



26th Annual Report 2017-2018



FRESHTROP FRUITS LIMITED





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**ANNUAL REPORT
2017 - 2018****CORPORATE INFORMATION****BOARD OF DIRECTORS**

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

KEY MANAGERIAL PERSONNEL

Mr. Sanjay Prajapati
Chief Financial Officer (w.e.f. 03.04.2017)

Mr. Jignesh Gandhi
Company Secretary

STATUTORY AUDITORS

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

SECRETARIAL AUDITOR

Manoj Hurkat & Associates

BANKERS

Axis Bank Limited
Citi Bank, N.A.

REGISTERED OFFICE

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

PLANT - I

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

PLANT - II

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

PLANT - IV

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

FRESHTROP FRUITS LIMITED

(CIN : L15400GJ1992PLC018365)

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of FRESHTROP FRUITS LIMITED will be held on 28th September, 2018 at 10.00 a.m. at Karnavati Club, S. G. Road, Ahmadabad-380015 to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt audited financial statements of the Company for the financial year 2017-18 and to pass the following resolution, with or without modification, as an ORDINARY RESOLUTION:

"RESOLVED THAT audited financial statements of the Company for the financial year 2017-18 comprising of Balance Sheet as on 31st March, 2018 and the Profit and Loss Statement for the Financial year ended on 31st March, 2018 together with all annexure and attachment thereto including the Directors' Report and Auditors' Report thereon, which have already been circulated to the Members and as laid before this meeting, be and are hereby approved and adopted."

2. To appoint a Director in place of Mrs. Nanita A Motiani (DIN:00787809), who retires by rotation and being eligible, offers herself for re appointment and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

"RESOLVED THAT the retiring Director, Mrs. Nanita A Motiani (DIN: 00787809), be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

Revision in Remuneration of Mr. Mayank Tandon, Sr. Vice President, Fresh Produce w.e.f. 1st October, 2018:

"RESOLVED THAT pursuant to the provisions of Section 188 read with Regulation 23 of the SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company, be and is hereby accorded for revision in the remuneration of Mr. Mayank Tandon designated as Sr. Vice President, Fresh Produce, w.e.f. 1st October, 2018 upon the terms and conditions, relating to remuneration, as set out below:

1. Basic Salary: ₹5,00,000 p.m. with suitable increment as may be permitted from time to time.
2. Perquisite and allowance: Company's contribution to Provident Fund, Superannuation Fund and other benefits as per the Rules of the Company. Further, Gratuity is payable at the rate not exceeding half a month's salary for each completed year of service as per applicable Rules of the Company.
3. He will also be eligible for other allowances and benefits, amenities and facilities as provided to other employees occupying similar posts in the Company as per applicable Rules.
4. Other terms: If the work carried out by Mr. Mayank Tandon is considered satisfactory to the Board and further helps to improve the administration and day to day working of the Company, then the Board of Directors are authorised to increase basic Salary and Perquisite payable to him accordingly. Provided however, the overall remuneration shall in no case exceed ₹8,50,000 per month at any time. Similarly, the Board is also competent to reduce the amount of remuneration payable to Mr. Mayank Tandon based on his performance review from time to time. The Board is also competent to decide the tenure of such appointment from time to time and shall have power to review other terms and conditions of such appointment.

FURTHER RESOLVED THAT the Board of Directors of the Company, be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to him as well as designation and job profile and as further agreed between the Board of Directors and Mr. Mayank

Tandon, Sr. Vice President, Fresh Produce without any further reference to the members' of the Company in General Meeting."

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

Revision in Remuneration of Ms. Dipti Motiani, Vice President, Processed Foods w.e.f. 1st October, 2018:

"RESOLVED THAT pursuant to the provisions of Section 188 read with Regulation 23 of the SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company, be and is hereby accorded for revision in the remuneration of Ms. Dipti Motiani, designated as Vice President, Processed Foods w.e.f. 1st October, 2018 upon the terms and conditions relating to remuneration set out below:

1. Basic Salary: ₹5,00,000 p.m. with suitable increment as may be permitted from time to time.
2. Perquisite and allowance: Company's contribution to Provident Fund, Superannuation Fund and other benefits as per the Rules of the Company. Further, Gratuity is payable at the rate not exceeding half a month's salary for each completed year of service as per applicable Rules of the Company.
3. She will also be eligible for other allowances and benefits, amenities and facilities as provided to other employees occupying the similar posts in the Company as per applicable Rules.
4. Other terms: If the works carried out by Ms. Dipti Motiani is considered satisfactory to the Board and further helps to improve the administration and day to day working of the Company, then the Board of Directors is authorised to increase Basic Salary and Perquisite payable to her accordingly. Provided however that the overall remuneration shall in no case exceed ₹8,50,000 per month at any time. Similarly, the Board is also competent to reduce the amount of remuneration payable to Ms. Dipti Motiani based on her performance review from time to time. The Board is also competent to decide the tenure of such appointment from time to time and shall have power to review other terms and conditions of such appointment.

FURTHER RESOLVED THAT the Board of Directors of the Company, be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to her as well as designation and job profile and as further agreed between the Board of Directors and Ms. Dipti Motiani, Sr. Vice President, Processed Foods, without any further reference to the members' of the Company in General Meeting."

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

Revision in Remuneration of Mrs. Priyanka Tandon, Vice President, Commercial w.e.f. 1st October, 2018:

"RESOLVED THAT pursuant to the provisions of Section 188 read with Regulation 23 of the SEBI (LODR) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company, be and is hereby accorded for revision in the remuneration of Mrs. Priyanka Tandon, designated as Vice President, Commercial w.e.f. 1st October, 2018 upon the terms and conditions relating to remuneration as set out below:

1. Basic Salary: ₹5,00,000 p.m. with suitable increment as may be permitted from time to time.
2. Perquisite and allowance: Company's contribution to Provident Fund, Superannuation Fund and other benefits as per the Rules of the Company. Further, Gratuity is payable at the rate not exceeding half a month's salary for each completed year of service as per applicable Rules of the Company.
3. She will also be eligible for other allowances and benefits, amenities and facilities provided to other employees occupying the similar posts in the Company as per applicable Rules.
4. Other terms: If the works carried out by Ms. Priyanka Tandon is considered satisfactory to the Board and further helps to improve the administration and day to day working of the Company, then the Board of Directors are authorised to increase basic Salary and Perquisite payable to her accordingly. Provided however that the overall remuneration shall in no case exceed ₹8,50,000

per month at any time. Similarly, the Board is also competent to reduce the amount of remuneration payable to Ms. Priyanka Tandon based on her performance review from time to time. The Board is also competent to decide the tenure of such appointment from time to time and shall have power to review other terms and conditions of such appointment.

FURTHER RESOLVED THAT the Board of Directors of the Company, be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to her as well as designation and job profile and as further agreed between the Board of Directors and Mrs. Priyanka Tandon, designated as Vice President Commercial without any further reference to the members' of the Company in General Meeting."

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

Re-appointment of Mrs. Nanita Motiani as Whole Time Director of the Company for 3 years w.e.f. 1st april, 2018:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act")(including any statutory modification and re-enactment thereof) and Rules made thereunder and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mrs. Nanita Motiani (DIN: 00787809) as Whole Time Director of the Company for the period of three years w.e.f 1st April, 2018 on the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of remuneration of Mrs. Nanita Motiani in the best interest of the Company and as may be permissible by law, viz.:

TERMS AND CONDITIONS

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mrs. Nanita Motiani, Whole Time Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to her by the Board of Directors from time to time.
- II. The Whole Time Director shall be liable to retire by rotation subject to provisions of the Act
- III. The Whole Time Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence of profit by the Company in any year.
- IV. The Whole Time Director shall be paid remuneration and perquisites as under:
 - (A) Salary :** A Salary of ₹4,00,000 per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013.
 - (B) Bonus :** Discretionary bonus as may be decided by Nomination and Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of ₹12 Lakhs p.a.
 - (C) Perquisites :** The Whole Time Director may be paid perquisites including but not limited to the following:
 - i. Contribution to the Provident Fund, Family Benefit Fund, Superannuation Fund as per rules of the Company.
 - ii. Gratuity not exceeding half a month salary of each completed year of service.
 - iii. Earned Privilege leave: As per Rules of Company including leave encashment
 - iv. The Company shall provide a Car for the Company's business and if no car is provided, re-imbursement of the conveyance shall be as per actual on the basis of claims made by her.
 - v. Free use of telephone at residence as well as use of mobile.

Provided however that the overall remuneration including all the perquisites shall not exceed the limits laid down under provisions of Para A of Section II of Part II of Schedule V of the Companies Act of 2013, even if the same is in excess of limits under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites as specified in this resolution may be altered or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Whole Time Director without the matter being referred to the Company in General Meeting again.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

Revision in terms of Appointment and Remuneration of Mr. Ashok Motiani, Managing Director of the Company w.e.f 1st October, 2018:

"**RESOLVED THAT** in supersession of the resolution passed at the 24th Annual General Meeting of the Company held on 29th September, 2016 and pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereof) and on recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded for revision in the terms of appointment and remuneration of Mr. Ashok V Motiani, Managing Director of the Company, on the terms and conditions including remuneration as follows:

TERMS AND CONDITIONS

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Ashok Motiani, Managing Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- II. The appointment shall be effective w.e.f 1st October, 2018 to 30th September, 2021 on the remuneration mentioned below
- III. The Managing Director shall not be liable to retire by rotation subject to provisions of the Act
- IV. The Managing Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence of profit by the Company in any year.
- V. The Managing Director shall be paid remuneration and perquisites as under:
 - (A) **Salary:** A Salary of ₹10,00,000 per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013.
 - (B) **Commission:** Commission upto@ 2% of the net profit of the Company calculated as laid down in Section 198 of the Companies Act, 2013 as may be granted by the Board of Directors of the Company for each financial year.
 - (C) **Bonus:** Discretionary bonus as may be decided by Nomination and Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of ₹24 Lakhs p.a.
 - (D) **Perquisites:** The Managing Director may be paid perquisites including but not limited to the following:
 - i. Contribution to the Provident Fund, Family Benefit Fund, Superannuation Fund as per Rules of the Company.
 - ii. Gratuity not exceeding half a month salary of each completed year of service.
 - iii. Earned Privilege leave: As per Rules of Company including leave encashment

- iv. The Company shall provide a Car for the Company's business and if no car is provided, re-imbursement of the conveyance shall be as per actual on the basis of claims made by him.
- v. Free use of telephone at residence as well as use of mobile.

Provided however that the overall remuneration including all the perquisites shall not exceed the limits laid down under provisions of Para A of Section II of Part II of Schedule V of the Companies Act 2013, even if the same is in excess of limits under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites as specified in this resolution may be altered or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution."

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

Approval for Payment of Remuneration in Excess of Limits Prescribed Under Regulation 17(6)(E) of Sebi (LODR) Regulations, 2015:

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 and in continuation of the resolutions passed at the General meetings for the appointment and payment of remuneration of Managing Director/s, Whole Time Director/s ("Executive Directors") under the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof], the Company do hereby accords its approval to the payment of remuneration in excess of 2.5% of the Net Profit (computed in a manner laid down in Section 198 of the Companies Act, 2013) to each of its Executive Directors and also payment of remuneration in excess of 5% of the Net Profit to all its Executive Directors for each of the financial years from 2018-19 and onwards, provided the remuneration payable to each of the Executive Directors shall not exceed the individual permissible limits under the applicable provisions of the Companies Act, 2013 and as approved by the members of the Company in General meeting, at the time of approving their current tenure of appointment and remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above Resolutions."

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

Adoption of New Set of Articles of Association:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 and all other applicable provisions, if any of the Companies Act, 2013 read with The Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), consent of the Company, be and is hereby accorded to adopt the new set of Articles of Association of the Company, as placed before this meeting and available for inspection at the registered office of the Company, in substitution for, and the entire exclusion of, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution."

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

Approval of 'Freshtrop Employee Stock Option Plan 2018':

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and also the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also the relevant provisions of the Memorandum and Articles of Association of the Company and further subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members' of the Company, be and are hereby accorded to the introduction and implementation of 'Freshtrop Employee Stock Option Plan 2018' ("ESOP 2018"/ "Plan") authorizing the Board of Directors of the Company(hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations to create, and to grant from time to time, in one or more tranches, not exceeding 250,000 (Two Lakhs Fifty Thousand) employee stock options to or for the benefit of such person(s), who are in permanent employment of the Company within the meaning of ESOP 2018, including any director, whether whole time or otherwise (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under ESOP 2018, exercisable into not more than 250,000 (Two Lakhs Fifty Thousand) equity shares of face value of ₹10 (Rupees Ten) each fully paid-up, where one employee stock option would convert in to one equity share upon exercise, on such terms and in such manner as the Board / Committee may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2018.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the ESOP 2018 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to take requisite steps for listing of the equity shares allotted under ESOP 2018 on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2018.

RESOLVED FURTHER THAT the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2018 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be

necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2018 and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI SBEB Regulations and any other applicable laws in force.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of ESOP 2018 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

Date: August 14, 2018

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

By order of the Board
For Freshtrop Fruits Ltd

Ashok Motiani
Chairman & Managing Director
(DIN: 00124470)

NOTES:

1. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Items No. 3 to 10 of the accompanying Notice is annexed hereto.
2. A statement giving additional details of the Directors seeking appointment /re-appointment as set out at Item Nos. 2, 6 and 7 are annexed herewith as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and para 1.2.5 of Secretarial Standard on General Meeting (SS-2) notified under the Companies Act, 2013.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the Registered Office of the Company not later than forty-eight hours before the commencement of the meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total paid-up Share Capital of the Company carrying voting rights. A member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other Member.
5. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
6. Members, proxies and Authorized representative are requested to bring to the meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
7. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.

8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from **22nd September, 2018 to 28th September, 2018 (both days inclusive)**.
10. Pursuant to Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report for the financial year 2017-18 is being sent through electronic mode to all the Members whose E-mail IDs are registered with the Company/ Depository Participants for communication purposes, unless any members has requested for physical copy of the same. For Members who have not registered their E-mail IDs with the Company/Depository Participants, a physical copy of the Annual Report for the year 2017-18 is being sent by the permitted mode.

The Notice of AGM and the Annual Report of the Company for the year ended 31stMarch, 2018 is uploaded on the Company's website and may be accessed by the Members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
11. Pursuant to Section 107 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, voting through polling paper shall also be made available to those Members who attend the Annual General Meeting and have not already cast their vote by remote e-voting.

The Members who have cast their votes by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
12. The Board of Directors in their Meeting held on 14th August, 2018 appointed Mr. Manoj Hurkat, Practicing Company Secretary, Ahmedabad of M/s Manoj Hurkat & Associates (Membership No.4287 & CP No. 2574) or failing him any other Practicing Company Secretary, as may be appointed by authorised officials, as a Scrutinizer for overseeing the ballot voting and remote e-voting process in a fair and transparent manner.
13. The Scrutinizer shall submit his report to the Chairman or any other person authorised by him. Results declared alongwith report of the Scrutinizer shall be placed on the website of the Company www.freshtrop.com and on the website of CDSL www.evotingindia.com immediately after declaration of result by the Chairman or any person authorized by him in this behalf.

The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of requisite votes.
14. Trading in the shares of the Company to be done compulsorily in dematerialized form only. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are, accordingly, requested to submit their PAN to the Depository Participants (DP) with whom they maintain their demat accounts. Members holding shares in physical form submit their PAN to the Bigshare Services Pvt. Ltd. (RTA) or to the Company.
16. Members holding shares in physical form are requested to forward all applications for transfers and all other share related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company.
17. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.

FRESHTROP FRUITS LIMITED**(CIN : L15400GJ1992PLC018365)****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 voting electronically are as under:

- (i) The voting period begins on **25th September, 2018 (9.00 a.m.)** and ends on **27th September, 2018 (5.00 p.m.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 21st September, 2018** 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to OR login.
Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (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 for the relevant <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, 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 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 linked in the login 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.
- (xx) 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.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the companies Act, 2013)

ITEM NO. 3:

Mr. Mayank Tandon is a B. Tech. in computer engineering from Manipal University and has been working with the Company since 2004. He played an important part in the Eurep GAP (now Global GAP) certification process of the first set on Indian grape growers in 2004. He assisted APEDA in establishing the traceability and control process without which no Indian grapes can now be exported to EU. He also assists the Managing Director in International marketing of fresh produce and jointly manages the grapes procurement and packing operations of the company in Nashik.

Mr. Mayank Tandon is responsible for the cut fruit business of the Company and has 14 years of experience in fresh produce export business. Your directors are fully confident that his services to the Company are of great value. Mr. Mayank Tandon, is related to Mr. Ashok Motiani, Chairman & Managing Director of the Company. Mr. Mayank Tandon was paid salary of ₹1,89,650 p.m. from June, 2009 till June, 2013. Thereafter, he was paid salary of ₹2,25,000 p.m. from July, 2013 to March, 2015.

Thereafter, as per approval given by the members of the Company at the Annual General meeting held on 28th September 2015, he has been drawing a salary of ₹3,49,998 p.m. from 1st April 2015. There has not been any increase in his salary for the last 3 years in spite of considerable increase in the working of the Company, general level of inflation, improved performance of the Company and increased responsibilities shouldered by him.

The Nomination and Remuneration committee in its meeting held on 14th August, 2018 has approved the revision in his remuneration package. Your directors in their meeting held on 14th August, 2018 have approved the revision in remuneration on terms and conditions as given below:

Mr. Mayank Tandon shall be given Salary of ₹5,00,000 per month w.e.f. 1st October, 2018 with the authority to Board of Directors of the Company to increase the salary upto ₹8,50,000 per month without the matter being referred to the members. Apart from this, the appointees will be entitled to the Company's contribution to Provident Fund, Superannuation Fund and other benefits as per the rules of the Company. Further, Gratuity is payable at the rate not exceeding half a month's salary for each completed year of service. The other terms and conditions are already incorporated in the text of the proposed resolution.

The Nomination and Remuneration Committee as well as the Board has noted the proposed increase in the remuneration is in line with the current industry scenario and also in line with the remuneration structure of the other employees of the Company. Hence, the proposed remuneration structure sufficiently balances the interest of all stakeholders and is in alignment with the organization structure of the Company.

Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani Whole-time Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 3 of the notice convening the 26th Annual General Meeting.

All the documents connected with this resolution is open for inspection at the registered office of the Company on any working day during normal business hours of the Company.

The Members' approval to the above material related party transactions is sought in terms of Regulation 23(4) of the SEBI (LODR) Regulations, 2015 read with Section 188 of the Companies Act, 2013. Pursuant to Proviso of Section 188 (1) of the Companies Act, 2013 read with Regulation 23(4) of the SEBI (LODR) Regulations, 2015, the related parties shall abstain from voting in this resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 3 of the Notice as Special Resolution.

ITEM NO. 4:

Ms. Dipti Motiani is a Post Graduate in Electrical and Computer Engineering from Carnegie Mellon University USA. She was a brilliant student all through academic career. She secured first rank in Gujarat University for BE in Computer Engineering from Nirma Institute of Technology, Gujarat After graduating from CMU, she co-founded a startup company with her advisor and another student, to commercialize their research. The company was acquired by PDF Solutions Inc., a semi-conductor company based in Silicon Valley, in the year 2007.

Ms. Dipti Motiani is working with the Company since 2009. She is having 9 years of experience in management of Food Processing Business. She manages production, administration, sales and marketing

of this segment. Ms. Dipti Motiani was paid salary of ₹1,89,650 p.m. from October, 2011 till June, 2013. Thereafter, she was paid salary of ₹2,25,000 p.m. from July, 2013 to March, 2015.

Thereafter, as per approval given by the members of the Company at the Annual General meeting held on 28th September, 2015, she has been paid salary of ₹3,49,998 p.m. from 1st April, 2015. There has not been any increase in her salary from last 3 years inspite of considerable increase in the operations of the Company, general level of inflation prevailing in the economy and increased work portfolio looked after by her. Moreover, there should also be commensurate monetary incentive to excite increased level of performance expected from key officials of the Company.

The Nomination and Remuneration committee in its meeting held on 14th August, 2018 has approved the revision in his remuneration package. Your directors in their meeting held on 14th August, 2018 have approved the revision in remuneration on terms and conditions as given below:

Ms. Dipti Motiani shall be given Salary of ₹5,00,000 per month w.e.f. 1st October, 2018 with the authority to Board of Directors of the Company to increase the salary upto ₹8,50,000 per month without the matter being referred to the members. Apart from this, the appointee will be entitled to the Company's contribution to Provident Fund, Superannuation Fund and other benefits as per the rules of the Company. Further, Gratuity is payable at the rate not exceeding half a month's salary for each completed year of service. The other terms and conditions are already incorporated in the text of the proposed resolution.

The Nomination and Remuneration Committee as well as the Board has noted the proposed increase in the remuneration is in line with the current industry scenario and also in line with the remuneration structure of the other employees of the Company. Hence, the proposed remuneration structure sufficiently balances the interest of all stakeholders and is in alignment with the organization structure of the Company.

Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani Whole-time Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 4 of the notice convening the 26th Annual General Meeting.

Any document connected with this resolution is open for inspection at the registered office of the Company on any working day during normal business hours of the Company.

The Members' approval to the above material related party transactions is sought in terms of Regulation 23(4) of the SEBI (LODR) Regulations, 2015 read with Section 188 of the Companies Act, 2013. Pursuant to Proviso of Section 188 (1) of the Companies Act, 2013 read with Regulation 23(4) of the SEBI (LODR) Regulations, 2015, the related parties shall abstain from voting in this resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No.4 of the Notice as Special Resolution.

ITEM NO. 5:

Mrs. Priyanka Tandon is working with the Company since 2000. She is a commerce graduate from Ness Wadia College, Pune. She has 18 years of experience in managing the Nasik pack house. She manages the most critical requirement of an agri-export business which is the grape growers. She manages the raw material procurement of both the fresh fruit export and the food processing business. She also manages the cut fruit production at the Nasik facility.

She has a proven track record demonstrating good administrative & HR skills along with quality consciousness. Her steadfast commitment to handling the purchase of raw materials, quality of raw material and sincerity of discharging responsibilities are an invaluable asset for your company. Mrs. Priyanka Tandon was paid salary of ₹1,23,050 p.m. from April, 2010 till March, 2013. Thereafter, she was paid salary of ₹2,25,000 p.m. from April, 2013 to March, 2015.

Thereafter, as per approval given by the members of the Company at the Annual General meeting held on 28th September, 2015, she has been paid salary of ₹3,49,998 p.m. from 1st April, 2015. There has not been any increase in her salary from last 3 years inspite of considerable increase in the operations of the Company, general level of inflation prevailing in the economy and increased work portfolio looked after by her. Moreover, there should also be commensurate monetary incentive to excite increased level of performance expected from key officials of the Company.

The Nomination and Remuneration committee in its meeting held on 14th August, 2018 has approved the revision in his remuneration package. Your directors in their meeting held on 14th August, 2018 have approved the revision in remuneration on terms and conditions as given below:

Mrs. Priyanka Tandon shall be given Salary of ₹5,00,000 per month w.e.f 1st October, 2018 with the authority to Board of Directors of the Company to increase the salary upto ₹8,50,000 per month without

the matter being referred to the members. Apart from this, the appointee will be entitled to the Company's contribution to Provident Fund, Superannuation Fund and other benefits as per the rules of the Company. Further, Gratuity is payable at the rate not exceeding half a month's salary for each completed year of service. The other terms and conditions are already incorporated in the text of the proposed resolution.

The Nomination and Remuneration Committee as well as the Board has noted the proposed increase in the remuneration is in line with the current industry scenario and also in line with the remuneration structure of the other employees of the Company. Hence, the proposed remuneration structure sufficiently balance the interest of all stakeholders and is in alignment with the organization structure of the Company.

Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani Whole-time Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 5 of the notice convening the 26th Annual General Meeting.

Any document connected with this resolution is open for inspection at the registered office of the Company on any working day during normal business hours of the Company.

The Members' approval to the above material related party transactions is sought in terms of Regulation 23(4) of the SEBI (LODR) Regulations, 2015 read with Section 188 of the Companies Act, 2013. Pursuant to Proviso of Section 188 (1) of the Companies Act, 2013 read with Regulation 23(4) of the SEBI (LODR) Regulations, 2015, the related parties shall be abstain from voting in this resolution.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No.5 of the Notice as Special Resolution.

ITEM NO. 6:

At the annual general meeting held on 28th September, 2015, Mrs. Nanita Motiani was re-appointed as Whole-time Director of the Company for a period commencing from 1st April, 2015 to 31st March, 2018 on the terms and conditions as approved by the shareholders at the said annual general meeting. Moreover, the present term of appointment of Mrs. Nanita Motiani as Whole-time Director has expired on 31st March, 2018. The Board of Directors at their meeting held on 14th February, 2018 have, subject to the approval of the members, re-appointed Mrs. Nanita Motiani as Whole-time Director of the Company with effect from 1st April, 2018 for a period of 3 years on the remuneration, terms and conditions recommended by the Nomination and Remuneration committee and Audit Committee as set out in the resolution mentioned at Item No. 6.

The Board is of the opinion that her services should continue to be available to the Company to achieve still greater heights, by re-appointing her as Whole-time Director as mentioned in the resolution, subject to the approval of shareholders. Taking into consideration the duties and responsibilities of the Whole-time Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and remuneration committee, the Board at their meeting held on 14th February, 2018 approved the remuneration, terms and conditions of the reappointment of Mrs. Nanita Motiani as Whole time Director of the Company, for a period of three (3) years from 1st April, 2018 on the terms and conditions as set out in the resolution set out in the Notice of 26th AGM, subject to approval of the shareholders.

The Board recommends the adoption of the Special Resolution contained in Item no. 6 of the notice. Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani Whole-time Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 6 of the notice convening the 26th Annual General Meeting. The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 6 of the Notice for approval of the Members.

ITEM NO. 7

As you are aware that Mr. Ashok Motiani was re-appointed as Managing Director of the Company for a further period of three years w.e.f. 1st August, 2016, on the terms and conditions, as approved by the members of the Company in the AGM held on 29th September, 2016, with a liberty to the Board of Directors or Nomination and Remuneration Committee to revise the remuneration without approval of Shareholders within the prescribed ceiling limit of Schedule V and other applicable provisions of the Companies Act, 2013.

The present terms of appointment of Mr. Ashok Motiani as Managing Director will expire on 31st July, 2019. However with view to increased work load on the shoulders of Mr. Ashok Motiani, the Nomination and Remuneration Committee and Board of Directors deems it fit to revise the terms of remuneration payable to Mr. Ashok Motiani and further it will be necessary to revise the terms of appointment as Managing Director with same effective date and hence the Board decided to re-appoint Mr. Ashok Motiani as

Managing Director of the Company for a further period of three years with effect from 1st October, 2018 on the revised terms and conditions as prescribed in the Notice of 26th Annual General Meeting.

Additional information required to be given alongwith a Notice calling Annual General Meeting as per sub Para (B) of Para 1 of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder (For Item Number 6 & 7):

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. The Company is producing Fruit Pulp & Concentrate for both the Domestic & International Markets. The Company has taken up project for manufacturing cold extracted fruit and vegetable juices and nut milks.				
(2)	Date or expected date of commencement of Commercial production:	The Company was incorporated on 30 th September, 1992 as private limited company and had already commenced its business prior to date of incorporation.				
(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	(Amount in Lakhs)				
	Turnover	2013-14	2014-15	2015-16	2016-17	2017-18
	Net profit/ (loss) as per Statement of Profit & Loss	11356.10	12049.90	11901.90	14063.24	17482.39
	Amount of Dividend paid	564.52	758.64	804.98	901.47	731.44
	Rate of Dividend declared	121.45	121.45	121.45	Nil	Nil
	Earnings before taxes	10%	10%	10%	Nil	Nil
	% of EBT to turnover	819.61	1240.36	1259.86	1375.86	1330.26
(5)	Foreign investments or collaborations, if any.	7.22%	10.29%	10.59%	9.78%	7.61%
		NIL				
II.	Information about the appointee 1:	(Item No. 7)				
(1)	Background details	Name: Shri Ashok Motiani Designation: Chairperson Cum Managing Director Father's name: Shri Vishindas Manghanmal Motiani Nationality: Indian Date of Birth: 04/12/1949 Qualifications: B. Tech (IIT, Mumbai) Experience: 26 Years				
(2)	Past remuneration	He was paid remuneration upto @ 5% of the net profit of the Company and in case of inadequacy of profit, he was entitled to received minimum remuneration ₹84 Lakhs p.a.				
(3)	Recognition or awards	1. Apeda Award 1994-95 2. CNBC Emerging India Award by ICICI and Crisil 2007-08				
(4)	Job profile and his suitability	Mr. Motiani plays a major role in providing leadership and strategic inputs to the Company. The Managing Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.				

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(5)	Remuneration proposed in case of inadequacy of profits, minimum remuneration	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.
(6)	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)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Ashok Motiani, Chairman & Managing Director is husband of Mrs. Nanita A Motiani, Whole Time Director of the Company.
III.	Information about the appointee 2:	(Item No. 6)
(1)	Background details	Name: Mrs. Nanita Motiani Designation: Whole Time Director Father's name: Shri Jaikishan Jashanmal Tolani Nationality: Indian Date of Birth: 04/04/1953 Qualifications: Masters in Science Experience: 26 Years
(2)	Past remuneration	She was paid remuneration of ₹3,50,000 p.m. plus perquisites during her earlier tenure as Whole Time Director
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	The Whole Time Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
(5)	Remuneration proposed In case of inadequacy of profits, minimum remuneration	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.
(6)	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)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mrs. Nanita Motiani, Whole Time Director is wife of Mr. Ashok Motiani, Chairman & Managing Director of the Company.
IV	Other information:	
(1)	Reasons of loss or inadequate profits	Our business activities are largely dependent on agricultural produce which is dependent on vagaries of nature
(2)	Steps taken or proposed to be taken for improvement.	Have set up multi locational packing and post-harvest handling facilities for fresh fruit export business. Increased the number of fruits being processed for better capacity utilization and reduced dependence on vagaries of nature for processing business. The Company has also diversified into manufacturing of beverages to even out the seasonable nature of business of the Company.
(3)	Expected increase in productivity and profits 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 20 to 30% barring unforeseen circumstances.

ITEM NO. 8:

As per SEBI Circular No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, upon insertion of Regulation 17 (6) (e) in SEBI LODR (Amendment) Regulations, 2018, the Company cannot pay remuneration exceeding 2.5% of the net profit or ₹5 Crores whichever is more to all the managerial personnel. Moreover, the total remuneration payable to all Executive Directors shall not exceed 5% of the net profit of the Company calculated as per provisions laid down in Section 198 of the Companies Act, 2013.

Hence, it is necessary for the Company to pass the Special resolution for payment of remuneration to all Executive Directors above the limits prescribed in the said Regulation inserted by the SEBI Circular dated 9th May, 2018.

The Board recommends the adoption of the Special Resolution contained in Item no. 6 & 7 of the notice to enable the payment of remuneration which may be in excess of the said SEBI LODR regulation, but which are permissible under Schedule V of the Companies Act, 2013.

Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani Whole-time Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 8 of the notice convening the 26th Annual General Meeting.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No.8 of the Notice for approval of the Members.

ITEM NO. 9

The existing Articles of Association ("AoA") of the Company are not in full conformity with the Companies Act, 2013. With the coming into force of the Companies Act, 2013, several regulations of AOA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AOA, instead of amending it by alteration/incorporation of provisions the Companies Act, 2013. In terms of Section 14 of the Companies Act, 2013, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available on the website of the Company i.e. www.freshtrop.com. The Members of the Company can also obtain a copy of the same from the Company's Registered Office during normal business hours.

A copy of the proposed new set of the Articles of Association of the Company would be available for inspection at the registered office of the Company situated at A-603, Shapath IV, Opp. Karnavati Club, S. G. Road, Ahmedabad – 380 015 on all working days between 10.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the aforesaid Resolution for the approval by the Members by way of Special Resolution.

ITEM NO. 10

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. Your Company believes that equity based compensation plans are an effective tool to reward the talents working with your the Company. With a view to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents, and to retain them for ensuring sustained growth, your Company intends to implement an employee stock option plan namely 'Freshrop Employee Stock Option Plan 2018' ("ESOP 2018"/ "Plan") seeking to cover eligible employees of the Company.

Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee") and the Board of Directors of the Company at their respective meetings held on 14th August, 2018, had approved the introduction of ESOP 2018, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"),

the Company seeks your approval as regards implementation of the Plan and grant of options thereunder to the eligible employees of the Company as decided from time to time as per provisions of the Plan read with provisions of SEBI SBEB Regulations.

The main features of the ESOP 2018 are as under:

A. Brief Description of the Plan:

Keeping view the aforesaid objectives, the ESOP 2018 contemplates grant of options to the eligible employees of the Company. After vesting of options, the eligible employees earn a right, but not obligation, to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as Compensation Committee for the administration of ESOP 2018. All questions of interpretation of the ESOP 2018 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2018.

B. Total number of options to be granted:

The total number of options to be granted under the ESOP 2018 shall not exceed 250,000 (Two Lakhs Fifty Thousand). Each option when exercised would be converted in to one equity share of ₹10 (Rupees Ten) each fully paid-up.

Further, SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under the ESOP 2018 remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 250,000 (Two Lakhs Fifty Thousand), shall be deemed to be increased to the extent of such additional options issued.

C. Identification of classes of employees entitled to participate in the ESOP 2018:

All permanent employees and Directors (hereinafter referred to as "Employees") of the Company shall be eligible subject to determination or selection by the Committee. Following classes of employees/ Directors are eligible being:

- i. a permanent employee of the Company who has been working in India or outside India;
- ii. a director of the Company, whether a whole time director or not but excluding an independent director.

but does not include—

- (i) an employee who is a Promoter or belongs to the Promoter Group; and
- (ii) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.

D. Requirements of Vesting and period of Vesting:

All the options granted on any date shall vest not earlier than minimum period of 1 (One) year and not later than a maximum period of 6(Six) years from the date of grant of options as may be determined by the Committee. The Committee may extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting periods.

The vesting dates in respect of the options granted under the ESOP 2018 shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of options to be vested.

Options shall vest essentially based on continuation of employment/ service as per requirement of SEBI SBEB Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) for vesting.

E. Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than a maximum of 6(Six) years from the date of grant of options as stated above.

- F. Exercise price or pricing formula:
The exercise price shall be determined by the committee at its sole discretion which shall not be less than the higher of the following:
- the average of the weekly high and low of the closing price of the share listed on the stock exchange during the 26 (Twenty Six) weeks preceding the grant date;
 - or
 - the average of the weekly high and low of the closing price of the share listed on the stock exchange during the 2 (Two) weeks preceding the grant date.
- G. Exercise period and the process of exercise:
The exercise period would commence from the date of vesting and will expire on completion 3 (Three) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.
The vested option shall be exercisable by the option grantees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The options shall lapse if not exercised within the specified exercise period.
- H. Appraisal process for determining the eligibility of employees under the ESOP 2018:
The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.
- I. Maximum number of options to be issued per employee and in aggregate:
The maximum number of options that may be granted to any specific employee of the Company per employee and in aggregate under the ESOP 2018 shall not exceed (number) options.
- J. Maximum quantum of benefits to be provided per employee under the ESOP 2018:
Apart from grant of options as stated above, no monetary benefits are contemplated under the ESOP 2018.
- K. Route of ESOP 2018 implementation:
The ESOP 2018 shall be implemented and administered directly by the Company.
- L. Source of acquisition of shares under ESOP 2018:
The ESOP 2018 contemplates issue of fresh/ primary shares by the Company.
- M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:-
This is currently not contemplated under the present ESOP 2018.
- N. Maximum percentage of secondary acquisition:
This is not relevant under the present ESOP 2018.
- O. Accounting and Disclosure Policies:
The Company shall follow the IND AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. In case, the existing guidance note or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB Regulations.
- P. Method of option valuation:
The Company shall adopt 'fair value method' for valuation of options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.
- Q. Declaration:
In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Annual Report 2017 - 2018

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the ESOP 2018 is available for inspection at the Company's Registered office during official hours on all working days till the date of the Annual General Meeting.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent they may be lawfully granted options under the ESOP 2018.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No.10 of the accompanying notice.

INFORMATION/PROFILE ABOUT DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE ANNUAL GENERAL MEETING:

Name of Directors:	Mrs. Nanita Motiani	Mr. Ashok Motiani
Director Identification Number (DIN)	00787809	00124470
Date of Birth	04/04/1953	04/12/1949
Nationality	Indian	Indian
Date of Appointment	29/01/1997	30/09/1992
Qualification	Masters of Science	B. Tech (IIT, Mumbai)
Experience in specific functional area	Human Resource, General Administration, Insurance, Compliances	Finance, Strategy, Marketing, Secretarial cum Legal and overall business operations
List of outside Company Directorship held	Nil	Nil
Chairman / Member of the Committee of the Directors of the Company	Mrs. Nanita Motiani is member of Audit Committeem, Stake Holders Relationship Committee and Chairperson of CSR Committee of the Company	Nil
Other Directorship/Chairman/Member of the Committee of the Board of other Companies in which he is a Director	Nil	Nil
No. of Board Meetings attended during the year	5	5
Relationship between Directors Inter –Se	Mr. Ashok Motiani is spouse of Mrs. Nanita Motiani	Mrs. Nanita Motiani is spouse of Mr. Ashok Motiani
No. of Shares held in the Company	9,15,246	15,85,773
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per details described in Notice and Explanatory Statement	As per details described in Notice and Explanatory Statement
The remuneration last drawn by such person, if applicable	₹ 42,00,000/- p.a.	₹ 84,00,000/- p.a.

Date: August 14, 2018

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

By order of the Board
For Freshtrop Fruits Ltd

Ashok Motiani
Chairman & Managing Director
(DIN: 00124470)

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 26th Annual Report along with the audited financial statements of your Company for the financial year ended on 31st March 2018.

FINANCIAL PERFORMANCE SUMMARY

The audited financial statements of the Company as on March 31, 2018 are prepared in accordance with the relevant applicable IND AS and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and provisions of the Companies Act, 2013 ("Act").

	₹in Lakhs	
	2017-18	2016-17
Revenue from operations	17,638.96	14,223.51
Other Income	156.92	299.30
Total Income	17,795.87	14,522.81
Total Expenses	16,407.93	13,165.08
Profit Before Tax	1,330.26	1,357.73
Tax Expenses		
- Current Tax	506.00	431.50
- Deferred Tax	-6.15	33.64
Profit After Tax	830.41	892.59
Other Comprehensive income (net of tax)	-175.21	0.65
Total Comprehensive Income for the period / year	655.20	893.24
Earning Per Equity Share (EPS) for the period (Face Value of ₹10)		
- Basic	6.84	7.35
- Diluted	6.84	7.35

OPERATIONS:

During the year under review, total revenue of your Company increased from ₹14,224 lakhs to ₹17,639 lakhs, an increase of 24% over the previous year. The profit after tax for the year stood at ₹830.41 lakhs against ₹892.59 lakhs in the previous year.

Further in connection with strengthening of fruit processing business, the Company has started the commercial production of HPP (High Pressure processing) fruit and vegetable juices and initially the product has been launched in Pune and Mumbai.

FRESH FRUITS SEGMENT:

TABLE GRAPES

In addition to their exquisite flavor, grapes are known for their beneficial nutrients. They are progressively popular in diets around the world, not only for consumption as fresh fruit, but also in processed products such as wine, raisins, juice, jam, jelly and even canned foods.

The worldwide consumption of fresh grapes has reached 24.1 million tons. China is the largest consumer, followed by India and the United States. Brazil is considered an important consumer in the Latin American region. The grape consumption is not only on the rise in these traditional markets but there is clearly growing interest in this fruit in Southeast Asian markets like Thailand, Hong Kong, and Malaysia.

Assuming a continued trend, it is estimated that seedless grape varieties will be in the greater demand from traditional consumers, such as Europe and the United States. There are also good growth expectations for upcoming grape season, especially to the Asian market, with emphasis on China and Russia.

POMEGRANATES ARILS

Gradually but progressively, pomegranates arils are attracting interest, now that consumers worldwide see the pomegranate arils as a "super fruit" due to its high nutritional value and health benefits.

FOOD PROCESSING SEGMENT:

India's Food Processing Sector Poised for Growth.

India's food processing sector continues to grow in response to changing demographics, evolving preferences for branded and convenient items, retail and food service sector modernization, and government efforts to develop food manufacturing. Increasing health consciousness is influencing the development and sales growth of packaged foods. Imports of non-standardized processed foods and ingredients remain a challenge, though regulatory reforms are supporting progress.

As consumers' preferences shift to healthier products, owing to changing lifestyle and rise in disposable income levels, companies should look at offering a greater number of nutritional foods and beverages. In addition, better preserving and packaging techniques need to be developed that not only increase the shelf life but also improve the nutritive value of the processed food and beverages.

DIVIDEND:

Your Directors do not recommended payment of any Dividend for the Financial Year ended 31st March 2018, in order to conserve the resources of the Company. The Company will retain the earning for use in the future operations & Projects and strive to increase the net worth of stakeholders of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Brief details of Directors proposed to be appointed / re-appointed as required under Regulation 36 of the SEBI Listing Regulation are provided in the Notice of Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following:

- a. That in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2018 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial control were adequate and were operating effectively;
- f. that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

INSURANCE:

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

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

The details in respect of internal financial control and their adequacy are included in Management Discussion and Analysis Report which forms part of this report.

FIXED DEPOSIT:

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

COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS:

The Company has complied with applicable Secretarial Standards during the year under review.

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. **FSSC 22000** - Food Safety System Certification provides a framework for effectively managing the organization's food safety responsibilities. FSSC 22000 is fully recognized by the Global Food Safety Initiative (GFSI) and is based on existing ISO Standards.
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 Nashik (Unit I) Pack house and Sangli (Unit II) Pack house.
6. **FDA**, USA to supply products in US Market.
7. **APEDA** Pack House Recognition for Nashik (Unit I) and Sangli (Unit II) Pack house.
8. **GLOBALG.A.P. Certificate** - G.A.P. stands for Good Agricultural Practice – and GLOBALG.A.P. is the worldwide standard that assures it.
9. **Walmart Supply Chain Security:** Unit I and Unit II
10. **Fairtrade certificate** - Fair trade is an alternative approach to conventional trade based on a partnership between producers and traders, businesses and consumers.
11. **FSSAI License** for Nashik (Unit I) Pack house and Sangli (Unit II) Pack house and Nashik processing unit (Unit IV)
12. **Amfori BSCI** - The amfori BSCI is based on the labor standards of the International Labour Organization (ILO) as well as on national regulations. This initiative aims at continuously improving the social performance of suppliers, ultimately enhancing working conditions in factories worldwide.

ENERGY CONSUMPTION:

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

		2017-18	2016-17
1. Electricity			
a) Purchased			
Units	KWH	2,467,129	2,136,984
Total amount	₹	17,974,494	15,221,370
Rate / Unit	₹	7.29	7.12
b) Own Generation through Diesel Generator Set			
Units			
Diesel			
Quantity	Ltrs	22,730	15,700
Total Amount	₹	1,409,027	922,483
Rate / Unit	₹	61.99	58.76
c) Coal and other Fuels			
Units	Kgs	654,863	10,17,236
Total Amount	₹	5,043,924	67,48,556
Rate / Unit	₹	7.70	6.63

TECHNOLOGY ABSORPTION AND ENERGY CONSERVATION:

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

NUMBER OF BOARD MEETINGS:

The Board of Directors met 5 (five) times during the year under review. The details of board meetings and the attendance of the Directors are provided in the Corporate Governance Report which forms part of this Report.

INDEPENDENT DIRECTORS' MEETING:

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

BOARD EVALUATION:

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, your Company has repaid/taken loans, given guarantee, provided security and made investments in compliance of Section 186 of the Companies Act, 2013, the details are given in the notes to the financial statements.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

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

FOREIGN EXCHANGE EARNING AND OUTGO:

Foreign Exchange earnings during the year amounts to ₹1,54,68,64,421 (Previous Year ₹1,13,94,51,116) and Foreign Exchange outgo during the year was ₹2,11,73,12,655 (Previous Year ₹10,60,54,642).

CORPORATE SOCIAL RESPONSIBILITY

The details of Corporate Social Responsibility (CSR) carried out by the Company are appended in the Annexure - B 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 form part of this Annual Report.

PARTICULARS OF EMPLOYEES

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

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A separate report on Corporate Governance compliance and a Management Discussion and Analysis Report as stipulated by Listing Regulations forms part of this Annual Report along with the required Certificate from a Practising Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated.

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

FORMATION OF VARIOUS COMMITTEES:

Details of various committees constituted by the Board of Directors as per the provision of the SEBI Listing Regulations and the Companies Act 2013 are given in the Corporate Governance Report annexed which is a part of this report.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

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

EXTRACT OF ANNUAL RETURN:

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

RELATED PARTY TRANSACTIONS:

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

SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Act read with the rules made thereunder, your Company had appointed Mr. Manoj Hurkat of M/s Manoj Hurkat & Associates, Practising Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for financial year 2017-18 is annexed which forms part of this report as Annexure-C. There were no qualifications, reservation or adverse remarks of material nature in the Secretarial Audit Report of the Company. The observation of the Secretarial Auditor in their report is self explanatory and does not call for any further explanation/clarification.

AUDITORS' & AUDITORS' REPORT:

Pursuant to the provisions of Section 139 of the Act read with rules made thereunder, as amended from time to time, M/s F P & Associates, Chartered Accountants (Firm Registration Number - 0143262W), were appointed as statutory auditors of the Company to hold office from the conclusion of 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting, subject to ratification of their appointment at every AGM, if required under law.

In view of the Companies (Amendment) Act, 2017, the first proviso in sub-section (1) in section 139 of the Companies Act, 2013 has been omitted with effect from 7th May, 2018. In view of this, the said appointment of auditor is no longer required to be ratified by the members at every annual general meeting.

Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Act. The Auditors' Report is enclosed with the financial statements in this Annual Report.

ACKNOWLEDGMENT

Your 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: May 26, 2018

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 Motiani
Chairman & Managing Director

ANNEXURE - A
TO THE DIRECTORS' REPORT
FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED MARCH 31, 2017
[PURSUANT TO SECTION 92(3) OF THE COMPANIES ACT, 2013 AND RULE 12(1) OF THE
COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L15400GJ1992PLC018365
ii)	Registration Date	30/09/1992
iii)	Name of the Company	FRESHTROP FRUITS LIMITED
iv)	Category / Sub-Category of the Company	Public Company / Limited by shares
v)	Address of the Registered office and contact details	A-603, Shapath-IV, Opp. Karnavati Club, S. G. Highway, Ahmedabad - 380015 Tel: +91 79 40307050 - 7057
vi)	Whether listed company	Yes / No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd. 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400 059. Maharashtra Tel:- +91-022-62638200 Fax:- +91-022-62638299 Email:- investor@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sr. No.	Name and Description of main products/services	NIC Code of the product/service *	% to total turnover of the company #
1.	Fresh Fruits	6011	72.86
2.	Processing of Fruits & Vegetables	2024	27.14

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

On the basis of Gross Turnover

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

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

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

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2017)				No. of Shares held at the end of the year (As on 31-03-2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) SHAREHOLDING OF PROMOTER AND PROMOTER GROUP2									
INDIAN									
(a) Individual / HUF	4660188	-	4660188	38.37	4679158	0	4679158	38.53	0.16
(b) Central / State Government(S)	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	2368013	-	2368013	19.50	2368013	-	2368013	19.50	-
(d) Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(e) Any Others (Specify)									

FRESHTROP FRUITS LIMITED


(i) Group Companies									-
(ii) Trusts	-	-	-	-	-	-	-	-	-
Sub Total (A)(1):	7028201	-	7028201	57.87	7047171	-	7047171	58.03	0.16
FOREIGN									
(a) Bodies Corporate	-	-	-	-	-	-	-	-	-
(b) Individual	-	-	-	-	-	-	-	-	-
(c) Institutions	-	-	-	-	-	-	-	-	-
(d) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(e) Any Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total (A)(2):	-	-	-	-	-	-	-	-	-
Total holding for promoters (A)=(A)(1) + (A)(2)	7028201	0	7028201	57.87	7047171	0	7047171	58.03	0.16
(B) Public shareholding									
Institutions									
(a) Central / State Government(S)	-	-	-	-	-	-	-	-	-
(b) Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(c) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
(d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e) Insurance Companies	-	-	-	-	-	-	-	-	-
(f) Fii's	200000	0	200000	1.65	200000	0	200000	1.65	0.00
(g) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(i) Any Others (Specify)	-	-	-	-	-	-	-	-	-
(j) Foreign Portfolio Investor	-	-	-	-	50000	-	50000	0.41	0.41
(k) Alternate Investment Fund	-	-	-	-	-	-	-	-	-
Sub Total (B)(1):	200000	0	200000	1.65	250000	0	250000	2.06	0.41
Non-institutions									
(a) Bodies Corporate	285654	107500	393154	3.24	211745	107500	319245	2.63	(0.61)
(b) Individual									
(i) (Capital Upto ₹1 Lakh)	2332808	298704	2631512	21.67	2362694	290304	2652998	21.84	0.18
(ii) (Capital Greater Than ₹1 Lakh)	1469481	0	1469481	12.10	1340580	0	1340580	11.04	(1.06)
(c) Any Others (Specify)									
(i) Trusts	-	-	-	-	-	-	-	-	-
(ii) Clearing Member	37565	0	37565	0.31	38301	0	38301	0.32	0.01
(iii) Non-Resident Indians (NRI)	25708	49200	74908	0.62	6716	49200	55916	0.46	(0.16)
(iv) Non-Resident Indians (Repat)	283468	0	283468	2.33	390875	0	390875	3.22	0.88
(v) Non-Resident Indians (Non Repat)	26111	0	26111	0.21	49314	0	49314	0.41	0.19
(vi) Directors Relatives	-	-	-	-	-	-	-	-	-
(vii) Employee	-	-	-	-	-	-	-	-	-
(viii) Overseas Bodies Corporates	-	-	-	-	-	-	-	-	-
(ix) Unclaimed Suspense Account	-	-	-	-	-	-	-	-	-
(x) IEPF	-	-	-	-	-	-	-	-	-
(d) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
NBFC Registered With RBI	600	0	600	0.00	600	0	600	0.00	0.00

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Sub Total (B)(2):	4461395	455404	4916799	40.48	4400825	447004	4847829	39.92	(0.57)
Total Public Shareholding (B)=(B)(1) + (B)(2)	4661395	455404	5116799	42.13	4650825	447004	5097829	41.97	(0.16)
(C) Shares held by Custodians and against which Depository Receipts have been issued									
(a) Shares Held by Custodians	-	-	-	-	-	-	-	-	-
(i) Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
(ii) Public	-	-	-	-	-	-	-	-	-
SUB TOTAL (C)(1):	-	-	-	-	-	-	-	-	-
(C)=(C)(1)	-	-	-	-	-	-	-	-	-
Grand Total (A) + (B) + (C)	11689596	455404	12145000	100.00	11697996	447004	12145000	100.00	-

Notes:

1) NAME, NUMBER OF SHARES HELD & PERCENTAGE OF ENTITIES / PERSONS HOLDING MORE THAN 1% OF THE TOTAL SHARES OF THE COMPANY IS AS PER ANNEXURE

ii) Shareholding of promoters / Promoters Group

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 1-04-2017)			No. of Shares held at the end of the year (As on 31-03-2018)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares *	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares *	
1	Mayank Ramesh Tandon	16110	0.1326	0.0000	17000	0.1400	0.0000	0.0074
2	Priyanka Tandon	24658	0.2030	0.0000	24658	0.2030	0.0000	0.0000
3	Nanita Ashok Motiani	100000	0.8234	0.0000	100000	0.8234	0.0000	0.0000
4	Ashok Vishindas Motiani	245510	2.0215	0.0000	245510	2.0215	0.0000	0.0000
5	Priyanka Mayank Tandon	246600	2.0305	0.0000	246600	2.0305	0.0000	0.0000
6	Priyanka Mayank Tandon	382482	3.1493	0.0000	382482	3.1493	0.0000	0.0000
7	Mayank Ramesh Tandon	478400	3.9391	0.0000	478400	3.9391	0.0000	0.0000
8	Dipti Ashok Motiani	824734	6.7907	0.0000	824734	6.7907	0.0000	0.0000
9	Nanita Ashok Motiani	862895	7.1049	0.0000	862895	7.1049	0.0000	0.0000
10	Ashok Vishandas Motiani	1478799	12.1762	0.0000	1496879	12.3251	0.0000	0.1489
11	Freshcap Foodstuff LLP	2368013	19.4978	0.0000	2368013	19.4978	0.0000	0.0000
		7028201	57.8690	0.0000	7047171	58.0253	0.0000	0.1563

iii) Change in Promoters' Shareholding

Sr. No.		Share holding at the beginning of the year 1/04/2017		Shareholding at the end of the year 31/03/2018	
		Number of Shares	% of total Shares of the company	Number of Shares	% of total Shares of the company
	At the beginning of the year	7028201	57.87		
		Changes during the week		Shareholding at the end of particular week	
	SAME 31/03/2017				
	SAME 07/04/2017	-	-	7028201	57.87
	SAME 14/04/2017	-	-	7028201	57.87
	SAME 21/04/2017	-	-	7028201	57.87
	SAME 28/04/2017	-	-	7028201	57.87
	SAME 05/05/2017	-	-	7028201	57.87
	SAME 12/05/2017	-	-	7028201	57.87

	SAME 19/05/2017	-	-	7028201	57.87
	SAME 26/05/2017	-	-	7028201	57.87
	SAME 02/06/2017	-	-	7028201	57.87
	SAME 09/06/2017	-	-	7028201	57.87
	SAME 16/06/2017	-	-	7028201	57.87
	SAME 23/06/2017	-	-	7028201	57.87
	SAME 30/06/2017	-	-	7028201	57.87
	SAME 07/07/2017	-	-	7028201	57.87
	SAME 14/07/2017	-	-	7028201	57.87
	SAME 21/07/2017	-	-	7028201	57.87
	INCREASE 28/07/2017	8000	0.07	7036201	57.94
	SAME 04/08/2017	-	-	7036201	57.94
	INCREASE 11/08/2017	80	-	7036281	57.94
	INCREASE 18/08/2017	10000	0.08	7046281	58.02
	SAME 25/08/2017	-	-	7046281	58.02
	SAME 01/09/2017	-	-	7046281	58.02
	SAME 08/09/2017	-	-	7046281	58.02
	SAME 15/09/2017	-	-	7046281	58.02
	SAME 21/09/2017	-	-	7046281	58.02
	SAME 22/09/2017	-	-	7046281	58.02
	SAME 27/09/2017	-	-	7046281	58.02
	SAME 29/09/2017	-	-	7046281	58.02
	SAME 30/09/2017	-	-	7046281	58.02
	SAME 06/10/2017	-	-	7046281	58.02
	SAME 13/10/2017	-	-	7046281	58.02
	SAME 20/10/2017	-	-	7046281	58.02
	SAME 27/10/2017	-	-	7046281	58.02
	SAME 31/10/2017	-	-	7046281	58.02
	SAME 03/11/2017	-	-	7046281	58.02
	INCREASE 10/11/2017	890	0.01	7047171	58.03
	SAME 17/11/2017	-	-	7047171	58.03
	SAME 24/11/2017	-	-	7047171	58.03
	SAME 01/12/2017	-	-	7047171	58.03
	SAME 08/12/2017	-	-	7047171	58.03
	SAME 15/12/2017	-	-	7047171	58.03
	SAME 22/12/2017	-	-	7047171	58.03
	SAME 29/12/2017	-	-	7047171	58.03
	SAME 30/12/2017	-	-	7047171	58.03
	SAME 05/01/2018	-	-	7047171	58.03
	SAME 12/01/2018	-	-	7047171	58.03
	SAME 19/01/2018	-	-	7047171	58.03
	SAME 26/01/2018	-	-	7047171	58.03
	SAME 02/02/2018	-	-	7047171	58.03
	SAME 09/02/2018	-	-	7047171	58.03
	SAME 16/02/2018	-	-	7047171	58.03
	SAME 23/02/2018	-	-	7047171	58.03
	SAME 02/03/2018	-	-	7047171	58.03
	SAME 09/03/2018	-	-	7047171	58.03
	SAME 16/03/2018	-	-	7047171	58.03
	SAME 23/03/2018	-	-	7047171	58.03
	SAME 30/03/2018	-	-	7047171	58.03
	SAME 31/03/2018	-	-	7047171	58.03
	At the end of the year			7047171	58.03

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

Sr. No.	Name	No. of Shares at the beginning/ End of the year	Date	Increase/ Decrease in share-holding	Reason	No. of Shares	Percentage of total shares of the company
1	Girish Gulati HUF	241,709	31-Mar-17	0	N.A.	241,709	1.99
			7-Apr-17	-16329	Transfer	225,380	1.86
			28-Apr-17	-13210	Transfer	212,170	1.75
			5-May-17	-5000	Transfer	207,170	1.71
			12-May-17	-8915	Transfer	198,255	1.63
			15-Sep-17	-9032	Transfer	189,223	1.56
		189,223	31-Mar-18	0	N.A.	189,223	1.56
2	Passage to India Master Fund Limited	200,000	31-Mar-17	0	N.A.	200,000	1.65
		200,000	31-Mar-18	0	N.A.	200,000	1.65
3	Avinash P Wadhwa	126,437	31-Mar-17	0	N.A.	126,437	1.04
		126,437	31-Mar-18	0	N.A.	126,437	1.04
4	Shital Navin Agarwal	125,630	31-Mar-17	0	N.A.	125,630	1.03
		125,630	31-Mar-18	0	N.A.	125,630	1.03
5	Savita Gulati	0	31-Mar-17		N.A.	0	0.00
			21-Jul-17	100	Transfer	100	0.00
			23-Feb-18	101350	Transfer	101,450	0.84
		101,450	31-Mar-18	0	N.A.	101,450	0.84
6	Amit Bhartia	93,480	31-Mar-17	0	N.A.	93,480	0.77
			19-May-17	-25000	Transfer	68,480	0.56
			21-Jul-17	-4500	Transfer	63,980	0.53
		63,980	31-Mar-18	0	N.A.	63,980	0.53
7	K. Swapna	85,081	31-Mar-17	0	N.A.	85,081	0.70
			13-Oct-17	-5000	Transfer	80,081	0.66
			20-Oct-17	-40000	Transfer	40,081	0.33
		40,081	31-Mar-18	0	N.A.	40,081	0.33
8	Navin Agarwal	84,000	31-Mar-17	0	N.A.	84,000	0.69
		84,000	31-Mar-18	0	N.A.	84,000	0.69
9	Sudhir Anand	66,000	31-Mar-17	0	N.A.	66,000	0.54
			13-Oct-17	-7500	Transfer	58,500	0.48
			15-Dec-17	-1000	Transfer	57,500	0.47
		57,500	31-Mar-18	0	N.A.	57,500	0.47
10	Mira Parshotam Hirani	60,000	31-Mar-17	0	N.A.	60,000	0.49
		60,000	31-Mar-18	0	N.A.	60,000	0.49

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year		Change in shareholding (No. of shares)		Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company	Decrease	Increase	No. of Shares	% of total shares of the Company
1	Ashok Vishandas Motiani	17,24,309	13.06	-	18,080	17,42,389	14.35
2	Nanita Ashok Motiani	9,62,895	7.92	-	-	9,62,895	7.92
3	Mayur Jashvantlal Shah	5,625	0.05	-	-	5,625	0.05
4	Dinesh Oza	-	-	-	-	-	-
5	Anil Sharma	-	-	-	-	-	-
6	Sanjay Prajapati	-	-	-	-	-	-
7	Jignesh Gandhi	-	-	-	-	-	-

V. Indebtedness:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	257,176,334	3,707,543	-	260,883,877
ii) Interest due but not paid	22,618			22,618
iii) Interest accrued but not due				
Total (i+ ii+ iii)	257,198,952	3,707,543	-	260,906,495
Change in Indebtedness during the financial year				
• Addition	209,725,417	-	-	209,725,417
• Reduction	52,404,507	3,397,561	-	55,802,068
• Exchange Difference				
Net Change	157,320,909	(12,35,000)	-	153,923,348
Indebtedness at the end of the financial year				
i) Principal Amount	414,497,243	309,982		414,807,225
ii) Interest due but not paid	202,611	-		202,611
iii) Interest accrued but not due				
Total	414,699,854	309,982	-	415,009,836

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

Sr.	Particulars of Remuneration	Ashok Motiani Managing Director	Nanita Motiani Whole Time Director	Total
1	Gross salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b) Value of perquisites u/s 17(2) Income-tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	₹ 84,00,000	₹ 42,00,000	₹ 1,26,00,000
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others-contribution towards PF etc.	-	-	-
	Total	84,00,000	42,00,000	1,26,00,000

B. REMUNERATION TO OTHER DIRECTORS:

Sr. No.	Particulars of Remuneration	Fee for attending board / committee meetings	Commission	Others, Please Specify	Total
1.	Independent Directors				
	Mr. Mayur Shah	45,000	-	-	45,000
	Mr. Dinesh Oza	45,000	-	-	45,000
	Mr. Anil Sharma	37,500	-	-	37,500
	Total	1,27,500	-	-	1,27,500

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

Sr. No.	Particulars of Remuneration	Chief Financial Officer	Company Secretary	Total
1.	Gross salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b) Value of perquisites u/s 17(2) Income-tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	8,99,120	632,412	15,31,532
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission- as % of profit	-	-	-
5.	Others-contribution towards PF etc.	-	-	-
	Total	8,99,120	6,32,412	15,31,532

VII. Penalties / Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief Discription	Details of penalty/ punishment/ compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give details)
A. Company Penalty Punishment Compounding	None				
B. Directors Penalty Punishment Compounding	None				
C. Other Officers in default Penalty Punishment Compounding	None				

Date: May 26, 2018

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 Motiani
Chairman & Managing Director

ANNEXURE - B TO DIRECTORS REPORT

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of Company's CSR Policy, including overview of products or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs

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

In this regard, the Company has made a policy which encompasses the Company's philosophy for delineating its responsibility as a Corporate Citizen for undertaking socially useful programmes for welfare & sustainable development of the community at large. The policy is placed on website of the Company.

Areas of Interest:

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
2. Promoting education, employment enhancing vocation skills and the differently abled and livelihood enhancement projects.
3. Promoting gender equality, empowering women by setting up homes and hostels, setting up old age homes and orphanage house, day care centers and other facilities for senior citizens.
4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil or air and water including contribution to the clean Ganga set-up by the Central Government for rejuvenation of river Ganga.
5. Promotion and protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries.
6. Measure for the benefit of armed forces veterans, war widows and their dependents.
7. Training to promote rural sports, nationally recognised sports, Paralympics sports and Olympic sports.
8. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the CG for socio-economic development and relief fund and welfare of the schedule castes, the scheduled Tribes, other backward classes, minorities and women. [Contribution to any fund set up by CG means it doesn't include the fund set up by state govt. or any local govt.
9. Contributions or funds provided to technology incubators located within academic institutions which are approved by the CG.
10. Rural development projects.
11. Slum area development.

2. The Composition of the CSR Committee

A Committee of the directors titled 'Corporate Social Responsibility Committee', was constituted by the Board with the following members:

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

3. Average Net Profit of the Company for last three financial years prior to 2017-18: ₹130,556,852

4. Prescribed CSR Expenditure (2% of the amount as in item No 3 Above) ₹26,11,137

5. Details of CSR spent during the financial year:

- I. Total amount spent for the financial year: ₹3,65,000
- II. Amount unspent: ₹22,46,137 will be allocated & distributed on various CSR Projects / Programs in Progress.
- III. Manner in which the amount spent during the financial years is detailed below:

1	2	3	4	5	6	7
Sr No.	Name/ Details of implementing Agency	CSR project / Activity Identified	Sector In which the Project is covered	Location of Projects / Programme (Local area or state/District)	Amount outlay Projected (₹ in Lacs)	Amount Spent (₹ Lacs)
1	Own	Providing Advanced Life Support Ambulance to Gram Panchayat Janori Tal Dindori Dist Nashik	Healthcare	Nashik	27,00,000	3,65,000

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

The Company has most of its operations in rural area and employs a large workforce on seasonal basis. CSR activities have been a core activity for the company. The Company also ensures that the money spent on CSR correctly achieves the desired objectives. However, last year no new project could be taken up or reached a stage of financial requirement. However, the company is in continuous discussion with various organizations and will endeavor to fulfil its responsibility.

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

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

ANNEXURE - C TO THE DIRECTORS' REPORT**Form No. MR-3****SECRETARIAL AUDIT REPORT**

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

To,

The Members

FRESHTROP FRUITS LIMITED

A-603, Sapath - IV, Opp Karnavati Club,
S G Highway Ahmedabad - 380015

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FRESHTROP FRUITS LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit., we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder 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') to the extent applicable to the Company: -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

We hereby report that during the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above subject to the observation that there was 125 days gap between two Audit Committee Meetings held on 24th January, 2017 and 30th May, 2017 respectively.

- VI. We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof; on test-check basis, the Company has complied with the provisions of The Food Safety and Standards Act, 2006 and Rules made thereunder, as is specifically applicable to the Company.

We further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b. Adequate notice is given to all Directors to schedule the Board Meetings at least seven days in advance. Agenda and detailed notes on agenda were also sent to all Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We 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.

We further report that during the audit period. no event/action has taken place which have major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For, MANOJ HURKAT AND ASSOCIATES
Practicing Company Secretaries

Place: Ahmedabad
Date: 26th May, 2018

MANOJ R HURKAT
Partner
FCS No. 4287
C P No.: 2574

Note:

This Report is to be read with our letter of even date which is annexed as Annexure A and form an integral part of this Report.

ANNEXURE A

To,

The Members

FRESHTROP FRUITS LIMITED

A-603, Sapath - IV, Opp Karnavati Club.

S G Highway Ahmedabad - 380015

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

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

For, MANOJ HURKAT AND ASSOCIATES
Practicing Company Secretaries

Place: Ahmedabad
Date: 26th May, 2018

MANOJ R HURKAT
Partner
FCS No. 4287
C P No.: 2574

**ANNEXURE
TO THE DIRECTOR REPORT
MANAGEMENT DISCUSSION AND ANALYSIS**

The discussion hereunder covers the financial results of Freshtrop Fruits Limited for the financial year 2017-18 and its business outlook for the future. Certain statements in the 'Management Discussion and Analysis Report' section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

1. INDUSTRY STRUCTURE AND DEVELOPMENT:

FRUITS PROCESSING:

India is the second largest country in terms of arable land, roughly 160 million hectares. It also ranks second in production of fruits and vegetables. India has 15 agro-climatic zones, which can support most of the fruits. Despite that, the level of fruit processing in India is very low (around 2.2%) as compared to countries like the US (65%), China (23%) & Philippines (78%).

The biggest challenge faced by the fruit processing industry is perhaps, limited and inconsistent availability of fruits. Due to low per capita availability of fruits in India, most fruits find their way to retail markets, and almost nothing is left for processing. In the absence of consistent fruit supply, the industry cannot assure supply to its customers. They are reduced to marginal players processing table varieties and filling the gap left by crop failures in other parts of the world. This leads to uncertainty and low capacity utilization of processing units.

However, there is a significant opportunity for us. We need to work towards improving, both overall fruit availability and farm productivity. Globally, every country focuses on one or two fruits. For example, Brazil on orange juice, Europe/China on apple juice, Argentina leads in lemon juice, and India in mango. We need to select fruit to scale, and then make small clusters of excellence to pool in all resources in these clusters. Within these clusters, we need to promote Farmer Producer Organizations, have model food processing units, provide logistics support and market linkages for backward and forward integration. Advancements in agricultural research must reach farmers fast. From a sustainability perspective, farmers need to be appraised on good practices in terms of water, nutrition, and climate to grow new varieties. They should be warned against adverse effects of using pesticides beyond the prescribed dosage. This not only affects yield and quality but also makes it hard for the industry to export pulp/concentrate amid growing health and environmental concerns. The ability to segregate raw material at source and create separate distribution systems ensures the processing variety goes to the processors, while the table variety goes to the fresh distributors. This maximizes the price realization as per fruit grades for the farmer. The government may look at subsidizing the setting up of integrated units for by-product processing. These projects should aim to fill in the existing gaps in terms of developing new varieties, improving productivity, farm extension services and providing efficient market linkage for farmers.

FRESH FRUIT EXPORTS:

There is a need for Post-harvest management of fresh produce because of the perishable nature and short storage life of the produce. The process of the supply chain of fresh produce (fruits) from the farm to the end point of consumption is highly complex. Post-harvest management includes cooling, handling, storage, processing, packaging, transport and market phase. The main objective of post-harvest management and operations is to make appropriate conditions to increase the shelf life of the produce and at the same time preserve the nutritional composition and quality attributes of the produce.

A cold chain facility is a temperature- controlled facility, along with warehousing and distribution operations. It has been noted that in India only 10-11 percent of the fruits produced move in the cold chain. There are various challenges involved in the industry related to cold storage facilities like technical issues, institutional issues, high energy costs and temperature variability adding to the deterioration of the fresh produce.

GRAPES:

Exports of Fresh Grapes had a good start this year with the early arrival of the fruit and strong demand from the traditional markets such as European Union and Russia. The season started earlier by a couple of weeks in mid-January.

India has been attempting to make inroads into new export markets such as China, Russia, Indonesia and Saudi Arabia. These countries have now decided to come up with norms for Indian grapes. Some of the norms are stricter than those set by the European Union. Next year onwards, the government has decided to issue certificates to exporters to these nations as well, such that exports do not face any hurdles.

POMEGRANATES ARILS:

What has made this once anonymous fruit so popular is the refreshing winey flavor of its juicy seeds as well as its health benefits. However, the consumers find it difficult to manage the peeling and de-seeding. We now offer to consumers all the health benefits of this fruit without the trouble of peeling. And the best part is its 52-week availability from a single source!

INTRODUCING SECOND NATURE- B2C PRODUCT:

"SECOND-TO-TREE" these three words adequately summarize who we are and what we are about. We know that the best way to get the maximum nutrition and taste out of most fruits is when you pluck them from the tree and have them. We believe, the second best is our way. And we have gone to great lengths to ensure that our customers get to relish nature's bounty as nature intended it to be. It starts with building meaningful relationships with our farmers and cultivating them with education and inclusive growth. The seeds of this fruitful relationship that were sown over two decades back have been bearing fruits for a long time now. And it's this long-standing inner circle of trust that helps us achieve our goal.

Cold Pressed juices usually are hard pressed to come up with a difference. We are not cold pressed. We are one step better than cold pressed. We are Cold Extracted. Actually, Cold Vacuum Extracted to be precise. We don't use heat or any form of pasteurization or concentrates in our products. We use a process of cold extraction which gently extracts the pulp from the fruits and vegetables along with the natural soluble fibers. While this is getting done in a reduced oxygen environment to minimize oxidation, vacuum is created to remove even the dissolved oxygen to ensure a longlasting retention of natural taste, flavor and nutrients. This specialized process does not use any bags or belts which can be quite cumbersome to clean. Our process allows us to retain far more fiber and avoid oxidation as compared to conventional pressing.

We use the latest international technology called High Pressure Processing to maintain the quality of the juice. It allows us to protect, and at the same time pack in more natural flavors, colours and nutrients in every bottle. This technology applies pressure that is five times of what is found at the deepest end of the ocean. The pressure disrupts the microbial biochemistry of bacteria therefore lengthening shelf-life of the product. HPP is a natural environmentally friendly process that respects the ingredients and ensures retention of the original flavor and nutrition of the fruits, veggies and nuts.

2. OPPORTUNITIES AND THREATS:**OPPORTUNITIES****GRAPE:**

The market for grapes worldwide is growing steadily. In addition to a growing production in different parts of the world, seasonal changes worldwide are shaping up the market. Table grapes require a high input of labour in the growing process. India offers a good quality and competitive price during the first few months of the calendar year and hence the market for Indian grapes has shown a consistent and steady growth.

FOOD PROCESSING:

Fruit processing industry is considered to be the sunrise sector of the Indian economy. India has a strong potential for production, consumption and exports. Citrus, Banana, mango, guava, grapes, pineapple and apple are the major varieties grown in India. Favorable agro-climatic conditions make India a potential producer of fruits and hence the fruit processing Industry has a tremendous scope for growth.

Several schemes and promotional measures have been formulated by the Government of India to promote the industry growth.

THREATS / CHALLENGES

GRAPES:

Small land holdings of growers in India , make it difficult even for progressive growers to achieve consistent quality of their fresh produce and unpredictable weather conditions are a permanent risk for this business.

FOOD PROCESSING:

High competition from global players and fast obsolescence of technology are the threats faced by the industry. Skilled manpower shortage, poor cold storage facilities, inefficient post-harvest management and minimal technological interventions, have been slowing down the growth of this Industry.

3. SEGMENT WISE PERFORMANCE:

The Company has identified following segments as reportable segments:

- 1) Fresh Fruits
- 2) Food Processing

Details of Segment wise performance are given at respective place of in this report.

4. FUTURE OUTLOOK:

The future for India's fruit and vegetable business looks very bright as opportunities beckon in new export markets while aspirational Indian consumers drive demand for higher grade domestically-grown produce and high-value imported fruits. India must develop new markets, particularly in Asia, and cut its dependence on Europe. It must develop new coloured varieties, and cut its dependence on white seedless grapes, particularly Thompson Seedless. It needs to create transparent data and information systems, and it must capitalise on the opportunity to extend its season by developing production in new growing areas.

Growth in food processing business is expected to stem from countries like India and China because of rising average incomes, westernized diet and strong domestic demand. After China, India is considered to be the second largest producer of fruits across the globe. 30-35% of the overall production is presently lost due to unskilled labor, inefficient cold storage facilities and spoilage at post-harvest stages. With the creation of adequate specialized cold storage facilities, logistics infrastructure, skilled manpower and modern technological interventions, post-harvest losses can be minimized resulting in higher returns to the major stakeholders of the entire fruit supply chain i.e. farmers and the consumers.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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

6. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

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

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

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

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

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

CAUTIONARY NOTE

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

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

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

ANNEXURE TO THE DIRECTORS' REPORT
CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

As a policy Freshtrop 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. We believe that retaining and enhancing stakeholder trust is essential for sustained corporate growth. We have in-built into our culture and into each associate the values of honesty and fairness. For us, adherence to Corporate Governance stems not only from the letter of law but also from our inherent belief in doing business the right way.

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

The Company gives utmost importance for developing a team of competitive professional managers. Overall, policy is set by the Board of Directors and implemented by a team of professional managers in their respective field.

We are in compliance with all the requirements of the Corporate Governance enshrined in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations"), as applicable, with regard to Corporate Governance and listed below is the status with regard to same.

1. BOARD OF DIRECTORS:

a) COMPOSITION & SIZE OF THE BOARD

The Board of Directors of your Company as on March 31, 2018 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. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013. All the Independent Directors have confirmed that they meet the criteria as mentioned under regulation 16(1)(b) of the SEBI Listing Regulations and Section 149 of the Companies Act, 2013. The present strength of the Board reflects optimum mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

The Board of Directors provides leadership and guidance to the Company's management and directs, supervises and controls the performance of the Company. Non-Executive Independent Directors consist of professionals drawn from diverse fields that bring in a wide range of skills and experience to the Board. No Director is related to each other except Mr. Ashok Motiani and Mrs. Nanita Motiani, who are related to each other as husband & wife.

The composition of the Board of Directors and number of other Directorship & Memberships /Chairmanships of Committees as on March 31, 2018 are as under:

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

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

Includes only Audit Committee and Stakeholders' Relationship Committee.

* Excludes the membership and chairmanship held in the Company

None of Directors are related interest except Mr. Ashok Motani and Mrs. Nanita A Motiani being spouse.

b) Board Meeting and Procedure

During the year under review Board met Five times on April 28, 2017, May 30, 2017, September 12, 2017, December 14, 2017, and February 14, 2018. The Board meets at least once in every quarter to review the Company's operations and the maximum time gap between any two meetings is not more than 120 days.

The required information as enumerated in Part-A of Schedule II to SEBI Listing Regulations is made available to the Board of Directors for discussions and consideration at every Board Meetings. 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 available at the Board Meeting to enable the Board to take decisions. As required under Regulation 17(3) of Listing Regulations, the Board periodically reviews compliances of various laws applicable to the Company.

The important decisions taken at the Board / Committee meetings are communicated to concerned departments promptly. Action taken report on the decisions taken at the meeting(s) is placed at the succeeding meeting of the Board / Committee for noting by the Board / Committee.

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

Name of Director	Board Meetings		Attendance at the last AGM held on 29 th September, 2017
	Held	Attended	
Mr. Ashok Motiani	5	5	Yes
Mrs. Nanita Motiani	5	4	Yes
Mr. Mayur Shah	5	5	Yes
Mr. Dinesh Oza	5	5	Yes
Mr. Anil Sharma	5	4	Yes

c) Code of Conduct

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

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

d) Meetings of Independent Directors

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

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

One meetings of Independent Directors were held during the year.

e) Disclosures regarding appointment/re-appointment

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

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

2. COMMITTEES OF THE BOARD

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

A. Audit Committee:

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

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

During the year under review, Audit Committee met Four times on May 30, 2017, September 12, 2017, December 14, 2017, and February 14, 2018. The intervening gap between two meetings did not exceed four months.

The Composition of the Audit Committee and details of attendance of the members at the committee meetings during the year are given below:

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

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

Mr. Jignesh Gandhi, Company Secretary and Compliance Officer act as Secretary of the Committee. The Chairman of the Committee was present at the last Annual General Meeting held on September 28, 2017 to answer the queries of shareholders (if any).

Broad Terms of reference

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under SEBI Listing Regulations and Section 177 of the Companies Act, 2013.

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

The Nomination & Remuneration Committee of the Company was reconstituted from time to time to comply with statutory requirement. During the year under review, Nomination & Remuneration Committee met four times.

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

Name of the Members	Designation	Category	No. of Meetings during the year	
			Held	Attended
Mr. Dinesh Oza	Chairman	Non-Executive & Independent Director	4	4
Mr. Mayur Shah	Member	Non-Executive & Independent Director	4	4
Mr. Anil Sharma	Member	Non-Executive & Independent Director	4	4

The powers, role and terms of reference of Committee covers the areas as contemplated under the SEBI Listing Regulations and Section 178 of the Companies Act, 2013. The brief terms of reference of Nomination & Remuneration Committee are as under:

b) Brief Terms of reference:

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

c) Remuneration Policy:

i. Remuneration to Non-Executive Directors:

The Non-Executive Independent Directors of the Company are paid ₹10,000 as sitting fees and actual reimbursement of expenses incurred for attending each meeting of the Board and Committee.

ii. Remuneration to Executive Directors:

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

d) Details of Remuneration:

i. Non-Executive Directors:

The details of sitting fees paid to Non-Executive Independent Directors during the financial year 2017-18 is as under:

Name	Sitting Fees (₹)
Mr. Mayur Shah	45,000
Mr. Dinesh Oza	45,000
Mr. Anil Sharma	37,500

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

ii. Executive Directors:

Name	Remuneration (Including Perquisites) Paid (₹)
Mr. Ashok Motiani	84,00,000
Mrs. Nanita Motiani	42,00,000

iii. Details of shares of the Company held by Directors as on March 31, 2018 are as under:

Name	No. of Shares held
Mr. Ashok Motiani	17,42,389
Mrs. Nanita Motiani	9,62,895
Mr. Mayur Shah	5,625
Mr. Dinesh Oza	-
Mr. Anil Sharma	-

C. Stakeholders Relationship Committee:

a) Constitution & Composition of Stakeholders Relationship Committee:

The Stakeholders Relationship Committee of Directors was reconstituted from time to time to comply with statutory requirement. 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 Committee met four (4) times during the period 2017-18. The composition of the Stakeholders Relationship Committee and details of meetings attended by the members are given below:

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

b) Brief terms of reference:

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

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

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

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

D. Corporate Social Responsibility (CSR) Committee:

a. Constitution & Composition of Committee:

The Company has constituted a CSR Committee as required under Section 135 of the

Companies Act, 2013 read with rules made thereunder. During the year under review, CSR Committee met four times.

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

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

The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of "Corporate Social Responsibility Policy", observe practices of Corporate Governance at all levels and to suggest remedial measures wherever necessary.

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

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

c. CSR Policy:

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

3. Subsidiary Companies:

The Company does not have any subsidiary.

4. Whistle Blower Policy:

The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy is hosted on the website of the Company at <http://freshtrop.in/policies.php>. During the year under review, there were no case of whistle blower.

5. 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
2014-15	28.09.2015 11.00 a.m.	Rajpath Club, S. G. Road, Ahmedabad - 380015	4
2015-16	29.09.2016 11.00 a.m.	Sindhu Bhavan, Sindhu Bhavan Marg, Opp Pakwan, Off S.G. Road, Ahmedabad- 380059	2
2016-17	28.09.2017 10.00 a.m.	Karnavati Club, S.G. Road, Ahmedabad - 380015	2

No Extra Ordinary General Meeting was held during the Financial Year 2017-18.

Special Resolution passed through Postal Ballot:

No Special Resolution was passed through Postal Ballot during the financial year 2017-18.

6. Means of Communication with shareholders:

The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as 'Business Standard' in English and 'Jansatta' in Gujarati. These results are not sent individually to the shareholders but are hosted on the website of the Company.

7. General Shareholders Information:

a) Company Registration details

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

b) Date, time and venue of the 26th Annual General Meeting:

Friday, September 28, 2018 at 10.00 a.m. at Karnavati Club, S. G. Road, Ahmedabad – 380015.

c) Registered Office:

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

d) Financial Year:

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

Particulars	:	Tentative Schedule
Quarterly Results		
Quarter ending on June 30, 2018	:	On or before August 14, 2018
Quarter ending on September 30, 2018	:	On or before November 14, 2018
Quarter ending on December 31, 2018	:	On or before February 14, 2019
Annual Result of 2018-19	:	Within 60 days from March 31, 2019

e) Book Closure Date

The Register of Members and Share Transfer Books of the Company will be closed from **September 22, 2018 to September 28, 2018** (both days inclusive) for the purpose of entitlement of dividend.

f) Dividend

Dividends are to be declared at the annual general meetings of shareholders based on the recommendation of the Board of Directors. Generally, the factors that may be considered by the Board of Directors before making any recommendations for dividend include, without limitation, the Company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions.

g) 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 2018-19 has already been paid to BSE. The custodial fees payable to depositories namely NSDL & CDSL has also been remitted by the Company.

h) Market Price Data

High and low prices of Equity Shares during the 12 months period ended 31st March 2018 were as follows:

Month	Bombay Stock Exchange Ltd	
	High (₹)	Low (₹)
Apr-2017	121.00	101.00
May-2017	121.00	92.55
Jun-2017	102.00	85.00
Jul-2017	109.90	88.00
Aug-2017	108.50	87.65
Sep-2017	151.95	91.55
Oct-2017	218.00	130.35
Nov-2017	185.00	164.00
Dec-2017	209.40	166.00
Jan-2018	183.50	149.00
Feb-2018	169.00	145.00
Mar-2018	165.00	135.10

i) Registrar & Transfer Agents:

Name & Address : BIGSHARE SERVICES PRIVATE LIMITED
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai-400 059. Maharashtra

Tel: : +91-022-62638200
Fax : +91-022-62638299
Email : investor@bigshareonline.com
Contact Person : Mr. Joy Varghese
Website : www.bigshareonline.com

j) Shareholding as on March 31, 2018:**(a) Distribution of Shareholding as on March 31, 2018:**

No. of Shares	Shareholders		Shares	
	Nos.	% of total	Nos.	% of total
1 - 500	5,495	81.2149	8,68,732	7.1530
501 - 1000	633	9.3556	4,98,458	4.1042
1001 - 2000	304	4.4931	4,56,532	3.7590
2001 - 3000	110	1.6258	2,76,817	2.2793
3001 - 4000	41	0.6060	1,45,899	1.2013
4001 - 5000	41	0.6060	1,96,324	1.6165
5001 - 10000	71	1.0494	5,35,207	4.4068
10001 - above	66	1.0494	91,67,031	75.4799
Total	6,761	100.00	1,21,45,000	100.00

(b) Shareholding pattern as on March 31, 2018

Category	No. of Shareholders	Total No. of Shares held	% to Capital
Promoters	6	70,47,171	58.03
Public	6,405	39,93,578	32.88
Foreign Institutional Investors (FII'S)	1	2,00,000	1.65
Foreign Portfolio Investor	1	50,000	0.41
Non-Resident Individuals	186	4,96,105	4.08
Bodies Corporate	131	3,19,245	2.63
Corporate Body NBFC	1	600	0.00
Clearing Members	30	38,301	0.32
Total	6,761	1,21,45,000	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.

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

l) Address for Correspondence:

- 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.
- 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 E-mail: investorrel@freshtrop.com
- Shareholders holding shares in electric mode should address all their correspondence to their respective depository participants.

m) Address for Correspondence:

- 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.
- 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: investorrel@freshtrop.com
- Shareholders holding shares in electric mode should address all their correspondence to their respective depository participants.

8. 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.

- d) 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.

DECLARATION BY THE MANAGING DIRECTOR

I, Ashok Motiani, Chairman and Managing Director of Freshtrop Fruits Limited hereby declare that all the members of Board of Directors and the Senior Management Personnel have affirmed Compliance with the Code of Conduct, Applicable to them as laid down by the Board of Directors in terms of Regulations 26(03) of SEBI (LODR) Regulations, 2015.

Date: May 26, 2018
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

We, Ashok Motiani, Managing Director and Sanjay Prajapati, Chief Financial Officer of Freshrop Fruits Limited, to the best of our knowledge and below certify that:

We have reviewed the financial statements and the cash flow statements for the year ended March 31, 2018 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2018 which are fraudulent, illegal or violation of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the auditors and the Audit Committee:
 - a. There have been no significant changes in internal control system during the year;
 - b. There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. There have been no instances of significant fraud of which we have become aware, involving management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Ahmedabad
Date : May 26, 2018

Sanjay Prajapati
Chief Financial Officer

Ashok Motiani
Managing Director

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
FRESHROP FRUITS LIMITED

We have examined all relevant records of FRESHROP FRUITS LIMITED ("Company") for the purpose of certifying compliance of the conditions of Corporate Governance as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for the financial year ended on 31st March, 2018. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof.

On the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied with all the mandatory conditions of the Corporate Governance, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and Paragraphs C, D and E of Schedule V of the Listing Regulations, except that during the year ended 31st March, 2018, there was a gap of 125 days between two Audit Committee Meetings held on 24th January, 2017 and 30th May, 2017 respectively.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For MANOJ HURKAT & ASSOCIATES
Company Secretaries

Date: 26th May, 2018
Place: Ahmedabad

Manoj R. Hurkat
Membership No.: FCS 4287
Certificate of Practice No.: CP - 2574

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF FRESHTROP FRUITS LIMITED****Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS financial statements of **FRESHTROP FRUITS LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS financial statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and order issued under section 143(11) of the Act.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 Ind AS and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Other Matters

The comparative financial information of the Company for the year ended 31st March, 2017 and the transition date opening Balance Sheet as at 1st April, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting

Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended 31st March, 2017 and 31st March, 2016 dated 30th May, 2017 and 26th May, 2016 respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion on the Ind AS financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit, we report to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account;
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act;
 - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the company, and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements -Refer Note 41 to the financial statements.
 - ii. The Company has made provision as at March 31, 2018, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For F P & Associates
Chartered Accountants
Firm Registration No: 143262W

F.S. SHAH
Partner
Membership No. 133589

Ahmedabad
May 26, 2018

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

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

- i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets;
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the company, nature and value of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to information and explanations given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventory except goods-in-transit has been physically verified by the Management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. For goods-in-transit at year end, relevant evidences have been obtained. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been dealt with in books of account.
- iii. In our opinion and according to information & explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of Clause (iii) of paragraph 3 of the order are not applicable to the Company.
- iv. In our opinion and according to information and explanations given to us, the Company has complied with provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.
- v. According to the information and explanations given to us, the Company has not accepted any deposit nor has any unclaimed deposit within the meaning of the provisions of Sections 73 to 76 or any other relevant provision of the Act and the rules framed there under. Accordingly, the provisions of Clause (v) of paragraph 3 of the Order are not applicable to the Company.
- vi. In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.
- vii. a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Service tax, cess, and any other material statutory dues, as applicable, 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, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Service tax, Cess and any other material statutory dues were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.

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- c) According to the information and explanations given to us, details of dues towards Income Tax and Service Tax which have not been deposited by the Company on account of disputes are as follows:

Name of the Statute	Nature of the Dues	Amount (in ₹)	Period to which amount relates	Forum where dispute is pending
Finance Act, 1994	Service Tax & Penalty	4,32,44,054	Various Years 2006-07 to 2011-12	C.S.T- Service Tax Ahmedabad
Income Tax Act, 1961.	Income Tax	76,82,825	A.Y. 2013-14	Income tax Appellate Tribunal-Ahmedabad
		1,07,09,222	A.Y. 2014-15	Income tax Appellate Tribunal-Ahmedabad
		3,56,960	Various Year	Assessing Officer

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

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Accordingly, the provisions of clause (ix) of paragraph 3 of the Order are not applicable to the Company.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company. Accordingly, the provisions of Clauses (xii) of paragraph 3 of the Order are not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Ind AS financial statements as required by the applicable Indian accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transaction with the Directors or Persons connected with its Directors and covered under Section 192 of the Act. Accordingly, the provisions of Clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- xvi. According to the information and explanations given to us, the Company is not required to be registered under Section 45- IA of the Reserve Bank of India Act, 1934. Accordingly, Clause (xvi) of paragraph 3 of the Order is not applicable to the Company.

For F P & Associates
Chartered Accountants
Firm Registration No: 143262W

F.S. SHAH
Partner
Membership No. 133589

Ahmedabad
May 26, 2018

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

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

We have audited the internal financial controls over financial reporting of **FRESHTROP FRUITS LIMITED** (the "Company") as of 31st March 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Control system over Financial Reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's Internal Financial Control over Financial Reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles.

A Company's Internal Financial Control over Financial Reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the criteria for internal financial controls over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For F P & Associates
Chartered Accountants
Firm Registration No: 143262W

F.S. SHAH
Partner
Membership No. 133589

Ahmedabad
May 26, 2018

BALANCE SHEET AS AT MARCH 31, 2018

(₹ in Lakhs)

Particulars	Note	As At 31.03.2018	As At 31.03.2017	As At 01.04.2016
ASSETS				
Non-Current Assets				
Property, plant and equipment	4	5,728.60	3,773.40	4,043.33
Capital work in progress	4	-	35.68	-
Intangible assets	5	33.72	0.12	0.12
Financial assets				
(i) Investment*	6	0.00	0.00	0.00
(ii) Other financial asset	8	42.01	26.86	31.38
Other non-current assets	9	80.66	276.78	50.00
Income Tax Assets (Net)	10	-	24.63	-
Total Non-Current Assets		5,884.99	4,137.48	4,124.83
Current Assets				
Inventories	11	3,624.94	4,519.46	4,066.27
Financial Assets				
(i) Investments	6	97.06	-	-
(ii) Trade receivables	12	5,003.72	3,312.74	2,511.25
(iii) Cash and cash equivalents	13	438.50	669.22	196.51
(iv) Bank balances other than (iii) above	14	27.01	24.44	18.70
(v) Loans	7	11.88	13.24	14.05
(vi) Other Financial asset	8	-	193.42	21.44
Other current assets	9	672.78	138.72	108.47
Total Current Assets		9,875.88	8,871.24	6,936.70
Total Assets		15,760.87	13,008.72	11,061.53
EQUITY AND LIABILITIES				
Equity				
Equity share capital	15	1,214.50	1,214.50	1,214.50
Other Equity	16	4,960.70	4,305.51	3,558.44
Total Equity		6,175.20	5,520.01	4,772.94
Liabilities				
Non-Current Liabilities				
Financial Liabilities				
(i) Borrowings	17	1,484.01	56.40	124.63
(ii) Other financial liabilities	18	213.50	-	-
Deferred tax liabilities (Net)	38	416.01	514.89	480.91
Total Non-Current Liabilities		2,113.52	571.29	605.54
Current Liabilities				
Financial Liabilities				
(i) Borrowings	17	2,356.02	2,541.09	2,040.02
(ii) Trade Payable	19	-	-	-
Due to Micro and Small Enterprises	-	-	-	-
Due to Others	-	3,938.38	3,879.51	2,963.61
(iii) Other financial liabilities	18	875.79	317.97	440.06
Other current liabilities	20	66.16	163.63	142.74
Provisions	21	29.20	15.22	15.47
Current tax liability (Net)	22	206.60	-	81.14
Total Current Liabilities		7,472.14	6,917.42	5,683.05
Total Liabilities		9,587.66	7,488.71	6,288.58
Total Equity and Liabilities		15,760.87	13,008.72	11,061.53
Significant Accounting Policies	2 & 3			

* Numbers are below one thousand under the rounding off convention adopted by the company and accordingly not reported.
The accompanying notes are integral part of the financial statements.

As per our report of even date attached

For, **F P & Associates**

Chartered Accountants

FRN: 143262W

(F. S. Shah)

Partner

M.No. 133589

Place: Ahmedabad

Date : May 26, 2018

For and on behalf of the Board of Directors

(Ashok Motiani)

Managing Director

DIN No. : 00124470

(Jignesh Gandhi)

Company Secretary

Place: Ahmedabad

Date : May 26, 2018

(Nanita Motiani)

Executive Director

DIN No. : 00787809

(Sanjay Prajapati)

Chief Financial officer

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON MARCH 31, 2018

(₹ in Lakhs)

Particulars	Note	Year Ended 31.03.2018	Year Ended 31.03.2017
Revenue from Operations			
Revenue from Operations(Including Excise Duty)	23	17,638.96	14,223.51
Other Income	24	156.92	299.30
Total Income (A)		17,795.87	14,522.81
Expenses			
Cost of materials consumed	25	10,717.21	9,379.71
Purchases of Stock-in-Trade	26	-	150.28
Changes in inventories of finished goods	27	778.41	(318.43)
Excise duty		69.96	160.27
Employee benefits expense	28	1,322.32	1,070.10
Finance costs	29	80.48	73.67
Depreciation and amortisation expenses	30	416.10	395.94
Other Expenses	31	3,023.45	2,253.53
Total Expenses (B)		16,407.93	13,165.08
Exceptional items	32	57.68	-
Profit Before Tax (A-B)		1,330.26	1,357.73
Tax Expenses	33		
Current Tax		506.00	431.50
Deferred Tax		(6.15)	33.64
		499.85	465.14
Profit After Tax for the Period		830.41	892.59
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		2.26	0.99
Income tax relating to these items		(0.78)	(0.34)
Items that will be reclassified to profit or loss			
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge		(270.20)	-
Income tax relating to these items		93.51	-
Other Comprehensive Income for the Period, net of tax		(175.21)	0.65
Total Comprehensive Income for the Period		655.20	893.24
Earning per Equity Share (EPS) for Profit for the Period (Face Value of ₹ 10)			
Basic (₹)	44	6.84	7.35
Diluted (₹)	44	6.84	7.35
Significant Accounting Policies	2 & 3		
The accompanying notes are integral part of the Financial Statements.			

As per our report of even date attached

For, **F P & Associates**

Chartered Accountants

FRN: 143262W

(F. S. Shah)

Partner

M.No. 133589

Place: Ahmedabad

Date : May 26, 2018

For and on behalf of the Board of Directors

(Ashok Motiani)

Managing Director

DIN No. : 00124470

(Jignesh Gandhi)

Company Secretary

Place: Ahmedabad

Date : May 26, 2018

(Nanita Motiani)

Executive Director

DIN No. : 00787809

(Sanjay Prajapati)

Chief Financial officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2018

(₹ in Lakhs)

Particulars	For the Period ended 31.03.2018	For the Period ended 31.03.2017
Cash Flow from Operating Activities		
Profit before Taxes	1,330.26	1,357.73
Adjustments for:		
Depreciation and Amortisation	416.10	395.94
(Profit)/Loss on sale of Investments	(19.04)	(10.13)
(Profit)/Loss on sale of Assets	(0.39)	-
Exceptional items	57.68	-
Unrealised Foreign Exchange Loss / (Gain)	84.39	(153.00)
Loss arising on financial assets measured at FVTPL	2.94	-
Bad Debts	-	2.50
Finance Cost	80.48	73.67
Interest/Dividend/Rent received	(10.95)	(1.99)
Operating Profit before Working Capital Changes	1,941.48	1,664.72
Changes in Current Assets and Current Liabilities		
(Increase) / Decrease in Trade Receivables	(1,495.98)	(714.10)
(Increase) / Decrease in Inventories	894.52	(453.19)
(Increase) / Decrease in financial assets	177.07	(127.51)
(Increase) / Decrease in Other assets	(533.99)	(15.32)
Increase / (Decrease) in Trade and other Payable	169.72	824.98
Increase / (Decrease) in provisions	16.23	0.75
Cash generated from Operations	1,169.04	1,180.33
Income Taxes paid	274.83	537.21
Net Cash Flow from Operating Activities (A)	894.21	643.12
Cash Flow from Investing Activities		
Purchase of PPE including Capital Work In Progress and capital advances	(2,261.67)	(403.47)
Sale proceed of Fixed Assets	31.28	-
Interest/Dividend/Rent received	10.95	1.99
Sale proceed of Current Investment	1,723.13	830.13
Purchase of Current Investments	(1,804.09)	(820.00)
Net Cash Flow from/ (used in) Investing Activities (B)	(2,300.40)	(391.35)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2018 (Contd...)

(₹ in Lakhs)

Particulars	For the Period ended 31.03.2018	For the Period ended 31.03.2017
Cash Flow from Financing Activities		
Increase / (Decrease) in Non Current Borrowings	1,427.61	(68.23)
Increase / (Decrease) in Current Borrowings	(185.08)	501.07
Finance Cost	(80.48)	(73.67)
Dividend Paid	-	(146.17)
Net Cash Flow from Financing Activities (C)	1,162.05	213.00
Net Increase / (Decrease) in Cash and Cash Equivalents (A+ B+ C)	(244.15)	464.77
Cash and Cash Equivalents at the beginning of the period	669.22	196.51
Unrealised Gain/(Loss) on foreign currency Cash and Cash Equivalents	13.42	7.94
Cash and Cash Equivalents at the end of the period	438.50	669.22

Notes to Statement of Cash Flows

(a) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind-As-7)- Statement of Cash Flow

(b) Cash and cash equivalent includes-

Particulars	As at 31st March, 2018	As at 31st March, 2017
Cash and Cheques on Hand	0.83	19.80
Balances with Scheduled Banks in Current Accounts	31.97	244.89
in Exchange Foreign Currency Account	405.69	404.53
Cash and Cash Equivalent in Cash Flow Statement	438.50	669.22

As per our report of even date attached
For, **F P & Associates**
Chartered Accountants
FRN: 143262W

(F. S. Shah)
Partner
M.No. 133589

Place: Ahmedabad
Date : May 26, 2018

For and on behalf of the Board of Directors

(Ashok Motiani)
Managing Director
DIN No. : 00124470

(Jignesh Gandhi)
Company Secretary

Place: Ahmedabad
Date : May 26, 2018

(Nanita Motiani)
Executive Director
DIN No. : 00787809

(Sanjay Prajapati)
Chief Financial officer

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2018

1. CORPORATE INFORMATION

Freshtrop Fruits Limited ("The Company") is a public company domiciled in India and incorporated under provisions of the Companies Act, 1956. The company is primarily engaged in the business of exports of fresh fruits and vegetables to leading supermarket chains in various parts of Europe, Russia & Hong Kong as well as in Domestic Market. The company is producing Fruit Pulp & Concentrate for both the Domestic & International Customers. The company has started new venture of cold processed juice for the domestic customers.

2. SIGNIFICANT ACCOUNTING POLICIES:

2.1 Basis of preparation of financial statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

For all periods up to and including the year ended 31st March, 2017, the Company had prepared its financial statements in accordance with Accounting Standards notified under the Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 ('Previous GAAP').

These financial statements are the first financial statements prepared under Ind AS. The date of transition to Ind AS is 1st April, 2016. Refer Note 46 for an explanation of how the transition from Indian GAAP (IGAAP) to Ind AS has affected the Company's financial position, financial performance and cash flows.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities (including Derivative Instrument) that are measured at fair values (Refer note No. 34) and Defined benefit planned assets measured at fair value (Refer note no. 37) at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

(ii) Use of estimates and judgements

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialized.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(iii) Current / Non Current Classification

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

2.2 Property Plant and Equipment

Recognition and measurement

Freehold land is carried at historical cost. All the other items of Property, Plant and Equipment are stated at cost, net of recoverable taxes, less accumulated depreciation and accumulated impairment losses, if any.

The cost of Property, Plant and Equipment comprises of its purchase price or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of

operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and borrowing costs for assets that necessarily take a substantial period of time to get ready for their intended use. Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Capital work-in-progress is stated at cost. All the direct expenditure related to implementation including incidental expenditure incurred during the period of implementation of a project, till it is commissioned, is accounted as Capital work-in-progress (CWIP) and after commissioning the same is transferred / allocated to the respective item of property, plant and equipment.

Pre-operating costs, are expensed to the Statement of Profit and Loss as and when incurred.

If significant parts of an item of Property, Plant and Equipment have different useful lives and cost, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in Statement of Profit and Loss.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue the previous GAAP carrying value of all its Property Plant and Equipment as at April 1, 2016 and use that carrying value as deemed cost of property plant and equipment.

2.3 Intangible asset

Recognition and measurement

Intangible assets are initially measured at cost. Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Such intangible assets are subsequently measured at cost less accumulated amortization and any accumulated impairment losses. The cost of an intangible asset comprises of its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the previous GAAP carrying value of all the intangible assets recognised as at April 1, 2016 and use that carrying value as the deemed cost of the intangible assets.

2.4 Depreciation method, estimated useful lives and residual value

The estimate of the useful life of the assets has been assessed based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Depreciation is provided on a pro-rata basis on the straight line method over the useful lives as prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

Asset Description	Useful Life
Office Building with RCC frame structure	30
Factory building	20

The management believes that these estimated useful lives reflect fair approximation of the period over which the assets are likely to be used.

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

Intangible assets are amortized over the estimated period of benefit, not exceeding five years.

2.5 Impairment

Assets that have an indefinite useful life, for example goodwill, are not subject to amortization and are tested for impairment annually and whenever there is an indication that the asset may be impaired.

Assets that are subject to depreciation are reviewed for impairment, whenever events or changes in

circumstances indicate that carrying amount may not be recoverable. Such circumstances include, though are not limited to, significant or sustained decline in revenues or earnings and material adverse changes in the economic environment.

An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less cost to sell and value in use. To calculate value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market rates and the risk specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGU to which the asset belongs. Fair value less cost to sell is the best estimate of the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the cost of disposal.

Impairment losses, if any, are recognized in the Statement of Profit and Loss and included in depreciation and amortization expense. Impairment losses are reversed in the Statement of Profit and Loss only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognized.

2.6 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

A financial asset is recognised in the balance sheet when the Company becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures a financial asset at its fair value plus or minus, in the case of a financial asset not at fair value through statement of profit and loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset.

Subsequent measurement

For purpose of subsequent measurement, financial assets are classified into:

- Financial assets measured at amortized cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);
- Financial assets measured at fair value through statement of profit and loss (FVTPL)

The Company classifies its financial assets in the above mentioned categories based on:

- The Company's business model for managing the financial assets;
- The contractual cash flows characteristics of the financial asset.

Financial assets measured at amortized cost

This category generally applies to trade and other receivables.

A financial asset is measured at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows;
- The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Financial assets measured at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at fair value through other comprehensive income if both of the following conditions are met:

- The financial asset is held within a business model whose objective is achieved by both collecting the contractual cash flows and selling financial assets;
- The asset's contractual cash flows represent SPPI.

Financial assets measured at fair value through the statement of profit and loss (FVTPL)

FVTPL is a residual category. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity Instruments

All the equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL.

If the company decides to classify an equity instrument as at FVTOCI, then all the fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity. Equity instruments included within FVTPL category are measured at fair value with all the changes recognized in statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Company's balance sheet) when:

- a. The contractual rights to the cash flows from the financial asset have expired, or
- b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
- c. The Company has transferred substantially all the risks and rewards of the asset, or
- d. The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company assesses impairment based on expected credit loss (ECL) model to the following:

- a. Financial assets measured at amortized cost;
- b. Financial assets measured at fair value through other comprehensive income

Expected credit losses are measured through a loss allowance at an amount equal to:

- a. The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b. Full time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows simplified approach for recognition of impairment loss allowance on trade receivables, under the simplified approach; the Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable which is adjusted for management's estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

Financial Liabilities**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through statement of profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and short term borrowings.

Subsequent measurement

- a. Financial liabilities measured at amortized cost;

b. Financial liabilities subsequently measured at fair value through statement of profit and loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Trade and other payables

These amounts represent liability for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

2.7 Derivative financial instruments and Hedge Accounting

The company's activities exposes it to the financial risk of the changes in foreign exchange and interest rates. The use of financial derivative is governed by the company's risk management policies approved by the board of the directors. The company has taken cross currency interest rate swaps for its floating rate foreign currency borrowings to hedge foreign currency risk and interest rate risk. The company has taken forward contracts to hedge future probable forecasted export sales.

The company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are also classified as a current asset or liability when expected to be realized /settled within 12 months of the balance sheet date.

a. Cash flow hedges that qualify for hedge accounting:

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve

within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in statement of profit and loss, within other gains/(losses). Amounts accumulated in equity are reclassified to statement of profit and loss in the periods when the hedged item affects statement of profit and loss

2.8 Inventories

Inventories are valued at cost or net realizable value (NRV), whichever is lower. The basis of determining cost for various categories of inventories is as follows:

- a. Raw materials, finished goods, packing materials, stores and spares and consumables are carried at the lower of cost and net realizable value after providing for obsolescence, if any. The comparison of cost and NRV is made on an item-by item basis.
- b. In determining the cost of raw materials, packing materials, consumables, stores and spares, First-in-First-Out (FIFO) method is used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.
- c. Cost of finished goods includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, excise duty as applicable and other costs incurred in bringing the inventories to their present location and condition.

2.9 Employee benefit

Short-term employee benefits

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.

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.

Post-Employment Benefits:

(i) Defined Contribution plans:

Defined contribution plans are employee state insurance scheme and Government administered provident funds scheme for all applicable employees and superannuation scheme for eligible employees.

Recognition and measurement of defined contribution plans:

The Company recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period. If the contributions payable for services received from employees before the reporting date exceed the contributions already paid, the deficit payable is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the reporting date, the excess is recognized as an asset to the extent that the prepayment will lead to, for example, a reduction in future payments or a cash refund.

(ii) Defined Benefit Plans

Provident Fund scheme:

Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss as incurred. The contributions are made to a government administered Provident Fund scheme towards which the Company has no further obligations beyond its monthly contributions.

Defined benefit Gratuity plan:

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

Recognition and measurement of Defined Benefit plans:

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability / (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability/asset), are recognized in Other Comprehensive Income. Such remeasurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.

The Company presents the above liability/(asset) as current and non-current in the Balance Sheet as per actuarial valuation by the independent actuary; however, the entire liability towards gratuity is considered as current as the Company will contribute this amount to the LIC within the next twelve months.

2.10 Borrowing Cost

The Company is capitalizing borrowing costs that are directly attributable to the acquisition or construction of qualifying assets. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. For borrowing cost capitalization, the capital cost of a particular project is identified against a borrowing in terms of period of construction and the borrowing cost for the relevant period is added to the capital cost till the particular project is capitalised and thereafter the interest is charged to the statement of profit and loss. All other borrowing costs are recognized as expense in the period in which they are incurred and charged to the statement of profit and loss.

2.11 Foreign Currency Translation**Functional and presentation currency**

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

Initial Recognition:

On initial recognition, transactions in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying to the foreign currency amount, the spot exchange rate 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.

Transactions and balances:

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realized gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

2.12 Revenue Recognition**Sale of goods**

Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods, and the amount of revenue can be measured reliably.

Amount disclosed as revenue are inclusive of excise duty and net of returns, trade allowance, rebates, goods services and tax (GST) and amount collected on behalf of third parties.

Revenue from export sales is recognized when the significant risks and rewards of ownership of products are transferred to the customers.

Sale of service- Job work

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.

Export incentive

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

Interest and Dividend Income

Interest income is recognized using effective interest method. Dividend income is recognized when the right to receive dividend is established.

2.13 Taxation

Income taxes

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/ expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

2.14 Provisions and Contingent Liabilities

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

2.15 Research and Development Expenditure

Expenditure on research is recognised as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognised as an expense when it is incurred.

Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalised and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

2.16 Earnings per Share

Basic EPS is computed by dividing net profit after taxes for the year by weighted average number of equity shares outstanding during the financial year, adjusted for bonus share elements in equity shares issued during the year and excluding treasury shares, if any.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.17 Segment Reporting

The Chief Operational Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Operating segments are reported in a manner consistent with the internal reporting provided to the CODM.

The Board of Directors (BOD) of the Company assesses the financial performance and position of the Company, and makes strategic decisions; hence the Board of Directors are CODM. Refer note 39 for segment related information.

2.18 Cash and cash equivalents

Cash and cash equivalents comprise cash and deposits with banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

2.19 Statement of Cash Flows

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.

2.20 KEY ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the Company's financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Critical accounting estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the

reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Income taxes

The Company's tax jurisdiction is India. Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions (Refer Note 33).

Property, Plant and Equipment

Property, Plant and Equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

Defined Benefit Obligation

The costs of providing gratuity and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 37, 'Employee benefits'.

Fair value measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques, including the discounted cash flow model, which involve various judgments and assumptions.

3. STANDARD ISSUED NOT YET EFFECTIVE

Standards issued but not yet effective

In March, 2018, the Ministry of Corporate Affairs (MCA) issued the Companies (Indian Accounting Standards) Amendment Rules, 2018, notifying Ind AS 115, Revenue from Contract with Customers, Appendix B to Ind AS 21, Foreign Currency Transactions and advance consideration and amendments to certain other standards. These amendments are in line with recent amendments made by International Accounting Standards Board (IASB). These amendments are applicable to the Company from 1st April, 2018. The Company will be adopting the amendments from their effective date.

a) Ind AS 115, Revenue from Contract with Customers:

Ind AS 115 supersedes Ind AS 11, Construction Contracts and Ind AS 18, Revenue. Ind AS 115 requires an entity to report information regarding nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with customers. The Principle of Ind AS 115 is that an entity should recognize revenue that demonstrates the transfer of promised goods and services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard can be applied either retrospectively to each prior reporting period presented or can be applied retrospectively with recognition of cumulative effect of contracts that are not completed contracts at the date of initial application of the standard.

Based on the preliminary assessment performed by the Company, the impact of application of the standard is not expected to be material.

b) Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:

The Appendix clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the asset, expenses or income (or part of it) is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration towards such asset, expenses or income. If there are multiple payments or receipts in advance, then an entity must determine transaction date for each payment or receipts of advance consideration.

The impact of the Appendix on the financial statements, as assessed by the Company, is expected to be not material.

**STATEMENT OF CHANGES IN EQUITY (SOCIE)
FOR THE PERIOD ENDED ON 31st MARCH 2018**

A. Equity Share Capital

(₹ in Lakhs)

Particulars	As At 31st March, 2018	As At 31st March, 2017
Balance at the beginning of the Reporting period	1,214.50	1,214.50
Changes in Equity Share Capital during the year	-	-
Balance at the end of the Reporting period	1,214.50	1,214.50

B. Other Equity

(₹ in Lakhs)

Particulars	Reserves & Surplus				Other reserves Cash flow hedging reserve	Total Other Equity
	Securities Premium Reserve	General Reserve	Capital reserve	Retained Earnings		
Balance as at April 1, 2016 (A)	188.00	12.88	89.50	3,268.06	-	3,558.44
Addition during the year:						
Profit for the period	-	-	-	892.59	-	892.59
Items of OCI for the year, net of tax:						
Remeasurement benefit of defined benefit plans	-	-	-	0.65	-	0.65
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	-	-
Total Comprehensive Income for the year 2016-17 (B)	-	-	-	893.24	-	893.24
Reductions during the year:						
Dividends (Refer Note 36)	-	-	-	(121.45)	-	(121.45)
Income tax on dividend (Refer Note 36)	-	-	-	(24.72)	-	(24.72)
Total (C)	-	-	-	(146.17)	-	(146.17)
Balance as at 31st March 2017 (D)=(A+B+C)	188.00	12.88	89.50	4,015.13	-	4,305.51
Addition during the year:						
Profit for the period	-	-	-	830.41	-	830.41
Items of OCI for the year, net of tax:						
Remeasurement benefit of defined benefit plans	-	-	-	1.48	-	1.48
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	(176.69)	(176.69)
Total Comprehensive Income for the year 2017-18(E)	-	-	-	831.89	(176.69)	655.20
Reductions during the year:						
Dividends (Refer Note 36)	-	-	-	-	-	-
Income tax on dividend (Refer Note 36)	-	-	-	-	-	-
Total (F)	-	-	-	-	-	-
Balance as at 31st March, 2018 (G)=(D+E+F)	188.00	12.88	89.50	4,847.02	(176.69)	4,960.70

As per our report of even date attached

For, **F P & Associates**

Chartered Accountants

FRN: 143262W

(F. S. Shah)

Partner

M.No. 133589

Place : Ahmedabad

Date : May 26, 2018

For and on behalf of the Board of Directors

(Ashok Motiani)

Managing Director

DIN No. : 00124470

(Jignesh Gandhi)

Company Secretary

Place : Ahmedabad

Date : May 26, 2018

(Nanita Motiani)

Executive Director

DIN No. : 00787809

(Sanjay Prajapati)

Chief Financial officer

Notes to the Financial Statements for the year ended 31st March, 2018

4. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as at 31st March 2018

(₹ in Lakhs)

Particulars	Gross Carrying Amount			Accumulated Depreciation			Net Carrying Amount	
	Balance As at 1st April, 2017	Additions/ Adjustments during the year	Deduction during the year	Balance As at 31st March, 2018	Balance As at 1st April, 2017	Depreciation during the year	Balance As at 31st March, 2018	Balance As at 31st March, 2017
Land and land development	198.34	-	-	198.34	-	-	198.34	198.34
Factory building	1,766.21	433.57	12.21	2,187.58	575.00	86.42	1527.74	1,191.21
Machinery	3,892.21	1,928.87	109.71	5,711.37	1,709.94	285.53	3,747.81	2,182.28
Office equipments	42.11	18.59	-	60.70	29.50	5.46	25.74	12.61
Vehicles	235.05	13.67	0.58	248.13	105.18	24.41	118.97	129.87
Furniture and fixtures	63.93	48.29	-	112.22	49.07	3.22	59.93	14.86
Computer equipment	69.31	15.34	-	84.66	57.17	5.57	21.92	12.14
Office electrification	3.26	-	-	3.26	2.59	0.25	0.42	0.67
Pollution control equipment	53.14	-	-	53.14	21.71	3.70	27.73	31.43
Total Property, Plant and Equipment	6,323.56	2,458.33	122.50	8,659.39	2,550.16	414.55	5,728.60	3,773.40
Capital Work In Progress	-	-	-	-	-	-	-	35.68

Notes to the Financial Statements for the year ended 31st March, 2018**Property, plant and equipment as at 31st March 2017**

(₹ in Lakhs)

Particulars	Gross Carrying Amount			Accumulated Depreciation / Amortisation				Net Carrying Amount	
	Balance As at 1st April, 2016	Additions/ Adjustments during the year	Deduction during the year	Balance As at 31st March, 2017	Balance As at 1st April, 2016	Depreciated on/ Amortisati on during the year	Deducti on during the year	Balance As at 31st March, 2017	Balance As at 31st March, 2016
Land and land development	198.34	-	-	198.34	-	-	-	198.34	198.34
Factory building	1,741.77	24.44	-	1,766.21	487.46	87.54	-	1,191.21	1,254.31
Machinery	3,846.09	46.13	-	3,892.21	1,448.84	261.09	-	2,182.28	2,397.24
Office equipments	38.90	3.21	-	42.11	25.10	4.40	-	12.61	13.80
Vehicles	190.09	44.96	-	235.05	73.19	31.99	-	129.87	116.90
Furniture and fixtures	63.12	0.81	-	63.93	46.22	2.85	-	14.86	16.90
Computer equipment	62.84	6.47	-	69.31	53.04	4.13	-	12.14	9.80
Office electrification	3.26	-	-	3.26	2.34	0.25	-	0.67	0.92
Pollution control equipment	53.14	-	-	53.14	18.01	3.70	-	31.43	35.12
Total Property, Plant and Equipment	6,197.55	126.01	-	6,323.56	2,154.21	395.94	-	3,773.40	4,043.33
Capital Work In Progress	-	-	-	-	-	-	-	35.68	-

The amount of contractual commitments for the acquisition of property, plant and equipment is disclosed in Note 41 (b).

Notes to the Financial Statements for the year ended 31st March, 2018

5. INTANGIBLE ASSETS

Intangible Assets as at 31st March 2018

(₹ in Lakhs)

Particulars	Gross Carrying Amount			Accumulated Depreciation			Net Carrying Amount	
	Balance As at 1st April, 2017	Additions/ Adjustments during the year	Deduction during the year	Balance As at 31st March, 2018	Balance As at 1st April, 2017	Depreciation during the year	Deduction during the year	Balance As at 31st March, 2018
Website	2.38	-	-	2.38	2.26	-	-	0.12
Computer Software	-	33.20	-	33.20	-	1.47	-	31.73
Trademark	-	1.95	-	1.95	-	0.07	-	1.87
Total Intangible Assets	2.38	35.15	-	37.53	2.26	1.55	-	33.72
								0.12

Intangible Assets as at 31st March 2017

(₹ in Lakhs)

Particulars	Gross Carrying Amount			Accumulated Depreciation / Amortisation			Net Carrying Amount	
	Balance As at 1st April, 2016	Additions/ Adjustments during the year	Deduction during the year	Balance As at 31st March, 2017	Balance As at 1st April, 2016	Depreciation/ Amortisation during the year	Deduction during the year	Balance As at 31st March, 2017
Website	2.38	-	-	2.38	2.26	-	-	0.12
Total Intangible Assets	2.38	-	-	2.38	2.26	-	-	0.12
								0.12

Notes to the Financial Statements for the year ended 31st March, 2018**6 INVESTMENT*****(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
<u>Non-Current</u>			
Investments in unquoted equity shares of other companies measured at fair value through profit and loss (FVTPL)			
Shree Laxminarayan Co-operative society limited. **			
[5 Nos.(P.Y. 5)] of ₹50 each	0.00	0.00	0.00
Total	0.00	0.00	0.00
Aggregate value of unquoted investments-at Cost	0.00	0.00	0.00
Aggregate amount of impairment in value of investments	-	-	-
<u>Current</u>			
Mutual Fund			
Investment in instruments carried at fair value through profit and loss (FVTPL)***	97.06	-	-
HDFC Equity savings fund - 851,136.267 (PY - nil) of ₹11.403 each			
Total	97.06	-	-
Aggregate value of unquoted investments	97.06	-	-
Aggregate amount of impairment in value of investments	-	-	-

*Refer note 34 - Financial instruments, fair values and risk measurement

** Numbers are below one thousand under the rounding off convention adopted by the company and accordingly not reported.

*** Investment in Mutual fund have been fair valued at closing NAV.

Notes to the Financial Statements for the year ended 31st March, 2018**7 LOANS*****(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
<u>Non-Current</u>			
Other loan and advances			
Secured, considered good	-	-	-
Unsecured, considered good	-	-	-
Total Loans	-	-	-
<u>Current</u>			
Other loan and advances			
Secured, considered good	-	-	-
Unsecured, considered good #	11.88	13.24	14.05
Total Loans	11.88	13.24	14.05

*Refer note 34 - Financial instruments, fair values and risk measurement

Other loan and advances include ₹2.85 Lakhs (31st March 2017 ₹2.05 Lakhs; 1st April 2016 ₹2.2 Lakhs) to related parties (Refer Note 40)

8 OTHER FINANCIAL ASSETS***(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
<u>Non-Current</u>			
Security and other deposits (unsecured, considered good)	42.01	26.86	31.38
Total Non-Current Other Financial Assets	42.01	26.86	31.38
<u>Current</u>			
Derivatives - foreign exchange forward contracts #	-	193.42	21.44
Total Current Other Financial Assets	-	193.42	21.44

* Refer note 34 - Financial instruments, fair values and risk measurement

#The company has entered into forward contracts to hedge its exchange rate risk. The Company has also entered into cross currency interest rate swap to hedge against interest rate risk and exchange rate risk. Refer note - 34 Financial instruments, fair values and risk measurement for details

Notes to the Financial Statements for the year ended 31st March, 2018**9 OTHER CURRENT ASSETS****(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Non-Current			
Capital advances	55.66	251.78	10.00
Balances with Government Authorities *	25.00	25.00	40.00
Total Non-Current Assets	80.66	276.78	50.00
Current			
Advance to supplier of goods and expense	25.16	33.62	21.30
Prepaid Expenses	41.48	57.68	32.09
Export incentive receivable	45.61	32.50	51.81
Other receivable **	11.49	14.91	3.28
Balances with Government Authorities*	549.04	-	-
Total Current Non-Financial Assets	672.78	138.72	108.47

* Balance government authorities include balances with Service Tax Department.

** Other receivable include amount receivable of ₹5.00 Lakhs (31st March 2017 - ₹Nil and 01st April 2016 ₹Nil Lakhs) to related parties (Refer note no. 40)

10 INCOME TAX ASSETS (NET)**(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Advance payment of tax (Net of provision and Tax deducted at source)	-	24.63	-
Total Income Tax Assets (Net)	-	24.63	-

11 INVENTORIES**(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Raw Materials	123.28	113.59	68.03
Finished Goods	674.89	959.47	1,162.96
Finished Goods in transit	2,498.64	3,037.39	2,524.60
Packing Materials	307.43	379.06	292.16
Consumables	16.29	14.15	16.07
Coal, Spares etc.	4.40	15.80	2.44
Total Inventories	3,624.94	4,519.46	4,066.27

Notes to the Financial Statements for the year ended 31st March, 2018**12 TRADE RECEIVABLES*****(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
<u>Current</u>			
Secured, considered good	-	-	-
Unsecured, considered good	5,003.72	3,312.74	2,511.25
Unsecured, considered doubtful	-	-	-
	5,003.72	3,312.74	2,511.25
Less: Allowances for unsecured doubtful debts	-	-	-
Total Trade Receivables	5,003.72	3,312.74	2,511.25

* Refer note 34 - Financial instruments, fair values and risk measurement

13 CASH AND OTHER BANK BALANCES***(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
<u>Cash and Cash Equivalents</u>			
Balances with banks			
In current accounts	437.66	649.42	161.69
Cash on hand	0.83	19.80	34.82
Total Cash and Cash Equivalents	438.50	669.22	196.51

14 OTHER BANK BALANCES***(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Margin money deposit with bank with maturity of more than 3 months but less than 12 months#	8.42	7.99	7.44
Unclaimed dividend	18.59	16.44	11.26
Total Bank Balance other than Cash and Cash Equivalents	27.01	24.44	18.70

* Refer note 34 - Financial instruments, fair values and risk measurement

Held as lien by bank against bank guarantees.

Notes to the Financial Statements for the year ended 31st March, 2018**15 EQUITY SHARE CAPITAL****(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
AUTHORISED SHARE CAPITAL			
1,50,00,000 Equity shares of ₹10 each	1,500.00	1,500.00	1,500.00
	1,500.00	1,500.00	1,500.00
ISSUED, SUBSCRIBED AND PAID UP CAPITAL			
1,21,45,000 Equity shares of ₹10 each fully paid up	1,214.50	1,214.50	1,214.50
	1,214.50	1,214.50	1,214.50

Reconciliation of shares outstanding at the beginning and at the end of the year**(₹ in Lakhs)**

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	No of shares	Amount in ₹	No of shares	Amount in ₹	No of shares	Amount in ₹
At the beginning of the year	121.45	1,214.50	121.45	1,214.50	121.45	1,214.50
Add: Issued during the year	-	-	-	-	-	-
At the end of the year	121.45	1,214.50	121.45	1,214.50	121.45	1,214.50

Terms/Rights attached to Equity 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. 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.

Details of shareholder(s) holding more than 5% equity shares

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	No of shares held	% of holding	No of shares held	% of holding	No of shares held	% of holding
Number of Equity Shares						
Freshcap Foodstuff LLP (Formerly known as Freshcap Investments Pvt. Ltd)	23.68	19.50%	23.68	19.50%	24.78	20.40%
Ashok Vishandas Motiani	17.42	14.35%	17.24	14.20%	15.86	13.06%
Nanita Ashok Motiani	9.63	7.93%	9.63	7.93%	9.15	7.54%
Dipti Ashok Motiani	8.25	6.79%	8.25	6.79%	8.00	6.58%
Priyanka Tandon	6.54	5.38%	6.54	5.38%	6.39	5.26%

Notes to the Financial Statements for the year ended 31st March, 2018**16 OTHER EQUITY****(₹ in Lakhs)**

Particulars	Reserves & Surplus				Other reserves	Total
	Securities Premium Reserve	General Reserve	Capital reserve	Retained Earnings	Cash flow hedging reserve	Other Equity
Balance as at April 1, 2016 (A)	188.00	12.88	89.50	3,268.06	-	3,558.44
Addition during the year:						
Profit for the period	-	-	-	892.59	-	892.59
Items of OCI for the year, net of tax:						
Remeasurement benefit of defined benefit plans	-	-	-	0.65	-	0.65
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	-	-
Total Comprehensive Income for the year 2016-17 (B)	-	-	-	893.24	-	893.24
Reductions during the year:						
Dividends (Refer Note 36)	-	-	-	(121.45)	-	(121.45)
Income tax on dividend (Refer Note 36)	-	-	-	(24.72)	-	(24.72)
Total (C)	-	-	-	(146.17)	-	(146.17)
Balance as at 31st March 2017 (D)=(A+B+C)	188.00	12.88	89.50	4,015.13	-	4,305.51
Addition during the year:						
Profit for the period	-	-	-	830.41	-	830.41
Items of OCI for the year, net of tax:						
Remeasurement benefit of defined benefit plans	-	-	-	1.48	-	1.48
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	(176.69)	(176.69)
Total Comprehensive Income for the year 2017-18(E)	-	-	-	831.89	(176.69)	655.20
Reductions during the year:						
Dividends (Refer Note 36)	-	-	-	-	-	-
Income tax on dividend (Refer Note 36)	-	-	-	-	-	-
Total (F)	-	-	-	-	-	-
Balance as at 31st March, 2018 (G)=(D+E+F)	188.00	12.88	89.50	4,847.02	(176.69)	4,960.70

Description of nature and purpose of each reserve

General Reserve - General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

Notes to the Financial Statements for the year ended 31st March, 2018

Capital Reserve - The company has created capital reserve out of capital subsidies received from state Governments. Capital reserve is utilised in accordance with provision of the Companies Act.

Securities premium Reserve - Securities premium reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Companies Act.

Cash flow hedging Reserve - The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income in cash flow hedging reserve.

17 BORROWINGS***(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Non-Current			
Secured			
Term loan from banks	1,471.64	-	48.54
Vehicle loan	9.27	19.33	2.06
Unsecured			
From directors	3.10	27.96	74.03
From related parties (Refer note 40)	-	9.12	-
Total Non-Current Borrowings	1,484.01	56.40	124.63
Current maturities of long term borrowings (Refer note no. 18)	308.04	11.34	254.25
Current			
Secured			
Working capital loan from banks	2,356.02	2,541.09	2,040.02
Total Current Borrowings	2,356.02	2,541.09	2,040.02

* Refer note 34 - Financial instruments, fair values and risk measurement

Notes:

- a. Term loan of ₹1769.47 Lakhs (31st March 2017 ₹nil; 1st April 2016 ₹nil) are secured by :
 - (i) First exclusive charge on present and future Plant and Machinery of the Borrower located at GAT No. 598/1 and 590/1 D, Village Janori, Tai. Dindori, Dist. Nashik (Maharashtra).
 - (ii) First exclusive charge by way of equitable mortgage on land and building located at GAT No. 598/1 and 590/1 D, Village Janori, Tai. Dindori, Dist. Nashik (Maharashtra).
 - (iii) Personal guarantee of Mr. Ashok Motiani
 - (iv) Demand promissory note and letter of continuity for ₹200 Million

Rate of interest is 3.95% p.a.
- b. Term Loan of ₹Nil (31st March 2017 ₹Nil; 1st April 2016 ₹27.20 Lakhs) 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 12.45% p.a.
- c. Term Loan of ₹Nil (31st March 2017 ₹Nil; 1st April 2016 ₹73.30 Lakhs) is secured by Equitable mortgage of Factory Land & Building located at Unit-1 repayable in 36 Monthly Installments

Notes to the Financial Statements for the year ended 31st March, 2018

starting From September,2014. Last Installment due in August,2017. Rate of Interest 12.45% p.a.

- d. Term Loan of ₹Nil (31st March 2017 ₹Nil; 1st April 2016 ₹40.27 Lakhs) is secured by Equitable mortgage of Factory Land & Building located at Unit-1 repayable in 31 Monthly Installments starting From September,2014. Last Installment due in March,2017. Rate of Interest 12.45% p.a.
- e. Term Loan of ₹Nil (31st March 2017 ₹Nil; 1st April 2016 ₹41.83 Lakhs) 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 August,2017. Rate of Interest 12.45% p.a.
- f. Term Loan of ₹Nil (31st March 2017 ₹Nil; 1st April 2016 ₹75.60 Lakhs) 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 July,2017. Rate of Interest 12.45% p.a.
- g. The above mentioned term Loans are colletrally secured by first charge by way of mortgage of factory land & bulding & plant & machinary 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.
- h. Term Loan of ₹Nil (31st March 2017 ₹Nil; 1st April 2016 ₹1.79 Lakhs) is secured by Hypothecation on the Vehicle of the company repayable in 35 Monthly Installment starting From July,2013. Last Installment due in June,2016. Rate of Interest 11.00% p.a.
- i. Term Loan of ₹Nil (31st March 2017 ₹2.12 Lakhs; 1st April 2016 ₹10.03 Lakhs) is secured by Hypothecation on the Vehicle of the company repayable 35 Monthly Installments starting From August,2014. Last Installment due in June,2017. Rate of Interest 8.35% p.a
- j. Term Loan of ₹Nil (31st March 2017 ₹Nil; 1st April 2016 ₹35.51 Lakhs) is secured by first & exclusive charge on machinary purchased out of TCFSL fund repayable in 24 Monthly Installments starting From February,2015. Last Installment due in January, 2017. It is also secured by unconditional & Irrevocable guarantee of Chairman & Managing Director.
- k. Term Loan of ₹19.48 Lakhs (31st March 2017 ₹28.76 Lakhs; 1st April 2016 ₹Nil) is secured by Hypothecation on the Vehicle of the company repayable 36 Monthly Installments starting From February,2017. Last Installment due in January, 2020. Rate of Interest 9.51% p.a.
- l. 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 colletrally secured by first charge by way of mortgage of factory land & bulding & plant & machinery located at Unit-I, Unit-II and Unit-IV & further secured by Extension of charge over Other fixed assets of the company & personal Guarantee of Chariman & Managing Director.

The Company has not defaulted in the repayment of loans & interest in current & previous year.

Notes to the Financial Statements for the year ended 31st March, 2018**18 OTHER FINANCIAL LIABILITIES*****(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Non-Current			
Derivatives (Refer note (i) below)	213.50	-	-
Total Non Current Other Financial Liabilities	213.50	-	-
Current			
Current maturities of non-current borrowings	308.04	11.34	254.25
Interest accrued and due on borrowings	2.03	0.23	3.47
Trade deposit	2.50	24.41	23.50
Creditors for capital goods	67.45	9.81	53.21
Provision for expense	215.41	155.53	28.68
Other current liabilities **	110.90	100.21	65.69
Unclaimed dividend***	16.45	16.44	11.26
Derivatives (Refer note (i) below)	153.01	-	-
Total Current Other Financial Liabilities	875.79	317.97	440.06

* Refer note 34 - Financial instruments, fair values and risk measurement

** Other current liabilities include expenses payable of ₹16.43 Lakhs (31st March 2017 - ₹11.73 Lakhs and 01st April 2016 ₹34.39 Lakhs) to related parties (Refer note no. 40)

*** There is no amount due for the payment to investor education and protection fund as on 31st March 2018, 31st March 2017 and 1st April 2016

(i) The company has entered into forward contracts to hedge its exchange rate risk. The Company has also entered into cross currency interest rate swap to hedge against interest rate risk and exchange rate risk. Refer note - 34 Financial instruments, fair values and risk measurement for details

19 TRADE PAYABLES***(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Current			
Dues to Micro and Small Enterprises (Refer Note 43)			
Due to Others(Refer note (i) below)	3,938.38	3,879.51	2,963.61
Total Trade Payables	3,938.38	3,879.51	2,963.61

* Refer note 34 - Financial instruments, fair values and risk measurement

(i) Trade payables include ₹0.24 (31st March 2017 ₹2.70 Lakhs; 1st April 2016 ₹5.40 Lakhs) to related parties. (Refer note no 40)

Notes to the Financial Statements for the year ended 31st March, 2018**20 OTHER CURRENT LIABILITIES****(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Current			
Advance from customers	19.43	67.38	41.30
Statutory liabilities #	46.73	96.25	101.44
Total Current Non-Financial Liabilities	66.16	163.63	142.74

Statutory liabilities represent amount payable towards GST, TDS etc

21 PROVISIONS**(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Current			
Provision for gratuity (Refer note no.37)	29.20	15.22	15.47
Total Current Provisions	29.20	15.22	15.47

For movements in provisions for employee benefits, refer Note 37.

22 CURRENT TAX LIABILITY (NET)**(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Current			
Provision for taxes (Net of advance tax and Tds)	206.60	-	81.14
Total Current Tax Liability (Net)	206.60	-	81.14

23 REVENUE FROM OPERATIONS**(₹ in Lakhs)**

Particulars	2017-18 In ₹	2016-17 In ₹
Sale of Products (Including Excise Duty)	17,044.06	13,306.48
Sale of Stock In Trade	-	231.95
Sale of service- job work	17.15	123.20
Total sale of products and service	17,061.21	13,661.63
Other operating revenue		
Export Incentives	577.75	561.88
Total Revenue from Operations	17,638.96	14,223.51
Details of Stock In Trade	2017-18	2016-17
Kinnows	-	231.95
Total	-	231.95

Notes to the Financial Statements for the year ended 31st March, 2018**24 OTHER INCOME****(₹ in Lakhs)**

Particulars	2017-18	2016-17
Interest Income on Deposits	3.07	1.99
Foreign Exchange Gain (Net)	122.30	287.12
Dividend Income	7.88	-
Profit on Sale of Investments (Mutual fund)	19.04	10.13
Profit on Sale of Property Plant and Equipment	0.39	-
Other Income	4.24	0.06
Total Other Income	156.92	299.30

25 COST OF MATERIALS CONSUMED**(₹ in Lakhs)**

Particulars	2017-18	2016-17
Raw Material Consumption		
Opening stock	113.59	68.03
Add: Purchases	9,061.92	7,943.52
Less: Loss due to accident	-	(15.91)
Less: Closing stock	(123.28)	(113.59)
Total raw material consumed (a)	9,052.22	7,882.06
Packing Material Consumed		
Opening stock	379.06	292.16
Add: Purchases	1,523.71	1,529.58
Less: Closing stock	(307.43)	(379.06)
Total packing material consumed (b)	1,595.35	1,442.68
Consumables Consumed		
Opening stock	14.15	16.07
Add: Purchases	71.78	53.05
Less: Closing stock	(16.29)	(14.15)
Total consumable consumed (c)	69.64	54.97
Total Cost of Materials Consumed (a + b + c)	10,717.21	9,379.71

26 PURCHASE OF STOCK-IN-TRADE**(₹ in Lakhs)**

Particulars	2017-18	2016-17
Kinnows	-	150.28
Total Purchase of Stock in Trade	-	150.28

Notes to the Financial Statements for the year ended 31st March, 2018**27 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS** (₹ in Lakhs)

Particulars	2017-18	2016-17
Inventories at the end of the year:		
Finished goods - In Transit	3,173.54	3,037.39
Finished goods - At Factory	2,806.07	959.47
Total (A)	3,173.54	3,996.86
Inventories at the beginning of the year:		
Finished goods - In Transit	3,037.39	2,524.60
Finished goods - At Factory	959.47	1,162.96
Total (B)	3,996.86	3,687.57
Total (B)-(A)	823.32	(309.29)
Add/(Less) : Variation in Excise Duty on Closing & Opening stock of Finished Goods	(44.91)	(9.14)
Total changes in inventories of finished goods, stock in trade and work in progress	778.41	(318.43)

28 EMPLOYEE BENEFIT EXPENSES (₹ in Lakhs)

Particulars	2017-18	2016-17
Salaries and Wages	1,209.78	1,002.43
Contribution to Provident and Other Funds(Refer Note 37)	95.30	53.12
Staff Welfare Expenses	17.23	14.55
Total Employee Benefit Expenses	1,322.32	1,070.10

29 FINANCE COSTS (₹ in Lakhs)

Particulars	2017-18	2016-17
Interest costs on borrowings	53.01	45.01
Other borrowing costs	27.48	28.67
Total Finance Costs	80.48	73.67

30 DEPRECIATION AND AMORTISATION EXPENSES (₹ in Lakhs)

Particulars	2017-18	2016-17
Depreciation on property, plant and equipment (Refer note no. 4)	414.55	395.94
Amortisation on intangible assets (Refer note no. 5)	1.55	-
Total Depreciation and Amortisation Expenses	416.10	395.94

Notes to the Financial Statements for the year ended 31st March, 2018**31 OTHER EXPENSES****(₹ in Lakhs)**

Particulars	2017-18	2016-17
Power, Fuel & Water	245.47	252.35
Inward Transportation	153.38	134.68
Repairs & Maintenance on plant and machinery	58.49	57.04
Repairs & Maintenance on building	18.82	22.36
Testing Expenses	52.77	30.59
Procurement Expenses	28.01	18.25
Forwarding & Freight Charges	1,643.44	1,319.11
Rent Rates & Taxes	19.04	16.84
Insurance Expenses	15.85	13.79
Security Expenses	32.41	29.15
Travelling & Vehicle Expenses	119.12	93.23
Directors Sitting Fees	1.28	0.83
Corporate Social Responsibility (Refer Note 45)	3.65	5.00
Professional & Legal fees*	123.84	43.30
Bad Debts	-	2.50
Loss on investments measured at FVTPL	2.94	-
Others Expenses	504.95	214.51
Payment to Auditor	-	-
Total Other Expenses	3,023.45	2,253.53

*** Payment to Auditors****(₹ in Lakhs)**

Particulars	2017-18	2016-17
For statutory audit	8.50	7.50
For other services	2.50	2.50
Total	11.00	10.00

32 EXCEPTIONAL ITEMS**(₹ in Lakhs)**

Particulars	2017-18	2016-17
Loss on Sale of Property plant and equipment	57.68	-
Total Exceptional Items	57.68	-

Notes to the Financial Statements for the year ended 31st March, 2018**33 INCOME TAX EXPENSES****(i) Tax Expense recognised in the Statement of Profit & Loss****(₹ in Lakhs)**

Particulars	2017-18	2016-17
Current Tax Expenses		
Current tax on profits for the year	506.00	431.50
Adjustments for the current tax of prior periods	-	-
Total Current Tax Expenses (A)	506.00	431.50
Deferred Tax Expenses		
(Decrease)/Increase in deferred tax liabilities (Refer note no.38)	(6.15)	33.64
Total Deferred Tax Expenses (B)	(6.15)	33.64
Income Tax Expenses (A-B)	499.85	465.14

Tax Items of Other Comprehensive Income**(₹ in Lakhs)**

Particulars	2017-18	2016-17
Deferred tax related to items recognised in OCI during the year:		
Income tax related to items that will not be reclassified to profit or loss	(0.78)	(0.34)
Income tax related to items that will be reclassified to profit or loss	93.51	-
Income tax charged to OCI	92.73	(0.34)

(ii) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate**(₹ in Lakhs)**

Particulars	2017-18	2016-17
Profit before income tax	1,330.26	1,357.73
Tax using the Company's domestic tax rate (Current year 34.61% and Previous Year 34.61%)	460.38	469.88
Tax effect of:		
Depreciation allowed as per Income Tax Act	(78.38)	16.62
Impact on sale of assets	19.83	-
Disallowance on forward contract	101.82	(55.48)
Other impact	2.35	0.48
Total Current Tax Expenses	506.00	431.50
Deferred tax expense reported in the statement of P&L	(6.15)	33.64
Income Tax Expenses	499.85	465.14

Notes to the Financial Statements for the year ended 31st March, 2018**34 FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS****A. Financial instruments by category and their fair value****(₹ in Lakhs)**

As at 31st March 2018	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amotised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Non current investment	0.00	-	-	0.00	-	-	0.00	0.00
Current Investment	97.06	-	-	97.06	97.06	-	-	97.06
Loans current	-	-	11.88	11.88	-	-	-	-
Security and other deposits (Non current)	-	-	42.01	42.01	-	-	-	-
Other receivable	-	-	-	-	-	-	-	-
Trade receivables	-	-	5,003.72	5,003.72	-	-	-	-
Cash and cash equivalents	-	-	438.50	438.50	-	-	-	-
Bank balances other than above	-	-	27.01	27.01	-	-	-	-
Total financial assets	97.06	-	5,523.11	5,620.17	97.06	-	0.00	97.06
Financial liabilities								
Borrowings								
- Non current	-	-	1,484.01	1,484.01	-	-	-	-
- Current	-	-	2,664.06	2,664.06	-	-	-	-
Derivatives designated as hedges								
- Non current								
Derivatives - cross currency interest rate swap	-	213.50	-	213.50	-	213.50	-	213.50
- Current								
Derivatives - forward contract	-	56.70	-	56.70	-	56.70	-	56.70
Derivatives not designated as hedges								
Derivatives - forward contract	96.31	-	-	96.31	-	96.31	-	96.31
Other current financial liabilities	-	-	414.73	414.73	-	-	-	-
Trade Payable	-	-	3,938.38	3,938.38	-	-	-	-
Total financial liabilities	96.31	270.20	8,501.18	8,867.70	-	366.51	-	366.51

Notes to the Financial Statements for the year ended 31st March, 2018

As at 31st March 2017	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amotised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Non current investment	0.00	-	-	0.00	-	-	0.00	0.00
Loans				-				
- Current	-	-	13.24	13.24	-	-	-	-
Other financial asset								
Security and other deposits (Non current)	-	-	26.86	26.86	-	-	-	-
Derivatives not designated as hedges				-				
Derivatives - foreign exchange forward contracts	193.42	-	-	193.42	-	193.42	-	193.42
Trade receivables	-	-	3,312.74	3,312.74	-	-	-	-
Cash and cash equivalents	-	-	669.22	669.22	-	-	-	-
Bank balances other than above	-	-	24.44	24.44	-	-	-	-
Total financial assets	193.42	-	4,046.50	4,239.93	-	193.42	0.00	193.42
Financial liabilities								
Borrowings								
- Non current	-	-	56.40	56.40	-	-	-	-
- Current	-	-	2,552.44	2,552.44	-	-	-	-
Other current financial liabilities	-	-	306.63	306.63	-	-	-	-
Trade Payable	-	-	3,879.51	3,879.51	-	-	-	-
Total financial liabilities	-	-	6,794.97	6,794.97	-	-	-	-

Fair value of financial assets and liabilities measured at amortised cost is not materially different from the amortised cost. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value has not been disclosed separately.

Notes to the Financial Statements for the year ended 31st March, 2018

(₹ in Lakhs)

As at 31st March 2016	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amotised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets								
Investment	0.00	-	-	0.00	-	-	0.00	0.00
Loans								
- Non current	-	-	-	-	-	-	-	-
- Current	-	-	14.05	14.05				-
Other financial asset			-	-	-	-	-	-
- Non current			-	-	-	-	-	-
Security deposit (current)	-	-	31.38	31.38	-	-	-	-
Derivatives not designated as hedges								
Derivatives - foreign exchange forward contracts	21.44	-	-	21.44	-	21.44	-	21.44
Trade receivables	-	-	2,511.25	2,511.25	-	-	-	-
Cash and cash equivalents			196.51	196.51	-	-	-	-
Bank balances other than above			18.70	18.70	-	-	-	-
Total financial assets	21.44	-	2,771.89	2,793.33	-	21.44	0.00	21.44
Financial liabilities								
Borrowings								
- Non current	-	-	124.63	124.63	-	-	-	-
- Current	-	-	2,294.27	2,294.27	-	-	-	-
Other current financial liabilities	-	-	185.81	185.81	-	-	-	-
Trade Payable	-	-	2,963.61	2,963.61	-	-	-	-
Total financial liabilities	-	-	5,568.32	5,568.32	-	-	-	-

Fair value of financial assets and liabilities measured at amortised cost is not materially different from the amortised cost. Further, impact of time value of money is not significant for the financial instruments classified as current. Accordingly, the fair value has not been disclosed separately.

Types of inputs for determining fair value are as under:

Level 1: This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and mutual fund investments. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

B. Measurement of fair values

i) Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Notes to the Financial Statements for the year ended 31st March, 2018**Financial instruments measured at fair value**

Cross Currency Interest Rate Swaps and Forward contracts	This instrument is valued using valuation techniques, which employs the use of market observable inputs. The most frequently applied valuation techniques include swap models, using present value calculations. The model incorporate various inputs including credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads, interest rate curve.
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ii) Transfers between Levels 1 and 2

There have been no transfers between Level 1 and Level 2 during the reporting periods

iii) Transfer out of Level 3

There were no movement in level 3 in either directions during the financial year ending on 31 March 2018 and 31 March 2017.

C. Financial risk management

The Company has a well-defined risk management framework. The Board of Directors of the Company has adopted a Risk Management Policy. The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

(i) Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or fail to pay amounts due causing financial loss to the company. The potential activities where credit risks may arise include from cash and cash equivalents, derivative financial instruments and security deposits or other deposits and principally from credit exposures to customers relating to outstanding receivables. The maximum credit exposure associated with financial assets is equal to the carrying amount. Details of the credit risk specific to the company along with relevant mitigation procedures adopted have been enumerated below:

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base. Majority of the customers have been associated with the company for a considerable period of time. Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Sale limits are established for each customer and reviewed regularly

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. The company reviews the receivables in light of their historical payment patterns and adjusts the same to estimate the expected loss on account of credit worthiness of the customer or delay in payments leading to loss of time value of money.

Notes to the Financial Statements for the year ended 31st March, 2018**Aging of Account Receivables****(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Not Due	-	-	-
0-3 Months	5,003.72	3,311.05	2,508.75
3-12 Months	-	1.69	2.50
Total	5,003.72	3,312.74	2,511.25

The above receivables which are past due but not impaired are assessed on case-to-case basis. Management is of the view that these financial assets are not impaired as there has not been any adverse change in credit quality and are envisaged as recoverable based on the historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings, if they are available. Consequently, no additional provision has been created on account of expected credit loss on the receivables. There are no other classes of financial assets that are past due but not impaired.

Other financial assets

Other financial assets includes loan to employees, security deposits, investments, cash and cash equivalents, other bank balance, derivative asset, advances to employees etc.

- Cash and cash equivalents and Bank deposits are placed with banks having good reputation and past track record with adequate credit rating.
- Investments are made in credit worthy mutual funds.
- Derivative instrument comprises cross currency interest rate swaps and forward contracts where the counter parties are banks with good reputation, and past track record with adequate credit rating. Accordingly no default risk is perceived.
- Company has given security deposit to various government authorities (like Municipal corporation, Nagarpalika, Grampanchayat, etc.). Being government authorities, the Company does not have exposure to any credit risk.
- Loan and advances to employees are majorly secured in nature and hence the Company does not have exposure to any credit risk.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are proposed to be settled by delivering cash or other financial asset. The Company's financial planning has ensured, as far as possible, that there is sufficient liquidity to meet the liabilities whenever due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company's liquidity management policy involves periodic reviews of cash flow projections and considering the level of liquid assets necessary, monitoring balance sheet, liquidity ratios against internal and external regulatory requirements.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

Notes to the Financial Statements for the year ended 31st March, 2018**(₹ in Lakhs)**

As at 31st March 2018	Contractual maturities					
	Carrying amount	Total	Less than 1 year	1 - 3 year	4 - 5 year	More than 5 year
Borrowings	-		-			
- Non current	1,484.01	1,484.01	3.10	891.21	589.70	
- Current	2,664.06	2,664.06	2,664.06	-	-	-
Other current financial liabilities	414.73	414.73	414.73	-	-	-
Derivatives designated as hedges -	-					
Derivatives - cross currency interest rate swap	213.50	213.50	-	-	213.50	-
Derivatives - forward contract	56.70	56.70	56.70	-	-	-
Derivatives not designated as hedges						
Derivatives - forward contract	96.31	96.31	96.31	-	-	-
Trade Payable	3,938.38	3,938.38	3,938.38	-	-	-
Total	8,867.70	8,867.70	7,173.29	891.21	803.20	-

(₹ in Lakhs)

As at 31st March 2017	Contractual maturities					
	Carrying amount	Total	Less than 1 year	1 - 3 year	4 - 5 year	More than 5 year
Borrowings						
- Non current	56.40	56.40	37.08	19.33		
- Current	2,552.44	2,552.44	2,552.44	-	-	-
Other current financial liabilities	306.63	306.63	306.63	-	-	-
Trade Payable	3,879.51	3,879.51	3,879.51	-	-	-
Total	6,794.97	6,794.97	6,775.64	19.33	-	-

(₹ in Lakhs)

As at 31st March 2016	Contractual maturities					
	Carrying amount	Total	Less than 1 year	1 - 3 year	4 - 5 year	More than 5 year
Borrowings						
- Non current	124.63	124.63	122.57	2.06	-	-
- Current	2,294.27	2,294.27	2,294.27	-	-	-
Other current financial liabilities	185.81	185.81	185.81	-	-	-
Trade Payable	2,963.61	2,963.61	2,963.61	-	-	-
Total	5,568.32	5,568.32	5,566.26	2.06	-	-

Notes to the Financial Statements for the year ended 31st March, 2018**(iii) Market risk**

Market risk is the risk that changes in market prices – such as currency risk, other price risk and interest rate risk – will affect the Company's income or the value of its holdings of financial instruments.

a. Foreign Currency risk

The functional currency of the company is Indian Rupees and its revenue is generated from operations in India as well as outside India through its exports and is therefore exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, EURO and GBP. Foreign exchange risk arises from highly probable forecast transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk is measured through sensitivity analysis. The primary objective for forex hedging against anticipated foreign currency risks will be to hedge the Company's highly probable foreign currency cash flows arising from such transactions (thus reducing cash flow and profit volatility). The Company does not enter into any derivative instruments for trading or speculative purposes.

The Company uses forward exchange contracts, to hedge the effects of movements in exchange rates on foreign currency denominated assets. The sources of foreign exchange risk are outstanding amounts payable for capital goods denominated in foreign currency. The Company is also exposed to foreign exchange risk on its exports. These transactions are denominated in US dollars, EURO and GBP.

Derivative instruments and unhedged foreign currency exposure**(i) Foreign Exchange Forward Contracts outstanding as at the reporting date are as follows:**

Particulars	Foreign Currency Denomination	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
		Foreign Currency (in Lacs)	MTM Gain/ (Loss) (INR in Lacs)	Foreign Currency (in Lacs)	MTM Gain/ (Loss) (INR in Lacs)	Foreign Currency (in Lacs)	MTM Gain/ (Loss) (INR in Lacs)
Foreign Currency Forwards							
Not designated under Hedge Accounting							
Sell	EURO/INR	38.09	(60.75)	30.00	111.37	39.50	(57.78)
Sell	GBP/INR	12.84	(36.23)	15.75	63.06	10.30	60.10
Sell	USD/INR	7.24	0.67	3.50	15.41	10.00	19.12
Sell	EURO/USD	-	-	7.50	3.58	-	-
Designated under Hedge Accounting							
Sell	EURO/INR	14.41	(22.98)	-	-	-	-
Sell	GBP/INR	12.16	(34.31)	-	-	-	-
Sell	USD/INR	6.26	0.58	-	-	-	-
Foreign Currency Swap							
Cross Currency Principal Only and Interest rate Swap	USD/INR	25.40	(213.50)	-	-	-	-

Notes to the Financial Statements for the year ended 31st March, 2018

(ii) Details of unhedged foreign currency exposure at the end of the reporting period expressed in INR in Lakhs are as follows:

Unhedged Exposures	Foreign Currency Denomination	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
		Foreign Currency (in Lacs)	INR in Lacs	Foreign Currency (in Lacs)	INR in Lacs	Foreign Currency (in Lacs)	INR in Lacs
Trade Receivable/ Goods in Transit	USD	9.16	595.99	14.277	925.68	1.82	120.96
Trade Payable	USD	2.23	145.06	1.067	69.16	0.11	7.13
EEFC account	USD	0.80	52.24	3.140	203.59	0.96	63.77
Trade Receivable/ Goods in Transit	Euro	10.50	846.58	35.22	2439.13	-	-
Trade Payable	Euro	4.51	363.91	3.11	215.64	-	-
EEFC account	Euro	3.81	307.09	2.88	199.65	-	-
Trade Receivable/ Goods in Transit	GBP	-	-	-	-	4.71	447.85
Trade Payable	GBP	0.13	12.28	-	-	-	-
EEFC account	GBP	0.50	46.11	-	-	-	-

Foreign Currency Risk Sensitivity

The Company is mainly exposed to changes in USD, EURO & GBP. The below table demonstrates the sensitivity to a 5% increase or decrease in the USD, EURO and GBP against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

A Change of 5% in foreign currency net of hedges would have following impact on profit before tax

(₹ in Lakhs)

	Profit / (Loss)	
	5% increase	5% decrease
As At 31st March 2018		
USD	25.16	(25.16)
Euro	39.49	(39.49)
GBP	1.69	(1.69)
As At 31st March 2017		
USD	53.01	(53.01)
Euro	121.15	(121.15)
As At 01st April 2016		
USD	8.86	(8.86)
GBP	22.39	(22.39)

Notes to the Financial Statements for the year ended 31st March, 2018**Impact of Hedging Activities****(a) Disclosure of effects of hedge accounting on financial position:**

Cash flow hedge Foreign exchange risk 31st March 2018

(₹In Lakhs)

Particulars	Nominal Value	Carrying Amount of hedging Instrument	Hedge Ratio*	Changes in Fair value of hedging instrument	Change in the value of hedged item used as a basis for recognising hedge effectiveness
Foreign exchange forward contracts	2690.8	(56.70)	1:1	(56.70)	56.70
Cross Currency Principal Only and Interest rate Swap	1651.92	(213.50)	1:1	(213.50)	213.50

* The foreign exchange forward are denominated in the same currency as the highly probable future sales, therefore the hedge ratio is 1:1.

(b) Disclosure of effects of hedge accounting on financial performance:

Cash flow hedge 31st March 2018

(₹In Lakhs)

Particulars	Change in the Value of the hedging instrument recognised in other comprehensive income	Hedge Ineffectiveness recognised in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line Item affected in the statement of profit and loss because of the reclassification
Foreign exchange risk- Forward contracts	(56.70)	-	-	Revenue
Cross Currency Principal Only and Interest rate Swap	(213.50)	-	-	Revenue

Movements in cash flow hedging reserve

Derivative Instruments	Foreign Currency Risk As at March 31, 2018
Balance at the beginning of the period	-
Gain (Loss) recognised in Other Comprehensive Income during the year	(270.20)
Amount reclassified to profit & Loss	-
Deferred tax relating to the above	93.51
Balance at the end of the period	(176.69)

Other Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments. The Company is mainly exposed to the price risk due to its investments in equity mutual fund recognised at FVTPL. As at 31st March, 2018, the carrying value of the investments in equity mutual fund amounts to ₹97.06 Lakhs (₹Nil as at 31st March, 2017 and ₹Nil as at 1st April, 2016). The details of such investments in equity mutual fund is given in Note 6. The price risk arises due to uncertainties about the future market values of these investments.

Notes to the Financial Statements for the year ended 31st March, 2018

The Company is mainly exposed to change in market rates of its investments in equity mutual funds recognised at FVTPL. A sensitivity analysis demonstrating the impact of change in market prices of these instruments from the prices existing as at the reporting date is given below:

(₹ in Lakhs)

	effect on Profit / (Loss)		effect on Equity	
	1% increase	1% decrease	1% increase	1% decrease
As At 31st March 2018 NAV value of mutual fund increases/ decreases by 50 basis points	0.97	(0.97)	0.97	(0.97)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

As disclosed above, The interest rate exposure on floating rate Foreign Currency Loan has been fully hedged through a pay fixed – receive floating cross currency interest rate swap. Since there are no financial assets or financial liabilities which are at floating interest rate, there is no interest risk

(₹ in Lakhs)

Variable-rate instruments	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Non current - Borrowings	1,471.64	-	-
Current portion of Long term borrowings	297.83	-	-
Total	1,769.47	-	-

(₹ in Lakhs)

Fixed-rate instruments	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Non current - Borrowings	12.37	56.40	124.63
Current portion of Long term borrowings	10.21	11.34	254.25
Total	22.58	67.74	378.88

35 CAPITAL MANAGEMENT

The Company defines capital as total equity including issued equity capital, share premium and all other equity reserves attributable to equity holders of the Company (which is the Company's net asset value). The primary objective of the Company's financial framework is to support the pursuit of value growth for shareholders, while ensuring a secure financial base.

The capital structure is monitored on the basis of net debt to equity and maturity profile of overall debt portfolio of the Company.

Notes to the Financial Statements for the year ended 31st March, 2018

Net Debt and Equity is given in the table below :

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Total Shareholders' Equity as reported in Balance Sheet	6,175.20	5,520.01	4,772.94
Net Debt			
Short Term Borrowings	2,356.02	2,541.09	2,040.02
Long Term Borrowings (including current portion of long term debt)	1,792.05	67.74	378.88
Gross Debt	4,148.07	2,608.84	2,418.90
Less :			
Current Investments	97.06	-	-
Cash and Bank Balances	465.50	693.66	215.21
Net debt	(3,585.51)	(1,915.18)	(2,203.68)
Total Capital	2,589.69	3,604.83	2,569.26

36 DIVIDEND

(₹ in Lakhs)

Particulars	Year 2017-18	Year 2016-17
Dividend on equity shares paid during the year		
Final dividend for the FY 2016-17 [₹Nil (Previous year Re.1) per equity share of 10 each]	-	121.45
Dividend distribution tax on final dividend	-	24.72
Total	-	146.17

37 EMPLOYEE BENEFITS**Post- employment benefits :**

The Company has the following post-employment benefit plans:

1) Defined benefit gratuity plan

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The scheme is funded with LIC in the form of qualifying insurance policy.

As per Actuarial Valuation as on 31st March, 2018, 31st March, 2017 and 1st April, 2016 and recognised in the financial statements in respect of Employee Benefit Schemes:

Notes to the Financial Statements for the year ended 31st March, 2018**A. Amount recognised in the Balance Sheet****(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Gratuity:			
Present value of plan liabilities	112.48	71.27	61.90
Fair value of plan assets	83.28	56.05	46.43
Deficit/(Surplus) of funded plans	29.20	15.22	15.47
Unfunded plans	-	-	-
Net plan liability/ (Asset)	29.20	15.22	15.47

B. Movements in plan assets and plan liabilities**(₹ in Lakhs)**

GRATUITY	Year ended 31st March, 2018			Year ended 31st March, 2017			Year ended 01st April 2016		
	Plan Assets	Plan Liabilities	Net	Plan Assets	Plan Liabilities	Net	Plan Assets	Plan Liabilities	Net
As at 1st April	56.05	71.27	15.22	46.43	61.90	15.47	43.47	37.96	(5.50)
Current service cost	-	8.60	8.60	-	7.69	7.69	-	7.58	7.58
Interest Income	4.21	-	(4.21)	3.72	-	(3.72)	3.46	-	(3.46)
Interest cost	-	5.36	5.36	-	4.96	4.96	-	3.02	3.02
Past Service Cost	-	30.83	30.83	-	-	-	-	20.00	20.00
Liability transferred In / Acquisitions	-	-	-	-	-	-	-	-	-
Liability transferred Out / Divestments	-	-	-	-	-	-	-	-	-
Gains/Losses on Curtailment	-	-	-	-	-	-	-	-	-
Liabilities Extinguished on Settlement	-	-	-	-	-	-	-	-	-
Benefits Paid directly by the Employer	-	-	-	-	-	-	-	-	-
The Effect of Changes in Foreign Exchange Rates	-	-	-	-	-	-	-	-	-
Return on plan assets excluding Interest Income	(0.03)	-	0.03	(0.63)	-	0.63	0.44	-	(0.44)
Actuarial loss/(gain) due to change in financial assumptions	-	(3.14)	(3.14)	-	3.15	3.15	-	(0.28)	(0.28)

Notes to the Financial Statements for the year ended 31st March, 2018

Actuarial loss/(gain) due to change in demographic assumption	-	-	-	-	-	-	-	-	-
Actuarial loss/(gain) due to experience adjustments	-	0.85	0.85	-	(4.77)	(4.77)	-	(5.17)	(5.17)
Contribution by the Employer	24.34	-	(24.34)	8.18	-	(8.18)	0.29	-	(0.29)
Expected Contributions by the Employees	-	-	-	-	-	-	-	-	-
Benefits paid from the Fund	(1.29)	(1.29)	-	(1.65)	(1.65)	-	(1.23)	(1.23)	-
Assets distributed on Settlements	-	-	-	-	-	-	-	-	-
Effects of Asset Ceiling	-	-	-	-	-	-	-	-	-
As at 31st March,	83.28	112.48	29.20	56.05	71.27	15.22	46.43	61.90	15.47

C. Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses

(₹ in Lakhs)

GRATUITY	As at 31st March, 2018	As at 31st March, 2017
Current service cost	8.60	7.69
Net interest cost	1.14	1.24
Past Service Cost	30.83	-
Net impact on the Profit / (Loss) before tax	40.57	8.93
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding Interest Income	(0.03)	(0.63)
Actuarial gains/(losses) on obligation For the Period	2.29	1.62
Actuarial gains/(losses) arising from changes in demographic assumption	-	-
Experience gains/(losses) arising on experience adjustments		
Net Gain recognised in the Other Comprehensive Income before tax	2.26	0.99

Notes to the Financial Statements for the year ended 31st March, 2018**D. Assets****(₹ in Lakhs)**

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
GRATUITY:			
Policy of Insurance	83.28	56.05	46.43
TOTAL	83.28	56.05	46.43

E. Assumption

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
GRATUITY:			
Discount Rate	7.86%	7.52%	8.01%
Salary Escalation Rate	7.00%	7.00%	7.00%
Attrition Rate	2.00%	2.00%	2.00%
Mortality rate	Indian assured lives mortality (2006-08) Ultimate	Indian assured lives mortality (2006-08) Ultimate	Indian assured lives mortality (2006-08) Ultimate
Expected rate of return on plan assets	7.86%	7.52%	8.01%

F. Sensitivity

The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

(₹ in Lakhs)

Increase / (Decrease) in defined benefit obligation	Year ended 31st March, 2018	Year ended 31st March, 2017	Year ended 1st April, 2016
	Define Benefit Obligation (DBO)	Define Benefit Obligation (DBO)	Define Benefit Obligation (DBO)
GRATUITY:			
Discount Rate			
Increase by 1%	(8.23)	(6.14)	(5.04)
Decrease by 1%	9.80	7.37	6.07
Salary Escalation Rate			
Increase by 1%	7.43	5.80	4.77
Decrease by 1%	(6.32)	(5.08)	(4.08)
Attrition Rate			
Increase by 1%	2.05	1.28	1.56
Decrease by 1%	(2.33)	(1.44)	(1.77)

Notes to the Financial Statements for the year ended 31st March, 2018

The above sensitivity analysis may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same method as that applied in calculating the projected benefit obligation as recognized in the balance sheet.

G Expected cashflows based on past service liability after year end 31st March, 2018 as follows:

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
GRATUITY			
2017	-	-	21.22
2018	-	21.38	1.33
2019	42.45	1.87	2.27
2020	2.14	1.57	1.49
2021	3.10	2.35	2.04
2022	3.20	2.36	9.39
2023	2.61		
Thereafter	224.06	158.97	136.86

2) Defined contribution plans

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is ₹42.34 Lakhs (31st March, 2017 ₹35.47 Lakhs).

38 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Deferred Tax Liabilities			
Property, plant and equipment - difference between value of assets as per book base and tax base	551.84	479.30	499.21
Unrealised gain on outstanding on forward contract	-	49.06	-
Remeasurement benefit of the defined benefit plans through OCI	1.12	0.34	-
Total Deferred Tax Liabilities (A)	552.96	528.70	499.21

Notes to the Financial Statements for the year ended 31st March, 2018

Deferred Tax Assets			
Expenditure covered by section 43B of Income Tax Act, 1961	-	5.02	3.06
Unrealised gain on outstanding on forward contract	52.96	-	6.93
Unrealised gain on outstanding on cross currency interest rate swap	73.89	-	-
Provision for employee benefits	10.10	8.79	8.32
Total Deferred Tax Assets (B)	136.95	13.81	18.30
Net Deferred Tax Liabilities (A-B)	416.01	514.89	480.91

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

(i) Movements in Deferred Tax Liabilities (net) (₹ in Lakhs)

Particulars	Property, plant and equipment - difference between value of assets as per book base and tax base	Unrealised gain on outstanding on forward contract	Unrealised gain on outstanding on cross currency interest rate swap	Expenditure covered by section 43B of Income Tax Act, 1961	Provision for employee benefits	Net Deferred Tax Liabilities
At 1st April 2016	499.21	(6.93)	-	(3.06)	(8.32)	480.91
Charged/(credited)						
- to profit or loss	(19.91)	55.99	-	(1.97)	(0.47)	33.64
- to other comprehensive income	-	-	-	-	0.34	0.34
At 31st March 2017	479.30	49.06	-	(5.02)	(8.44)	514.89
Charged/(credited)						
- to profit or loss	72.54	(82.39)	-	5.02	(1.32)	(6.15)
- to other comprehensive income	-	(19.62)	(73.89)	-	0.78	(92.73)
At 31st March 2018	551.84	(52.96)	(73.89)	(0.00)	(8.98)	416.01

39 SEGMENT INFORMATION**(a) Description of segment and principal activities**

The Company's Board of Directors monitors the operating results of the below business segments separately for the purpose of making decisions about resource allocation and performance assessment and has identified two reportable segments of its business:

1. Fresh Fruits: The Company's principal business which consist of Fresh Grapes, Pomegranates and Mangoes
2. Processed Fruits and Vegetables: It consist of Mango Pulp, Guava Pulp, Pomegranates concentrate, Tomato Paste and Puree and cold processed juice.

(b) Segment revenue and expenses

Revenue and Expenses have been identified to a segment on the basis of operating activities of the segment. Revenue and Expenses which relate to common activities and are not allocable to segment on reasonable basis have been disclosed as "Unallocable".

Notes to the Financial Statements for the year ended 31st March, 2018**(c) Segment assets and liabilities**

Segment assets include all operating assets in respective segments comprising of net fixed assets, Capital Work in Progress, current assets, loans and advances. Segment liabilities include operating liabilities and provisions including borrowings and deferred tax liabilities.

(d) Information about geographical areas

The Company has identified its geographical segments as India and Outside India.

(e) Information about major customers

Revenue from two of the customers of the Company's Fresh Fruits business is ₹6045.47 Lakhs which is more than 10% each of the Company's total segment revenue, for the year ended 31 March 2018.

Revenue from one of the customers of the Company's Fresh Fruits business is ₹2058.60 Lakhs which is more than 10% of the Company's total segment revenue, for the year ended 31 March 2017.

(f) Information about product and services

The Company's revenue from external customers for each product is same as that disclosed below under "segment revenue".
(₹ in Lakhs)

Particulars	2017-18				2016-17			
	Fresh Fruits	Processed Fruits & Vegetables	Unallocated	Total	Fresh Fruits	Processed Fruits & Vegetables	Unallocated	Total
Segment Revenues								
External Revenue	14,137.17	3,501.79	-	17,638.96	10,453.06	3,770.45	-	14,223.51
Inter Segment Revenue	-	-	-	-	-	-	-	-
Total Segment Revenue	14,137.17	3,501.79	-	17,638.96	10,453.06	3,770.45	-	14,223.51
Segment Results								
Profit/(Loss)	-	-	-	-	-	-	-	-
Segment result	2,399.70	(679.18)	-	1,720.52	1,806.84	(84.16)	-	1,722.68
Other income	-	-	27.40	27.40	-	-	10.79	10.79
Finance Cost	-	-	(80.48)	(80.48)	-	-	(73.67)	(73.67)
Unallocated expenses	-	-	(337.17)	(337.17)	-	-	(302.06)	(302.06)
Profit before tax	2,399.70	(679.18)	(390.26)	1,330.26	1,806.84	(84.16)	(364.95)	1,357.73
Current tax			(506.00)	(506.00)	-	-	(431.50)	(431.50)
Deferred tax			6.15	6.15	-	-	(33.64)	(33.64)
Profit after tax	2,399.70	(679.18)	(890.11)	830.41	1,806.84	(84.16)	(830.09)	892.59
Other information								
Depreciation and amortisation	132.10	272.44	11.56	416.10	139.60	235.16	21.18	395.94
Cost to acquire Fixed Assets (incl.CWIP)	55.35	2,434.85	3.28	2,493.48	52.09	106.92	2.67	161.69

Notes to the Financial Statements for the year ended 31st March, 2018

(₹ in Lakhs)

Segments Assets**	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Fresh Fruits	8,879.64	7,665.49	6,308.82
Processed Fruits & Vegetables	6,222.38	4,344.44	4,533.41
Unallocated	658.84	998.78	219.30
Total	15,760.86	13,008.72	11,061.53

(₹ in Lakhs)

Segments Liabilities**	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Fresh Fruits	4,124.20	5,630.21	4,229.80
Processed Fruits & Vegetables	2,633.03	1,222.79	1,314.43
Unallocated	2,828.43	635.71	744.35
Total	9,585.66	7,488.71	6,288.58

** Segment assets and liabilities are measured in same way as in the financial statements. They are allocated based on the operations of the segment.

Geographical segment

(₹ in Lakhs)

Revenue from External Customers	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
In India	1,592.56	2,267.12	2,284.04
Outside India	15,468.64	11,394.51	9,225.03
Total	17,061.20	13,661.63	11,509.07

(₹ in Lakhs)

Carrying Amount of Segment Assets	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
In India	10,609.65	9,539.62	9,018.62
Outside India	5,151.22	3,469.10	2,042.90
Total	15,760.87	13,008.72	11,061.53

(₹ in Lakhs)

Segment Capital Expenditure	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
In India	2,493.48	161.69	212.94
Outside India	-	-	-
Total	2,493.48	161.69	212.94

Notes to the Financial Statements for the year ended 31st March, 2018

- (i) Revenue from outside india comprises of income from sale of products.
- (ii) Carrying amount of segment assets comprises of non-current assets and current assets identified to the respective segments. However Segments assets in India also includes certain common assets used to generate revenue in both segments but not feasible of allocation.
- (iii) Capital expenditure during the year represents net additions to Tangible and Intangible assets and movement in Capital work in progress

40 RELATED PARTY DISCLOSURES

As per the Indian Accounting Standard-24 on "Related Party Disclosures", list of related parties identified of the Company are as follows.

1) Names of related parties and nature of relationship.**a) Key Management Personnel**

Mr. Ashok Motiani - Chairman and Managing Director
 Mrs. Nanita Motiani - Executive Director
 Mr. Sanjay Prajapati - Chief Financial Officer (Appointment w.e.f 03/04/2017)
 Mr. Jignesh Gandhi - Company Secretary
 Mr. Mayur Shah - Independent Director
 Mr. Dinesh Oza - Independent Director
 Mr. Anil Sharma - Independent Director

b) Relatives of Key Management Personnel

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

c) Enterprise under significant influence of Key Management personnel

Freshcap Foodstuff LLP (Formerly known as Freshcap Investments Pvt. Ltd.)
 Freshfal Pvt Ltd

2) Transactions with related parties:**(₹ in Lakhs)**

Particulars	Relationship	2017-18	2016-17
Remuneration			
Ashok Motiani	KMP	84.00	84.00
Nanita Motiani	KMP	42.00	42.00
Mayank Tandon	Relative of KMP	42.00	42.00
Priyanka Tandon	Relative of KMP	42.00	42.00
Dipti Motiani	Relative of KMP	42.00	41.46
Ashish Parekh	KMP	-	3.36
Sanjay Prajapati	KMP	8.99	-
Jignesh Gandhi	KMP	6.32	5.27

Notes to the Financial Statements for the year ended 31st March, 2018

Interest Paid			
Ashok Motiani	KMP	0.72	2.25
Nanita Motiani	KMP	-	0.34
Freshcap Foodstuff LLP	Enterprise	0.23	0.20
Dividend Paid			
Ashok Motiani	KMP	-	16.16
Nanita Motiani	KMP	-	9.15
Mayank Tandon	Relative of KMP	-	4.79
Priyanka Tandon	Relative of KMP	-	6.39
Dipti Motiani	Relative of KMP	-	8.00
Freshcap Foodstuff LLP	Enterprise	-	24.78
Loan Taken			
Ashok Motiani	KMP	22.49	85.50
Nanita Motiani	KMP	-	21.00
Freshcap Foodstuff LLP	Enterprise	3.39	11.00
Loan Repaid			
Ashok Motiani	KMP	48.07	132.29
Nanita Motiani	KMP	-	22.86
Freshcap Foodstuff LLP	Enterprise	12.73	2.09
Rent Paid			
Dipti Motiani	Relative of KMP	1.50	6.00
Reimbursement of Expenses			
Ashok Motiani	KMP	18.99	4.48
Ashish Parekh	KMP	-	0.11
Mayank Tandon	Relative of KMP	10.88	-
Sanjay Prajapati	KMP	2.89	-
Jignesh Gandhi	KMP	0.02	-
Dipti Motiani	Relative of KMP	5.47	
Director sitting fees			
Mayur Shah	Independent director	0.45	0.30
Dinesh Oza	Independent director	0.45	0.30
Anil Sharma	Independent director	0.38	0.23
Loan Given			
Jignesh Gandhi	KMP	2.40	1.50
Loan Received Back			
Jignesh Gandhi	KMP	1.60	1.65

Notes to the Financial Statements for the year ended 31st March, 2018

(₹ in Lakhs)

Particulars	Relationship	As at 31st March, 2018	As at 31st March, 2017	As at 1st April 2016
Amount Payable as Other Current Liabilities				
Ashok Motiani	KMP	1.71	1.95	4.31
Nanita Motiani	KMP	2.18	0.99	0.90
Mayank Tandon	Relative of KMP	4.28	3.48	9.02
Priyanka Tandon	Relative of KMP	3.40	2.50	9.19
Dipti Motiani	Relative of KMP	3.82	2.48	10.11
Ashish Parekh	KMP	-	-	0.48
Sanjay Prajapati	KMP	0.66	-	-
Jignesh Gandhi	KMP	0.38	0.33	0.38
Amount Payable as Trade payable				
Dipti Motiani - Rent Payable	Relative of KMP	-	2.70	5.40
Sanjay Prajapati	KMP	0.24	-	-
Amount Payable as Unsecured Loan				
Ashok Motiani	KMP	3.10	27.96	72.50
Nanita Motiani	KMP	-	-	1.53
Freshcap Foodstuff LLP	Enterprise	-	9.12	-
Amount Receivable as Unsecured Loan				
Jignesh Gandhi	KMP	2.85	2.05	2.2
Amount Receivable as Reimbursement Expenses				
Dipti Motiani	Relative of KMP	5.00	-	-

Executive Directors compensation

(₹ in Lakhs)

Particulars	2017-18	2016-17
Short term employee benefits	126.00	126.00
Post employment benefits	-	-
Total Compensation *	126.00	126.00

* This aforesaid amount does not includes amount in respect of gratuity and leave as the same is not determinable.

Notes to the Financial Statements for the year ended 31st March, 2018**41 CONTINGENT LIABILITIES & COMMITMENTS****a) Contingent Liabilities**

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Disputed matters in appeals/contested in respect of:			
- Service tax	432.44	432.44	432.44
- income tax	187.49	187.10	141.48
Estimated amount of Custom/Excise duty liability in respect of Capital Goods purchased without payment of duty under EPCG Scheme	67.48	8.48	8.48
Estimated amount of duty liability on stock of duty free materials	10.67	22.60	50.01
Bank Guarantees	20.00	20.00	20.00

b) Capital Commitments

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Estimated amount of Contracts remaining to be executed on Capital Account and not provided for, Net off Advances.	-	732.17	-

42 BORROWING COSTS CAPITALISATION

As per Indian Accounting Standard -23 "Borrowing Costs", the Company has capitalised the borrowing costs amounting to:

(₹ in Lakhs)

GRATUITY	For the year 2017-18	For the year 2016-17
Borrowing costs capitalised*	36.62	-
* Borrowing cost includes interest on term loan and processing fees paid to bank		

Notes to the Financial Statements for the year ended 31st March, 2018

- 43 Information in respect Micro, Small and Medium Enterprises Development Act, 2006; Company had sought confirmation from the vendors whether they fall in the category of Micro/Small/Medium Enterprises. Based on the information available, the required disclosures are given below:**

(₹ in Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
a. Principal and interest amount remaining unpaid	-	-	-
b. Interest due thereon remaining unpaid	-	-	-
c. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-	-
d. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-	-
e. Interest accrued and remaining unpaid	-	-	-
f. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-	-

44 EARNING PER SHARE

(₹ in Lakhs)

GRATUITY	For the year 2017-18	For the year 2016-17
Earning Per Share has been computed as under:		
Profit after tax as per Statement of Profit and Loss	830.41	892.59
Weighted average number of equity shares outstanding (In Lakhs)	121.45	121.45
Basic and diluted earnings per share in rupees (Face Value - 10 per share)	6.84	7.35

45 CORPORATE SOCIAL RESPONSIBILITY

- A. Gross amount required to be spent by the Company during the year 2017-18: 26.11 Lakhs (Year 2016-17: ₹22.47 Lakhs)**

- B. Amount spent during the year on:**

(₹ in Lakhs)

PARTICULARS		Year 2017-18			Year 2016-17		
		In Cash*	Yet to be paid in Cash	TOTAL	In Cash*	Yet to be paid in Cash	TOTAL
(i)	Construction/Acquisition of any asset	-	-	-	-	-	-
(i)	For purposes other than (i) above	3.65	22.46	26.11	5.00	17.47	22.47
		3.65	22.46	26.11	5.00	17.47	22.47
C.	Related party transactions in relation to Corporate Social Responsibility			Nil			Nil
* Represents actual outflow during the year							

Notes to the Financial Statements for the year ended 31st March, 2018

46 FIRST TIME ADOPTION of IND AS

These are the Company's first financial statements prepared in accordance with Ind AS.

For all periods up to and including the year ended 31st March, 2017, the Company had prepared its financial statements in accordance with the accounting standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 ('Previous GAAP'). This note explains the principal adjustments made by the Company in restating its financial statements prepared under Previous GAAP for the following:

- a) Balance Sheet as at 1st April, 2016 (Transition date);
- b) Balance Sheet as at 31st March, 2017;
- c) Statement of Profit and Loss for the year ended 31st March, 2017; and
- d) Statement of Cash flows for the year ended 31st March, 2017.

Exemption and exception applied

Ind AS 101- First-time adoption of Indian Accounting Standards, allows first-time adopters, exemptions from the retrospective application and exemption from application of certain requirements of other Ind AS. The Company has availed the following exemptions as per Ind AS 101:

1 Estimates:

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Investment in financial instruments carried at FVTPL or FVOCI,
- Impairment of financial assets based on expected credit loss model
- Determination of the discounted value for financial instruments carried at amortised cost.

2 Classification and measurement of financial assets:

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

3 Hedge Accounting

Hedge accounting can only be applied prospectively from the transition date to transactions that satisfy the hedge accounting criteria in Ind AS 109, at that date. Hedging relationships cannot be designated retrospectively, and the supporting documentation cannot be created retrospectively. As a result, only hedging relationships that satisfied the hedge accounting criteria as of 1st April 2016 are reflected as hedges in the company's results under Ind AS.

4 Deemed cost for property, plant and equipment (PPE), intangible assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets

Notes to the Financial Statements for the year ended 31st March, 2018

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

5 Fair value measurement of financial assets and liabilities

For financial instruments, where in fair market values are not available (viz. interest free and below market rate security deposits or loans) the Company has elected to adopt fair value recognition prospectively to transactions entered after the date of transition.

The presentation requirements under Previous GAAP differs from Ind AS, and hence, Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP.

I. Reconciliation of Balance Sheet as at April 1, 2016**(₹ in Lakhs)**

Effect of Ind AS adoption on the Balance Sheet as at 1st April, 2016	Notes to first time adoption	Regrouped Previous GAAP	Ind AS adjustments	Ind AS
ASSETS				
1 Non-current Assets				
Property, Plant and Equipment		4,043.33	-	4,043.33
Capital Work in Progress		-	-	-
Intangible Assets		0.12	-	0.12
Financial Assets				
Investments*		0.00	-	0.00
Other Financial Assets		31.38	-	31.38
Other Non-current Assets		50.00	-	50.00
2 Current Assets				
Inventories		4,066.27	-	4,066.27
Financial Assets				
Trade Receivables		2,511.25	-	2,511.25
Cash and Cash Equivalents		196.51	-	196.51
Other Balance with Banks		18.70	-	18.70
Loans		14.05	-	14.05
Other Financial Assets	3 & 7	41.46	(20.02)	21.44
Other Current Assets		108.47	-	108.47
TOTAL ASSETS		11,081.55	(20.02)	11,061.53
EQUITY & LIABILITIES				
EQUITY				
Equity Share Capital		1,214.50	-	1,214.50
Other Equity		3,443.58	114.86	3,558.44
LIABILITIES				
NON-CURRENT LIABILITIES				
Financial Liabilities				
Borrowings	4	125.34	(0.71)	124.63
Deferred Tax Liabilities (Net)	7	496.16	(15.25)	480.91

Notes to the Financial Statements for the year ended 31st March, 2018

Effect of Ind AS adoption on the Balance Sheet as at 1st April, 2016	Notes to first time adoption	Regrouped Previous GAAP	Ind AS adjustments	Ind AS
CURRENT LIABILITIES				
Financial Liabilities				
Borrowings		2,040.02	-	2,040.02
Trade Payables				
Due to Micro and Small Enterprises		-	-	-
Due to Others		2,963.61	-	2,963.61
Other Financial Liabilities		440.06	-	440.06
Other Current Liabilities		142.74	-	142.74
Provisions	1,6 & 7	137.61	(122.14)	15.47
Current tax liability (Net)	8	77.92	3.22	81.14
TOTAL EQUITY AND LIABILITIES		11,081.55	(20.02)	11,061.53

* Numbers are below one thousand under the rounding off convention adopted by the company and accordingly not reported.

II. Reconciliation of Balance Sheet as at March 31, 2017**(₹ in Lakhs)**

Effect of Ind AS adoption on the Balance Sheet as at as at 31st March, 2017	Notes to first time adoption	Regrouped Previous GAAP	Ind AS adjustments	Ind AS
ASSETS				
1 Non-current Assets				
Property, Plant and Equipment		3,773.40	-	3,773.40
Capital Work in Progress		35.68	-	35.68
Intangible Assets		0.12	-	0.12
Financial Assets				
Investments*		0.00	-	0.00
Other Financial Assets		26.86	-	26.86
Other Non-current Assets		276.78	-	276.78
Income Tax Assets (Net)		24.63	-	24.63
2 Current Assets				
Inventories		4,519.46	-	4,519.46
Financial Assets				
Trade Receivables		3,312.74	-	3,312.74
Cash and Cash Equivalents		669.22	-	669.22
Other Balance with Banks		24.44	-	24.44
Loans		13.24	-	13.24
Other Financial Assets	3 & 7	229.50	(36.08)	193.42
Other Current Assets		138.72	-	138.72
TOTAL ASSETS		13,044.80	(36.08)	13,008.72
EQUITY & LIABILITIES				
EQUITY				
Equity Share Capital		1,214.50	-	1,214.50
Other Equity		4,345.05	(39.54)	4,305.51

Notes to the Financial Statements for the year ended 31st March, 2018

Effect of Ind AS adoption on the Balance Sheet as at as at 31st March, 2017	Notes to first time adoption	Regrouped Previous GAAP	Ind AS adjustments	Ind AS
LIABILITIES				
NON-CURRENT LIABILITIES				
Financial Liabilities				
Borrowings		56.40	-	56.40
Deferred Tax Liabilities (Net)	7	535.82	(20.93)	514.89
CURRENT LIABILITIES				
Financial Liabilities				
Borrowings		2,541.09	-	2,541.09
Trade Payables				
Due to Micro and Small Enterprises		-	-	-
Due to Others		3,879.51	-	3,879.51
Other Financial Liabilities		317.97	-	317.97
Other Current Liabilities		163.63	-	163.63
Provisions	6 & 7	(9.17)	24.40	15.22
TOTAL EQUITY AND LIABILITIES		13,044.80	(36.08)	13,008.72

* Numbers are below one thousand under the rounding off convention adopted by the company and accordingly not reported.

III. Reconciliation of Statement of Profit and Loss for the year ended March 31, 2017**(₹ in Lakhs)**

Effect of Ind AS adoption on the Statement of Profit & Loss as at 31st March, 2017	Notes to first time adoption	Regrouped Previous GAAP	Ind AS adjustments	Ind AS
Revenue from Operations				
Revenue from sale of products (Including Excise Duty)		14,223.51	-	14,223.51
Other Income	3	315.36	(16.06)	299.30
Total Income (A)		14,538.86	(16.06)	14,522.81
Expenses				
Cost of Materials Consumed		9,379.71	-	9,379.71
Purchases of Stock-in-Trade		150.28	-	150.28
Changes in inventories of finished goods		(318.43)	-	(318.43)
Excise duty		160.27	-	160.27
Employee Benefit Expenses	6	1,068.75	1.35	1,070.10
Finance Cost	4	72.96	0.71	73.67
Depreciation and Amortisation Expense		395.94	-	395.94
Other Expenses		2,253.53	-	2,253.53
Total Expenses (B)		13,163.01	2.07	13,165.08
Exceptional Items		-	-	-
Profit Before Tax (A-B)		1,375.86	(18.12)	1,357.73

Notes to the Financial Statements for the year ended 31st March, 2018

Effect of Ind AS adoption on the Statement of Profit & Loss as at 31st March, 2017	Notes to first time adoption	Regrouped Previous GAAP	Ind AS adjustments	Ind AS
Tax Expenses				
Current Tax		431.50	-	431.50
Deferred Tax	7	39.66	(6.03)	33.64
Taxes of earlier years	8	3.22	(3.22)	0.00
Profit After Tax for the Period		901.47	(8.88)	892.59
Other Comprehensive Income (OCI)*				
Items that will not be reclassified to profit or loss				
Remeasurements of post-employment benefit obligations	6	-	0.99	0.99
Income tax relating to these items	7	-	(0.34)	(0.34)
Items that will be reclassified to profit or loss				
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge		-	-	-
Income tax relating to these items		-	-	-
Other Comprehensive Income for the Period, net of tax		-	0.65	0.65
Total Comprehensive Income for the Period		901.47	(8.23)	893.24

* Under the Previous GAAP, there was no concept of Other Comprehensive Income. Under Ind AS, specified items of income, expense, gains or losses are required to be presented in Other Comprehensive Income.

A. Reconciliation of Total Comprehensive Income for the year ended 31st March, 2017**(₹ in Lakhs)**

Nature of Adjustments	Footnote	For the Year ended 31.03.2017
Net Profit (Loss) as reported under Previous GAAP		901.47
Impact of borrowing cost	5	(0.71)
Remeasurement benefit of net defined benefit plans	7	(1.35)
Other adjustments	9	3.22
Impact of fair value of forward contract	4	(16.06)
Deferred Tax on Above Adjustments	8	6.03
Net Profit for the period as per Ind AS		892.59
Other Comprehensive Income (Net of Tax)	7	0.65
Total Comprehensive Income as per Ind As		893.24

Notes to the Financial Statements for the year ended 31st March, 2018**B. Reconciliation of Equity as at 31st March 2017 and 1st April 2016 (₹ in Lakhs)**

Nature of Adjustments	Footnote	As at 31 March, 2017	As at 31 March, 2016
Equity as per Previous GAAP		5,559.55	4,658.08
Adjustment of Proposed Dividend	1	-	146.17
Impact of borrowing cost	4	-	0.71
Other Adjustments	8	-	(3.22)
Impact of fair valuation of Forward contracts	3	(36.08)	(20.02)
Remeasurement of retirement benefit	6	(24.40)	(24.03)
Deferred Tax on Above Adjustments	7	20.93	15.25
Equity as per IND AS (i)+(ii)		5,520.01	4,772.94

C Effect of Ind AS adoption, on the Statement of Cash Flow for the year ended 31st March 2017

(₹ in Lakhs)

Nature of Adjustments	Foot note	For the year ended 31.03.2017		
		Previous GAAP	Effect of transition to Ind AS	Ind AS
Net Cash flows from operating activities	9	651.06	-7.94	643.12
Net Cash Flow from Investing activities		(391.35)	-	(391.35)
Net Cash flow from Financing activities		213.00	-	213.00
Net Increase in Cash and Cash equivalents		472.71	(7.94)	464.77
Cash and Cash equivalents at the beginning of the year		196.51	-	196.51
Unrealised Gain/(Loss) on foreign currency Cash and Cash Equivalents	9	-	7.94	7.94
Cash and Cash equivalents at the end of the year		669.22	-	669.22

Notes to the reconciliation of equity as at 1st April 2016 and 31st March 2017 and Total comprehensive income for the year ended 31st March 2017.

1 Proposed dividend and its DDT

Under Previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events. Accordingly, provision for proposed dividend was recognised as a liability. Under Ind AS, such dividends are to be recognised only on approval by the shareholders in the general meeting. Accordingly, liability amounting to ₹121.45 Lakhs and related dividend distribution tax amounting to ₹24.72 Lakhs are recognised as a liability in the year in which it is approved by the shareholders in the Annual General Meeting of the Company. This has resulted in increase in equity amounting to ₹146.17 Lakhs as at 1st April 2016 and subsequent decrease in profit in FY 2016-17.

2 Excise Duty:

Under Previous GAAP, sale of goods was presented as net of excise duty. However, under Ind AS, sale of goods includes excise duty. Excise duty on sale of goods amounting to ₹160.27 Lakhs is separately presented on the face of Statement of Profit and Loss. Thus, sale of goods under Ind AS has increased by an amount of ₹160.27 Lakhs.

Notes to the Financial Statements for the year ended 31st March, 2018**3 Forward contract**

Under the previous GAAP the premium or discount arising at the inception of forward exchange contracts entered into to hedge an existing asset/liability, was amortised as expense or income over the life of the contract. Under the Ind AS 109, Forward Contracts are carried at fair value and the resultant gains and losses are recorded in the statement of Profit and Loss. Accordingly, the same has been fair valued resulting in decrease in equity by ₹36.08 Lakhs as at 31st March, 2017 (decrease ₹20.02 Lakhs as at 1st April, 2016). Consequently, the profit for the year ended 31st March 2017 decreased by ₹16.06 Lakhs.

4 Interest bearing loans and borrowings

Under Previous GAAP, transaction charges directly attributable to borrowings were either expensed or capitalized as appropriate. Under Ind AS, these have been considered to determine the amortized cost of the respective borrowings using effective interest rate method. Accordingly borrowings as at 01st April 2016 decreased by ₹0.71 Lakhs with corresponding effect in retained earning.

5 Loans given to employee

Under Previous GAAP, loan given to employee is considered in connection with interest bearing loans and borrowings. Under Ind AS, if loans are repayable on demand, then they are classified as current loan. As loan given to employees are repayable on demand, it is shown as current in nature.

6 Employee benefits :

Both under Previous GAAP and Ind-AS, the company recognises costs related to its post-employment defined benefit plan on an actuarial basis. Under Previous GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind-AS, remeasurements [comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability] are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI.

7 Deferred tax assets (net) :

Under Previous GAAP, deferred tax accounting used the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind-AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base.

The changes in deferred tax liability is as follows:

(₹ in Lakhs)

Particulars	Foot note reference	31st March, 2017	1st April, 2016
Mark to market on forward contract	3	(12.49)	(6.93)
Employee benefits	6	(8.44)	(8.32)
Total		(20.93)	(15.25)

8 Restatement of Prior Period Expenses

Under Previous GAAP, Prior period expenses of ₹3.22 Lakhs was recorded in the statement of Profit and Loss for the year ended March 31, 2017.

However in accordance with the requirements of Ind AS the same has been recognised by restating the retained earnings as on April 01, 2016.

9 Statement of cash flows

The transition from Indian GAAP to Ind AS do not have any material impact on the statement of cash flows.

10 Other Comprehensive Income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income'. The concept of other comprehensive income did not exist under previous GAAP.

As per our report of even date attached
For, **F P & Associates**
Chartered Accountants
FRN: 143262W

(F. S. Shah)
Partner
M.No. 133589

Place: Ahmedabad
Date : May 26, 2018

For and on behalf of the Board of Directors

(Ashok Motiani)
Managing Director
DIN No. : 00124470

(Jignesh Gandhi)
Company Secretary

Place: Ahmedabad
Date : May 26, 2018

(Nanita Motiani)
Executive Director
DIN No. : 00787809

(Sanjay Prajapati)
Chief Financial officer

FRESHTROP FRUITS LIMITED

Regd. Office : A-603, Shapath IV, Opp. Karnavati Club, S G Road, Ahmedabad - 380015.
Email : investor@freshtrop.com • Website : www.freshtrop.com
CIN: L15400GJ1992PLC018365

ATTENDANCE SLIP

DP ID* : _____ Folio / Client ID : _____

Client ID* : _____ No. of Shares held : _____

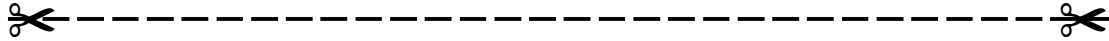
Name and Address of the Shareholder(s): _____

I hereby record my presence at the Annual General Meeting held at Karnavati Club, S. G. Road, Ahmadabad-380015 on Friday, 28th September, 2018 at 10.00 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]

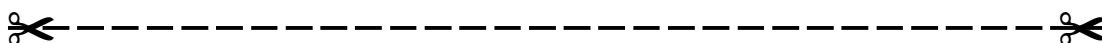
Name of the member(s)	
Registered address	
E-mail ID	
Folio No / Client ID	
DP ID	

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

1. Name : _____ Address : _____
E-mail ID : _____ Signature : _____ or failing him
2. Name : _____ Address : _____
E-mail ID : _____ Signature : _____ or failing him
3. 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 26th Annual General Meeting of the Company, to be held on Friday, the 28th day of September, 2018 at 10.00 A.M. at Karnavati Club, S. G. Road, Ahmadabad – 380015 and at any adjournment thereof in respect of such resolutions as are indicated below :

Map of the AGM Venue



Resolution No.	Description of Resolution
Ordinary Business	
1.	Adoption of Annual Accounts of the Company as on March 31, 2018 (Ordinary Resolution)
2.	Re-appointment of Mrs. Nanita Motiani (DIN:00787809) who retires by rotation (Ordinary Resolution)
Special Business	
3.	Revision in remuneration of Mr. Mayank Tandon Sr. Vice President, Fresh Produce, w.e.f 1st October, 2018 (Special Resolution)
4.	Revision in remuneration of Ms. Dipti Motiani, Vice President, Processed Foods, w.e.f 1st October, 2018 (Special Resolution)
5.	Revision in remuneration of Mrs. Priyanka Tandon Vice President, Commercial, w.e.f 1st October, 2018 (Special Resolution)
6.	Re-Appointment of Mrs. Nanita Motiani (DIN:00787809) as Whole Time Director of the company for a period of three years w.e.f 01st April, 2018 (Special resolution)
7.	Revision in terms of appointment and remuneration of Mr. Ashok Motiani, Managing Director of the Company w.e.f 1st October, 2018.
8.	Approval for payment of remuneration in excess of limits prescribed under regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.
9.	Adoption of new set of Articles of Association.
10.	Approval of "FRESHTROP EMPLOYEE STOCK OPTION PLAN 2018".

Signed this _____ day of _____ 2018

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____

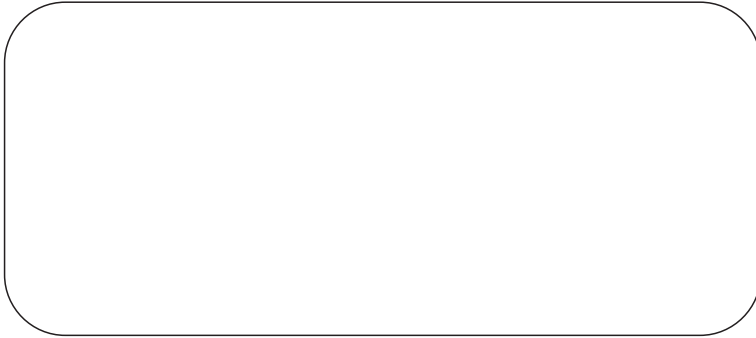
Affix
₹1
Revenue
Stamp

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.

Tel: +91-79-40307050-57 (8 lines),

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