

## FORM A

(Pursuant to clause 31(a) of the Listing Agreement)

1.	Name of the company	FRESHTROP FRUITS LIMITED
2.	Annual financial statements for the year ended	31st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

**For Mayank Shah & Associates**  
**Firm Registration No: 106109W**  
Chartered Accountants

  
**M.S.SHAH**  
Partner  
Membership No. 44093

**For Freshtrop Fruits Limited**

  
**Ashok V Motiani**  
Chairman & Managing Director  
DIN: 00124470



  
**Mr. Dinesh Oza**  
Chairman of Audit Committee  
DIN: 01307881

  
**Mr. Ashish Parekh**  
Chief Financial Officer



23<sup>rd</sup> Annual Report 2014-15



**FRESHTROP FRUITS LIMITED**



fssai

License No.:10013022001414



**GLOBALG.A.P.**





<b>CONTENTS .....</b>	<b>PAGE NOS.</b>
Notice .....	3
Director's Report .....	14
Management Discussion & Analysis .....	29
Corporate Governance Report .....	32
Auditor's Report .....	44
Balance Sheet .....	48
Statement of Profit and Loss .....	49
Cash Flow Statement .....	50
Notes to Financial Statement .....	52
Form of Proxy / Attendance Slip	

**Important Communication to Members**

Important Communication to Members. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of Notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants.

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the meeting.

**ANNUAL REPORT  
2014 - 2015**

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

Mr. Ashok V. Motiani	Chairman & Managing Director
Mrs. Nanita A. Motiani	Whole-Time Director
Mr. Mayur J. Shah	Non-Executive/Independent Director
Mr. Dinesh Oza	Non-Executive/Independent Director
Mr. Anil Sharma	Non-Executive/Independent Director

**KEY MANAGERIAL PERSONNEL**

Mr. Ashish Parekh  
Chief Financial Officer

Mr. Jignesh Gandhi  
Company Secretary

**STATUTORY AUDITORS**

M/S. Mayank Shah & Associates  
Chartered Accountants,  
706/708A, Mahakant, Opp. V. S. Hospital,  
Ellisbridge, Ahmedabad - 380 006

**SECRETARIAL AUDITOR**

R.S. Sharma & Associates

**BANKERS**

Axis Bank Limited  
Citibank, N.A.

**REGISTERED OFFICE**

A-603, Shapath IV,  
Opp. Karnavati Club,  
S.G. Road, Ahmedabad - 380 015

**PLANT - I**

Gat No. 171, Village Jaulke,  
Bombay Agra Road,  
Tal.: Dindori,  
Dist.: Nasik-422 207  
Maharashtra, INDIA.

**PLANT - II**

Survey No. 1366, Savlej-Wayfale Road,  
Post Siddhewadi,  
Tal.: Tasgaon, Dist.: Sangli-416311,  
Maharashtra, INDIA.

**PLANT - IV**

Gat No. 598/1,  
Village Janori.  
Tal.: Dindori,  
Dist.: Nasik-422 206,  
Maharashtra, INDIA.

**NOTICE**

**NOTICE** is hereby given that 23<sup>rd</sup> Annual General Meeting of the Members of Freshtrop Fruits Limited will be held on Monday, the 28<sup>th</sup> day of September, 2015 at 11.00 a.m. at Rajpath Club Ltd, S. G. Highway, Ahmedabad – 380015 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 including Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Statement of Profit and Loss for the year ended on 31<sup>st</sup> March, 2015 and the Report of Board of Directors and the Independent Auditor's report thereon.
2. To declare dividend on Equity Shares of the Company for the year ended 31<sup>st</sup> March, 2015.
3. To appoint a Director in place of Mr. Ashok Motiani who is not liable to retires by rotation, and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s Mayank Shah & Associates, Chartered Accountants, Ahmedabad (Firm Registration Number – 106109W,) as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be approved by the Board of Directors of the Company. In this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s Mayank Shah & Associates, Chartered Accountants, Ahmedabad (Firm Registration Number – 106109W) as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be agreed upon by Board of Directors and Auditors be and is hereby ratified."

**SPECIAL BUSINESS**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for revision in the remuneration package of Mr. Mayank Tandon designated as Sr. Vice President, Fresh Produce w.e.f. 01.04.2015 upon the terms and conditions relating to remuneration and otherwise as set out in the Explanatory Statement which is Annexed to the Notice convening the Annual General Meeting.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to him and as further agreed between the Board of Directors and Mr. Mayank Tandon Sr. Vice President, Fresh Produce without any further reference to the Company in General Meeting.

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for revision in the remuneration package of Ms. Dipti Motiani, designated as Vice President, Processed Foods w.e.f. 01.04.2015 upon the terms and conditions relating to remuneration and otherwise as set out in the Explanatory Statement which is Annexed to the Notice convening the Annual General Meeting.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to her and as further agreed between the Board of Directors and Ms. Dipti Motiani, without any further reference to the Company in General Meeting.

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for revision in the remuneration package of Mrs. Priyanka Tandon, designated as Vice President, Commercial w.e.f. 01.04.2015 upon the terms and conditions relating to remuneration and otherwise as set out in the Explanatory Statement which is Annexed to the Notice convening the Annual General Meeting.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to her and as further agreed between the Board of Directors and Mrs. Priyanka Tandon, without any further reference to the Company in General Meeting

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to Article of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mrs. Nanita Motiani (DIN: 00787809), as Whole-time Director of the Company, for a period of Three years commencing from 01.04.2015 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mrs. Nanita Motiani, Whole-time Director, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Date: August 14, 2015

By order of the Board  
For Freshtrop Fruits Ltd

Registered Office  
A-603, Shapath IV,  
Opp. Karnavati Club, S. G. Road,  
Ahmedabad – 380 015  
CIN: L15400GJ1992PLC018365

Ashok Motiani  
Chairman & Managing Director  
(DIN: 00124470)

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. **THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Corporate members intending to send their authorized representative to attend meeting are requested to send the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the annual general meeting.
4. As per clause 49 of the listing agreement(s), information regarding appointment/re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted are annexed hereto.
5. The Register of members and share transfer books of the Company will remain closed from **September 22, 2015 to September 28, 2015 (both days inclusive)** to determine the entitlement of the shareholders to receive dividend for the year 2014-15.
6. The dividend as recommended by the Board, if approved at the Meeting, will be paid to those members whose names appear:
  - (a) As Beneficial Owners as at the end of business hours on **21<sup>st</sup> September, 2015** as per lists to be furnished by National Securities Depositories (NSDL) and Central Depositories Services (India) Limited (CDSL) in respect of the shares held in electronic form.
  - (b) As Member in the Register of Members of the Company after giving effect to all valid share transfer in physical form which are lodge with the Company or its Registrar and Share Transfer Agent (RTA) on or before **21<sup>st</sup> September, 2015**.
7. As per Circular No. MRD/Dop/Cir-05/2009 dated May 20, 2009 issued by Securities and Exchange Board of India (SEBI), it is mandatory to quote Permanent Account Number (PAN) for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Share Transfer Agents of the Company.
8. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
9. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of Annual General Meeting.
10. Members are requested to bring their copy of Annual Report at the meeting.
11. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

Date: August 14, 2015

By order of the Board

**For Freshtrop Fruits Ltd**

Registered Office  
A-603, Shapath IV,  
Opp. Karnavati Club, S. G. Road,  
Ahmedabad – 380 015  
CIN: L15400GJ1992PLC018365

Ashok Motiani  
Chairman & Managing Director  
(DIN: 00124470)

#### **VOTING THROUGH ELECTRONIC MEANS:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification



or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

**The instructions for shareholders E-voting electronically are as under:**

- (i) The e-voting period begins on **September 24, 2015 (10.00 a.m.) and ends on September 27, 2015 (5.00 p.m.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of September 21, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN along with "Company Name" i.e. "**Freshtrop Fruits Limited**" on which you choose to vote.
- (xii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**OTHER E-VOTING INSTRUCTIONS**

- i. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.
- ii. Also note that you can opt. for only one mode of voting i.e. either through e-voting or physical ballot form. If you opt. for e-voting, then you should not vote through ballot form and Vice versa. However, in case you cast your vote(s) through e-voting and ballot form, then voting done through e-voting shall prevail and voting through ballot form will be treated as invalid.
- iii. M/s R.S. Sharma & Associates, Company Secretaries (Membership No.: FCS 3126; CP No: 2118) (Address: 402, "Panchdeep" Nr. Mayur Colony, Mithakhali Six Road, Navrangpura, Ahmedabad – 380 009) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.freshtrop.com](http://www.freshtrop.com) and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.
- v. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.

**CONTACT DETAILS**

**Company** : Regd Office: A-603, Shapath IV, Opp. Karnavati Club, S. G. Road  
Ahmedabad – 380015  
CIN: L15400GJ1992PLC018365  
Email: [investor@freshtrop.com](mailto:investor@freshtrop.com), Website: [www.freshtrop.com](http://www.freshtrop.com)

**Registrar and Transfer Agent** : Bigshare Services Private Limited  
E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka,  
Andheri (E), Mumbai – 400 072  
Phone: 022 – 40430200, 28470652 Fax: 022-28475207  
E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**E-voting Agency** : Central Depository Services (India) Limited  
E-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Scrutinizer** : M/s. R.S. Sharma & Associates, Company Secretaries  
E-mail ID: [rssharma42@yahoo.co.in](mailto:rssharma42@yahoo.co.in)

**ANNEXURE TO NOTICE**

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

**For Item No. 5**

Mr. Mayank Tandon is a B Tech in computer engineering from Manipal University and has been working with Freshdrop since 2004.

He played an important part in the Eurep GAP (now Global GAP) certification process of the first set on Indian grape growers in 2004. He assisted APEDA in establishing the traceability and control process without which no Indian grapes can now be exported to EU. He assists the Managing Director in International marketing of fresh produce and jointly manages the grapes procurement and packing operations of the company in Nashik.

The Company has recently started the cut fruit business. Mayank Tandon is responsible for establishing this business. Your directors are fully confident that his services to the Company are of great value. Mr. Mayank Tandon, is related to Mr. Ashok Motiani, Chairman & Managing Director of the Company. The remuneration committee in its meeting held on 13<sup>th</sup> August, 2015 has approved the revision in his remuneration package. Your directors in their meeting held on 14<sup>th</sup> August, 2015 have approved the revision in remuneration on terms and conditions as given below:-

Salary 3,50,000/- per month

Apart from the above, the appointees will be entitled to the Company's contribution to Provident Fund, Superannuation Fund and other benefits as per the rules of the Company. Gratuity is payable at the rate not exceeding half a month's salary for each completed year of service.

The Board recommends the adoption of the Special Resolution contained in Item no. 5 of the notice. Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani Whole-time Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 5 of the notice convening the Annual General Meeting.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 5 of the Notice for approval of the Members.

**ITEM NO. 6**

Ms. Dipti Motiani is a Post Graduate in Electrical and Computer Engineering from Carnegie Mellon University, USA. She did her B.E in Computer Engineering from Nirma Institute of Technology, Gujarat, India. She has an experience of working in a start-up company in USA.

Ms. Dipti Motiani is working with the Company since 2009. Her association with Freshdrop, involves complete management of Food Processing Business. She manages production, administration, sales and marketing of this segment and has now made it a profitable business for the company.

The remuneration committee in its meeting held on 13<sup>th</sup> August, 2015 has approved the revision in the remuneration package resolution. Your directors in their meeting held on 14<sup>th</sup> August, 2015, considering the huge responsibilities and time devote by her in companies processing business have approved the revision in remuneration on terms and conditions as given below :-

Salary 3,50,000/- per month

Apart from the above, the appointees will be entitled to the Company's contribution to Provident Fund, Superannuation Fund and other benefits as per the rules of the Company. Gratuity is payable at the rate not exceeding half a month's salary for each completed year of service.

The Board recommend the adoption of the Special Resolution contained in Item no. 6 of the notice. Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani Whole-time Director deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 6 of the notice convening the Annual General Meeting.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 6 of the Notice for approval of the Members.

**ITEM NO. 7**

Mrs. Priyanka Tandon is working with the Company since 2000. She is having 15 years of experience in managing the packing of Fresh produce for exports. Mrs. Priyanka Tandon is a commerce graduate from Ness Wadia College, Pune. She has a proven track record demonstrating good administrative & HR skills along with quality consciousness. Her steadfast commitment to handling the purchase of raw materials, quality of raw material and sincerity of discharging responsibilities are an invaluable asset for your company. During the last three years there is tremendous increase in activities of the fresh produce business and responsibilities taken up by Mrs. Priyanka Tandon, The Board of directors taking into consideration her experience, responsibilities and future work load of the Company decided to increase her remuneration

Your directors are fully confident that her services to the Company would be of great value. The remuneration committee in its meeting held on 13<sup>th</sup> August, 2015 has approved the appointment and revision in the remuneration package. Your directors in their meeting held on 14<sup>th</sup> August, 2015 have approved the revision in remuneration on terms and conditions as given below:-

Salary 3,50,000/- per month

Apart from the above, the appointees will be entitled to the Company's contribution to Provident Fund, Superannuation Fund and other benefits as per the rules of the Company. Gratuity is payable at the rate not exceeding half a month's salary for each completed year of service.

The Board recommend the adoption of the Special Resolution contained in Item no. 7 of the notice. Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani Whole-time Director deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 7 of the notice convening the Annual General Meeting.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 7 of the Notice for approval of the Members.

**ITEM NO. 8**

At the annual general meeting held on 27.09.2010, Mrs. Nanita Motiani was re-appointed as Whole-time Director of the Company for a period commencing from 01.04.2010 to 31.03.2015 on the terms and conditions as approved by the shareholders at the said annual general meeting.

Moreover, the present term of appointment of Mrs. Nanita Motiani as Whole-time Director would be expiring on 31.03.2015. The Board of Directors at their meeting held on 07.02.2015 have, subject to the approval of the Shareholders, re-appointed Mrs. Nanita Motiani as Whole-time Director of the Company with effect from 01.04.2015 for a period of 3 years on the remuneration, terms and conditions recommended by the nomination and remuneration committee as set out herein.

The Board is of the opinion that her services should continue to be available to the Company to achieve still greater heights, by re-appointing her as Whole-time Director as mentioned in the resolution, subject to the approval of shareholders.

Taking into consideration the duties and responsibilities of the Whole-time Director, the prevailing managerial remuneration in industry and on the recommendation of the nomination and remuneration committee, the Board at their meeting held on 07.02.2015 approved the remuneration, terms and conditions of the re-appointment of Mrs. Nanita Motiani as Whole time Director of the Company, for a period of three (3) years from 01.04.2015 on the following terms and conditions subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions given hereunder:

Salary: ₹3,50,000 per month

**PERQUISITES:****Category A:**

- (i) Contribution to the Provident Fund, Family Benefit Fund Superannuation Fund as per Rules of the Company.
- (ii) Gratuity not exceeding half a month salary for each completed year of service.
- (iii) Earned Privilege Leave: As per the rules of the Company

The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

**Category B:**

Car : The Company shall provide a car for the Company's business and if no car is provided reimbursement of the conveyance shall be as per actual on the basis of claims made by him.

Telephone : Free use of telephone at her residence.

**Minimum remuneration:**

Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mrs. Nanita Motiani the Company has no profits or its profits are inadequate, the Company will pay remuneration to the maximum as laid down in Section II of Part II of Schedule V to the Companies Act, 2013 as minimum remuneration.

As the terms of re-appointment and the remuneration proposed are in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for this re-appointment.

Mrs. Nanita Motiani and his relatives including Mr. Ashok Motiani, Chairman and Managing Director may be deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution.

The information required under sub-paragraph (B) of paragraph (1) of Section II of Part - II of Schedule V of the Companies Act, 2013 is given below.

**I. GENERAL INFORMATION**

**1. Nature of Industry:**

Freshdrop Fruits Ltd. is engaged in the business of exports of fresh fruits and vegetables to leading Supermarket chains in various parts of Europe, Russia & Far-east as well as in Domestic Market. The Company is producing Fruit Pulp & Concentrate for both the Domestic & International Customers.

**2. Date or expected date of commencement of commercial production.**

The Company was incorporated on 30th September, 1992 as private limited company and had commenced its business.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**

Not applicable

**4. Financial performance based on given indicators**

	2014-15	2013-14	2012-13
Gross Revenue	1,230,946,549	1,147,868,701	935,028,676
Profit Before tax	124,035,989	81,961,484	52,945,691
Profit for the period	75,864,804	56,452,393	35,373,087

**5. Foreign investments or collaborators, if any.**

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company.

**II. INFORMATION ABOUT THE WHOLE TIME DIRECTOR:-**

**1. Background details:-**

Mrs. Nanita Motiani is the Promoter and Executive Director of Freshdrop Fruits Limited. She has joined the Board of the company since 29<sup>th</sup> January, 1997. She is Master of Science (Rural Community Extension) from Delhi University. She is looking after Quality Control and day to day business of the Company.

**2. Past remuneration**

2012-13 ₹15,00,000  
2013-14 ₹15,00,000  
2014-15 ₹15,00,000

**3. Job profile and her suitability**

Mrs. Motiani plays a major role in providing leadership and strategic inputs to the Company. She is looking all the operations during the grape season in Sangli Unit. She is handling day to day operation of the Company under the supervision of Chairman & Managing Director.

Subject to the overall superintendence, control and direction of the Board, as Whole-time Director Mrs. Nanita Motiani shall perform such duties and exercise such powers as are entrusted to her from time to time by the Board and Managing Director.

**4. Remuneration proposed**

In case of inadequacy of profits, minimum remuneration as stated hereinabove.

**5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)**

The remuneration payable to the Mrs. Nanita Motiani has been benchmarked with the remuneration being drawn by similar positions in Agricultural industry and has been considered by the Board and Nomination and Remuneration Committee of the Company at their meeting held on February 07, 2015.

**III. OTHER INFORMATION****1. Reasons of loss or inadequate profits.**

Our business activities are largely dependent on agricultural produce which is dependent on vagaries of nature.

**2. Steps taken or proposed to be taken for improvement.**

Have set up multi locational packing and post-harvest handling facilities for fresh fruit export business. Increased the number of fruits being processed for better capacity utilization and reduced dependence on vagaries of nature for processing business.

**3. Expected increase in productivity and profit in measurable terms.**

The capacity utilization of the plant should increase by over 20% resulting in a revenue increase of over 25% and profit before tax increase by 40 to 50%.

**IV. Disclosures:**

The disclosures on remuneration package of each managerial person and details of all elements of remuneration package, details of fixed components etc. is given in the Corporate Governance Report attached to the Annual Report for the information of the Shareholders.

Date: August 14, 2015

Registered Office  
A-603, Shapath IV,  
Opp. Karnavati Club, S. G. Road,  
Ahmedabad – 380 015

By order of the Board  
For Freshtrop Fruits Ltd

Ashok Motiani  
Chairman & Managing Director  
(DIN: 00124470)

**ANNEXURE TO NOTICE**

<b>Name of the Directors</b>	<b>Mrs. Nanita Motiani</b>	<b>Mr. Ashok Motiani</b>
Date of Birth	04.04.1953	04.12.1949
Qualifications	Masters of Science	Aeronautical Engineer – IIT Mumbai
Shareholding in Freshrop Fruits Limited	8,72,246	15,20,163
Directorship held in other public limited	Nil	Nil
Membership / Chairmanship of committees in public limited companies in India	Nil	Nil



## DIRECTORS' REPORT

### Dear Members,

The Board of Directors have pleasure in presenting 23<sup>rd</sup> Annual Report and the Audited financial Statement of the Company for the financial year ended March 31, 2015.

### **FINANCIAL PERFORMANCE:**

The working results of the Company for the period ended 31<sup>st</sup> March, 2015 are as follows:

	Amount in ₹	
	2014-15	2013-14
Total Income	1,230,946,549	1,147,868,701
Profit before Depreciation and Taxation	166,656,616	103,367,543
Less: Depreciation	37,915,269	21,406,059
Profit before Taxation and Exceptional Items	128,741,347	81,961,484
Less: Exceptional Items	4,705,358	-
Profit before Taxation and after Exceptional Items	124,035,989	81,961,484
Less : Current Tax	42,600,000	23,000,000
Less : Deferred Tax	5,147,048	2,509,091
Less : Tax in respect of earlier years	424,137	-
Profit after taxation	75,864,804	56,452,393
Less: Proposed Dividend	12,145,000	12,145,000
Distribution Tax on Proposed Dividends	2,472,722	2,064,043
Balance of Profit brought Forward from Balance Sheet	191,164,098	148,920,748
Balance of Profit carried to Balance Sheet	249,440,049	191,164,098

### **OPERATIONS:**

The weather conditions during the grape harvest season for the year under report were the worst we had in the last two decades. There were unseasonal rains in the first two weeks of March, significantly affecting the grape crop. Unfortunately the poor weather conditions affected all grape growing area in the state of Maharashtra.

Despite these conditions your Company has shown a growth in the total income from ₹1147 million to ₹1230 million an increase of 6.75%, while the profit after tax has grown from ₹56.45 million to ₹75.86 million an increase of 25.59%.

The food processing business also became profitable in the year under report, assisting in achieving the above results.

### **FRESH FRUITS SEGMENT:**

India continues to be an important supplier of Fresh Grapes to Europe. Poor weather conditions have affected this business for the last two years but in fresh produce business the stake holders have learnt the methods of mitigating the risks. The grape growers too have now understood the requirements of the international markets and are to a large extent able to fulfil them.

Total exports of grapes from India to EU decreased from 80325.69MT in 2013-14 season to 55094.87MT in 2014-15 season. While our exports of grapes increased from ₹837 million to ₹898 million an increase of 7.28%.

Our business is now expanding into other countries like China and Russia and for the future we expect to continue to grow this business at an average of over 20% for the coming few years.

### **FOOD PROCESSING SEGMENT:**

The Indian food processing industry continues to be a focus area for our Government. Many Incentives are offered for stabilizing and operating this business. Maggi noodle incident is having on the growth of this business but we feel that this is a temporary phenomenon and all concerned agencies will learn a lot from this and the industry as a whole would mature and get more organized.

We feel the food processing industry is poised for huge growth both in the domestic and the international

markets. During the year under report our income from this segment grew from 236.69 million in 2013-14 to 307.27 million in 2014-15 a growth of 30%. We expect to maintain this for the coming year as well.

**DIVIDEND:**

Considering the performance during the year 2014-15, your Directors have recommended a Dividend of ₹1/- per share (10 per cent) for the financial Year 2014-15. The dividend payout, if approved, will result in outflow of ₹14,617,722 inclusive of ₹24,72,722 on account of Dividend Distribution Tax.

**DIRECTORS:**

Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, Mr. Mayur J Shah, Mr. Dinesh Oza, and Mr. Anil Sharma were appointed as independent directors at the Annual General Meeting of the Company held on September 22, 2014. The terms and conditions of appointment of independent directors are as per Schedule IV of the Companies Act, 2013. Your Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and clause 49 of Listing Agreement and there has been no change in the circumstances which may affect their status as independent director during the year.

The appointments of the Key Managerial Personnel have been made before the commencement of the financial year under review and the same have been formalised during the year as per the Companies Act, 2013.

**INSURANCE:**

The Companies Plants, Property, Equipments & Stocks adequately insured against the loss of fire and other risks which are considered necessary by the management. The Company has also taken sales turnover policy which includes Marine Coverage, Domestic Sales & inter unit movement of goods. The Company has also taken Directors and officers Liabilities Policies to provide coverage against the liabilities arising on them.

**FIXED DEPOSIT:**

During the year under review, your Company has not accepted any fixed deposits within the meaning of Section 73 of the Companies Act, 2013 read with rules made there under.

**CERTIFICATION:**

During the year under review, the Company has obtained the following certifications pertaining to the Highest International Standard of Food Safety and Hygiene:

1. **ISO 22000:2005** - This certifies the presence of highest food safety management system covering all organisation in the food chain from "farm to fork".
2. **SGF International E.V.** - This certifies participation of the Company in Voluntary Control System for safeguarding the perfect quality of its products and enhancing customer and consumer safety.
3. **Halal Certificate** - This certificate is recognition that the products are permissible in Islamic Law and we acquired this certificate to export our products in Islamic Countries.
4. **Kosher Certificate** - This certificate helps in increasing the saleability of the product in the international supermarkets. There is clear evidence that a kosher symbol boosts market share that a kosher product can win more favourable shelf space, and that positioned next to a competing non-kosher brand. Kosher is and therefore an important investment our Company makes in order to increase market reach and share.
5. **BRC certificate** for Nasik (Unit I) Pack house and Sangli (Unit II) Pack house.
6. **FDA, USA** to supply products in US Market.
7. **APEDA Recognition** for Nasik (Unit I), Sangli (Unit II).
8. **Global GAP Certificate**
9. **FSSAI**
10. **Business Social Compliance Initiative (BSCI)**

**FINANCE:**

1. CARE has affirmed its rating on long term bank facilities of the Company "CARE A -" & "CARE A2+" for short term facilities of the company.
2. The Bank has renewed Fund and Non Fund Base working Capital Credit facilities up to ₹2,100 Lakhs.

**ENERGY CONSUMPTION:**

Total energy consumption and energy consumption per unit of production are as under:

		2014-15	2013-14
1. Electricity			
a) Purchased			
Units	KWH	2,282,098	1,958,557
Total amount	₹	14,748,881	12,136,478
Rate / Unit	₹	6.46	6.20
b) Own Generation through Diesel Generator Set			
Units			
Diesel			
Quantity	Ltrs	12,555	21,202
Total Amount	₹	758,169	1,229,266
Rate / Unit	₹	60.39	57.98
c) Coal and other Fuels			
Units	Kgs	1,332,805	9,03,785
Total Amount	₹	8,678,991	5,898,091
Rate / Unit	₹	6.51	6.53

**TECHNOLOGY ABSORPTION AND ENERGY CONSERVATION:**

The Company has a continuous focus on energy conservation. Regular studies are conducted to analyse quantitative energy conservation patterns and variances are rigorously scrutinized. The Company regularly benchmarks its energy conservation levels and consistently works towards improving efficiencies.

**NUMBER OF BOARD MEETINGS:**

The Board of Directors met 4 (four) times during the year under review. The details of board meetings and the attendance of the Directors are provided in the Corporate Governance Report which forms part of this Report.

**INDEPENDENT DIRECTORS' MEETING:**

The Independent Directors met on March 18, 2015, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**BOARD EVALUATION:**

The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178 (3) of the Companies Act, 2013 is available on the website of the Company.

**FOREIGN EXCHANGE EARNING AND OUTGO:**

Foreign Exchange earnings during the year amounts to ₹924,157,495 (Previous Year ₹897,853,788) and Foreign Exchange outgo during the year was ₹149,881,785 (Previous Year ₹139,979,724).

**CORPORATE GOVERNANCE:**

The Company has adopted Corporate Governance practices and has complied with all the mandatory requirements as specified under clause 49 of the Listing Agreement. As required under the listing agreement, a separate Report on Corporate Governance forms part of this Annual Report. The certificate from statutory Auditors of the Company regarding compliance of conditions of Corporate Governance is annexed.

The Board of Directors support the basic principles of good corporate governance. In addition to this, the Board lays strong emphasis on transparency, accountability and integrity.

In compliance with Corporate Governance requirements as per Clause 49 of the Listing Agreement, your Company has formulated and implemented a Code of Business Conduct and Ethics for all Board members and senior management personnel of the Company, who have affirmed the compliance thereto.

**CORPORATE SOCIAL RESPONSIBILITY**

The details of Corporate Social Responsibility (CSR) carried out by the Company are appended in the Annexure to the Directors' Report.

The particulars of the CSR committee constituted by the Company pursuant to the provisions of Section 135 of the Companies Act, 2013 and the rules forming part of the same are included in the Corporate Governance Report annexed and forming part of this Annual Report.

**TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provision of Section 124 of the Companies Act, 2013, relevant amounts which remained unpaid or unclaimed for a period of 7 years have been transferred by the Company to the Investor Education and Protection Fund.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the Company during business hours on working days of the Company upto the date of the ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Company Secretary in advance.

**SECRETARIAL STANDARDS OF ICSI**

The Companies Act, 2013 has mandated the Secretarial Standards on Board Meetings & General Meetings specified by the Institute of Company Secretaries of India (ICSI). The secretarial standards issued by ICSI from time to time, though were recommendatory in nature, have been complied with by the Company during the year under review.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

As required by Clause 49 of the Listing Agreement with Stock Exchanges, a management discussion and analysis report is appended to the Annual Report.

**FORMATION OF VARIOUS COMMITTEES:**

Details of various committees constituted by the Board of Directors are given in the Corporate Governance Report annexed which is a part of this report.

**PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

As per the requirement, The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made thereunder, your Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

**EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT-9, is annexed to this Report as Annexure.

**RELATED PARTY TRANSACTIONS:**

All the related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Your Company had not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

**SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the rules made thereunder, your Company had appointed Mr. R.S. Sharma, Practising Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for financial year 2014-15 is annexed, which forms part of this report as Annexure-B. There were no qualifications, reservation or adverse remarks in the Secretarial Audit Report of the Company.

**AUDITORS' & AUDITORS' REPORT:**

The Statutory Auditors of the Company, M/s. Mayank Shah & Associates, Chartered Accountants (Firm Registration Number – 106109W) retire at the conclusion of the ensuing Annual General Meeting. The said Statutory Auditors have confirmed their eligibility and willingness to accept the office on re-appointment. The necessary resolution seeking your approval for re-appointment of Statutory Auditors has been incorporated in the Notice convening the Annual General Meeting.

The Board has duly reviewed the Statutory Auditors' Report on the Accounts. The observations and comments, if any, appearing in the Auditors' Report are self-explanatory and do not call for any further explanation / clarification by the Board of Directors.

**APPRECIATION:**

Yours Directors place on record their appreciation of the sincere and devoted services, rendered by all employees of the company and the continued support and confidence of the customers. The Board expresses special thanks to progressive farmers of Maharashtra who have worked hard to achieve International Standards in the quality of their produce. The Board also expresses its sincere thanks to Axis Bank Ltd. and their officers, Agricultural and Processed Food Products Export Development Authority (APEDA), Ministry of Food Processing Industry (MFPI) and all other well wishers, for their timely support.

Date : August 14, 2015

Regd. Office:  
A-603, Shapath IV,  
Opp. Karnavati Club, S G Road,  
Ahmedabad – 380 015

By order of the Board  
**For Freshtrop Fruits Ltd.,**

**Ashok V Motiani**  
Chairman & Managing Director  
(DIN: 00124470)

**ANNEXURE TO THE DIRECTORS' REPORT****FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN****AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2015****[PURSUANT TO SECTION 92(3) OF THE COMPANIES ACT, 2013 AND RULE 12(1) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]****I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L15400GJ1992PLC018365
ii)	Registration Date	30/09/1992
iii)	Name of the Company	FRESHTROP FRUITS LIMITED
iv)	Category / Sub-Category of the Company	Public Company / Limited by shares
v)	Address of the Registered office and contact details	A-603, Shapath-IV, Opp. Karnavati Club, S. G. Highway, Ahmedabad – 380015 Tel: +91 79 40307050 - 7057
vi)	Whether listed company	Yes / No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd. E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai-400 072. Tel:- +91-22-4043 0200 Fax:- +91-22-2847 5207 Email:- investor@bigshareonline.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Sr. No.	Name and Description of main products/services	NIC Code of the product/service *	% to total turnover of the company #
1.	Fresh Fruits	6011	74.50
2.	Processing of Fruits & Vegetables	2024	25.50

\* As per National Industrial Classification – Ministry of Statistics and Programme implementation

# On the basis of Gross Turnover

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Sr. No.	Name of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
Nil					

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

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2014)				No. of Shares held at the end of the year (As on 31-03-2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTERS</b>									
<b>(1) Indian</b>									
a) Individual / HUF	42,82,247	-	42,82,247	35.26	42,53,857	-	42,53,857	35.03	-0.23
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate									
e) Banks / FI									
f) Any other...Group Companies	24,35,013	-	24,35,013	20.05	24,78,013	-	24,78,013	20.40	0.35
<b>SUB - TOTAL (A) (1)</b>	<b>67,17,260</b>	<b>-</b>	<b>67,17,260</b>	<b>55.31</b>	<b>67,31,870</b>	<b>-</b>	<b>67,31,870</b>	<b>55.43</b>	<b>0.12</b>

(2) Foreign	-	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-	-
(e) Any other..	-	-	-	-	-	-	-	-	-	-
<b>SUB - TOTAL (A) (2)</b>	-	-	-	-	-	-	-	-	-	-
<b>TOTAL SHAREHOLDING OF PROMOTER (A) = (A)(1)+ (A)(2)</b>	67,17,260	-	67,17,260	55.31	67,31,870	-	67,31,870	55.43	0.12	
<b>B. PUBLIC SHAREHOLDING</b>										
<b>1 Institutions</b>										
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	1,85,000	-	1,85,000	1.52	1.52	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
(i) Others	-	-	-	-	-	-	-	-	-	-
<b>SUB - TOTAL (B) (1)</b>	-	-	-	-	1,85,000	-	1,85,000	1.52	1.52	
<b>2 Non-institutions</b>										
a) Bodies Corporate	2,99,925	1,20,000	4,19,925	3.46	3,89,749	1,07,500	4,97,249	4.09	0.63	
b) Individuals										
I) Individual shareholders holding nominal share capital up to ₹1 lakh	17,74,210	3,34,804	21,09,014	17.37	23,06,651	3,24,604	26,31,255	21.67	4.3	
II) Individual shareholder sholding nominal share capital in excess of ₹1 lakh	24,59,112	-	24,59,112	20.25	12,55,791	-	12,55,791	10.34	-9.91	
c) Others										
(c-i) NRIs	3,84,624	49,200	4,33,824	3.57	6,45,290	49,200	6,94,490	5.72	2.15	
(c-ii) Clearing Member	5,865	0	5,865	0.05	1,49,345	-	1,49,345	1.23	1.18	
<b>SUB - TOTAL (B) (2)</b>	49,23,736	5,04,004	54,27,740	44.69	47,46,826		52,28,130	43.05	-1.64	
<b>TOTAL PUBLIC SHAREHOLDING (B) = (B)(1) + (B)(2)</b>	49,23,736	5,04,004	54,27,740	44.69	49,31,826	481304	54,13,130	44.57	-0.12	
<b>C. SHARES HELD BY CUSTODIAN FOR GDRS &amp; ADRS</b>	-	-	-	-	-	-	-	-	-	-
<b>GRAND TOTAL (A+B+C) 1</b>	<b>1,16,40,996</b>	<b>5,04,004</b>	<b>1,21,45,000</b>	<b>100.00</b>	<b>1,16,63,696</b>	<b>4,81,304</b>	<b>1,21,45,000</b>	<b>100.00</b>		

## ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2014)			No. of Shares held at the end of the year (As on 31-03-2015)			% 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.	Ashok Vishandas Motiani	15,48,553	12.75	-	15,20,163	12.52	-	-0.23
2.	Nanita Ashok Motiani	8,72,246	7.18	-	8,72,246	7.18	-	-
3.	Dipti Ashok Motiani	7,69,712	6.34	-	7,69,712	6.34	-	-
4.	Priyanka Motiani	6,29,082	5.18	-	6,29,082	5.18	-	-
5.	Mayank Ramesh Tandon	4,62,654	3.81	-	4,62,654	3.81	-	-
6.	Freshcap Foodstuff LLP (Formerly known as Freshcap Investment Pvt Ltd)	24,35,013	20.05	-	24,78,013	20.40	-	0.35
	<b>Total</b>	<b>67,17,260</b>	<b>55.31</b>	<b>-</b>	<b>67,31,870</b>	<b>55.43</b>	<b>-</b>	<b>0.12</b>

**iii) Change in Promoters' Shareholding**

Sr. No.		Shareholding at the beginning of the year (As on 01-04-2014)		Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares
	At the beginning of the year	67,17,260	55.31		
	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	67,31,870	55.43		

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoter and Holders of GDRs and ADRs):**

Sr. No.	Name of Shareholder *	Shareholding at the beginning of the year		Change in shareholding (No. of shares)		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Decrease	Increase	No. of Shares	% of total shares of the Company
1	Amit Bhartia	1,65,000	1.3586	15,500	-	1,49,500	1.2310
2	K. Swapna	1,63,719	1.3480	78,638	-	85,081	0.7005
3	Raj Kumar Lohia	1,51,611	1.2483	1,51,611	-	-	-
4	Avinash P Wadhwa	1,51,437	1.2469	25,000	-	1,26,437	1.0411
5	Girish Gulati (HUF)	1,30,775	1.0768	1,30,775	-	-	-
6	Motilal Gopilal Oswal	1,30,000	1.0704	1,30,000	-	-	-
7	Shital Navin Agarwal	1,25,630	1.0344	-	-	1,25,630	1.0344
8	Indian Syntans Investments (P) Ltd	99,800	0.8217	99,800	-	-	-
9	Dheeraj Kumar Lohia	95,582	0.7870	95,582	-	-	-
10	Raamdeo Ramgopal Agrawal	90,000	0.7410	90,000	-	-	-

**v) Shareholding of Directors and Key Managerial Personnel:**

Name	Shareholding at the beginning of the year		Change in shareholding (No. of shares)		Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	Decrease	Increase	No. of Shares	% of total shares of the Company
<b>Directors</b>						
Mr. Ashok Motiani	15,48,553	12.75			15,20,163	12.52
Mrs. Nanita Motiani	8,72,246	7.18			8,72,246	7.18
Mr. Mayur Shah	16,000	0.13	-	-	8,125	0.07
Mr. Dinesh Oza	-	-	-	-	-	-
Mr. Anil Sharma	-	-	-	-	-	-
<b>Key Managerial Personnel</b>						
Mr. Ashish Parekh	-	-	-	-	-	-
Mr. Jignesh Gandhi	-	-	-	-	-	-



**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
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	24,33,52,705	43,83,028	-	24,77,35,733
ii) Interest due but not paid	6,23,306	-	-	6,23,306
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>24,39,76,011</b>	<b>43,83,028</b>	<b>-</b>	<b>24,83,59,039</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	4,52,65,445	61,88,115	-	5,42,31,975
• Reduction	3,91,83,700	43,83,028	-	4,35,66,728
• Exchange Difference				
<b>Net Change</b>	<b>60,81,745</b>	<b>45,83,502</b>	<b>-</b>	<b>1,06,65,247</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	24,94,34,450	61,88,115	-	25,56,02,565
ii) Interest due but not paid	8,00,262	-	-	8,00,262
iii) Interest accrued but not due				
<b>Total</b>	<b>25,02,34,712</b>	<b>61,88,115</b>	<b>-</b>	<b>25,64,02,827</b>

**VI. Remuneration of Directors and Key Managerial Personnel:****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Ashok Motiani Managing Director ₹	Nanita Motiani Whole Time Director ₹	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	84,00,000	15,00,000	99,00,000
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others-contribution towards PF etc.	-	-	-
	<b>Total</b>	<b>84,00,000</b>	<b>15,00,000</b>	<b>99,00,000</b>

**B. REMUNERATION TO OTHER DIRECTORS:**

Sr. No.	Particulars of Remuneration	Fee for attending board / committee meetings	Commission	Others, Please Specify	Total
1.	Independent Directors				
	Mr. Mayur Shah	30,000	-	-	30,000
	Mr. Dinesh Oza	30,000	-	-	30,000
	Mr. Anil Sharma	22,500	-	-	22,500
	<b>Total</b>	<b>82,500</b>	<b>-</b>	<b>-</b>	<b>82,500</b>

**C. Remuneration to key managerial personnel other than MD/Manager/WTD**

Sr. No.	Particulars of Remuneration	Chief Financial Officer	Company Secretary	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	6,80,378	5,53,798	12,34,176
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit	-	-	-
5.	Others- contribution towards PF etc.	-	-	-
	<b>Total</b>	<b>6,80,378</b>	<b>5,53,798</b>	<b>12,34,176</b>

**VII. Penalties / Punishment / Compounding of Offences:**

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)
<b>A. Company</b> Penalty Punishment Compounding			None		
<b>B. Directors</b> Penalty Punishment Compounding			None		
<b>C. Other Officers in default</b> Penalty Punishment Compounding			None		

**ANNEXURE TO DIRECTORS REPORT****ANNUAL REPORT ON CSR ACTIVITIES****1. A brief outline of Company's CSR Policy, including overview of products or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.**

At Freshrop Fruits limited, Corporate Social Responsibility (CSR) goes beyond philanthropy and compliance. It addresses how we manage our economic, social and environmental obligations in all key areas of our operations specially the rural areas close to our manufacturing facilities.

**The main pillars of CSR:**

- Sustainability – To ensure that the long term business goals are aligned with sustainable development in the areas of our operations without compromising on the environmental and social factors.
- Community Outreach programmers – To ensure the communities where we operate should benefit from our CSR policies.

**Sustainability:**

All expenditure under this policy should have sustainable benefit to the recipients.

**Community Outreach Programs:**

Our priorities for the Community Outreach Programmers are to predominantly benefit the agricultural labor and the rural farmer community and these are the same as per Schedule VII to the Companies Act 2013:

During the year under report the CSR spending of the Company covered the following:

- Vocational Skills
  - Capacity Building for farmers covering best sustainable farm management practices to predominantly benefit the rural farmer community.
  - Training the agricultural Labor on skill development to benefit the rural farmer community.

**2. The Composition of the CSR Committee**

A Committee of the directors titled 'Corporate Social Responsibility Committee', was constituted by the Board in its meeting held on 30<sup>th</sup> May,2014 with the following members :

- a) Mrs. Nanita A Motiani, Chairperson
- b) Mr. Mayur Shah, Member
- c) Mr. Dinesh Oza, Member
- d) Mr. Anil Sharma, Member

**3. Average Net Profit of the Company for last three financial years prior to 2014-15 : ₹4,75,39,518****4. Prescribed CSR Expenditure (2% of the amount as in item No 3 Above) ₹9,50,790****5. Details of CSR spent during the financial year:**

- I. Total amount spent for the financial year : ₹5,49,255
- II. Amount unspent : Nil. Since Balance of ₹4,01,535 has also been allocated & distributed on various CSR Projects/Programs in Progress.

III. Manner in which the amount spent during the financial years is detailed below:

1.	2.	3	4	5	6	7
Sr No.	Name/Details of implementing Agency	CSR project/ Activity Identified	Sector In which the Project is covered	Location of Projects / Programme (Local area or state/ District )	Amount outlay Projected (₹ in Lacs)	Amount Spent (₹ Lacs)
1	Own	Vocational	Agriculture Skills	Nashik	10,00,000	5,49,255

**NOTES:**

- Since FY 2014-15 is the first year of applicability of section 135 of the Companies Act 2013, the figure for Cumulative Expenditure is not applicable.
- All amounts mentioned above relate to amount spent by the Company. There is no expenditure on overheads in the above list.

**6. In case the Company fails to spend 2% of the average net profit of the last 3 financial years or any part of thereof, the reasons for not spending the amount shall be stated in Board report**

Taking into account the commitments made by the Company for the CSR project / programmes which are in progress, and considering the project mode of CSR activity, where the project extends beyond, there is no shortfall as such in the CSR expenditure as compared to the stipulated 2% of the average net profit of the last three financial years in fact the CSR spend plus the commitment is far higher than the mandated amount for the company.

**7. Responsibility statement of the CSR committee that the implementation and monitoring of CSR policy is in compliance with CSR objectives and Policy of the Company duly signed by Director and Chairperson of the CSR Committee.**

The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

**ANNEXURE TO THE DIRECTORS' REPORT  
SECRETARIAL AUDIT REPORT**

**For the Financial Year Ended 31<sup>st</sup> March, 2015.**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
FreshTrop Fruits Limited  
A-603, Shapath IV, Opp Karnavati Club,  
S. G. Road,  
Ahmedabad - 380015.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by FreshTrop Fruits Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon subject the Annexure "A".

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder as applicable and to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014.
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).

vi. Following laws are applicable specifically to the company

- Food Safety and Standards Act, 2006
- Factories Act, 1948
- The Environment (Protection) Act, 1986 & notifications issued under the Act
- Food Standards

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India **(Not notified hence not applicable to the Company during the audit period).**
- ii. The Listing Agreements entered into by the Company with Stock Exchanges.

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

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. **I further report** that during the audit period the company has not made any corporate action for example:

- a) Public/Right/Preferential issue of shares/debentures/sweat equity, etc.
- b) Redemption/buy-back of securities
- c) Major decision taken by the members in pursuance to section 180 of the Companies Act, 2013
- d) Merger/amalgamation/reconstruction, etc.
- e) Foreign technical collaborations.

**for, R.S. SHARMA & ASSOCIATES**  
Company Secretaries

Place : Ahmedabad  
Date : August 14, 2015

**R.S. SHARMA**  
ACS/FCS No. 3126  
C P No.: 2118

**Annexure-"A"**

To,  
The Members,  
Freshtrop Fruits Limited  
A-603, Shapath IV, Opp Karnavati Club,  
S. G. Road,  
Ahmedabad - 380015

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

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

**for, R.S. SHARMA & ASSOCIATES**  
Company Secretaries

Place : Ahmedabad  
Date : August 14, 2015

**R.S. SHARMA**  
ACS/FCS No. 3126  
C P No.: 2118

## MANAGEMENT DISCUSSION AND ANALYSIS

The discussion hereunder covers the financial results of Freshtrop Fruits Limited for the financial year 2014-15 and its business outlook for the future. Certain statements in the 'Management Discussion and Analysis Report' section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

### 1. INDUSTRY STRUCTURE AND DEVELOPMENT :

#### GRAPES:-

India has, in the international market emerged as a prominent table grape growing and exporting country. We have an exclusive window for exports of table grapes to EU countries along with a well-established infrastructure of pack-houses and cold storages, well planned and executed national residue monitoring plan ably supported by world class analytical laboratories. This has made Indian table grape exports industry worth ₹ 1200 crores and it has potential to grow further. Further development of technologies on salinity and water management; genetic improvement for salinity and drought tolerance as well as disease resistance will help us in maintaining productivity.

The availability of fruits is confined to specific periods of year and the prices are ruled by the market availability. Low temperature storage of fruits is not economical and hence not in practice for domestic market while raisin making solves the problem of grape perishability to some extent but the price realization is not stable. Further, grape has to compete with other fruits during their availability period in the market for consumer preference and price. In spite of this, the grape growers as an organized sector are persisting with grape cultivation and look forward to new technologies for sustaining the productivity, improving quality, reducing the cost of cultivation, extending the area and the season of harvest, high value end uses especially wine making and raisins.

During 2014-15 season the crop was extraordinarily good in most areas and the advance estimate of NHB, probably recorded in December 2014, indicated record production figure of 26,02,000 MT from 120,000 ha. But rains during January and then hailstorms during February and March destroyed the crop in almost all grape growing areas in the state of Maharashtra.

#### FOOD PROCESSING:

The Indian food industry is poised for huge growth, increasing its contribution in world food trade every year. In India, the food sector has emerged as a high-profit sector on the back of the scope it offers for value addition, particularly with the food processing industry getting recognised as a high-priority area.

Accounting for about 32 per cent of the country's total food market, the food processing industry is one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. The total food production in India is likely to double in the next 10 years with the country's domestic food market estimated to reach US\$ 258 billion by 2015.

The role of the Indian government has been instrumental in the growth and development of the industry. The government through the Ministry of Food Processing Industries (MoFPI) is making all efforts to encourage investments in the sector. The Indian food processing industry accounts for 32 per cent of the country's total food market, 14 per cent of manufacturing GDP, 13 per cent of India's exports and six per cent of total industrial investment.

Further, the adoption of food safety and quality assurance mechanisms such as Total Quality Management (TQM) including ISO 9000, ISO 22000, Hazard Analysis and Critical Control Points (HACCP), Good Manufacturing Practices (GMP) and Good Hygienic Practices (GHP) by food processing industry enable adherence to stringent quality and hygiene norms and thereby protect consumer health, prepare the industry to face global competition, enhance product acceptance by overseas buyers and keep the industry technologically abreast of international best practices.

The allocation of ₹ 2,000 crore (US\$ 319.98 million) as a separate National Bank for Agriculture and Rural Development (NABARD) fund for food processing industries during the Union Budget 2014-15 is all set to give a big boost to this sector in India.



*References: Ministry of Food Processing Industries (MoFPI), Agricultural and Processed Food Products Export Development Authority (APEDA), Media reports and Press Releases, Department of Industrial Policy and Promotion (DIPP), Press Information Bureau (PIB), Confederation of Indian Industries (CII)*

## 2. OPPORTUNITIES AND THREATS:

### OPPORTUNITIES

#### GRAPE:

The country is in the midst of a horticulture revolution. Grape is emerging as an important fruit crop of India; it has the third highest productivity and is the highest among fruit crops in earning foreign exchange. Further, it is receiving importance in creating jobs on the farm and other related sectors

Biotechnology has a considerable potential to address many of the challenges in the grape.

Although, it is important to continuously strive to develop new and better technologies. Their effective delivery mechanism would greatly help in bridging wide gap between the potential and the realized productivity.

Some of the major pests and diseases, threatening the grape industry in other countries (e.g. Botrytis etc.) are not reported from our country. Bio-risk is increasing with climate change and owing to trans-boundary insect-pests and diseases.

#### FOOD PROCESSING:

In order to promote food processing industries, increase level of processing and exploit the potential of domestic and international market for processed food products, Vision Document-2015 was prepared by the Ministry, which envisaged trebling the size of investment in the processed food sector by increasing the level of processing of perishables from 6 per cent to 20 per cent, value addition from 20 per cent to 35 per cent and share in global food trade from 1.5 per cent to 3 per cent by 2015. To achieve these targets, an investment of ₹100,000 crore (US\$ 16 billion) is required by the year 2015.

The Ministry of Food Processing Industries has taken some new initiatives to develop the food processing sector which will also help to enhance the incomes of farmers and export of agro and processed foods among others. The government has also approved the setting up of five numbers of Mega Food Parks in the states of Bihar, Maharashtra, Himachal Pradesh and Chattisgarh.

### THREATS / CHALLENGES

#### GRAPES:

##### ➤ Climate revolution:

Grape is one such crop that is highly sensitive to climatic changes. As majority of the grape growing vineyards in India are located in semi-arid tropics, the problems of irrigation water availability and salinity will only get aggravated due to climate change.

Untimely rains and cold waves have recently brought in uncertainty in productivity for grapes, due to increased risk of diseases, less fruitfulness and impairing berry development, Research on protected cultivation may help in reducing such risks.

Increasing quality and sustained optimum production of table grapes under tropical conditions at competitive price is another major issue facing the industry. Abiotic and biotic stresses like continuous drought, soil and water salinity and the high incidence of diseases and pests are major factors that could affect the quality of grapes.

#### FOOD PROCESSING:

High level of wastages in perishables is a challenge but endeavor of the Government is to promote food processing industry to catalyze reduction of wastage of agricultural produce and ensuring higher returns to the farmers. With a view to promote the sector, the Government has been strengthening infrastructure by supporting creation of Cold chain and Mega Food Park under the Central Sector Scheme of Infrastructure Development. Recently, Ministry has sanctioned 17 new Mega Food Parks to attract investment in the sector and will sanction approx. 30 more new Cold Chain projects.

**3. SEGMENT WISE PERFORMANCE :**

- The Company has identified following segments as reportable segments:
- 1) Fresh Fruits
- 2) Food Processing
- Details of Segment wise performance are given at respective place of in this report.

**4. FUTURE OUTLOOK :**

Increasing the production and productivity of grape to meet the demand of growing population is the prime goal for next four decades. Sustaining the productivity under adverse conditions and diversification for value addition and consumer preference are other important goals. Due to awareness of consumers and increase in purchasing power, demand of quality produce is increasing presently. Therefore, development of technologies for the production of quality grapes and processed products will be another goal.

**5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

The Company has adequate Internal control systems commensurate with its size and operations to ensure orderly and efficient conduct of business while safeguarding the assets, quality, safety, procurements, finance and accounts and reducing and detecting error.

**6. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE :**

The financial performance of the Company is described in the Director's Report under the head "Financial Results" and "Review of Operations".

**7. MATERIAL DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT :**

The Company routinely undertakes employee development activities keeping in mind the professional requirements of the employees as well as the growth of the Company.

The Company has embarked on the path to formalize its CSR commitments – and is perhaps the only company in India in the fresh produce export sector to move in this direction. This is not only going to result in better integration within the supply chain but also offer a significant competitive edge in marketing our products in the developed markets across the world.

The Industrial Relations were cordial throughout the year with no incidence of strike or lockouts.

**CAUTIONARY NOTE**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations and others may constitute "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ from those expressed or implied. Several factors that could significantly impact the Company's operations include economic conditions affecting demand, supply and price conditions in the domestic and overseas markets, changes in the Government regulations, tax laws and other statutes, climatic conditions and such incidental factors over which the Company does not have any direct control.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

*References: Ministry of Food Processing Industries (MoFPI), Agricultural and Processed Food Products Export Development Authority (APEDA), Media reports and Press Releases, Department of Industrial Policy and Promotion (DIPP), Press Information Bureau (PIB), Confederation of Indian Industries (CII), National Research Centre for Grapes, Pune)*

**ANNEXURE TO THE DIRECTORS' REPORT  
REPORT ON CORPORATE GOVERNANCE  
(Pursuant to Clause 49 of Listing Agreement)**

In accordance with Clause 49 of the Listing Agreement with BSE Limited (BSE) the report containing the details of Corporate Governance systems and processes at Freshrop Fruits Limited is as follows:

**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

As a policy Freshrop Fruits Limited (FFL) gives utmost importance to achieving high standards of Corporate Governance and is committed to achieve the highest level of Corporate Governance in order to enhance long-term shareholder value.

The Company gives equal importance for maintaining as well as improving the quality of its products and to achieve this, the Company carries out continuous product developments and stringent quality controls norm to have quality of the products known internationally.

The Company gives utmost importance for developing a team of competitive professional managers. Overall, policy is set by the Board of Directors and implemented by a team of professional managers in their respective field. The Company gives fair amount of freedom to the employees to get their best contribution to the Company and rewards and incentives are given in recognition thereof.

**2. BOARD OF DIRECTORS:**

**a) COMPOSITION & SIZE OF THE BOARD**

The Board of Directors of your Company as on March 31, 2015 comprises of Five Directors. The Board of Directors of the Company comprises of optimum mix of both, Executive and Non-executive Directors with independent Directors. The Board of Directors provides leadership and guidance to the Company's management and directs, supervises and controls the performance of the Company. Non-Executive Independent Directors consist of professionals drawn from diverse fields that bring in a wide range of skills and experience to the Board. No Director is related to each other except Mr. Ashok Motiani and Mrs. Nanita Motiani, who are related to each other as spouse.

Independent Directors are non-executive directors as defined under Clause 49(II)(B)(1) of the Listing Agreements entered into with the Stock Exchanges. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013. All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement and Section 149 of the Companies Act, 2013.

The composition of the Board of Directors and number of other Directorship & Memberships / Chairmanships of Committees as on March 31, 2015 are as under:

Name of Director	Category of Directorship	Directorship in other Companies#	Details of Committee##	
			Chairman	Member
Mr. Ashok Motiani (Chairman & Managing Director) DIN: 00124470	Promoter & Executive Director	-	-	-
Mrs. Nanita Motiani (DIN: 00787809)	Promoter & Executive Director	-	-	-
Mr. Mayur J Shah (DIN: 00124633)	Independent & Non-Executive Director	-	-	-
Mr. Dinesh Oza (DIN: 01307881)	Independent & Non-Executive Director	-	-	-
Mr. Anil Sharma (DIN: 06688634)	Independent & Non-Executive Director	-	-	-

# Excluding Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

# # Includes only Audit Committee and Stakeholders' Relationship Committee.

**b) Board Procedure**

Board met Four times during the year under review as mentioned below and the criteria of maximum time gap between any two consecutive meetings shall not exceed four months has been followed by the Company.

1) 30<sup>th</sup> May, 2014 2) 13<sup>th</sup> August, 2014 3) 14<sup>th</sup> November, 2014 4) 07<sup>th</sup> February, 2015

The information as required under Annexure IA to clause 49 of the Listing Agreement is made available to the Board. The agenda and the papers for consideration at the Board Meeting are circulated to the Directors in advance. Adequate information is circulated as part of the Board papers and is also made available at the Board Meeting to enable the Board to take decisions. As required under clause 49 of Listing Agreement, the Board periodically reviews compliances of various laws applicable to the Company.

The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Name of Director	Board Meetings		Attendance at the last AGM held on 22 <sup>nd</sup> September, 2015
	Held	Attended	
Mr. Ashok V. Motiani	4	4	Yes
Mrs. Nanita A Motiani	4	4	Yes
Mr. Mayur Shah	4	4	Yes
Mr. Dinesh Oza	4	4	Yes
Mr. Anil Sharma	4	3	Yes

**c) Code of Conduct**

The Board has laid down a Code of Business Conduct and Ethics (the "Code") for all the Board Members and Senior Management of the Company. The Code is available on the website of the Company All Board Members and Senior Management Personnel have affirmed compliance of the Code of Conduct. A declaration signed by the Chairman and Managing Director to this effect is attached at the end of this report.

The Board has also adopted separate code of conduct with respect to duties of Independent Directors as per the provisions of the Companies Act, 2013.

**d) Meetings of Independent Directors**

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director.

The Lead Independent Director takes appropriate steps to present Independent Directors' views to the Chairman and Managing Director.

Three meetings of Independent Directors were held during the year.

**3. COMMITTEES OF THE BOARD**

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of the diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review.

**A. Audit Committee:**

As measure of good corporate governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee had been constituted by the Board.

The Audit Committee of the Company was reconstituted from time to time to comply with statutory requirement.

During the year under review, Audit Committee met six times on May 30, 2014, August 13, 2014, November 14, 2014, December 18, 2014, January 12, 2015 and February 07, 2015. The intervening gap between two meetings did not exceed four months.

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Dinesh Oza, Chairman	Non-Executive & Independent Director	4	4
Mrs. Nanita Motiani	Executive Director	4	4
Mr. Mayur Shah	Non-Executive & Independent Director	4	4
Mr. Anil Sharma	Non-Executive & Independent Director	4	4

The Chief Financial Officer, representatives of Statutory Auditors, Internal Audit and Finance & Accounts department are invited to the meetings of the Audit Committee.

Mr. Jignesh Gandhi, Company Secretary and Compliance Officer act as Secretary of the Committee. The Chairman of the Committee was present at the last Annual General Meeting held on September 22, 2015.

The Committee discharges such duties and functions generally indicated in Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 and such other functions as may be specifically delegated to the Committee by the Board from time to time.

**Broad Terms of reference**

The Terms of Reference of Audit Committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in Section 177 of the Companies Act, 2013. The power and role of Audit Committee is as prescribed under Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

**B. Nomination and Remuneration Committee:****a) Constitution & Composition of Nomination & Remuneration Committee:**

The Board of Directors of the Company in its meeting held on 30th May, 2014, changed the nomenclature of the Remuneration Committee of the Company to "Nomination and Remuneration Committee" and also modified its terms of reference to comply with the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

During the year under review, Nomination & Remuneration Committee met three times on May 15, 2014, November 10, 2014 and March 30, 2015.

The composition of the Nomination & Remuneration Committee and details of meetings attended by the members are given below:

Name of the Members	Designation	Category	No. of Meetings during the year	
			Held	Attended
Mr. Mayur J Shah	Chairman	Non-Executive & Independent Director	3	3
Mr. Dinesh Oza	Member	Non-Executive & Independent Director	3	3
Mr. Anil Sharma	Member	Non-Executive & Independent Director	3	3

The constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**b) Brief Terms of reference:**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
5. To recommend / review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
6. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
7. To perform such other functions as may be necessary or appropriate for the performance of its duties.

**c) Remuneration Policy:**

**I. Remuneration to Non-Executive Directors:**

The Non-Executive Independent Directors of the Company are paid ₹7,500 as sitting fees and actual reimbursement of expenses incurred for attending each meeting of the Board and Committee.

**II. Remuneration to Executive Directors:**

The Board in consultation with the Nomination & Remuneration Committee decides the remuneration structure for Executive Directors. On the recommendation of the Nomination & Remuneration Committee the Remuneration paid/payable is approved by the Board of Directors and by the members in the General Meeting in terms of provisions applicable from time to time.

**d) Details of Remuneration:**

**I. Non-Executive Directors:**

The details of sitting fees and commission paid to Non-Executive Directors during the Financial year 2014-15 is as under:

Name	Sitting Fees (₹)
Mr. Mayur Shah	30,000
Mr. Dinesh Oza	30,000
Mr. Anil Sharma	22,500

There was no other pecuniary relationship or transaction of Non-Executive Directors vis-à-vis the Company.

**II. Executive Directors:**

Name	Remuneration (Including Perquisites) Paid (₹)
Mr. Ashok Motiani	84,00,000
Mrs. Nanita Motiani	15,00,000

**III. Details of shares of the Company held by Directors as on March 31, 2015 are as under:**

Name	No. of Shares held
Mr. Ashok Motiani	15,20,163
Mrs. Nanita Motiani	8,72,246
Mr. Mayur Shah	8,125
Mr. Dinesh Oza	0
Mr. Anil Sharma	0

**C. Shareholders/Investors' Grievance Committee:**

**a) Constitution & Composition of Stakeholders Relationship Committee:**

The Company constituted a Shareholders/Investors' Grievance Committee to ensure timely services to the Member/Investors and to supervise the performance of the Registrar and Share Transfer Agent and to provide the best services to the Investors. To look into redressal of shareholders and investors complaints like transfer of shares, non-receipt of Annual Report, revalidation of dividend warrant etc.

The Committee meets at the regular interval to ensure that the shareholders queries/grievances have been attended and resolved to the satisfaction of the shareholders.

The Constitution and details of the attendance of the meeting of the Committee members is given in the following table. The Committee met four (4) times during the period 2014-15.

Name of the Members	Designation	No. of Meetings	
		Held	Attended
Mrs. Nanita Motiani, Chairperson	Executive Director	4	4
Mr. Anil Sharma	Non-Executive & Independent Director	4	2
Mr. Mayur Shah	Non-Executive & Independent Director	4	4
Mr. Dinesh Oza	Non-Executive & Independent Director	4	4

**b) Brief terms of reference:**

The brief terms of reference of Stakeholders Relationship Committee are as under:

- To look into the redressal of shareholders and investors complaints like transfer of shares, non-receipt of Annual Report, non-receipt of declared dividend, revalidation of dividend warrant or refund order etc.
- To consider and resolve the grievances of security holders of the company.

**c) Details of complaints received and redressed during the year:**

Opening Balance	During the year		Pending Complaints
	Received	Resolved	
0	2	2	0

**D. Financial Committee:**

The Company constituted Financial Committee with an object to oversee all the matters relating to finance from time to time and perform all such other functions as may be assigned to it by the Board of Directors of the Company.

The Constitution and details of the attendance of the meeting of the Committee members is given in the following table. The Committee met Four times during the period 2014-2015.

Name of the Members	Designation	No. of Meetings during the year	
		Held	Attended
Mr. Mayur J Shah	Non-Executive & Independent Director	4	4
Mrs. Nanita A Motiani	Executive Director	4	4
Mr. Dinesh Oza	Non-Executive & Independent Director	4	4
Mr. Anil Sharma	Non-Executive & Independent Director	4	2

**E. Transfer Committee:**

**a) Constitution & Composition of Transfer Committee:**

The Transfer Committee of the Company was reconstituted from time to time to comply with statutory requirement.

During the year under review, Transfer Committee met three times on May 15, 2014, September 15, 2014 and February 7, 2015.

The composition of the Transfer Committee and details of meetings attended by the members of the Transfer Committee are given below:

Name of the Members	Designation	No. of Meetings	
		Held	Attended
Mr. Mayur J Shah	Non-Executive & Independent Director	4	4
Mrs. Nanita A Motiani	Executive Director	4	4
Mr. Dinesh Oza	Non-Executive & Independent Director	4	4
Mr. Anil Sharma	Non-Executive & Independent Director	4	2

**b) Brief terms of reference:**

1. To approve and register transfer and/or transmission of equity and preference shares and debentures.
2. To subdivide, consolidate and issue equity and preference share certificates and/or debenture certificate on behalf of the Company.
3. To affix or authorise fixation of common seal of the Company on the equity, preference share certificates and debenture certificate of the Company.
4. To issue duplicate equity and preference share certificates and debenture certificate.
5. To apply for dematerialization of the equity, preference shares and debentures.
6. To do all such acts, deeds or things as may be necessary or incidental to the exercise of above powers.

**F. Corporate Social Responsibility (CSR) Committee:**

**a) Constitution & Composition of (CSR) Committee:**

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013 read with rules made thereunder.

During the year under review, CSR Committee met two times on August 13, 2014 and November 14, 2014.

The composition of the CSR Committee and details of meetings attended by the members of the CSR Committee are given below:



Name of the Members	Designation	No. of Meetings	
		Held	Attended
Mrs. Nanita Motiani, Chairperson	Executive Director	2	2
Mr. Anil Sharma	Non-Executive & Independent Director	2	2
Mr. Mayur Shah	Non-Executive & Independent Director	2	2
Mr. Dinesh Oza	Non-Executive & Independent Director	2	2

The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of "Corporate Social Responsibility Policy", observe practices of Corporate Governance at all levels and to suggest remedial measures wherever necessary.

The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

**b) Terms of reference of the Committee, inter alia, includes the following:**

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and rules made thereunder;
2. To recommend the amount of expenditure to be incurred on the CSR activities.
3. To monitor the implementation of framework of CSR Policy.
4. To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

**c) CSR Policy :**

Your Company has developed a CSR Policy which is uploaded on the website of the Company.

**G. ESOS Compensation Committee:**

A Compensation Committee known as "ESOS Compensation Committee" has been constituted in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, for formulating and implementing an Employee Stock Option Scheme of the Company.

The Committee oversees the formulation of ESOP plans, the implementation of the Scheme, its administration, supervision, and formulating detailed terms and conditions in accordance with the SEBI Guidelines.

The Compensation Committee comprises of three Non- Executive & Independent Directors, and one whole time director. During the Financial Year 2013-14, one meetings of the Committee were held which were attended by all the members.

**4. Subsidiary Companies:**

The Company does not have any subsidiary.

**5. Whistle Blower Policy:**

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee.

**6. General Body Meetings:****A. Annual General Meeting:**

The date, time and location of the Annual General Meetings held during the preceding 3 years and special resolution passed thereat is as follows.

Financial Year	Date & Time	Venue	No. of Special Resolutions passed
2011-12	12.09.2012 11.00 a.m.	Karnavati Club, S. G. Road, Ahmedabad – 380015	1
2012-13	27.09.2013 11.00 a.m.	Karnavati Club, S. G. Road, Ahmedabad – 380015	1
2013-14	22.09.2014 11.00 a.m.	Rajpath Club, S. G. Road, Ahmedabad – 380015	3

No Special Resolution was passed through Postal Ballot during the financial year 2013-14. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot.

**7. Disclosure:**

- There were no transactions of material nature between the Company and its Directors or Management and their relatives or Promoters that may have potential conflict with the interest of the Company. The details of the related party transactions are disclosed in the financial section of this Annual Report.
- In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.
- Management Discussion and Analysis Report is set out in a separate Section included in this Annual Report and forms part of this Report.
- The Company has complied with all the mandatory requirements of the Listing Agreement with the Stock Exchange as well as regulations and guidelines of the SEBI. Further, no penalties, strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the year under review.
- No treatment different from Accounting Standards, prescribed by the Institute of Chartered Accountants of India, has been followed in the preparation of financial statements.
- The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement.

**8. Means of Communication with shareholders:**

The Quarterly, half-yearly and annual results were taken on record by the Board of Directors and submitted to the Stock Exchanges in terms of the requirements of clause 41 of the Listing Agreement and published in widely circulating national and local dailies such as "Business Standard" in English and Jansatta in Gujarati and also put on the website of the Company.

Website : [www.freshtrop.com](http://www.freshtrop.com)  
 Compliance Officer : Mr. Jignesh J Gandhi  
 Address : A-603, Shapath IV, Opp. Karnavati Club, S.G. Road, Ahmedabad – 380 015  
 E-mail : [investor@freshtrop.com](mailto:investor@freshtrop.com)  
 Tel. No. 079 – 40307050-57

**9. General Shareholders Information:****a) Company Registration details**

The Company is registered in the State of Gujarat, India. The Corporate Identity Number allotted to the Company by the Ministry of Corporate Affairs is L15400GJ1992PLC018365.

**b) Date, time and venue of the 23<sup>rd</sup> Annual General Meeting:**

Monday, the September 28, 2015 at 11.00 a.m. at Rajpath Club, S. G. Road, Ahmedabad – 380015.

**c) Registered Office:**

A-603, Shapath IV, Opp Karnavati Club, S.G. Road, Ahmedabad – 380015.

**d) Financial Year:**

Financial year is from 1<sup>st</sup> April to 31<sup>st</sup> March of the year and financial results will be declared as per the following schedule.

Particulars	:	Tentative Schedule
Quarterly Results		
Quarter ending on June 30, 2015	:	On or before August 14, 2015
Quarter ending on September 30, 2015	:	On or before November 14, 2015
Quarter ending on December 31, 2015	:	On or before February 14, 2016
Annual Result of 2015-16	:	Within 60 days from March 31, 2016
Annual General Meeting	:	September, 2016

**e) Book Closure Date**

The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 22, 2015 to Monday, September 28, 2015 (both days inclusive) for the purpose of entitlement of dividend

**f) Dividend**

₹1/- per share of ₹10/- each (i.e. 10%)

**g) Dividend Payment Date**

Dividend, if declared, shall be paid to all the eligible shareholders on or after September 28, 2015.

**h) Listing on Stock Exchange:**

The Company's shares are listed on the following stock exchanges:

Name of Stock Exchange	Address	Code
Bombay Stock Exchange Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	530077

The Listing fee for the year 2015-16 has already been paid to BSE. The custodial fees payable to depositories namely NSDL & CDSL has also been remitted by the Company.

**i) Market Price Data**

High and low prices of Equity Shares during the 12 months period ended 31<sup>st</sup> March 2014 were as follows:

Month	Bombay Stock Exchange Ltd	
	High (₹)	Low (₹)
April, 2014	28.10	24.00
May, 2014	30.90	22.75
June, 2014	35.90	29.15
July, 2014	42.00	32.55
August, 2014	65.95	37.30
September, 2014	74.70	44.00
October, 2014	79.80	53.10
November, 2014	137.40	77.90
December, 2014	137.00	98.00
January, 2015	207.00	114.00
February, 2015	195.80	134.50
March, 2015	194.00	114.00

**j) Registrar & Transfer Agents:**

Name & Address : BIGSHARE SERVICES PRIVATE LIMITED  
 E-2, Ansa Industrial Estate,  
 Sakivihar Road, Saki Naka,  
 Andheri (E), Mumbai – 400 072  
 Tel. : 022 – 2847 0652 / 40430200  
 Fax. : 022 – 2847 5207  
 Email : [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
 Contact Person : Ms. Ujata P  
 Website : [www.bigshareonline.com](http://www.bigshareonline.com)

**k) Transfer to Investor Education and Protection Fund (IEPF) :**

In terms of the Section 205C of the Companies Act, 1956, the amount that remained unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

During the year under review, the unclaimed dividend amount for the year 2006-07 was transferred to the IEPF established by the Central Government under applicable provisions of the Companies Act.

**l) Share Transfer Procedure:**

The Company has hired the services of SEBI registered Registrar and Transfer Agent for physical transfer as well as electronic connectivity. All the transfers are processed by the Registrar and Share Transfer Agents and are approved by the Transfer Committee.

**m) Shareholding as on March 31, 2015:****(a) Distribution of Shareholding as on March, 31 2015:**

No. of Shares	Shareholders		Shares	
	Nos.	% of total	Nos.	% of total
1 – 500	5,084	80.8653	8,25,326	6.7956
501 – 1000	540	8.5892	4,32,006	3.5571
1001 – 2000	302	4.8036	4,61,542	3.8003
2001 – 3000	120	1.9087	3,02,189	2.4882
3001 – 4000	51	0.8112	1,86,106	1.5324
4001 – 5000	39	0.6203	1,85,428	1.5268
5001 – 10000	81	1.2884	6,06,952	4.9975
10001 – above	70	1.1134	91,45,451	75.3022
<b>Total</b>	<b>6,287</b>	<b>100.00</b>	<b>1,21,45,000</b>	<b>100.00</b>

**(b) Shareholding pattern as on March 31, 2015**

Category	No. of Shareholders	Total No. of Shares held	% to Capital
Promoter's and Relatives	6	6,731,870	55.43
Resident Individuals (incl.HUF)	5,934	3,887,046	32.01
Foreign Institutional Investors (FII'S)	1	185,000	1.52
Non Resident Individuals	134	694,490	5.72
Bodies Corporate	170	497,249	4.09
Clearing Members	40	149,345	1.23
<b>Total</b>	<b>6,285</b>	<b>12,145,000</b>	<b>100.00</b>

**n) Dematerialization of Shares and Liquidity:**

The Company has already established connectivity with National Securities Depository Ltd and Central Securities Depository Ltd through Bigshare Service Private Limited, Registrar & Share Transfer Agent, so as to facilitate the dematerialization of its shares.

The Demat security code (ISIN) for the equity shares is INE795D01011 (For both NSDL & CDSL)

**o) Address for Correspondence:**

1. Share Transfer in Physical Form and other communication in that regard including share certificate, dividend and change of address etc., may be addressed to our Registrar & Share Transfer Agents at the address mentioned above.
2. Shareholders may also contact the Compliance Officer, Freshrop Fruit Limited, A-603, Shapath IV, Opp. Karnavati Club, S.G. Road, Ahmedabad – 380 015.  
Phone: 079-40307050-57, Fax: 079-66527069  
E-mail: [investor@freshrop.com](mailto:investor@freshrop.com)
3. Shareholders holding shares in electric mode should address all their correspondence to their respective depository participants.

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**DECLARATION**

I, Ashok Motiani, Chairman and Managing Director of Freshrop Fruits Limited hereby declare that as of March 31, 2015, all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct and Ethics for Directors and Senior Management Personnel laid down by the Company.

Date: August 14, 2015

Regd. Office:  
A-603, Shapath IV,  
Opp. Karnavati Club, S G Road,  
Ahmedabad – 380 015

By order of the Board  
**For Freshrop Fruits Ltd.,**

**Ashok V Motiani**  
Chairman & Managing Director  
DIN: 00124470

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**CHIEF EXECUTIVE OFFICER'S CERTIFICATE**

To,  
The Board of Directors,  
Freshrop Fruits Limited

We have reviewed the financial statements and the cash flow statements for the year ended March 31, 2015 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2015 which are fraudulent, illegal or violation of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the auditors and the Audit Committee:
  - a. There have been no significant changes in internal control system during the year;
  - b. There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. There have been no instances of significant fraud of which we have become aware, involving management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Ahmedabad  
Date : August 14, 2015

Ashok Motiani  
Managing Director

Ashish Parekh  
Chief Financial Officer

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**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of  
FRESHROP FRUITS LIMITED

We have examined the compliance of conditions of Corporate Governance by **FRESHROP FRUITS LIMITED** for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliances of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the condition of the certificate of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We further state that such compliances in neither an assurance as to the future viability of the Company not of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Mayank Shah & Associates**  
Chartered Accountants  
Firm Registration No: 106109W

Date : August 14, 2015  
Place : Ahmedabad

**M.S. SHAH**  
Partner  
M.NO. 44093

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## Independent Auditor's Report

### TO THE MEMBERS OF FRESHTROP FRUITS LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of **FRESHTROP FRUITS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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, read with Rule 7 of the Companies(Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### Opinion

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 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 31<sup>st</sup> March, 2015, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters specified in paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the 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 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) 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 has disclosed the impact of pending litigations as at 31<sup>st</sup> March, 2015 on its financial position in its financial statements – Refer Note 29 to the Financial Statements.
    - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses under the applicable law or accounting standards.
    - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education & Protection Fund by the Company during the year ended 31<sup>st</sup> March, 2015.

**For Mayank Shah & Associates**  
Chartered Accountants  
Firm Registration No: 106109W

**M.S. SHAH**  
Partner  
Membership No. 44093

Ahmedabad  
May 29, 2015



### ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

**(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" section of our report of even date)**

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets;
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular program of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals having regard to the size of the company, nature and value of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of its inventories,
- (a) The inventory except goods-in-transit has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. For goods-in-transit at year end, Bill of Lading has been obtained from shipping Lines.
- (b) In our opinion and according to information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to information and explanation given to us, the Company has maintained proper records of inventory. The discrepancies noticed on verification between physical stocks and book records were not material.
- (iii) The company has not granted any loans, Secured or Unsecured to the company, firms, or other party covered in the register maintained under section 189 of the Companies Act. Accordingly, paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories and fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
- (v) The Company has not accepted deposit from public in accordance with the provisions of Sections 73 to 76 of the Act and rules framed thereunder.
- (vi) In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.
- (vii) (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 / Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and material statutory dues wherever applicable have generally been regularly deposited during the year by the Company with the appropriate authorities. Further, According to the information and explanations given to us, no such undisputed amounts payable were in arrears as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, details of dues towards Income Tax and Service Tax, which have not been deposited by the Company on account of disputes are as follows :

<b>Name of the Statute</b>	<b>Nature of the Dues</b>	<b>Amounts (in ₹)</b>	<b>Period to which amount relates</b>	<b>Forum where dispute is pending</b>
Finance Act, 1994	Service Tax & Penalty	4,32,44,054	Various Year 2006-07 to 2011-12	C.S.T-Service Tax Ahmedabad
Income Tax Act, 1961	Income Tax	75,55,058	A.Y. 2005-06	Income Tax Appellate Tribunal

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**Annual Report 2014 - 2015**

According to the information and explanations given to us, there are no dues of wealth tax, Sales Tax including Value Added Tax, Excise Duty, Custom Duty and Cess which have not been deposited with the appropriate authorities on account of any dispute.

- (c) The amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made there under has been transferred to such fund within time.
- (viii) The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year;
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted during the year in repayment of dues to its financial institution and bankers. The Company did not have any outstanding debentures during the year.
- (x) According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
- (xi) In our opinion and according to the information and explanations given to us, the term loans taken by the Company has been applied for the purpose for which it was obtained.
- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

**For Mayank Shah & Associates**  
Chartered Accountants  
Firm Registration No: 106109W

**M.S. SHAH**  
Partner  
Membership No. 44093

Ahmedabad  
May 29, 2015

## BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Note	As At 31.03.2015 in ₹	As At 31.03.2014 in ₹
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share Capital	2	121,450,000	121,450,000
Optionally Convertible Warrants	3	Nil	Nil
Reserves and Surplus	4	278,478,014	220,202,062
		<b>399,928,014</b>	<b>341,652,062</b>
<b>Deffered Grant</b>	5	Nil	Nil
<b>Non-current liabilities</b>			
Long-Term Borrowings	6	36,714,112	36,510,464
Deferred Tax Liabilities (Net)	7	49,091,368	45,474,220
		<b>85,805,480</b>	<b>81,984,684</b>
<b>Current liabilities</b>			
Short-Term Borrowings	8	180,557,732	180,514,311
Trade Payables	9	164,755,867	403,624,104
Other Current Liabilities	10	69,663,057	60,798,412
Short-Term Provisions	11	18,777,972	24,893,445
		<b>433,754,627</b>	<b>669,830,272</b>
<b>TOTAL</b>		<b>919,488,122</b>	<b>1,093,467,018</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed Assets	12		
Tangible Assets		421,908,858	365,726,203
Intangible Assets		39,929	63,486
Capital Work in progress		Nil	11,765,381
		<b>421,948,787</b>	<b>377,555,070</b>
Non-Current Investments	13	250	250
Long-Term Loans and Advances	14	6,835,218	30,474,560
		<b>6,835,468</b>	<b>30,474,810</b>
<b>Current assets</b>			
Inventories	15	322,685,163	437,112,060
Trade Receivables	16	109,118,982	175,232,683
Cash and Bank Balances	17	36,281,466	30,325,765
Short-Term Loans and Advances	18	8,553,843	26,911,492
Other Current Assets	19	14,064,414	15,855,138
		<b>490,703,868</b>	<b>685,437,138</b>
<b>TOTAL</b>		<b>919,488,122</b>	<b>1,093,467,018</b>
Significant Accounting Policies	1		
The notes are an integral part of the financial statements			

As per our report of even date attached  
For, **MAYANK SHAH & ASSOCIATES**  
Chartered Accountants  
(Firm Reg. No. 106109W)

**(M. S. Shah)**  
Partner  
M. No. 44093

Place: Ahmedabad  
Date: 29.05.2015

For and on behalf of the Board

**(Ashok Motiani)**  
Chairman and Managing Director  
DIN No. : 00124470

**(Ashish Parekh)**  
Chief Financial Officer

Place: Ahmedabad  
Date: 29.05.2015

**(Nanita Motiani)**  
Executive Director  
DIN No. : 00787809

**(Jignesh Gandhi)**  
Company Secretary

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON MARCH 31, 2015**

Particulars	Note	Year Ended 31.03.2015 in ₹	Year Ended 31.03.2014 in ₹
<b>INCOME</b>			
Sale of Products	20	1,120,830,753	1,066,974,725
Sale of Services		21,285,519	18,719,260
Other Operating Income		68,928,232	54,863,194
		1,211,044,503	1,140,557,179
Less : Excise Duty		(6,054,735)	(4,947,425)
Revenue from Operations		<b>1,204,989,768</b>	<b>1,135,609,754</b>
Other Income	21	25,956,780	12,258,947
<b>Total Revenue</b>		<b>1,230,946,549</b>	<b>1,147,868,701</b>
<b>EXPENDITURE</b>			
Cost of Materials Consumed	22	671,953,259	786,433,086
Changes in Inventories of Finished Goods	23	101,368,149	(76,254,504)
Employee Benefits Expenses	24	53,796,818	46,789,488
Finance Cost	25	19,365,681	20,261,804
Depreciation and Amortization Expenses	26	37,915,269	21,406,059
Other Expenses	27	217,806,025	267,271,284
<b>Total Expenses</b>		<b>1,102,205,201</b>	<b>1,065,907,217</b>
<b>Profit/(Loss) Before Tax and Exceptional Items</b>		<b>128,741,347</b>	<b>81,961,484</b>
Exceptional Items	28	4,705,358	Nil
<b>Profit/(Loss) Before Tax</b>		<b>124,035,989</b>	<b>81,961,484</b>
<b>Tax Expenses:</b>			
Current tax		42,600,000	23,000,000
Deferred tax		5,147,048	2,509,091
Taxes of earlier years		424,137	Nil
		48,171,185	25,509,091
<b>Profit for the year</b>		<b>75,864,804</b>	<b>56,452,393</b>
Earnings per Equity Share (Face Value ₹ 10)			
Basic & Diluted Earning per Share after tax before & Exceptional Items	30	6.63	4.76
Basic & Diluted Earning per Share after tax & Exceptional Items	30	6.25	4.76
Significant Accounting Policies	1		
The notes are an integral part of the financial statements			

As per our report of even date attached  
For, **MAYANK SHAH & ASSOCIATES**  
Chartered Accountants  
(Firm Reg. No. 106109W)

**(M. S. Shah)**  
Partner  
M. No. 44093

Place : Ahmedabad  
Date : 29.05.2015

For and on behalf of the Board

**(Ashok Motiani)**  
Chairman and Managing Director  
DIN No. : 00124470

**(Ashish Parekh)**  
Chief Financial Officer

Place : Ahmedabad  
Date : 29.05.2015

**(Nanita Motiani)**  
Executive Director  
DIN No. : 00787809

**(Jignesh Gandhi)**  
Company Secretary

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015**

<b>Particulars</b>	<b>For the Period ended 31.03.2015 (₹)</b>	<b>For the Period ended 31.03.2014 (₹)</b>
<b>A Cash Flow from Operating Activities :</b>		
Net Profit / (loss) before Tax and after exceptional items	124,035,989	81,961,484
<b>Adjustments For :</b>		
Depreciation and Amortisation	37,915,269	21,406,059
Amortisation of Preliminary Expenses	-	19,392
(Profit) / Loss on sale of Investments	(49,792)	-
(Profit) / Loss on sale of Assets	5,124,567	(8,822)
Unrealised Foreign Exchange Loss / (Gain)	(15,769,586)	2,190,270
Finance Cost	19,365,681	20,261,804
Interest / Dividend / Rent received	(512,307)	(287,028)
Operating Profit before Working Capital Changes	<b>170,109,820</b>	<b>125,543,159</b>
<b>Adjustments For :</b>		
(Increase) / Decrease in Trade Receivables	81,693,799	(33,812,135)
(Increase) / Decrease in Inventories	114,426,897	(105,243,140)
Increase / (Decrease) in Trade Payables & Others	(206,914,229)	119,779,523
Cash generated from Operations	159,316,287	106,267,407
Direct Taxes Paid (Net of Refund)	37,777,214	(12,190,696)
<b>Net Cash used in Operating Activities (A)</b>	<b>121,539,073</b>	<b>94,076,711</b>
<b>B Cash Flow from Investing Activities :</b>		
Purchase of Fixed Assets including Capital Work In Progress and capital advances	(94,022,752)	(65,322,032)
Interest / Dividend / Rent received	512,307	287,028
Profit / (Loss) on sale of Investments	49,792	-
Sale / Deduction of Fixed Assets	2,088,171	75,556
<b>Net Cash used in Investment Activities (B)</b>	<b>(91,372,481)</b>	<b>(64,959,448)</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015 (Contd...)**

Particulars	For the Period ended 31.03.2015 (₹)	For the Period ended 31.03.2014 (₹)
<b>C Cash Flow from Financing Activities :</b>		
Increase / (Decrease) in Long Term Borrowings	10,621,826	5,657,907
Increase / (Decrease) in Short Term Borrowings	43,421	9,576,667
Increase in Share Capital including Share Premium	-	5,250,000
Finance Cost	(19,365,681)	(20,261,804)
Dividend Paid	(14,209,043)	(13,882,778)
<b>Net Cash from Financing Activities (C)</b>	<b>(22,909,477)</b>	<b>(13,660,008)</b>
<b>Net Increase In Cash &amp; Cash equivalents (A+B+C)</b>	<b>7,257,114</b>	<b>15,457,255</b>
Cash & Cash Equivalents at the beginning of the year	26,111,444	10,654,189
Cash & Cash Equivalents at the end of the year	33,368,558	26,111,444

As per our report of even date attached  
For, **MAYANK SHAH & ASSOCIATES**  
*Chartered Accountants*  
(Firm Reg. No. 106109W)

**(M. S. Shah)**  
*Partner*  
M. No. 44093

Place: Ahmedabad  
Date : 29.05.2015

For and on behalf of the Board

**(Ashok Motiani)**  
Chairman and Managing Director  
DIN No. : 00124470

**(Ashish Parekh)**  
Chief Financial Officer

Place: Ahmedabad  
Date : 29.05.2015

**(Nanita Motiani)**  
Executive Director  
DIN No. : 00787809

**(Jignesh Gandhi)**  
Company Secretary

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015****1 Significant Accounting Policies :****1.1 Basis of Preparation of Financial Statements**

## a) Basis of Accounting

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] of the Companies Act, 1956 and the other relevant provisions of the Companies Act, 2013.

## b) Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon management evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any revisions to accounting estimates are recognised prospectively in current and future periods.

## c) Current / Non Current Classification

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

**1.2 Fixed Assets and Depreciation / Amortization**

## a) Tangible Fixed Assets

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Depreciation on tangible fixed assets of the company is provided using Straight line method on pro-rata basis at rates and in manner specified in Schedule II of the Companies Act, 2013. Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II.

## b) Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to enterprise and the cost of the assets can be measured reliably. The intangible assets are recorded at the consideration paid for the acquisition of such assets and are carried at cost less accumulated amortization and accumulated impairment loss, if any.

Costs incurred on acquisition of intangible assets are capitalized and amortized on a straight-line basis over their technically assessed useful lives, as mentioned below :

Intangible Assets	Estimated Useful Lives (Years)
Software/Website	5

c) Capital Work in Progress & Capital Advances

Cost of Assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as Long Term Loans & Advances.

d) Impairment

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

1.3 Investments

Investments are classified into current and non-current investments. Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as non-current investments.

Current investments are stated at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

Non-current investments are stated at cost. A provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is recognised in the Statement of Profit and Loss.

1.4 Inventories

a) Raw materials, finished goods, packing materials, stores and spares and consumables are carried at the lower of cost and net realizable value after providing for obsolescence, if any. The comparison of cost and net realizable value is made on an item-by item basis.

b) In determining the cost of raw materials, packing materials, consumables, stores and spares, First-in-First-Out (FIFO) method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

c) Cost of finished goods includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, excise duty as applicable and other costs incurred in bringing the inventories to their present location and condition.

d) Materials in transit are valued at cost-to-date.

1.5 Transactions in Foreign Currency:

a) Initial recognition:

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss.

b) Measurement of foreign currency items at the Balance Sheet date:

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.



c) Forward exchange contracts:

The Company enters into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the period in which the exchange rate changes. Any Profit or Loss arising on cancellation or renewal of such forward exchange contract is also recognized as income or expense for the period.

1.6 Revenue Recognitiona) Export Salesi) Consignment Sales

Sale of goods in case of goods exported on consignment basis is recognized on acknowledgment of sale by the consignee.

ii) Sales by Fixed Price Contract

Sales against fixed price contract are recognized when the significant risks and rewards of ownership are transferred to the buyer.

b) Domestic Sales

Revenue from sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer. The amount recognized as sale is exclusive of sales tax/VAT and is net of returns & discounts. Sales are stated gross of excise duty as well as net of excise duty; excise duty being the amount included in the amount of gross turnover. The excise duty related to the difference between the closing stock and opening stock is recognized separately as part of changes in inventories of finished goods.

c) Job Work Sales

Job Work Sales are recognized as and when the processing of specific products is completed and related costs are incurred in accordance with the terms of the specific contracts.

d) Export Incentive

Export Incentives are recognized when the right to receive credit as per the terms of Incentives is established in respect of the exports made and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

e) Other Income

Interest income is recognized on the time proportion basis.

Dividend income is recognized when the right to receive payment is established.

1.7 Employee Benefitsa) Short Term Employees Benefit

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, short term compensated absences, ex-gratia, etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

b) Post Employment Benefit

Defined Contribution Plans :

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts.

The Company makes specified monthly contributions towards employee provident fund to Government administered provident funds scheme and Employees' State Insurance Corporation (ESIC) which are a defined contribution plan. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans :

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs and the fair value of any plan assets are deducted. The calculation of the Company's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the Balance sheet date.

The Company recognizes all actuarial gains and losses arising from defined benefit plans immediately in the Statement of Profit and Loss. All expenses related to defined benefit plans are recognized in employee benefits expense in the Statement of Profit and Loss. The Company recognizes gains and losses on the curtailment or settlement of a defined benefit plan when the curtailment or settlement occurs.

The Company has funded its gratuity liability with Life Insurance Corporation of India (LIC) under the Group Gratuity Cash Accumulation Plan.

c) Compensated Absences

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

1.8 Borrowing Cost

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, are added to the cost of those assets, upto the date when the assets are ready for their intended use. All other borrowing costs are expensed in the period they occur.

1.9 Provisions and Contingencies

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A contingent liability exists when there is a possible but not probable obligation or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

1.10 Taxes on Income

Income tax expenses comprise current and deferred taxes. Current tax is determined on income for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws and after considering credit for Minimum Alternate Tax (MAT) available under the said Act. MAT paid in accordance with the tax laws which

gives future economic benefits in the form of adjustments to future tax liability, is considered as an asset if there is convincing evidence that the future economic benefit associated with it will flow to the Company resulting in payment of normal income tax.

Deferred tax is recognized on timing differences; being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that there is a reasonable certainty that there will be sufficient future taxable income will be available against which these can be realized. However if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realizability.

#### 1.11 Research and Development Expenditure

Revenue expenditure on research and development is charged under respective heads of account in the year in which it is incurred. Capital expenditure on research and development is included as part of fixed assets and depreciated on the same basis as other fixed assets.

#### 1.12 Segment Accounting

Segment accounting policies are in line with the accounting policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:

- a) Segment revenue includes sales and other income directly identifiable with/ allocable to the segment.
- b) Expenses that are directly identifiable with/ allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under "Un-allocable Corporate Expenditure".
- c) Income which relates to the Company as a whole and not allocable to segments is included in "Un-allocable Corporate Income".
- d) Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable Corporate Assets and Liabilities represent the assets and liabilities that relate to the Company as whole and not allocable to any segment.

#### 1.13 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders after deducting preference dividends and attributable taxes by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

#### 1.14 Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

#### 1.15 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**2. SHARE CAPITAL**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
<b>Authorized</b> 1,50,00,000 Equity Shares of ₹10/- each	150,000,000	150,000,000
<b>Issued, Subscribed &amp; Paid-up Share Capital</b> 1,21,45,000 (P.Y. 1,21,45,000) Equity Shares of ₹10/- each fully paid	121,450,000	121,450,000
<b>TOTAL</b>	<b>121,450,000</b>	<b>121,450,000</b>

**2.1 Reconciliation of number of Equity Shares**

Particulars	As At 31-03-2015 In ₹	As At 31-03-2014 In ₹
Shares outstanding at the beginning of the year	12,145,000	11,645,000
Add: Issued during the year on exercise of Convertible Warrants	-	500,000
<b>Shares outstanding at the end of the year</b>	<b>12,145,000</b>	<b>12,145,000</b>

**2.2 Rights, Preferences and Restrictions attached to Shares**

The Company has only one class of equity shares having a par value of ₹10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

**2.3 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Particulars	As At 31.03.2015		As At 31.03.2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Freshcap Foodstuff LLP (Formerly known as Freshcap Investments Pvt. Ltd)	2,478,013	20.40%	2,435,013	20.05%
Ashok Vishandas Motiani	1,520,163	12.52%	1,548,553	12.75%
Nanita Ashok Motiani	872,246	7.18%	872,246	7.18%
Dipti Ashok Motiani	769,712	6.34%	769,712	6.34%
Priyanka Tandon	629,082	5.18%	629,082	5.18%

**3. OPTIONALLY CONVERTIBLE WARRANTS**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
NIL (P.Y.500,000) Optionally Convertible Warrants of ₹14 each	Nil	7,000,000
500,000 (P.Y.1,100,000) Optionally Convertible Warrants paid up of ₹3.50 each	Nil	1,750,000
Add: 500,000 (P.Y.600,000) Optionally Convertible Warrants Option availed during the year	Nil	5,250,000
Less: Option Exercised during the Year	Nil	7,000,000
<b>Balance at the end of the year</b>	<b>Nil</b>	<b>Nil</b>

**4. RESERVES & SURPLUS**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
<b>Capital Reserves</b>		
At The Comencement and at the end of the year	8,950,000	8,950,000
<b>Securities Premium Account</b>		
Opening Balance	18,800,000	16,800,000
Add: Securities premium credited on Conversion of Share Warrants	Nil	2,000,000
<b>Balance as at the end of the year</b>	<b>18,800,000</b>	<b>18,800,000</b>
<b>General Reserves</b>		
At The Comencement and at the end of the year	<b>1,287,965</b>	<b>1,287,965</b>
<b>Surplus in Statement of Profit and Loss At The Comencement and at the end of the year</b>		
At The Comencement and at the end of the year	191,164,097	148,920,748
Add: Surplus/(deficit) during the year	75,864,804	56,452,393
Less: Proposed Dividends	12,145,000	12,145,000
Less: Distribution Tax on Proposed Dividends	2,472,722	2,064,043
Less: Additional Depreciation (net of tax ₹15,29,900) Pursuant to Enactment of Schedule II of the companies Act 2013 (See Note No. 12.1)	(2,971,130)	Nil
<b>Balance at the end of the year</b>	<b>249,440,049</b>	<b>191,164,097</b>
<b>TOTAL</b>	<b>278,478,014</b>	<b>220,202,062</b>

**5. DEFERRED GOVERNMENT GRANT**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
Balance as at the beginning of the year	Nil	72,597,226
Less: Recognized during the year	Nil	Nil
Less: Net Deduction from value of Fixed Assets due to change in method	Nil	(72,597,226)
<b>Balance as at the end of the year</b>	<b>Nil</b>	<b>Nil</b>

**6. LONG TERM BORROWINGS**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
<b>Secured</b>		
Term loans from Banks	25,820,800	30,413,406
From Others	4,725,197	1,714,030
<b>Unsecured</b>		
From Director	6,168,115	Nil
Inter Corporate Deposit	Nil	4,383,028
<b>TOTAL</b>	<b>36,714,112</b>	<b>36,510,464</b>
Current Maturities of Long Term Borrowings	*4,11,29,136	*3,07,10,958
*Amount disclosed under other current liabilities (Refer Note 10)		

**6.1 Nature of Security and terms of repayment for Long Term Secured Borrowing**

- 6.1.1 Term Loan of ₹Nil (P.Y. ₹56,25,000) is secured by First charge over the entire fixed assets of the company located at the Unit-IV for Tomato Processing Line repayable in 16 Quarterly Installments starting From March,2011. Last Installment due in December,2014. Rate of Interest 13.25% p.a. (Last year 13.25% p.a.) at year end.
- 6.1.2 Term Loan of ₹1,89,66,400 (P.Y.3,52,12,000) is secured by Equitable mortgage of Factory Land & Building located at Unit-1 repayable in 36 Monthly Installments starting From July,2013. Last Installment due in June,2016. Rate of Interest 13.25% p.a. (Last year 13.25% p.a.) at year end.
- 6.1.3 Term Loan of ₹1,24,90,000 (P.Y.64,01,000) is secured by Equitable mortgage of Factory Land & Building located at Unit-1 repayable in 36 Monthly Installments starting From Sep-14. Last Installment due in Jun-17. Rate of Interest 13.25% p.a. (Last year 13.25% p.a.)
- 6.1.4 Term Loan of ₹81,91,000 (P.Y.22,49,000) is secured by Equitable mortgage of Factory Land & Building located at Unit-1 repayable in 36 Monthly Installments starting From September,2014. Last Installment due in June,2017. Rate of Interest 13.25% p.a. (Last year 13.25% p.a.) at year end.
- 6.1.5 Term Loan of ₹75,07,000 (P.Y.1,00,00,000) is secured by Equitable mortgage of Factory Land & Building located at Unit-1 repayable in 36 Monthly Installments starting From September,2014. Last Installment due in June,2017. Rate of Interest 13.25% p.a. (Last year 13.25% p.a.) at year end.
- 6.1.6 Term Loan of ₹1,32,24,000 (P.Y.Nil) is secured by Equitable mortgage of Factory Land & Building located at Unit-1 repayable in 36 Monthly Installments starting From September,2014. Last Installment due in June,2017. Rate of Interest 13.25% p.a. (Last year 13.25% p.a.) at year end.
- 6.1.7 The above mentioned term Loans are collectively secured by first charge by way of mortgage of factory land & building & plant & machinery located at Unit-I, Unit-II and Unit-IV & further secured by Extension of charge on current assets of the company & personal Guarantee of Chariman & Managing Director.
- 6.1.8 Term Loan of ₹8,90,984 (P.Y. ₹15,33,568) is secured by Hypothecation on the Vehicle of the company repayable in 35 Monthly Installment starting From July,2013. Last Installment due in January,2016. Rate of Interest 11.00% p.a. (Last Year 11.00% p.a.) at year end.
- 6.1.9 Term Loan of ₹8,22,087 (P.Y. ₹17,39,465) is secured by Hypothecation on the Vehicle of the company repayable 30 Monthly Installments starting From August,2013. Last Installment due in January,2016. Rate of Interest 8.35% p.a. (Last Year 8.35% p.a.) at year end.

- 6.1.10 Term Loan of ₹17,20,517 (P.Y. ₹Nil) is secured by Hypothecation on the Vehicle of the company repayable 35 Monthly Installments starting From August,2014. Last Installment due in June,2017. Rate of Interest 8.35% p.a.(Last Year Nil.) at year end.
- 6.1.11 Term Loan of ₹Nil (P.Y. ₹78,362) is secured by Hypothecation on the Vehicle of the company repayable in 35 Monthly Installments starting From July,2011. Last Installment due in May,2014. Rate of Interest 10.45% p.a.. (Last Year 10.45% p.a.) at year end.
- 6.1.12 Term Loan of ₹78,63,146 (P.Y. ₹Nil) is secured by first & exclusive charge on machinery purchased out of TCFSL fund repayable in 24 Monthly Installments starting From February, 2015. Last Installment due in January,2017. Rate of Interest 13.00% p.a.(Last Year Nil.).It is also secured by unconditional & Irrevocable guarantee of Mr. Ashok Motiani,Chairman & Managing Director.
- 6.2 Installments Falling Due In Respect Of All The Above Loans Upto 31/03/2016 Have Been Grouped Under Current Maturities Of Long-Term Debt.

**7. DEFERRED TAX LIABILITY (NET)**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
<b>Deferred Tax Liabilities</b>		
Difference between book depreciation and tax depreciation	49,438,992	45,813,931
	49,438,992	45,813,931
<b>Deferred Tax Assets</b>		
Expenditure covered by section 43B of Income Tax Act, 1961	(347,624)	(339,711)
	(347,624)	(339,711)
<b>Net Deferred Tax Liability</b>	<b>49,091,368</b>	<b>45,474,220</b>

**8. SHORT TERM BORROWINGS**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
<b>Secured</b>		
Working Capital Loans from Banks	177,759,317	180,514,311
<b>Unsecured</b>		
Working Capital Loans from Banks	2,798,415	-
<b>TOTAL</b>	<b>180,557,732</b>	<b>180,514,311</b>

- 8.1 Working Capital Loans from Banks comprise of Cash Credit, Pre Shipment and Post Shipment Credit are secured by way of hypothecation of Current Assets including Stocks and Book Debts and are collaterally secured by first charge by way of mortgage of factory land & bulding & plant & machinery located at Unit-I,Unit-II and Unit-IV &further secured by Extension of charge over Other fixed assets of the company & personal Guarantee of Chariman & Managing Director.

**9. TRADE PAYABLES**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
Trade Payables	164,755,867	403,624,104
<b>TOTAL</b>	<b>164,755,867</b>	<b>403,624,104</b>

9.1 The Company has not received any intimation from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amount unpaid as at year end together with interest paid / payable under this Act have not been given.

**10. OTHER CURRENT LIABILITIES**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
Current maturities of long-term debt (Refer Note 6)	41,129,136	30,710,958
Interest accrued and due on borrowings	800,262	623,306
Advance from Customers	9,318,054	10,303,256
Unclaimed dividends (Note:10.1)	734,921	802,693
Creditors for Capital Goods	4,156,388	3,341,640
Trade Deposit	2,350,178	2,000,178
Other Liabilities (Note:10.2)	8,267,908	8,264,759
Statutory Liabilities (Note:10.3)	2,906,210	4,751,622
<b>TOTAL</b>	<b>69,663,057</b>	<b>60,798,412</b>

10.1 There are no amounts due for payment to Investor Education and Protection Fund Under Section 205C of the companies Act,1956 as at the year ended. Section 125 of the Companies Act, 2013 which corresponds to Section 205C of the Companies Act, 1956 has not yet been enforced.

10.2 Other liabilities include ₹13,11,046 (P.Y. ₹6,11,211) to related parties (Refer Note No.31)

10.3 Statutory liabilities represent amounts payable towards VAT, CST, Excise duty and TDS etc.

**11. SHORT TERM PROVISIONS**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
<b>Provision for employee benefits</b>		
Contribution to PF, Gratuity etc. (Refer Note No. 32)	1,240,005	997,342
<b>Other Provisions</b>		
Provision for Taxes (Net of Advance Tax & TDS)	2,060,412	6,927,936
Proposed Dividend	12,145,000	12,145,000
Tax on Proposed Dividend	2,472,722	2,064,043
Other Provisions	859,833	2,759,124
<b>TOTAL</b>	<b>18,777,972</b>	<b>24,893,445</b>



**12. FIXED ASSETS**

Sr. Description	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	Balance As at 01.04.2014	Additions During the Year	Gov.Grant W/off during the year	Deductions During the year	Balance As at 31.03.2015	Balance As at 31.03.2014	Provided During the Year	Retained Earnings (Refer note 12.1 below)	Deductions During the Year	Balance As at 31.03.2015	As on 31.03.2015	As on 31.03.2014
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>TANGIBLE ASSETS</b>												
1 LAND & LAND DEVELOPMENT	19,682,169	585,500	-	702,139	19,565,530	-	-	-	-	-	19,565,530	19,682,169
2 FACTORY BUILDING	146,011,741	29,243,558	-	7,168,666	168,086,633	30,598,094	9,253,508	2,600,368	2,150,311	40,301,659	127,784,974	115,413,647
3 MACHINERY	301,432,893	69,396,082	-	-	370,828,975	93,949,882	23,867,379	633,174	-	118,450,435	252,378,540	207,483,011
4 OFFICE EQUIPMENT	2,816,868	572,050	-	-	3,388,918	735,567	507,631	859,892	-	2,103,090	1,285,828	2,081,301
5 VEHICLES	17,401,663	5,180,648	-	3,573,716	19,008,595	4,646,410	2,637,218	2,081,472	5,202,156	13,806,439	12,755,253	
6 FURNITURE & FIXTURES	5,830,708	289,268	-	-	6,119,976	3,217,154	665,287	153,961	-	4,036,402	2,083,574	2,613,554
7 COMPUTER	5,301,710	521,027	-	-	5,822,737	4,055,170	537,255	253,635	-	4,846,060	976,677	1,246,540
8 OFFICE ELECTRIFICATION	325,740	-	-	-	325,740	126,520	53,805	-	-	180,325	145,415	199,220
9 POLLUTION CONTROL EQUIP.	5,313,702	-	-	-	5,313,702	1,062,192	369,629	-	-	1,431,821	3,881,881	4,251,509
TOTAL	504,117,193	105,788,133	-	11,444,521	598,460,805	138,390,989	37,891,712	4,501,030	4,231,783	176,551,948	421,908,858	365,726,204
Previous Year's Total	549,176,146	45,344,165	89,701,000	702,117	504,117,193	134,771,735	21,358,411	17,103,774	635,383	138,390,989	365,726,204	414,404,411
<b>INTANGIBLE ASSETS</b>												
1 WEB SITE	238,240	-	-	-	238,240	174,754	23,557	-	198,311	39,929	63,486	-
TOTAL	238,240	-	-	-	238,240	174,754	23,557	-	-	198,311	39,929	63,486
Previous Year's Total	238,240	238,240	127,106	47,648	-	-	174,754	63,486	111,134	-	-	-
TOTAL AS AT 31.03.2015	504,355,433	105,788,133	-	11,444,521	598,699,045	138,565,743	37,915,269	4,501,030	4,231,783	176,750,259	421,948,787	365,789,690
TOTAL AS AT 31.03.2014	549,414,386	45,344,165	89,701,000	702,117	504,355,433	134,898,841	21,406,059	17,103,774	635,383	138,565,743	365,789,690	414,515,545
Capital Work In Progress												11,765,381

**Note :**

12.1 In accordance with the provisions of Schedule II of the Act, in case of fixed assets which have completed their useful life as at 1st April, 2014, the carrying value (Net of Residual Value) amounting to ₹29.71 Lacs (net of deferred tax of ₹15.29 Lacs) as a transitional provision has been recognised in the retained Earnings.

- Further, in case of assets acquired Prior to 1st April 2014, the carrying value of assets (net of residual value) is depreciated over the remaining useful life as determined effective 1st April, 2014.

- Depreciation and Amortization expenses for the year would have been lower by ₹125.13 lacs had the Company continued with the previous assessment of useful life of such assets.

**13. NON CURRENT INVESTMENTS**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
<b>Unquoted Investments</b>		
Investment in Shares of Shree Laxminarayan Co. op. Soc. Ltd. [ 5 Nos. (P.Y. 5) ] of ₹50 each	250	250
<b>TOTAL</b>	<b>250</b>	<b>250</b>

**14. LONG TERM LOANS AND ADVANCES**

<b>Particulars</b>	<b>As At 31.03.2015 In ₹</b>	<b>As At 31.03.2014 In ₹</b>
<b>Unsecured and Considered good</b>		
Advance for Capital Goods	1,315,952	15,017,844
Security Deposits	2,887,616	2,788,768
MAT Credit Entitlement	-	10,114,448
Others Loans & Advances*	131,650	53,500
Balances With Government Authorities	2,500,000	2,500,000
<b>TOTAL</b>	<b>6,835,218</b>	<b>30,474,560</b>

\* Others includes staff advances.

**15. INVENTORIES**

<b>Particulars</b>	<b>As At 31.03.2015 In ₹</b>	<b>As At 31.03.2014 In ₹</b>
(Valued at lower of cost or net realisable value)		
Raw Materials	8,518,731	6,641,102
Finished Goods	94,384,895	79,415,782
Finished Goods in Transit	183,610,342	299,849,156
Packing Materials	35,054,879	50,064,404
Consumables	858,522	1,012,931
Others	257,794	128,685
<b>TOTAL</b>	<b>322,685,163</b>	<b>437,112,060</b>

**16. TRADE RECEIVABLES**

<b>Particulars</b>	<b>As At 31.03.2015 In ₹</b>	<b>As At 31.03.2014 In ₹</b>
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured considered good	Nil	Nil
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured considered good	109,118,982	175,232,683
<b>TOTAL</b>	<b>109,118,982</b>	<b>175,232,683</b>

**17. CASH AND BANK BALANCES**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
<b>Cash &amp; Cash Equivalents</b>		
- Balances with Banks	30,977,927	20,455,420
- Cash on hand	2,390,630	5,656,024
	<b>33,368,558</b>	<b>26,111,444</b>
<b>Other Bank Balances</b>		
- Margin Money Deposits with bank with maturity of more than three month but less than twelve months *	2,177,987	3,195,440
- In Unclaimed Dividend Account	734,921	1,018,881
	<b>2,912,908</b>	<b>4,214,321</b>
<b>TOTAL</b>	<b>36,281,466</b>	<b>30,325,765</b>

\* Held as lien by bank against bank guarantees.

**18. SHORT-TERM LOANS AND ADVANCES**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
<b>Unsecured considered good</b>		
Balance with Statutory Authorities	-	4,164,577
Advances to Suppliers of Goods & Expenses	2,958,708	2,061,454
Prepaid Expenses	2,870,573	4,792,954
Claim Receivable	-	12,048,283
Other Advances (Note 18.1)	2,724,562	3,844,224
<b>TOTAL</b>	<b>8,553,843</b>	<b>26,911,492</b>

18.1 Other Advances includes Gratuity Planned Assets (Net), Income Receivables & Other Receivable etc.

**19. OTHER CURRENT ASSETS**

Particulars	As At 31.03.2015 In ₹	As At 31.03.2014 In ₹
Fair Value of Foreign Exchange Forward Contracts & Options	8,950,117	8,282,554
Export Incentives Recivables	5,114,297	7,572,584
<b>TOTAL</b>	<b>14,064,414</b>	<b>15,855,138</b>

**20. REVENUE FROM OPERATIONS**

<b>Particulars</b>	<b>2014-15 In ₹</b>	<b>2013-14 In ₹</b>
Sale of Products	1,120,830,753	1,066,974,725
Less: Excise Duty	6,054,735	4,947,425
Sale of Products (Net)	1,114,776,018	1,062,027,300
Sale of Services – Job Work	21,285,519	18,719,260
Other Operating Incomes	68,928,232	54,863,194
	<b>1,204,989,768</b>	<b>1,135,609,754</b>

**20.1 Details of Products Sold**

<b>Particulars</b>	<b>2014-15 In ₹</b>	<b>2013-14 In ₹</b>
Grapes	818,590,306	837,348,252
Pomegranates	13,353,101	9,824,677
Mango Pulp	74,219,298	78,232,242
Pomegranate Concentrate	104,143,526	84,111,305
Guava Pulp	42,447,567	6,926,157
Tomato Paste	29,303,222	21,881,897
Fruit Compound	26,650,059	22,911,809
Others	6,068,939	790,961
<b>TOTAL</b>	<b>1,114,776,018</b>	<b>1,062,027,300</b>

20.2 Other Operating income includes export benefit etc.

**21. OTHER INCOME**

<b>Particulars</b>	<b>2014-15 In ₹</b>	<b>2013-14 In ₹</b>
Premium/Discount on Forward Contract	14,988,809	11,468,931
Interest Income on Deposits	433,088	763,194
Foreign Exchange Gain	10,392,750	-
Other Income	142,133	26,882
<b>TOTAL</b>	<b>25,956,780</b>	<b>12,258,947</b>

**22. COST OF MATERIALS CONSUMED**

<b>Particulars</b>	<b>2014-15 In ₹</b>	<b>2013-14 In ₹</b>
<b><u>Raw Material Consumption</u></b>		
Opening Stock	6,641,102	166,493
Add: Purchase	552,353,595	676,692,587
	558,994,697	676,859,080
Less: Closing Stock	8,518,731	6,641,102
<b>Total (A)</b>	<b>550,475,966</b>	<b>670,217,978</b>
<b><u>Packing Material Consumed</u></b>		
Opening Stock	50,064,404	28,818,608
Add: Purchase	101,054,716	134,381,977
	151,119,120	163,200,585
Less: Closing Stock	35,054,879	50,064,404
<b>Total (B)</b>	<b>116,064,241</b>	<b>113,136,181</b>
<b><u>Consumables Consumed</u></b>		
Opening Stock	1,012,931	401,298
Add: Purchase	5,258,643	3,690,560
	6,271,574	4,091,858
Less: Closing Stock	858,522	1,012,931
<b>Total (C)</b>	<b>5,413,052</b>	<b>3,078,927</b>
<b>TOTAL</b>	<b>671,953,259</b>	<b>786,433,086</b>

**22.1** Details of Raw Materials, Packing Materials, and Consumables Consumed

<b>Particulars</b>	<b>2014-15 In ₹</b>	<b>2013-14 In ₹</b>
<b>Raw Material</b>		
Grapes	357,693,618	527,850,524
Pomegranates	72,188,928	71,073,966
Mango	56,790,130	34,472,082
Guava	38,683,127	8,340,137
Tomato	12,846,515	12,655,453
Fruit Compound	11,872,955	13,059,433
Others	400,693	2,766,382
Packing Materials	116,064,241	113,136,181
Consumables	5,413,052	3,078,927
	<b>671,953,259</b>	<b>786,433,085</b>

**22.2 Composition of Consumption**

Particulars	2014-15		2013-14	
<b>Raw Materials</b>				
Imported	Nil	0.00%	Nil	0.00%
Indigenous	550,475,966	100.00%	670,217,978	100.00%
<b>TOTAL</b>	<b>550,475,966</b>	<b>100.00%</b>	<b>670,217,978</b>	<b>100.00%</b>
<b>Packing Materials</b>				
Imported	29,873,487	25.74%	35,383,379	31.28%
Indigenous	86,190,754	74.26%	77,752,802	68.72%
<b>TOTAL</b>	<b>116,064,241</b>	<b>100.00%</b>	<b>113,136,181</b>	<b>100.00%</b>
<b>Consumables</b>				
Imported	1,094,774	20.22%	569,131	18.48%
Indigenous	4,318,278	79.78%	2,509,788	81.52%
<b>TOTAL</b>	<b>5,413,052</b>	<b>100.00%</b>	<b>3,078,919</b>	<b>100.00%</b>

**23. CHANGES IN INVENTORIES OF FINISHED GOODS**

Particulars	2014-15 In ₹	2013-14 In ₹
<b>Inventories at the end of the year</b>		
Finished Goods-In Transit	183,610,342	299,849,156
Finished Goods-At Factory	94,384,895	79,415,782
<b>Total (A)</b>	<b>277,995,237</b>	<b>379,264,938</b>
<b>Inventories at the beginning of the year</b>		
Finished Goods-In Transit	299,849,156	227,251,040
Finished Goods-At Factory	79,415,782	75,107,033
<b>Total (B)</b>	<b>379,264,938</b>	<b>302,358,073</b>
<b>Total (A) - (B)</b>	<b>101,269,701</b>	<b>(76,906,865)</b>
Add/(Less) : Variation in Excise Duty on Closing & Opening stock of Finished Goods	98,448	652,361
<b>TOTAL</b>	<b>101,368,149</b>	<b>(76,254,504)</b>

**24. EMPLOYEE BENEFIT EXPENSES**

Particulars	2014-15 In ₹	2013-14 In ₹
Salaries Bonus & Allowances	48,574,966	43,147,845
Contribution towards Gratuity & Provident Fund (Refer Note 32)	4,141,481	2,752,241
Staff Welfare expenses	1,080,371	889,402
<b>TOTAL</b>	<b>53,796,818</b>	<b>46,789,488</b>

**25. FINANCE COST**

Particulars	2014-15 In ₹	2013-14 In ₹
Interest Expenses	17,657,917	16,957,905
Foreign exchange loss/(gain) (net) on Foreign currency borrowings	(845,884)	(386,060)
Other borrowing costs	2,903,724	3,817,845
	<b>19,715,757</b>	<b>20,389,690</b>
Less: Financial charges Capitalized	350,076	127,886
<b>TOTAL</b>	<b>19,365,681</b>	<b>20,261,804</b>

**26. DEPRECIATION AND AMORTISATION EXPENSES**

Particulars	2014-15 In ₹	2013-14 In ₹
Depreciation	37,891,712	21,358,411
Amortization of Intangible Assets	23,557	47,648
<b>TOTAL</b>	<b>37,915,269</b>	<b>21,406,059</b>

**27. OTHER EXPENSES**

Particulars	2014-15 In ₹	2013-14 In ₹
<b><u>Manufacturing Expenses</u></b>		
Labour charges	17,063,272	14,151,832
Pre-cooling, Processing & Labour Charges	10,725,699	8,857,361
Power & Fuel	24,505,674	19,261,802
Inward Transportation	7,409,729	7,909,461
Repairs & Maintenance - Plant & Machinery	4,509,853	2,769,194
Testing Expenses	1,120,824	3,913,210
Procurement Expenses	2,404,185	1,136,935
Temporary Ripening Shed Exps	1,459,432	1,277,308
Others Manufacturing Expenses	7,002,880	4,902,759
<b>Total (A)</b>	<b>76,201,548</b>	<b>64,179,862</b>
<b><u>Selling &amp; Distribution Expenses</u></b>		
Foreign Selling Expenses	28,357,062	56,998,698
Other Selling & Distribution Expenses	7,389,842	5,335,195
Forwarding & Freight Charges	82,122,695	108,592,270
<b>Total (B)</b>	<b>117,869,598</b>	<b>170,926,163</b>

<b>Administrative And General Expenses</b>		
Rent Rates & Taxes	809,185	1,840,409
Insurance Exps.	1,201,936	1,489,279
Corporate Social Responsibility (Note : 27.2)	549,255	905,000
Foreign Exchange Loss	-	11,574,743
Professional & Legal fees (Note: 27.1)	3,595,182	2,075,482
Marine Insurance Claim Expense	-	1,865,994
Repairs & Maintenance to Building / Office	1,811,199	1,867,372
Loss On Sale Of Asset	5,124,567	-
Other Expenses	10,643,554	10,546,979
<b>Total (C)</b>	<b>23,734,878</b>	<b>32,165,258</b>
<b>TOTAL (A+B+C)</b>	<b>217,806,025</b>	<b>267,271,283</b>

**27.1** Legal & Professional Fees Includes payment to auditors (including service tax) as below :

Particulars	2014-15 In ₹	2013-14 In ₹
I) As Statutory Auditor	674,160	674,160
II) Other Service	168,540	168,540

**27.2** Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof.

**28. Exceptional Items**

Particulars	2014-15 In ₹	2013-14 In ₹
Capital Advance W/Off	4,705,358	
<b>TOTAL</b>	<b>4,705,358</b>	

**29. Contingent Liabilities and Commitments (to the extent not provided for)**

**(a) Contingent Liabilities**

Amount in ₹

Particulars	As At 31-03-2015	As At 31-03-2014
i) Disputed matters in appeals/contested in respectof:		
- Service Tax	43,244,054	43,244,054
- Income Tax	7,555,058	7,555,058
Future cash outflows in respect of the above are determinable only on receipt of Judgments /decisions pending with various forums/authorities. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.		



ii) Estimated amount of Custom/Excise duty liability in respect of Capital Goods purchased without payment of duty under EPCG Scheme	8,044,934	15,017,107
iii) Estimated amount of duty liability on stock of duty free materials	5,347,041	4,768,738
iv) Bank Guarantees	4,000,000	15,743,040
v) Letter of Credit	Nil	16,515,280

**(b) Commitments**

Amount in ₹

Particulars	As At 31-03-2015	As At 31-03-2014
i) Estimated amounts of contracts remaining to be executed on capital account and not provided (net of advances)	Nil	17,500,000

**30. Earning per Equity Share (EPS)**

(Amount ₹ )

PARTICULARS	2014-15	2013-14
<b>Basic Earning per Share &amp; Diluted Earning per Share</b>		
Net Profit/(loss) after Tax & Before Extraordinary Items	80,570,162	56,452,393
Weighted average numbers of Equity Shares for calculation of Basic & Diluted EPS	12,145,000	11,859,746
Basic & Diluted EPS after Tax & Before Extraordinary Items	6.63	4.76
Net Profit/(loss) after Tax & After Extraordinary Items	75,864,804	56,452,393
Weighted average numbers of Equity Shares for calculation of Basic & Diluted EPS	12,145,000	11,859,746
Basic & Diluted EPS after Tax & After Extraordinary Items	6.25	4.76
Nominal Value per Share	10.00	10.00

**31. Related Party Disclosure****Names of related parties and nature of relationship.**

- i) Enterprise under significant influence of Key Management personnel
  - 1) Freshcap Foodstuff LLP (Formerly known as Freshcap Investments Pvt. Ltd.)
  - 2) Agrofoyer Solutions Pvt Ltd
  - 3) Freshfal Pvt Ltd
- ii) Key Management Personnel
 

Mr. Ashok V. Motiani - Chairman and Managing Director.  
Mrs. Nanita A. Motiani – Executive Director  
Mr. Ashish B.Parekh - Chief Financial Officer  
Mr. Jignesh Gandhi - Company Secretary
- iii) Relatives of Key Management Personnel
 

Mrs. Priyanka Tandon  
Mr. Mayank Tandon  
Ms. Dipti Motiani

**Transactions with related parties.** Amount in ₹ (Figures for P.Y. are given in brackets)

Nature of Transactions	Enterprise under significant influence of Key Management personnel	Key Management Personnel	Relative of Key Management Personnel
I) Volume of Transactions			
i) Remuneration	-	10,716,271	8,100,000
	(-)	(10,282,849)	(7,829,860)
ii) Perquisites	-	-	-
	(-)	(39,696)	(-)
iii) Interest Paid	277,945	186,795	-
	(229,302)	(-)	(-)
iv) Loan Taken	-	14,200,000	-
	(6,314,302)	(-)	(-)
v) Loan Repaid	4,660,973	8,218,680	(-)
	(3,788,558)	(-)	(-)
vi) Reimbursement of Expenses	-	-	373,642
	(-)	(-)	(-)
II) Outstanding Balance at the close of the year			
i) Unsecured Loan	-	6,168,115	-
	(4,383,028)	(-)	(-)
ii) As Creditors	-	567,163	743,883
	(-)	(131,750)	(479,461)

Note : No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.

**32. Employee Benefits****a) Defined Benefit Plan**Gratuity:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with LIC in the form of qualifying insurance policy.

The following table summarizes the components of net benefit expenses recognized in the profit and loss account and the funded status and amounts recognized in the balance sheet for the gratuity benefit.

	As at 31.03.2015	As at 31.03.2014
<b>1 Assumptions</b>		
Discount Rate	8%	8%
Salary Escalation	7%	7%
The estimated future salary increases take account of inflation, seniority, promotion and other retirement factors such as supply and demand in the employment markets.		

	<b>As at 31.03.2015</b>	<b>As at 31.03.2014</b>
<b>2 Changes in present value of obligations</b>		
Present value of obligations as at beginning of year	2,787,117	2,326,873
Interest cost	222,969	186,150
Current Service Cost	542,659	477,426
Benefits Paid	(147,320)	(24,480)
Actuarial (gain)/Loss on obligations	29,281	(178,852)
Present value of obligations as at end of year	3,434,706	2,787,117
<b>3 Changes in the fair value of plan assets</b>		
Fair value of plan assets at beginning of year	3,099,297	2,518,975
Expected return on plan assets	298,727	240,573
Employers Contributions	1,096,055	364,229
Benefits paid	(147,320)	(24,480)
Actuarial Gain / (Loss) on Plan assets	-	-
Fair value of plan assets at the end of year	4,346,759	3,099,297
<b>4 Net Gratuity Cost</b>		
Current Service cost	542,659	477,426
Interest Cost	222,969	186,150
Expected return on plan assets	(298,727)	(240,573)
Net Actuarial (gain)/Loss recognized in the year	29,281	(178,852)
Net Gratuity Cost	496,182	244,151
<b>5 Actual return on Plan Assets</b>		
Expected return on plan assets	298,727	240,573
Actuarial Gain/(Loss) on Plan Assets	-	-
Actual Return On Plan Assets	298,727	240,573
<b>6 Balance Sheet Reconciliation</b>		
Net Liability/(Asset),beginning of the year	312,180	192,102
Gratuity Cost As above	(496,182)	(244,151)
Employers Contributions	1,096,055	364,229
Amount recognised in the balance sheet-Current	912,053	312,180
<b>7 Category of Assets</b>		
Insurer Managed Funds (100%)	4,346,759	3,099,297

**Amount recognised in current year and previous four years**

Particular	As at 31 <sup>st</sup> March				
	2015	2014	2013	2012	2011
Defined Benefit Obligation	3,434,706	2,787,117	2,326,873	2,194,877	1,200,074
Fair Value of Plan Assets	4,346,759	3,099,297	2,518,975	1,893,238	1,580,796
(Surplus) / Deficit in the plan	(912,053)	(312,180)	(192,102)	301,639	(380,722)
Actuarial (gain) / loss on plan obligation	29,281	(178,852)	(321,094)	621,297	285,285
Actuarial (gain) / loss on plan assets	Nil	Nil	Nil	Nil	Nil

The expected contributions for Defined Benefit Plan for the next financial year will be in line with F.Y. 2014-15

**b) Defined Contribution Plan**

The company has recognized the following amount in profit and loss account which is included under contribution to funds.

Particulars	2014-15	2013-14
Employer's contribution to Provident Fund	3,548,328	2,456,785
ESIC	26,526	24,534

**33. Derivative Instruments & Unhedged Foreign Currency Exposure**

Category	Currency	Buy/Sell	Purpose	31.03.2015		31.03.2014	
				Amount in FC	Amount ₹	Amount in FC	Amount ₹
FWC Against Export	Euro/INR	Sell	Hedging	2,089,421	153,813,689	3,000,000	247,729,500
	GBP/INR	Sell	Hedging	1,500,000	145,697,495	1,128,757	112,706,181
	USD/INR	Sell	Hedging	1,000,000	62,371,700	Nil	Nil

Details of unhedged Foreign currency Exposure as at 31 March 2015

Category	Currency	31.03.2015		31.03.2014	
		Amt in FC	Amt in ₹	Amt in FC	Amt in ₹
Creditors	EURO	Nil	Nil	600,236	49,567,489
	USD	1,637	102,460	151,400	9,099,140
Debtors/Good In Transit	EURO	Nil	Nil	559,546	46,207,345
	GBP	Nil	Nil	643,343	64,237,714
	USD	5,325	333,311	633,229	38,057,085
L/c Exposure	EURO	Nil	Nil	200,000	16,516,000

- 34.** The Board of Directors of the Company, at their meeting held on 07.02.2015 have decided to write off capital advances given for purchase of land amounting to ₹4,705,358/-. The Company had filed a legal suit against the same in metropolitan court in the year of 1994-95. The Company has been legally advised that there is not a chance of recovery of Capital Advance given for purchase of land.

**35. Segment information as per Accounting Standard 17 on Segment Reporting for the year ended 31<sup>st</sup> March 2015****a. Information about Primary Business Segment:**

Amount in ₹ (Figures for P.Y. are given in brackets)

PARTICULARS	BUSINESS SEGMENTS		Unallocated	GRAND TOTAL
	Fresh Fruits	Processed Fruits & Vegetables		
<b>Segment Revenue</b>				
External Revenue	897,718,249 <b>(898,917,080)</b>	307,271,520 <b>(236,692,674)</b>	-	1,204,989,769 <b>(1,135,609,754)</b>
Inter-segment Revenue	- <b>(-)</b>	- <b>(-)</b>	- <b>(-)</b>	- <b>(-)</b>
<b>Total Revenue</b>	<b>897,718,249 (898,917,080)</b>	<b>307,271,520 (236,692,674)</b>	<b>- (-)</b>	<b>1,204,989,769 (1,135,609,754)</b>
<b>Results</b>				
Segment Result	169,744,929 <b>(121,750,511)</b>	6,077,063 <b>(-7,376,655)</b>	- <b>(-)</b>	175,821,992 <b>(114,373,856)</b>
Unallocated Expenses	- <b>(-)</b>	- <b>(-)</b>	28,085,143 <b>(-15869382)</b>	28,085,143 <b>(-15869382)</b>
<b>Operating Profit/ (Loss)</b>	<b>169,744,929 (121,750,511)</b>	<b>6,077,063 (-7,376,655)</b>	<b>-28,085,143 (-15,869,382)</b>	<b>147,736,849 (98,504,474)</b>
Less: Finance Cost	- <b>(-)</b>	- <b>(-)</b>	19,365,681 <b>(16,830,019)</b>	19,365,681 <b>(16,830,019)</b>
Add: Other Income	- <b>(-)</b>	- <b>(-)</b>	370,180 <b>(287,028)</b>	370,180 <b>(287,028)</b>
Less: Income Tax (including Deferred Tax)	- <b>(-)</b>	- <b>(-)</b>	48,171,185 <b>(25,509,091)</b>	48,171,185 <b>(25,509,091)</b>
Less: Exceptional Items	- <b>(-)</b>	- <b>(-)</b>	4,705,358 <b>(-)</b>	4,705,358 <b>(-)</b>
<b>Net Profit/(Loss)</b>	<b>169,744,929 (121,750,511)</b>	<b>6,077,063 (-7376655)</b>	<b>-99,957,187 (-5,79,21,464)</b>	<b>75,864,805 (56,452,392)</b>
<b>Segment Assets</b>	457,918,146 (683,220,922)	429,976,560 (360,826,148)	-	887,894,705 (1,044,047,070)
Unallocated Corporate Assets	<b>(-)</b>	<b>(-)</b>	31,593,417 (49,419,948)	31,593,417 (49,419,948)
<b>Total Assets</b>	<b>457,918,146 (683,220,922)</b>	<b>429,976,560 (360,826,148)</b>	<b>31,593,417 (49,419,947)</b>	<b>919,488,122 (1,093,467,017)</b>

PARTICULARS	BUSINESS SEGMENTS		Unallocated	GRAND TOTAL
	Fresh Fruits	Processed Fruits & Vegetables		
<b>Segment Liabilities</b>	290,213,874 <b>(582,638,526)</b>	130,073,499 <b>(65,489,735)</b>	- <b>(-)</b>	420,287,372 <b>(648,128,261)</b>
Unallocated Corporate liabilities	- <b>(-)</b>	- <b>(-)</b>	99,272,736 <b>(103,686,695)</b>	99,272,736 <b>(103,686,695)</b>
<b>Total Liabilities</b>	<b>290,213,874</b> <b>(582,638,526)</b>	<b>130,073,499</b> <b>(65,489,735)</b>	<b>99,272,736</b> <b>(103,686,695)</b>	<b>519,560,108</b> <b>(751,814,956)</b>
<b>Capital Expenditure</b>	28,638,577 <b>(14,384,913)</b>	77,046,057 <b>(26,064,828)</b>	103,500 <b>(4,894,424)</b>	105,788,133 <b>(45,344,165)</b>
<b>Depreciation Impairment and amortization</b>	13,888,919 <b>(8,050,269)</b>	22,540,591 <b>(12,224,690)</b>	1,485,760 <b>(1,131,100)</b>	37,915,270 <b>(21,406,059)</b>
<b>Non-Cash Expenditure (excluding depreciation and impairment)</b>	- <b>(-)</b>	- <b>(-)</b>	- <b>(19,392)</b>	- <b>(19,392)</b>

The Company has disclosed business segment as primary segment. Segments have been identified and reported taking into account the nature of the products the different risks and returns the organization structure and the internal reporting systems. The main business segments are (i) Fresh Fruits which consist of Fresh Grapes Pomegranates and Mangoes (ii) Processed Fruits and Vegetables consist of Mango Pulp Guava Pulp Pomegranates Concentrate and Tomato Paste & Puree.

**b. Information about Secondary Segment**

In respect of secondary segment information the Company has identified its geographical segments as (i) India and (ii) Outside India. The secondary segment information has been disclosed accordingly:

Geographical Segment	Amount in ₹	
	2014-15	2013-14
<b>Revenue by Geographical segment – Turnover</b>		
Domestic Operations	211,904,042	237,755,966
External Operations	993,085,727	897,853,788
<b>Total</b>	<b>1,204,989,769</b>	<b>1,135,609,754</b>
<b>Carrying Amount of Segment Assets</b>		
Domestic Operations	833,994,880	889,453,679
External Operations	85,493,242	154,593,391
<b>Total</b>	<b>919,488,122</b>	<b>1,044,047,070</b>
<b>Segment Capital Expenditure</b>		
Domestic Operations	105,788,133	40,449,741
External Operations	Nil	Nil
<b>Total</b>	<b>105,788,133</b>	<b>40,449,741</b>

- a) Revenue from external operations comprises of income from sale of products, and other operating revenues.
- b) Carrying amount of segment assets comprises of non-current assets and current assets identified to the respective segments. However Segments assets in India also includes certain common assets used to generate revenue in both segments but not feasible of allocation.
- c) Capital expenditure during the year represents net additions to Tangible and Intangible assets and movement in Capital work in progress.

**36. Value of Imports calculated on CIF basis :**

Particulars	2014-15	2013-14
Packing Material	23,837,170	45,544,849
Consumables	932,195	1,28,540
Capital Goods	38,565,580	3,926,090
Others	223,247	Nil

**37. Expenditures in Foreign Currency**

Particulars	2014-15	2013-14
Foreign Selling Expenses	28,357,062	56,998,698
Foreign Travelling Expenses	2,539,764	2,511,677
Foreign Sea Freight	53,424,419	79,607,283
Other Expense	2,002,348	862,066

**38. Earning In Foreign Currency**

Particulars	2014-15	2013-14
Sales of Fresh Fruits	829,328,532	840,989,745
Sales of Processed Fruits	94,828,963	56,864,043

39. Previous year's figures have been rearranged and reclassified wherever necessary to correspondence with current year.

As per our report of even date attached  
For, **MAYANK SHAH & ASSOCIATES**  
*Chartered Accountants*  
(Firm Reg. No. 106109W)

**(M. S. Shah)**  
*Partner*  
M. No. 44093

Place : Ahmedabad  
Date : 29.05.2015

For and on behalf of the Board

**(Ashok Motiani)**  
Chairman and Managing Director  
DIN No. : 00124470

**(Ashish Parekh)**  
Chief Financial Officer

Place : Ahmedabad  
Date : 29.05.2015

**(Nanita Motiani)**  
Executive Director  
DIN No. : 00787809

**(Jignesh Gandhi)**  
Company Secretary

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## **FRESHTROP FRUITS LIMITED**

Regd. Office : A-603, Shapath IV, Opp. Karnavati Club, S G Road, Ahmedabad - 380015.

Email : investor@freshtrop.com • Website : www.freshtrop.com

**CIN: L15400GJ1992PLC018365**

### **ATTENDANCE SLIP**

DP ID\* : \_\_\_\_\_ Folio / Client ID : \_\_\_\_\_

Client ID\* : \_\_\_\_\_ No. of Shares held : \_\_\_\_\_

Name and Address of the Shareholder(s): \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

I hereby record my presence at the Annual General Meeting held at Rajpath Club, S. G. Road, Ahmedabad - 380015 on Monday, 28<sup>th</sup> September, 2015 at 11.00 a.m.

**Signature of Attending Member / Proxy / Representative:** \_\_\_\_\_

#### **Notes:**

- 1) Please complete and sign this attendance slip and handover at the entrance of the Meeting Hall.
- 2) Only Member(s) or their Proxies with this attendance slip will be allowed entry to the Meeting.

\* Applicable for investors holding shares in electronic (demat) form.

## FRESHTROP FRUITS LIMITED

Regd. Office : A-603, Shapath IV, Opp. Karnavati Club, S G Road, Ahmedabad - 380015.

CIN: L15400GJ1992PLC018365

Form No. MGT-11

### FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered address	
E-mail ID	
Folio No / Client ID	
DP ID	

I / We, being the member(s) of .....shares of the above named Company, hereby appoint:

- Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him
- Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_ or failing him
- Name : \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_

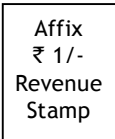
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Monday, the 28<sup>th</sup> day of September, 2015 AT 11.00 A.M. at Rajpath Club, S. G. Road, Ahmedabad – 380015 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Description of Resolution
<b>Ordinary Business</b>	
1.	Adoption of Annual Accounts of the Company as on March 31, 2015 (Ordinary Resolution)
2.	Declaration of Dividend on Equity Shares (Ordinary Resolution)
3.	Re-appointment of Mr. Ashok Motiani (DIN:00124470) who retires by rotation (Ordinary Resolution)
4.	Re-appointment of M/s Mayank Shah & Associates, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration (Ordinary Resolution).
<b>Special Business</b>	
5.	Revision in remuneration of Mr. Mayank Tandon Sr. Vice President, Fresh Produce, under section 188 to any office or place of profit. (Special Resolution)
6.	Revision in remuneration of Ms. Dipti Motiani Vice President, Processed Foods, under section 188 to any office or place of profit. (Special Resolution)
7.	Revision in remuneration of Mrs. Priyanka Tandon Vice President, Commercial, under section 188 to any office or place of profit. (Special Resolution)
8.	Re-Appointment of Mrs. Nanita Motiani (DIN:00787809) as Whole Time Director for a period of three years w.e.f 01.04.2015 (Special resolution)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_



**Note :** This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.





To,

*If undelivered, please return to:*

## **FRESHTROP FRUITS LIMITED**

CIN: L15400GJ1992PLC018365

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Opp. Karnavati Club, S.G. Road,  
Ahmedabad - 380 015, Gujarat, INDIA.

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