.53%	NIL	NIL

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

There is no change in promoters shareholding

D) Shareholding Pattern of top ten Shareholders:

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	3A FINANCIAL SERVICES LTD At the beginning of the year	17200	0.36%	17200	0.36%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-148	0.00%
	At the end of the year	-	-	17052	0.35%
2	SANJAY DATTATRAYA PANSE At the beginning of the year	10000	0.21%	10000	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			10000	0.21%
3	AGRAWAL RENU OMPRAKASH At the beginning of the year	10000	0.21%	10000	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			10000	0.21%
4	AGRAWAL OMPRAKASH BHAJANLAL At the beginning of the year	10000	0.21%	10000	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			10000	0.21%
5	BHADKAMKAR JYOTI SHANTANU At the beginning of the year	10000	0.21%	10000	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			10000	0.21%
6	BHADKAMKAR CHAITANYA SHANTANU At the beginning of the year	10000	0.21%	10000	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			10000	0.21%
7	BHADKAMKAR MIHIR SHANTANU At the beginning of the year	10000	0.21%	10000	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			10000	0.21%
8	AHUJA GOPAL BHAGWANDAS At the beginning of the year	10000	0.21%	10000	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			10000	0.21%
9	WAHI DEVENDERKUMAR VIDYASAGAR At the beginning of the year	10000	0.21%	10000	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			10000	0.21%
10	WAHI VIDYASAGAR BANSIDHAR At the beginning of the year	10000	0.21%	10000	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			10000	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	558920	11.55%	558920	11.55%
	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			558920	11.55%
2	HEMANT MOTILAL RATHI- DIRECTOR At the beginning of the year	811070	16.76%	811070	16.76%

	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			811070	16.76%
3	ANAND HEMANT RATHI -DIRECTOR At the beginning of the year	398750	8.24%	398750	8.24%
	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			398750	8.24%
4	SHARAD DEEPCHAND BEDMUTHA – DIRECTOR At the beginning of the year	3000	0.06%	3000	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			3000	0.06%
5	AVINASH DATTATREYA JOSHI-DIRECTOR At the beginning of the year	2500	0.05%	2500	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			2500	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	27,30,36,745	2,39,07,301	-	30,09,72,512
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	27,30,36,745	2,39,07,301	-	30,09,72,512
Change in Indebtedness during the financial year				
* Addition	11,07,32,845	-	-	11,07,32,845
* Reduction	-	-14,82,567	-	-14,82,567
Net Change	117025596	-14,82,567	-	10,92,50,278
Indebtedness at the end of the financial year				
i) Principal Amount	38,37,69,590	2,24,24,734	-	40,61,94,324
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	38,37,69,590	2,24,24,734	-	40,61,94,324

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	24.00	24.00	24.00	8.86	80.87
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-
5	Others – Meeting Fees	0.40	0.40	0.40	-	1.20
	Total (A)	24.40	24.40	24.40	8.86	82.07
	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	0.30	0.20			0.50
	Commission					
	Others, please specify					
	Total (1)	0.30	0.20			0.50
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)	0.30	0.20			0.50
	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

The Members of Empire Spices and Foods Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Empire Spices and Foods Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2020, 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 principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit and cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial 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 together with the ethical requirements that are relevant to our audit of the financial 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.

Management's Responsibility for the Financial Statements

The Company's Board of Directors are 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 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, management 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 management 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 Cash Flow Statement 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 31st March, 2020 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2020 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" and

(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; and

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

	For C.V.Chitale &Co. Chartered Accountants Firm registration No. 126338W
Place : Pune Date : September18, 2020	Abhay A. Avchat Partner Membership No. 112265 (UDIN -20112265AAAAKO7206)

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT*

With reference to the Annexure referred to in paragraph 1 under the heading ‘Report on Other Legal and Regulatory Requirements’ of the Independent Auditors’ Report to the members of the Company on the financial statements for the year ended March 31, 2020 we report that:

1.	In respect of the Company’s fixed assets:	
	(a)	The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
	(b)	The Company has a regular programme of physical verification of its fixed assets by which its fixed assets are verified at each year end. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its business. No material discrepancies were noticed on such verification.
	(c)	According to the information and explanations given to us, the records examined by us and based on the examination of conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date and that in respect of immovable properties of land and buildings that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.
2.	In respect of Inventory	
	(a)	The physical verification of inventory has been conducted by the management at the year end. The frequency of verification is reasonable in our opinion.
	(b)	The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size and the nature of the business.
	(c)	The Company is maintaining proper record of inventory and no material discrepancies were noticed on physical verification as per the information and explanation given to us. However, the Company needs to strengthen record of inventory and its process of inventory valuation. The Company has conducted physical verification of inventory and the valuation is considered in the financials as certified by directors.
3.	According to information and explanation given to us, the Company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.	
4.	In our opinion and according to information and explanation given to us, the Company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.	
5.	As per the information and explanation given to us, the Company has not accepted any deposits from the public.	
6.	The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the Company and accordingly paragraph 3 (vi) of the order is not applicable.	
7.	In respect of statutory dues:	
	(a)	According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of

	undisputed statutory dues including 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 have been generally regularly deposited during the year by the Company 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, 2020 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.
8	As per information and explanation given, the Company has not defaulted, prima facie, in repayment of dues to a financial institution or bank during the year.
9.	The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) except term loans from bank and financial institutions. According to information and explanation given to us and on the basis of the examination of books of accounts, and records, term loans have been utilized for the purposes for which those were raised.
10.	According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
11.	According to the information and explanations given to us, the Company has paid / provided for managerial remuneration in accordance with requisite approvals mandated by provisions of section 197 read with schedule V to the Act.
12.	The Company is not a Nidhi Company and accordingly, hence paragraph 3 (xii) of the order is not applicable to the Company.
13.	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, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14.	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
15.	According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.
16.	According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

	For C.V.Chitale &Co. Chartered Accountants Firm registration No. 126338W
Place : Pune Date : September 18, 2020	Abhay A. Avchat Partner Membership No. 112265 (UDIN -20112265AAAANKO7206)

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting with reference to financial statements of Empire Spices and Foods Limited ("the Company") as of March 31st, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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 over financial reporting 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, 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 adequate internal financial controls over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate system of Internal Financial Controls over Financial Reporting and such Internal Financial Controls over Financial Reporting were operating effectively as at March 31, 2020, based on the Internal Financial Controls over Financial Reporting 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.

	For C.V.Chitale &Co. Chartered Accountants Firm registration No. 126338W
Place : Pune Date : September18, 2020	Abhay A. Avchat Partner Membership No. 112265 (UDIN -20112265AAAako7206)

EMPIRE SPICES AND FOODS LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2020

(Amount in ₹ lakhs)				
Particulars	Note	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
EQUITY AND LIABILITIES				
Shareholders' Funds				
Share Capital	2	484.06		484.06
Reserves and Surplus	3	3,827.22		3,138.82
			4,311.28	3,622.88
Non-Current Liabilities				
Long Term Borrowings	4	2,029.24		1,860.64
Deferred Tax Liabilities (Net)	5	290.77		208.13
			2,320.01	2,068.77
Current Liabilities				
Short-Term Borrowings	6	1,317.68		488.32
Trade Payables	7	1,977.77		1,609.75
Other Current Liabilities	8	715.03		620.48
Short Term Provisions	9	296.49		213.89
			4,306.97	2,932.44
Total			10,938.26	8,624.09
ASSETS				
Non-Current Assets				
Property, Plant and Equipment	10			
(i) Tangible Assets		5,831.88		5,398.52
(ii) Intangible Assets		77.19		77.71
(iii) Capital work-in-progress		494.03		-
		6,403.10		5,476.23
Non Current Investments	11	1.51		1.51
Long-Term Loans and Advances	12	328.57		96.28
			6,733.18	5,574.02
Current Assets				
Inventories	13	3,536.14		2,142.83
Trade Receivables	14	334.86		456.17
Cash and Bank Balances	15	64.09		43.60
Short-Term Loans and Advances	16	118.31		191.64
Other Current Assets	17	151.68		215.83
			4,205.08	3,050.07
Total			10,938.26	8,624.09
Significant Accounting Policies and Notes to Financial Statements	1 to 28			

For and on behalf of the Board

Hemant M Rathi
Chairman
DIN : 00175854

Umesh L Rathi
Managing Director
DIN : 00175730
Place : Nashik
Date : 18th September 2020

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 : 18th September 2020

EMPIRE SPICES AND FOODS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

(Amount in ₹ lakhs)

Particulars	Note	01st April 2019 To 31st March 2020	01st April 2019 To 31st March 2020	01st April 2018 To 31st March 2019
INCOME				
Revenue from Operations	18		18,227.38	17,299.52
Other Income	19		35.15	50.69
Total Revenue			18,262.53	17,350.21
EXPENSES				
Cost of Materials Consumed	20		10,771.74	10,122.70
Changes In Inventories of Finished Goods				
Work-In-Progress and Stock-in-Trade	21		(1,094.15)	(589.53)
Conversion Costs	22		1,492.42	1,484.10
Employee Benefit Expenses	23		1,797.05	1,537.52
Advertisement and Sales Promotion Expenses	24		2,102.59	2,029.75
Finance Costs	25		425.58	200.30
Depreciation and Amortization Expense	10		346.94	242.03
Other Expenses	26		1,343.81	1,309.50
Total Expenses			17,185.98	16,336.37
Profit before exceptional and extraordinary items and tax			1,076.55	1,013.84
Exceptional Items				
Prior Period Items(net)			48.17	(76.89)
Profit Before Tax			1,028.38	1,090.73
Tax Expense				
Current Tax		179.75		235.10
Earlier year tax		0.98		-
Mat Credit Entitlement		(10.94)		(29.43)
Deferred Tax		82.65		93.45
Total Tax Expense			252.44	299.12
Profit for the period			775.94	791.61
Earnings Per Equity Share				
Basic and Diluted	28(f)		16.03	17.43
Significant Accounting Policies and Notes to Financial Statements	1 to 28			
For and on behalf of the Board				As per our report of even date attached For C. V. Chitale & Co. Chartered Accountants FRN: 126338W
Hemant M Rathi Chairman DIN : 00175854				
Umesh L Rathi Managing Director DIN : 00175730 Place : Nashik Date : 18th September 2020				ABHAY A. AVCHAT Partner Membership No. 112265 Place : Pune Date : 18th September 2020

EMPIRE SPICES AND FOODS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(Amount in ₹ lakhs)

Particulars	For the year ended	
	31st March 2020	31st March 2019
A] Cash flow from Operating Activities		
Net Profit Before Tax and Extra ordinary Items	1,028.38	1,090.74
Depreciation	333.59	242.03
Interest Income	-8.26	-3.97
Dividend Income	-0.13	-0.04
Profit/Loss on Sales of Assets	-0.99	-18.91
Scrap of Assets	0.00	1.62
Adjustment of Prior period items	0.00	0.00
Interest and Finance Charges	425.58	200.30
Operating Profit before Working Capital changes	1,778.18	1,511.76
Increase / (Decrease) in Trade Payables	368.02	147.77
(Increase) / Decrease in Trade Receivables	121.31	206.84
(Increase) / Decrease in Other Receivables	73.33	-93.07
Increase / (Decrease) in Other Payables	94.55	154.27
Increase / (Decrease) in Short Term Provisions	82.60	98.51
(Increase) / Decrease in Inventory	-1,393.31	-638.77
(Increase) / Decrease in Other Receivables	-159.57	56.12
Cash Flow from operating activities before Tax	965.10	1,443.42
Direct Taxes paid	180.74	235.10
Mat Credit Entitlement	-10.94	-29.20
Cash Flow from operating activities before Prior adjustments	795.31	1,237.52
Net Cash Flow generated from Operating Activities	795.31	1,237.52
B] Cash flow from Investment Activities		
Add / (Less) :		
Purchases of Fixed Assets	-1,282.65	-2,304.04
Sale of Fixed Assets	23.18	36.28
Dividend Received	0.13	0.04
Interest Received	8.26	3.97
(Increase) / Decrease in Investments	0.00	0.00
Accrued Interest on Investments	-8.57	2.24
Net Cash used in Investing Activities	-1,259.66	-2,261.51
C] Cash flow from Financing Activities		
Proceeds of Short Term Borrowings	829.35	405.36
Proceeds of Long Term Borrowings	168.60	579.48
Dividend & Dividend Tax Payment	-87.54	-69.91
Interest and Finance Charges	-425.58	-200.30
Net Cash generated from Financing Activities	484.84	714.63
Net increase/(Decrease) in Cash & cash equivalents (A-B+C)	20.49	-309.36
Opening Cash and Cash equivalents	43.60	352.95
Closing Cash and Cash equivalents	64.09	43.60
Net Difference of Cash & Cash Equivalents	20.49	-309.36

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 Institute of Chartered Accountants of India.
- Figures in bracket indicate cash outflows.

For and on behalf of the Board

Hemant M Rathi
Chairman
DIN : 00175854

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

Umesh L Rathi
Managing Director
DIN : 00175730
Place : Nashik
Date : 18th September 2020

ABHAY A. AVCHAT
Partner
Membership No. 112265
Place : Pune
Date : 18th September 2020

EMPIRE SPICES & FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 1: Accounting Policies and Corporate Information

1. Corporate Information

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

2. Significant Accounting Policies & Practices

2.1 Statement of Compliance

These Financial Statements have been prepared in compliance with Accounting Standards as notified under Section 133 of the Companies Act, 2013. 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 in accordance with the historical cost convention.

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 to 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.

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 trade mark 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 a 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.

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 on 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 based on the projected unit credit method made 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, taking into account 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 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.

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ lakhs)

	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
Note 2: Share Capital			
Authorised			
50,00,000 Equity Shares of Rs. 10/- each (Previous Year 50,00,000)		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	4,840,630	2,341,730
Add: Additional Shares Issued During the Year	-	2,498,900
Less: Shares Forfeited/ Bought Back During the Year	-	-
No. of Shares Outstanding at the End of the Year	4,840,630	4,840,630

(ii) All the equity shares carry equal rights and obligations including for dividend and with respect to voting

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

	As at 31st March, 2020		As at 31st March, 2019	
	Number of Shares	% held	Number of Shares	% held
Mr .Umesh Laxminarayan Rathi (2)	717,650	14.83%	717,650	14.83%
Mr. Hemant Motilal Rathi (3)	969,800	20.03%	969,800	20.03%
Mr . Anand Hemant Rathi	398,750	8.24%	398,750	8.24%
Mrs Aparna Umesh Rathi	577,955	15.22%	577,955	15.22%
Mrs Kanta Hemant Rathi	553,965	11.44%	553,965	11.44%

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

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

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ lakhs)		
	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
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	1,322.58		1,297.58
Add: Transferred from Profit and Loss Account	25.00		25.00
	-	1,347.58	1,322.58
	-		-
Statement of Profit and Loss	-		-
Balance as per last Financial Statements	1,420.82		724.35
Add: Profit as per Statement of Profit and Loss	775.94		791.39
	2,196.76		1,515.73
Less: Appropriations			
Transfer to General Reserve	25.00	-	25.00
Dividend	72.61	-	58.09
Dividend Distribution Tax	14.93	-	11.83
	-	-	-
	112.54	2,084.22	1,420.82
		3,827.22	3,138.82

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ lakhs)

	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
Note 4: Long Term Borrowings			
Secured			
Term Loans			
From Banks		2,027.90	1,856.83
		-	-
Other Loans and Advances			
Sales Tax Deferral Scheme		1.34	3.81
		-	-
		<u>2,029.24</u>	<u>1,860.64</u>

(i) Maturity Profile of Secured Term Loans

Particulars	No. of outstanding instalments	Outstanding Amount	Overdue Amount and Period	Security
Term Loan				
		-		
Talegaon Factory Loan	33	784.96	Nil	Machinery & Building
Machinery Loan	25	75.07	Nil	Machinery & Building
Talegaon Factory New Loan	51	574.21	Nil	Machinery & Building
Solar Plant Loan	43	106.54	Nil	Solar Plant
Ghatkopar Office Loan	62	159.30	Nil	Office Building
Dharwad Factory Loan	56	318.52	Nil	Machinery & Building
Vehicle Loans				
		-		
Maruti Swift Loan	1	0.20	Nil	Maruti Swift
Etios Loan	4	0.96	Nil	Etios
Ertiga Loan	14	4.54	Nil	Ertiga
Swift Loan	14	3.60	Nil	Swift

(ii) Details of Securities and Guarantees

- The rupee 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 rupee 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 disbursements from these loan accounts.
 - Vehicle loans are secured by charge on the vehicles purchased against these loans.
 - Building Loan is secured by creating a charge on the Building.
- The loan taken are further secured by personal guarantee of the directors of the company

(iii) The loan(Sales Tax Deferral Scheme) is unsecured and received under Certificate of Entitlement No. 422103/SR/31/B-1187 Under The PSE SCHEME 1993. it is repayable till 2020 in annual instalment of Rs 246570 each.

Note 5: Deferred Tax Liabilities (Net)

Movement of Deferred Tax expenses during the year ended March 31st, 2020

(Amount in ₹ lakhs)

Particulars	As at 31st March, 2020	Arising during the year	As at 31st March, 2019
Note 5: Deferred Tax Liabilities (Net)			
Deferred Tax Liabilities			
Written down Value of Assets	318.97	75.11	243.86
	-		-
Deferred Tax Assets			
Disallowances Under Income Tax Act 1961	28.20	-7.53	35.73
	<u>290.77</u>	<u>82.65</u>	<u>208.13</u>

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	As at 31st March, 2020	As at 31st March, 2020	(Amount in ₹ lakhs) As at 31st March, 2019
Note 6: Short-Term Borrowings			
Secured			
Loans Repayable on Demand:			
From Banks			
Bank Overdraft		1,317.68	488.32
		-	-
		1,317.68	488.32

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.

Note 7: Trade Payables

Trade Payables	1,977.77	1,609.75
	1,977.77	1,609.75

As confirmed by the management there are no dues payable to any creditors constituting "Suppliers" within the meaning of Section 2(n) of the Micro, Small and Medium Enterprises Development Act 2006.

Note 8: Other Current Liabilities

Current Maturities of Long-Term Debt	492.12	385.21
	-	-
Other Payables	-	-
Capital Creditors	60.57	133.95
Retention Money	3.74	4.07
Taxes Payable	15.88	20.88
Dealer Deposits	11.91	12.26
Advance From Customers	128.34	61.64
Sales Tax Deferral Scheme	2.47	2.47
	715.03	620.48

Particulars	No. of outstanding instalments	Outstanding Amount	Overdue Amount and Period	Security
Term Loan		-		
Talegaon Factory Loan	12	254.00	Nil	Machinery & Building
Machinery Loan	12	36.00	Nil	Machinery & Building
Talegaon Factory New Loan	12	119.00	Nil	Machinery & Building
Solar Plant Loan	12	22.50	Nil	Solar Plant
Ghatkopar Office Loan	12	23.16	Nil	Office Building
Dharwad Factory Loan	12	20.00	Nil	Machinery & Building
		-		
		-		
Vehicle Loans		-		
Maruti Swift	12	2.65	Nil	Maruti Swift
Etios Loan	12	2.80	Nil	Etios Loan
Innova Loan	9	5.74	Nil	Innova Loan
Ertiga	12	3.50	Nil	Ertiga
Swift	12	2.77	Nil	Swift

Note 9: Short Term Provisions

Provisions for Employee Benefits	296.49	213.89
	296.49	213.89

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 10: Property, Plant & Equipments

	Gross Block				Depreciation/Amortization			Net Block		
	Balance as at 1st April 2019	Additions during the Year	Deductions during the Year	Balance as at 31st March 2020	Balance as at 1st April 2019	For the Year	Deduction during the Year	Balance as at 31st March 2020	WDV as at 31.03.2020	WDV as at 31.03.2019
Tangible Assets										
Freehold Land	400.12	278.95	-	679.07	-	-	-	-	679.07	400.12
Leasehold Land	-	-	-	0.56	-	-	-	-	0.56	0.56
Buildings	3,087.48	110.55	-	3,198.03	220.72	97.80	-	318.51	2,879.51	2,866.76
Plant and Equipments	2,285.09	328.56	4.68	2,608.97	540.10	166.91	2.08	704.93	1,904.04	1,744.99
Computers	70.71	7.81	-	78.52	59.42	5.67	-	65.09	13.43	11.29
Furnitures & Fixtures	140.62	8.97	-	149.59	67.22	11.53	-	78.75	70.84	73.40
Electrical Installations	133.38	9.39	-	142.76	11.67	12.78	-	24.46	118.31	121.70
Vehicles	226.66	21.46	17.52	230.60	84.59	26.80	11.27	100.13	130.47	142.06
Office Equipments	84.38	7.58	-	91.96	46.73	9.58	-	56.31	35.65	37.64
	6,428.98	773.27	22.20	7,180.05	1,030.45	331.07	13.35	1,348.17	5,831.88	5,398.52
Intangible Assets**										
Softwares	133.79	-	-	133.79	74.31	8.63	-	82.94	50.85	59.48
Brands & Licenses	32.69	15.36	-	48.04	14.66	7.24	-	21.90	26.14	18.03
Trade marks	0.20	-	-	0.20	-	-	-	-	0.20	0.20
	166.68	15.36	-	182.03	88.97	15.87	-	104.84	77.19	77.71
Capital Work-in-progress										
Work in Progress	-	494.03	-	494.03	-	-	-	-	494.03	-
	-	494.03	-	494.03	-	-	-	-	494.03	-
Current Year	6,595.65	1,282.65	22.20	7,856.11	1,119.42	346.94	13.35	1,453.01	6,403.10	5,476.23

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

EMPIRE SPICES AND FOODS LIMITED

Note 5: Deferred Tax Liabilities (Net)

Note 11: Non Current Investments	(Amount in ₹ lakhs)		
	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
Non Current Investments			
Non Trade, Unquoted (At cost)			
Investments in Shares			
- The Nasik Merchants Co. Op. Bank Ltd (3,424 Equity Shares of Face Value Rs. 25/- each(Previous year 3424 Equity share))		0.86	0.86
		-	-
- 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
		-	-
National Saving Certificates		0.40	0.40
		1.51	1.51
Aggregate Face Value of unquoted Shares		1.11	1.11

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ lakhs)

	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
Note 12: Long-Term Loans and Advances			
(Unsecured, Considered Good)			
Capital Advances		252.77	34.72
Security Deposits		35.43	32.13
MAT Credit Entitlement		40.37	29.43
		328.57	96.28
Note 13: Inventories			
(at lower of Cost or Net Realizable Value)			
Raw Materials		988.14	698.62
Semi Finished Goods		1,865.01	845.38
Finished Goods		361.94	287.42
Stock in Trade		13.52	15.04
Packing Materials		307.53	296.37
		-	-
(Inventories as taken, valued and certified by the Managing Director)		3,536.14	2,142.83
Note 14: Trade Receivables			
(Unsecured, Considered Good)			
Due Over Six Months		62.67	63.46
Others		272.19	392.71
		-	-
		334.86	456.17
Note 15: Cash and Bank Balances			
Balances with Banks			-
In Current Accounts	18.59		5.71
In Unclaimed Dividend Accounts	8.90		7.26
Cash and Cash Equivalent	-		-
Cash on Hand	22.49		3.80
		49.98	16.77
Other Bank Balances			
In Term Deposit Accounts			
With Scheduled Banks		14.11	26.83
		64.09	43.60
(i) Out of the Term Deposits with Bank, balance in Deposit Accounts to the extent of Rs. 14,10,539 (Previous Year - Rs. 26,83,000/-) is earmarked against the Bank Guarantees.			
(ii) All the deposits are with a maturity period of less than 12 months.			
Note 16: Short-Term Loans and Advances			
(Unsecured, Considered Good)			
Advances Recoverable in cash or in kind or for value to be received:			
Prepaid Expenses		46.83	16.85
Advances		66.66	168.19
Joint Sales Arrangement		4.82	6.60
		-	-
		118.31	191.64
Note 17: Other Current Assets			
Interest Accrued		2.08	10.65
Refund of Taxes Due		149.60	205.18
		-	-
		151.68	215.83

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ lakhs)

	For the year ended 31st March 2020	For the year ended 31st March 2020	For the year ended 31st March 2019
Note 18: Revenue from Operations			
Product Sales			
Sale of Manufactured Food Products	18,127.47		17,268.67
Sale of Traded Food Products	99.91		30.85
		18,227.38	17,299.52
		18,227.38	17,299.52
Note 19: Other Income			
Interest Received		8.26	3.97
Dividend Received		0.13	0.04
Scrap Sales		20.50	20.21
Profit on Sale of Assets		0.98	21.18
Other Income		5.28	5.29
		35.15	50.69
Note 20: Cost of Materials Consumed			
Raw Materials			
Opening Stocks	698.62		591.31
Add : Purchases	8,580.62		8,066.95
Less : Closing Stock	988.14		698.62
	-	8,291.10	7,959.64
Traded Goods			
Opening Stock	15.04		
Purchases	83.49		40.95
Less : Closing Stock	13.52		15.04
		85.01	25.91
Packing Materials			
Opening Stock	296.37		369.48
Add : Purchases	2,406.79		2,064.04
Less : Closing Stock	307.53		296.37
		2,395.63	2,137.15
		10,771.74	10,122.70
Note 21: Changes In Inventories of Finished Goods Work-In-Progress and Stock-in-Trade			
Stock at the Beginning of the Year			-
Finished Goods	287.42		171.23
Semi Finished Goods	845.38		372.04
		1,132.80	543.27
Stock at the End of the Year			
Finished Goods	361.94		287.42
Semi Finished Goods	1,865.01		845.38
		2,226.95	1,132.80
		(1,094.15)	(589.53)

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ lakhs)

	For the year ended 31st March 2020	For the year ended 31st March 2020	For the year ended 31st March 2019
Note 22: Conversion Costs			
Other Direct Manufacturing Expenses		397.49	387.83
Job Work Charges		789.12	823.15
Electricity Expenses		168.97	158.65
Repair & Maintenance -		-	-
- Factory Building		32.44	23.95
- Plant & Machinery		98.29	82.26
R & D Expenses		6.11	8.26
		-	-
		1,492.42	1,484.10
Note 23: Employee Benefit Expenses			
Salaries, Wages and Allowances		1,636.80	1,389.43
Staff Welfare Expenses		33.88	37.21
Contribution To Provident and Other Funds		126.37	110.88
		-	-
		1,797.05	1,537.52
Note 24: Advertisement and Sales Promotion Expenses			
Advertisement and Marketing Expenses		2,102.59	2,029.75
		-	-
		2,102.59	2,029.75
Note 25: Finance Costs			
Interest Expense		369.61	189.22
Other Borrowing Costs		55.97	11.08
		-	-
		425.58	200.30
Note 26: Other Expenses			
Rent		21.57	31.05
Rates and Taxes		29.72	17.55
Travelling and Conveyance		446.57	468.20
Vehicle Expenses		28.01	24.32
Transport Costs		609.95	567.61
Legal and Professional Fees		64.72	69.92
Repairs and Maintenance		38.33	42.48
Telephone Expenses		19.30	24.29
Electricity, Contribution, Insurance etc.)		74.30	62.21
Joint Sales Arrangement		11.34	1.87
		-	-
		1,343.81	1,309.50

Note No 27: Contingent Liabilities in respect of**(Amount in ₹ lakhs)**

Particulars	Year ended on 31.03.2020	Year ended on 31.03.2019
a. Bank guarantees	18.18	31.35

Note No. 28: Other Notes forming Part of Accounts**a. Capital Commitments****(Amount in ₹ lakhs)**

Particulars	FY 2019-20	FY 2018-19
Estimated amount of contract remaining to be executed on capital account and not provided for		
Tangible assets	252.77	34.72

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 contributions to the Employee's Group Gratuity-cum life Assurance scheme of the Life Insurance Corporation of India, a funded defined benefit plan.

The following table summarizes details related to old policy only.

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

(Amount in ₹ lakhs)

		FY 2019-20	FY 2018-19	FY 2019-20	FY 2018-19
	Policy no	682236		708000176	
I	Changes in benefit obligation during the year				
1	Liability at the beginning of the year	176.64	167.29	40.25	34.88
2	Interest cost	13.24	13.38	3.02	2.62
3	Current Service Cost	12.52	11.47	16.37	13.35
4	Benefits paid	-10.61	-12.96	-2.37	-4.08
5	Actuarial (gains) / losses	-0.13	-2.54	5.58	-6.51
6	Liability at the end of the year	191.68	176.64	62.86	40.25
II	Changes in plan assets during the year				
1	Plan assets at the beginning of the year	202.64	177.83	58.43	49.50
2	Expected return of the plan assets	13.91	13.46	3.15	3.76
3	Contributions	0	24.29	0	9.25
4	Benefits paid	-10.61	-12.96	-2.37	-4.08
5	Plan assets at the end of the year	205.94	202.64	59.21	58.43
6	Total actuarial gain/(loss) to be recognized				
III	Net assets (Liability) recognized in Balance Sheet				
1	Liability at the end of the year	191.68	176.64	62.86	40.25
2	Plan assets at the end of the year	205.94	202.64	59.21	58.43
3	Amount recognized in the Balance Sheet	14.25	25.99	-3.64	18.17
IV	Expenses recognized in the statement of P&L A/c				
1	Current service cost	12.52	11.47	16.37	13.35
2	Interest cost	13.25	13.38	3.02	2.62
3	Expected return on plan assets	-13.91	-13.46	-3.15	-3.76
4	Actuarial (gain)/losses	-0.13	-2.54	5.58	-6.51
5	Total expenses as per actuarial valuation	11.74	8.84	21.82	5.69
V	Assumption used in accounting for gratuity plan				
1	Discount rate	7.50%	8.00%	7.25%	7.50%
2	Salary Escalation rate	7.00%	7.00%	7.00%	7.00%

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	FY 2019-20	FY 2018-19
Contribution to Provident Fund	42.65	33
Employees' Pension Fund	54.47	46.13
Administration Charges	7.35	6.25
Total	104.47	85.32
Workmen and Staff Welfare Fund		
ESIC	21.90	25.56
Labour Welfare Fund	0.43	0.40
Total	22.33	25.96

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.	Mr. Sharad D. Bedmutha	
5.	Mr. Anand H. Rathi	
6.	Mr. D. M. Bachhav	
7.	Ms. Shanta L Rathi	
8.	Mrs. Kanta Hemant Rathi	
9.	Mrs. Aparna Umesh Rathi	
10.	Mr. Rohan Umesh Rathi	
11.	Mr. Yash Umesh Rathi	
12.	Mrs. Shashirekha Kolhatkar	
13.	Mrs. Ujwala Bedmutha	

ii) Transactions with related parties for the year

(Amount in ₹ lakhs)

Particulars	Direct Control		Key Managerial Personnel		Relatives of Key Managerial Personnel	
	FY 2019-20	FY 2018-19	FY 2019-20	FY 2018-19	FY 2019-20	FY 2018-19
Dividend on Shares	0.02	0.012	26.59	21.26	31.39	25.06
Remuneration	-	-	80.87	60.74	24.29	18.00
Commission on Bank Guarantee	-	-	43.67	-	-	-
Loan Received	-	-	-	-	-	-
Loan Repaid	-	-	-	-	-	-
Purchase of Immovable Property	-	-	-	-	-	-

iii) Balances with related parties as at year end

(Amount in ₹ lakhs)

Particulars	Key Managerial Personnel		Relatives of Key Managerial Personnel		Controlled through Key Managerial Personnel	
	FY 2019-20	FY 2018-19	FY 2019-20	FY 2018-19	FY 2019-20	FY 2018-19
Salary/ Remuneration Payable A/c	12.33	2.64	(4.77)	(0.51)	-	-

iv) Disclosure of Material transactions / balances with related parties

(Amount in ₹ lakhs)

Particulars	FY 2019-20	FY 2018-19
Dividend on Shares		
RamandhuMasalewalePrivate Limited	-	-
Hemant Builders PrivateLimited	0.02	0.012
Mr.Hemant M. Rathi	12.16	9.73
Mr.Umesh L. Rathi	8.39	6.71
Ms.Shanta L Rathi	3.36	2.69
Ms.Aparna U Rathi	8.68	6.94
Mr.Yash U Rathi	3.28	2.62
Ms.Kanta H Rathi	8.31	6.65

(Amount in ₹ lakhs)

Particulars	FY 2019-20	FY 2018-19
Mr.Anand H Rathi	5.99	4.79
Mr.Rohan U Rathi	2.78	2.22
Hemant Rathi (In Representative Capacity)	2.38	1.9
Umesh Rathi (In Representative Capacity)	2.38	1.9
Mrs. Megha A. Rathi	0.05	-
Ms.Shashirekha Kolhatkar	0.14	0.11
Mr.Sharad Bedmutha	0.05	0.04
Ms.Ujwala Bedmutha	0.05	0.04
Remuneration		
Mr.Hemant M. Rathi	24	18
Mr.Umesh L. Rathi	24	18
Mr.Anand H. Rathi	24	18
Mr.D M Bachhav	8.86	6.74
Commission		
Mr.Hemant M. Rathi	21.84	-
Mr.Umesh L. Rathi	21.84	-
Loan Repaid		
Mr.Umesh L. Rathi	-	2.7

e) Auditor's Remuneration

(Amount in ₹ lakhs)

Particulars	FY 2019-2020*	FY 2018-2019*
Statutory Audit Fees	3.00	3.00
Tax Audit Fees	0.50	0.50
Certification & Other Services	0.00	0.00
Total	3.50	3.50

(*Above figures are excluding Service Tax/GST)

f) Earnings per Share

(Amount in ₹ lakhs)

Particulars	FY	FY
	2019-20	2018-19
Earnings per share		
Profit for the year attributable to owners of the company	775.94	791.61
weighted average number of ordinary shares outstanding		
Basic earnings per share (in Rs.)	16.03	17.43
Diluted earnings per share (in Rs.)	16.03	17.43

g) Earning in foreign Currency

Particulars	FY	FY
	2019-20	2018-19
Revenue from export on FOB basis	3.87	18.61

h) Expenditure in foreign Currency

Particulars	FY	FY
	2019-20	2018-19
Travelling expenses	-	0.63

i) The Board of Directors of the Company recommended a dividend of ₹. 1.5 per share (for the year ended 31st March, 2020) 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 ₹. 72.61 lakhs (₹. 72.61 lakhs for FY 2018-19).

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 : September 18, 2020

ABHAY A. AVCHAT
Partner
Membership No. 112265
Place : Pune
Date : September 18, 2020

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.

TOGETHER TOWARDS TOMORROW



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

Registered Office: A- 305, Damji Shamji Corporate Square, Laxmi Nagar, Ghatkopar (E), Mumbai- 400 075
Corporate Office: Empire House, Plot No. 30, 5th Crossing, Govind Nagar, Nashik - 422009 | Tel. 0253 2472006
Email: contact@esfl.co.in | Web: www.esfl.co.in | CIN: U15100MH1994PLC080772