

2023-24

**30th ANNUAL
REPORT**



Product Portfolio



Papad, Pickles and Hing

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

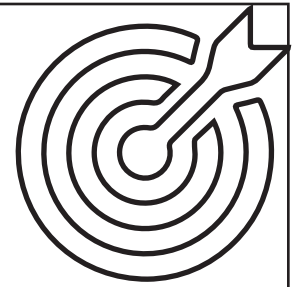


Sauces, Chutneys & Pastes

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

VISION

Empire Spices and foods Lmt. aims to be "The Company" to provide convenience & taste enhancement for making food enjoyable & 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.

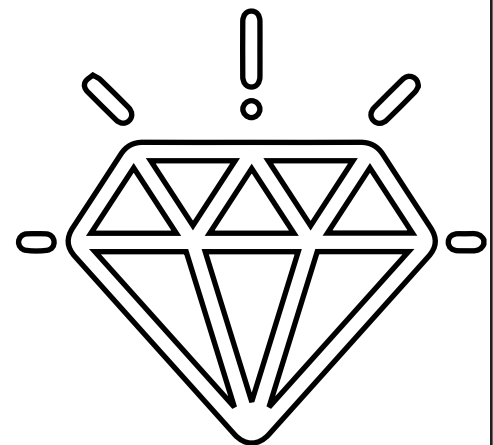


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Company & Shareholder Information

Chairman:

Mr. Hemant M. Rath

Managing Director:

Mr. Umesh L. Rath

Directors:

Mr. Sharad D. Bedmutha

Mr. Anand H. Rath

Mr. Dnyaneshwar M. Bachhav

Independent Directors:

Mr. Avinash D. Joshi

Mr. Vilas V. Shinde

Statutory Auditors:

C.V.Chitale & Co.

Chartered Accountants

Bankers:

Axis Bank Ltd.

HDFC Bank Ltd.

Annual General Meeting:

Day: Monday

Date: 30th September 2024

Time: 12:30 pm India

Virtual Meet: <https://us06web.zoom.us/j/84466045830?pwd=6r8abxzM-lxxYEE0DnhE1V9mXJVTQRw.1>

[us/j/84466045830?pwd=6r8abxzM-lxxYEE0DnhE1V9mXJVTQRw.1](https://us06web.zoom.us/j/84466045830?pwd=6r8abxzM-lxxYEE0DnhE1V9mXJVTQRw.1)

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, Govind Nagar,

Nashik - 422009

Ph. No. 91-253-2472006

Website:

www.esfl.co.in

CIN:

U15100MH1994PLC080772

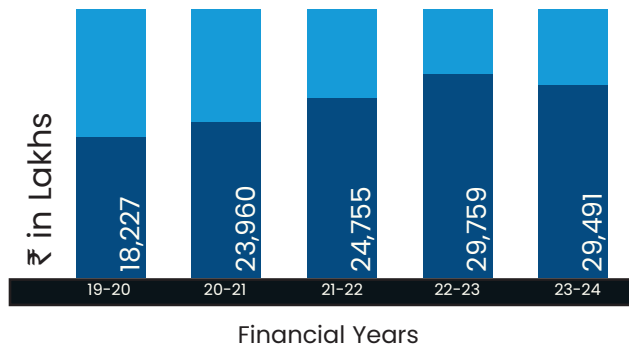
Social Platforms:

www.facebook.com/RamBandhuOfficial

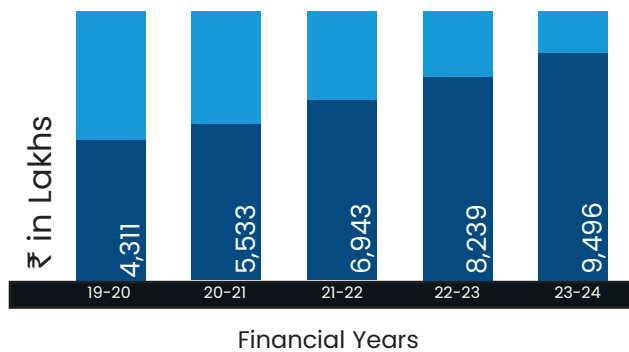
www.twitter.com/RamBandhuMasale

Financial Highlight

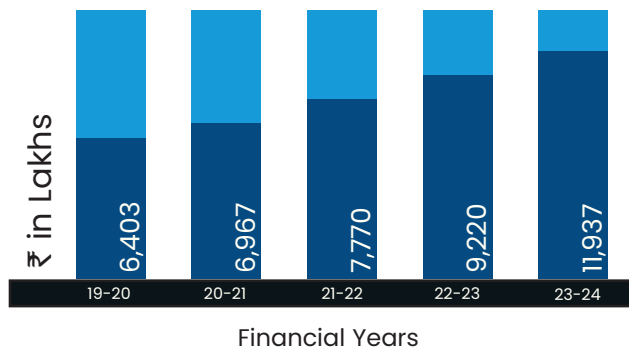
Sales



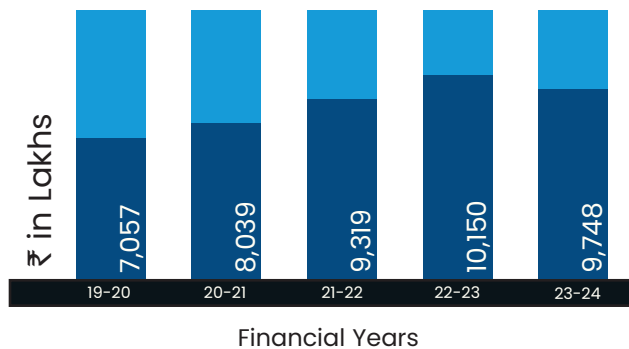
Net Worth



Fixed Assets



Gross Profit



NOTICE OF 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th (Thirtieth) Annual General Meeting ("AGM") of the members of **EMPIRE SPICES AND FOODS LIMITED** will be held on Monday, 30th September 2024 at 12.30 PM to transact the following business through video conferencing ("VC") / other Audio-visual means (OAVM):

ORDINARY BUSINESS

1. ADOPTION OF FINANCIAL STATEMENTS:

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. DECLARATION OF DIVIDEND:

To declare a dividend on equity shares for the financial year ended March 31, 2024 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend at the rate of ₹ 1.50 (One rupee and Fifty paise only) per equity share of ₹ 10/- (Ten rupees) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2024 and the same be paid out of the profits of the Company for the financial year ended March 31, 2024."

3. APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY:

M/s. C.V. Chitale & Co., Chartered Accountant, was appointed as Statutory Auditor of the Company for a period of 5 years up to the Annual General Meeting ("AGM") of 2023-2024 and accordingly will retire at the ensuing Annual General Meeting ("AGM"). Being eligible, they have offered themselves for reappointment for a further period of 5 years. Pursuant to consent of the members, the following shall be passed as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provision of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force), M/s. C. V. Chitale & Company., Chartered Accountant, Pune (FRN:126338W) who has confirmed their eligibility to be appointed as auditor in terms of the provision of Section 141 of the Act and the relevant rules be and is hereby appointed as the statutory auditor of the Company for a period of 5 years till the conclusion of the Annual General Meeting ("AGM") for the year 2029, at such remuneration plus service tax, out of pocket, travelling and living expenses etc. as may be mutually agreed by the Board of Directors of the Company and the said auditor."

"RESOLVED THAT, the Board of Directors of the Company be and is hereby authorized to do all act, deed, matter and things as may be considered, necessary, desirable or expedient to give effect to this resolution."

4. REAPPOINTMENT OF SHRI. ANAND HEMANT RATHI, DIRECTOR RETIRING BY ROTATION:

Shri. Anand Hemant Rathi (DIN: 03431923), director of the Company retires at the ensuing Annual General Meeting ("AGM") and is eligible for re-appointment.

To re-appoint Shri. Anand Hemant Rathi (DIN: 03431923), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri. Anand Hemant Rathi (DIN: 03431923), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

5. REAPPOINTMENT OF SHRI. DNYANESHWAR MURLIDHAR BACHHAV, DIRECTOR RETIRING BY ROTATION:

Shri.Dnyaneshwar Murlidhar Bachhav (DIN:05105320), director of the Company retires at the ensuing Annual General Meeting (“AGM”) and is eligible for re-appointment.

To re-appoint Shri. Dnyaneshwar Murlidhar Bachhav (DIN:05105320), who retires by rotation as a director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri. Dnyaneshwar Murlidhar Bachhav (DIN:05105320), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

6. To approve a power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs 100 Crores.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 180 (1)(c) and other applicable provision, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), consent of the Members be and is hereby accorded to the Company, to borrow from time to time any sum or sums of monies (exclusive of interest) on such terms and conditions as the Board of Directors may determine, from anyone or more of the Company’s bankers and /or from anyone or more other banks, persons, firms, companies/ bodies corporate, financial institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/ entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loan or bill discounting, issue of debentures, commercial papers, long/short terms loans, suppliers’ credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/ or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/ securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge on the Company’s assets, licenses and properties, Whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company [apart from temporary loans obtained from the Company’s bankers in the ordinary course of business] will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount up to which the moneys may be borrowed by the Board Directors and outstanding at any time shall not exceed the sum of Rs. 100 CRORES (Rupees Hundred crores only).

7. To sell the manufacturing unit situated at Walunj, Aurangabad:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any and subject to the approval of shareholders in general meeting, consent of the Board be and is hereby accorded to sell, its manufacturing plant situated at Walunj, Aurangabad and dispose off the whole undertaking of the Company, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the Company’s undertakings in the favor of any bank(s) or body(is), corporate or person(s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for such amount

at the discretion and in the interest of the Company”.

“RESOLVED FURTHER THAT the Board of Directors of the Company to exercise its powers including the powers conferred by this resolution and with (the power to delegate such authority to any person or persons) be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected there with or incidental thereto.”

By Order of the Board of Directors,

Managing Director

Umesh Laxminarayan Rathi

(DIN:00175730)

Date: 6th September 2024

Registered office: Off-305, Wing A, Damji

Shamji Square, Laxmi Nagar, Ghatkopar

(East) Near Kanara Engineering, Mumbai 400075

CIN: U15100MH1994PLC080772

E-mail: contact@esfl.co.in

Tel.: 022-25006007

Notes:

1. The Ministry of Corporate Affairs ("MCA") has through its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular no. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through video conferencing (VC) or other audio visual means (OAVM)", has permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the Circulars, the 30th AGM of the Company is being held through VC/OAVM.

Since this 30th AGM is being held pursuant to the Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the Members will not be available for this meeting. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

2. Members are requested to kindly participate the AGM through the video conferencing mode at least 10 minutes before the commencement of the AGM.

3. **Book Closure for Final Dividend:** The Company has announced Book Closure from 20th September 2024 to 30th September 2024(both days inclusive) and accordingly, Final Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year 2023-2024, if approved at the meeting, will be payable to those eligible members whose names appeared: (1) As Beneficial Owners, as on 20th September 2024 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 20th September 2024 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 20th September 2024.

Registrar and Transfer Agents: The details and address of Registrars and Transfer Agents of the Company is as follows:

M/s Purva Sharegistry (India) Private Limited

9, Shiv Shakti Industrial Estate,
J.R. Boricha Marg, Lower Parel (East),
Mumbai 400011
Tel No.:02223016761,
Email: support@purvashare.com
Website: www.purvashare.com

As per Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2015, The Company has now made available its shares in DEMAT form to the all shareholders. Thus, all the shareholders of the Company are requested to convert their physical shareholding in the dematerialized shares of the Company. The ISIN No. of the Company is **INE041101010**.

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 20th September 2024.

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

6. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Special Business

Item No. 6

To approve a power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 100 Crores.

Considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company up to Rupees 100 crores. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

Item No.7

To sell manufacturing unit situated at Walunj, Aurangabad:

Pursuant to section 180 (1) (a) and other applicable provisions of the Companies Act, 2013 the Company can dispose off its undertaking/property/assets through sale or lease or provide security of its assets for repayment of loan or otherwise only with the approval of members accorded by way of Special Resolution. The Board has decided to sale the unit as it not convenient to operate and also the administration of the same is not workable.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

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://us06web.zoom.us/j/84466045830?pwd=6r8abxzMlxxYEE0DnhE1V9mXJVTQRw.1>
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to the meeting mentioning their name, DEMAT account number/folio number, email id, mobile number at contact@esfl.co.in.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. If you have any queries or issues regarding attending AGM through the link, you may contact Mr. Manish Shah on 9324659811 or write an email to support@purvashare.com.

By Order of the Board of Directors

UMESH L RATHI

Managing Director

Date: 06th September 2024

DIN:00175730

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

CIN: U15100MH1994PLC080772

E-mail: contact@esfl.co.in

Tel.: 022-25006007

DIRECTOR' S REPORT

To,
The Members,

EMPIRE SPICES & FOODS LIMITED

CIN: U15100MH1994PLC080772

Your directors have the pleasure of presenting their Thirtieth Annual Report on the business and operation of the Company and the accounts for the financial year ended 31st March 2024.

FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY:

The financial results for the year ended 31st March 2024 and the corresponding figures for the last year are as under: -

(Amount in ₹ lakhs)		
Particulars	2023-2024	2022-2023
Total Sales and other income	29,528.29	29,783.51
Profit/ (Loss) before Finance cost, Depreciation and Tax	2,769.82	2,520.71
Less: Depreciation & Amortization Expense	539.2	463.43
Less: Finance cost	471.19	315.56
Profit/ (Loss) before Tax	1,759.43	1,741.72
Less: Tax Expenses:		
Current tax	300.91	450
MAT credit entitlement		
Deferred tax:	112.61	-76.83
Profit after tax	1,345.91	1,368.55

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

The Company has earned revenue of ₹ 29,528.29 lakhs during the year which has decreased by about 0.856% as compared to the previous year's revenue. The Company has earned a profit during the year amounting to ₹ 1,759.43 lakhs which has increased by about 1.02% as compared to the previous year. During the year under review, there was a marginal decrease in the revenue due to fierce competition in the FMCG sector. The climatic conditions also had negative impact on demand in general. Despite this, the Company could maintain its profitability by using various measures of cost control.

DIVIDEND:

Your Directors recommend a dividend ₹ 1.50 per share on paid up equity share capital of the Company for the financial year ended on 31st March 2024, which amounts to ₹ 72,60,945/-

AMOUNT TRANSFERRED TO GENERAL RESERVE:

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

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

According to Section 125 of the Companies Act, 2013, the unpaid dividend from the year 2016-2017 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 ₹ 13,920/- to IEPF of the unclaimed dividend amount for the year 2015-2016.

CHANGE IN THE SHARE CAPITAL:

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

CHANGE IN THE NATURE OF BUSINESS:

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

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

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

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

01/06/2023

28/06/2023

02/09/2023

26/12/2023

19/03/2024

DIRECTORS OF THE COMPANY AND CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:**a) The Board of Your Company consists of the following Directors:**

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

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

Shri. Anand Hemant Rathi (DIN: 03431923), director of the Company retires at the ensuing Annual General Meeting ("AGM") and being eligible for re-appointment, the Board has decided to recommend their re-appointment to the members at the ensuing Annual General Meeting ("AGM").

Shri Dnyaneshwar Murlidhar Bachhav (DIN:05105320), director of the Company retires at the ensuing Annual General Meeting ("AGM") and is eligible for re-appointment, the Board has decided to recommend their re-appointment to the members at the ensuing Annual General Meeting ("AGM").

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

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

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

The Nomination and Remuneration Committee met **twice** during the year 2023-2024

DATES OF MEETING: 02/09/2023,19/03/2024

COMPANY'S POLICY RELATING TO AUDIT COMMITTEE:

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

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

The Audit Committee met **twice** during the year 2023-2024

DATES OF MEETING : 01/06/2023, 19/03/2024

DIRECTOR'S RESPONSIBILITY STATEMENT:

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

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company

at the end of the financial year as at 31st March 2024 and of the profit or loss of the Company for the year under review.

- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Directors have prepared the annual accounts on a going concern basis.
- The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.
- The Directors have devised a proper system to ensure compliance with the provisions of all applicable laws and that such system is adequate and operating effectively.

PARTICULARS OF EMPLOYEES:

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

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

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

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

PARTICULARS REGARDING CONSERVATION OF ENERGY, AND TECHNOLOGY ABSORPTION:

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

FOREIGN EXCHANGE EARNINGS / OUTFLOW/EXPENSES: -

Expenses in foreign exchange during the year were ₹ NIL and earnings in foreign exchange during the year were ₹ NIL.

DEPOSITS:

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

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

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

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

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

DETAILS OF THE AMOUNT SPENT ON CSR ACTIVITIES:

According to the provisions of section 135 of the Companies Act, 2013, a company should spend 2% of its average net profit of the previous 3 years on CSR activities. Accordingly, the Company is required to spend at least ₹ 37,92,814/- (in words Rupees Thirty Seven Lakhs Ninety Two Thousand Eight Hundred and Fourteen) as CSR expenditure. The Company has spent ₹ **67,76,000/-** during the year as CSR expenditure which is bifurcated as follows:

Particulars	31-Mar-24
PM CARE FUND	5,00,000.00
SHREE PANCHVATI EDUCATION SOC	25,00,000.00
SHREE PANCHVATI EDUCATION SOC	25,00,000.00
EK KOSHISH NGO	2,00,000.00
BHARAT VIKAS PARISHAD	50,000.00
KAMAL VISHNU JOG PRATISHTHAN	10,00,000.00
VIVEKANAND ROCK MEMORIAL	15,000.00
THE BLIND WELFARE ORAGANISATION	11,000.00

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

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

AUDITORS:

M/s. C.V. Chitale & Co., Chartered Accountant, was appointed as Statutory Auditor of the Company for a period of 5 years up to the Annual General Meeting ("AGM") of 2023-2024 and accordingly retire at the ensuing Annual General Meeting ("AGM") and being eligible, offer themselves for reappointment. The Board has recommended their reappointment for further five years.

SECRETARIAL AUDIT:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 and pursuant to provisions of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit is applicable to the Company and CS Milind Gujar, having Membership No. 9937 and COP No.12295, Proprietor of M/s Milind Gujar & Associates, Company Secretaries is appointed as Secretarial Auditor of the Company for the financial year 2023-2024.

The Secretarial Audit Report pertaining to the Financial Year 2023-2024 given by CS Milind Gujar is enclosed with this Report.

SUBSIDIARY COMPANIES/JOINT VENTURE/ASSOCIATED COMPANY:

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

RISK MANAGEMENT:

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

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

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

The following is a summary of sexual harassment complaints received and disposed off during the year 2023-2024

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

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

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

ACKNOWLEDGEMENT:

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

For and on behalf of the board,

Place: Nashik

Date: 06th September 2024

Umesh Rathi
Managing Director

Hemant Rathi
Chairman

Dnyaneshwar M Bachhav
Director

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31/03/2024

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

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2024 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for the compliances under the applicable Acts, Laws and Regulations to the Company. The list of major heads/groups of Acts, Laws and Regulations as applicable to the Company are as follows:

1. The Foreign Trade (Development and Regulation) Act, 1992;
2. Employees Provident Fund and Miscellaneous Provisions Act, 1952;
3. ESIC Act 1948;
4. Minimum Wages Act 1948;
5. Factories Act 1948;
6. Payment of Wages Act 1936;
7. Maternity Benefit Act 1961
8. Contract Labour (R&A) Act 1970;
9. Payment of Bonus Act 1965;
10. Sexual Harassment of Women at Workplace Act 2013;
11. Employment Exchange Act 1959;
12. Employees' Compensation Act 1923;
13. Industrial Disputes Act 1947;
14. Trade Unions Act 1926;
15. Payment of Gratuity Act 1972;
16. Child and Adolescent Labour (Prohibition and Regulation) Act 1986;

17. Maharashtra Prevention of Water Pollution Act, 1969;
18. The Air (P&CP) Act 1981;
19. The Maharashtra Shops and Establishment (Regulation of Employment and Condition of Service) Act, 2017;
20. Maharashtra Labour Welfare Fund Act, 1953;
21. Food Safety and Standards Act 2006;
22. Legal Metrology Act 2010;
23. Income Tax Act, 1961;
24. Goods and Services Tax Act 2017;
25. Indian Statistical Institute Act 1959;
26. Motor Vehicles Act 1988;
27. Trade Marks Act 1999;
28. Micro, Small and Medium Enterprises Development Act 2006;
29. Profession Tax Act 1987;

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

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

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

I further report that

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

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

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

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

FOR MILIND GUJAR & ASSOCIATES
Company Secretaries

Place: NASHIK

Date: 28/08/2024

UDIN: F009937F001059029

Peer review Cert.No.2982/2023

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

‘Annexure A’

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

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of Laws, Rules and Regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR MILIND GUJAR & ASSOCIATES
Company Secretaries

Place : NASHIK
Date : 28/08/2024
UDIN : F009937F001059029
Peer review Cert.No.2982/2023

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

INDEPENDENT AUDITOR'S REPORT

To the Members of Empire Spices and Foods Limited Report on the Audit of the Financial Statements Opinion

We have audited the financial statements of **Empire Spices and Foods Limited**, which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with Companies (Accounts) Rules, 2014 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 ("ICAI") 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.

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

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

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

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

Responsibilities of Management for the Financial Statements

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

accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements:

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

c. The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, please refer to our separate Report in "Annexure B".

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(I) The Company does not have any pending litigations which would impact its financial position.

(II) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

(III) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, except in case of unpaid dividend of Rs.13,290/- during the year where there was delay of 61 days in transferring such amount to the said fund.

h. As regards the other matters,

(i) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s)/entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary has, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s)/entity(ies), including foreign entities, that the Company has directly or indirectly, lent or invested in other persons or entities identified in any manner whatsoever by or on behalf of the

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

(iii) Based on the audit procedures which we have considered reasonable and appropriate in the circumstances and according to the information and explanations provided to us by the Management in this regard, nothing has come to our notice that has caused us to believe that the representations made by the Management under sub-clause (i) and (ii) contain any material misstatement

(iv) The Company has declared and paid dividend during the year which is in compliance with section 123 of the Act.

(v) As represented by the Company and as per our verification on test check basis we note that the Company has employed accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded, in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

j. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

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

Date: September 06th , 2024
Place: Nashik

CA Yash Parakh
Partner
Membership No. 187319

ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF EMPIRE SPICES AND FOODS LIMITED FOR THE YEAR ENDED 31ST March 2024

I. In respect of the Company's tangible and intangible assets:

(a) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment. The Company has maintained proper records showing full particulars of intangible assets.

(b) Property, Plant and Equipment have been physically verified by the management at reasonable intervals during the year and no material discrepancies were identified on such verification.

(c) Based on our examination of the property tax receipts and lease agreement of land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

(d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and its intangible assets during the year.

(e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

II. In respect of Inventory

(a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification, coverage & procedure of such verification is reasonable and appropriate. No material discrepancies were noticed on such verification.

(b) The Company has been sanctioned working capital limits in excess of Rs.5 crores in aggregate from Banks against security of current assets. Monthly returns / statements filed with such Banks are in agreement with the books of account.

III. According to the information, explanation provided to us, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirements under paragraph 3(iii) of the Order are not applicable to the Company.

IV. In our opinion and according to the information and explanations given to us, the Company has not granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act. The Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.

V. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

VI. The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government has not specified maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable.

VII. In respect of Statutory Dues:

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

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2024, for a period of more than six months from the date they became payable.

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

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

IX. In respect of Borrowings:

(a) In our opinion and according to the information and explanations given to us during course of audit, the Company has not, prima facie, defaulted in repayment of loans or borrowings or in payment of interest there on to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information explanation provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.

(d) According to the information and explanations given to us and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

(e) According to the information explanation given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its securities, joint ventures or associate companies.

X. In respect of raising of fund or money,

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

(b) According to the information and explanations given to us and based on our examination of the record of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable.

XI. In respect of Fraud:

(a) During the course of our audit and on examination of the books and record of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up-to the date of this report.

(c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the course of audit. Accordingly, the provisions stated in paragraph (xi)(c) of the Order is not applicable.

XII. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable.

XIII. According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

XIV. In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

We have considered internal audit reports issued by internal auditors during course of our audit.

XV. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable.

XVI. In case of applicability of the RBI Act

(a) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) The Company does not have more than one Core investment Company (CIC) as a part of its group. Hence, the provisions stated in paragraph clause 3 (xvi)(d) of the Order are not applicable to the Company.

XVII. According to the information explanation provided to us, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

XVIII. There has been no resignation of the statutory auditor during the year. Hence, the provisions stated in paragraph clause 3 (xviii) of the Order are not applicable.

XIX. According to the information and explanations given to us and based on our examination of financial ratios, ageing and expected date of realisation of financial assets and payment of liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are

of the opinion that no material uncertainty exists as on the date of audit report and the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

XX. In respect of Corporate Social Responsibility

(a) In respect of other than ongoing projects, there are no unspent amounts towards Corporate Social Responsibility ("CSR") which requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) In respect of ongoing projects, the Company has transferred unspent CSR amount as at the end of the previous financial year, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Companies Act, 2013.

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

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

**Date: September 06th , 2024
Place: Nashik**

**CA Yash Parakh
Partner
Membership No. 187319**

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

Opinion

We have audited the internal financial controls with reference to the financial statements of **Empire Spices and Foods Limited** as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, internal financial controls with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls With reference to the Financial Statements

A Company's internal financial control with reference to the financial statements is a process designed to provide

reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles.

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

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

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

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

CA Yash Parakh
Partner
Membership No.187319

Place: Nashik
Date: September 06th, 2024

EMPIRE SPICES AND FOODS LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2024

Particulars	Note	(Amount in ₹ Lakhs)		
		31st March, 2024	31st March, 2024	31st March, 2023
I. EQUITY AND LIABILITIES				
(1) Shareholder's funds				
(a) Share Capital	2	484.06		484.06
(b) Reserves and Surplus	3	9,028.52	9,512.58	7,755.22
				8,239.28
(2) Non-current liabilities				
(a) Long Term Borrowings	4	2,697.66		2,181.37
(b) Deferred Tax Liabilities (Net)	5	564.56		451.95
(c) Long term Provisions	6	21.10	3,283.32	14.05
				2,647.37
(3) Current liabilities				
(a) Short-Term Borrowings	7	2,172.32		2,405.95
(b) Trade Payables	8			
(i) Total outstanding dues of micro enterprises and		1,012.62		1,325.05
(ii) Total outstanding dues of creditors other than		1,155.22		1,311.89
(c) Other Current Liabilities	9	855.00		909.54
(d) Short Term Provisions	10	1.74	5,196.90	-
				5,952.43
Total			17,992.80	16,839.08
II. Assets				
(1) Non-current assets				
(a) Property, Plant and Equipment and Intangible Assets	11			
(i) Property, Plant and Equipment		11,877.16		7,597.94
(ii) Intangible Assets		59.82		73.99
(iii) Capital Work in Progress		-		1,547.55
		11,936.98		9,219.48
(b) Non Current Investments	12	0.65		0.65
(c) Long-Term Loans and Advances	13	108.73		305.49
(d) Other Non current Assets	14	278.97	12,325.33	151.19
				9,676.81
(2) Current assets				
(a) Inventories	15	4,083.67		4,915.47
(b) Trade Receivables	16	1,004.43		778.24
(c) Cash and Cash Equivalents	17	259.61		481.25
(d) Short-Term Loans and Advances	18	309.43		596.07
(e) Other Current Assets	19	10.33	5,667.47	391.24
				7,162.27
Total			17,992.80	16,839.08

Significant Accounting Policies and
Notes to Financial Statements

1 to 34

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 : 6th September 2024

Dnyaneshwar M Bachhav
Director
DIN: 05105320
Place : Nashik
Date : 6th September 2024

CA Yash Parakh
Partner
Membership No. 187319
Place : Nashik
Date : 6th September 2024

EMPIRE SPICES AND FOODS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

Particulars	Note	(Amount in ₹ Lakhs)		
		For the year ended 31st	For the year ended 31st	For the year ended 31st
INCOME				
Revenue from Operations	20		29,491.14	29,758.96
Other Income	21		37.15	24.55
Total Income			29,528.29	29,783.51
EXPENSES				
Cost of Materials Consumed and Goods Resold	22		16,906.51	18,761.64
Changes In Inventories of Finished Goods	23		401.60	(351.92)
Work-In-Progress and Stock-in-Trade			279.82	(1,070.18)
Manufacturing costs	24		2,154.94	2,269.17
Employee Benefit Expenses	25		2,601.02	2,497.81
Sales Promotion and Marketing Expenses	26		2,628.58	3,240.78
Finance Costs	27		471.19	315.56
Depreciation and Amortization Expense	11		539.20	463.43
Other Expenses	28		1,786.00	1,915.49
Total Expenses			27,768.86	28,041.78
Profit before exceptional and extraordinary items and tax			1,759.43	1,741.73
Profit Before Tax			1,759.43	1,741.73
Tax Expense				
Current Tax	34(g)	300.91		450.00
Mat Credit Utilised / (Entitlement)		-		-
Deferred Tax		112.61		(76.83)
Total Tax Expense			413.52	373.17
Profit for the period			1,345.91	1,368.56
Earnings Per Equity Share				
Basic and Diluted	34(d)		27.80	28.27
Significant Accounting Policies and Notes to Financial Statements	1 to 34			

For and on behalf of the Board

Hemant M Rathi
Chairman
DIN : 00175854

Umesh L Rathi
Managing Director
DIN : 00175730
Place : Nashik
Date : 6th September 2024

Dnyaneshwar M Bachhav
Director
DIN: 05105320
Place : Nashik
Date : 6th September 2024

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

CA Yash Parakh
Partner
Membership No. 187319
Place : Nashik
Date : 6th September 2024

EMPIRE SPICES AND FOODS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

(Amount in ₹ Lakhs)

Particulars	For the year ended	
	31st March 2024	31st March 2023
A] Cash flow from Operating Activities		
Net Profit Before Tax and Extra ordinary Items	1,759.43	1,741.72
Depreciation	542.17	463.43
Interest Income	(11.06)	(4.00)
Dividend Income	-	-
Profit/Loss on Sales of Assets	0.20	1.93
Interest and Finance Charges	471.19	315.56
Operating Profit before Working Capital changes	2,761.93	2,518.64
Increase / (Decrease) in Trade Payables	(469.10)	1,196.74
(Increase) / Decrease in Trade Receivables	(226.19)	(212.64)
(Increase) / Decrease in Other Receivables	286.64	(134.75)
Increase / (Decrease) in Other Payables	(54.54)	242.41
Increase / (Decrease) in Short Term Provisions	1.74	2.45
Increase / (Decrease) in Long Term Provisions	7.05	-
(Increase) / Decrease in Inventory	831.80	(1,408.90)
(Increase) / Decrease in Non Current Assets	(127.78)	(5.31)
(Increase) / Decrease in Other Receivables	577.67	(667.02)
Cash Flow from operating activities before Tax	3,589.22	1,531.62
Direct Taxes paid	300.91	450.00
Mat Credit Entitlement	-	-
Cash Flow from operating activities before Prior adjustments	3,288.31	1,081.61
Net Cash Flow generated from Operating Activities	3,288.31	1,081.61
B] Cash flow from Investment Activities		
Add / (Less) :		
Purchases of Fixed Assets	(3,265.27)	(1,923.90)
Sale of Fixed Assets	5.40	9.18
Dividend Received	-	-
Interest Received	11.06	4.00
Net Cash used in Investing Activities	(3,248.81)	(1,910.72)
C] Cash flow from Financing Activities		
Proceeds of Short Term Borrowings	(233.63)	332.23
Proceeds of Long Term Borrowings	516.29	1,297.24
Dividend & Dividend Tax Payment	(72.61)	(72.61)
Interest and Finance Charges	(471.19)	(315.56)
Net Cash generated from Financing Activities	(261.14)	1,241.30
Net increase/(Decrease) in Cash & cash equivalents (A-B+C)	(221.64)	412.19
Opening Cash and Cash equivalents	481.25	69.06
Closing Cash and Cash equivalents	259.61	481.25
Net Difference of Cash & Cash Equivalents	(221.64)	412.19

Notes :

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

For and on behalf of the Board

Hemant M Rathi
Chairman
DIN : 00175854

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 : 6th September 2024

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Director
DIN: 05105320
Place : Nashik
Date : 6th September 2024

CA Yash Parakh
Partner
Membership No. 187319
Place : Nashik
Date : 6th September 2024

EMPIRE SPICES & FOODS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 1: Accounting Policies and Corporate Information

1. Corporate Information

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

2. Significant Accounting Policies & Practices

2.1 Statement of Compliance

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

2.2 Basis of Preparation

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

2.3 Use of estimates

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

2.4 Property, Plant, Equipment, Depreciation and Amortisation

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

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

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

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

Depreciation on the asset additions is calculated on pro-rata basis from the date of such addition. For deletion / disposal, the depreciation is calculated on pro-rata basis up to the date on which such asset has been discarded / sold. The residual values, estimated useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and 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 is a defined contribution scheme. Contribution to the scheme is charged to the statement of profit and loss in the year in which the employee renders the related services.

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

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

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

Defined benefit schemes

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

2.12 Borrowing Costs

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

2.13 Taxes on Income

Taxes on income comprise of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is

provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

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

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

2.14 Provisions and Contingent Liabilities

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

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

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

2.15 Cash and cash equivalents

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

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

2.16 Leases

As a Lessee:

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

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

2.17 Earnings per share

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

2.18 Government Subsidy

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

2.19 Corporate Social Responsibility

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

3. Audit Trail

Company's accounting software has Audit Trail feature. From the commencement of the Financial Year 2023-24 this feature of Audit Trail is in operation and as such record of each transaction and certain details as required under the law are maintained. At no point of time feature of Audit Trail has been made inoperative and nor the feature has been tempered with.

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	31st March, 2024	31st March, 2024	31st March, 2023
Note 2 :- Share Capital			
Authorised			
50,00,000 (Previous Year 50,00,000) Equity Shares of Rs. 10/- each		500.00	500.00
		500.00	500.00
Issued, Subscribed and Paid up			
48,40,630 (Previous Year 48,40,630) Equity Shares of Rs. 10/- each		484.06	484.06
		484.06	484.06
(i) Reconciliation of the no. of shares outstanding at the beginning and at the end of the year:			
		No. of Shares	No. of Shares
No. of Shares Outstanding at the Beginning of the Year		48,40,630	48,40,630
Add: Additional Shares Issued During the Year		-	-
Less: Shares Forfeited/ Bought Back During the Year		-	-
No. of Shares Outstanding at the End of the Year		48,40,630	48,40,630

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

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

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

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

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

	As at 31st March, 2024		As at 31st March, 2023	
Details of Shareholder	Number of Shares	% held	Number of Shares	% held
Mr .Umesh Laxminarayan Rath (1)	4,68,650	9.68%	4,68,650	0.10
Mr. Hemant Motilal Rath (2)	6,69,800	13.84%	6,69,800	0.14
Mr . Anand Hemant Rath	2,50,450	5.17%	2,49,650	0.05
Mrs Aparna Umesh Rath	6,87,955	14.21%	6,86,955	0.14
Mrs Kanta Hemant Rath	7,06,465	14.59%	7,06,465	0.15
Mrs Pranjal Yash Rath	3,01,950	6.24%	3,01,950	0.06
Smt. Shanta Laxminarayan Rath	2,73,890	5.66%	2,73,890	0.06
Mrs Megha Anand Rath	3,05,350	6.31%	3,05,350	0.06

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

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

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	31st March, 2024	31st March, 2024	31st March, 2023
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(vii) Shares held by promoters as at 31st March 2024

Promoter's Name	No. of Shares	% of total shares	% Change during the year
Mr .Umesh Laxminarayan Rathi (1)	4,68,650	9.68%	-
Mr. Hemant Motilal Rathi (2)	6,69,800	13.84%	-

Shares held by promoters as at 31st March 2023

Promoter's Name	No. of Shares	% of total shares	% Change during the year
Mr .Umesh Laxminarayan Rathi (1)	4,68,650	9.68%	-
Mr. Hemant Motilal Rathi (2)	6,69,800	13.84%	-

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

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

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

		(Amount in ₹ Lakhs)	
	31st March, 2024	31st March, 2024	31st March, 2023
Note 3: Reserves and Surplus			
Securities Premium			
Balance as per last Balance Sheet		395.42	395.42
General Reserve			
Balance as per last Balance Sheet	1,422.58		1,397.58
Add: Transferred from Profit and Loss	25.00		25.00
		1,447.58	1,422.58
Statement of Profit and Loss			
Balance as per last Balance Sheet	5,937.22		4,666.28
Add: Profit as per Statement of Profit and Loss	1,345.91		1,368.55
	7,283.13		6,034.83
Less: Appropriations			
Transfer to General Reserve	25.00		25.00
Final Dividend Paid	72.61		72.61
	97.61	7,185.52	5,937.22
		9,028.52	7,755.22

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)		
	31st March, 2024	31st March, 2024	31st March, 2023
Note 4: Long Term Borrowings			
Secured			
Term Loans			
From Banks		2,697.66	2,181.37
		<u>2,697.66</u>	<u>2,181.37</u>

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

Particulars	No. of	Outstanding	Overdue Amount	Security
Term Loan				
Factory Loan	3	30.77	Nil	Machinery & Building
Office Loan	11	34.55	Nil	Office Building
Factory Loan	8	47.96	Nil	Machinery & Building
Factory Loan	70	1,820.37	Nil	Machinery & Building
Machinery Loan	31	94.08	Nil	Machinery
Working Capital Term Loan	24	646.67	Nil	Stock and Debtors
Vehicle Loans		-		
Vehicle	28	8.24	Nil	Vehicle
Vehicle	28	15.02	Nil	Vehicle

(ii) Details of Securities and Guarantees

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

Movement of Deferred Tax expenses during the year ended March 31st, 2024		(Amount in ₹ Lakhs)	
	31st March, 2024	Arising during the	31st March, 2023
Note 5: Deferred Tax Liabilities (Net)			
Deferred Tax Liabilities			
Written down Value of Assets	582.05	93.92	488.13
Deferred Tax Assets			
Disallowances Under Income Tax Act 1961	17.49	(18.69)	36.18
	<u>564.56</u>	<u>112.61</u>	<u>451.95</u>

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)		
	31st March, 2024	31st March, 2024	31st March, 2023
Note 6: Long Term Provisions			
Provision for Gratuity		0.47	14.05
Provision for Leave Encashment		20.63	-
		21.10	14.05

For disclosure under Accounting Standard 15 Kindly refer note no.33(b)

	(Amount in ₹ Lakhs)		
	31st March, 2024	31st March, 2024	31st March, 2023
Note 7: Short-Term Borrowings			
Secured			
From Banks			
As Working Capital Finance			
Bank Overdraft Facility		1,226.69	1,617.54
Current Maturities of Long-Term Debt		945.63	788.41
		2,172.32	2,405.95

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

Particulars of Maturity Profile and Security				
Particulars	No. of outstanding instalments	Outstanding Amount	Overdue Amount and Period	Security
Term Loan				
Factory Loan	1	0.01	Nil	Machinery & Building
Factory Loan	12	144.00	Nil	Machinery & Building
Solar Plant Loan	6	13.06	Nil	Solar Plant
Office Loan	12	34.96	Nil	Office Building
Factory Loan	12	72.00	Nil	Machinery & Building
Factory Loan	12	313.41	Nil	Machinery & Building
Factory Loan	12	323.33	Nil	Machinery & Building
Machinery Loan	12	36.16	Nil	Machinery
		-		
Vehicle Loans		-		
Vehicle	12	3.03	Nil	Vehicle
Vehicle	12	5.67	Nil	Vehicle

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	31st March, 2024	31st March, 2024	31st March, 2023
Note 8: Trade Payables			
Total outstanding dues of Micro, Small and Medium enterprises		1,012.62	1,325.05
Total outstanding dues of creditors other than Micro, Small and Medium enterprises		1,155.22	1,311.89
		2,167.84	2,636.94

Trade Payables ageing schedule: As at 31st March, 2024

(Amount in ₹ Lakhs)

Particulars	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	993.11	19.51	-	-	-	1,012.62
(ii) Others	780.95	374.27	-	-	-	1,155.22
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March 2023

(Amount in ₹ Lakhs)

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

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

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

Note 9: Other Current Liabilities

Creditors for Capital Goods	300.99	119.46
Statutory Dues Payable	27.85	34.87
Accrued Employee Benefits	412.33	434.09
Income received in Advance	69.04	289.74
Joint Sales Arrangement	37.30	28.59
Dealer Deposits	1.25	1.25
Dividend Payable	6.24	1.54
	855.00	909.54

Note 10: Short Term Provisions

Provisions for Employee Benefits

Provision for Leave encashment	1.45	-
Provision for Tax (Net)	0.29	-
	1.74	-

For disclosure under Accounting Standard 15 Kindly refer note no.34(a)

EMPIRE SPICES AND FOODS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 11: Property, Plant and Equipments

	Gross Block					Depreciation/Amortization		(Amount in ₹ Lakhs)		
	Balance as at 1st April 2023	Additions during the Year	Deductions during the Year	Balance as at 31st March 2024	Balance as at 1st April 2023	For the Year	Deduction during the Year	Balance as at 31st March 2024	WDV as at 31st March 2023	WDV as at 31st March 2024
Property Plant and Equipment										
Freehold Land	679.07	-	-	679.07	-	-	-	-	679.07	679.07
Leasehold Land	393.61	-	-	393.61	5.94	5.94	-	11.88	381.73	387.66
Buildings	4,584.58	3,421.28	-	8,005.86	681.31	171.90	-	853.21	7,152.65	3,903.27
Plant and Equipments	3,691.70	1,075.88	33.24	4,734.34	1,369.66	264.24	31.94	1,601.96	3,132.38	2,322.05
Computers	84.68	4.88	3.21	86.35	69.43	7.24	3.03	73.64	12.71	15.25
Furnitures & Fixtures	175.23	13.61	-	188.84	109.86	10.66	-	120.52	68.32	65.37
Electrical Installations	176.04	276.74	-	452.78	66.56	25.48	-	92.04	360.74	109.46
Vehicles	274.85	-	7.93	266.92	178.51	20.94	4.30	195.15	71.77	96.34
Office Equipments	85.15	6.77	4.14	87.78	65.69	7.95	3.65	69.99	17.79	19.47
Intangible Assets*	10,144.91	4,799.16	48.52	14,895.55	2,546.96	514.35	42.92	3,018.39	11,877.16	7,597.94
Brands & Licenses	48.04	-	-	48.04	36.56	4.98	-	41.54	6.50	11.48
Trade marks	0.20	-	-	0.20	-	-	-	-	0.20	0.20
Software	180.07	13.65	-	193.72	117.76	22.84	-	140.60	53.12	62.31
Capital Work in Progress #	228.31	13.65	-	241.96	154.32	27.82	-	182.14	59.82	73.99
	1,547.55	2,088.91	3,636.46	-	-	-	-	-	-	1,547.55
Current Year Less: Capitalised	11,920.77	6,901.72	3,684.98	15,137.51	2,701.28	542.17	42.92	3,200.53	11,936.98	9,219.48
						2.97				
Net Current Year	11,920.77	6,901.72	3,684.98	15,137.51	2,701.28	539.20	42.92	3,197.56	11,936.98	9,219.48
Previous year	10,013.16	1,929.85	22.24	11,920.77	2,243.05	469.37	11.13	2,701.29	9,219.48	7,770.11

Notes-

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

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

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

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

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

i) Details of Capital Work in progress

Capital WIP includes borrowing cost capitalised of ₹ Lakhs 69.88 for the year, (PY ₹ Lakhs 19.36).

Capital WIP includes amortisation of leasehold land cost capitalised of ₹ Lakhs 2.97 for the year (PY ₹ Lakhs 5.94).

(a) For Capital-work-in progress ageing schedule as on 31-03-2024**Factory Building**

(Amount in ₹ Lakhs)

Particulars	Amount in CWIP for a period of			Total
	Less than 1 year	2-3 years	More than 3 years	
CWIP				
Projects in progress	-	-	-	-
Projects temporarily suspended	-	-	-	-

(b) For Capital-work-in progress ageing schedule as on 31-03-2023

(Amount in ₹ Lakhs)

Particulars	Amount in CWIP for a period of			Total
	Less than 1 year	2-3 years	More than 3 years	
CWIP				
Projects in progress	1,547.55	-	-	1,547.55
Projects temporarily suspended	-	-	-	-

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 12: Non Current Investments

(Amount in ₹ Lakhs)

	As at 31st March, 2024	As at 31st March, 2024	As at 31st March, 2023
Non Current Investments			
Non Trade, Unquoted (At cost)			
Investments in Equity Instruments			
The Saraswat Co Op Bank Ltd (2,500 Equity Shares of Face Value Rs. 10/- each (Previous year 2500 Equity Shares))		0.25	0.25
Investment in Government and Trust Securities			
National Saving Certificates		0.40	0.40
		0.65	0.65
Aggregate Face Value of unquoted Shares		0.25	0.25

Note 13: Long-Term Loans and Advances

(Unsecured, Considered Good)

Advances for Capital expenditure	108.73	305.49
	108.73	305.49

Note 14: Other Non Current Assets

Security Deposits	177.55	151.19
Term Deposits	43.44	-
Net fund asset in respect of Gratuity	57.98	-
	278.97	151.19

(i) Out of the Term Deposits with Bank, balance in Deposit Accounts to the extent of Rs. 43,44,262/-

(Previous Year - Rs. Nil) is earmarked against the Bank Guarantees.

(ii) All the deposits are with a maturity period of more than 12 months.

(iii) For disclosure under accounting standard 15 Kindly refer note no.33(b)

Note 15: Inventories

(at lower of Cost or Net Realizable Value)

(as taken, valued and certified by the Managing Director)

Raw Materials	849.92	883.79
Semi Finished Goods	2,532.26	2,812.08
Finished Goods	229.66	631.26
Stock in Trade	29.93	25.49
Packing Materials	441.90	562.85
(For accounting policy, please refer Note 2(8))		
	4,083.67	4,915.47

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	As at 31st March ,2024	As at 31st March ,2024	As at 31st March ,2023
Note 16: Trade Receivables (Unsecured, Considered Good)			
Outstanding for more than six months			
a) Unsecured, considered good		47.35	42.52
b) Doubtful		-	-
Others			
a) Unsecured, considered good		957.08	735.72
b) Doubtful		-	-
		1,004.43	778.24

Trade Receivables ageing schedule as at 31st March,2024

(Amount in ₹ Lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables -considered good	957.08	47.35	-	-	-	1,004.43
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31st March,2023

(Amount in ₹ Lakhs)

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

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in ₹ Lakhs)

	As at 31st March ,2024	As at 31st March ,2024	As at 31st March ,2023
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Note 17: Cash and Cash Equivalents

Balances with Banks			
In Current Accounts	215.02		415.79
Cash on Hand	14.34		9.47
		229.36	425.26
Other Bank Balances			
With Scheduled Banks			
In Term Deposit Accounts		13.84	14.11
In Dividend Account		5.76	7.41
In CSR Account		10.65	34.47
		259.61	481.25

- (i) Out of the Term Deposits with Bank, balance in Deposit Accounts to the extent of Rs. 13,84,262/- (Previous Year - Rs. 14,10,539/-) is earmarked against the Bank Guarantees.
(ii) All the deposits are with a maturity period of less than 12 months.

Note 18: Short-Term Loans and Advances

(Unsecured, Considered Good)

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

Prepaid Expenses	100.72	309.10
Advances	137.54	94.64
Balance with Revenue Authority	71.17	120.56
Prepaid Income Taxes	-	71.77
	309.43	596.07

Note 19: Other Current Assets

Interest Accrued	8.04	5.24
Subsidy Receivable	2.29	386.00
	10.33	391.24

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)		
	For the year ended 31st March 2024	For the year ended 31st March 2024	For the year ended 31st March 2023
Note 20: Revenue from Operations			
Sale of Products (Food Products and Spices)			
Manufactured Sales	29,119.43		29,212.88
Trading Sales	121.71		160.08
		29,241.14	29,372.96
Export Sales		-	-
Other Operating Revenue			
Government Subsidy		250.00	386.00
		29,491.14	29,758.96
Note 21: Other Income			
Scrap Sales		17.63	18.14
Interest Income		11.06	4.00
Dividend Income		-	-
Miscellaneous Receipts		8.46	2.41
		-	
		37.15	24.55
Note 22: Cost of Materials Consumed and Goods Resold			
Raw Materials			
Opening Stocks	883.79		982.62
Add : Purchases	13,118.05		14,533.18
Less : Closing Stocks	849.92		883.79
		13,151.92	14,632.01
Traded Goods			
Opening Stocks	25.49		20.09
Purchases	112.48		152.65
Less : Closing Stocks	29.93		25.49
		108.04	147.25
Packing Materials			
Opening Stocks	562.85		482.62
Add : Purchases	3,525.60		4,062.61
Less : Closing Stocks	441.90		562.85
		3,646.55	3,982.38
		16,906.51	18,761.64

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)		
	For the year ended 31st	For the year ended 31st	For the year ended 31st
(i) Raw Materials Consumed			
Whole Spices		3,244.27	4,793.00
Pulses		2,248.05	2,548.61
Oils		534.98	981.32
Paste		1,062.92	949.69
Grains		214.37	117.81
Others		5,847.33	5,241.58
		13,151.92	14,632.01
(ii) Packing Materials Consumed			
Roll		1,245.47	1,483.79
Plastic Material		974.44	1,060.02
Corrugated Box		255.56	364.01
Pouch		89.97	90.19
Other		1,081.11	984.37
		3,646.55	3,982.38
Note 23: Changes In Inventories of Finished Goods Work-In-Progress and Stock-in-Trade			
Finished Goods			
Opening Stock	631.26		279.34
Closing Stock	<u>229.66</u>		<u>631.26</u>
		401.60	(351.92)
Semifinished Goods			
Opening Stock	2,812.08		1,741.90
Closing Stock	<u>2,532.26</u>		<u>2,812.08</u>
		279.82	(1,070.18)
		681.42	(1,422.10)
Semi Finished Closing Stock			
Fruits and Vegetables		1,378.80	1,090.49
Basic Spices		407.20	435.31
Blended Masala		323.61	719.74
Paste		79.34	63.72
Papad		27.82	52.11
Others		315.49	450.71
		2,532.26	2,812.08
Finished Goods Closing Stock			
Papad		18.84	105.80
Blended Spices		20.09	41.87
Pickle		35.69	114.61
Basic Spices		18.57	55.91
Compounded Asofotida		11.39	24.77
Sauces		20.37	32.59
Others		104.71	255.71
		229.66	631.26

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)	
	For the year ended 31st March 2024	For the year ended 31st March 2023
Note 24: Manufacturing costs		
Direct Manufacturing Expenses	604.33	630.00
Job Work Charges	1,147.88	1,198.99
Electricity Expenses	197.95	198.69
Repairs & Maintenance :	-	-
- Factory Building	65.36	67.35
- Plant & Machinery	139.42	174.14
	2,154.94	2,269.17
Note 25: Employee Benefit Expenses		
Salaries,Wages and Allowances	2,335.32	2,261.94
Contribution To Provident and Other Funds	210.42	192.98
Staff Welfare Expenses	55.28	42.89
	2,601.02	2,497.81
Note 26: Sales Promotion and Marketing Expenses		
Advertisement and Marketing Expenses	2,628.58	3,240.78
	2,628.58	3,240.78
Note 27: Finance Costs		
Interest Expense	494.11	284.12
Less- Identified with Assets	(69.88)	(19.36)
	424.23	264.76
Other Borrowing Costs	46.96	50.80
	471.19	315.56

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount in ₹ Lakhs)		
	For the year ended 31st March 2024	For the year ended 31st March 2024	For the year ended 31st March 2023
Note 28: Other Expenses			
Rent		11.36	10.50
Rates and Taxes		10.73	10.20
R & D Expenses*		0.53	0.48
Electricity Expenses		5.66	5.13
Insurance Expenses		26.96	24.76
Travelling and Conveyance		620.39	665.12
Transport Costs		708.62	770.21
Legal and Professional Fees		97.08	118.53
Repairs and Maintenance		33.03	39.83
Computer Repairs and Maintenance		97.65	92.32
Telephone Expenses		27.53	27.91
Office Expenses		38.75	35.04
Printing and Stationary		10.87	11.29
Debit balances written off (Net)		-	5.86
Loss on Sales of Assets (Net)		0.20	1.93
Loss from Joint Venture Arrangement		8.71	18.37
CSR Expenditure		67.76	34.50
Other Expenses (including Postage & Telegram, Meeting Expenses etc.)		20.17	43.51
		1,786.00	1,915.49

*R& D expenses Exclude Personnel Cost, Power and Fuel and Overheads incurred for the same.

Note 29: Auditor's Remuneration**(Amount in ₹ lakhs)**

	Financial Year <u>2023-2024*</u>	Financial Year <u>2022-2023*</u>
Statutory Audit Fees	02.75	02.50
Tax Audit Fees	01.00	00.75
Certification & Other Services	00.28	00.67
Total	04.03	03.92

Note No 30: Corporate Social Responsibility**(Amount in ₹ lakhs)**

	Financial Year <u>2023-2024*</u>	Financial Year <u>2022-2023*</u>
Gross Amount required to be spent as per Section 135 of the Act	37.93	33.17
Add: Amount Unspent from previous years	67.60	63.52
Add: Arrear of amount to be spent pertaining to previous year	-	05.41
Total Gross amount required to be spent during the year	105.53	102.10
Amount approved by the Board to be spent during the year	67.76	34.50
Amount spent during the year on		
(i) Construction/acquisition of an asset	67.76	34.50
(ii) On purposes other than (i) above	-	-

Details related to amount spent/ unspent

	Financial Year <u>2023-2024*</u>	Financial Year <u>2022-2023*</u>
Towards Education	50.26	14.50
Towards Healthcare	12.50	20.00
Towards other charitable activities	05.00	-
Accrual towards unspent obligations in relation to:		
Ongoing projects	-	67.60
Other than Ongoing projects	37.77	-
Balance unspent at year end	37.77	67.60

Note 31: Contingent Liabilities in respect of**(Amount in ₹ lakhs)**

	<u>Financial Year 2023-2024</u>	<u>Financial Year 2022-2023</u>
a. Bank guarantees outstanding	-	-
b. Other	-	-

Note 32: Capital Commitments**a. Capital Commitments****(Amount in ₹ lakhs)**

	<u>2023-2024</u>	<u>2022-2023</u>
Estimated amount of contract remaining to be executed on capital account and not provided for		
Tangible assets	440.74	1197.13

Note 33: Government Subsidy**Industrial Promotion Subsidy:**

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

Incentive under PSI Scheme 2013

The Company had applied to the Directorate of Industries, Maharashtra for grant of incentive under the Package Scheme of Incentives for its investments in Fixed assets during the period from 01.04.2013 to 31.03.2018. On the fulfilment of primary conditions as required under the scheme, Directorate of Industries issued eligibility certificate for a total amount of Rs 27,77.00 lakhs on 10th April, 2019 in connection with the Plant at Talegaon, Dist. Nashik.

This incentive is receivable on the fulfilment of certain conditions i.e. investment in Fixed assets, Sale of eligible finished goods from eligible units and payment of SGST collected on sale of Eligible finished products. During the year company has not received any disbursement approval regarding the same. Hence no income has been booked in absence of sanction.

MOFPI Subsidy

The company is entitled for subsidy of Rs. 5 crore from Ministry of Food Processing Industries under CEFPPC Scheme for setting up of new plant set up in Malegaon Sinnar. Company has got the approval for 1st Instalment of Rs.2.5 Crore and have received the same.

The said income is disclosed under the head 'Other operating revenue'

Note 34: Other Notes forming Part of Accounts**a. Retirement Benefit Plans****i) Defined Benefit Plans****Gratuity**

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

Corporation of India, a funded defined benefit plan. This is the first year, the company has carried out actuarial valuation of gratuity liability at the year end.

Disclosure under the AS-15 on Employee Benefits

(Amount in ₹ lakhs)

Gratuity Disclosure Statement as Per Accounting Standard 15 Revised (AS 15R)

For The Period from 01-04-2023 - 31-03-2024

Type of Benefit	Gratuity
Country	India
Reporting Currency	INR
Reporting Standard	Accounting Standard 15 Revised (AS 15R)
Funding Status	Funded
Starting Period	01-Apr-23
Date of Reporting	31-Mar-24
Period of Reporting	12 Months

Assumptions (Previous Period)

Expected Return on Plan Assets	7.48%
Rate of Discounting	7.48%
Rate of Salary Increase	7.00%
Rate of Employee Turnover	3.00%
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)

Assumptions (Current Period)

Expected Return on Plan Assets	7.23%
Rate of Discounting	7.23%
Rate of Salary Increase	6.00%
Rate of Employee Turnover	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)

Table Showing Change in the Present Value of Defined Benefit Obligation

Present Value of Benefit Obligation at the Beginning of the Period	333
Interest Cost	25
Current Service Cost	39
(Benefit Paid From the Fund)	(28)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	4
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(20)
Actuarial (Gains)/Losses on Obligations - Due to Experience	(6)
Present Value of Benefit Obligation at the End of the Period	346

Table Showing Change in the Fair Value of Plan Assets

Fair Value of Plan Assets at the Beginning of the Period	381
Expected Return on Plan Assets	28
Contributions by the Employer	23
(Benefit Paid from the Fund)	(28)
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	0.44
Fair Value of Plan Assets at the End of the Period	404

Actuarial (Gains)/Losses Recognized in the Statement of Profit or Loss for Current Period

Actuarial (Gains)/Losses on Obligation For the Period	(22)
Actuarial (Gains)/Losses on Plan Asset For the Period	(0.44)
Subtotal	(22)
Actuarial (Gains)/Losses Recognized in the Statement of Profit or Loss	(22)

Actual Return on Plan Assets

Expected Return on Plan Assets	28
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	0.44
Actual Return on Plan Assets	29

Amount Recognized in the Balance Sheet

(Present Value of Benefit Obligation at the end of the Period)	(346)
Fair Value of Plan Assets at the end of the Period	404
Funded Status (Surplus/ (Deficit))	58
Net (Liability)/Asset Recognized in the Balance Sheet	58

Net Interest Cost for Current Period

Present Value of Benefit Obligation at the Beginning of the Period	333.00
(Fair Value of Plan Assets at the Beginning of the Period)	(381.00)
Net Liability/(Asset) at the Beginning	(48.00)
Interest Cost	25.00
(Expected Return on Plan Assets)	(28.00)
Net Interest Cost for Current Period	(03.60)

Expenses Recognized in the Statement of Profit or Loss for Current Period

Current Service Cost	39
Net Interest Cost	(3.60)
Actuarial (Gains)/Losses	(22)
Expenses Recognized in the Statement of Profit or Loss	13

Balance Sheet Reconciliation	
Opening Net Liability	(48)
Expense Recognized in Statement of Profit or Loss	13
(Employer's Contribution)	(23)
Net Liability/(Asset) Recognized in the Balance Sheet	(58)

Category of Assets	
Insurance fund	404
Total	404
Other Details	
No of Members in Service	657
Per Month Salary For Members in Service	91
Defined Benefit Obligation (DBO) - Total	346

Experience Adjustment	
Actuarial (Gains)/Losses on Obligations - Due to Experience	(6)
Actuarial Gains/(Losses) on Plan Assets - Due to Experience	0.44

This is the first year, the company has carried out actuarial valuation of gratuity liability at the year end. Therefore, corresponding figures pertaining to the previous year are not disclosed. Impact of the said change is not worked out.

Leave Encashment

The company provides privilege leave benefit to employees.

This is the first year, the company has carried out actuarial valuation of leave encashment liability at the year end. Till last year, no such actuarial valuation was being carried out. This constitutes change in method of accounting in respect of leave encashment liability. Impact of the said change is not worked out.

Disclosure under the AS-15 on Employee Benefits**(Amount in ₹ lakhs)**

Estimate of the Privilege Leave Liability as on 31-03-2024

Method of Valuation - Projected Unit Credit Method

Data Summary

Number of Employees	657
Total Salary (Encashment)	90.88
Average Salary (Encashment)	0.13
Average Age	37.61 Years
Average Past Service	6.75 Years
Total Leave Days	3129.50 days
Average Leave Days	4.76 Days

Valuation Results

Discontinuance Liability	24.88
Defined Benefit Obligation	22.08

Other Results

Average Expected Future Service 12 years.

Current & Non-Current Liability

Funding Status Unfunded

Fund Balance N.A.

Current Liability	1.45
Non-Current Liability	20.63

Valuation Assumptions

(i) Financial Assumptions

Salary Escalation Rate	6.00% p.a.
Discount Rate	7.23% p.a.(Indicative G.Sec referenced on 28-03-2024)

(ii) Demographic Assumptions

Mortality Rate Indian Assured Lives Mortality 2012-14
(Urban)

Attrition Rate	5.00% p.a. for all service groups.
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Valuation Inputs

Retirement	Age 58 years
Maximum Accumulation	30 days
Divisor	30 (Monthly Salary/Divisor)

This is the first year, the company has carried out actuarial valuation. Therefore, corresponding figures pertaining to the previous year are not disclosed.

ii) Defined Contribution Plan

Employees Benefit Expenses in Note 25 includes the following contributions to defined contribution plan

(Amount in ₹ lakhs)

Contribution to Provident & Other Funds	Financial Year	Financial Year
	2023-24	2022-23
Contribution to Provident Fund	71.43	55.33
Employees' Pension Fund	57.53	61.26
Administration Charges	19.74	9.36
Total	148.7	125.95
Workmen and Staff Welfare Fund		
ESIC		
Labour Welfare Fund	25.87	27.87
Total	0.49	0.49
	26.36	28.36

b. 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

c. i) Related Party Disclosure

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

ii) Transactions with related parties for the year

(Amount in ₹ lakhs)

	Direct Control		Key Managerial Personnel		Relatives of Key Managerial Personnel	
	Financial Year	Financial Year	Financial Year	Financial Year	Financial Year	Financial Year
	<u>2023-24</u>	<u>2022-23</u>	<u>2023-24</u>	<u>2022-23</u>	<u>2023-24</u>	<u>2022-23</u>
Dividend Paid on Shares	0.02	0.02	16.1	16.08	42.13	42.28
Remuneration paid	-	-	190.37	189.55	72.15	71.26
Commission paid on Bank Guarantee	-	-	31.20	35.40	-	-
Incentives Paid	-	-	02.69	-	-	-

ii) Balances outstanding of related parties at the year end

	Key Managerial Personnel		Relatives of Key Managerial Personnel		Controlled through Key Managerial Personnel	
	Financial Year	Financial Year	Financial Year	Financial Year	Financial Year	Financial Year
	<u>2023-24</u>	<u>2022-23</u>	<u>2023-24</u>	<u>2022-23</u>	<u>2023-24</u>	<u>2022-23</u>
Salary/ Remuneration Payable	26.37	56.91	-	-	-	-
Commission payable on bank Guarantee	34.37	27.98	-	-	-	-

iv) Disclosure of Material transactions / balances with related parties

Particulars	(Amount in ₹ lakhs)	
	Financial Year 2023-24	Financial Year 2022-23
Dividend on Shares		
Hemant Builders Private Limited	00.02	00.02
Mr. Hemant M. Rathi	07.67	07.67
Mr. Umesh L. Rathi	04.63	04.63
Ms. Shanta L Rathi	04.11	04.11
Ms. Aparna U Rathi	10.32	10.32
Mr. Yash U Rathi	01.79	01.79
Ms. Kanta H Rathi	10.60	10.60
Mr. Anand H Rathi	03.75	03.73
Mr. Rohan U Rathi	01.37	01.37
Hemant Rathi (In Representative Capacity)	02.38	02.38
Umesh Rathi (In Representative Capacity)	02.40	02.40
Mrs. Megha A. Rathi	04.58	04.58
Mrs Pranjal Yash Rathi	04.53	04.53
Ms. Shashirekha Kolhatkar	0	00.15
Mr. Sharad Bedmutha	0.05	00.05
Ms. Ujwala Bedmutha	0.05	00.05
Remuneration		
Mr. Hemant M. Rathi	60.00	60.00
Mr. Umesh L. Rathi	60.00	60.00
Mr. Anand H. Rathi	60.00	60.00
Mr. D M Bachhav	10.37	09.55
Incentive		
Mr. D M Bachhav	02.69	-
Commission		
Mr. Anand H. Rathi	04.14	17.70
Mr. Hemant M. Rathi	13.53	
Mr. Umesh L. Rathi	13.53	17.70

d) Earnings per Share	(Amount in ₹ lakhs)	
	Financial Year 2023-24	Financial Year 2022-23
Earnings per share		
Profit for the year attributable to owners of the company	1,345.91	1,368.56
Weighted average number of ordinary shares outstanding	4840630	4840630
Basic earnings per share (in Rs.)	27.8	28.27
Diluted earnings per share (in Rs.)	27.8	28.27

EMPIRE SPICES AND FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS
Note 34(e) - Ratio Analysis

Sr No	Ratio's	Particulars	Numerator	Denominator	FY 2023-24	FY 2022-23	% Variance	Reason for Variance**
1	Current Ratio	Current Assets / Current Liabilities	5,667	5,197	1.09	1.20	-9.12%	
2	Debt Equity Ratio	Total Debt / Shareholder's Fund	4,870	9,513	0.51	0.56	-8.58%	
3	Debt Service Coverage Ratio	(NPAT+ Depreciation+ Interest+Loss on sale of Asset) /(Interest Cost+ Principal Repayment)	2,793	1,440	1.94	2.32	-16.48%	
4	Return on Equity Ratio	NPAT / Average Shareholder's Fund	1,346	8,876	0.15	0.18	-15.89%	
5	Inventory Turnover	Cost of Goods Sold / Avg Inventory	17,186	4,500	3.82	4.20	-9.08%	
6	Trade Receivables Turnover Ratio	Credit Sales / Avg Trade Receivables	29,241	891	32.81	43.72	-24.96%	Increase in Trade receivables
7	Trade Payables Turnover Ratio	Credit Purchases / Avg Trade Payables	16,756	2,402	6.97	9.20	-24.16%	
8	Net Capital Turnover Ratio	Net Sales/ Avg Working Capital	29,491	471	62.67	24.89	151.83%	Decrease in inventories and other current assets
9	Net Profit Ratio	NPAT / Sales	1,346	29,491	0.05	0.05	-0.76%	
10	Return on Capital employed	EBIT / (Total Shareholders Fund+ Total Debt+ Deferred Tax Liability))	2,254	14,968	0.15	0.15	-1.32%	
11	Return on Investment	NPAT / Total Investment	1,346	9,513	0.14	0.17	-14.82%	

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

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

	Financial Year	Financial Year
	<u>2023-24</u>	<u>2022-23</u>
	-	-
Value of export on FOB basis		

g) Breakup of Current Year Tax**(Amount in ₹ lakhs)**

	Financial Year_	Financial Year_
	<u>2023-24</u>	<u>2022-23</u>
Current Tax	336.00	450.00
Earlier Year Tax	(35.10)	-
	300.90	450.00

h) The Board of Directors recommend dividend of Rs.1.5per share (for the year ended31stMarch, 2024) to be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The total equity dividend to be paid is Rs. 72.60 lakhs for the FY 2023-24.

i) Following are Additional disclosures required for financial statements:

- As on the Balance Sheet date, the amount of loans and advances paid to directors, Key Managerial Persons and relatives of directors and Key Managerial persons are Nil.
- The Company has borrowed funds from banks and financial institutions on the basis of security of current assets. Monthly stock and Book debt Statement submitted to banks are in accordance with the books of accounts.
- The Company has not defaulted in repayment to banks or financial institutions and the Company is not declared as wilful defaulter by any bank or financial institution.
- The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of the Companies Act, 1956 considering the information available with it.
- No proceedings have been initiated or pending against the Company for holding any benami property under Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.
- The Company do not have any parent company and accordingly, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable for the year under consideration.

- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
 - During the year the company has not entered into any forward exchange contract nor has taken any forward cover to hedge its exposures outstanding in foreign currency, hence the disclosure and / or reporting requirement under the AS- 11 “The Effects of Changes in Foreign Exchange Rates” is not applicable and hence the same are not made.
 - The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
 - The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
 - During the year, there is no scheme of arrangement in which company entered into
- (i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (ii) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- j) Previous year’s figures are regrouped, rearranged & reclassified wherever necessary.

For and on behalf of the Board

Umesh L Rath
Managing Director
DIN: 00175730

As per our report of even date attached

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

Hemant M Rath
Chairman
DIN: 00175854
Place: Nashik

CA Yash Parakh
Partner
Membership No. 187319
Place: Nashik
Date: September 06th, 2024

Dnyaneshwar M Bachchav
Director
DIN: 05105320
Place: Nashik
Date: September 06th, 2024

Product Portfolio

Signature Products

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



Ground Spices

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

Blended Spices

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





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