

EMPIRE
SPICES & FOODS LTD.

दिल **जीतो** हर
ग्राहक का।



25th ANNUAL REPORT
2018-2019
EMPIRE SPICES & FOODS LTD.



VISION

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



MISSION

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



VALUE STATEMENT

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

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Company & Shareholder Information

Chairman:

Mr. Hemant M. Rathi

Managing Director:

Mr. Umesh L. Rathi

Directors:

Mr. Sharad D. Bedmutha

Mr. Anand H. Rathi

Mr. Dnyaneshwar M. Bachhav

Independent Directors:

Mr. Avinash D. Joshi

Mr. Vilas V. Shinde

Statutory Auditors:

C.V.Chitale & Co.

Chartered Accountants

Bankers:

Axis Bank Ltd.

Annual General Meeting:

Day: Thursday

Date: 19th September, 2019

Time: 11.30 am

Place: Empire Spices & Foods Ltd.

A- 305, Damji Shamji Corporate Square, Laxmi Nagar, Ghatkopar (E), Mumbai- 400 075.

Shareholders Services:

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

Registered Office:

Empire Spices & Foods Ltd.

A- 305, Damji Shamji Corporate Square, Laxmi Nagar, Ghatkopar (E),

Mumbai- 400 075

Ph. No. 91-22-25006007

Corporate Office:

Empire Spices & Foods Ltd.

Empire House, Plot No. 30,

5th Crossing, Goving Nagar,

Nashik - 422009

Ph. No. 91-253-2472006

Website:

www.esfl.co.in

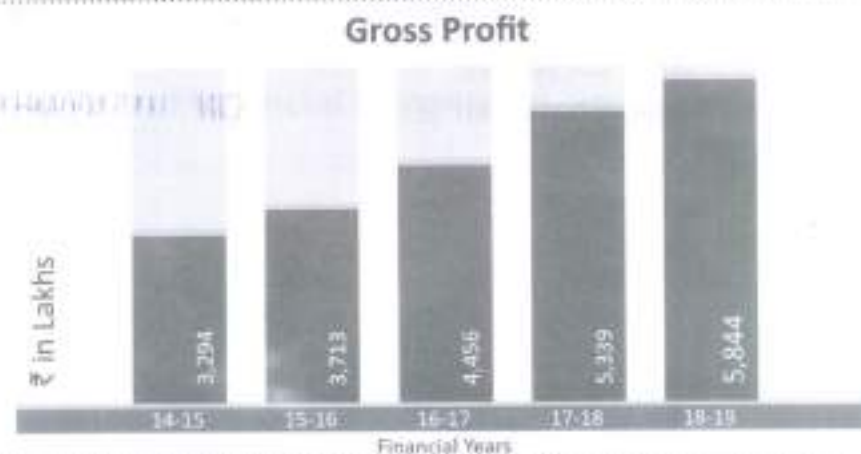
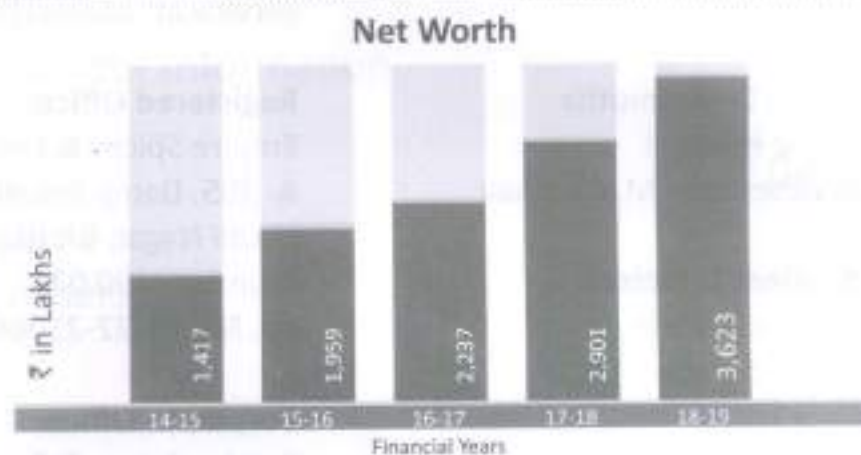
Social Platforms:

www.facebook.com/RamBandhuOfficial

www.twitter.com/RamBandhuMasale

CIN : 1115100MH1994PLC0R0772

Financial Highlights



NOTICE TO THE MEMBERS

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of **EMPIRE SPICES & FOODS LIMITED** will be held at Registered Office of the Company at Office -305 Wing A, Damji Shamji Corporate Square, Laxmi Nagar, Ghatkopar (E), Mumbai- 400 075 on Thursday, 19th September 2019 at 11.30 a.m to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2019, together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹ 1.50/- per share on the Equity shares.
3. To appoint Director in place of Shri. UMESH L. RATHI (DIN: 00175730) who retires by rotation and is eligible for re-appointment.
4. To appoint Auditor to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

"RESOLVED THAT pursuant to Sections 139(1), 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby appoints the M/S. C. V. Chitale & Co, Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting (AGM) of the Company to be held in the year 2020 ."

SPECIAL BUSINESS:

Item No 1. To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT, in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 the Company be hereby authorised to sell or dispose of entire or substantial undertaking and/or to mortgage and/or charge immovable and movable properties whosoever situate both present and future of the whole or substantially the whole of the undertaking or undertakings of the Company with power to take over the management of the business and concern of the Company and to enter upon and take possession of the assets of the Company in certain events of default for the purpose of securing (i) any loan availed or obtained from any banks, companies, bodies corporate, mutual funds or other lending institutions, firms or person(s) and/or (ii) any debentures or any other securities/instruments whether convertible or non-convertible which may be issued and or allotted from time to time to any of the aforesaid or to the shareholders or to

any other person(s) together with interest, cost, charges, expenses and any other money payable by the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

ITEM NO. 2. To consider and if thought to fit to pass with or without modification(s), the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding ₹ 60 Crores (Rupees Sixty Crores) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock - in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead himself. The proxy need not be a member of the Company. The Proxy form is enclosed and if intended to be used it should be deposited duly completed at the registered office of the Company not less than forty eight hours before the scheduled time of the meeting.
2. The register of member and share transfer book of the Company will remain closed from 9th September 2019 to 19th September 2019(both days inclusive). The dividend on equity shares as recommended by the Directors if declared at the meeting will be paid to those members whose

name appears in the Company's register of Member as on 8th September 2019 or their mandates subject, however to the provision of section 126 of the company's act 2013.

3. As per Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, the Company has now made available its shares in demat form to 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 9th September 2019.
5. Relevancy of question and the order of speakers at the meeting will be decided by the Chairman.
6. **Explanatory statement pursuant to provision of section 102 of the Companies Act, 2013 for ITEM NO.1:**

Under Sections 180 (1) (a) of the Companies Act, 2013 , the Board of Directors cannot except with the consent of the Company in General Meeting, sell, lease or otherwise dispose of, mortgage, charge the whole or substantially the whole of the undertaking of the Company.

In view of availing the banking services the Company may have to sale/dispose of / mortgage the immovable and movable properties of the Company. The Board of Directors therefore recommend the passing of the Resolution contained in Item No.5 of the accompanying Notice to be approved and adopted.

None of the Directors, Manager, key managerial personnel are interested in the Resolution.

Explanatory statement pursuant to provision of section 102 of the Companies Act, 2013 for ITEM NO. 2:

Under section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot except with the consent of the Company in general meeting, borrow monies apart from temporary loans obtained from the Company's bankers in the ordinary course of business in excess of the aggregate of the paid -up capital and free reserves, that is to say, reserves not set apart for any specific purpose. The Company has been advised by its bankers that certain cash credit arrangements of the Company not temporary loans obtained in the ordinary course of business. It is deemed desirable, as a matter of abundant caution also, to provide a sufficient margin for such loans to be covered by the borrowing powers of the Board.

In the circumstances, sanction of the shareholders is being taken to enable the Directors to borrow money to the extent of ₹ 60 (Rupees Sixty Crores only).

None of the directors of the Company is interested in the said resolution.

By order of the Board

FOR EMPIRE SPICES & FOODS LIMITED

REGD. OFFICE:

Office –A-305, Damji Shamji Corporate Square,
Laxmi Nagar, Ghatkopar (E), Mumbai- 400 075.

DATE: 19 / 08 / 2019

CHAIRMAN



BOARD'S REPORT

TO,

THE MEMBERS,

EMPIRE SPICES & FOODS LIMITED

Your Directors have the pleasure in presenting their Twenty Fifth Annual Report on the business and operation of the Company and the accounts for the financial year ended 31st March, 2019.

FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY:

The financial results for the year ended 31st March, 2019 and the corresponding figures for the last year are as under:-

(Amount ₹ in Lakhs)

Particulars	2018-2019	2017-2018
Total Sales and other income	17,350.21	16,548.06
Profit/ (Loss) before Interest, Depreciation and Tax	1,533.06	1,026.49
Less: Depreciation & Amortization Expense	242.03	152.66
Less: Interest	200.30	76.00
Profit/ (Loss) before Tax	1,090.73	797.83
Less: tax expenses		
Current tax:	235.10	269.22
MAT credit entitlement:	(29.20)	-
Deferred tax:	93.45	3.92
	299.35	273.14
Profit after tax	791.38	524.69

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

The Company has earned revenue of ₹17,299.52 lakhs during the year which has been increased as compared to previous year's revenue. The Company has earned a profit during the year amounting to ₹1,090.73 lakhs which has increased as compared to previous year. The sales of The Company have increased since the last year. The increase in sales has boosted the Company's profit as well.

DIVIDEND:

Your Directors recommend dividend ₹ 1.50 per share on paid up equity share capital of the Company for financial year ended on 31st March 2019, amounting to ₹ 72,60,945/-

This year, the Company is celebrating silver jubilee year. Thus The Board has recommended Dividend of ₹ 0.30 per share which is included in the above dividend amount.

AMOUNT TRANSFERRED TO GENERAL RESERVE:

The board of the Company proposes to transfer the amount of ₹ 25,00,000/- to general reserve out of the current year's profit.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

According to section 125 of the Companies' act 2013, the unpaid dividend from the year 2010-2011 is to be transferred to the Investors Education and Protection Fund Account following the provision of the Companies act 2013. During the year Company has transferred ₹ 17,040/- to IEPF of the unclaimed dividend amount for the year 2010-2011.

CHANGE IN THE SHARE CAPITAL:

There is increase in Paid up share capital of the Company during the year.

The Paid up share capital of the Company is increased from ₹ 2,34,17,300/- to ₹ 4,84,06,300/- on 15th May 2018.

As per Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, the Company has now made available its shares in demat form to all the shareholders.

CHANGE IN THE NATURE OF BUSINESS:

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

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

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

NUMBER OF MEETINGS OF THE BOARD:-

The Board has met duly Five Times in the Current Financial Year.

15 / 05 / 2018

28 / 08 / 2018

05 / 12 / 2018

17 / 01 / 2019

27 / 03 / 2019

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

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

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

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

INDEPENDENT DIRECTORS:

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

RE- APPOINTMENT OF DIRECTORS:

Shri.Umesh L. Rathi, director of the Company retires at the ensuing Annual General meeting and being eligible for re-appointment.

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

The Company has formed the Nomination and Remuneration Committee as per the provisions of Section 178 of the Companies Act 2013 read with corresponding Rule, Companies (Meetings of Board and its Powers) Rules, 2014. The following have constituted the committee:

Name of director	Position in Company	Position in the committee
Vilas Shinde	Non-executive Independent Director	Chairman
Avinash Joshi	Non-executive Independent Director	Member
Sharad Bedmutha	Non-executive director	Member

The Nomination and Remuneration Committee met twice during the year 2018-2019.

DATES OF MEETING:

05 / 12 / 2018

17 / 01 / 2019

COMPANY'S POLICY RELATING TO AUDIT COMMITTEE:

The Company has formed the Nomination and Remuneration Committee as per the provisions of Companies Act 2013, Section 177 read with corresponding Rule, Companies (Meetings of Board and its Powers) Rules, 2014. The following have constituted the committee:

Name of director	Position in Company	Position in the committee
Avinash Joshi	Non-executive Independent Director	Chairman
Sharad Bedmutha	Non-executive Independent Director	Member
Sharad Bedmutha	Non-executive director	Member

The Audit Committee met twice during the year 2018-2019.

DATES OF MEETING:

05/12/2018

17/01/2019

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of section 134 (5) of the companies act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review
- iii) 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.
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

PARTICULARS OF EMPLOYEES:

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the companies (appointment and remuneration of managerial personnel) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 :

The Company has provided loan as per note 13 & note 17 of notes to balance sheet. Company has not provided any guarantee during the year. The Company has made Non-current investment as mentioned in note no: 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 ordinary course of business and were in arm's length basis. The Company presents all related party transactions before the board specifying the nature, value, and terms and conditions of the transaction. Transaction with related parties is conducted in a transparent manner with the interest of the Company and stakeholders as utmost priority.

The disclosure of related party transaction is given in the note no. 28 (d).

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION :

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

FOREIGN EXCHANGE EARNINGS / OUTGO:-

Expenses on foreign tour during the year was ₹63,000/- whereas the earnings in foreign exchange ₹18,61,000/-

DEPOSITS:

Your 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 any CSR initiatives.

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

S. No.	Name of the Director	Designation
1.	AVINASH JOSHI	Chairman
2.	VILAS SHINDE	Member
3.	SHARAD BEDMUTHA	Member

Reasons for not spending the amount:

Empire Spices & Foods Ltd has formed the CSR committee and the Company considers social responsibility as an integral part of its business activities and endeavors to utilize allocable CSR budget for the benefit of society. Empire Spices & Foods Ltd, CSR initiatives are on the focus areas as approved by the Board benefitting the community. However, the Company has just embarked on the journey of ascertained CSR program.

The CSR activities are scalable with few new initiatives that may be considered in future and moving forward Empire Spices & Foods Ltd will endeavor to spend the amount on CSR activities in accordance with the statutory requirements.

EXTRACT OF ANNUAL RETURN:

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

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

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

The provision relating to submission of Secretarial Audit Report is not applicable to The Company.

The auditors' report read together with relevant notes thereon are self-explanatory and hence, do not call for any further comments under section 134 of the companies act, 2013.

AUDITORS:

M/s. C.V. Chitale & Co., Chartered Accountant, retires at the ensuing annual general meeting and being eligible offers themselves for re-appointment. The board recommended their appointment.

SUBSIDIARY COMPANIES/JOINT VENTURE/ASSOCIATED COMPANY:

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

RISK MANAGEMENT:

The Company is into the activity of Grinding and processing of spices, Manufacture of papad, papad atta and similar foods, Manufacture of sauces, pickles, chutney etc. So, due to increase in day to day risk which the Company is facing, the Company has implemented certain risk mechanism policies to gain control or irradiate 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 2018-2019

☒ No. of complaints received:	Nil
☒ No. of complaints disposed off	Nil

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

- | | |
|-------------------------------------|--|
| 1. Mrs Anita Dave - President | 5. Mrs Kanchan Jadhav - Member |
| 2. Mrs Chitra Raut - Vice President | 5. Mr Anil Gavhane - Member |
| 3. Mrs Lina Shinde - Member | 5. Mrs Manjusha Challani - Non Government Member |
| 4. Ms Sarika Kadam - Member | |

ACKNOWLEDGEMENT:

The Directors express their appreciation for the support and co-operation extended by the Company's bankers, state and central government authorities. Your director sincerely thanks the customers and suppliers, employees for their support and co-operation extended to the Company.

For and on behalf of the board

Place: Mumbai
Date: 19/08/2019

Umesh Rathi
Managing Director

Hemant Rathi
Chairman

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

As on financial year ended on 31.03.2019

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U15100MH1994PLC080772
2.	Registration Date	02/09/1994
3.	Name of the Company	EMPIRE SPICES & FOODS LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES / INDIAN NON-GOVERNMENT COMPANY
5.	Address of the Registered office & contact details	OFF-305, WING A, DAMJI SHAMJI SQUARE, LAXMI NAGAR, GHATKOPAR (E), MUMBAI - 400075 CONTACT NUMBER:0253-2472006 E-MAIL ID: contact@esfl.co.in
6.	Whether listed company	UNLISTED
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	FREEDOM REGISTRY LIMITED PLOT NO. 101/102, M.I.D.C, 19 TH STREET, SATPUR, NASHIK-422007 TEL. NO. 0253-2354032

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Grinding and processing of spices	10795	45.03%
2	Manufacture of papads, papad atta and similar food products	10796	32.49%
3	Manufacture of sauces	10305	03.14%
4.	Manufacture of Pickles, chutneys etc.	10306	18.77%
5.	Trading of Goods	46909	0.57%

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

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

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

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	NIL	3845430	3845430	79.44%	NIL	3848630	3848630	79.51%	0.08%
b) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	NIL	1000	1000	0.02%	NIL	1000	1000	0.02%	NIL
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A)	NIL	3846430	3846430	79.46%	NIL	3849630	3849630	79.53%	0.08%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (HUF)	NIL	3500	3500	0.07%	1500	NIL	1500	0.03%	(57.14%)
Sub-total (B)(1):-	NIL	3500	3500	0.07%	1500	NIL	1500	0.03%	(57.14%)

2. Non-Institutions									
a) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Indian (LA BELLE MACHINERY P L & 3A FINANCIAL SERVICES LTD)	NIL	14600	14600	0.30%	17200	1000	18200	0.38%	24.66%
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	NIL	3000	3000	0.06%	NIL	3000	3000	0.06%	NIL
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Others (public shareholding)	NIL	973100	973100	20.09%	82100	886200	968300	20%	(0.49%)
Non Resident Indians	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Overseas Corporate Bodies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Nationals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Clearing Members	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Trusts	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Bodies - D R	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(2):-	NIL	990700	990700	20.46%	99300	890200	989500	20.44	(0.12%)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	NIL	994200	994200	20.53%	100800	890200	991000	20.47	(0.32%)
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	NIL	4840630	4840630	100 %	100800	4739830	4840630	100%	NIL

B) Shareholding of Promoter:

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	HEMANT MOTILAL RATHI	811070	16.76%	NIL	811070	16.76%	NIL	NIL
2	UMESH LAXMINARAYAN RATHI	558920	11.54 %	NIL	558920	11.54 %	NIL	NIL
3	ANAND HEMANT RATHI	398750	8.23%	NIL	398750	8.23%	NIL	NIL
4	APARNA UMESH RATHI	577955	11.94%	577955	577955	11.94%	NIL	NIL
5	SHANTA LAXMINARAYAN RATHI	223890	4.63 %	NIL	223890	4.63%	NIL	NIL
6	KANTA HEMANT RATHI	553965	11.44%	NIL	553965	11.44%	NIL	NIL
7	YASH UMESH RATHI	218220	4.50%	NIL	218420	4.51%	NIL	0.09%
8	ROHAN UMESH RATHI	185200	3.83%	NIL	185200	3.83%	NIL	NIL
9	HEMANT BUILDERS PVT. LTD (ASSOCIATE COMPANY)	1000	0.02%	NIL	1000	0.02%	NIL	NIL
10.	HEMANT RATHI(HUF)	158730	3.28%	NIL	158730	3.28%	NIL	NIL
11.	UMESH RATHI(HUF)	158730	3.28%	NIL	158730	3.28%	NIL	NIL
12.	MEGHA ANAND RATHI	-	-	-	3000	0.06%	NIL	100%
	Total	3849430	79.51%	NIL	3849630	79.52%	NIL	0.08%

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	YASH UMESH RATHI At the beginning of the year	218220	4.50%	218220	4.50%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	200	0.01%
	At the end of the year			218420	4.51%
2.	MEGHA ANAND RATHI At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	3000	0.06%
	At the end of the year			3000	0.06%

D) Shareholding Pattern of top ten Shareholders:

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	3A FINANCIAL SERVICES LTD At the beginning of the year	13600	0.28%	13600	0.28%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	3600	0.08%
	At the end of the year	-	-	17200	0.36%
2.	SANJAY DATTATRAYA PANSE At the beginning of the year	10000	0.21 %	10000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase			---	---

	/decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year			10000	0.21 %
3.	AGRAWAL RENU OMPRAKASH At the beginning of the year	10000	0.21%	10000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			---	---
	At the end of the year			10000	0.21%
4.	AGRAWAL OMPRAKASH BHAJANLAL At the beginning of the year	10000	0.21%	10000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			---	---
	At the end of the year			10000	0.21%
5	BHADKAMKAR JYOTI SHANTANU At the beginning of the year	10000	0.21%	10000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			---	---
	At the end of the year			10000	0.21%
6.	BHADKAMKAR CHAITANYA SHANTANU At the beginning of the year	10000	0.21%	10000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			---	---
	At the end of the year			10000	0.21%
7.	BHADKAMKAR MIHIR SHANTANU At the beginning of the year	10000	0.21%	10000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			---	---
	At the end of the year			10000	0.21%
8.	AHUJA GOPAL BHAGWANDAS At the beginning of the year	10000	0.21%	10000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			---	---

	At the end of the year			10000	0.21%
9.	WAHI DEVENDERKUMAR VIDYASAGAR At the beginning of the year	10000	0.21%	10000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			---	---
	At the end of the year			10000	0.21%
10.	WAHI VIDYASAGAR BANSIDHAR At the beginning of the year	10000	0.21%	10000	0.21%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			---	---
	At the end of the year			10000	0.21%

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	UMESH LAXMINARAYAN RATHI - MANAGING DIRECTOR At the beginning of the year	558920	11.55%	558920	11.55%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			-	-
	At the end of the year			558920	11.55%
2.	HEMANT MOTILAL RATHI- DIRECTOR At the beginning of the year	811070	16.76%	811070	16.76%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			-	-
	At the end of the year			811070	16.76%
3.	ANAND HEMANT RATHI -DIRECTOR At the beginning of the year	398750	8.24 %	398750	8.24 %
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase			-	-

	/decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year			398750	8.24 %
4.	SHARAD DEEPCHAND BEDMUTHA – DIRECTOR At the beginning of the year	3000	0.06 %	3000	0.06 %
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			-	-
	At the end of the year			3000	0.06 %
5.	AVINASH DATTATREYA JOSHI-DIRECTOR At the beginning of the year	2500	0.05%	2500	0.05%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):			-	-
	At the end of the year			2500	0.05%

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	15,60,11,149	2,67,74,957	-	18,27,86,106
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	15,60,11,149	2,67,74,957	-	18,27,86,106
Change in Indebtedness during the financial year				
* Addition	11,70,25,596	-	-	11,70,25,596
* Reduction	-	(31,14,226)	-	(31,14,226)
Net Change	11,70,25,596	(28,38,929)	-	11,39,86,667
Indebtedness at the end of the financial year				
i) Principal Amount	27,30,36,745	2,36,60,731	-	29,66,97,476
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	27,30,36,745	2,36,60,731	-	29,66,97,476

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount ₹ in Lakhs)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Hemant M. Rathi	Umesh I. Rathi	Anand H. Rathi	D M Bacchav	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18.00	18.00	18.00	6.74	60.74
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-	-
5	Others – Meeting Fees	0.40	0.40	0.40	-	1.20
	Total (A)	18.40	18.40	18.40	6.74	61.94
	Ceiling as per the Act					

B. Remuneration to other directors:

(Amount ₹ in Lakhs)

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

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

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

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

INDEPENDENT AUDITOR'S REPORT

The Members of Empire Spices & Foods Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Empire Spices & Foods Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit and cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibility for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the board of directors, none of the director is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For C.V.Chitale & Co.
Chartered Accountants
Firm registration No. 126338W

Abhay A. Avchat
Partner
Membership No. 112265

Place : Pune
Date : August 19, 2019

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT*

With reference to the Annexure referred to in paragraph 1 under the heading Report on Other Legal and Regulatory Requirements' of the Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2019 we report that:

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

5. As per the information and explanation given to us, the Company has not accepted any deposits from the public.
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the Company and accordingly paragraph 3 (vi) of the order is not applicable.
7. In respect of statutory dues:
 - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
 - (b) According to the records of the Company, there are no disputed outstanding dues of provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues.
8. As per information and explanation given, the Company has not defaulted, prima facie, in repayment of dues to a financial institution or bank during the year.
9. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) except term loans from bank and financial institutions. According to information and explanation given to us and on the basis of the examination of books of accounts and records, term loans have been utilized for the purposes for which those were raised.
10. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us, the Company has paid / provided for managerial remuneration in accordance with requisite approvals mandated by provisions of section 197 read with schedule V to the Act.
12. The Company is not a Nidhi Company and accordingly, hence paragraph 3 (xii) of the order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.
16. According to the information and explanations given to us and based on our examination of the records of the Company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For C.V.Chitale & Co.
Chartered Accountants
Firm registration No. 126338W

Abhay A. Avchat
Partner
Membership No. 112265

Place : Pune
Date : August 19, 2019

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting with reference to financial statements of Empire Spices & Foods Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

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 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 over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Disclaimer of Opinion

Framework for Internal Financial Control over Financial Reporting not established but does not impact the audit opinion on Financial Statements

According to the information and explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or 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.

Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Company has adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2019.

We have considered the disclaimer reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the Company and the disclaimer does not affect our opinion on the financial statements of the Company.

For C.V.Chitale & Co.
Chartered Accountants
Firm registration No. 126338W

Place : Pune
Date : August 19, 2019

Abhay A. Avchat
Partner
Membership No. 112265

EMPIRE SPICES & FOODS LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2019

(Amount ₹ in Lakhs)

Particulars	Note	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
EQUITY AND LIABILITIES				
Shareholders' Funds				
Share Capital	2	484.06		234.17
Reserves and Surplus	3	<u>3,138.82</u>		<u>2,417.35</u>
			3,622.88	2,651.52
Share Suspense	4			249.89
Non-Current Liabilities				
Long Term Borrowings	5	1,860.64		1,283.16
Deferred Tax Liability	6	<u>208.12</u>		<u>114.67</u>
			2,068.76	1,395.83
Current Liabilities				
Short-Term Borrowings	7	488.32		82.96
Trade Payables	8	1,377.70		1,229.93
Other Current Liabilities	9	620.48		466.21
Short Term Provisions	10	<u>431.04</u>		<u>332.54</u>
			2,917.54	2,111.64
Total			<u>8,609.18</u>	<u>6,408.88</u>
ASSETS				
Non-Current Assets				
Property, Plant and Equipment	11			
(i) Tangible Assets		5,398.52		1,733.82
(ii) Intangible Assets		77.71		73.02
(iii) Capital work-in-progress		-		1,626.35
		<u>5,476.23</u>		<u>3,433.19</u>
Non Current Investments	12	1.51		1.51
Long-Term Loans and Advances	13	<u>96.05</u>		<u>258.61</u>
			5,573.79	3,693.31
Current Assets				
Inventories	14	2,142.83		1,504.06
Trade Receivables	15	456.17		663.01
Cash and Bank Balances	16	43.60		352.95
Short-Term Loans and Advances	17	191.63		98.60
Other Current Assets	18	<u>201.16</u>		<u>96.95</u>
			3,035.39	2,715.57
Total			<u>8,609.18</u>	<u>6,408.88</u>

Significant Accounting Policies and
Notes to Financial Statements

1 to 29

For and on behalf of the Board

Umesh L Rathi
Managing Director
DIN : 00175730

Hemant M Rathi
Chairman
DIN : 00175854
Place : Nashik
Date : August 19, 2019

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

ABHAY A. AVCHAT
Partner
Membership No. 112265
Place : Pune
Date : August 19, 2019

EMPIRE SPICES & FOODS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(in Lakhs)
31st
2018

(Amount ₹ in Lakhs)

Particulars	Note	01st April 2018 To 31st March 2019	01st April 2018 To 31st March 2019	01st April 2017 To 31st March 2018
INCOME				
Revenue from Operations	19		17,299.52	16,475.60
Other Income	20		50.69	72.46
Total Revenue			17,350.21	16,548.06
EXPENSES				
Cost of Materials Consumed	21		10,122.70	9,528.67
Changes in Inventories of Finished Goods				
Work-in-Progress and Stock-in-Trade	22		(589.53)	655.98
Production Costs	23		1,484.10	1,017.23
Employee Benefits Expenses	24		1,537.52	1,352.75
Sales Promotion Expenses	25		2,029.75	1,665.46
Finance Costs	26		200.30	76.00
Depreciation and Amortization Expense	11		242.03	152.66
Other Expenses	27		1,309.50	1,301.46
Total Expenses			16,336.37	15,750.21
Profit before exceptional and extraordinary items and tax			1,013.84	797.85
Exceptional Items				
Prior Period Items (net)			(76.89)	0.02
Profit Before Tax			1,090.73	797.83
Tax Expense				
Current Tax		235.10		269.22
MAT Credit Entitlement		(29.20)		
Deferred Tax		93.45		3.92
Total Tax Expense			299.35	271.14
Profit for the period			791.38	524.69
Earnings Per Equity Share				
Basic and Diluted	29(f)		17.43	12.41
Significant Accounting Policies and Notes to Financial Statements				
	1 to 29			

For and on behalf of the Board

As per our report of even date attached

Umesh L. Rathi
Managing Director
DIN : 00563752

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

Hemant M. Rathi
Chairman
DIN : 05260105
Place : Nashik
Date : August 19, 2019

ABHAY A. AVCHAT
Partner
Membership No. 112265
Place : Pune
Date : August 19, 2019

EMPIRE SPICES & FOODS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount ₹ in Lakhs)

Particulars	For the year ended	
	31st March 2019	31st March 2018
A) Cash flow from Operating Activities		
Net Profit Before Tax and Extra ordinary items	1,090.73	797.83
Depreciation	242.03	192.68
Interest Income	-3.97	-3.30
Dividend Income	-0.04	-4.32
Profit/Loss on Sales of Assets	-18.91	8.44
Scrap of Assets	1.62	
Adjustment of Prior period Items	0.00	
Interest and Finance Charges	200.30	76.00
Operating Profit before Working Capital changes	1,511.76	1,027.33
Increase / (Decrease) in Trade Payables	147.77	285.09
(Increase) / Decrease in Trade Receivables	206.84	-96.67
(Increase) / Decrease in Other Receivables	-83.03	193.50
Increase / (Decrease) in Other Payables	158.27	269.14
Increase / (Decrease) in Short Term Provisions	98.50	-129.41
(Increase) / Decrease in Inventory	-638.77	795.27
(Increase) / Decrease in Other Receivables	56.11	-163.51
Cash Flow from operating activities before Tax	1,443.45	1,872.52
Direct Taxes paid	235.10	268.22
Mat Credit Entitlement	29.20	
Cash Flow from operating activities before Prior adjustments	1,237.55	1,603.29
Net Cash Flow generated from Operating Activities	1,237.55	1,603.29
B) Cash flow from Investment Activities		
Add / (Less) :		
Purchases of Fixed Assets	-2,304.07	-1,694.46
Sale of Fixed Assets	36.28	3.58
Dividend Received	0.74	4.32
Interest Received	3.97	3.30
(Increase) / Decrease in Investments	0.00	7.09
Accrued Interest on investments	2.24	-69.21
Net Cash used in Investing Activities	-2,261.54	-1,745.38
C) Cash flow from Financing Activities		
Decrease in Securities Premium Reserve	0.00	-8.33
Shares Issued	0.00	240.89
Effect of Amalgamation	0.00	-61.34
Proceeds of Short Term Borrowings	405.36	-991.65
Proceeds of Long Term Borrowings	579.48	942.33
Dividend & Dividend Tax Payment	-69.91	-38.93
Interest and Finance Charges	-200.30	-76.00
Net Cash generated from Financing Activities	714.63	411.93
Net increase/(Decrease) in Cash & cash equivalents (A-B+C)	-309.36	269.84
Opening Cash and Cash equivalents	352.95	83.11
Closing Cash and Cash equivalents	43.60	352.95
Net Difference of Cash & Cash Equivalents	-309.36	269.84

Notes :

- The above Cash Flow Statement has been prepared under the indirect method as prescribed under the Accounting Standard 3 on "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.
- Figures in bracket indicate cash outflows.

For And On Behalf of the Board

Umesh L Rathi
 Managing Director
 DIN : 00175730

Hemant M Rathi
 Chairman
 DIN : 00175854

Place : Nashik
 Date : August 19, 2019

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

ABHAY A. AVCHAT
 Membership No. 112265
 Partner
 Place : Pune
 Date : August 19, 2019

EMPIRE SPICES & FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 1: Accounting Policies and Corporate Information

1. Corporate Information

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

2. Significant Accounting Policies & Practices

2.1 Statement of Compliance

These Financial Statements have been prepared in compliance with Accounting Standards as notified under Section 133 of the Companies Act, 2013. The Financial Statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

2.2 Basis of Preparation

The Financial Statements are prepared in accordance with the historical cost convention.

2.3 Use of estimates

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

2.4 Property, Plant, Equipment and Depreciation

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

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

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

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

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

2.5 Intangible Assets and depreciation

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

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

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

The depreciation on Specialized Software, Brands and Licenses except trade mark is provided under the Straight line method at the rate of 16.21%.

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

2.6 Impairment of assets

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

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

2.7 Investments

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

2.8 Inventories

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

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

2.9 Foreign Currency Transactions

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

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

2.10 Revenue Recognition

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

2.11 Employee Benefits

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

Defined contribution scheme

Provident Fund and superannuation are a defined contribution schemes. The contributions to these schemes are charged to the statement of profit and loss in the year in which the employee renders the related services.

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

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

Defined benefit schemes

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

2.12 Borrowing Costs

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

2.13 Taxes on Income

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

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

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

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

2.14 Provisions and Contingent Liabilities

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

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

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

2.15 Cash and cash equivalents

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

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

2.16 Earnings per share

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

EMPIRE SPICES & FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount ₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
Note 2: Share Capital			
Authorised			
50,00,000 Equity Shares of ₹ 10/- each (Previous Year 50,00,000 Equity Shares)		500.00	500.00
		<u>500.00</u>	<u>500.00</u>
Issued, Subscribed and Paid up			
48,40,630 Equity Shares of ₹ 10/- each (Previous Year 23,41,730 Equity Shares)		484.06	234.17
		<u>484.06</u>	<u>234.17</u>
 (i) Reconciliation of the no. of shares outstanding at the beginning and at the end of the year:			
	<u>No. of Shares</u>	<u>No. of Shares</u>	
No. of Shares Outstanding at the Beginning of the Year	2,341,730	2,695,130	
Add: Additional Shares Issued During the Year (1)	2,498,900	-	
Less: Shares Forfeited/ Bought Back During the Year	-	353,400	
No. of Shares Outstanding at the End of the Year	<u>4,840,630</u>	<u>2,341,730</u>	

1 Pursuant to the Scheme of Amalgamation and Arrangement of Rambandhu Masalewale Private Limited ("Transferor Company No. 1"), Rathi Foods Industries Private Limited ("Transferor Company No. 2") with Empire Spices and Foods Limited ("Transferee Company") duly approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide order dated February 21, 2018, the Transferor Companies have amalgamated with the Transferee Company w.e.f. the Appointed Date January 1, 2017 as per "Pooling of Interest Method" in accordance with the Scheme of Amalgamation and Arrangement read with AS-14 "Accounting for Amalgamation". Accordingly, the Investment made by Transferor Company No. 1, Rambandhu Masalewale Private Limited (₹ 43.67 lakhs), in the paid-up equity share capital of the Transferee Company (₹ 35.34 lakhs) stands cancelled pursuant to the Scheme and the resulting difference (₹ 43.67 lakhs - ₹ 35.34 = ₹ 8.33 lakhs) has been debited from the Securities Premium Account in Note no. 4 "Reserves and Surplus".

Effect for allotment of share could not be given till March 2018 as aforesaid order of the NCLT was not received till the last year end. Therefore, share have been allotted on 15th May 2018 i.e. after receipt of order of the NCLT.

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

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

Details of Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	Number of Shares	% held	Number of Shares	% held
Mr. Umesh Laxminarayan Rathi (2)	717,650	14.83%	717,650	14.83%
Mr. Hemant Motilal Rathi (3)	969,800	20.03%	969,800	20.03%
Mr. Anand Hemant Rathi	398,750	8.24%	398,750	8.24%
Mrs. Aparna Umesh Rathi	577,955	11.94%	577,955	11.94%
Mrs. Kanta Hemant Rathi	553,965	11.44%	553,965	11.44%

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

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

EMPIRE SPICES & FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount ₹ in Lakhs)		
	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
Note 3: Reserves and Surplus			
Securities Premium			
Balance as per last Financial Statements	395.42		403.75
Add : Shares issued during the year	-		-
Less: Pursuant to scheme of amalgamation	-		8.33
		395.42	395.42
General Reserve			
Balance as per last Financial Statements	1,297.58		1,305.58
Add: Profit as per Statement of Profit and Loss	25.00		20.00
Less: Pursuant to scheme of amalgamation	-		28.00
		1,322.58	1,297.58
Statement of Profit and Loss Account			
Balance as per last financial statements	724.35		258.59
Add: Profit as per Statement of Profit and Loss	791.39		524.69
	1,516		783.28
Less: Appropriations			
Transferred to General Reserve	25.00		20.00
Final Dividend	58.09		32.35
Dividend Distribution Tax	11.83		6.58
	94.92	1,420.82	724.35
		3,138.82	2,417.35

(5) Pursuant to the Scheme of Amalgamation and Arrangement of Rambandhu Masalewale Private Limited ("Transferor Company No. 1"), Rathi Foods Industries Private Limited ("Transferor Company No. 2") with Empire Spices & Foods Limited ("Transferee Company") duly approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide order dated February 21, 2018, the Transferor Companies have amalgamated with the Transferee Company w.e.f. the Appointed Date January 1, 2017 as per "Pooling of Interest Method" in accordance with the Scheme of Amalgamation and Arrangement read with AS-14 "Accounting for Amalgamation". Accordingly, the credit balances of General Reserve of the Transferor Companies as on Appointed Date being January 1, 2017 amounting to ₹162.56 lakhs are duly transferred to General Reserve of the Transferee Company. Additionally, the net profit of the Transferor Companies for the period January 1, 2017 to March 31, 2017 amounting to ₹ 55.43 lakhs has been credited to General Reserve of the Company.

In relation to Transferor Company No. 1, Rambandhu Masalewale Private Limited, the excess of the amount recorded as Share Capital Suspense Account issued by Empire (₹ 249.69 lakhs) over the amount of Share Capital of the Transferor Company No. 1 (₹ 2.90 lakhs) i.e. ₹246.79 lakhs, being loss on amalgamation, is reduced from the General Reserve of the Company above.

In relation to Transferor Company No. 2, Rathi Food Industries Private Limited, the excess of the amount of share capital of the Transferor Company No. 2 (₹1.00 lakhs) over the amount recorded as Share Capital Suspense Account issued by the Empire (₹ 0.20 lakhs) i.e. ₹ 0.80 lakhs, being gain on amalgamation, is added to the General Reserve of the Company above.

Effect for allotment of share could not be given till March 2018 as aforesaid order of the NCLT was not received till the last year end. Therefore Share have been allotted on 15th May 2018 after receipt of order of the NCLT.

EMPIRE SPICES & FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount ₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
Note 4: Share Suspense			
Share Suspense		-	249.89
		-	<u>249.89</u>
Note 5: Long Term Borrowings			
Secured Term Loans			
From Banks		1,856.83	1,272.19
Unsecured			
Loans and advances from related parties		-	2.70
Other Loans and Advances			
Sales Tax Deferral Scheme Loan		3.81	6.27
		<u>1,860.64</u>	<u>1,281.16</u>

(i) Maturity Profile of Secured Term Loans

Particulars	No. of outstanding instalments	Outstanding Amount	Overdue Amount and Period	Security
Term Loan				
Talegaon Factory Loan	44	1,038.53	Nil	Machinery & Building
Machinery Loan	40	111.45	Nil	Machinery & Building
Talegaon New Loan	63	694.50	Nil	Machinery & Building
Vehicle Loans				
Maruti Swift	15	2.85	Nil	Maruti Swift
Etos Loan	18	3.76	Nil	Etos Loan
Innova Loan	9	5.74	Nil	Innova

(ii) Details of Securities and Guarantees

- The rupee term loans are secured by hypothecation of plant and machinery and equitable mortgage on immovable properties of the company. It is further secured by second charge on current assets of the company.
- The rupee term loans are further secured by personal guarantee of the directors of the company.
- Machinery loans are secured by charge on the machineries purchased against disbursements from these loan accounts.
- Vehicle loans are secured by charge on the vehicles purchased against these loans.
- Building Loan is secured by creating a charge on the Building.

The loan taken are further secured by personal guarantee of the directors of the company

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

Note No : 6

Movement of deferred tax expense during the year ended March 31, 2019

Deferred tax liabilities / Assets in relation to :	Opening balance	Recognised in Profit or loss	Closing balance
Property, plant and equipment and Intangible assets	116.93	126.93	243.86
Expenses allowable on payment basis under the Income Tax Act	2.26	33	35.73
Other temporary differences	<u>114.67</u>	<u>93.45</u>	<u>208.12</u>
Movement of deferred tax expense during the year ended March 31, 2018			
Deferred tax (liabilities) / Assets in relation to :			
Property, plant and equipment and Intangible assets	110.75	6.17	116.93
Expenses allowable on payment basis under the Income Tax Act	-	2.26	2.26
Other temporary differences	<u>110.75</u>	<u>3.91</u>	<u>114.67</u>

EMPIRE SPICES & FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount ₹ in lakhs)

	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
Note 7: Short-Term Borrowings			
Secured			
Loans Repayable on Demand:			
From Banks			
Working Capital Loan		488.32	82.96
		<u>488.32</u>	<u>82.96</u>

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

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

Note 8: Trade Payables

Trade Payables		1,377.70	1,229.93
		<u>1,377.70</u>	<u>1,229.93</u>

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

Note 9: Other Current Liabilities

Current Maturities of Long-Term Debt		385.21	204.96
Other Payables			
Capital Creditors		133.95	151.82
Retentions		4.07	2.99
Taxes Payable		20.88	20.60
Dealer Deposits		12.26	12.51
Advance From Customers		61.64	70.86
Sales Tax Deferral Scheme Loan		2.47	2.47
		<u>620.48</u>	<u>466.21</u>

Particulars	No. of outstanding instalments	Outstanding Amount	Overdue Amount and Period	Security
Term Loan				
Talegaon Factory Loan	12	225.00	Nil	Machinery & Building
Machinery Loan	12	36.00	Nil	Machinery & Building
Talegaon Factory New Loan	12	99.00	Nil	Machinery & Building
Vehicle Loans				
Fortuner Loan	8	7.27	Nil	Fortuner
Corolla Loan	10	5.76	Nil	Corolla
Maruti Swift	12	2.43	Nil	Maruti Swift
Etos Loan	12	2.56	Nil	Etos Loan
Innova Loan	12	7.20	Nil	Innova Loan

Note 10: Short Term Provisions

Provisions for Employee Benefits		213.89	182.87
Others			
Provision for Tax (Net)		-14.90	8.80
Provision for Other Expenses		232.05	140.87
		<u>431.04</u>	<u>332.54</u>

EMPIRE SPICES & FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 11: Property, Plant & Equipment

	Gross Block				Depreciation		Net Block			
	Balance as at 31st April 2018	Additions during the Year	Deductions (subsidy)	Deductions during the Year	Balance as at 31st March 2019	For the Year 2018	Deduction during the Year	Balance as at 31st March 2019	WDV as at 31.03.2019	WDV as at 31.03.2018
Tangible Assets										
Freehold Land	400.12	-	-	-	400.12	-	-	-	400.12	400.12
Leasehold Land	0.56	-	-	-	0.56	-	-	-	0.56	0.56
Buildings	570.82	2,541.45	-	24.80	3,087.48	57.30	30.18	220.72	2,866.76	397.71
Fleet and Equipments	1,147.10	3,145.05	-	7.00	2,285.09	117.06	4.71	540.10	1,744.99	720.25
Computers	62.07	8.63	-	-	70.71	4.13	-	59.42	11.29	6.79
Furnitures & Fixtures	100.94	39.68	-	-	140.62	8.19	-	87.22	73.40	41.81
Electrical Installations	8.91	114.46	-	-	133.38	5.40	-	13.67	123.70	2.64
Vehicles	208.38	26.43	-	8.05	226.66	34.91	7.65	84.59	142.06	140.94
Office Equipments	68.65	23.09	-	7.97	84.38	7.83	6.35	46.73	37.64	21.40
	2,567.48	3,909.35	-	47.88	6,429.00	226.72	28.80	1,050.45	5,398.52	1,733.82
Intangible Assets										
Software	127.46	6.33	-	-	133.79	11.51	-	74.31	59.48	64.05
Brands & Licenses	18.03	14.86	-	-	32.89	4.30	-	14.66	18.03	8.17
Trade marks	0.20	-	-	-	0.20	-	-	-	0.20	0.20
	145.69	20.99	-	-	166.88	16.31	-	88.97	77.71	73.02
Capital Work-in-progress										
Work in Progress	1,426.17	-	-	1,026.35	-	-	-	-	-	1,678.35
	1,626.33	-	-	1,626.35	-	-	-	-	-	1,626.35
	4,335.49	3,930.18	-	1,674.33	0,595.66	242.03	28.90	1,118.42	5,476.23	3,433.19
Current Year	2,667.60	1,654.46	-	22.58	4,339.48	151.66	20.55	906.29	3,433.19	1,603.43
Previous Year					764.18					

EMPIRE SPICES & FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 12: Non Current Investments

	(Amount ₹ in Lakhs)		
	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
Non Current Investments			
Non Trade, Unquoted (At cost)			
Investments in Shares			
- The Nasik Merchants Co. Op. Bank Ltd {3,424 Equity Shares of Face Value Rs. 25/- each(Previous year 3416 Equity share)}		0.86	0.86
- The Saraswat Co Op Bank Ltd {2,500 Equity Shares of Face Value Rs. 10/- each(Previous year 2500 Equity Share)}		0.25	0.25
National Saving Certificates		0.40	0.40
		<u>1.51</u>	<u>1.51</u>
Aggregate amount of unquoted investment		1.11	1.11

EMPIRE SPICES & FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount ₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2019	As at 31st March, 2018
Note 13: Long-Term Loans and Advances (Unsecured, Considered Good)			
Capital Advances		34.72	217.68
Security Deposits		32.13	40.93
MAT Credit Entitlement		29.20	-
		<u>96.05</u>	<u>258.61</u>
Note 14: Inventories (at lower of Cost or Net Realizable Value)			
Raw Materials		698.62	591.31
Packing Materials		296.37	369.48
Semi Finished Goods		845.38	372.04
Finished Goods		287.42	171.23
Stock in Trade		15.04	-
(Inventories as taken, valued and certified by the Managing Director)		<u>2,142.83</u>	<u>1,504.06</u>
Note 15: Trade Receivables (Unsecured, Considered Good)			
Due Over Six Months		63.46	71.90
Others		392.71	591.11
		<u>456.17</u>	<u>663.01</u>
Note 16: Cash and Bank Balances			
Balances with Banks:			
In Current Accounts	5.71		327.58
In Unclaimed Dividend Accounts	7.26		5.77
Cash and Cash Equivalents	-		
Cash on hand	3.80		6.20
		16.77	339.55
Other Bank balances:			
In Term Deposit Accounts			
With Scheduled Banks		26.83	13.40
		<u>43.60</u>	<u>352.95</u>
(i) Out of the Term Deposits with Bank, balance in Deposit Accounts to the extent of ₹ 26,83,000 (Previous Year - ₹ 13,40,000/-) is earmarked against the Bank Guarantees.			
(ii) All the deposits are with a maturity period of less than 12 months.			
Note 17: Short-Term Loans and Advances (Unsecured, Considered Good)			
Advances Recoverable in cash or in kind or for value to be received:			
Prepaid Expenses		16.85	21.13
Advances		168.18	72.13
Joint Sales Arrangement		6.60	5.34
		<u>191.63</u>	<u>98.60</u>
Note 18: Other Current Assets			
Accrued Interest		10.65	8.41
Gratuity Fund		-	10.54
Insurance Claim Receivable		-	0.44
Others		190.51	77.56
		<u>201.16</u>	<u>96.95</u>

EMPIRE SPICES & FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	For the year ended 31st March 2019	For the year ended 31st March 2019	(Amount ₹ in Lakhs) For the year ended 31st March 2018
Note 19: Revenue from Operations			
Product Sales			
Sale of Manufactured Food Products	17,268.67		16,476
Sale of Traded Food Products	30.85		-
		17,299.52	16,476
		17,299.52	16,475.60
Note 20: Other Income			
Interest Received		3.97	1.30
Scrap Sales		20.21	22.13
Dividend Received		0.04	4.32
Other Income		5.29	42.71
Profit on sale of Assets		21.18	-
		50.69	72.46
Note 21: Cost of Materials Consumed			
Raw Materials			
Opening Stocks	591.31		639.04
Add : Pursuant to Scheme of Amalgamation	-		31.60
Add : Purchases	8,066.95		7,568.85
Less : Closing Stocks	698.62		591.31
		7,959.64	7,648
Packing Materials			
Opening Stock	369.48		421.04
Add : Pursuant to Scheme of Amalgamation	-		1.29
Add : Purchases	2,064.04		1,827.64
Less : Closing Stocks	296.37		369.48
		2,137.15	1,880
Traded Goods			
Purchases	40.95		-
Less : Closing Stocks	15.04		-
		25.91	-
		10,122.70	9,528.67
Note 22: Changes in Inventories of Finished Goods Work-in-Progress and Stock-in-Trade			
Stock at the Beginning of the Year			
Finished Goods	171.23		203.76
Semi Finished Goods	372.04		995.49
		543.27	1,199
Stock at the End of the Year			
Finished Goods	287.42		171.23
Semi Finished Goods	845.38		372.04
		1,132.80	543.27
		(589.53)	655.98

EMPIRE SPICES & FOODS LIMITED
NOTES FORMING PART OF FINANCIAL STATEMENTS

	(Amount ₹ in Lakhs)	
	For the year ended 31st March 2019	For the year ended 31st March 2019
		For the year ended 31st March 2018
Note 23: Production Costs		
Other Direct Manufacturing Expenses	387.83	296.34
Job Work Charges	823.15	548.49
Electricity Expenses	158.65	96.70
Repair & Maintenance -	-	-
- Factory Building	23.95	13.16
- Plant & Machinery	82.26	51.52
R & D Expenses	8.26	11.02
	<u>1,484.10</u>	<u>1,017.23</u>
Note 24: Employee Benefits Expenses		
Salaries, Wages and Allowances	1,389.43	1,225.01
Staff Welfare Expenses	37.21	30.10
Contribution To Provident and other funds	110.88	97.64
	<u>1,537.52</u>	<u>1,352.75</u>
Note 25: Sales Promotion Expenses		
Advertisement and Marketing Expenses	2,029.75	1,665.46
	<u>2,029.75</u>	<u>1,665.46</u>
Note 26: Finance Costs		
Interest Expense	189.22	66.85
Other Borrowing Costs	11.08	9.15
	<u>200.30</u>	<u>76.00</u>
Note 27: Other Expenses		
Rent	31.05	79.19
Rates and Taxes	17.55	14.43
Sales Tax And Service Tax	-	26.83
Travelling and Conveyance	468.20	440.84
Vehicle Expenses	24.32	18.68
Transport Costs	567.61	495.90
Legal and Professional fees	69.92	52.69
Repairs and Maintenance	42.48	25.46
Telephone Expenses	24.29	35.48
Other Expenses (Including Office Expenses; Electricity, Contribution, Insurance etc.)	62.21	99.53
Joint Sales Arrangement	1.87	12.43
	<u>1,309.50</u>	<u>1,301.46</u>

Note No 28: Contingent Liabilities in respect of

Particulars	(Amount ₹ in Lakhs)	
	Year ended on 31.03.2019	Year ended on 31.03.2018
a. Sales tax/ Value added tax matters under dispute	-	-
b. Income tax matters under dispute	-	-
c. Service tax matters under dispute	-	-
d. Excise duty matters under dispute	-	-
e. Bank guarantees	26.83	13.40

Note No. 29: Other Notes forming Part of Accounts

a. Capital Commitments

Particulars	(Amount in ₹ lakhs)	
	FY 2018-19	FY 2017-18
a. Estimated amount of contract remaining to be executed on capital account and not provided for		
Tangible assets	46.77	-

b. Retirement Benefit Plans

i) Defined Benefit Plans

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

The following table summarizes details related to old policy only.

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

		(Amount in ₹ lakhs)			
		FY 2018-19	FY 2017-18	FY 2018-19	FY 2017-18
	Policy no	682236		708000176	
	Changes in benefit obligation during the year				
1	Liability at the beginning of the year	167.29	131.45	34.88	-
2	Interest cost	13.38	10.52	2.62	-
3	Current Service Cost	11.47	10.62	13.35	-

4	Benefits paid	-12.96	-12.16	-4.08	-
5	Actuarial (gains) / losses	-2.54	26.86	-6.51	-
6	Liability at the end of the year	176.64	167.29	40.25	-
II	Changes in plan assets during the year				
1	Plan assets at the beginning of the year	177.83	152.73	49.50	-
2	Expected return of the plan assets	13.46	11.23	3.76	-
3	Contributions	24.29	26.02	9.25	-
4	Benefits paid	-12.96	-12.16	-4.08	-
5	Plan assets at the end of the year	202.64	177.83	58.43	-
6	Total actuarial gain/(loss) to be recognized				
III	Net assets (Liability) recognized in Balance Sheet				
1	Liability at the end of the year	176.64	167.29	40.25	-
2	Plan assets at the end of the year	202.64	177.83	58.43	-
3	Amount recognized in the Balance Sheet	25.99	10.54	18.17	-
IV	Expenses recognized in the statement of P&L A/c				
1	Current service cost	11.47	10.62	13.35	-
2	Interest cost	13.38	10.52	2.62	-
3	Expected return on plan assets	-13.46	-11.23	-3.76	-
4	Actuarial (gain)/losses	-2.54	26.86	-6.51	-
5	Total expenses as per actuarial valuation	8.84	36.76	5.69	-
V	Assumption used in accounting for gratuity plan				
1	Discount rate	8.00%	8.00%	7.50%	7.50%
2	Salary Escalation rate	7.00%	7.00%	7.00%	7.00%

ii) Defined Contribution Plan

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

(Amount ₹ in Lakhs)		
Contribution to Provident & Other Funds	FY 2018-19	FY 2017-18
Contribution to Provident Fund	33	28.63
Employees' Pension Fund	46.13	41.59
Administration Charges	6.25	6.33
Total	85.32	76.55
Workmen and Staff Welfare Fund		
ESIC	25.56	14.51
Labour Welfare Fund	0.4	0.42
Total	25.96	14.92

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

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

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

d. i) Related Party Disclosure

Sr.	Name of Related Party	Nature of Relationship
1.	Hemant Builders Pvt. Ltd.	Direct Control
2.	Mr. Hemant M. Rathi	Key Managerial Personnel
3.	Mr. Umesh L. Rathi	
4.	Mr. Sharad D. Bedmutha	
5.	Mr. Anand H. Rathi	
6.	Mr. D. M. Bacchav	
7.	Ms. Shanta L Rathi	Relatives of Key Managerial Personnel
8.	Hemant Motilal Rathi (HUF)	
9.	Rathi Umesh L. (HUF)	
10.	Mrs. Kanta Hemant Rathi	
11.	Mrs. Aparna Umesh Rathi	
12.	Mr. Rohan Umesh Rathi	
13.	Mr. Yash Umesh Rathi	
14.	Mrs. Shashirekha Kolhatkar	
15.	Ms. Ujwala Bedmutha	

ii) Transactions with related parties for the year

(Amount ₹ in Lakhs)

Particulars	Direct Control		Key Managerial Personnel		Relatives of Key Managerial Personnel	
	FY 2018-19	FY 2017-18	FY 2018-19	FY 2017-18	FY 2018-19	FY 2017-18
Dividend on Shares	0.012	0.012	21.26	21.26	25.06	25.06
Remuneration	-	-	60.74	60.05	18.00	18.79
Interest on Unsecured Loan	-	-	-	-	-	-
Loan Received	-	-	-	2.7	-	-
Loan Repaid	-	-	-	-	-	-
Purchase of Immovable Property	-	-	-	-	-	-

iii) Balances with related parties as at year end

(Amount in ₹ lakhs)

Particulars	Key Managerial Personnel		Relatives of Key Managerial Personnel		Controlled through Key Managerial Personnel	
	FY 2018-19	FY 2017-18	FY 2018-19	FY 2017-18	FY 2018-19	FY 2017-18
Salary/ Remuneration Payable A/c	2.64	4.06	(0.51)	0.82	-	-
Unsecured Loan	-	2.7	-	-	-	-

iv) Disclosure of Material transactions / balances with related parties

(Amount in ₹ lakhs)

Particulars	FY 2018-19	FY 2017-18
Dividend on Shares		
Rambandhu Masalewale Pvt. Ltd.	-	-
Hemant Builders Pvt. Ltd.	0.012	0.012
Mr. Hemant M. Rathi	9.73	9.73
Mr. Umesh L. Rathi	6.71	6.71
Ms. Shanta L. Rathi	2.69	2.69
Ms. Aparna U. Rathi	6.94	6.94
Mr. Yash U. Rathi	2.62	2.62
Ms. Kanta H. Rathi	6.65	6.65
Mr. Anand H. Rathi	4.79	4.79
Mr. Rohan U. Rathi	2.22	2.22
Hemant Rathi HUF	1.9	1.9
Umesh Rathi HUF	1.9	1.9
Ms. Shashirekha Kolhatkar	0.11	0.11
Mr. Sharad Bedmutha	0.04	0.04
Ms. Ujwala Bedmutha	0.04	0.04
Remuneration		
Mr. Hemant M. Rathi	18	18
Mr. Umesh L. Rathi	18	18
Mr. Anand H. Rathi	18	18
Mr. D. M. Bachhav	6.74	6.05
Loan Received		
Mr. Umesh L. Rathi	-	2.7
Rambandhu Masalewale Pvt. Ltd.	-	-
Hemant Builders Pvt. Ltd.	-	-
Rathi Food Industries Pvt. Ltd.	-	-

Loan Repaid		-
Mr.Umesh L. Rathi	2.7	-
Rambandhu Masalewale Pvt. Ltd.	-	-
Hemant Builders Pvt. Ltd.	-	-
Rathi Food Industries Pvt. Ltd.	-	-

e) Auditor's Remuneration

(Amount in ₹ lakhs)

Particulars	FY 2018-19*	FY 2017-18*
Statutory Audit Fees	3.00	2.25
Tax Audit Fees	0.50	0.20
Certification & Other Services	0.00	0.28
Total	3.50	2.73

(*Above figures are excluding Service Tax/GST)

f) Earnings per Share

(Amount in ₹ lakhs)

Particulars	FY 2018-19	FY 2017-18
Earnings per share		
Profit for the year attributable to owners of the company	791.38	524.69
weighted average number of ordinary shares outstanding		
Basic earnings per share (in Rs.)	17.43	22.41
Diluted earnings per share (in Rs.)	17.43	22.41

g) Earning in foreign Currency

Particulars	FY 2018-19	FY 2017-18
Revenue from export on FOB basis	18.61	26.56

h) Expenditure in foreign Currency

Particulars	FY 2018-19	FY 2017-18
Travelling expenses	0.63	3.81

i) The Board of Directors of the Company recommended a dividend of ₹ 1.5 per share (for the year ended 31st March, 2019) be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting and has not been included as a liability in these financial statements. The total equity dividend to be paid is ₹ 72.61 lakhs (₹ 58.09 lakhs for FY 2017-18). Dividend distribution tax payable on proposed dividend being ₹ 14.92 lakhs (₹ 11.83 lakhs for FY 2017-18).

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

For and on behalf of the Board

Umesh I Rathi
Managing Director
DIN : 00175730

Hemant M Rathi
Chairman
DIN : 00175854
Place : Nashik
Date : August 19, 2019

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

ABHAY A. AVCHAT
Partner
Membership No. 112265
Place : Pune
Date : August 19, 2019