

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	FRESHTROP FRUITS LIMITED
2.	Annual financial statements for the year ended	31st March, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

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

mshah

M.S.SHAH
Partner
Membership No. 44093



For Freshtrop Fruits Limited

Ashok V Motiani

Ashok V Motiani
Chairman & Managing Director

Dinesh Oza

Mr. Dinesh Oza
Chairman of Audit Committee

Date: 13.08.2014
Place: Ahmedabad

A.B. Parekh

Mr. Ashish Parekh
Chief Financial Officer





22nd Annual Report 2013-2014



FRESHTROP FRUITS LIMITED



License No.:10013022001414



GLOBALG.A.P.





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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.

CORPORATE INFORMATION**BOARD OF DIRECTORS**

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

AUDITORS

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

CHIEF FINANCIAL OFFICER

Mr. Ashish B. Parekh

COMPANY SECRETARY

Mr. Jignesh J. Gandhi

BANKERS

Axis Bank Limited
Citibank, N.A.

REGISTERED OFFICE

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

UNIT - I

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

UNIT - II

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

UNIT - IV

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

NOTICE

NOTICE is hereby given that 22nd Annual General Meeting of the Members of Freshtrop Fruits Limited will be held on Monday, the 22nd day of September, 2014 at 11.00 a.m. at Rajpath Club Ltd, S. G. Road, Ahmedabad – 380015 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2014 and statement of Profit and Loss for the year ended on that date together with the Director's Report and Auditor's Report thereon.
2. To declare dividend on Equity Shares of the Company for the year ended 31st March, 2014.
3. To appoint a Director in place of Mrs. Nanita Motiani, (DIN: 00787809) who retires by rotation, and being eligible, offers herself for re-appointment.
4. To ratify the appointment of M/s Mayank Shah & Associates, Chartered Accountants, Ahmedabad (Firm Registration Number – 106109W,) as Statutory 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 **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules notified there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Mayur Jashvantlal Shah (DIN 00124633)**, Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years for a term up to 21st September, 2019, not liable to retire by rotation."

6. 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 Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules notified there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Dineshbhai Shankerlal Oza (DIN 01307881)**, Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years for a term up to 21st September, 2019, not liable to retire by rotation."

7. 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 Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules notified there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the

Listing Agreement, **Mr. Anil Sharma (DIN 06688634)**, Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5(five) consecutive years for a term up to 21st September, 2019, not liable to retire by rotation."

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 section 197 read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to the Companies (Appointment and Remuneration) Rules 2014 such other necessary approval(s), consent(s) or permission(s), as may be required, and on recommendation of Nomination and Remuneration committee and as agreed, by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf) the consent of the Members of the Company be and is hereby accorded to the payment of remuneration @ 5% of the net profit of the company to **Mr. Ashok V Motiani (DIN: 00124470)**, Chairman & Managing Director for the period commencing from August 1, 2014 till the expiry of his present term as Managing Director i.e. July 31, 2016 and in case of absence or inadequacy of profits, he be paid a minimum remuneration of ₹84,00,000/- P.A., as may be decided by the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company."

"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."

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

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(d) of the erstwhile Companies Act, 1956 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to borrow by way of loan/debentures (whether secured or unsecured) / bonds / deposits / fund based / non fund based limits/guarantee for the purpose of the business of the Company any sum or sums of money either in Indian or Foreign Currency from time to time from any Bank(s) or any Financial Institution(s) or any other Institution(s), firm(s), body corporate(s), or other person(s) or from any other source in India or outside India whomsoever in addition to the temporary loans obtained from the Company's Banker(s) in the ordinary course of business provided that the sum or sums so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate ₹50 Crores (Rupees Fifty Crores only) in excess of and in addition to the paid-up capital and free reserves of the Company for the time being.

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

"RESOLVED THAT in supersession of the resolution passed under Section 293(1)(a) of the erstwhile Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to create such charges, mortgages and hypothecation in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the movable and/or immovable properties of the Company, both present and future, in favour of the lender(s), agent and the trustees for securing the borrowings/financial assistance obtained/to be obtained from banks, public financial institutions, body(ies) corporate or any other party and/or to give a collateral security for the borrowings/guarantees of any group/associate Company or otherwise to charge the assets of the Company, for monies availed/to be availed by way of loans, (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures

and/or non-convertible debentures with or without detachable or non-detachable warrants and/or Secured/Un-Secured Premium Notes and/or floating rates notes / bonds / fund based / non fund based limits / guarantee or other debt instruments), issued/to be issued by the Company, from time to time, upon value not exceeding limit approved by shareholders under Section 180(1)(c) of the Companies Act, 2013 from time to time, together with interest, at the respective agreed rates, additional interest, compound interest, in case of default, accumulated interest, liquidated damages, commitment charges, premia prepayment, remuneration of the agent(s), trustee(s), premium if any on redemption, all other cost, charges and expenses including any increase as a result of devaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement, heads of agreement, debenture trust deeds or any other documents, entered into/to be entered into between the Company and the lenders, agents and trustees in respect of the said loans/ borrowings /debentures/ bonds and containing such specified terms and conditions and covenants in respect of enforcement of security(ies) as may be stipulated in their behalf and agreed to between the Board of Directors or Committee thereof and the lenders, agent(s), trustee(s).

"RESOLVED FURTHER THAT Board of Directors or its Committee be and is hereby authorised to do such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

Date: 13.08.2014

By order of the Board
For Freshrop 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 12, 2014 to September 22, 2014 (both days inclusive)** to determine the entitlement of the shareholders to receive dividend for the year 2013-14.
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 11th September, 2014 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 11th September, 2014.
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. Section 124 of the Companies Act, 2013, mandates that Companies transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to the IEPF:
- | Year | Date of declaration of Dividend | Due date for transfer |
|------|---------------------------------|-----------------------|
| 2007 | 28.09.2007 | 02.11.2014 |
| 2013 | 27.09.2013 | 01.11.2020 |
9. Shareholders seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
 10. 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.
 11. Members are requested to bring their copy of Annual Report at the meeting.
 12. 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: 13.08.2014

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 16, 2014 (9.00 a.m.) and ends on September 18, 2014 (6.00 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 August 8, 2014, 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.
- (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 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"> 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 folio number in the PAN Field. In case the folio 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. E.g. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN Field.
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"> 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 number of shares in the Dividend Bank details field.

- (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 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.
- 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

OTHER E-VOTING INSTRUCTIONS

- The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.
- 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.
- The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
- 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 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.
- 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, Website: 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

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

Scrutinizer : M/s. R.S. Sharma & Associates, Company Secretaries
E-mail ID: rssharma42@yahoo.co.in

ANNEXURE TO NOTICE

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

For Item No. 5, 6 & 7:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Mayur J Shah, Mr. Dinesh Oza, and Mr. Anil Sharma as Independent Directors of the Company at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation. Pursuant to clause 49 of the Listing Agreement with Stock Exchanges (to come into force w.e.f. October 1, 2014), an Independent Director cannot hold office for more than two consecutive terms of five years each and any tenure of an Independent Director on the commencement of the Companies Act, 2013 shall not be counted as a term.

Mr. Mayur J Shah, Mr. Dinesh Oza, and Mr. Anil Sharma, Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

Mr. Mayur J Shah, Mr. Dinesh Oza, and Mr. Anil Sharma are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Mayur J Shah, Mr. Dinesh Oza, and Mr. Anil Sharma for the office of Directors of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Directors whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith.

Mr. Mayur J Shah, Mr. Dinesh Oza, and Mr. Anil Sharma are deemed to be interested in the respective resolutions set out at Item no. 5 to 7 of the Notice with regard to their appointment.

The Board of Directors recommends the said resolution for your approval.

Save and except above, none of the other Directors or key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

ITEM NO. 8

Mr. Ashok Motiani, Chairman and Managing Director of the Company, was re-appointed as the Managing Director of the Company for a period of 5 years w.e.f. from August 01, 2011. The shareholders of the Company at their Annual General Meeting held on September, 27, 2011, subject to approval of the Central Government, had approved the said re-appointment.

The Central Government vide its Letter No. SR No. B23677933/4/2011-CL.VII Dated 07th February, 2012 had approved the total remuneration to Mr. Ashok Motiani, Chairman & Managing Director of the company as ₹65,80,000/- (Rupees Sixty Five Lac and Eighty Thousand Only) for the period from 01/08/2011 to 31/07/2012, ₹79,20,000/- (Rupees Seventy Nine Lac and Twenty Thousand only) for the period from 01/08/2012 to 31/07/2013 and ₹84,00,000/- (Rupees Eighty Four Lac Only) for the period from 01/08/2013 to 31/07/2014.

With the introduction of the Companies Act, 2013, the Schedule V of the said Act specifies the revised limits for remuneration to managerial personnel, in absence or in case of inadequacy of profits. As the appointment of Mr. Ashok Motiani was made for a period of 5 years and the approval of the Central Government was received for payment of remuneration for a period of 3 years i.e. upto July 31, 2014, it is proposed to pay a remuneration upto 5% of the Net Profits or upto Rs. 84 Lacs p.a. as permissible as minimum remuneration under revised schedule V of the Companies Act, 2013, subject to fresh approval of members by way of Special resolution and other compliances as enumerated in the said schedule for residue tenure of Managing Director i.e. from 1st August, 2014 to July 31, 2016.

The remuneration as set out below was approved by the Board of Directors and Nomination and Remuneration Committee at their respective meetings held on May 30, 2014.

Remuneration:

Five percent of the net profit of the company or in the event of inadequacy or absence of profit in any financial year minimum remuneration as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013. The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION

1. Nature of Industry:

Freshtrop 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

	2013-14	2012-13	2011-12
Gross revenue	1,147,868,701	935,028,676	618,775,514
Profit Before tax	81,961,484	52,945,691	7,570,109
Profit for the period	56,452,393	35,373,087	5,391,375

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 MANAGING DIRECTOR:-

1. Background details:-

Mr. Ashok Motiani is the founder & Chairman & Managing Director of Freshtrop Fruits Limited established in 1992. Freshtrop is today one of the largest Indian exporter of table grapes to the EU. Under the leadership of Mr. Motiani, Freshtrop has established a well reputed client base spread across Europe. Its post-harvest management facilities are located in Nashik & Sangli. Mr. Motiani is Aeronautical Engineer from IIT Mumbai.

2. Past remuneration

2011-12 ₹44,89,045

2012-13 ₹60,62,199

2013-14 ₹82,39,696

3. Job profile and his suitability

Mr. Motiani plays a major role in providing leadership and strategic inputs to the Company.

4. Remuneration proposed

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

The Company intends to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and hence it is proposed to pass the special resolution in this regard.

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 Mr. Ashok 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 May 30, 2014.

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 no. 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 managing Director was paid the remuneration by way of salary as per the agreement and central government approval up to a maximum limit on year to year basis as approved by the Central government.

ITEM NO. 9

The members of the Company at its Annual General Meeting held on September 28, 2007 had authorised Board of Directors to exercise borrowing powers the outstanding amount of which at any time shall not exceed in the aggregate of ₹50 Crores (Rupees Fifty Crores Only).

Section 180(1)(c) of the Companies Act, 2013 which has replaced Section 293(1)(d) of the Companies Act, 1956 provides that the Board of Director's shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's banker in the ordinary course of business, except with the consent of the Company accorded by way of a Special resolution. Further, as per a clarification issued by the Ministry of Corporate affairs, the resolution earlier passed under section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. up to September 11, 2014.

Accordingly it is, therefore, necessary for the members to pass a Special resolution under Section 180(1)(c) of the Companies Act, 2013, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

Further, it is recommended the borrowing limits by authorizing Board of the Directors or Committee thereof up to ₹50 Crores (Rupees Fifty Crores Only).

The Board of Directors recommends the said resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

ITEM NO. 10

The members of the Company at its Annual General Meeting held on September 28, 2007 had authorised Board of Directors to create charge on all or any of the movable or immovable properties of the Company pursuant to Section 293(1) (a) of the Companies Act 1956.

Section 180(1)(a) of the Companies Act, 2013 which has replaced Section 293(1)(a) of the Companies Act, 1956 provides that the Board of Director's shall create charge on all or any of the movable or immovable properties of the Company, except, with the consent of the Company accorded by way of a Special resolution. Further, as per a clarification issued by the Ministry of Corporate affairs, the resolution earlier passed under section 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013 i.e. up to September 11, 2014.

Accordingly, it is, therefore, necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security upto limit specified in the resolution passed under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors recommends the said resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Date: 13.08.2014

By order of the Board
For Freshrop 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)

ANNEXURE TO NOTICE

Name of the Directors	Mr. Dinesh Oza (DIN: 01307881)	Mr. Anil Sharma (DIN: 06688634)
Date of Birth	04.07.1953	02.08.1954
Qualifications	<p>BSC (Tech), Food Technologist from Bombay University.</p> <p>He has 35 years of experience in research and development of various food products, Food project identification, Planning, project management and project implementation.</p> <p>He is a consultant for providing turnkey techno-commercial services to food industry, vegetable oil industry and ayurved pharmacy sector. His consulting firm is associated with over 120 different types of food projects.</p>	<p>Food Technologist.</p> <p>He has 32 years of experience in food processing industry. He has headed several Prestigious Agro based projects and food processing plants. He has experience with fruit juice concentrate manufacturing, dehydration, canning, and bottling, blending and aseptic packing of beverages.</p> <p>He is a life member of Association of Food Scientist and Technologist, CFTRI, Mysore (India) and Executive Member of All India Food Preserver Association Sub-Committees for Export & Defense Supplies.</p>
Shareholding in Freshtrop Fruits Limited	Nil	Nil
Directorship held in other public limited	Nil	Nil
Membership / Chairmanship of committees in public limited companies in India	Nil	Nil

Name of the Directors	Mrs. Nanita Motiani (DIN: 00787809)	Mr. Mayur J Shah (DIN: 00124633)
Date of Birth	04.04.1953	03.09.1959
Qualifications	Masters of Science	Commerce graduate and having thirty years of experience in the field of Public relation, legal, capital markets and financing.
Shareholding in Freshtrop Fruits Limited	8,72,246	14,400
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 22nd Annual Report and the Audited financial Statement of the Company for the financial year ended March 31, 2014.

FINANCIAL RESULTS:

The working results of the Company for the period ended 31st March, 2014 are as follows:

Amount in ₹

	2013-14	2012-13
Total Income	1,147,868,701	935,028,676
Profit before Depreciation and Taxation	103,367,543	76,677,010
Less: Depreciation	21,406,059	23,731,319
Net Profit before Taxation	81,961,484	52,945,691
Less: Current Tax	23,000,000	9,806,700
MAT Credit Entitlement	-	(9,806,700)
Deferred Tax	2,509,091	17,540,433
Tax in respect of earlier years	-	32,171
Profit after taxation	56,452,393	35,373,087
Less: Proposed Dividends	12,145,000	1,19,45,000
Distribution Tax on Proposed Dividends	2,064,043	19,37,778
Add/Less: Balance of (Loss) of Previous years	148,920,748	127,430,437
Balance of Profit/ (Loss carried to Balance Sheet	191,164,098	148,920,746

OPERATIONS:

The year under report shows a growth in the total income from ₹935 million to ₹1147 million an increase of 22.76%, while the profit after tax has grown from ₹35.37 million to ₹56.45 million an increase of 59.59%. The increase in the Income has come from growth in both our business segments, fresh fruits exports and processed food business. We feel both these segments have a large potential and will continue to grow and contribute to the profits of your company in the coming years.

FRESH FRUITS SEGMENT:

Demand for Indian grapes continues to grow in the EU markets. Total exports of grapes from India to EU increased from 64,644MT in 2013 season to 80,141MT in 2014 season an increase of 24%. While our Exports of grapes increased from ₹651 million to ₹837 million an increase of 28.61%. We are also working on expanding this business in non EU markets. During the 2014 season the business to this market was stagnant but it has a large potential for growth in the coming years.

FOOD PROCESSING SEGMENT:

During the year under report our Income from this segment grew from ₹218.70 million in 2012-13 to ₹236.69 in 2013-14 a growth of 8.23%.

DIVIDEND:

Considering the performance during the year 2013-14, your Directors have recommended a Dividend of ₹1/- per share (10 per cent) for the year ended 31st March 2014. The dividend payout, if approved, will result in outflow of ₹14,209,043 inclusive of ₹20,64,043 on account of Dividend Distribution Tax.

DIRECTORS:

Mr. Ramchandra Joshi, Independent Director of the Company has resigned w.e.f. November 15, 2013. The Board places on record its deep appreciation of the valuable services and guidance provided by Mr. Ramchandra Joshi during his tenure.

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered into with Stock Exchanges, appointed Mr. Mayur J Shah, Mr. Dinesh Oza, and Mr. Anil Sharma, as Independent Directors of the Company. As per Section 149(4) of the Companies Act, 2013, which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mrs. Nanita Motiani, who retires by rotation as Director of the Company but being eligible offers herself for re-appointment.

Brief details of Directors proposed to be appointed/re-appointed as required under Clause 49 of the Listing Agreement are provided in the Notice of Annual General Meeting forming part of this Annual Report.

INSURANCE:

The assets of the Company are adequately insured against the loss of fire and other risks which are considered necessary by the management.

FIXED DEPOSIT:

The Company has not accepted any deposit under the provision of Section 58-A of the Companies Act, 1956 as applicable.

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) and Satara (Unit III) Pack houses.
8. **Global GAP Certificate**
9. **FSSAI**
10. **Business Social Compliance Initiative (BSCI)**

FINANCE:

During the year under review, the Company has enhanced its Working Capital Facilities of ₹1500.00 Lacs for the peak season and ₹900.00 Lacs for off season to ₹2100.00 Lacs and 900.00 Lacs from Axis Bank Limited for the Fresh Fruits and Food Processing activities of the Company. During the year under review, Axis bank has also sanctioned total fresh term loans of ₹550.00 Lacs out of which ₹100 lacs for expansion of Unit-1, and ₹450 lacs for Expansion of unit-4.

ENERGY CONSUMPTION:

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

		2013-14	2012-13
1. Electricity			
a) Purchased			
Units	KWH	1,958,557	1,863,625
Total amount	₹	12,136,478	12,129,924
Rate / Unit	₹	6.20	6.51
b) Own Generation through Diesel Generator Set			
Units			
Diesel			
Quantity	Ltrs	21,202	26,595
Total Amount	₹	1,229,266	1,317,202
Rate / Unit	₹	57.98	49.53
c) Coal and other Fuels			
Units	Kgs	9,03,785	763,098
Total Amount	₹	5,898,091	4,313,828
Rate / Unit	₹	6.53	5.65

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.

FOREIGN EXCHANGE EARNING AND OUTGO:

Foreign Exchange earnings during the year amounts to ₹897,853,788 (Previous Year ₹690,486,703) and Foreign Exchange outgo during the year was ₹189,579,203 (Previous Year ₹172,288,874).

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.

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.

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.

SECRETARIAL AUDIT REPORT:

As a good Corporate Governance practice, the Board of Directors of the Company appointed M/s. R.S. Sharma & Associates, Ahmedabad, Practicing Company Secretary, to conduct Secretarial Audit of the Company. The Secretarial Audit report for the year ended on 31st March, 2014 is provided in the Annual Report.

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 : 13.08.2014

By order of the Board
For Freshrop Fruits Ltd

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

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

ANNEXURE TO THE DIRECTORS' REPORT
CORPORATE SOCIAL RESPONSIBILITY

As a responsible corporate citizen, Freshrop Fruits Ltd actively contributes to the social and economic development of the communities in which it operates. In doing so, we strive to build a better, sustainable way of life for the weaker sections of society and an all-round development of the communities around our plants that located mostly in rural areas of Nashik & Sangli in Maharashtra.

Our focus areas are Education, Rural Infrastructure & Sustainable livelihood.

During the year under review, several initiatives were taken towards Corporate Social Responsibility:-

- Playground for Arts, Commerce, Science Junior (Agri) College at Shidhewadi, Tal Tasgaon, Dist – Sangli [Arts, Commerce, Science Junior (Agri) College is the only college that provides agricultural education at junior level in the region and caters to several nearby villages of Shidhewadi]
- Installation of Six Digital Classes at S.K. Unune English Medium School, Savlaj
- Construction of wall compound at S.K. Unune English Medium School, Savlaj Tal- Tasgaon, Dist – Sangli [S. K. Unune English Medium School is the only English medium school within 40km radius of this village and caters not only to the children from Savlaj but also a dozen other villages nearby.]
- Sponsorship support to Blind Man Rally – organized by Nasik Round Table.

[Nasik Round Table – NRT107, is the local chapter of Round Table India, part of the international Round Table movement. The mandate of Round Table India (RTI) is to educate a million children in India and its mandate aligns well with Freshrop's own impetus on education. RTI has been building on an average a classroom every day for the past couple of years for the under privileged children in rural areas.]

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report as required under the listing agreements with the stock exchanges is enclosed as Annexure 'A'. 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 :

- Grape exports from India to Europe is the foremost success story of Indian horticultural exports. India is an important supplier of fresh grapes during the summer months to both Europe and the Middle East markets.
- Over the past few years, new markets such as CIS countries and Far-East have opened up offering alternates and giving the industry a healthy growth prospect. This also reduces the over-dependence of this business on EU and the gulf markets.
- Modern packhouse facilities with forced air cooling systems, APEDA sponsored traceability systems and Internationally qualified chemical residue testing laboratories have all helped the industry grow exponentially by offering fresh Indian grapes with all required food safety controls.
- Indian food and food processing industry has seen significant growth and changes over the past few years, driven by changing trend in markets, consumer segment and regulations. These trends, as well as changing demographics, growing population and rapid urbanization are expected to continue in the future and therefore will shape the demand for value added products in the food processing industry. The food processing sector in India is hence an attractive sector for investment and offers significant growth potential to investors.
- The Indian beverage industry is on a high growth path. Fast urbanisation, growing affluent consumers, changing lifestyles and health considerations are main driving factors behind this growth. The non-alcoholic ready-to-drink beverage market has been recording a compounded annual growth of 13% since 2009 and is one segment that has successfully defied the recessionary trends witnessed almost all across the world and all segments.

2. OPPORTUNITIES AND THREATS:

OPPORTUNITIES

There is a tremendous potential of growth in the exports of grapes from India. Grapes are cultivated over an area of 250 thousand hectares with an annual production of 2629 thousand tones. The phenomenal rise in export of grapes from India has resulted from the fact that India is meeting quality as well as food safety requirements of the importing countries in EU and supplying at competitive prices. Currently more than 80 percent of the produce is used for table purposes. There is a need to diversify and add value through processing as juice and concentrates as these products are still imported.

- Demand for processed food has been rising with growing disposable income, urbanisation, young population and nuclear families.
- Household consumption is set to double by 2020.
- India benefits from a large agriculture sector, abundant livestock, and cost competitiveness.
- Investment opportunities are coming up in agriculture, food infrastructure, and contract farming.
- Potential global outsourcing hub - Global supermarket majors are looking at India as a major outsourcing hub, India enjoys favorable supply-side fundamentals (abundant raw materials supply, cost advantages, The government is helping by supporting investments in AEZs, mega food parks and easier credit.

- The food processing industry has the ability to convert raw agricultural produces into products with much longer shelf life resulting in reduction of wastages. This also reduces the threat of the temporary “problem of plenty” at harvest time for farmers thus giving them confidence to increase production.
- Priority sector status for agro-processing given by the central Government
- Vast domestic market
- Large crop and material base offering a vast potential for agro processing activities
- Setting of SEZ/AEZ and food parks for providing added incentive to develop greenfield projects.
- Opening of global markets – there are still several un-tapped markets around the world which can significantly fuel growth for the next several years.

THREATS

- Lack of suitable infrastructure in terms of cold storage, warehousing, etc.
- Lack of adequate quality control and testing infrastructure
- Inefficient supply chain and involvement of middlemen
- High inventory carrying cost
- High packaging cost
- Affordability and cultural preference of fresh food
- Non-tariff barriers imposed by countries with potential for market
- Private standards imposed by large retailers in developed markets

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. RECENT TRENDS AND FUTURE OUTLOOK :

The food processing industry provides vital linkages and synergies between industry and agriculture. The Food Processing Industry sector in India is one of the largest in terms of production, consumption, export and growth prospects. The government has accorded it a high priority, with a number of fiscal reliefs and incentives, to encourage commercialization and value addition to agricultural produce, for minimizing pre/post-harvest wastage, generating employment and export growth. India's food processing sector covers a wide range of fruits and vegetables.

Indian food processing industry is widely recognized as a 'sunrise industry' having huge potential for uplifting agricultural economy, creation of large scale processed food manufacturing and food chain facilities, and the resultant generation of employment and export earnings. Over the last few years, there has been a positive growth in ready-to-serve beverages, fruit juices and pulps, dehydrated and frozen fruits and vegetable products, tomato products, convenience vegspice pastes, reasons being increase in consumption by nuclear families, working women, students and single employees staying alone. An increasing acceptance of new products with market development efforts has been witnessed lately given the fact that there is a good international demand for certain fruits and vegetable products. The Indian food processing industry is primarily export oriented. India's geographical situation gives it the unique advantage of connectivity to Europe, the Middle East and the far-east.

5. RISKS AND CONCERN :

The most crucial challenge that the Indian food and food processing industry is facing as of today, is the lack of suitable infrastructure in the shape of cold chain, packaging centres, value added centres, etc.

Grape is one such crop that is highly sensitive to climatic changes. There are certain critical/sensitive phases like bud- break, bloom and harvest. As majority of the grape growing vineyards in India are located in semi-arid tropics, the problems of irrigation water availability and salinity are already a serious issue which will get aggravated due to climate change.

Urbanization and infrastructure development are major factors which are responsible for faster shrinkage in cultivable land. Change in land utilization pattern also decides availability of land for grape growing. The effect of climate change may open up other sites for grape growing than existing. Same way grape cultivation may have to be extended to unconventional and marginal land areas. Developing varieties and production/protection technologies for such regions will be a research challenge in coming decades.

6. 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.

7. 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".

8. 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.

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of Listing Agreement)

1. Company's Philosophy on Corporate Governance:

- 1.1. 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.
- 1.2. 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.
- 1.3. 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:

2.1. Composition & size of the Board

The Board of Directors of your Company as on March 31, 2014 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. The Board members consist of persons with professional expertise and experience in various fields such of Finance, Accounts, and Management etc.

Classification of Directors	No. of Directors
Executive Directors	Two Promoter Directors
Non-Executive Directors – Independent Directors	Three-Non Promoter Directors

In the judgment of the Board of Directors of the Company, following Directors are independent Non-Executive Directors:

- (1) Mr. Mayur J. Shah
- (2) Mr. Dinesh Oza
- (3) Mr. Anil Sharma

2.2. 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) 30th May, 2013 2) 13th August, 2013 (3) 14th November, 2013 (4) 08th February, 2014

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 names and categories of the members of the Board, their attendance at Board Meetings held during the year and the numbers of Directorship and Committee Chairperson / Membership held by them in other companies is given below. Other Directorship does not include alternate directorship, directorships of private limited companies and of the companies incorporated outside India. Chairmanship / Membership of Board Committee include only audit and shareholders / investors grievance committee.

Name of Director	Category of Directorship	Board Meetings		Attendance at the last AGM	No. of Specified Committees (Other than (FFL) in which chairman/member	
		Held	Attended			
Mr. Ashok V. Motiani (Chairman & Managing Director)	Promoter & Executive Director	4	4	Yes	None	None
Mrs. Nanita A. Motiani	Promoter & Executive Director	4	4	Yes	None	None
Mr. Ramchandra G. Joshi*	Independent & Non Executive Director	4	3	Yes	None	None
Mr. Mayur J. Shah	Independent & Non Executive Director	4	4	Yes	None	None
Mr. Dinesh Oza	Independent & Non Executive Director	4	4	Yes	None	None
Mr. Anil Sharma	Independent & Non Executive Director	4	2	Yes	None	None

* Ceased to be an Independent Director w.e.f November 15, 2013.

Details of Directors seeking re-appointment at the ensuing Annual General Meeting

Mrs. Nanita Motiani, Director is retiring at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

In accordance with the provisions of Section 149 of the Companies Act, 2013, Mr. Mayur J Shah, Mr. Dinesh Oza, and Mr. Anil Sharma Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting of the Company.

The brief resume and other information required to be disclosed under this Section is provided in the Notice of the Annual General Meeting

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. As on date, the Board has established the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Shareholders / Inventors Grievance Committee
- Finance Committee
- Securities Transfer Committee and
- Corporate Social Responsibility Committee
- ESOS Compensation Committee

3. 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 was reconstituted on 14th November, 2013. Mr. Anil Sharma, Independent Director appointed as member of the Committee due to resignation of Mr. Ramchandra Joshi Member of the Committee as Director of the Company w.e.f. 15th November, 2013.

The Composition of Audit Committee as on date is as under:

Name	Category	No. of Meetings during the year	
		Held	Attended
Mr. Ramchandra Joshi #	Non-Executive & Independent Director	4	3
Mr. Mayur J Shah	Non-Executive & Independent Director	4	4
Mrs. Nanita Motiani	Executive Director	4	4
Mr. Dinesh Oza	Non-Executive & Independent Director	4	4
Mr. Anil Sharma	Non-Executive & Independent Director	4	2

resigned as Director of the Company w.e.f. 15th November, 2013. Accordingly, he also ceased as member of the Audit Committee with effect from the said date.

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.

4. Nomination and 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.

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.

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.

Name of the Members	Designation	Category
Mrs. Nanita A Motiani	Chairperson	Whole time Director
Mr. Mayur J Shah	Member	Non-Executive & Independent Director
Mr. Dinesh Oza	Member	Non-Executive & Independent Director
Mr. Anil Sharma	Member	Non-Executive & Independent Director

During the year, the Remuneration Committee met two times in which all the four members were present. The Quorum of the Committee is of two members.

The Board of Directors review the Minutes of the Nomination and Remuneration Committee Meetings at subsequent Board Meetings.

The Company Secretary acts as a Secretary to the Committee.

4.1 Details of Remuneration to the Board members

The Company pays remuneration to its Chairman and Managing Director, whole time director and sitting fees paid to Non-Executive Directors is as under:

Name of Director	Designation	Remuneration (Including Perquisites) Paid (₹)	Sitting Fees paid (₹)	Total Remuneration (₹)
Mr. Ashok V Motiani	Chairman & Managing Director	82,39,696	-	82,39,696
Mrs. Nanita A Motiani	Executive Director	15,00,000	-	15,00,000
Mr. Ramchandra G Joshi	Non-Executive & Independent Director	-	22,500	22,500
Mr. Mayur J Shah	Non-Executive & Independent Director	-	30,000	30,000
Mr. Dinesh Oza	Non-Executive & Independent Director	-	30,000	30,000
Mr. Anil Sharma	Non-Executive & Independent Director	-	15,000	15,000
Total				

4.2 Details of shares of the Company held by Directors as on March 31, 2014 are as under:

Name	No. of Shares held
Mr. Ashok V Motiani	15,48,553
Mrs. Nanita A Motiani	8,72,246
Mr. Ramchandra G Joshi	4,000
Mr. Mayur J Shah	14,400
Mr. Dinesh Oza	Nil
Mr. Anil Sharma	Nil

5. Shareholders/Investors' Grievance 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 2013-2014.

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

Mrs. Nanita A. Motiani, who is an Executive Director, is Chairperson of the Committee and Mr. Jignesh Gandhi, Company Secretary, provides secretarial support to the Committee and is also the designated Compliance Officer for such matters.

The following table summarizes the status of investor complaints received during the year. All the complaints/ queries are promptly attended and resolved to the satisfaction of shareholders. All shares received for transfer were registered and dispatched within the stipulated time, wherever documents were correct and valid in all respects.

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

6. Finance 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 2013-2014.

Name of the Members	Designation	No. of Meetings during the year	
		Held	Attended
Mr. Ramchandra G Joshi	Non-Executive & Independent Director	3	3
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	2	2

7. 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.

8. Corporate Social Responsibility Committee

Considering the requirements of the Companies Act, 2013, the Board of Directors of the Company in its meeting held on 30th May, 2014 constituted the Corporate Social Responsibility Committee.

Composition of the Committee

Name of the Members	Designation	Category
Mrs. Nanita A Motiani	Chairperson	Executive Director
Mr. Mayur J Shah	Member	Non-Executive & Independent Director
Mr. Dinesh Oza	Member	Non-Executive & Independent Director
Mr. Anil Sharma	Member	Non-Executive & Independent Director

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.

Terms of reference of the Committee, inter alia, includes the following:

- 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;
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of framework of CSR Policy.
- 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.

9. Subsidiary Companies:

The Company does not have any subsidiary.

10. Risk Management:

The Company manages risks as an integral part of its decision making process and has a structured framework for risk management and minimization procedures.

11. CEO / CFO Certification:

In terms of the requirement of Clause 49 of the Listing Agreement the CEO has submitted necessary certificate to the Board at its meeting held on 13th August, 2014 stating the particulars specified under the said clause.

12. 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
2010-11	27.09.2011 11.00 a.m.	Karnavati Club, S. G. Road, Ahmedabad – 380015	2
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

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.

13. 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.

- e. No treatment different from Accounting Standards, prescribed by the Institute of Chartered Accountants of India, has been followed in the preparation of financial statements.
- f. The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement.

14. Secretarial Audit:

A qualified practicing Company secretary carried out quarterly secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depositories Services Limited (CDSL) and the total issued and listed capital. The audits confirmed the total issued / paid-up capital is in agreement with the aggregate of total numbers of shares in physical form and the total number of de-materialized shares held with NSDL and CDSL.

15. 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
 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
 Tel. No. : 079 – 40307050-57

16. General Shareholders Information:**a) Date, time and venue of the 22nd Annual General Meeting:**

Monday, the September 22, 2014 at 11.00 a.m. at Rajpath Club, S. G. Road, Ahmedabad - 380015

b) Financial Year:

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

Particulars : Tentative Schedule

Financial Calendar for 2014-15 (Tentative)

Financial reporting for the

Quarter ending June 30, 2014 : August, 2014 (Second Week)

Financial reporting for the

Quarter ending on September 30, 2014 : November, 2014 (Second Week)

Financial reporting for the

Quarter ending on December 31, 2014 : February, 2015 (Second Week)

Financial reporting for the

Year ending March 31, 2015 : May, 2015

Annual General Meeting : September, 2015

c) Book Closure Date

12th September, 2014 to 22nd September, 2014 (both days inclusive)

d) Dividend

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

e) Dividend Payment Date

On or after 22nd September 2014

f) 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 2014-15 has already been paid to BSE. The custodial fees payable to depositories namely NSDL & CDSL has also been remitted by the Company.

g) Market Price Data

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

Month	Bombay Stock Exchange Ltd	
	High (₹)	Low (₹)
April, 2013	18.40	13.65
May, 2013	18.70	15.15
June, 2013	19.75	15.15
July, 2013	17.70	15.00
August, 2013	23.35	16.25
September, 2013	24.60	19.80
October, 2013	26.85	22.00
November, 2013	26.00	21.00
December, 2013	23.70	20.05
January, 2014	22.50	19.05
February, 2014	23.45	17.55
March, 2014	28.10	20.95

h) 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
Contact Person : Ms. Ujata P
Website : www.bigshareonline.com

i) 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.

j) Shareholding as on March 31, 2014:**(a) Distribution of Shareholding as on 31st March, 2014:**

No. of Shares	Shareholders		Shares	
	Nos.	% of total	Nos.	% of total
1 - 500	3109	77.80	586,639	4.83
501 – 1000	372	9.31	308,575	2.54
1001 – 2000	196	4.90	313,096	2.58
2001 – 3000	86	2.15	220,682	1.82
3001 – 4000	36	0.90	129,194	1.06
4001 – 5000	35	0.88	168,057	1.38
5001 – 10000	147	3.68	2,695,825	22.20
10001 - above	15	0.38	7,722,932	63.59
Total	3996	100.00	12,145,000	100.00

(b) Shareholding pattern as on 31st March, 2014

Category	No. of Shareholders	Total No. of Shares held	% to Capital
Promoter's and Relatives	6	6,717,260	55.31
Resident Individuals (incl.HUF)	3827	4,568,126	37.62
Foreign Institutional Investors (FII'S)	0	0	0
Non Resident Individuals	45	433,824	3.57
Bodies Corporate	105	419,925	3.46
Clearing Members	10	5,865	0.05
Total	3993	12,145,000	100.00

(K) 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.

Status of Dematerialization (As on 31st March, 2014)

Particulars	No. of Equity Shares	% of Share Capital
NSDL	33,84,006	27.86
CDSL	80,56,990	66.34
Physical	704,004	5.80
Total	12,145,000	100.00

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

(L) 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, FreshTrop 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@freshtrop.com
3. Shareholders holding shares in electric mode should address all their correspondence to their respective depository participants.

(M) Transfer to Investor Education and Protection Fund (IEPF)

In terms of the Section 205C of the Companies Act, 1956, the amount of dividend 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 2005-06 was transferred to the IEPF established by the Central Government under applicable provisions of the Companies Act.

The above report has been placed before the Board at its meeting held on 13th August, 2014 and the same was approved.

Date : 13.08.2014

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)

CHIEF EXECUTIVE OFFICER'S CERTIFICATE

To,
The Board of Directors,
Freshtrop Fruits Limited

I, Ashok V. Motiani, Managing Director, of the Company do hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) 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.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) There is no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) There is no instance of significant fraud that involve therein management or an employee having significant role in the Company's internal control system over financial reporting.

Date : 13.08.2014
Place : Ahmedabad

ASHOK V. MOTIANI
MANAGING DIRECTOR
(DIN: 00124470)

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
FRESHTROP FRUITS LIMITED

We have examined the compliance of conditions of Corporate Governance by **FRESHTROP FRUITS LIMITED** for the year ended March 31, 2014, 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 REGN. NO. 106109W)

Date : 13.08.2014
Place: Ahmedabad

(M.S.SHAH)
PARTNER
M.NO. 44093

SECRETARIAL AUDIT REPORT

For the Financial Year Ended on 31st March, 2014.

To,
The Members,
Freshrop Fruits Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my Opinion thereon. Based on my verification of Freshrop Fruits Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provide by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2014 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 Freshrop Fruits Limited ("the Company") for the financial year ended on 31st March, 2014 according to the provisions of:

- (i) The Companies Act, 1956 and the Rules made there under;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye- Laws framed there under;
 - (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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, 1997;
 - (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;
 - (d) The Securities and Exchange Board of India (Employee stock- Purchase Scheme) Guidelines, 1999;
- I have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited;

1. Based on my examination and verification of the registers, records and documents produced to me and according to the information and explanations given to me by the management of the Company, I report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 ("the Act") and the Rules made under the Act, Accounting Standards and Memorandum and Articles of Association of the Company, with regard to:
 - (a) Maintenance of statutory registers and records and necessary entries are therein;
 - (b) Closure of Register of Members;
 - (c) Submission of forms, returns, documents and resolutions required to be filed with the Registrar of Companies;
 - (d) Service of documents by the Company on its Members, and Registrar of Companies;
 - (e) Notice of Board meetings and Committee meetings of Directors;
 - (f) Notice of the General Meetings and Extra Ordinary General Meetings of the Company;
 - (g) Minutes of proceedings of General Meetings and of Board and other meetings;
 - (h) Approvals of shareholders, the Board of Directors, the Committee of Directors and government authorities, wherever required;
 - (i) Constitution of the Board of Directors and appointment, retirement and re- appointment of Directors;
 - (j) Remuneration of Directors including the Managing Director and Whole-time Directors;
 - (k) Appointment and remuneration of Auditors;
 - (l) Transfers and transmissions of the Company's shares and issue and delivery of original and duplicate share certificates;

- (m) Form of balance sheet as prescribed under Part I of Schedule VI to the Act and requirements as to Profit & Loss Account as per Part II of the said Schedule;
- (n) Borrowings and registration, modification and satisfaction of charges;
- (o) Investment of the Company's funds;
- (p) Contracts, affixing of common seal, registered office and publication of name of the Company;
- (q) All other applicable provisions of the Act and the Rules / regulation made thereunder; and
- (r) The Company has issued and allotted the securities to the persons-entitled thereto and has also issued letters, coupons, warrants and certificate thereof as applicable to the concerned persons and converted warrants into equity shares in compliance with the provisions of the Companies Act, 1956 and other relevant statutes.

2. I further report that:

- (a) The Directors of the Company have obtained Director Identification Number as per Section 266A of the Act.
- (b) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities.
- (c) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel.
- (d) The Company has obtained all necessary approvals of the Central Government and / or other authorities, under the Act.
- (e) There was no prosecution initiated against, or show cause notice received by, the Company and no fines or penalties were imposed on the Company under the Companies Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against the Company, its Directors and Officers.

3. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Regulations and the Byelaws framed thereunder with regard to dematerialisation / rematerialisation of securities and reconciliation of records of dematerialised securities with all securities issued by the Company.

4. I further report that, the Company has complied with:

- (a) The requirements under the Equity Listing Agreements entered into with Bombay Stock Exchange Limited.
- (b) The provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 with regard to the disclosures and maintenance of records required under the Regulations.
- (c) The provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 with regard to disclosures and maintenance of records required under the Regulations.

5. 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 Companies Act, 1956

Adequate notice is given to all directors to schedule the Board Meeting Agenda and detailed notes on agenda are sent at least seven days in advance, 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. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

6. I further report that

There are adequate systems and processes in the company commensurate with the size and operations of the company to Monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For, R.S.SHARMA & ASSOCIATES

(R. S. Sharma)

CP No: 2118

M No: 3126

Date : 13.08.2014

Place : Ahmedabad

Independent Auditor's Report

To the Members of Freshrop Fruits Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Freshrop Fruits Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956("the Act")read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us the 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date and
- c) In the case of the Cash Flow Statement, of the 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, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books

- c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
- e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

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

Ahmedabad
May 30, 2014

M.S. SHAH
Partner
Membership No. 44093

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)

1. In respect of its fixed assets :
 - a) The company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
 - b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - c) Fixed assets disposed off during the year were not substantial and therefore do not affect the going concern assumption.
2. In respect of its inventories :
 - a) The inventory, except good-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 the year end, Bill of Lading have been obtained from shipping lines.
 - b) 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) The Company has maintained proper records of inventory. The discrepancies noticed on verification between physical stocks and book records were not material.
3. In respect of the loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under section 301 of Companies Act, 1956 :
 - a) The Company has not granted any loans ,Secured or Unsecured to companies, firms or other parties listed in the register maintained under section 301 of the companies Act 1956. Consequently, the provisions of clauses iii(b), iii(c) & iii(d) of paragraph 4 of the order are not applicable to the company.
 - b) The Company had taken unsecured loan from the 1 (One) party listed in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 43.83 lacs & the yearend balance of loan is Rs. 43.83 lacs.
 - c) In our opinion the rate of interest and other terms and conditions of such loans are not *prima facie* prejudicial to the interest of the Company.
 - d) In our opinion and according to the information and explanation given to us, repayment of the principal amount is as stipulated and payments of interest, wherever applicable, have been regular.
4. 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, for the purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
5. In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Act, to the best of our knowledge and belief and according to the information and explanations given to us, there were no contracts or arrangements that needed to be entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956.
6. According to the information and explanation given to us, the company has not accepted any deposit from public. Therefore, the provisions of Clause (vi) of Paragraph 4 of the order are not applicable to the company.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. We have been informed that the Central Government has not prescribed maintenance of Cost records under Section 209(1)(d) of the Companies Act 1956.
9. 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, Investor Education and Protection Fund, Income Tax, Sales Tax/ Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

- b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Investor Education and Protection Fund, Income Tax, Sales Tax/ Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues were in arrears as at 31st March, 2014 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, the following dues have not been deposited by the Company on account of disputes.

Statement of Disputed Dues				
Name of the Statute	Nature of the Dues	Amounts	Period to which amount relates	Forum where dispute is pending
Service Tax	Service Tax & Penalty	4,32,44,054	Various years from 2006-07 to 2011-12	C.S.T-Service Tax Ahmedabad.

10. 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.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a bank. Further, in our opinion and according to information and explanations given to us, the Company did not have any amount outstanding to financial institutions or debenture holders.
12. According to the information and explanation given to us the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. As the provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the Company, the provisions of Clause (xiii) of paragraph 4 of the Order is not applicable to the Company.
14. In our opinion and according to the information and explanations given to us, the Company is not dealing in shares, securities and debentures. Therefore, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
15. 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. Therefore, the provisions of clause 4(xv) of the Order are not applicable to the Company.
16. In our opinion and according to the information and explanations given to us, the term loans taken by the company have been applied for the purpose for which they were raised.
17. According to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we are of the opinion that funds raised on short-term basis have not been used for long-term investment.
18. The Company has made preferential allotment of shares to companies / firms / parties covered in the register maintained under Section 301 of the Act during the year. In our opinion the price at which share have been issued Is not prejudicial to the interest of the company.
19. The Company did not have any outstanding debentures during the year.
20. During the year covered by our report, the Company has not raised any money by way of public issue.
21. 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 instance of 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

Ahmedabad
May 30, 2014

M.S. SHAH
Partner
Membership No. 44093

BALANCE SHEET AS AT MARCH 31, 2014

Particulars	Note	As At 31.03.2014 in ₹	As At 31.03.2013 in ₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2	121,450,000	116,450,000
Optionally Convertible Warrants	3	-	1,750,000
Reserves and Surplus	4	220,202,063	175,958,711
Deffered Grant	5	-	72,597,226
Non-current liabilities			
Long-Term Borrowings	6	38,510,642	39,620,743
Deferred Tax Liabilities (Net)	7	45,474,220	42,965,130
Current liabilities			
Short-Term Borrowings	8	180,514,311	170,937,644
Trade Payables	9	403,624,104	269,290,805
Other Current Liabilities	10	58,798,234	75,816,981
Short-Term Provisions	11	24,893,445	19,275,214
TOTAL		1,093,467,018	984,662,455
ASSETS			
Non-current assets			
Fixed Assets	12		
Tangible Assets		365,726,203	414,404,411
Intangible Assets		63,486	111,134
Capital Work in progress		11,765,381	-
Non-Current Investments	13	250	250
Long-Term Loans and Advances	14	30,474,560	28,624,582
Current assets			
Inventories	15	437,112,060	331,868,920
Trade Receivables	16	175,232,683	157,661,565
Cash and Bank Balances	17	30,364,360	13,909,885
Short-Term Loans and Advances	18	42,728,035	38,062,316
Other Current Assets	19	-	19,392
TOTAL		1,093,467,018	984,662,455
Summary of 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 : 30.05.2014

For and on behalf of the Board of Directors

Ashok V. Motiani Managing Director
Nanita A. Motiani Executive Director
Mayur J. Shah Director
Anil Sharma Director
Dinesh Oza Director
Jignesh J. Gandhi Company Secretary

Place : Ahmedabad
Date : 30.05.2014

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON MARCH 31, 2014

Particulars	Note	Year Ended 31.03.2014 in ₹	Year Ended 31.03.2013 in ₹
INCOME			
Revenue from Operations	20	1,135,609,754	912,596,189
Other Income	21	12,258,947	22,432,488
Total Revenue		1,147,868,701	935,028,676
EXPENDITURE			
Cost of Materials Consumed	22	786,433,086	662,347,007
Changes in Inventories of Finished Goods	23	(76,254,504)	(93,435,274)
Employee Benefits Expenses	24	46,789,488	35,074,351
Finance Cost	25	20,261,804	23,662,239
Depreciation and Amortization Expenses	26	21,406,059	23,731,319
Other Expenses	27	267,271,283	230,703,344
Total Expenses		1,065,907,217	882,082,985
Profit/(Loss) Before Tax		81,961,484	52,945,691
Tax Expenses:			
Current tax		23,000,000	9,806,700
Less: MAT Credit Entitlement		-	(9,806,700)
Deferred tax		2,509,091	17,540,433
Taxes of earlier years		-	32,171
		25,509,091	17,572,604
Profit for the year		56,452,393	35,373,087
Earnings per Equity Share (Face Value ₹10)			
Basic Earning per Share		4.76	3.18
Diluted Earning per Share		4.76	3.15
Summary of 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 : 30.05.2014

For and on behalf of the Board of Directors

Ashok V. Motiani	<i>Managing Director</i>
Nanita A. Motiani	<i>Executive Director</i>
Mayur J. Shah	<i>Director</i>
Anil Sharma	<i>Director</i>
Dinesh Oza	<i>Director</i>
Jignesh J. Gandhi	<i>Company Secretary</i>

Place : Ahmedabad
Date : 30.05.2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014

Particulars	For the Period ended 31.03.2014 (₹)	For the Period ended 31.03.2013 (₹)
A Cash Flow from Operating Activities :		
Net Profit / (loss) before Tax and after exceptional items	81,961,484	52,945,692
Adjustments For :		
Depreciation and Amortisation	21,406,059	23,731,319
Government Grant	-	(4,292,306)
Amortisation of Preliminary Expenses	19,392	141,280
(Profit)/Loss on sale of Assets	(8,822)	60,877
Finance Cost	20,261,804	23,662,239
Interest/Dividend/Rent received	(287,028)	(476,144)
Operating Profit before Working Capital Changes	123,352,889	95,772,957
Adjustments For :		
(Increase) / Decrease in Trade Receivables	(31,478,324)	(81,918,749)
(Increase) / Decrease in Inventories	(105,243,140)	(96,043,651)
Increase / (Decrease) in Trade Payables & Others	119,635,981	118,089,388
Cash generated from Operations	106,267,406	35,899,945
Direct Taxes Paid (Net of Refund)	(12,190,696)	(6,240,682)
Net Cash used in Operating Activities (A)	94,076,710	29,659,263
B Cash Flow from Investing Activities :		
Purchase of Fixed Assets including Capital Work		
In Progress and capital advances	(65,322,032)	(23,618,931)
Interest/Dividend/Rent received	287,028	476,144
Sale / Deduction of Fixed Assets	75,556	335,844
Net Cash used in Investment Activities (B)	(64,959,448)	(22,806,943)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014 (Contd...)

Particulars	For the Period ended 31.03.2014 (₹)	For the Period ended 31.03.2013 (₹)
C Cash Flow from Financing Activities :		
Increase / (Decrease) in Long Term Borrowings	5,657,907	18,607,120
Increase / (Decrease) in Short Term Borrowings	9,576,667	(17,826,843)
Increase in Share Capital including Share Premium	5,250,000	10,150,000
Finance Cost	(20,261,804)	(23,662,239)
Dividend Paid	(13,882,778)	-
Share Issue Expenses	-	(121,884)
Net Cash from Financing Activities (C)	(13,660,008)	(12,853,846)
Net Increase In Cash & Cash equivalents (A+B+C)	15,457,254	(6,001,526)
Cash & Cash Equivalents at the beginning of the year	10,654,189	16,655,715
Cash & Cash Equivalents at the end of the year	26,111,443	10,654,189

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 : 30.05.2014

For and on behalf of the Board of Directors

Ashok V. Motiani	<i>Managing Director</i>
Nanita A. Motiani	<i>Executive Director</i>
Mayur J. Shah	<i>Director</i>
Anil Sharma	<i>Director</i>
Dinesh Oza	<i>Director</i>
Jignesh J. Gandhi	<i>Company Secretary</i>

Place : Ahmedabad
Date : 30.05.2014

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014**1 Significant Accounting Policies :****1.1 Basis of Preparation of Financial Statements****a) Basis of Accounting**

The financial statements of the Company are prepared under the historical cost convention as a going concern on accrual basis and to comply in all material aspects with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, the relevant provisions of the Companies Act, 1956 ("the Act") which as per clarification issued by the Ministry of Corporate Affairs continue to apply under Section 133 of the Companies Act, 2013 (which has superseded Section 211(3C) of the Act w.e.f 12th September 2013) and other accounting principles generally accepted in India, to the extent applicable.

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 and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI of the Companies Act, 1956. Based on the nature of products and services and their realization in cash and cash equivalents. The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of asset and liabilities.

d) Change In Accounting Policy

Government grants related to depreciable fixed assets was treated as deferred income which was recognised in the statement of profit and loss on a systematic and rational basis over the useful life of the asset. During the year the Company has changed the method of recognizing the government grant. Grants related to specific fixed assets are presented in balance sheet by showing the grant as a deduction from the gross value of the assets concerned in arriving at their book value. Thus grant is recognised in the statement of profit and loss over the useful life of a depreciable asset by way of a reduced depreciation charge. This change results in more appropriate preparation and presentation financial statement of the Company.

Accordingly, Gross Block of Fixed Assets was reduced by Rs. 8,97,01,000/- being grant received by the company. Out of which grant of Rs.1,71,03,774/- was written off as deferred Government grant in proportion of depreciation in earlier years & which is adjusted in respective assets & depreciation fund accounts. The change is revenue neutral in the statement of profit and loss account.

1.2 Fixed Assets and Depreciation / Amortization**a) Tangible Fixed Assets**

Fixed Assets are stated at cost of acquisition/construction (net of recoverable taxes) less Accumulated Depreciation and impairment loss if any. Cost of acquisition includes non refundable taxes, duties, freight and other costs that are directly attributable to bringing assets to their working condition for their intended use. All costs, including financing costs till the asset is put to use and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

Depreciation on tangible fixed assets is provided on Straight line method on pro-rata basis at rates and in manner specified in Schedule XIV of the Companies Act, 1956.

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)
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

At each balance sheet date, the management reviews the carrying amounts of its assets included in each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset.

Reversal of impairment loss is recognised as income in the statement of profit and loss.

1.3 Investments

Investments are classified into current and long-term 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 long-term investments. However, that part of long term investments which are expected to be realized within twelve months from Balance Sheet date is also presented under "Current Assets" under "Current portion of long term investments" in consonance with the current / non-current classification of revised Schedule VI to the Companies Act, 1956.

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.

Long-term 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

Inventories which comprise raw materials, work-in-progress; finished goods, and stores and spares are carried at the lower of cost and net realizable value. Cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on First-in-First-out (FIFO) basis. In the case of manufactured inventories and work in progress, cost includes direct material and labour cost and a proportion of manufacturing overheads. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value. The comparison of cost and net realizable value is made on class of item. Excise duty is included in the value of Finished Products, wherever applicable. 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 rates change. 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 Recognition

- a) Export Sales

- i) 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 recognised on transfer of all significant risks and rewards of ownership to the buyer. The amount recognised 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 recognised separately as part of changes in inventories of finished goods, work in progress and stock in trade.

- 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 recognised 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 recognised on the time proportion basis.

1.7 Employee Benefits

- a) 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 recognised 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 fund scheme and Employees' State Insurance Corporation (ESIC) which are a defined

contribution plan. The Company's contribution is recognised 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 recognised 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 directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

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 expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year).

Provision for current tax is based on the results for the year ended 31st March, in accordance with the provisions of the Income Tax Act, 1961.

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realized in future, however when there is unabsorbed depreciation or carry forward loss under

taxation laws, deferred tax assets are recognised only if there is a virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized.

Minimum Alternative Tax (MAT) under the provisions of the Income Tax Act, 1961 is recognized as current tax. The credit available under the said act in respect of MAT is recognized as an asset only when there is certainty that the company will pay income tax in future periods and MAT credit can be carried forward to set-off against the normal tax liability. MAT credit recognized as an asset is reviewed at each Balance sheet date and written down to the extent the aforesaid certainty no longer exists.

1.11 Governments Grants/Subsidy

Government Grants is recognized when there is a reasonable assurance that the company will comply with the conditions attached to them and grants will be received.

Grants related to specific fixed assets are presented in balance sheet by showing the grant as a deduction from the gross value of the assets concerned in arriving at their book value.

Government Grants which is in the nature of promoters contribution are credited to Capital Reserve.

When the grant or subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.

1.12 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.

1.13 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.

1.14 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.

1.15 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.

1.16 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 31.03.2014 In ₹	As At 31.03.2013 In ₹
Authorized		
1,50,00,000 Equity Shares of ₹ 10/- each	150,000,000	150,000,000
Issued, Subscribed & Paid-up		
1,21,45,000 (P.Y. 1,16,45,000) Equity Shares of ₹10/- each fully paid	121,450,000	116,450,000
TOTAL	121,450,000	116,450,000

2.1 10,00,000 equity shares of ₹19.40/- each (including Securities Premium of ₹9.40/- each) & 11,00,000 equity shares of ₹14.00/- each (including Securities Premium of ₹4.00/- each) were allotted as fully paid upon conversion of Optionally Convertible Warrants during the last Five Years.

2.2 Reconciliation of number of Equity Shares and amount outstanding

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Shares outstanding at the beginning of the year	11,645,000	11,045,000
Add: Issued during the year on exercise of Convertible Warrants	500,000	600,000
Shares outstanding at the end of the year	12,145,000	11,645,000

2.3 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.

2.4 Details of Shareholders holding more than 5% shares in the company

Particulars	As At 31.03.2014		As At 31.03.2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Freshcap Investments Pvt Ltd.	2,435,013	20.05%	2,435,013	20.91%
Ashok Vishandas Motiani	1,548,553	12.75%	1,161,472	9.97%
Nanita Ashok Motiani	872,246	7.18%	772,246	6.63%
Dipti Ashok Motiani	769,712	6.34%	669,712	5.75%
Priyanka Tandon	629,082	5.18%	629,082	5.40%

3. OPTIONALLY CONVERTIBLE WARRANTS

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
<u>Issued & subscribed</u>		
11,00,000 (P.Y. 11,00,000) Optionally Convertible Warrants of ₹ 14 each	15,400,000	15,400,000
5,00,000 (P.Y.11,00,000) Optionally Convertible Warrants paid up of ₹3.50 each	1,750,000	3,850,000
Add: 5,00,000 (P.Y.6,00,000) Optionally Convertible Warrants Option availed during the year	5,250,000	6,300,000
Less: Option Exercised during the Year	7,000,000	8,400,000
Balance at the end of the year	-	1,750,000

4. RESERVES & SURPLUS

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Capital Reserves		
At The Commencement and at the end of the year	8,950,000	8,950,000
Securities Premium Account		
Opening Balance	16,800,000	14,400,000
Add: Securities premium credited on Conversion of Share Warrants	2,000,000	2,400,000
Balance as at the end of the year	18,800,000	16,800,000
General Reserves		
At The Commencement and at the end of the year	1,287,965	1,287,965
Surplus in Statement of Profit and Loss		
At The Commencement and at the end of the year	148,920,748	127,430,437
Add: Surplus/(deficit) during the year	56,452,393	35,373,087
Less: Proposed Dividends	12,145,000	11,945,000
Less: Distribution Tax on Proposed Dividends	2,064,043	1,937,778
At the end of the year	191,164,098	148,920,746
TOTAL	220,202,063	175,958,711

5. DEFERRED GOVERNMENT GRANT

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Balance as at the beginning of the year	72,597,226	77,062,977
Less: Recognized during the year	-	4,465,751
Less: Net Deduction from value of Fixed Assets due to change in method	(72,597,226)	-
Balance as at the end of the year	-	72,597,226

6. LONG TERM BORROWINGS

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Secured		
Term loans from Banks	32,127,436	35,937,153
From Others	-	70,228
Unsecured		
Inter Corporate Deposit	6,383,206	3,613,362
TOTAL	38,510,642	39,620,743
Current Maturities of Long Term Borrowings*	30,710,958	23,861,712
*Amount disclosed under other current liabilities		

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

- 6.1.1 Term Loan of Nil (P.Y. ₹23,75,682) is secured by Exclusive and Specific charge on the Registered Office at Ahmedabad and repayable in 24 Monthly Installments starting From December, 2011. Last Installment due in November, 2013. Rate of Interest 14.50% p.a. (P.Y. 14.50% p.a.) at year end.
- 6.1.2 Term Loan of ₹ 56,25,000 (P.Y. ₹1,31,25,000) 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. (P.Y. 14.25% p.a.) at year end.
- 6.1.3 Term Loan of ₹3,52,12,000 (P.Y. ₹4,38,50,153) 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. (P.Y. 13.50% p.a.) at year end.
- 6.1.4 Term Loan of ₹64,01,000 (P.Y. Nil) 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. (P.Y. 13.50% p.a.)
- 6.1.5 Term Loan of ₹22,49,000 (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. (P.Y. 13.50% p.a.) at year end.
- 6.1.6 Term Loan of ₹1,00,00,000 (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. (P.Y. 13.50% 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 ₹15,33,568 (P.Y. Nil) 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. (P.Y. Nil) at year end.
- 6.1.9 Term Loan of ₹17,39,465 (P.Y. Nil) 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. (P.Y. Nil.) at year end.
- 6.1.10 Term Loan of ₹78,362 (P.Y. ₹5,18,258) 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. (P.Y. 10.45% p.a.) at year end.

6.2 Installments Falling Due In Respect Of All The Above Loans Upto 31.03.2015 Have Been Grouped Under Current Maturities Of Long-Term Debt.

7. DEFERRED TAX LIABILITY (NET)

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Deferred Tax Liability		
Difference between book depreciation and tax depreciation	45,813,931	43,830,533
Employee benefits	-	2,940
	4,58,13,931	4,38,33,473
Deferred Tax Assets		
Unabsorbed Depreciation	-	(868,344)
Employee benefits	(339,711)	-
	(339,711)	(868,344)
Net Deferred Tax Liability	45,474,220	42,965,129

8. SHORT TERM BORROWINGS

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Secured		
Working Capital Loans from Banks	180,514,311	170,937,644
TOTAL	180,514,311	170,937,644

- 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 & building & Plant & Machinery located at Unit-I, Unit-II and Unit-IV & further secured by Extension of charge over other fixed assets of the company except Satara unit of the company & Personal Guarantee of Chairman & Managing Director.

9. TRADE PAYABLES

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
For Goods	267,110,506	171,373,142
For Others (Note: 9.1)	136,513,598	97,917,663
TOTAL	403,624,104	269,290,805

9.1 Other Trade payables represents amount payable to various parties for packing material, consumables and Expenses.

9.2 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 31.03.2014 In ₹	As At 31.03.2013 In ₹
Current maturities of long-term debt	30,710,958	23,861,712
Interest accrued and due on borrowings	623,306	692,745
Unclaimed dividends (Note:10.1)	802,693	870,447
Advance from Customers	10,303,256	39,124,036
Creditors for Capital Goods	3,341,640	3,433,960
Statutory Liabilities (Note:10.2)	4,751,622	3,046,631
Other Liabilities	8,264,759	4,787,450
TOTAL	58,798,234	75,816,981

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.

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

11. SHORT TERM PROVISIONS

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Provision for employee benefits		
Contribution to PF, Gratuity etc.	997,342	882,316
Other Provisions		
Provision for Tax (Net of Advance Tax & TDS)	6,927,936	2,512,921
Proposed Dividend	12,145,000	11,945,000
Tax on Proposed Dividend	2,064,043	1,937,778
Other Provisions	2,759,124	1,997,199
TOTAL	24,893,445	19,275,214

12. FIXED ASSETS

Description	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	Balance As at 01.04.13 ₹	Additions During the Year ₹	Gov.Grant W/off during the Year	Deductions During the Year ₹	Balance As at 31.03.14 ₹	Balance As at 01.04.13 ₹	Provided During the Year ₹	Gov.Grant W/off during the Year ₹	Deductions During the Year ₹	Balance As at 31.03.14 ₹	As on 31.03.14 ₹	As on 31.03.13 ₹
TANGIBLE ASSETS												
1 LAND & LAND DEVELOPMENT	19,682,169	—	—	—	19,682,169	—	—	—	—	—	19,682,169	19,682,169
2 FACTORY BUILDING	148,534,522	18,660,647	21,183,428	—	146,011,741	29,145,300	4,387,217	2,934,423	—	30,598,094	115,413,647	119,389,222
3 MACHINERY	349,494,005	16,445,708	64,506,820	—	301,432,893	92,338,582	14,547,917	12,936,617	—	93,949,882	207,483,011	257,155,423
4 OFFICE EQUIPMENT	2,082,597	734,271	—	—	2,816,868	622,780	112,787	—	—	735,567	2,081,301	1,459,817
5 VEHICLES	10,935,600	8,177,440	1,009,260	702,117	17,401,663	4,342,517	1,465,648	526,372	635,383	4,646,410	12,755,253	6,593,083
6 FURNITURE & FIXTURES	5,260,598	570,110	—	—	5,830,708	3,000,676	216,478	—	—	3,217,154	2,613,554	2,259,922
7 COMPUTER	5,121,042	633,488	452,820	—	5,301,710	3,869,830	356,777	171,437	—	4,055,170	1,246,540	1,251,212
8 OFFICE ELECTRIFICATION	325,740	—	—	—	325,740	105,900	20,620	—	—	126,520	199,220	219,840
9 POLLUTION CONTROL EQUIP.	7,739,873	122,500	2,548,672	—	5,313,701	1,346,150	250,967	534,925	—	1,062,192	4,251,509	6,393,723
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
Previous Year's Total	522,881,491	27,052,891	—	758,236	549,176,146	111,276,134	23,683,671	—	188,070	134,771,735	414,404,411	411,605,357
INTANGIBLE ASSETS												
1 WEB SITE	238,240	—	—	—	238,240	127,106	47,648	—	—	174,754	63,486	111,134
TOTAL	238,240	—	—	—	238,240	127,106	47,648	—	—	174,754	63,486	111,134
Previous Year's Total	238,240	—	—	—	238,240	79,458	47,648	—	—	127,106	111,134	158,782
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
TOTAL AS AT 31.03.2013	523,119,731	27,052,891	—	758,236	549,414,386	111,355,592	23,731,319	—	188,070	134,898,841	414,515,545	411,764,139
Capital Work In Progress												11,765,381

Notes :

12.1 Capital WIP Consist of following :

- 1) Factory Building of ₹62,24,076
- 2) Factory Electrification of ₹36,930
- 3) Plant & Machinery of ₹48,36,806
- 4) Borrowing & other cost of ₹6,67,569

12.2 The Company has during the year changed the method of recognizing the government grant. For better presentation of financial statement company has decided to deduct grant from cost of respective assets. Due to above change Gross block of assets was reduced by ₹ 8,97,01,000 being grant received by the company. Out of which grant of ₹1,71,03,774 was w/off as Deferred Government grant in proportion of depreciation in earlier years & has been adjusted in respective assets & depreciation fund accounts.

13. NON CURRENT INVESTMENTS

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Unquoted Investments		
Investment in Shares of Shree Laxminarayan Co. op. Soc. Ltd. [5 Nos.(P.Y. 5)] of ₹ 50 each	250	250
TOTAL	250	250

14. LONG TERM LOANS AND ADVANCES

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Unsecured Considered good		
Capital Advances	15,017,844	8,922,377
Security Deposits	2,788,768	2,428,468
MAT Credit Entitlement	10,114,448	16,508,737
Others*	53,500	765,000
Balances With Government Authorities	2,500,000	-
TOTAL Rs.	30,474,560	28,624,582

* Others includes staff advances.

15. INVENTORIES

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
(Valued at lower of cost or net realisable value)		
Raw Materials	6,641,102	166,493
Finished Stock	79,415,782	75,107,033
Finished Goods in Transit	299,849,156	227,251,040
Packing Materials	50,064,404	28,818,608
Consumables	1,012,931	401,298
Others	128,685	124,448
TOTAL	437,112,060	331,868,920

15.1. Details of Raw Materials

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Pomegranates	2,702,005	-
Others	3,939,097	166,493
	6,641,102	166,493

15.2. Details of Finished Goods-At Factory

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Grapes	34,232,743	23,186,807
Mango Pulp	6,642,566	23,940,469
Pomegranate Concentrate	14,508,497	23,235,694
Guava Pulp	5,960,545	1,054,361
Guava Concentrate	1,247,679	-
Tomato Paste	10,034,635	3,179,103
Watermelon	3,721,339	-
Other	3,067,778	510,599
	79,415,782	75,107,033

15.3. Details of Finished Goods- In Transit

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Grapes	293,522,071	222,994,657
Mango Pulp	6,327,085	3,602,205
Pomegranate Concentrate	-	654,178
	299,849,156	227,251,040

16. TRADE RECEIVABLES

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
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	175,232,683	157,661,565
TOTAL	175,232,683	157,661,565

17. CASH AND BANK BALANCES

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Cash & Cash Equivalent		
Cash & Cash Equivalent		
- Balance with Banks	20,455,420	7,372,882
- Cash on hand	5,656,024	3,281,307
	26,111,444	10,654,189
Other Bank Balances		
- Term Deposits with maturity of more than three month but less than twelve months	3,234,035	2,385,249
- In Unclaimed Dividend Account	1,018,881	870,447
	4,252,916	3,255,696
TOTAL Rs.	30,364,360	13,909,885

18 SHORT-TERM LOANS AND ADVANCES

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Unsecured considered good		
Balance with Government Authorities	4,164,577	6,693,922
Advances to Suppliers of Goods	2,061,454	3,147,606
Advances to Suppliers of Expenses	-	7,301
Prepaid Expenses	4,792,954	3,372,840
Claim Receivable	12,048,283	10,819,743
Other Advances(Note 18.1)	19,660,767	14,020,904
TOTAL	42,728,035	38,062,316

18.1 Other Advances includes amount receivable against forward contract (net of payable), Gratuity Planned Assets (Net), Income Receivables, etc.

19 OTHER CURRENT ASSETS

Particulars	As At 31.03.2014 In ₹	As At 31.03.2013 In ₹
Share Issue Expenses		
Opening Balance	19,392	38,788
Add: Addition during the year	-	121,884
Less: Written off during the year	19,392	141,280
TOTAL Rs.	-	19,392

20 REVENUE FROM OPERATIONS

Particulars	2013-14 In ₹	2012-13 In ₹
Sale of Products	1,066,974,725	863,713,639
Less: Excise Duty	4,947,425	2,543,380
	1,062,027,300	861,170,259
Sale of Services – Job Work	18,719,260	18,242,214
Other Operating Incomes	54,863,194	33,183,716
	1,135,609,754	912,596,189

20.1 Details of Products Sold

Particulars	2013-14 In ₹	2012-13 In ₹
Grapes	837,348,252	651,052,302
Pomegranates	9,824,677	11,415,225
Mango Pulp	78,232,242	50,579,063
Pomegranate Concentrate	84,111,305	84,786,123
Guava Pulp	6,926,157	44,110,583
Tomato Paste	21,881,897	13,743,994
Fruit Compound	22,911,809	4,424,490
Others	790,961	1,058,479
TOTAL	1,062,027,300	861,170,259

20.2 Other Operating income includes export benefit etc.

21 OTHER INCOME

Particulars	2013-14 In ₹	2012-13 In ₹
Premium/Discount on Forward Contract	11,468,931	5,463,881
Interest Income	763,194	476,144
Marine Insurance Claim Income	-	1,911,614
Foreign Exchange Gain	-	9,636,132
Government Grant Recognized	-	4,292,306
Other Income	26,822	652,410
TOTAL	12,258,947	22,432,488

22 COST OF MATERIALS CONSUMED

Particulars	2013-14 In ₹	2012-13 In ₹
<u>Raw Material Consumption</u>		
Opening Stock	166,493	930,640
Add: Purchase	676,692,587	559,679,960
	676,859,080	560,610,600
Less: Closing Stock	6,641,102	166,493
Total Rs.(A)	670,217,978	560,444,107
<u>Packing Material Consumed</u>		
Opening Stock	28,818,608	25,581,322
Add: Purchase	134,381,977	100,858,149
	163,200,585	126,439,471
Less: Closing Stock	50,064,404	28,818,608
Total Rs.(B)	113,136,181	97,620,863
<u>Consumables Consumed</u>		
Opening Stock	401,298	509,922
Add: Purchase	3,690,560	4,173,413
	4,091,858	4,683,335
Less: Closing Stock	1,012,931	401,298
Total (C)	3,078,927	4,282,037
TOTAL	786,433,086	662,347,007

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

Particulars	2013-14 In ₹	2012-13 In ₹
Raw Material		
Grapes	527,850,524	407,962,642
Pomegranates	71,073,966	88,975,425
Mango	34,472,082	40,079,811
Guava	8,340,137	17,391,633
Tomato	12,655,453	3,181,930
Fruit Compound	13,059,433	-
Others	2,766,382	2,852,666
Packing Materials	113,136,181	97,620,863
Consumables	3,078,927	4,282,037
	786,433,086	662,347,007

22.2 Composition of Consumption

Particulars	2013-14		2012-13	
Raw Materials				
Imported	Nil	0.00%	Nil	0.00%
Indigenous	670,217,978	100.00%	560,444,107	100.00%
TOTAL	670,217,978	100.00%	560,444,107	100.00%
Packing Materials				
Imported	35,383,379	31.28%	34,907,461	31.79%
Indigenous	77,752,802	68.72%	62,713,402	68.21%
TOTAL	113,136,181	100.00%	97,620,863	100.00%
Consumables				
Imported	569,131	18.48%	1,764,023	41.20%
Indigenous	2,509,788	81.52%	2,518,014	58.80%
TOTAL	3,078,919	100.00%	4,282,037	100.00%

23 CHANGES IN INVENTORIES OF FINISHED GOODS

Particulars	2013-14 In ₹	2012-13 In ₹
Inventories at the end of the year		
Finished Goods-In Transit	299,849,156	227,251,040
Finished Goods-At Factory	79,415,782	75,107,033
Total (A)	379,264,938	302,358,073
Inventories at the beginning of the year		
Finished Goods-In Transit	227,251,040	130,716,910
Finished Goods-At Factory	75,107,033	77,835,279
Total Rs.(B)	302,358,073	208,552,189
Total (A)- (B)	(76,906,865)	(93,805,884)
Add/(Less) : Variation in Excise Duty on Closing & Opening stock of Finished Goods	652,361	370,610
TOTAL	(76,254,504)	(93,435,274)

24 EMPLOYEE BENEFITS EXPENSES

Particulars	2013-14 In ₹	2012-13 In ₹
Salaries Bonus & Allowances	43,147,845	32,532,699
Contribution towards Gratuity & Provident Fund	2,752,241	1,747,351
Staff Welfare expenses	889,402	794,301
TOTAL Rs.	46,789,488	35,074,351

25 FINANCE COST

Particulars	2013-14 In ₹	2012-13 In ₹
Interest Expenses	16,957,905	21,510,730
Foreign exchange loss/(gain) (net) on Foreign currency borrowings	(386,060)	(202,073)
Other borrowing costs	3,817,845	2,834,809
	20,389,690	24,143,467
Less: Financial charges Capitalized	127,886	481,228
TOTAL	20,261,804	23,662,239

26 DEPRECIATION AND AMORTISATION EXPENSES

Particulars	2013-14 In ₹	2012-13 In ₹
Depreciation	21,358,411	23,683,671
Amortization of Intangible Assets	47,648	47,648
TOTAL Rs.	21,406,059	23,731,319

27 OTHER EXPENSES

Particulars	2013-14 In ₹	2012-13 In ₹
<u>Manufacturing Expenses</u>		
Labour charges	14,151,832	11,171,382
Pre-cooling, Processing & Labour Charges	8,857,361	5,547,084
Power & Fuel	19,261,802	18,159,446
Inward Transportation	7,909,461	4,807,887
Repairs & Maintenance	2,769,194	3,524,546
Testing Expenses	3,913,210	2,258,143
Procurement Expenses	1,136,935	1,592,170
Temporary Ripening Shed Exps	1,277,308	1,142,946
Others Manufacturing Expenses	4,902,759	4,888,918
Total (A)	64,179,862	53,092,522
<u>Selling & Distribution Expenses</u>		
Foreign Selling Expenses	56,998,698	63,547,437
Other Selling & Distribution Expenses	5,335,195	3,989,659
Forwarding & Freight Charges	108,592,270	99,854,299
Total (B)	170,926,163	167,391,394
<u>Administrative And General Expenses</u>		
Rent Rates & Taxes	1,840,409	767,382
Insurance Exps.	1,489,279	1,262,419
Corporate Social Responsibility	905,000	-
Foreign Exchange Loss	11,574,743	-
Professional & Legal fees (Note: 27.1)	2,075,482	1,678,968
Marine Insurance Claim Expense	1,865,994	-
Repairs & Maintenance to Building / Office	1,867,372	739,731
Loss On Sale Of Asset	-	67,780
Other Expenses	10,546,979	5,703,147
Total Rs.(C)	32,165,259	10,219,427
TOTAL (A+B+C)	267,271,284	230,703,344

27.1 Legal & Professional Fees Includes payment to auditors as below :

Particulars	2013-14 In ₹	2012-13 In ₹
I) As Statutory Auditor	674,160	449,440
II) Other Service	168,540	112,360

28 Contingent Liabilities and Commitments (to the extent not provided for)**(a) Contingent Liabilities****(Amount ₹)**

Particulars	As At 31.03.2014	As At 31.03.2013
i) Disputed matters in appeals/contested in respectof:		
- Income Tax	-	6,612,398
- Service Tax	43,244,054	45,744,054
ii) Estimated amount of Custom/Excise duty liability in respect of Capital Goods purchased without payment of duty under EPCG Scheme	15,017,107	8,959,826
iii) Estimated amount of duty liability on stock of duty free materials	4,768,738	6,192,681

(b) Commitments**(Amount ₹)**

Particulars	As At 31.03.2014	As At 31.03.2013
i) Bank Guarantees	15,743,040	3,500,000
ii) Letter of Credit	16,515,280	4,950,188
iii) Estimated amounts of contracts remaining to be executed on capital account and not provided (net of advances)	17,500,000	3,516,000

29 Earning per Equity Share (EPS)

Basic and Diluted EPS are recorded in accordance with Accounting Standard 20 'Earning per Share'. Earning per Share is calculated by dividing the profit attributable to the Equity Shareholders (after adjustment for deferred taxes) by the weighted average number of Equity Shares outstanding during the period. The numbers used in calculating Basic and Diluted EPS are as stated below.

(Amount ₹)

PARTICULARS	2013-14	2012-13
Basic Earning per Share		
Net Profit / (loss) after Tax	56,452,393	35,373,087
Weighted average numbers of Equity Shares for calculation of Basic Earning per share	11,859,746	11,122,260
Basic Earning per Share	4.76	3.18
Diluted Earning per Share		
Weighted average numbers of Equity Shares for calculation of Dilutive Earning per share	11,859,746	11,225,495
Diluted Earning per share	4.76	3.15
Nominal Value per Share	10.00	10.00

30 Related Party Disclosure**a) Names of related parties and nature of relationship.**

- i) Enterprise under significant influence of Key Management personnel
 - 1) Freshcap Investments Pvt. Ltd. (Formerly known as Capital Packaging 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
- iii) Relatives of Key Management Personnel
 - Mrs. Priyanka Tandon
 - Mr. Mayank Tandon
 - Ms. Dipti Motiani

b) 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	- (-)	9,700,000 (7,500,000)	7,879,860 (6,028,200)
ii) Perquisites	- (-)	39,696 (62,199)	- (-)
iii) Interest Paid	229,302 (760,465)	- (-)	- (-)
iv) Loan Taken	6,314,302 (11,100,000)	- (44,552)	- (1,000,000)
v) Loan Repaid	3,788,558 (14,999,343)	(-) (44,552)	(-) (1,000,000)
vi) Reimbursement of Expenses	- (-)	- (-)	- (150,036)
II) Outstanding Balance at the close of the year			
i) Unsecured Loan	4,383,028 (1,857,284)	- (-)	- (-)
ii) As Creditors	- (-)	56,676 (325,070)	479,461 (687,764)

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.

31 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.

Particulars	As At 31.03.2014	As At 31.03.2013
1 Assumptions		
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.		
2 Changes in present value of obligations		
Present value of obligations as at beginning of year	2,326,873	2,194,877
Interest cost	186,150	175,590
Current Service Cost	477,426	277,500
Benefits Paid	(24,480)	-
Actuarial (gain)/Loss on obligations	(178,852)	(321,094)
Present value of obligations as at end of year	2,787,117	2,326,873
3 Changes in the fair value of plan assets		
Fair value of plan assets at beginning of year	2,518,975	1,893,238
Expected return on plan assets	240,573	183,689
Employers Contributions	364,229	442,048
Benefits paid	(24,480)	-
Actuarial Gain / (Loss) on Plan assets	-	-
Fair value of plan assets at the end of year	3,099,297	2,518,975
4 Net Gratuity Cost		
Current Service cost	477,426	277,500
Interest Cost	186,150	175,590
Expected return on plan assets	(240,573)	(183,689)
Net Actuarial (gain)/Loss recognized in the year	(178,852)	(321,094)
Net Gratuity Cost	244,151	(51,693)
5 Actual return on Plan Assets		
Expected return on plan assets	240,573	183,689
Actuarial Gain/(Loss) on Plan Assets	-	-
Actual Return On Plan Assets	240,573	183,689
6 Balance Sheet Reconciliation		
Net Liability/(Asset), beginning of the year	192,102	(301,639)
Gratuity Cost As above	(244,151)	51,693
Employers Contributions	364,229	442,048
Amount recognised in the balance sheet-Current	312,180	192,102
7 Category of Assets		
Insurer Managed Funds (100%)	3,099,297	2,518,975

Amount recognised in current year and previous four years

Particular	As at 31st March				
	2014	2013	2012	2011	2010
Defined Benefit Obligation	2,787,117	2,326,873	2,194,877	1,200,074	653,410
Fair Value of Plan Assets	3,099,297	2,518,975	1,893,238	1,580,796	910,937
(Surplus) / Deficit in the plan	(312,180)	(192,102)	301,639	(380,722)	(257,527)
Actuarial (gain) / loss on plan obligation	(178,852)	(321,094)	621,297	285,285	135,376
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. 2013-14

b) Defined Contribution Plan

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

Particulars	2013-14	2012-13
Employer's contribution to Provident Fund	2,456,785	1,738,162
ESIC	24,534	0

32 Derivative Instruments and Unhedged Foreign Currency Exposure

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.

Category	Currency	Buy / Sell	Purpose	31.03.2014		31.03.2013	
				Amount in FC	Amount ₹	Amount in FC	Amount ₹
FWC	Euro/INR	Sell	Hedging	3,000,000	247,729,500	1,677,860	116,684,760
against	Euro/USD	Sell	Hedging	1,128,757	112,706,181	548,236	45,131,277
Exports	USD/INR	Sell	Hedging	-	-	659,643	35,877,521

Details of unhedged Foreign currency Exposure as at 31 March 2014

Category	Currency	31.03.2014		31.03.2013	
		Amt in FC	Amt in ₹	Amt in FC	Amt in ₹
Creditors	EURO	600,236	49,567,489	418,207	29,084,338
	USD	151,400	9,099,140	585,495	31,912,378
Debtors/Good in Transit	EURO	559,546	46,207,345	1,128,621	92,909,127
	GBP	643,343	64,237,714	763,717	53,111,814
	USD	633,229	38,057,085	613,637	33,375,271
L/C Exposure	EURO	200,000	16,516,000	-	-

33. Segment information as per Accounting Standard 17 on Segment Reporting for the year ended 31st March 2014

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		
Segment Revenue				
External Revenue	898,917,080 (693,823,587)	236,692,674 (218,722,602)	- -	1,135,609,754 (912,596,189)
Inter-segment Revenue	- (-)	- (-)	- (-)	- (-)
Total Revenue	898,917,080 (693,823,587)	236,692,674 (218,722,602)	- (-)	1,135,609,754 (912,596,189)
Results				
Segment Result	121,750,511 (85,085,091)	-7,376,655 (-12,289)	- (-)	114,373,856 (85,072,802)
Unallocated Expenses	- (-)	- (-)	-15,869,382 (11,347,558)	-15,869,382 (12,970,246)
Operating Profit/(Loss)	121,750,511 (85,085,091)	-7,376,655 (-12,289)	-15,869,382 (11,347,558)	98,504,474 (72,102,556)
Less: Interest Expenses	- (-)	- (-)	16,830,019 (21,296,427)	16,830,019 (21,296,427)
Add: Other Income	- (-)	- (-)	287,028 (516,874)	287,028 (516,874)
Less: Income Tax (including Deferred Tax)	- (-)	- (-)	25,509,091 (17,572,604)	25,509,091 (17,572,604)
Less: Exceptional Items	- (-)	- (-)	- (-)	- (-)
Net Profit/(Loss)	121,750,511 (85,085,091)	-7,376,655 (-12,289)	-57,921,464 (49,699,715)	56,452,392 35,373,087
Segment Assets	683,220,923 (553,277,143)	360,826,148 (403,105,982)	- -	1,044,047,071 (956,383,125)
Unallocated Corporate Assets	- (-)	- (-)	49,419,947 (28,279,329)	49,419,947 (28,279,329)
Total Assets	683,220,923 (553,277,143)	360,826,148 (403,105,982)	49,419,947 (28,279,329)	1,093,467,018 (984,662,454)

PARTICULARS	BUSINESS SEGMENTS		Unallocated	GRAND TOTAL
	Fresh Fruits	Processed Fruits & Vegetables		
Segment Liabilities	582,638,526 (425,145,313)	65,489,735 (109,623,339)	- (-)	648,128,260 (534,768,652)
Unallocated Corporate liabilities	- (-)	- (-)	103,686,696 (83,137,865)	103,686,696 (83,137,865)
Total Liabilities	582,638,526 (425,145,313)	65,489,735 (109,623,339)	103,686,696 (83,137,865)	751,814,956 (617,906,517)
Capital Expenditure	14,384,913 (12,730,591)	26,064,828 (14,138,700)	4,894,424 (183,600)	45,344,165 (27,052,891)
Depreciation Impairment and amortization	8,050,269 (7,693,506)	12,224,690 (15,267,579)	1,131,100 (770,234)	21,406,059 (23,731,319)
Non-Cash Expenditure (excluding depreciation and impairment)	- (-)	- (60,877)	19,392 (-)	19,392 (60,877)

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:

Amount in ₹

Geographical Segment	31.03.2014	31.03.2013
Revenue by Geographical segment – Turnover		
India	237,755,966	188,925,770
Outside India	897,853,788	723,670,419
Total	1,135,609,754	912,596,189
Carrying Amount of Segment Assets		
India	889,453,680	816,162,288
Outside India	154,593,391	140,220,837
Total	1,044,047,071	956,383,125
Segment Capital Expenditure		
India	40,449,741	26,869,291
Outside India	-	-
Total	40,449,741	26,869,291

34. Value of Imports calculated on CIF basis:

	2013-2014	2012-2013
Packing Material	45,544,849	34,423,141
Consumables	128,540	1,365,250
Capital Goods	3,926,090	8,395,101
Others	-	429,553

35. Expenditure in Foreign Currency:

	2013-2014	2012-2013
Foreign Selling Expenses	56,998,698	63,547,437
Foreign Travelling Expenses	2,511,677	169,555
Foreign Sea Freight	79,607,283	63,558,448
Other Expense	862,066	400,389

36. Earning in Foreign Currency

	2013-2014	2012-2013
Sales of Fresh Fruits	840,989,745	649,910,176
Sales of Processed Fruits	56,864,043	40,576,527

37. 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 : 30.05.2014

For and on behalf of the Board of Directors

Ashok V. Motiani	<i>Managing Director</i>
Nanita A. Motiani	<i>Executive Director</i>
Mayur J. Shah	<i>Director</i>
Anil Sharma	<i>Director</i>
Dinesh Oza	<i>Director</i>
Jignesh J. Gandhi	<i>Company Secretary</i>

Place : Ahmedabad
Date : 30.05.2014

FRESHTROP FRUITS LIMITED

Regd. Office : A-603, Shapath IV, Opp. Karnavati Club, S G Road, Ahmedabad - 380015.
CIN: L15400GJ1992PLC018365

ATTENDANCE SLIP

DP ID* : _____ Folio No. : _____

Client ID* : _____ No. of Shares : _____

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, 22nd September, 2014 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) ofshares 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 22nd Annual General Meeting of the Company, to be held on Monday, the 22nd day of SEPTEMBER, 2014 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
Ordinary Business	
1.	Adoption of Annual Accounts of the Company as on March 31, 2014 (Ordinary Resolution)
2.	Declaration of Dividend on Equity Shares (Ordinary Resolution)
3.	Re-appointment of Mrs. Nanita Motiani (DIN:00787809) 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).
Special Business	
5.	Appointment of Mr. Mayur J Shah (DIN:00124633) as an Independent Director (Ordinary Resolution)
6.	Appointment of Mr. Dinesh Oza (DIN:01307881) as an Independent Director (Ordinary Resolution)
7.	Appointment of Mr. Anil Sharma (DIN:06688634) as an Independent Director (Ordinary Resolution)
8.	Remuneration of Mr. Ashok Motiani, Chairman & Managing Director (DIN:00124470) (Special Resolution)
9.	Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)
10.	Creation of charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 (Special Resolution)

Signed this _____ day of _____ 2014

Signature of Shareholder : _____

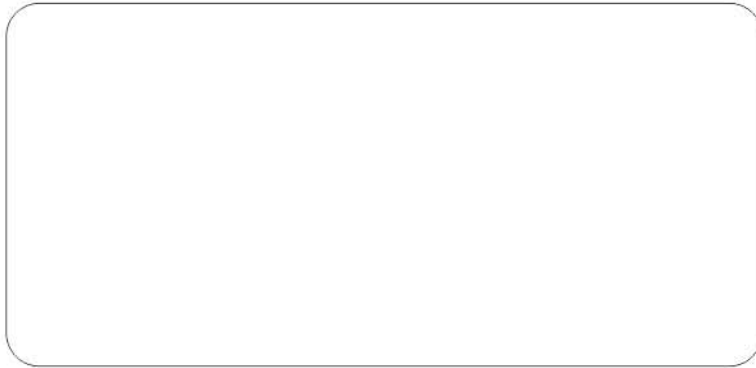
Signature of Proxy holder(s) : _____

Affix
₹ 1/-
Revenue
Stamp

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

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

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