



29th Annual Report 2020-2021

FRESHTROP FRUITS LIMITED



Mango Process



Fresh Grapes



Pomegranate Process



JBT Filler



High-Pressure Processing



Frozen Purees



Global Food Safety Standards



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ANNUAL REPORT 2020 - 2021

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 (Upto 01.04.2021)
Mr. Anil Sharma	Non-Executive/Independent Director
Mr. Ramchandra Joshi	Non-Executive/Non Independent Director
Mr. Ashok Murajani	Non-Executive/Independent Director (w.e.f. 29.06.2021)

KEY MANAGERIAL PERSONNEL

Mr. Sanjay Prajapati

Chief Financial Officer

Mr. Ronak Dhruve (Upto 31.05.2021)
Company Secretary**Mr. Rohit Rawat** (w.e.f. 01.07.2021)
Company Secretary

STATUTORY AUDITORS

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

SECRETARIAL AUDITOR

Manoj Hurkat & Associates

BANKERS

Axis Bank Limited
Citibank, N.A.

REGISTERED OFFICE

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

PLANT - I

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

PLANT - II

Survey No. 1366, Savlej-Wayfale Road,
Post Siddhewadi, Tal.: Tasgaon,
Dist.: Sangli-416 311, 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 29th Annual General Meeting of the Members of **FRESHTROP FRUITS LIMITED** will be held on Tuesday 28th September 2021 at 4.00 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt audited financial statements of the Company for the financial year 2020-21 and to pass the following resolution, with or without modification, as an **ORDINARY RESOLUTION**:

"RESOLVED THAT the audited financial statements of the Company for the financial year 2020-21 comprising of Balance Sheet as on 31st March, 2021 and Statement of Profit & Loss and cash flow statement for the Financial year ended on 31st March, 2021 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 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 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, the following resolution as **SPECIAL RESOLUTION**:

Re-Appointment of Mrs. Nanita A Motiani (DIN: 00787809) as Whole Time Director of the Company for a period of 3 Years w.e.f. 1st April, 2021.

"RESOLVED THAT pursuant to the provisions of Sections 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 A Motiani (DIN: 00787809) as Whole Time Director of the Company for the period of three years w.e.f 1st April, 2021 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 A Motiani in the best interest of the Company and as may be permissible by law, viz.:

TERMS AND CONDITIONS

1. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mrs. Nanita A 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.
2. The Whole Time Director shall be liable to retire by rotation subject to provisions of the Act

3. 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.
4. The Whole Time Director shall be paid remuneration and perquisites as under:
 - a) Salary: A Salary of Rs. 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 Rs. 12 Lakh p.a.
 - c) Perquisites: The Whole Time Director may be paid perquisites including but not limited to the following:
 - Contribution to the Provident Fund, Family Benefit Fund, Superannuation Fund as per rules of the Company.
 - Gratuity not exceeding half a month salary of each completed year of service.
 - Earned Privilege leaves: as per rules of Company including leave encashment
 - 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.
 - 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 for which also the approval of the Members of the Company is hereby specifically given by this resolution."

"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."

4. To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

Re-Appointment of Mr. Ashok V Motiani (DIN: 00124470) Managing Director of The Company for the period of 3 Years w.e.f. 1st October 2021:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification 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 Mr. Ashok V Motiani (DIN: 00124470) as Managing Director of the Company who has, attend the age of 70 years, on the terms and conditions including remuneration of Mr. Ashok V. Motiani in the best interest of the Company and as may be permissible by law, viz.::

TERMS AND CONDITIONS

1. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Ashok V 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.
2. The appointment shall be effective w.e.f 1st October, 2021 to 30th September, 2024 on the remuneration mentioned below
3. The Managing Director shall not be liable to retire by rotation subject to provisions of the Act
4. 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.
5. The Managing Director shall be paid remuneration and perquisites as under:
 - a) Salary: A Salary of Rs. 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 Rs. 24 Lakh p.a.
 - d) Perquisites: The Managing Director may be paid perquisites including but not limited to the following:
 - Contribution to the Provident Fund, Family Benefit Fund, Superannuation Fund as per Rules of the Company.
 - Gratuity not exceeding half a month salary of each completed year of service.
 - Earned Privilege leaves: as per rules of Company including leave encashment
 - 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.
 - 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 for which also the approval of the Members of the Company is hereby specifically given by this resolution.

“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 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.”

5. To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

Appointment of Mr. Ashok Chandumal Murajani (DIN: 09217026) as Non- Executive Independent Director of the Company for a period of 5 Years w.e.f. 29th June, 2021

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr Ashok Chandumal Murajani (DIN: 09217026) who was appointed as an Additional Director of the Company w.e.f. 29th day of June, 2021 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years w.e.f. 29th June, 2021n upto the date of AGM to be held in the year 2026.”

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper and expedient to give effect to aforementioned resolution.”

Date: June, 29 2021

Registered Office

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

By order of the Board
For Freshtrop Fruits Limited

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, 4 & 5 of the accompanying Notice is annexed hereto.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/202-22 dated 13th January, 2021 (collectively referred to as 'MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) and physical attendance of the Members to the AGM venue is not required. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website **www.freshtrop.com** website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Since the AGM will be held through VC / OAVM, the Route Map of the AGM venue is not annexed to this Notice.
8. Members can attend and participate in the AGM through VC / OAVM only The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Private Limited in case the shares are held by them in physical form.

10. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the Registrar and Transfer Agents of the Company Bigshare Services Private Limited by providing Folio No. and Name of shareholder. Shareholders holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
11. Corporates Members are required to send scanned copy (PDF/ JPG Format) of the relevant Board or Governing Body Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manojhurkat@hotmail.com with a copy marked to evoting@nsdl.co.in.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at secretarial@freshtrop.com from Saturday, September 11, 2021 (10.00 a.m. IST) to Monday, September 20, 2021 (4.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
14. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed on all days from Tuesday, September 21, 2021 to Tuesday, September 28, 2021, both days inclusive.
15. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.freshtrop.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
16. Pursuant to the provisions of Sections 124 and 125 of the Act, dividends, which remain unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account, are required to be transferred to the IEPF established by the Central Government. The details of unpaid dividend are placed on the website of the Company at www.freshtrop.com.

Following is the due date for transfer of unclaimed dividend to the IEPF

Financial Year	Dividend rate per share	Date of Declared	Due Date for Transfer to IEPF
2013-14	1.00	10 Sep 2014	28 Oct 2021
2014-15	1.00	18 Sep 2015	03 Nov 2022
2015-16	1.00	21 Sep 2016	05 Nov 2023

17. The Board of Directors in their Meeting held on 29th June, 2021 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.
18. The Scrutinizer shall submit his report to the Chairman or any other person authorised by him. Results declared along with report of the Scrutinizer shall be placed on the website of the Company www.freshtrop.com and on the website of NSDL <https://www.evoting.nsdl.com>. Immediately after declaration of result by the Chairman or any person authorized by him in this behalf.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday September, 25, 2021 at 9:00 A.M. and ends on

Monday September 27, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday 21st September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday 21st September, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the " Beneficial Owner " icon under "Login" which is available under " IDeAS " section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select " Register Online for IDeAS " Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-

	Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through through their depository participants	You can also login using the login credentials of your demat account your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID

for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process **for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manojhurkat@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to

go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (SaritaM@nsdl.co.in) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@freshtrop.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@freshtrop.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH

VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the

- User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@freshtrop.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 3:

At the annual general meeting held on 26th September, 2018, Mrs. Nanita Motiani was re-appointed as Whole-time Director of the Company for a period of three years commencing from 1st April, 2018 to 31st March, 2021 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, 2021. The Board of Directors at their meeting held on 28th January, 2021 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, 2021 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. 3.

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 28th January, 2021 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, 2021 on the terms and conditions as set out in the resolution set out in the Notice of 29th AGM, subject to approval of the shareholders. Other disclosure about Mrs. Nanita Motiani are given elsewhere in the Notice.

The Board recommends the adoption of the Special Resolution contained in Item no. 3 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. 3 of the notice convening the 29th Annual General Meeting. The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 3 of the Notice for approval of the Members.

ITEM NO. 4:

Mr. Ashok Motiani was appointed as the Managing Director of the Company for the period of 3 years with effect from 1st October 2018, after obtaining due approval of the members of the company at the 26th AGM. Accordingly, the present term of Mr. Ashok Motiani comes to an end on 30th September 2021.

Further during this period Mr. Ashok Motiani, Chairman and Managing Director attained the age of 70 years.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Managing Director as mentioned in the resolution, subject to the approval of shareholders. Taking into consideration the duties and responsibilities of the Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and remuneration committee, the Board at their meeting held on 29th June, 2021 approved the remuneration, terms and conditions of the reappointment of Mr. Ashok Motiani as Managing Director of the Company, for a period of three (3) years from 1st October, 2021 on the terms and conditions as set out in the resolution set out in the Notice of 29th AGM, subject to approval of the shareholders. Other disclosure about Mr. Ashok Motiani are given elsewhere in the Notice.

The Board recommends the adoption of the Special Resolution contained in Item no. 4 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. 4 of the notice convening the 29th Annual General Meeting. The above proposal is in the interest of the

Company and the Directors recommend the Resolution in Item No. 4 of the Notice for approval of the Members.

Additional information 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 3 & 4):

I. General Information:						
(1)	Nature of Industry:	Freshtrop Fruits Ltd. is engaged in the business of exports of fresh fruits and vegetables to leading Supermarket chains in various parts of Europe, Russia & Far-east as well as in Domestic Market. The Company is producing Fruit Pulp & Concentrate for both the Domestic & International Customers. The Company has also taken up project for cold extracted fruit and vegetable juices and nut milks.				
(2)	Date or expected date of commencement of Commercial production:	The Company was incorporated on 30th September 1992 and had already commenced its business.				
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable				
		(Amount in Lakhs)				
(4)	Financial performance based on given indicators	2015-16	2016-17	2017-18	2018-19	2019-20
	Turnover	11901.90	14063.24	17061.39	16016.97	15299.36
	Net profit/ (loss) as per Statement of Profit & Loss	804.98	901.47	731.44	1374.40	461.92
	Amount of Dividend paid	121.45	Nil	Nil	Nil	Nil
	Rate of Dividend declared	10%	Nil	Nil	Nil	Nil
	Earnings before taxes	1259.86	1375.86	1330.26	1789.68	601.80
	% of EBT to turnover	10.59%	9.78%	7.61%	11.17%	3.93%
(5)	Foreign investments or collaborations, if any.	NIL				
II.	Information about the appointee I:	(Item No. 3)				
(1)	Background details	Name: Mrs. Nanita A 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: 29 Years				
(2)	Past remuneration	She was paid remuneration of Rs. 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 just adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mrs. Nanita A Motiani, Whole Time Director is wife of Mr. Ashok V Motiani, Chairman & Managing Director of the Company.
III.	Information about the appointee II:	(Item No. 4)
(1)	Background details	Name: Shri Ashok V 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: 29 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 Rs. 84 Lacs p.a.
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	Mr. Ashok 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.
(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 just adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Ashok V Motiani, Chairman & Managing Director is husband of Mrs. Nanita A Motiani, Whole Time 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.5

On recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 29th June, 2021 has appointed Mr. Ashok Chandumal Murajani (DIN: 09217026) as an Additional Independent Director of the Company with effect from 29th June, 2021. In accordance with provisions of Section 161 of the Companies Act, 2013 and applicable provisions of the SEBI (LODR) Regulation, 2015, he will hold office upto the date of ensuing Annual General Meeting of the Company.

The Company has also received a declaration from Mr. Ashok Chandumal Murajani declaring that he meets the criteria of independence as provided under the provisions of Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Ashok Chandumal Murajani fulfils the conditions for being appointed as an Independent Director of the Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015. Other disclosure about Mr. Ashok C. Murajani are given elsewhere in this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.5 for the approval of the members.

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Nanita A. Motiani	Ashok Chandumal Murajani
Date of Birth	04/04/1953	04/04/1963
Date of the first Appointment on the Board	29/01/1997	29/06/2021
DIN 00787809	09217026	
Expertise in Specific functional area	Human Resources, General administration, Insurance, compliances	Procurement, Trading, Supply and Accounts
Qualification	Master of Science	S.S.C.
Directorships held in other Companies	NIL	NIL
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	She is also Whole Time Director of the Company and the details regarding the same has been given elsewhere in this Annual Report	He will appointed as Independent Director of the Company for a period of five years w.e.f. 29-06-2021
Number of Board Meetings attended during the year	4 (Four)	NIL
Memberships/ Chairmanships of committees of Board of Directors of Company	She is Member of Audit Committee and Stake Holder Relationship Committee. She is Chairperson of CSR Committee.	NIL
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director NIL	NIL	
No. of equity shares held in the Company	855442	NA
Disclosure of relationship between directors inter-se	Mrs. Nanita Motiani is wife of Mr. Ashok Motiani, Chairman and Managing Director of the Company	NA

DIRECTORS' REPORT

DEAR MEMBERS,

Your Directors are pleased to present the 29th Annual Report along with the audited financial statements of your Company for the financial year ended on 31st March 2021.

FINANCIAL PERFORMANCE SUMMARY

Pursuant to notification dated 16th February, 2015 issued by the Ministry of Corporate Affairs, the Company has adopted the Indian Accounting Standards ("IND AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013 (as amended from time to time) with effect from 1st April, 2016 and the accounts are prepared under IND AS.

The summary of the financial performance for the year is given below:

Rs. in lakh

Particular	2020-21	2019-20
Revenue from operations	14,653.98	16,516.24
Other Income	389.35	181.79
Total Income	15,043.33	16,698.03
Total Expenses	13,742.38	16,096.22
Profit Before Tax	1,300.95	601.81
Tax Expenses		
- Current Tax	329.45	213.95
- Deferred Tax	22.94	(74.07)
Profit After Tax	948.56	461.92
Other Comprehensive income (net of tax)	(46.22)	59.16
Total Comprehensive Income for the period / year	902.33	521.08
Earning Per Equity Share (EPS) for the period (Face Value of Rs.10)		
• Basic	8.52	3.89
• Diluted	8.52	3.89

REVIEW OF OPERATIONS:

During the year under review, the Revenue of the Company decreased from Rs 16,698.03 Lakhs to Rs.15,043.33 Lakhs, a decrease of 9.91%. However, with strict control on costs, despite the drop in revenues, the profit after tax increased from Rs. 461.92 lakhs to Rs. 948.56 lakhs, an increase of 105.35%. Many Businesses, world over have suffered heavily due to the COVID-19 pandemic. The impact has been different for different businesses, but this has been a useful learning experience for the Company. After the initial severe impact, we hope to strengthen the business moving forward.

FRESH FRUITS SEGMENT:

TABLE GRAPES:

Our fresh fruit business consists of export of fresh Indian grapes mainly to Europe. This market has stagnated. Consumers, world over, are looking for something new, something different. A lot of new grape varieties are being developed by breeders in different parts of the world. The new varieties have different characteristics. Some are more resilient to weather conditions while some help extend the season, earlier or later, based on market demand. Some of them have better physical properties

while some others can be grown with reduced use of chemicals as they are more resilient to pests and diseases. Unfortunately, major breeders are not coming to India as India is not members of (UPOV) The International Union for the Protection of New Varieties of Plants. This is going to be a major constrain for growth of this business. We are trying to develop other markets, most of them are not as consistent and profitable as the European market. China is a good potential market, but here the political conditions are not conducive for aggressive growth. US is another good possibility, but it is still not allowing imports of fresh Indian grapes.

In addition to the above constrains to growth, the shipping costs for exports have skyrocketed in the post Covid period. The sea freight from Mumbai to Rotterdam went up from US\$ 2,000 for a 40 ft refer container during the 2020 season to US\$4,000 in 2021 season and it could be much higher for the 2022 season. The domestic fuel prices have also gone up increasing the inland transportation costs. The packaging costs have also shown a similar trend. The costs of running the pack house are also rising due to the need to maintaining Covid related restrictions.

The Government of India is also not being very supportive to this business. The export Incentive which used to be 7% of FOB values a few years back dropped to 5% in the pre Covid season has now further reduced to 3% from January 2021 and this also has not been paid by the government for exports done in the last 18 months.

Considering the current prices of fresh grapes in the European market we do not feel that it would be possible to get adequately compensated for all the cost increases. This could then result into lower farm gate price for the growers which could have a long-term negative impact on this business. The silver lining to all these limitations and cost escalations is that the competition from new Indian exporters, who have been coming in every year and spoiling the market may get reduced and at the end it may not be as bad as it looks at this stage.

FOOD PROCESSING SEGMENT

The Indian food processing sector has a good scope for growth in the domestic market in the coming years due to changing lifestyle, higher disposable income and changing consumer consumption pattern. However, there remain plenty of challenges due to lack of, proper infrastructure, modern food processing technology, assured raw material availability and insufficient availability of cold storage facilities amongst others.

Your Company has tried to manage these constrains but unfortunately has not been successful so far. Even after additional investments the revenue continues to be low. The exports continue to grow but at a slow pace. The HPP cold pressed fruits and vegetable juices, with brand of "Second Nature" has suffered significantly due to the Covid 19 Pandemic. Cold logistics was a critical requirement of this business, which came to a complete halt due to curfew like lock down in Mumbai, Pune and Delhi. We have put all investments in developing this business on hold and would reevaluate once the uncertainties due to Covid 19 reduce. We have tried hard to see that we conserve cash and tide over this very difficult period without financial stress.

DIVIDEND:

Your Directors do not recommend any Dividend for the financial year ended on 31st March, 2021 in order to conserve resources of the Company. The Company will retain the earnings for use in future operations and projects and strive to increase the net worth of Stakeholders of the Company.

CHANGES IN SHARE CAPITAL:

Your Directors at the Board Meeting held on January 28, 2021 have approved the Buy-back of Equity Shares from the open market through stock Exchange mechanism, for an aggregate amount not exceeding Rs. 6.75 Crore (Rupees Six crore and Seventy Five Lacs only) ("Maximum Buyback Size") excluding any expenses incurred or to be incurred for the Buyback at a price not exceeding Rs. 90 (Rupees Ninety only) per Equity Share.

The Company, on 10th February 2021, commenced the Buyback from the shareholders/ beneficial owners of the company excluding promoters, promoter group and persons who are in control of the

Company via the 'open market' route through the Stock Exchange under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018. Till 31st March, 2021, the Company bought back 2,66,683 equity shares at aggregate amount of Rs. 2,02,85,528/-.

In view of the above mentioned Buy-back the total share capital of the Company has decreased from Rs. 11,14,50,000/- to Rs. 10,87,83,170/- as on 31st March, 2021.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no adverse material changes or commitments occurred after 31st March 2021 which may affect the financial position of the Company or may require disclosure.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

There were no Change took place in the board of directors and Key Managerial Personnel of the Company during the financial year.

As on 31st Day of March 2021 following below mentioned was the constitution of the board of the Company.

DIN/PAN	Name	Begin date	End date
00124470	ASHOK VISHINDAS MOTIANI	30/09/1992	-
00124633	MAYUR JASHVANTLAL SHAH	12/07/2003	-
00231568	RAMCHANDRA GAURISHANKAR JOSHI	01/04/2020	-
00787809	NANITA ASHOK MOTIANI	29/01/1997	-
06688634	ANIL SHARMA	13/08/2013	-
01307881	DINESHBHAI SHANKERLAL OZA	20-09-2019	-

However, after completion of the financial year 2020-21, Mr. Dinesh Oza resigned from the directorship of the Company w.e.f. 01.04.2021. The Board thanked Mr. Dinesh Oza for his services rendered to the company.

Further, the Board of Directors, at their meeting held on the 29th June, 2021 have appointed Mr. Ashok Chandumal Murajani (DIN: 09217026), as an Additional Director of the Company, with effect from the said date, whose term of office is upto the date of this Annual General Meeting in accordance with the applicable provisions of the Articles of Association and the Companies Act, 2013. The matter of appointing him, as an Independent Director has already been placed as an Agenda item no. 5 in the Notice of the 29th Annual General Meeting. Further the company has received notice under Section 160 of the Companies Act, 2013 from a member of the Company proposing the candidature of Mr. Ashok Murajani as an Independent Director of the Company..

Regarding proficiency, the Company has adopted requisite steps towards the inclusion of the names of all Independent Directors in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ('IICA'). Accordingly, all the Independent Directors of the Company have registered themselves with IICA for the said purpose. In terms of Section 150 of the Act read with the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended vide Notification No. GSR.774(E), dated 18.12.2020, since all the Independent Directors of the Company have served as Directors for a period of more than three (3) years on the Board of Listed Company as on the date of inclusion of their names in the database except Mr. Ashok C. Murajani, they are not required to undertake online proficiency self-assessment test. Mr. Ashok C. Murajani has informed the Company that he will undertake the online assessment test before due date.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS:

In accordance with the SEBI (LODR) (Amendment) Regulations, 2018; a certificate has been received from M/s. Manoj Hurkat & Associates, Practicing Company Secretaries, that none of the Directors

on the Board of the Company has been disqualified to act as Director. The same is annexed herewith.

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 2021 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 was adequate and were operating effectively;
- f. That proper system 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.

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.

COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS:

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

IMPACT OF COVID-19:

For the Company, the focus during the financial year, was ensuring the health and wellbeing of all employees, and on minimizing disruption to services for all our customers globally. The Company took various proactive, precautionary and pre-emptive measures at their corporate offices at Ahmedabad and units at Nasik and Sangli districts to ensure safety of all employees since March 2020.

Further, the Company has taken all the necessary steps as recommended/stated in the guidelines/ advisories issued by the Central/State Government and Local Authorities for prevention and containment of COVID-19.

The Second and the more deadly Wave of Covid-19 in India started gaining momentum in April 2021. The grape export packing for the 2021 season had ended and therefore the Impact on Fresh Export business was limited. We were not so lucky in the Processing business. The peak of the Second wave coincided with the mango processing season May and June 2021.

Due to COVID-19 Business and Financials of the Company have been impacted, but the Management is trying its best to cope up with Business and Financial Losses and adapt to the new normal as soon as possible.

CERTIFICATION:

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

1. **ISO 22000** - ISO 22000 is international standard developed by the International Organization for Standardization dealing with food safety, it is systematic and proactive approach to identification of food safety hazards, development and implementation of control measures.
2. **SGF International E.V.** - This certifies participation of the Company voluntary self-control safe guide in the fruit juice segment for enhancing customer and consumer safety.
3. **SEDEX (Supplier Ethical Data Exchange)** - SEDEX is world's largest collaborative platforms for sharing responsible sourcing data on supply chains; the company is member of SEDEX.
4. **Halal Certificate** - Halal Products are "universal" products not only suitable for Muslims consumption, it is ensuring the safety of nation's food supply and we acquired this certificate to export our products in Islamic Countries.
5. **Kosher Certificate** - This certificate provides certification for ingredients, packaged foods, beverages, and certain materials, as well as food-service providers and facilities in which kosher food is prepared or served. This certification provides certificate as per standards set in Jewish dietary law. kosher symbol boosts market share, that a kosher product can win more favorable shelf space, and that
6. Positioned next to a competing non-kosher brand. This certificate helps in increasing the salability of the product in the international supermarkets.
7. **BRC certificate** - the BRC certificate for Food Safety as requirements of the EU General Product Safety, the BRC certificate is for Nashik (Unit I) Pack house and Sangli (Unit II) Pack house.
8. **FDA** - The Food and Drug Administration ensuring the safety of food supply in US Market.
9. **APEDA Pack House** - The APEDA Recognition for pack house will be granted for multiple produce for which appropriate facilities and procedural compliances as per the importing countries. APEDA Pack house has Recognition for Nashik (Unit I) and Sangli (Unit II) as Pack house.
10. **Global GAP Certificate** - it is a voluntary set worldwide standard for agriculture producer for adoption of safe and sustainable practices.
11. **Walmart Supply Chain Security** - is the accumulation of controls throughout the supply chain process that enhance the security of the supply chain during the transportation of finished, we follow the same for Unit I and Unit II.
12. **Fairtrade certificate** - Fair trade is an alternative approach to conventional trade based on a partnership between producers and traders, businesses and consumers.
13. **FSSAI License** - Food Safety and Standards Authority of India, is the food regulatory body of India, The FSSAI registration becomes mandatory in order to ensure safe, and smooth operations of the food business. FSSAI food license helps the government, as well as the consumers, feel assured that the regulation of the storage, production, distribution and the sales has been carried out in a way that the food products are fit for consumption. FSSAI License is for Nasik (Unit I) Pack house and Sangli (Unit II) Pack house and Nashik processing unit (Unit IV).
14. **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:

Particular		2020-21	2019-20
Electricity			
a) Purchased			
Units	KWH	2,331,654	27,51,044
Total amount	Rs	21,373,404	25,540,068
Rate / Unit	Rs	9.17	9.28
b) Own Generation through Diesel Generator Set			
Units			
Quantity	Ltrs	24,515	24,706
Total Amount	Rs	1,843,978	1,680,634
Rate / Unit	Rs	75.22	68.03
c) Coal and other Fuels			
Units	Kgs	565,060	617,220
Total Amount	Rs	4,238,994	4,523,516
Rate / Unit	Rs	7.50	7.33

TECHNOLOGY ABSORPTION AND ENERGY CONSERVATION:

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

FOREIGN EXCHANGE EARNING AND OUTGO:

Foreign Exchange earnings during the year amounts to Rs.1,35,74,85,102/- (Previous Year Rs. 1,41,23,31,540) and Foreign Exchange outgo during the year was Rs.13,72,05,581/- (Previous Year Rs. 9,83,96,078).

WEB ADDRESS FOR ANNUAL RETURN AND OTHER POLICIES/ DOCUMENTS:

In line with the requirement of the Companies (Amendment) Act, 2017, effective from 31st July, 2018, the extract of annual return is no longer required to be part of the Board Report. However, for the Compliance of Conditions of Section 92 and Section 134, copy of the Annual Return for the financial year ended 31st March 2021 and other policies of the Company shall be placed on the Company's website: www.freshtrop.com.

NUMBER OF BOARD MEETINGS:

The Board of Directors met 4 (four) times on 25th June, 2020, 31st July, 2020, 11th November, 2020 and 28th January, 2021 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.

The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

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.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

In accordance with the applicable provisions of Companies Act, 2013 (hereinafter referred to as "the Act") read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as the "IEPF Rules"), all unclaimed dividends are required to be transferred by the Company to the IEPF, after completion of seven (7) years. Further, according to IEPF Rules, the shares on which dividend has not been claimed by the shareholders for seven (7) consecutive years or more shall be transferred to the demat account of the IEPF Authority. The details relating to amount of dividend transferred to the IEPF during the FY 2021-22 and corresponding shares on which dividends were unclaimed for seven (7) consecutive years, are provided in the General Shareholders Information section of Corporate Governance report forming part of this Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 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.

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

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 and available at company website: www.freshtrop.com.

RELATED PARTY TRANSACTIONS:

All the related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Your Company 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, Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for financial year 2020-21 is annexed which forms part of this report as **Annexure-C**. There were no qualifications, reservation or adverse remarks in the Secretarial Audit Report of the Company.

INTERNAL AUDITORS:

The Board of Directors had reappointed Mr. Kalpesh Parikh as an internal auditor for F.Y. 2021-22.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations

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 on 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: June, 29 2021

Registered Office

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

By order of the Board
For Freshtrop Fruits Limited

Ashok Motiani

Chairman & Managing Director
(DIN: 00124470)

ANNEXURE A**FORM NO. MGT.9****EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2021**

[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 - 57
vi) Whether listed company	Yes / No
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PVT. LTD. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (e), Mumbai - 400059 Tel:- + 91-022-6263 8200 Fax:- + 91-022-6263 8299 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	71.07
2.	Processing of Fruit & Vegetables	2024	28.93

* 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 and Address 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				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Shareholding of Promoter and Promoter Groups									
Indian (1)									
(a) Individual / HUF	4153685	0	4153685	37.27	4153685	0	4153685	38.03	0.76
(b) Central/ State government(s)	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	2101648	0	2101648	18.86	2101648	0	2101648	19.24	0.38
(d) Financial Institutions/Banks	0	0	0	0	0	0	0	0	0
(e) Any Others (Specify)	0	0	0	0	0	0	0	0	0
(f) Group Companies	0	0	0	0	0	0	0	0	0
(g) Trusts	0	0	0	0	0	0	0	0	0
Sub Total (A)(1):	6255333	0	6255333	56.13	6255333	0	6255333	57.27	1.14
Foreign (2)									
(a) Bodies Corporate	0	0	0	0	0	0	0	0	0
(b) Individual	0	0	0	0	0	0	0	0	0
(c) Institutions	0	0	0	0	0	0	0	0	0
(d) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(e) Any Others (Specify)	0	0	0	0	0	0	0	0	0
Sub Total (A)(2):	0	0	0	0	0	0	0	0	0
Total holding for promoters (A)=(A)(1) + (A)(2)	6255333	0	6255333	56.13	6255333	0	6255333	57.27	1.14
(B) Public shareholding									
Institutions (1)									
(a) Central/State government(s)	0	0	0	0	214128	0	214128	1.96	1.96
(b) Financial Institutions/Banks	0	0	0	0	0	0	0	0	0.00
(c) Mutual Funds / UTI	0	0	0	0	0	0	0	0	0.00
(d) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
(e) Insurance Companies	0	0	0	0	0	0	0	0	0.00
(f) FII'S	25	0	25	0.00	25	0	25	0.00	0.00
(g) Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0.00
(h) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0.00
(i) Any Others (Specify)	0	0	0	0	0	0	0	0	0.00
(j) Foreign Portfolio Investor	430873	0	430873	3.87	220873	0	220873	2.02	(1.84)
(k) Alternate Investment Fund	0	0	0	0	0	0	0	0	0
Sub Total (B)(1):	430898	0	430898	3.87	435026	0	435026	3.98	0.12

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Non-institutions (2)									
(a) Bodies Corporate	105690	77500	183190	1.64	204232	5000	209232	1.92	0.27
(b) Individual	0	0	0	0	0	0	0	0	0
(i) (Capital Upto to Rs. 1 Lakh)	2203650	254104	2457754	22.05	2152954	125804	2278758	20.86	(1.19)
(ii) (Capital Greater Than Rs. 1 Lakh)	1136350	0	1136350	10.20	1122848	0	1122848	10.28	0.08
(c) Any Others (Specify)	0	0	0	0	0	0	0	0	0
(i) Trusts	0	0	0	0	0	0	0	0	0
(ii) Clearing Member	13369	0	13369	0.12	29503	0	29503	0.27	0.15
(iii) Non-Resident Indians (NRI)	0	49200	49200	0.45	22266	46000	68266	0.62	0.18
(iv) Non-Resident Indians (Repat)	381004	0	381004	3.42	309985	0	309985	2.84	(0.58)
(v) Non-Resident Indians (Non Repat)	39324	0	39324	0.35	29195	0	29195	0.27	(0.09)
(vi) Directors Relatives	0	0	0	0	0	0	0	0	0
(vii) Employee	0	0	0	0	0	0	0	0	0
(viii) Overseas Bodies Corporates	0	0	0	0	0	0	0	0	0
(ix) Unclaimed Suspense Account	0	0	0	0	0	0	0	0	0
(x) IEPF	0	0	0	0	0	0	0	0	0
(xi) Hindu Undivided Family	197978	0	197978	1.78	184006	0	184006	1.68	(0.09)
(d) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(e) NBFC Registered with RBI	600	0	600	0	600	0	600	0	0
Sub Total (B)(2):	4077965	380804	4458769	40.01	4055589	176804	4232393	38.75	(1.26)
Total Public Shareholding (B)= (B)(1) + (B)(2):	4508863	380804	4889667	43.87	4490615	176804	4667419	42.73	(1.14)
(C) Shares held by Custodians and against which Depository Receipts have been issued									
(a) Shares held by Custodians	0	0	0	0	0	0	0	0	0
(i) Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
(ii) Public	0	0	0	0	0	0	0	0	0
Sub Total (C)(1):	0	0	0	0	0	0	0	0	0
Grand Total (A) + (B) + (C)	10764196	380804	11145000	100.00	10745948	176804	10922752	100.00	(0.00)

NOTES: The above shareholding pattern as on 31st March, 2021 is based on the Benpose fetched from both the Depositories and shareholding record maintained by the Registrar & Transfer Agent which does not capture the details of the shares bought back in the last week of March, 2021 for which Corporate Action was executed subsequent to 31st March, 2021.

ii) Shareholding of Promoters / Promoters Group

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01-04-2020)			Shareholding at the end of the year (as on 31-03-2021)			% Change shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares company	% of total Shares of the to total shares	% of Shares Pledged/encumbered	
1	Ashok Vishindas Motiani	89639	0.8043	0.0000	728504	6.6696	0.0000	5.8653
2	Mayank Ramesh Tandon	15088	0.1354	0.0000	15088	0.1381	0.0000	0.0027
3	Priyanka Tandon	21885	0.1964	0.0000	21885	0.2004	0.0000	0.0040
4	Nanita Ashok Motiani	0	0.0000	0.0000	466690	4.2726	0.0000	4.2726
5	Nanita Ashok Motiani	0	0.0000	0.0000	300000	2.7466	0.0000	2.7466
6	Ashok Vishindas Motiani	0	0.0000	0.0000	600000	5.4931	0.0000	5.4931
7	Priyanka Mayank Tandon	218862	1.9638	0.0000	0	0.0000	0.0000	(1.9638)
8	Priyanka Mayank Tandon	339458	3.0458	0.0000	0	0.0000	0.0000	(3.0458)
9	Mayank Ramesh Tandon	424588	3.8097	0.0000	424588	3.8872	0.0000	0.0775
10	Dipti Ashok Motiani	731964	6.5676	0.0000	0	0.0000	0.0000	(6.5676)
11	Dipti Ashok Motiani	0	0.0000	0.0000	731964	6.7013	0.0000	6.7013
12	Nanita Ashok Motiani	766690	6.8792	0.0000	0	0.0000	0.0000	(6.8792)
13	Ashok Vishandas Motiani	1238865	11.1159	0.0000	0	0.0000	0.0000	(11.1159)
14	Freshcap Foodstuff LLP	2101648	18.8573	0.0000	0	0.0000	0.0000	(18.8573)
15	Freshcap Foodstuff LLP	0	0.0000	0.0000	2101648	19.2410	0.0000	19.2410
16	Ashok Vishandas Motiani	217894	1.9551	0.0000	217894	1.9949	0.0000	0.0398
17	Nanita Ashok Motiani	88752	0.7963	0.0000	88752	0.8125	0.0000	0.0162
18	Priyanka Mayank Tandon	0	0.0000	0.0000	558320	5.1115	0.0000	5.1115
Total		6255333	56.1268	0.0000	6255333	57.2688	0.0000	1.142

iii) Change in Promoters' Shareholding

Particular	Shareholding at the beginning of the year (01/04/2020)		Transactions during the year		Shareholding at the end of the year (31/03/2021)	
	No. of Shares	% of total shares of the company	Date of Transaction	No. of Shares	No. of Shares	% of total Shares of the company
FRESHCAP FOODSTUFF LLP	2101648	19.24	31-Mar-20		2101648	19.24
		0.00	03-Dec-20	(2,101,648)	0	0.00
		19.24	04-Dec-20	2,101,648	2101648	19.24
	2101648	19.24	31-Mar-21		2101648	19.24
ASHOK VISHANDAS MOTIANI	1546398	14.16	31-Mar-20		1546398	14.16
		0.00	03-Dec-20	(1,546,398)	0	0.00
		14.16	04-Dec-20	1,546,398	1546398	14.16
	1546398	14.16	31-Mar-21		1546398	14.16
NANITA ASHOK MOTIANI	855442	7.83	31-Mar-20		855442	7.83
		0.00	03-Dec-20	(855,442)	0	0.00
		7.83	04-Dec-20	855,442	855442	7.83
	855442	7.83	31-Mar-21		855442	7.83
DIPTI ASHOK MOTIANI	731964	6.70	31-Mar-20		731964	6.70
		0.00	03-Dec-20	(731,964)	0	0.00
		6.70	04-Dec-20	731,964	731964	6.70
	731964	6.70	31-Mar-21		731964	6.70
PRIYANKA MAYANK TANDON	580205	5.31	31-Mar-20		580205	5.31
		0.00	03-Dec-20	(580,205)	0	0.00
		5.31	04-Dec-20	580,205	580205	5.31
	580205	5.31	31-Mar-21		580205	5.31
MAYANK RAMESH TANDON	439676	4.03	31-Mar-20		439676	4.03
		0.00	03-Dec-20	(439,676)	0	0.00
		4.03	04-Dec-20	439,676	439676	4.03
	439676	4.03	31-Mar-21		439676	4.03

Note: There is no change in the shareholding of the Promoter & Promoter Group. The change reflected above only pertains to movement of shares in the respective Demat Accounts of the same person.

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 shareholding	Reason	No. of Shares	Percentage of total shares of the company
1	PASSAGE TO INDIA MASTER FUND LIMITED	399500	31-Mar-20	-	NA	399500	3.6575
			21-Aug-20	(6,000)	Sell	393500	3.6026
			28-Aug-20	(9,000)	Sell	384500	3.5202
			04-Sep-20	(15,000)	Sell	369500	3.3828
			11-Sep-20	(12,000)	Sell	357500	3.273
			30-Oct-20	(4,000)	Sell	353500	3.2364
			13-Nov-20	(8,000)	Sell	345500	3.1631
			20-Nov-20	(20,000)	Sell	325500	2.98
			27-Nov-20	(4,000)	Sell	321500	2.9434
			03-Dec-20	(321,500)	Sell	0	0
			04-Dec-20	309,500	Buy	309500	2.8335
			31-Dec-20	(20,000)	Sell	289500	2.6504
			08-Jan-21	(5,000)	Sell	284500	2.6047
			19-Feb-21	(5,000)	Sell	279500	2.5589
			26-Feb-21	(20,000)	Sell	259500	2.3758
			05-Mar-21	(6,000)	Sell	253500	2.3208
			12-Mar-21	(24,000)	Sell	229500	2.1011
			19-Mar-21	(30,000)	Sell	199500	1.8265
			31-Mar-21	(10,000)	Sell	189500	1.7349
		189500	31-Mar-21	-	NA	189500	1.7349
2	AVINASH P WADHWA	135000	31-Mar-20	-	NA	135000	1.236
			03-Dec-20	(135,000)	Sell	0	0
			04-Dec-20	135,000	Buy	135000	1.236
		135000	31-Mar-21	-	NA	135000	1.236
3	SHITAL NAVIN AGARWAL	125630	31-Mar-20	-	NA	125630	1.1502
		125630	31-Mar-21	-	NA	125630	1.1502
4	NAVIN AGARWAL	84000	31-Mar-20	-	NA	84000	0.769
		84000	31-Mar-21	-	NA	84000	0.769
5	NITIN TANDON	82187	31-Mar-20	-	NA	82187	0.7524
			03-Dec-20	(82,187)	Sell	0	0
			04-Dec-20	82,187	Buy	82187	0.7524
			29-Jan-21	(37,187)	Sell	45000	0.412
			19-Mar-21	(17,000)	Sell	28000	0.2563
			26-Mar-21	(28,000)	Sell	0	0
		0	31-Mar-21	-	NA	0	0

Sr. No	Name	No. of Shares at the beginning/ End of the year	Date	Increase/ Decrease in shareholding	Reason	No. of Shares	Percentage of total shares of the company
6	ROHAN ANIRUDHA SEOLEKAR	0	31-Mar-20	-	Sell	0	0
			07-Aug-20	1,554	Buy	1554	0.0142
			14-Aug-20	3,446	Buy	5000	0.0458
			21-Aug-20	4,350	Buy	9350	0.0856
			11-Sep-20	650	Buy	10000	0.0916
			18-Sep-20	74	Buy	10074	0.0922
			09-Oct-20	4,426	Buy	14500	0.1328
			16-Oct-20	9,678	Buy	24178	0.2214
			23-Oct-20	1,644	Buy	25822	0.2364
			30-Oct-20	6,022	Buy	31844	0.2915
			06-Nov-20	4,962	Buy	36806	0.337
			20-Nov-20	10,230	Buy	47036	0.4306
			03-Dec-20	(47,036)	Sell	0	0
			04-Dec-20	47,036	Buy	47036	0.4306
			18-Dec-20	967	Buy	48003	0.4395
			31-Dec-20	997	Buy	49000	0.4486
			01-Jan-21	1,000	Buy	50000	0.4578
			05-Feb-21	5,050	Buy	55050	0.504
			12-Feb-21	10,873	Buy	65923	0.6035
			19-Feb-21	1,577	Buy	67500	0.618
		67500	31-Mar-21	-	NA	67500	0.618
7	MIRA PARSHOTAM HIRANI	59041	31-Mar-20	-	NA	59041	0.5405
		59041	31-Mar-21	-	NA	59041	0.5405
8	URVASHIBEN NIKHILBHAI PARIKH	50000	31-Mar-20	-	NA	50000	0.4578
		50000	31-Mar-21	-	NA	50000	0.4578
9	NIKHIL SHANTILAL PARIKH	50000	31-Mar-20	-	NA	50000	0.4578
		50000	31-Mar-21	-	NA	50000	0.4578
10	INDUR KIRPALANI	48784	31-Mar-20	-	NA	48784	0.4466
			03-Dec-20	(48,784)	Sell	0	0
			04-Dec-20	48,784	Buy	48784	0.4466
		48784	31-Mar-21	-	NA	48784	0.4466
11	RAJKUMAR TOLANI	46000	31-Mar-20	-	NA	46000	0.4211
			03-Dec-20	(46,000)	Sell	0	0
			04-Dec-20	46,000	Buy	46000	0.4211
		46000	31-Mar-21	-	NA	46000	0.4211

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning		Change in shareholding (No. of Shares)		Shareholding at the end	
		No. of Shares	% of total shares of the company	Decrease / Increase	Percentage	No. of Shares	% of total Shares of the company
1	ASHOK VISHANDAS MOTIANI	15,46,398	13.88	0	0	15,46,398	14.16
2	NANITA ASHOK MOTIANI	8,55,442	7.68	0	0	8,55,442	7.83
3	MAYUR JASHVANTLAL SHAH	5,625	0.05	0	0	5,625	0.05
4	DINESH OZA	0	0	0	0	0	0
5	ANIL SHARMA	0	0	0	0	0	0
6	SANJAY PRAJAPATI	0	0	0	0	0	0
7	RONAK DHURVE	0	0	0	0	0	0

V. INDEBTEDNESS:

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

Particular	Secured Loans excluding Deposit	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	30,89,41,637	2,02,56,685	----	32,91,98,322
ii) Interest due but not paid	----	----	----	----
iii) Interest accrued but not due				
Total (i+ii+iii)	30,89,41,637	2,02,56,685	----	32,91,98,322
Change in Indebtedness during the financial year				
• Addition	6,92,694	----	----	6,92,694
• Reduction	----	(7,319,274)	----	(7,319,274)
• Exchange Difference	----	----	----	----
Net Change	6,92,694	(7,319,274)	----	(6,626,580)
Indebtedness at the end of the financial year				
i) Principal Amount	309,634,331	12,937,411	----	322,571,741
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	309,634,331	12,937,411	----	322,571,741

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

Sr. No.	Particulars of Remuneration	Ashok Motiani (MD)	Nanita Motiani (WTD)	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,20,00,000	48,00,000	1,68,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
	- as % of profit	0	0	0
	- others, specify...	0	0	0
5.	Others, please specify (Bonus)	0	0	0
	Total (A)	1,20,00,000	48,00,000	1,68,00,000
	Ceiling as per the Act	--	--	--

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mayur Shah	Dinesh Oza	Anil Sharma	Ramchandra Joshi	
1	Independent Directors					
	• Fee for attending board committee meetings	40,000	40,000	40,000	0	1,20,000
	• Commission	0	0	0	0	0
	• Others, please specify	0	0	0	0	0
	Total (1)	40,000	40,000	40,000	0	1,20,000
2	Other Non-Executive Directors					
	• Fee for attending board committee meetings	0	0	0	20,000	20,000
	• Commission	0	0	0	0	0
	• Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	20,000	20,000
	Total (B) = (1 + 2)	40,000	40,000	40,000	20,000	1,40,000
	Total Managerial Remuneration	40,000	40,000	40,000	20,000	1,40,000
	Overall Ceiling as per the Act	--	--	--	--	--

C. Remuneration to Key Managerial Personnel Other than MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CS Ronak Dhruve	CFO Sanjay Prajapati	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,84,000	1,020,120	14,04,120
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
	- as % of profit	0	0	0
	- others, specify...	0	0	0
5.	Others, please specify	0	0	0
	Total	3,84,000	1,020,120	14,04,120

D. Penalties/Punishment/Compounding of Offences:

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

Date: June, 29 2021

Registered Office

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

By order of the Board
For Freshtrop Fruits Limited

Ashok Motiani

Chairman & Managing Director
(DIN: 00124470)

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

The Company has framed a CSR Policy in compliance with the provisions of section 135 of the Companies Act, 2013 and the same is placed on the website of the Company and the web link for the same is at: www.freshtrop.com

The Company has outlined the following thrust areas in the CSR Policy:

- i) Health, Safety and Environment,
- ii) Education, Knowledge Enhancement and Research, and
- iii) Social care, concern and outreach in times of emergencies.

The Board of Directors on the recommendation of CSR Committee approved the CSR spending by providing financial support and other assistance for specific activities/projects to various NGOs/Trusts and some amount was spent directly.

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. Anil Sharma, Member

Sr. No.	Name of Director Nature of Directorship	Designation/ year	No of meeting of CSR Committee held during the the year	No of meeting of CSR Committee attended during
1	Mrs. Nanita Motiani	Chairperson	4	4
2	Mr. Mayur Shah	Member	4	4
3	Mr. Anil Sharma	Member	4	4

3. The Company has framed a CSR Policy in compliance with the provisions of section 135 of the Companies Act, 2013 and the same is placed on the website of the Company and the web link for the same is www.freshtrop.com.
4. Provide the Details of impact assessment of CSR Projects out in pursuance of sub-rule (3) of rule 8 of the companies (Corporate Social responsibility Policy) Rules, 2014 if applicable (attach the report) - Not Applicable
5. Detail of the amount available for setoff in pursuance of sub-rule (3) of rule 7 of the (Companies Corporate Social Responsibility Policy) rule 2014, and amount required for set off for the financial year, if any: Not Applicable
6. Average net profit of the Company as per section 135(5): Rs .118,214,888.35
7. Two percent of average net profit of the Company as per section 135(5): Rs. 2,364,297.77
 - a) Surplus arising out of the CSR Projects or Programs or Activities of the previous financial years: Not applicable

- b) Amount required being set-off for the financial year, if any: Not applicable
 c) Total CSR Obligation for the Financial Year [7a+7b-7c]: 2,364,297.77

8. CSR amount spent or unspent for the financial year:

Total Amount spent for the financial year (in Rs.)	Amount Unspent (in Rs.)				
	Total amount transferred to unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of fund	Amount	Date of Transfer
1,40,775.7	22,50,000	30.04.2021	Nil	Nil	Nil

(b) Details of CSR amount spent against on-going projects for the financial year.

Sr. No.	Name of project	Items from the list of Activities in Schedule VII to the Act.	Local Area	Location of project		Project Duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs.)	Amount transferred to Unspent CSR account for the project as per Section 135(6) (in Rs.)	Mode of implementation Direct (in Rs.)	Mode of implementation through implementation agency	
				State	Dist- rict						Name	CSR Regis- tration No.
1.	Education Programme	Promoting Education, Skill Development and Infrastructure facilities	Local Area	Maharashtra	Nashik	3 years	22,50,000	Nil	22,50,000	Direct	N.A.	N.A.

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No.	Name of the project	Items from the list of activities in schedule VII to the act.	Local area (Yes/ No.)	Location of project		Amount spent for the project (in Rs. Lakhs)	Mode of implementation -Direct (Yes/No)	Mode of implementation Through implementation agency	
				State	District			Name	CSR Registration Number
1	Awareness for Clean Programme	PPE Kit 50 Qut.	YES	Maharashtra	Nashik	62,500.00	Direct	NA	NA
2	Awareness for Clean Programme	N 95 Mask 110 Qut.	YES	Maharashtra	Nashik	35,493.70	Direct	NA	NA
3.	Educational Program	EPP Wall Poster Dindori	YES	Maharashtra	Nashik	13,750.00	Direct	NA	NA
4.	Educational Program	Educational Books for Children's	YES	Maharashtra	Nashik	29,032	Direct	NA	NA
	TOTAL					1,40,775.70			

* Implementing Agencies includes various NGOs/Trusts.

(d) Amount Spent in Administrative Overhead: NA

(e) Amount spent on Impact assessment, if applicable: NA

(f) Total amount spent for the financial year [8b+8c+8d+8e]: 1,40,775.7

(g) Excess amount for set off, if any: Not applicable

Sr. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	2,364,297.77
(ii)	Total amount spent for the financial year	1,40,775.7
(iii)	Excess amount spent for the financial year[(ii)-(i)]	0
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial year, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0

9. (a) details of Unspent CSR Amount for the preceding three financial years:

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding Financial year (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer	
1	2017-18	NA	3,65,000	NA	NA	NA	NA
2	2018-19	NA	4,29,688	NA	NA	NA	NA
3	2019-20	NA	2,85,000	NA	NA	NA	NA
	TOTAL	NA	10,79,688	NA	NA	NA	NA

10. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sr. No.	Project ID	Name of The Project	Project Duration	Total amount allocated for the project (in Rs.)	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial year (in Rs.)	Cumulative amount spent at the end of the reporting Financial Year (in Rs.)	Status of the project Completed /Ongoing
NA	NA	NA	NA	NA	NA	NA	NA	NA

11. In case of creation or acquisition of capital assets, furnish the details relating to the assets so created or acquired through CSR spent in the financial year: Not Applicable (Asset-wise details)

Date of acquisition of the capital asset(s): N.A.

Amount of CSR spent for creation or acquisition of capital assets: N.A.

Details of the entity or public authority or beneficiary under whose name such capital assets is registered, their address etc.: N.A.

Provide details of the capital assets(s) created or acquired (including complete address and location of the capital assets): N.A.

12. Specify the reason(s), if the company has failed to spend two percent of the net profit as per section 135(5):

The Company could not materialize all the CSR activities/projects which were identified for its implementation. Moreover, due to restrictions imposed by national wise lockdown in the last month of the financial year, the Company could not fully implement the CSR activities. The Company will strive to materialize more CSR activities and strive to spend the full amount in the coming financial years.

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
(CIN: L15400GJ1992PLC018365)
A-603, Shapath - 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, 2021 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 2021 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 Byelaws 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, 2018;
 - 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, 2018;

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.

- 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:

The Board of Directors of the Company approved the buyback of the fully paid-up equity shares of the face value of 10 each from the Members of the Company (except Promoters, promoters group and person in control of the Company) at a price not exceeding Rs 90 per Equity Share (the "Maximum Buyback Price") for an aggregate amount not exceeding Rs 675 lakhs (the "Maximum Buyback Size") which was less than 10% of the paid-up capital and free reserve of the company as on 31st March, 2021 from the open market through stock exchange mechanism in accordance of the provision of SEBI (Buyback of Securities) Regulation, 2018 and Companies Act, 2013 and rules made hereunder ("Buyback") at the maximum Buyback price, the indicative maximum number of equity shares to be bought back was to be 7,50,000 equity shares ("Maximum buyback shares") (comprising 6.73% of the paid-up capital). Under the Buyback, the Company approved to utilize at least 50% of the amount earmarked as the maximum Buyback size for the Buyback i.e. Rs. 3.375 Crores ("Minimum Buyback size"). Pursuant to the aforesaid buyback offer, the Company has bought back 2,66,683 equity shares at aggregate amount Rs. 2,02,85,528/- as on 31st March 2021.

Barring this, 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 etc.

For MANOJ HURKAT & ASSOCIATES

Practicing Company Secretaries
FRN: P2011GJ025800

MANOJ R. HURKAT

Partner

Date: 29th June, 2021

Place: Ahmedabad

FCS No.: 4287, COP No.: 2574

UDIN: F004287C000498297

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
(CIN: L15400GJ1992PLC018365)
A-603, Shapath - 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 & ASSOCIATES
Practicing Company Secretaries
FRN: P2011GJ025800

MANOJ R. HURKAT
Partner

Date: 29th June, 2021
Place: Ahmedabad

FCS No.: 4287, COP No.: 2574
UDIN: F004287C000498297

ANNEXURE TO THE DIRECTOR'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

The discussion hereunder covers the financial results of Freshtrop Fruits Limited for the financial year 2020-21 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.

◆ GLOBAL MARKET

I. FRESH FRUITS

World agricultural trade has been relatively stagnant in the last five years, mainly due to fall in global prices. However, volume of trade has not declined, which shows strong demand in global market.

Globally, more people are regularly consuming fruits, as fruits are a good source of vitamins and minerals. An increasing awareness regarding health benefits associated with consumption of fruits is one of the key factors for increasing demand.

Moreover, significant changes in technology, supply chain management, storage facility and improvement in pre-harvest and post-harvest management of fruits, leads to growing import and export business of fruits globally. Over the last decade, total global fruit export trade market has grown by an average of 40%. Asia has registered the highest growth rate in the global fresh produce trade.

The novel coronavirus (COVID-19) disease has created unexpected demand for certain products and commodities, significantly changing the world trade balances. The lock downs and restrictions due to this virus imposed by major economies like USA and China have created an imbalance between supply and demand for shipping containers. Consequently, the sea freight costs have risen multi fold. The rise in shipping costs and an increase in International trade have also resulted in a significant rise of packaging materials. This is an unprecedented situation with unknown consequences.

II. FOOD PROCESSING

Changing and busy lifestyle, packaging innovation, safety, and convenience are the major driving factors for the global processed food market. In developed countries there is a high demand for high quality and nutritious food. The Processed food market in Asia pacific region is growing very fast due to increase in population and increase in consumer buying power. While in the Middle East, limited agricultural production because of the nature of climate, terrain and water scarcity has led to a significant increase in the processed food market.

The rapidly growing global population and shrinking farmlands, coupled with changing socio-economic, agro-climatic and dietary patterns, have challenged scientists and policymakers to reconsider how we grow and feed 7.5 billion global citizens. India's quest then is to grow sustainably, trade abundantly and progress harmoniously. Agriculture export, if properly supported by infrastructure, institutional back up, packaging, freight transport and connected to the internal production system backed by market access will be in a position to transform the agricultural economy

The global fruit & vegetable processing market is estimated to reach 392 Billion USD by 2025

◆ INDIA SCENARIO

I. FRESH FRUIT

India, with a large and diverse agriculture, is among the world's leading producer of fruits and vegetables. Indian agriculture continues to be the backbone of our society and it provides livelihood to nearly 58% per cent of our population. Recent growth rates show that agri-food production is rising faster than growth in domestic demand, and volume of surplus for export is witnessing accelerated growth. This offers scope and opportunity for capturing overseas markets to earn foreign exchange and enable producers to earn higher prices for farm produce.

Various studies on fresh fruits and vegetables in India have indicated a loss percentage ranging from about 8% to 18% on account of poor post-harvest management, absence of cold chain and processing facilities but now with continuous innovation and efforts towards productivity, pre & post-harvest management, processing and value-addition, use of technology and infrastructure creation, India's role in global export of agricultural products is steadily increasing.

PROCESSED FOOD:

India, a nation of 1.3 billion consumers with rising discretionary incomes, changing food patterns, vast farming area, diverse agriculture and a large population dependent on agriculture have propelled India to be viewed as a big consumer market and as a key supplier of food products resulting into a renewed focus on value addition and on processed agricultural products.

A strong and dynamic food processing sector plays a vital role in reduction in the wastage of perishable agricultural produce, enhances shelf life of food products, increases income of farmers and creates surplus for the export of agro & processed foods.

Indian agriculture today is structurally different than what it was in the period 1970 to 1990. India's annual farm Gross Domestic Product (GDP) has expanded from about US\$25 billion to over US\$100 billion. From 2000 and 2014, the country's agricultural production has surged from US\$101 billion to about US\$367 billion, driven mainly by high-value segments such as horticulture, dairy, poultry and inland aqua-culture. No other country has a more diverse food and non-food agriculture base as India and this generates the optimism that India can be a leading player in the world agricultural.

The fruit and vegetable processing industry in India is likely to reach a value of INR 256.4 Bn in FY 2023

INDUSTRY STRUCTURE AND DEVELOPMENT:

i. FRESH FRUITS:

India's diverse climate ensures availability of all varieties of fresh fruits & vegetables. It ranks second in fruits and vegetables production in the world, after China. As per National Horticulture Database, during 2019-20, India produced 99.07 million metric tons of fruits and 191.77 million metric tons of vegetables. The area under cultivation of fruits stood at 6.66 million hectares while vegetables were cultivated on 10.35 million hectares.

Though India's share in the global market is still about 1% only, there is an increasing acceptance of horticulture produce from the country. This has occurred due to concurrent developments in the areas of state-of-the-art cold chain infrastructure and quality assurance measures. Capacity building initiatives at the farmers, processors and exporters' levels have also contributed towards this effort.

ii. FRUIT PROCESSING

- i. India has remained at the lower end of the global agri-export value chain given that majority of its exports are low value, raw or semi-processed and marketed in bulk. The share of India's high value and value added agri produce in its agri-export basket is less than 15% compared to 25% in US and 49% in China. India is unable to export its vast horticultural produce due to lack of uniformity in quality & standardization and its inability to curtail losses across the value chain.

◆ OPPORTUNITY AND THREATS

a) OPPORTUNITY

FRESH & PROCESSED FOODS

Changing lifestyle, restriction on movements and increase in disposable income is resulting in consumers looking for healthier diet options. Fruits and Vegetable form an essential part of this requirement.

In developed countries consumers are looking for nutritious and organic products.

In developing countries fast urbanization is resulting in increased demand due to additional disposable income.

A renewed focus on value addition and on processed agricultural products. A rapidly growing global population and shrinking farmlands, coupled with changing socio-economic, agro-climatic and dietary patterns create a demand for fruits and vegetables to rise every year..

b) THREAT / CHALLENGE

I. FRESH FRUIT

Lack of awareness amongst Indian farmers regarding the judicious and timely use of chemicals has been a major impediment. To add to this, farmers may be using many pesticides which are not permitted or are increasingly being banned in other nations.

The biggest challenges in India are limited and inconsistent availability of fruits.

The unpredictability of the weather and its impact on the farm gate price of the fruits is the biggest risk.

Small land holdings of the farmers in India results in inconsistency of the quality of their produce. It also results in higher cost of production due to lack of mechanization of the cultivation process.

In the short term, Increased Sea freight costs and reduced Government incentives could make the export business uncompetitive resulting in reduced exports of Fresh produce.

FOOD PROCESSING

The key challenges identified for the food processing sector in India are inconsistency in availability and quality of raw materials for the food processing business which is mainly due to the following:

- I. **Poor supply chain linkages:** India's agriculture market has a long and fragmented supply chain that results in high wastage and high costs, especially due to seasonality, perishability, and variability of produce.
- II. **Lack of adequate infrastructure:** Though the Government has initiated various measures for the development of infrastructure facilities for the food processing industry, it is still not sufficient to meet the growing needs of the sector.
- III. **Fresh Investments:** Despite various fiscal facilities provided by various authorities and creation of separate fund a few years ago, the sector has been facing a resource crunch. Though the foreign investment has picked up, it still doesn't match the requirements of the industry.

- ◆ **Lack of adequate skilled manpower:** Difficulties in travel after the Corona Virus have made it difficult to get skilled and experienced manpower for the processing sector.

◆ SEGMENT WISE PERFORMANCE

The Company has identified following segments as reportable segment

1. Fresh Fruits
2. Food Processing

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

◆ FUTURE OUTLOOK

In developing countries agriculture is the pillar of the economy. India is the largest producer of mangoes and banana and ranks among top ten countries in the world in the production of apple, papaya, citrus, grapes, Guava and pineapple. India enjoys a rich diversity of horticultural crops covering large groups of fruits and vegetables and almost 70 percent of its rural households still depend primarily on agriculture for their livelihood.

The future for India's fruit and vegetable business looks very bright as availability of fruits and vegetables increases, improvement in irrigation facilities, better warehousing and cold storage facilities would result in availability of better quality fruits, resulting in an increase of business.

Food processing industry is one of the largest industries in India and is likely to grow further in the near future. The food processing industry accounts for about 32 percent of the country's

total food market. As availability of raw materials, improvement in distribution facilities, appropriate fiscal policies and several fiscal initiatives taken by government will give a considerable push to the industry.

◆ **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.

◆ **RISK & CONCERNS:**

Risk Management is a critical exercise for all organizations, particularly with the agricultural sector which is uncontrollable as it depends on weather. However, the main aim of risk management is to identify and analyze the risks through a structured Risk-Benefit Analysis as and mitigate the risks wherever possible.

◆ **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

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

Key Financial Ratios:

The key financial ratios for Financials are as per the below table:

Particular	Changes	2019-20	2020-21
Sales Volume (Lacs)			
Domestic	%	1,356.00	1,099.60
Exports	%	13,943.00	13,207.29

S.N.	Particular	Changes	2019-20	2020-21
1	Total Revenue (Amount in lacs)	%	16,698.02	15,043.33
2	EBITDA (Amount in lacs)	%	1,241.78	1,905.35
3	PBT (Amount in lacs)	%	601.80	1300.94
4	PAT (Amount in lacs)	%	461.92	948.56
5	Net Worth (Amount in lacs)	%	7,168.45	7,876.12
6	ROE % (PAT / Equity Shares)	%	4.14%	8.68%
7	Working Capital Ratio (Current Assets / Current Liabilities)	Times	1.23	1.39
8	Fixed Assets Turnover Ratio (Net Sales / Average Fixed Assets)	Times	1.67	1.51
9	Debt Service Coverage Ratio (EBITDA / Total Debt Service)	Times	2.72	3.34
10	Inventory Turnover Ratio (COGS / Avg. Inventories)	Times	2.24	1.83
11	Debtors Turnover Ratio (Net Credit Sales / Average Accounts Receivable)	Times	8.35	4.37
12	Interest Coverage Ratio (EBITDA / Interest expenses)	Times	12.12	24.72

Reasons for significant changes:

The rampant spend of Covid-19 outbreak, across the borders and geographic, has severely impacted almost the whole world and triggered significant downside risks to the overall global economic outlook. Due to the complete lockdown announced by the Government from March

25, 2020 till May 2020, entire operation and export of the Company came to a halt. The lock down and restrictions imposed on various activities due to pandemic have posed challenges to all the businesses of your company. Further, at the beginning months of the calendar year 2021, second wave of Covid-19 picked up and as a result several states of India were re-adopted lockdown strategy to brake the chain of COVID pandemic as a result it again affected adversely during the year on the business hence as compared to 2020-21 significant differences of 105 % in PAT and 10% in Net worth of the Company.

Moreover, the ROE ratio increases from 4.14% to 8.68%.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES AND INDUSTRIAL RELATION FRONT:

The Company routinely undertakes employee development activities keeping in mind the professional requirement of the employee 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 the 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:

Statement in the management discussion and analysis describing the Company's objectives, projections, estimates, expectations and other 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.

Reference: Ministry of agricultural government of India, Agricultural and processed food products export development (APEDA), Media report, journals and press release: informatics journal, Business wire news journal, The Federation of Indian Chambers of Commerce and Industry (FICCI), National Horticulture Database.

ANNEXURE TO THE DIRECTOR'S REPORT
CORPORATE GOVERNANCE REPORT

The Security and exchange board of India (SEBI) has stipulated Corporate Governance standards for Listed Companies vide Regulation 17 to 27 and 46 of SEBI (Listing obligations and Disclosure Requirement) Regulations, 2015 with the stock exchange.

Corporate Governance is corporate discipline, extended, transparency, integrity and accountability toward all stakeholders. Corporate Governance help to achieve excellence to enhance stakeholders' value by focusing on long term value creation by timely disclosed the information's.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance envisages attainment of highest level of transparency, integrity, fairness and accountability in all faces of its functioning and its interactions with shareholders, employees, government, regulatory bodies and community at large. We believe that Corporate Governance is a journey for constantly improving sustainable value creation and through the Governance policy and mechanism in the Company and hence your Company gives equal importance for maintain and improve the quality of its products by carried out continues product development and stringent quality control norms as per international standard.

At Freshtrop Fruits, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation.

The Company has established systems, policies and actions which are fully compliant with the requirements stipulated by the Security and Exchange board of India from time to time under the SEBI (Listing Obligations and Disclosure Requirements) regulations 2015. Your company's systems and policies designed to further the objectives of Good Corporate Governance of the Company.

2. BOARD OF DIRECTORS:**a) Composition**

The board of directors of your company is a balanced Board, comprising Executive and Non-Executive Directors with half of the Board of the Company comprising Independent Directors. At the end of the year the Board consists of six directors comprising of one executive Chairman and Managing Director, one Executive Whole-Time Director, one Non-Executive and Non-Independent Director and three Non-Executive Independent Directors. The appointment of three non-executive Independent Directors is in conformity with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and none of the Director of the Company is on the Board of more than 7 listed companies as an Independent Director.

Further, the Independent Directors have affirmed that they satisfy the criteria laid down under section 149(6) of the Companies Act, 2013 (Act) and Regulation 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI (LODR), as amended from time to time.

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 and independent director consist of professionals drawn from diverse fields that bring wide range of skill and experience to the board.

b) Board Meeting

The board generally meets once in each quarter and the gap between any two board meetings was not more than 120 days. During the year under review board met four times on 25th June 2020, 31st July 2020, 11th November 2020 and 28th January 2021.

Agenda papers containing the necessary information/ documents are made available to the board to discharge its responsibility effectively and take effective decisions. The information as specified in Regulation 17(7) of the SEBI (LODR) Regulation 2015 is regularly made available

to the board. The Stock Exchanges were informed about the outcome of the Board Meeting as soon as the meeting concludes.

The meetings of the Board and its various Committees are held at the Registered Office of the Company at Ahmedabad.

Details of the composition of the Board, the Board meetings held during the year, attendance of Directors at Board meetings and other related matters are as under:

Name of Directors	Designation	Total no. of board meeting during the year	No. of Board Meeting attended	Attendance at the last AGM
Mr. Ashok V Motiani	Chairman and Managing Director	4	4	YES
Mrs. Nanita A Motiani	Whole Time Director	4	4	YES
Mr. Mayur J Shah	Non-Executive / Independent Director	4	4	YES
Mr. Dineshbhai S Oza	Non-Executive / Independent Director	4	4	YES
Mr. Anil Sharma	Non-Executive / Independent Director	4	4	YES
Mr. Ramchandra Joshi	Non-Executive / Non-Independent Director	4	4	YES

c) The Composition of the board of directors and Committee membership(s) in other Companies:

In terms of the provisions of Section 165 & 184 of the Act and Regulation 17A and 26 of the SEBI Listing Regulations, the Director provided necessary disclosures regarding the position held by them on the board and / or committees of other public and/ or private companies, for time to time.

The details of each director along with the number of Directorship / Committee membership and their shareholding in the Companies as on March 31, 2021 are provide herein below.

Sr.	Name	Category	No. of Directorships / Committee Memberships / Chairmanships (Including Freshtrop Fruits Limited)				
			Directorships under Section 165			Committees	
			Public Companies		Private Companies	Chairperson	Members
			Listed	Unlisted			
1	Mr. Ashok Motiani	Chairman and Managing Director	1	-	1	-	-
2	Mrs. Nanita Motiani	Whole Time Director	1	-	1	0	2
3	Mr. Mayur Shah	Non-Executive / Independent Director	1	-	-	1	1
4	Mr. Dineshbhai Oza	Non-Executive / Independent Director	1	-	-	1	2
5	Mr. Anil Sharma	Non-Executive / Independent Director	1	-	1	-	2
6	Mr. Ramchandra Joshi	Non-Executive / Non- Independent Director	1	-	-	-	-

Membership and Chairmanship in Audit Committee and Stakeholder Relationship Committee of all public limited companies, whether listed or not, including Freshtrop Fruits Limited.

Except Mr. Mayur Shah, no other Non-Executive Director or their relatives hold shares in the Company. Mr. Mayur Shah holds 5,625 shares of the Company as on March 31, 2021.

d) Skills / Expertise / Competencies of Directors

As per the amended regulations of SEBI (LODR) Regulations, 2015, the Board is required to review the core skills / expertise /competencies identified by the Board as required in the context of its business & sectors to function effectively. The Board of Directors have identified the below mentioned skills / expertise / competencies in the context of the business and the sector in which the Company is operating, for the Company to function effectively.

Name of the Director	Qualification	Expertise in Specific Functional Areas
Mr. Ashok Motiani	B. Tech (IIT Mumbai)	Fresh Fruit business including processing thereof, Finance, Strategy, Marketing, Corporate Governance and Legal matters.
Mrs. Nanita Motiani	Master of Science	Human Resources, General administration, Insurance, compliances
Mr. Dinesh Oza	BSC (Tech.), Food Technologist from Bombay University	Expertise in research and development of various food project identification, planning, project management and project implementation.
Mr. Anil Sharma	Food Technologist	He is a lifetime member of Association of food scientist and technologist, CFTRI, Mysore and executive member of all India Food Preserver association.
		He is having vast Experience with a fruit Juice concentrate manufacturing, dehydration, canning and bottling blending and aseptic packing of beverages.
Mr. Mayur Shah	Commerce Graduate	Expertise in the field of public relation, legal, capital markets and financing.
Mr. Ramchandra Joshi	Commerce Graduate, LLB	Vast Experience in public relation, legal and administration matters

e) Code of Conduct

In Compliance with Part-D under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Board has adopted the code of conduct for the Board of Directors and senior management personnel of the Company. This code of conduct is comprehensive code which is applicable to all Directors and senior management personnel. A copy of the same has been put on the Company's website www.freshdrop.com.

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 provision of the Companies Act 2013.

f) Separate meeting of Independent Director

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Regulation 25 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Independent Directors of the Company met once during a year, without the attendance of Non-Independent Directors and Members of the Management. The Independent Directors reviewed performance of Non-Independent Directors, Chairman of the Company and the performance of the Board as a whole. The Independent Directors also matter pertaining to the company affairs and put forth their views to lead independent director.

g) Disclosure regarding appointment / re-appointment

Mrs. Nanita Motiani, Director is retiring at the ensuring Annual General meeting and being

eligible, has offered herself for reappointment. Moreover, Mr. Ashok Muajani, who was appointed as Additional Director at the Board Meeting held on 29th June, 2021 and holds office upto the date of this AGM is also proposed to be appointed as an Independent Director for a period of five years w.e.f. 29th June, 2021

3. COMMITTEES OF THE BOARD

The board of director currently has following committees to look into statutory matters of the company:

1. Audit committee
2. Nomination and Remuneration committee
3. Stakeholder's Relationship Committee
4. Corporate social Responsibility Committee

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 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 actions. The Minutes of the Committees are placed before the Board for its review.

➤ AUDIT COMMITTEE:

The Audit Committee constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Audit Committee comprises of four members out of which three are Independent Directors and one is Executive Director. The Chairman of the Audit Committee is an Independent Director.

During the year under review, the audit committee met 4 times on 25.06.2020, 31.07.2020, 10.11.2020 and 28.01.2021. The intervening gap between two meetings didn't exceed 4 months.

The details of the members along with the attendance of the members of the committee at the meetings are as under:

Name	Category	No. Of Meeting Held	No. of Meeting attended
Mr. Dinesh Oza, Chairman	Independent Director	4	4
Mrs. Nanita Motiani	Whole-Time Director	4	4
Mr. Mayur Shah	Independent Director	4	4
Mr. Anil Sharma	Independent Director	4	4

The Chairman of the committee was present at the last Annual General Meeting held on 23rd September 2020 to respond shareholders queries.

Brief Description of terms of reference of the Audit Committee:

The terms of reference and role of the audit committee as decided by the Board of Directors are in accordance with provisions of Section 177 of the Companies Act, 2013 and SEBI Regulations as under:

- a) Oversight of the company's financial reporting process and the disclosure of its financial
- b) information to ensure that the financial statements are correct, sufficient and credible; Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
- e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) Discussion with internal auditors of any significant findings and follow up there on;
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r) To review the functioning of the Whistle Blower Mechanism (Vigil Mechanism);
- s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- u) A statement of all transactions with related parties, including their basis shall be placed before the Audit Committee for formal approval / ratification with explanations where there are interested transactions.
- v) Details of material individual transactions with related parties which are not in the normal course of business shall be placed before the audit committee.
- w) Details of material individual transactions with related parties or others, which are not an arm's length basis should be placed before the Audit Committee, together with Manager's justification for the same.

➤ **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee comprises of 3 members and all are Independent Directors. Accordingly, the Company has complied with the requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to composition of Nomination and Remuneration Committee.

During the year under review, the Nomination and Remuneration committee met 4 times on 25.06.2020, 31.07.2020, 10.11.2020 and 28.01.2021.

The details of the members along with the attendance of the members of the committee at the meetings are as under:

Name	Category	No. Of Meeting Held	No. of Meeting attended
Mr. Dinesh Oza, Chairman	Independent Director	4	4
Mr. Mayur Shah	Independent Director	4	4
Mr. Anil Sharma	Independent Director	4	4

The power role and terms of reference of committee covers the area as contempt 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:

- a) To formulate criteria for determining qualification, positive attributes & Independence of director and recommend boarding a policy relating to remuneration for the Directors, KMP and other employees.
- b) To formulate criteria for evaluation of performance of Independent Directors and Board;
- c) To devise a policy on diversity of Board of Directors;
- d) To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- e) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- f) To perform any other functions as may be assigned to Committee by the Board from time to time.

Performance evaluation

The Board has prepared performance evaluation policy for evaluating performance of Individual Directors including Chairman of the Company, Board as a whole and its Committees, thereof. The criteria of the Board evaluation include Board composition, talents, experience and knowledge, and discussions at the Board Meeting, frequency of the Board Meeting, feedback and suggestion given to the management, participation in the discussion etc. The performance of Non-Independent Directors and the Board as a whole, after taking views of the Executive and Non-Executive Directors were evaluated by the Independent Directors at its Meeting.

Director remuneration

Remuneration paid or payable to Chairman and Whole-time director the FY 2020-21 is as under:

Name	Remuneration (Including Perquisites)
Mr. Ashok Motiani	1,10,00,000
Mrs. Nanita Motiani	44,00,000

There was no other pecuniary relationship or transaction of Non - Executive Directors via a vis The Company.

Sitting Fees and Commission on net profit paid or payable to Non-Executive Directors for the Financial Year 2020-21 is as under:

Name	Sitting Fees
Mr. Mayur Shah	40,000
Mr. Dinesh Oza	40,000
Mr. Anil Sharma	40,000
Mr. Ramchandra Joshi	20,000

Details of shares of the company held by directors as on March 31, 2021 are as under:

Name	No. of Share held
Mr. Ashok Motiani	15,46,398
Mrs. Nanita Motiani	8,55,442
Mr. Mayur Shah	5,625
Mr. Dinesh Oza	NIL
Mr. Anil Sharma	NIL
Mr. Ramchandra Joshi	NIL

➤ **STAKEHOLDERS RELATIONSHIP COMMITTEE**

In terms of the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Stakeholders' Relationship Committee to look into the mechanism of redressal of grievances of shareholders and investors of the Company. The Stakeholders' Relationship Committee has four members comprising of three non-executive directors and one executive director.

During the year under review, the Stakeholders relationship committee met 4 times on 25.06.2020, 31.07.2020, 10.11.2020 and 28.01.2021. The intervening gap between two meetings didn't exceed 4 months.

The details of the members along with the attendance of the members of the committee at the meetings are as under:

Name	Category	No. of Meeting Held	No. of Meeting attended
Mr. Mayur Shah, Chairman	Independent Director	4	4
Mr. Dinesh Oza,	Independent Director	4	4
Mr. Anil Sharma	Independent Director	4	4
Mrs. Nanita Motiani	Whole time Director	4	4

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

- a) To look into the redressal of shareholders and investor complaints like transfer of shares,

non-receipts of annual report, non-receipts of declared dividend, revalidation of dividend warrant or refund order etc.

- b) To consider and resolve the grievance of security holders of the company.

Opening Balance	During the year		At the end
	Received	Resolved	
Nil	0	0	Nil

➤ **CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:**

Pursuant to Section 135 of the Companies Act, 2013, the Company has constituted Corporate Social Responsibility Committee, inter alia, to formulate Corporate Social Responsibility (CSR) Policy, to recommend the amount of expenditure to be incurred on social activities and to monitor the CSR Policy.

During the year under review, the committee met 4 times on 25.06.2020, 31.07.2020, 10.11.2020 and 28.01.2021. The intervening gap between two meetings didn't exceed 4 months.

The composition of the Committee as well as the particulars of attendance at the Committee meetings during the year and other related details is given in the table below:

Name	Category	No. of Meeting Held	No. of Meeting attended
Mrs. Nanita Motiani, Chairman	Whole time Director	4	4
Mr. Dinesh Oza,	Independent Director	4	4
Mr. Mayur Shah	Independent Director	4	4
Mr. Anil Sharma	Independent Director	4	4

Terms of reference

- To formulate and recommended to the board, a corporate social responsibility policy which shall indicate the activities to be undertaking by the company as specified in schedule VII of the companies act 2013 and the rules made their under.
- To recommend the amount of expenditure to be incurred on the CSR activates
- To monitor the implementation of framework of CSR Policy.
- To carry out any other function as mandated by the board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be applicable or as may be necessary or appropriate for performance of its duties.

CSR Policy

The policy on CSR is available at the website of the company at www.freshtrop.com under the investor segment.

4. GENERAL BODY MEETINGS

Annual general meeting

Details of the AGM held during last three years are as under

Financial Year	Date and time	Venue	No. of Special resolution passed
2017-18	28.09.2018 (10.00 A.M.)	Karnavati Club, S.G. Road, Ahmedabad - 380059	8
2018-19	26.09.2019 (10.00 A.M.)	Rajpath Club, S.G. Road, Ahmedabad - 380015	6
2019-20	23.09.2020 (12.30 P.M.)	Through Video Conferencing	1

No extra ordinary general meeting was held during the financial year 2020-21.

No special resolution was passed through postal ballot during the financial year 2020-21.

5. MEANS OF COMMUNICATION WITH SHAREHOLDERS

During the year, audited quarterly and audited annual financial results on standalone basis and un-audited quarterly and audited annual financial results of the Company were submitted to the stock exchanges soon after the Board meeting approved these and were published in leading newspapers viz The Business Standard in all edition of English language and Jansatta in Gujarati language. These were also promptly put on the Company's website www.freshtrop.com. The Company sends soft copies of Annual Report to those shareholders who's E-mail IDs are registered with the Depository Participants and / or with the Company's Registrars and Transfer Agents, unless opted by them to get the physical copy, to support the "Green Initiative in Corporate Governance", of the Ministry of Corporate Affairs.

6. GENERAL SHAREHOLDER INFORMATION
a) Company Registration and office details

1	CIN	L15400GJ1992PLC018365
2	Registered Office	A-603, Shapath IV, Opp. Karnavati Club, S.G. Road, Ahemdabad - 380015
3	Listing Stock Exchange	Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal street, Mumbai - 400001
4	Stock Code	BSE Script Code: 530077
5	Type of Security and No. of paid up shares	Equity Shares 1,09,22,752 equity shares of Rs. 10/- each fully paid
6	Registrar & Share transfer agent	BIGSHARE SERVICES PVT. LTD. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400059 Email: investor@bigshareonline.com Contact: 022 – 62638200 Website: www.bigshareonline.com

b) Date, time and venue of the 28th Annual general meeting:

Tuesday, 28th September 2021 4.00 PM

The Company is conducting meeting through Video Conference / Other Audio-Visual Means pursuant to the MCA Circular dated 5th May, 2020 and as such there is no requirement to have a venue for the AGM.

c) Book closure date

The register of Member and share transfer books of the company will be closed from Tuesday, September 21, 2021 to Tuesday, September 28, 2021, both days inclusive.

d) Financial year:

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

e) Tentative Financial Calendar for the year 2021-22.

Quarterly Result	Tentative Schedule
Quarter ending June 30, 2021	On or before August 14, 2021
Quarter ending September 30, 2021	On or before November 14, 2021
Quarter ending December 31, 2021	On or before February 14, 2022
Annual Financial Result of 2021-22	Within 60 days from March 31, 2022

f) Dividend

There is no dividend declared during the year.

g) **Confirmation of payment of Listing Fees:**

The annual listing fees for the year 2021-22, to the stock exchanges where the securities of the Company are listed, has been paid in prescribed time limit.

h) **Unclaimed dividends to be transferred to Investor Education and Protection Fund**

Sr.No.	Financial Year	Date of Declaration	Due for transfer on
1.	2013-14	10-09-2014	28-10-2021
2.	2014-15	18-09-2015	03-11-2022
3.	2015-16	21-09-2016	05-11-2023

Members who have not encashed their dividends warrants or those who have not received the dividend warrants so far, are requested to seek issuance for duplicate dividend warrant. Otherwise, all above said dividend to be transferred to investor education and protection fund on above said due dates.

i) **Market Price Data:**

The monthly high / low and the volume of the Company's shares trades at BSE Limited and the monthly high/low of the said exchange are as under:

Month	BSE Sensex		Bombay Stock Exchange	
	High	Low	High (Rs.)	Low (Rs.)
Apr – 2020	33,887.25	27,500.79	78.55	39.00
May – 2020	32,845.48	29,968.45	61.80	45.30
June – 2020	35,706.55	32,348.10	81.00	50.05
July – 2020	38,617.03	34,927.20	66.00	50.00
Aug – 2020	40,010.17	36,911.23	78.70	53.25
Sep – 2020	39,359.51	36,495.98	66.20	53.05
Oct – 2020	41,048.05	38,410.20	62.90	55.00
Nov – 2020	44,825.37	39,334.92	69.75	50.55
Dec – 2020	47,896.97	44,118.10	75.00	62.10
Jan – 2021	50,184.01	46,160.46	84.70	64.50
Feb – 2021	52,516.76	46,433.65	80.00	70.00
Mar - 2021	51,821.84	48,236.35	88.00	74.00

j) **Shareholding as on March 31, 2021**

No. of Shares	Shareholders		Shares	
	Nos.	% of Total	Nos.	% of Total
1-500	5,192	82.86	7,06,648	6.45
501-1000	479	7.64	3,79,289	3.48
1001-2000	271	4.32	4,08,930	3.74
2001-3000	95	1.52	2,40,669	2.20
3001-4000	37	0.59	1,31,575	1.20
4001-5000	40	0.64	1,92,018	1.77
5001-10000	77	1.23	5,44,538	4.99
10001 - Above	75	1.20	83,19,085	76.17
Total	6,266	100.00	1,09,22,752	100.00

k) Shareholding pattern as on March 31, 2021

Category	No. of Shareholders	Total No of Shares Held	% of Capital
Promoters	12	62,55,333	57.27
Public	6,017	35,85,612	32.83
Foreign Institution Investor	1	25	0.00
Foreign Portfolio Investor	3	2,20,873	2.02
IEPF	1	2,14,128	1.96
Non - Resident Individual	139	4,07,446	3.73
Bodies Corporate	60	2,09,232	1.92
Corporate body - NBFC	1	600	0.01
Clearing Member	32	29,503	0.27
Total	6,266	1,09,22,752	100.00

l) Detail of credit ratings obtained by the entity

As instructed by the bank the Company don't required credit rating hence the company has withdrawn previous credit rating obtain from Crisil and hence the Company has not obtain any credit rating during the year.

m) Dematerialization of Shares and Liquidity:

Trading in the Company's shares is permitted only in dematerialization form for all investors. The Company has established connectivity with CDSL and NSDL through the Registrar, M/s Bigshare Services Private Limited, Mumbai, whereby the investors have the option to dematerialize their shares with either of the depositories. As on 31st March 2021, 98.38% of the paid-up share capital has been dematerialized

n) Address for Correspondence:

Shareholders correspondence should be addressed to the company's registrar and share transfer agent at the address mention above.

Shareholder may also contact the compliance officer, Freshtrop Fruits Limited, A-603, Shapath-IV, Opp. Karnavati Club, S.G. Road, Ahmedabad - 380015.

Phone: 079-40307050-57 Email: secretarial@freshtrop.com

Shareholders holding shares in the electronic mode should address all their correspondence to their respective depository participates.

o) Plant locations:

Plant I : Gat No. 171, Village Jaulke, Mumbai Agra Road, Tal: Dindori, Dist. Nasik - 422207.

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

Plant IV : Gat No. 598/1, Village Janori, Tal: Dindori, Dist: Nasik - 422206.

7. OTHER DISCLOSURES
a) Disclosures on Materially Significant Related Party Transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length basis. There were no materially significant transactions with Related Parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required

by the Indian Accounting Standards (Ind AS) has been made in the notes of the Financial Statements.

The Company has no material significant transactions with its related parties that may have a potential conflict with the interest of the Company during the Financial Year 2020-21. The details of transaction between the Company and the related parties are given for information in the Notes to Accounts to the Balance Sheet as at 31st March, 2021.

b) **Compliance with mandatory and non-mandatory requirements:**

The Company has complied with the applicable mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted following non-mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c) **Subsidiary Companies**

The Company does not have any subsidiary.

d) **Whistle Blower Policy**

The company has adopted a whistle blower policy and has established the necessary vigil mechanism for the 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 <https://www.freshtrop.com/policies.php>. During the year under review there was no case of whistle blower.

e) **Details of total fees paid to statutory auditors**

During the financial year 2020-21, FP & Associates, the Statutory Auditors of the Company were paid fees for audit and providing other services as per below details:

Name of the Company	Fees Paid		Total
	For Statutory Audit	For Providing Other Services	
Freshtrop Fruits Limited	8,50,000	2,50,000	11,00,000

f) **Prevention of Sexual Harassment Policy**

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details of complaints related to sexual harassment are provided below:

Sr. No.	Particulars	No. of Complaints
1	Number of complaints filed during the financial year 2020-21	Nil
2	Number of complaints disposed of during the financial year 2020-21	Nil
3	Number of complaints pending as on end of the financial year 2020-21	Nil

DISCLOSURE:

- There was no transaction 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 Agreements with the stock exchange as well as regulations and guidelines of the SEBI. Further, no penalties strictures were imposed on the company by Stock Exchange or SEBI or any stator authority, on any matter related to capital market, 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 the Financial statements.
- f) A Certificate has been obtaining from M/s. Manoj Hurkat & Associate, Practicing Company Secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a director of Companies by the Security and Exchange Board of India/ Ministry of Corporate Affairs or by any other statutory Authority.
- g) There were no instances of rising of fund through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulation.
- h) In terms of the amendments made to the Listing Regulations, the Board of Directors confirms that during the year, it has accepted all recommendations received from its mandatory committees.

DECLARATION BY THE MANAGING DIRECTOR

I, Ashok Motiani, Chairman and Managing Director of the Freshtrop Fruits Limited, hereby declare that all members of the board of directors and the senior members 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(3) of SEBI (LODR) Regulations, 2015.

Date: June, 29 2021

Registered Office

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

By order of the Board
For Freshtrop Fruits Limited

Ashok Motiani

Chairman & Managing Director
(DIN: 00124470)

CERTIFICATION BY**MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER COMPLIANCE CERTIFICATE**

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

We have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of their 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 listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. To the best of their knowledge and belief, no transactions entered into by the listed entity during the years which are fraudulent, illegal or violative of the listed entity's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they 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 over financial reporting 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) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place : Ahmedabad
Date : 29.06.2021

Ashok Motiani
Managing Director

Sanjay Prajapati
Chief Financial Officer

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members
FRESHTROP FRUITS LIMITED
(CIN: L15400GJ1992PLC018365)
A-603, Shapath IV, Opp. Karnavati Club,
S G Highway, Ahmedabad – 380015

We have examined all relevant records of **FRESHTROP 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, 2021. 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 during the year ended 31st March, 2021.

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
Practicing Company Secretaries
FRN: P2011GJ025800

MANOJ R. HURKAT
Partner
FCS No.: 4287, COP No.: 2574
UDIN: F004287C000498341

Date : 29th June, 2021
Place : Ahmedabad

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) read with Clause 10(i) of Part C of Schedule V of The SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members
FRESHTROP FRUITS LIMITED
(CIN: L15400GJ1992PLC018365)
A-603, Shapath IV, Opp. Karnavati Club,
S G Highway, Ahmedabad – 380015

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **FRESHTROP FRUITS LIMITED** ("Company") produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for the financial year ended 31st March, 2021.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company; our responsibility is to express an opinion on the same based on our verification.

In our opinion and to the best of our information and according to the verifications as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that for the financial year ended on 31st March, 2021, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or such other statutory Authority.

For MANOJ HURKAT & ASSOCIATES
Practicing Company Secretaries
FRN: P2011GJ025800

MANOJ R. HURKAT
Partner

Date : 29th June, 2021
Place : Ahmedabad

FCS No.: 4287, COP No.: 2574
UDIN: F004287C000498330

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
FRESHTROP FRUITS LIMITED**

Report on the Audit of the Standalone Financial Statements**Opinion**

We have audited the accompanying standalone financial statements of **Freshtrop Fruits Limited** ("the Company") which comprise the Balance Sheet as at March 31st, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit and total comprehensive income, changes in equity and its cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit of Standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matter to be communicated in our report.

Sr. No.	Key audit matters	How our audit addressed the key audit matter
1.	Revenue recognition (Refer notes 2.13 and 24 to the Standalone Financial Statements) Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion in so far as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the year.	Our audit procedures with regard to Revenue recognition included testing controls, automated and manual, around dispatches / deliveries, inventory reconciliations and circularization of receivable balances, substantive testing for cut-offs and analytical review procedures.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report,

and Corporate Governance Report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

Management's Responsibility for the Standalone Financial Statements

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

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

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the "Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, and the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Ind As specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 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 matter to be included in the Auditors' Report under Section 197(16) of the Act:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act.
- h. 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:
- The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements -Refer Note 39 to the financial statements.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education & Protection Fund by the Company.

Sr. No	Name of Statuete	Year in which Dividend is declared	Amount in (Rs.)	Due date of Deposit for Amount of Dividend in IEPF A/c	Date of Deposit in IEPF Ac
1.	Investor Education and Protection Fund	2012-13	3,60,735	02-11-2020	05-11-2020

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

Place : Ahmedabad
Date : June 29, 2021
UDIN : 21133589AAAADC8581

F. S. SHAH
Partner
Membership No.: 133589

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, Duty of Customs, 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, Duty of Customs, Goods and Service tax, Cess and any other material statutory dues were in arrears as at 31st March, 2021 for a period of more than six months from the date they became payable.
- 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 Rs)	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	17,14,460	A.Y.2014-15	Commissioner of Income tax Ahmedabad

According to the information and explanations given to us, there are no dues of Sales tax, Excise Duty, Custom Duty, Value Added Tax, Goods and Service 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) and term loans taken by the Company have been applied for the purposes for which they were obtained.
- 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 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

Place : Ahmedabad
Date : June 29, 2021
UDIN : 21133589AAAADC8581

F. S. SHAH
Partner
Membership No.: 133589

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 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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 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 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 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 2021, 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

Place : Ahmedabad
Date : June 29, 2021
UDIN : 21133589AAAADC8581

F. S. SHAH
Partner
Membership No.: 133589

Freshrop
BALANCE SHEET AS AT 31st MARCH, 2021

FRESHTROP FRUITS LIMITED

(INR in Lakhs)

Particulars	Notes	As at 31 st March, 2021	As at 31 st March, 2020
ASSETS			
Non-Current Assets			
Property, plant and equipment	4	5,203.54	5,491.92
Capital work in progress	4	-	53.07
Intangible assets	5	16.34	24.37
Right-of-Use of Assets	6	-	1.79
Financial assets			
(i) Investment*	7	360.61	500.00
(ii) Other financial asset	9	40.49	78.87
Other non-current assets	10	58.79	43.52
Income Tax Assets (Net)	11	1.17	82.46
Total Non-Current Assets		5,680.94	6,276.00
Current Assets			
Inventories	12	4,603.28	4,869.37
Financial Assets			
(i) Investments	7	408.73	-
(ii) Trade receivables	13	3,274.53	3,273.18
(iii) Cash and cash equivalents	14	325.53	243.55
(iv) Other Bank Balances	15	291.30	23.84
(v) Loans	8	5.90	5.83
(vi) Other Financial asset	9	72.75	-
Other current assets	10	804.94	1,505.15
Total Current Assets		9,786.97	9,920.92
Total Assets		15,467.91	16,196.92
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	1,092.28	1,114.50
Other Equity	17	6,742.80	6,053.95
Total Equity		7,835.08	7,168.45
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings	18	154.92	622.96
(ii) Other financial liabilities	19	19.94	-
Deferred tax liabilities (Net)	38	435.08	331.54
Provisions	23	5.78	-
Total Non-Current Liabilities		615.73	954.50
Current Liabilities			
Financial Liabilities			
(i) Borrowings	18	2,475.50	2,178.03
(ii) Lease Liability	20	-	1.87
(iii) Trade Payable	21	-	0.28
Due to Micro and Small Enterprises		-	4,673.90
Due to Others		3,318.32	927.35
(iv) Other financial liabilities	19	1,072.52	280.47
Other current liabilities	22	137.70	12.06
Provisions	23	13.06	-
Total Current Liabilities		7,017.11	8,073.97
Total Liabilities		7,632.83	9,028.47
Total Equity and Liabilities		15,467.91	16,196.92
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 and on behalf of the Board of Directors

For, F P & Associates
Chartered Accountants
FRN: 143262W

(Ashok Motiani)
Managing Director
DIN 00124470

(Nanita Motiani)
Executive Director
DIN 00787809

(F. S. Shah)
Partner
M.No. 133589
Place : Ahmedabad
Date : June 29, 2021

(Sanjay Prajapati)
Chief Financial officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st MARCH, 2021

(INR in Lakhs)

Particulars	Notes	Year Ended 31.03.2021	Year Ended 31.03.2020
Revenue from Operations			
Revenue from Operations	24	14,653.98	16,516.24
Other Income	25	389.35	181.79
Total Income (A)		15,043.33	16,698.02
Expenses			
Cost of materials consumed	26	8,671.06	10,918.29
Changes in inventories of finished goods	27	216.92	(20.40)
Employee Benefit Expenses	28	1,381.86	1,663.62
Finance costs	29	99.18	120.30
Depreciation and amortisation expenses	30	527.33	537.55
Other Expenses	31	2,846.02	2,876.86
Total Expenses (B)		13,742.38	16,096.22
Profit Before Tax (A-B)		1,300.95	601.80
Tax Expenses	32		
Current Tax		329.45	223.54
Adjustments for the current tax of prior periods		-	(9.59)
Deferred Tax		22.94	(74.07)
		352.39	139.88
Profit After Tax for the Period		948.56	461.92
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		2.23	16.60
Income tax relating to these items		(0.62)	(4.83)
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		(63.67)	59.76
Income tax relating to these items		15.83	(12.36)
Other Comprehensive Income for the Period, net of tax		(46.22)	59.16
Total Comprehensive Income for the Period		902.34	521.08
Earning per Equity Share (EPS) for Profit for the Period (Face Value of Rs 10)			
Basic (Rs.)	41	8.52	3.89
Diluted (Rs.)	41	8.52	3.89
Significant Accounting Policies	2 & 3		
The accompanying notes are integral part of the Financial Statements.			

As per our report of even date attached

For and on behalf of the Board of Directors

For, F P & Associates

Chartered Accountants

FRN: 143262W

(Ashok Motiani)

Managing Director

DIN 00124470

(Nanita Motiani)

Executive Director

DIN 00787809

(F. S. Shah)

Partner

M.No. 133589

Place : Ahmedabad

Date : June 29, 2021

(Sanjay Prajapati)

Chief Financial officer

STATEMENT OF CASH FLOW FOR THE YEAR ENDED ON 31st MARCH, 2021
(INR in Lakhs)

Particulars	For the Period ended 31.03.2021	For the Period ended 31.03.2020
Cash Flow from Operating Activities		
Profit before Taxes	1,300.95	601.80
Adjustments for:		
Depreciation and Amortisation	527.33	537.55
(Profit)/Loss on sale of Investments	(83.61)	(12.61)
(Profit)/Loss on sale of Assets	6.65	3.57
Unrealised Foreign Exchange Loss / (Gain)	(59.59)	(140.01)
Bad Debts/ Advances written off	2.49	-
Finance Cost	99.18	120.30
Interest/Dividend/Rent received	(3.43)	(18.73)
Operating Profit before Working Capital Changes	1,789.96	1,091.87
Changes in Current Assets and Current Liabilities		
(Increase) / Decrease in Trade Receivables	16.53	845.85
(Increase) / Decrease in Inventories	266.08	16.61
(Increase) / Decrease in financial assets	(300.11)	52.22
(Increase) / Decrease in Other assets	666.41	(410.65)
Increase / (Decrease) in Trade and other Payable	(1,353.69)	507.47
Increase / (Decrease) in provisions	9.01	3.61
Cash generated from Operations	1,094.20	2,106.99
Income Taxes paid	135.77	158.72
Net Cash Flow from Operating Activities (A)	958.43	1,948.27
Cash Flow from Investing Activities		
Purchase of PPE including Capital Work In Progress and capital advances	(179.55)	(524.62)
Sale proceed of Fixed Assets	15.38	26.80
Interest/Dividend/Rent received	3.43	18.73
Sale proceed of Current Investment	1,433.57	2,661.70
Purchase of Current Investments	(1,611.52)	(2,151.52)
Net Cash Flow from/ (used in) Investing Activities (B)	(338.70)	31.09
Cash Flow from Financing Activities		
Increase / (Decrease) in Non Current Borrowings	(468.04)	(397.07)
Increase / (Decrease) in Current Borrowings	297.47	(225.83)
Finance Cost	(99.18)	(120.30)
Expenses relating to buy-back of equity shares	(172.13)	(1,269.41)
Buyback of Equity Share Capital	(22.22)	(100.00)
Bank deposit in escrow account	(70.00)	-
Net Cash Flow from Financing Activities (C)	(464.10)	(2,112.61)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+ B+ C)	85.63	(133.26)
Cash and Cash Equivalents at the beginning of the period	243.55	392.65
Unrealised Gain/(Loss) on foreign currency Cash and Cash Equivalents	(3.64)	(15.86)
Cash and Cash Equivalents at the end of the period	325.53	243.55

STATEMENT OF CASH FLOW FOR THE YEAR ENDED ON 31st MARCH, 2021**Notes to Statement of Cash Flow**

(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-** (INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Cash and Cheques on Hand	4.09	2.03
Balances with Scheduled Banks		
in Current Accounts	50.66	193.86
in Exchange Foreign Currency Account	270.78	47.65
Cash and Cash Equivalent in Cash Flow Statement	325.53	243.55

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 : June 29, 2021

For and on behalf of the Board of Directors

(Ashok Motiani)
Managing Director
DIN 00124470

(Nanita Motiani)
Executive Director
DIN 00787809

(Sanjay Prajapati)
Chief Financial officer

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED ON 31st MARCH 2021

(INR in Lakhs)

A. EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2021	As at 31st March, 2020
Balance at the beginning of the Reporting period	1,114.50	1,214.50
Changes in Equity Share Capital during the year	(22.22)	(100.00)
Balance at the end of the Reporting period	1,092.28	1,114.50

B. OTHER EQUITY

Particulars	Reserves & Surplus					Other reserves	Total Other Equity
	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	General reserve	Retained Earnings	Cash flow hedging reserve	
Balance as at April 1, 2019 (A)	89.50	-	188.00	12.88	6,227.63	(3.84)	6,514.17
Addition during the year:							
Profit for the period	-	-	-	-	461.92	-	461.92
Taxes of Earlier Years	-	-	-	-	288.10	-	288.10
Items of OCI for the year, net of tax:							
Remeasurement benefit of defined benefit plans	-	-	-	-	11.76	-	11.76
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	-	47.40	47.40
Total Comprehensive Income for the year 2019-20(B)	-	-	-	-	761.79	47.40	809.19
Reductions during the year:							
Buy Back of Equity Shares (Refer notes 16d)	-	100	(188.00)	-	(912.00)	-	(1,000.00)
Buy Back Related Expenses	-	-	-	-	(269.41)	-	(269.41)
Total (C)	-	100.00	(188.00)	-	(1,181.41)	-	(1,269.41)
Balance as at 31st March, 2020 (D)=(A+B+C)	89.50	100.00	-	12.88	5,808.01	43.56	6,053.95
Addition during the year:							
Profit for the period	-	-	-	-	948.56	-	948.56

B. OTHER EQUITY (CONTD.....)

Particulars	Reserves & Surplus					Other reserves	Total Other Equity
	Capital Reserve	Capital Redemption Reserve	Securities Premium Reserve	General reserve	Retained Earnings	Cash flow hedging reserve	
Items of OCI for the year, net of tax:							
Remeasurement benefit of defined benefit plans	-	-	-	-	1.61	-	1.61
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	-	(47.83)	(47.83)
Total Comprehensive Income for the year 2020-21 (E)	-	-	-	-	950.17	(47.83)	902.34
Reductions during the year:							
Buy Back Related Expenses	-	-	-	-	(66.65)	-	(66.65)
Buy Back of Equity Shares (Refer notes 16d)	-	22.22	-	(12.88)	(156.18)	-	(146.83)
Total (F)	-	22.22	-	(12.88)	(222.83)	-	(213.48)
Balance as at 31st March, 2021 (G)=(D+E+F)	89.50	122.22	-	-	6,535.35	(4.27)	6,742.80

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 : June 29, 2021

For and on behalf of the Board of Directors

(Ashok Motiani)

Managing Director

DIN 00124470

(Nanita Motiani)

Executive Director

DIN 00787809

(Sanjay Prajapati)

Chief Financial officer

Notes to the Financial Statement for the year ended 31st March, 2021
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 also produces 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.

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 and Defined benefit planned assets measured at fair value 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 judgments

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.

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.

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 Lease

Assets taken on lease:

At inception of a contract, the Company assesses whether a contract is or contains a lease. A contract is, or contains, a lease if a contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract conveys the right to use an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the identified asset.

At the date of commencement of a lease, the Company recognises a right-of-use asset ("ROU assets") and a corresponding lease liability for all leases, except for leases with a term of twelve months or less (short-term leases) and low value leases. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. Lease payments to be made under such reasonably certain extension options are included in the measurement of ROU assets and lease liabilities.

Lease liability is measured by discounting the lease payments using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease payments are allocated between principal and finance cost. The finance cost is charged to statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives and restoration costs.

They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. ROU assets are depreciated on a straight-line basis over the asset's useful life or the lease whichever is shorter.

Impairment of ROU assets is in accordance with the Company's accounting policy for impairment of tangible and intangible assets.

Short-term leases and leases of low-value assets:

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

2.7 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:

- a. Financial assets measured at amortized cost;
- b. Financial assets measured at fair value through other comprehensive income (FVTOCI);
- c. 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:

- a. The Company's business model for managing the financial assets;
- b. 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:

- a. The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows;
- b. 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:

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

2.8 Derivative financial instruments and Hedge Accounting

The company's activities expose 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

2.9 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.

2.10 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.

2.11 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.

2.12 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.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.13 Revenue Recognition

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

Sale of products:

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

Revenue from services:

Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered as per contractually agreed terms.

Interest and dividends:

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

Other Operating Revenue -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.

2.14 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.

2.15 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.

2.16 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.

2.17 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.

2.18 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 37 for segment related information.

2.19 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.

2.20 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.

2.21 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.

3. 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 32).

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 35, '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.

Notes to the Financial Statement for the year ended 31st March, 2021

4. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as at 31st March 2021

Particulars	Gross Carrying Amount			Accumulated Depreciation		Net Carrying Amt.	
	Balance As at 1st April, 2020	Additions/ Adjustments during the year	Deduction during the Year	Balance As at 1st April, 2020	Depreciation during the Year	Balance As at 31st March, 2021	Balance As at 31st March, 2020
Land and land development	525.48	-	-	-	-	525.48	525.48
Factory building	2,246.15	60.24	-	841.70	91.85	1,372.84	1,404.46
Machinery	5,981.21	130.91	8.67	2,691.03	369.90	3,043.64	3,290.17
Office equipments	67.98	2.08	0.90	48.11	6.26	15.25	19.87
Vehicles	241.90	41.54	35.23	89.46	25.28	155.30	152.44
Furniture and fixtures	121.49	13.86	-	67.88	7.38	60.09	53.62
Computer equipment	114.34	2.52	2.69	88.64	12.96	14.63	25.71
Office electrification	3.26	-	-	3.09	0.00	0.16	0.17
Pollution control equipment	53.14	-	-	33.13	3.88	16.13	20.01
Total Property, Plant and Equipment	9,354.96	251.15	47.49	3,863.03	517.51	5,203.54	5,491.92
Capital Work In Progress	-	-	-	-	-	-	53.07

(INR in Lakhs)

Property, plant and equipment as at 31st March 2020

Particulars	Gross Carrying Amount			Accumulated Depreciation		Net Carrying Amt.	
	Balance As at 1st April, 2019	Additions/ Adjustments during the year	Deduction during the Year	Balance As at 1st April, 2019	Depreciation during the Year	Balance As at 31st March, 2020	Balance As at 31st March, 2019
Land and land development	190.57	334.92	-	-	-	525.48	190.57
Factory building	2,246.15	-	-	748.87	92.83	1,497.28	1,497.28
Machinery	5,934.18	57.67	10.65	2,325.41	372.37	3,290.17	3,608.77
Office equipments	64.20	3.78	-	41.50	6.61	19.87	22.70
Vehicles	266.61	71.67	96.38	130.27	29.09	152.44	136.33
Furniture and fixtures	121.49	-	-	60.68	7.19	53.62	60.81
Computer equipment	113.55	0.80	-	73.91	14.73	25.71	39.64
Office electrification	3.26	-	-	3.08	0.02	0.17	0.18
Pollution control equipment	53.14	-	-	29.26	3.87	20.01	23.87
Total Property, Plant and Equipment	8,993.15	468.83	107.02	3,412.99	526.70	5,491.92	5,580.16
Capital Work In Progress	-	-	-	-	-	53.07	15.81

(INR in Lakhs)

Notes to the Financial Statement for the year ended 31st March, 2021

5. INTANGIBLE ASSETS

Property, plant and equipment as at 31st March 2021

(INR in Lakhs)

Particulars	Gross Carrying Amount			Accumulated Depreciation		Net Carrying Amt.	
	Balance As at 1st April, 2020	Additions/ Adjustments during the year	Deduction during the Year	Balance As at 1st April, 2020	Deduction during the Year	Balance As at 31st March, 2021	Balance As at 31st March, 2020
Website	2.38	-	-	2.38	-	-	-
Computer Software	39.70	-	-	16.44	7.59	15.68	23.26
Trademark	1.95	-	-	0.84	0.44	0.67	1.11
Total Intangible Assets	44.03	-	-	19.66	8.03	16.34	24.37

Intangible Assets as at 31st March 2020

(INR in Lakhs)

Particulars	Gross Carrying Amount			Accumulated Depreciation		Net Carrying Amt.	
	Balance As at 1st April, 2019	Additions/ Adjustments during the year	Deduction during the Year	Balance As at 1st April, 2019	Deduction during the Year	Balance As at 31st March, 2020	Balance As at 31st March, 2019
Website	2.38	-	-	2.26	0.12	-	0.12
Computer Software	39.70	-	-	8.83	7.61	23.26	30.87
Trademark	1.95	-	-	0.40	0.44	1.11	1.54
Total Intangible Assets	44.03	-	-	11.50	8.16	24.37	32.53

Notes to the Financial Statement for the year ended 31st March, 2021
6 RIGHT OF USE ASSETS

Particulars	As at 31st March, 2021	As at 31st March, 2020
RIGHT OF USE ASSETS	Building	Building
COST		
At 1st April 2020	4.48	Nil
Recognition on transition to Ind AS 116 (Refer Note 42)	-	4.48
At 31st March 2021	4.48	4.48
ACCUMULATED DEPRECIATION		
At 1st April 2020	2.69	Nil
Depreciation Expense	1.79	2.69
At 31st March 2020	4.48	2.69
Net carrying value as at 31 March 2021	-	1.79

Notes to the Financial Statement for the year ended 31st March, 2021

7 INVESTMENT*

(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Non-Current		
Investments in unquoted equity shares of Cooperative Society measured at fair value through profit and loss (FVTPL)		
Shree Laxminarayan Co-operative Society limited.** [5 Nos.(P.Y. 5)] of Rs.50 each	0.00	0.00
Non-Convertible Debentures		
Investment in instruments carried at fair value through profit and loss (FVTPL)		
Kotak Mahindra Investment Ltd-Secured Redeemable- 50 Units (P.Y Nil) of Rs.10,00,000 each	0.00	500.00
Embassy Office Parks Reit-Secured Redeemable- 9 Units (P.Y Nil) of Rs. 11,62,326.11 each	99.90	-
IIFLWF Principal protected -Secured Redeemable- 217 Units (P.Y Nil) of Rs. 1,15,212.12 each	260.71	0.00
Total Non-Current Investments	360.61	500.00
Aggregate value of unquoted investments- at Cost	354.62	500.00
Aggregate carrying value of unquoted investments	360.61	500.00
Aggregate amount of impairment in value of investments	-	-
Current		
(A) Quoted Units		
Investments in Units at fair value through profit & Loss Account (FVTPL)		
Units of Mindspace Business Park REIT- 2400 Units (P.Y - NIL) of Rs.275 each.	7.08	-
Total Quoted Units (A)	7.08	-
(B) Unquoted Alternative Investment Fund		
Investment in Alternative Investment Fund carried at fair value through profit and loss (FVTPL)**		
Alpha Alternatives Multy Abs Return Scheme - 29998.500 Units (P.Y -NIL) of Rs 1000 each	301.30	-
Northern Arc Investment Managers Private Limited- 99,995 Units (P.Y -NIL) of Rs 100 each.	100.36	-
Total Unquoted Alternative Investment Funds (B)	401.66	-
Total Current Investments (A+B)	408.73	-
Aggregate amount of quoted investments-At Cost	6.60	-
Aggregate amount of quoted investments-At Market Value	7.08	-
Aggregate carrying value of unquoted Alternative Investment Fund	401.66	999.35
Aggregate amount of impairment in value of investments	-	-

* Refer note 33 - 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.

Notes to the Financial Statement for the year ended 31st March, 2021
8 LOANS*

(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
<u>Current</u>		
Other loan and advances		
Secured, considered good	-	-
Unsecured, considered good	5.90	5.83
Total Loans	5.90	5.83

* Refer note 33 - Financial instruments, fair values and risk measurement

9 OTHER FINANCIAL ASSETS*

(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
<u>Non-Current</u>		
Security and other deposits (unsecured, considered good)	40.49	46.55
Derivatives - #	-	32.32
Total Non-Current Other Financial Assets	40.49	78.87
<u>Current</u>		
Derivatives - foreign exchange forward contracts #	72.75	-
Total Current Other Financial Assets	72.75	-

* Refer note 33 - 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 - 33 Financial instruments, fair values and risk measurement for details.

Notes to the Financial Statement for the year ended 31st March, 2021

10 OTHER CURRENT ASSETS

(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Non-Current		
Capital advances	-	18.52
Balances with Government Authorities *	25.00	25.00
Equity share Buyback Account **	33.79	-
Total Non-Current Assets	58.79	43.52
Current		
Advance to supplier of goods and expense	6.67	261.00
Prepaid Expenses	43.98	45.85
Export incentive receivable	217.08	346.41
Transport and Marketing Assistance Receivable	223.09	316.27
Other receivable	36.95	9.30
Balances with Government Authorities*	277.18	526.31
Total Current Non-Financial Assets	804.94	1,505.15

* Balance government authorities include balances with GST, VAT Department etc.

** The amount represents the payment made for buy back of 44,435 equity shares, which is not extinguished before 31st March 2021. Therefore the effect of the same is not adjusted against Equity Share Capital and Reserves during the year, but will be adjusted on extinguishment of the said shares in the next year.

11 INCOME TAX ASSETS (NET)

(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Advance payment of tax (Net of provision and Tax deducted at source)	1.17	82.46
Total Income Tax Assets (Net)	1.17	82.46

12 INVENTORIES

(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Raw Materials	15.61	11.48
Finished Goods	399.40	729.89
Finished Goods in transit	3,649.00	3,535.43
Packing Materials	514.49	568.85
Consumables	21.73	19.10
Coal, Spares etc.	3.06	4.62
Total Inventories	4,603.28	4,869.37

Notes to the Financial Statement for the year ended 31st March, 2021
13 TRADE RECEIVABLES*
(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
<u>Current</u>		
Secured, considered good	-	-
Unsecured, considered good	3,274.53	3,273.18
Unsecured, considered doubtful	-	-
	3,274.53	3,273.18
Less: Allowances for unsecured doubtful debts	-	-
Total Trade Receivables	3,274.53	3,273.18

* Refer note 33 - Financial instruments, fair values and risk measurement.

14 CASH AND CASH EQUIVALENTS*
(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
<u>Cash and Cash Equivalents</u>		
Balances with banks		
In current accounts	321.44	241.52
Cash on hand	4.09	2.03
Total Cash and Cash Equivalents	325.53	243.55

15 OTHER BANK BALANCES*
(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Margin money deposit with bank with maturity of more than 3 months but less than 12 months#	210.13	9.06
Unclaimed dividend	11.17	14.78
Balance in Escrow account for buyback of Shares	70.00	-
Total Bank Balance other than Cash and Cash Equivalents	291.30	23.84

* Refer note 33 - Financial instruments, fair values and risk measurement.

Held as lien by bank against bank guarantees.

16 EQUITY SHARE CAPITAL
(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
AUTHORISED SHARE CAPITAL		
1,50,00,000 Equity shares of Rs. 10/- each	1,500.00	1,500.00
	1,500.00	1,500.00
ISSUED, SUBSCRIBED AND PAID UP CAPITAL		
1,09,22,752 Equity shares of Rs. 10/- each fully paid up (As at 31st March 2020: 1,11,45,000 of Rs.10/- each)	1,092.28	1,114.50
	1,092.28	1,114.50

Notes to the Financial Statement for the year ended 31st March, 2021**16 EQUITY SHARE CAPITAL (Contd.....)**

(INR in Lakhs)

a) Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	No. of shares	Amount in Rs.	No. of shares	Amount in Rs.
At the beginning of the year	111.45	1,114.50	121.45	1,214.50
Less: Buy Back of Equity shares during the year (Refer Note 16(d) Below)	(2.22)	(22.22)	(10.00)	(100.00)
At the end of the year	109.23	1,092.28	111.45	1,114.50

b) Rights, preferences and restrictions attached to equity shares (excepted forfeited shares)

The Company has only one class of equity shares having a par value of Rs. 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.

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

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	No. of shares	% of holding	No. of shares	% of holding
Number of Equity Shares				
Freshcap Foodstuff LLP	21.02	19.24%	21.02	18.86%
Ashok Vishindas Motiani	15.46	14.16%	15.46	13.88%
Nanita Ashok Motiani	8.55	7.83%	8.55	7.68%
Dipti Ashok Motiani	7.32	6.70%	7.32	6.57%
Priyanka Tandon	5.80	5.31%	5.80	5.21%

d) Buy-back of equity shares

The Board of Directors of the Company, at its meeting held on January 28, 2021, have approved Buy-back of fully paid up Equity Shares of face value of Rs.10 each for an aggregate amount not exceeding Rs. 675 Lakhs (Rupees Six Hundred Seventy Five Lakhs only) at a price not exceeding RS. 90/- (Rupees Ninety only) per Equity Shares from the shareholders of the Company via the "open market" route through the stock exchanges under the SEBI Buy-back Regulations 2018 and the Companies Act 2013 (as amended from time to time).

The Company has published the Public Announcement on January 29, 2021 for the Buy-back offer. As for the year ended March 31, 2021 the Company has purchased from open market through Stock Exchanges 2,66,683 Equity Shares out of which 2,22,248 Equity shares (bought back during February 12, 2021 to March 22, 2021) and 44,435 Equity Shares (bought back during March 23, 2021 to March 30, 2021) which were extinguished on April 06, 2021 respectively. The total amount of Rs. 33.79 lakhs spent for the Buy-back of Equity shares have not been adjusted against Equity Share Capital & Reserves during the year pending extinguishment of Shares. The transaction cost of Rs. 66.65 lakhs incurred during the year for buy back of equity shares have been adjusted from Retained Earnings.

Notes to the Financial Statement for the year ended 31st March, 2021
17 OTHER EQUITY
(INR in Lakhs)

Particulars	Reserves & Surplus					Other reserves	Total Other
	Capital Reseve	Capital Redemption Reserve	Securities Premium Reserve	General reserve	Retained Earnings	Cash flow hedging reserve	Equity
Balance as at April 1, 2019 (A)	89.50	-	188.00	12.88	6,227.63	(3.84)	6,514.17
Addition during the year:							
Profit for the period	-	-	-	-	461.92	-	461.92
Taxes of Earlier Years					288.10		288.10
Items of OCI for the year, net of tax:							
Remeasurement benefit of defined benefit plans	-	-	-	-	11.76	-	11.76
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	-	47.40	47.40
Total Comprehensive Income for the year 2019-20(B)	-	-	-	-	761.79	47.40	809.19
Reductions during the year:							
Buy back of Equity Shares (Refer Note 16d)	-	100.00	(188.00)	-	(912.00)	-	(1,000.00)
Buy Back Related Expenses	-	-	-	-	(269.41)	-	(269.41)
Total (C)	-	100.00	(188.00)	-	(1,181.41)	-	(1,269.41)
Balance as at 31st March, 2020 (D)=(A+B+C)	89.50	100.00	-	12.88	5,808.01	43.56	6,053.95
Addition during the year:							
Profit for the period	-	-	-	-	948.56	-	948.56
Items of OCI for the year, net of tax:							
Remeasurement benefit of defined benefit plans	-	-	-	-	1.61	-	1.61
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	-	(47.83)	(47.83)
Total Comprehensive Income for the year 2020-21 (E)	-	-	-	-	950.17	(47.83)	902.34
Reductions during the year:							
Buy back of Equity Shares (Refer Note 16d)		22.22		(12.88)	(156.18)		(146.83)
Buy Back Related Expenses (Refer Note 16(d))					(66.65)		(66.65)
Total (F)	-	22.22	-	(12.88)	(222.83)	-	(213.48)
Balance as at 31st March, 2021 (G)=(D+E+F)	89.50	122.22	-	-	6,535.35	(4.27)	6,742.80

Notes to the Financial Statement for the year ended 31st March, 2021

17 OTHER EQUITY (contd.....)

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.

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.

Capital Redemption Reserve- Capital redemption reserve is a reserve created on buy-back of equity shares in accordance with section 69 of the Companies Act, 2013. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

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.

18 BORROWINGS*

(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
<u>Non-Current</u>		
Secured		
Term loan from banks	154.92	622.96
Total Non-Current Borrowings	154.92	622.96
Current maturities of long term borrowings (Refer note no.19)	465.92	490.99
<u>Current</u>		
Secured		
Working capital loan from banks	2,475.50	1,975.47
Unsecured		
From directors	-	202.57
Total Current Borrowings	2,475.50	2,178.03

* Refer note 33 - Financial instruments, fair values and risk measurement.

Notes:

- a. Foreign Currency Term loan of Rs 620.84 lakhs (31st March 2020 Rs 1113.95 lakhs) 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 (Maharastra).
 - (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(Maharastra).
 - (iii) Personal guarantee of Mr. Ashok Motiani.
 - (iv) Demand promissory note and letter of continuity for Rs. 200 Million.
 - (v) Last installment in September, 2022.

Rate of interest is 3.95% p.a.

- b. 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 Statement for the year ended 31st March, 2021
19 OTHER FINANCIAL LIABILITIES*
(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
<u>Non-Current</u>		
Derivatives (Refer note (i) below)	19.94	-
Total Non Current Other Financial Liabilities	19.94	-
<u>Current</u>		
Current maturities of non-current borrowings	465.92	490.99
Creditors for capital goods	9.99	17.20
Provision for expense	456.06	157.89
Other current liabilities **	129.37	107.44
Unclaimed dividend***	11.17	14.78
Derivatives (Refer note (i) below) *	-	139.05
Total Current Other Financial Liabilities	1,072.52	927.35

* Refer note 33 - Financial instruments, fair values and risk measurement.

** Other current liabilities include expenses payable of Rs 18.00 lakhs (31st March 2020 - Rs 19.95 Lakhs) to related parties (Refer note no. 38).

*** There is no amount due for the payment to investor education and protection fund as on 31st March 2021 and 31st March 2020.

(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 - 33 Financial instruments, fair values and risk measurement for details.

20 LEASE LIABILITY
(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
<u>Current</u>		
Lease Liability (Refer Note no 42)	-	1.87
Total Current Non-Financial Liabilities	-	1.87

21 TRADE PAYABLES
(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
<u>Current</u>		
Dues to Micro and Small Enterprises (Refer Note 40)	-	0.28
Due to Others (Refer note (i) below) **	3,318.32	4,673.90
Total Trade Payables	3,318.32	4,674.18

* Refer note 33 - Financial instruments, fair values and risk measurement.

** Trade Payable others include expenses payable of Rs 39.75 lakhs (31st March 2020 - Rs Nil) to related parties (Refer note no. 38)

Notes to the Financial Statement for the year ended 31st March, 2021

22 OTHER CURRENT LIABILITIES

(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Current		
Advance from customers	32.50	238.49
Statutory liabilities #	105.20	41.98
Total Current Non-Financial Liabilities	137.70	280.47

Statutory liabilities represent amount payable towards GST, TDS etc.

23 PROVISIONS

(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Provision for gratuity	5.78	-
Total Non- Current Provisions	5.78	-
Current		
Provision for gratuity	13.06	12.06
Total Current Provisions	13.06	12.06

For movements in provisions for employee benefits, refer Note 35.

24 REVENUE FROM OPERATIONS

(INR in Lakhs)

Particulars	2020-21	2019-20
Revenue from Sale of Products	14,305.99	15,299.36
Revenue from Sale of Services	0.90	-
Total sale of products and service	14,306.89	15,299.36
Export Incentives	347.09	1,216.88
Total Revenue from Operations	14,653.98	16,516.24

A. Revenue from contracts with customers disaggregated based on nature of products and Services.

(INR in Lakhs)

Particulars	2020-21	2019-20
Revenue from sale of products		
Manufactured Goods		
Grapes	10,168.15	10,254.00
Pomegranates	-	75.12
Pomegranates Arils	-	865.49
Mango Pulp & Concentrate	2,367.38	2,199.95
Pomegranate Concentrate	1,461.46	1,494.65
Guava Pulp & Concentrate	122.35	80.86
Watermelon Pulp and Concentrate	104.79	68.11
Fruit Processed Juice	31.11	152.71
Coconut Chunks	-	81.32
Others	50.75	27.14
Total	14,305.99	15,299.36

Notes to the Financial Statement for the year ended 31st March, 2021
24 REVENUE FROM OPERATIONS (Contd.....)
A. Revenue from contracts with customers disaggregated based on nature of products and Services.
(INR in Lakhs)

Particulars	2020-21	2019-20
Revenue from Sale of Services		
Job Work Income	0.90	-
Total	0.90	-
Other Operating Revenues		
Export incentive income	347.09	1,216.88
Total	347.09	1,216.88
Total Revenue from Operations	14,653.98	16,516.24

B. Revenue from contracts with customers disaggregated based on Geography.
(INR in Lakhs)

Particulars	2020-21	2019-20
Domestic	1,446.69	2,573.07
Exports	13,207.29	13,943.16
Revenue from operations	14,653.98	16,516.24

C. Revenue from contracts with customers disaggregated based on Business Segment.
(INR in Lakhs)

Particulars	2020-21	2019-20
Fresh Fruits	10,398.18	12,267.04
Processed Fruits & Vegetables	4,255.79	4,249.20
Revenue from operations	14,653.98	16,516.24

D. Reconciliation of Revenue from operations with contract priced price.
(INR in Lakhs)

Particulars	2020-21	2019-20
Contracted price	15,345.26	16,910.51
Less:-		
Sales Commission	101.99	113.50
Sales returns	-	7.66
Discounts	589.29	273.11
Net Revenue recognised from Contracts with Customers	14,653.98	16,516.24

E. Contract balances.
(INR in Lakhs)

Particulars	2020-21	2019-20
The following table provides information about receivables, contract assets and contract liabilities from contracts with customers		
Trade receivables	3,274.53	3,273.18
Advances from customers (Refer Note no 22)	32.50	238.49
	3,307.03	3,511.68

Notes to the Financial Statement for the year ended 31st March, 2021

25 OTHER INCOME

(INR in Lakhs)

Particulars	2020-21	2019-20
Interest Income on Deposits	3.32	7.89
Foreign Exchange Gain (Net)	289.86	31.66
Dividend Income	0.11	10.84
Profit on Sale of Investments (Mutual fund)	83.61	12.61
Mark to Market Gain on Investment	7.78	-
Other Income	4.67	118.80
Total Other Income	389.35	181.79

26 COST OF MATERIALS CONSUMED

(INR in Lakhs)

Particulars	2020-21	2019-20
Raw Material Consumption		
Opening stock	11.48	101.33
Add: Purchases	7,224.02	9,215.85
Less: Closing stock	(15.61)	(11.48)
Total raw material consumed (a)	7,219.89	9,305.70
Packing Material Consumed		
Opening stock	568.85	513.17
Add: Purchases	1,324.42	1,578.86
Less: Closing stock	(514.49)	(568.85)
Total packing material consumed (b)	1,378.78	1,523.17
Consumables Consumed		
Opening stock	19.10	23.11
Add: Purchases	75.02	85.40
Less: Closing stock	(21.73)	(19.10)
Total consumable consumed (c)	72.39	89.42
Total Cost of Materials Consumed (a + b + c)	8,671.06	10,918.29

27 CHANGES IN INVENTORIES OF FINISHED GOODS

(INR in Lakhs)

Particulars	2020-21	2019-20
<u>Inventories at the end of the year:</u>		
Finished goods - In Transit	3,649.00	3,535.43
Finished goods - At Factory	399.40	729.89
Total (A)	4,048.40	4,265.32
<u>Inventories at the beginning of the year:</u>		
Finished goods - In Transit	3,535.43	2,836.89
Finished goods - At Factory	729.89	1,408.03
Total (B)	4,265.32	4,244.92
Total changes in inventories of finished goods, stock in trade and work in progress	216.92	(20.40)

Notes to the Financial Statement for the year ended 31st March, 2021
28 EMPLOYEE BENEFIT EXPENSES
(INR in Lakhs)

Particulars	2020-21	2019-20
Salaries and Wages	1,319.97	1,568.70
Contribution to Provident and Other Funds(Refer Note 35)	44.42	76.30
Staff Welfare Expenses	17.48	18.63
Total Employee Benefit Expenses	1,381.86	1,663.62

29 FINANCE COSTS
(INR in Lakhs)

Particulars	2020-21	2019-20
Interest costs on borrowings	77.07	102.43
Other borrowing costs	22.11	17.87
Total Finance Costs	99.18	120.30

30 DEPRECIATION AND AMORTISATION EXPENSES
(INR in Lakhs)

Particulars	2020-21	2019-20
Depreciation on property, plant and equipment (Refer note no. 4)	517.51	526.70
Amortisation on intangible assets (Refer note no. 5)	8.03	8.16
Depreciation of Right-of-Use Assets (Refer note no. 6)	1.79	2.69
Total Depreciation and Amortisation Expenses	527.33	537.55

31 OTHER EXPENSES
(INR in Lakhs)

Particulars	2020-21	2019-20
Power, Fuel & Water	255.94	308.74
Inward Transportation	167.73	151.61
Repairs & Maintenance on plant and machinery	100.34	94.82
Repairs & Maintenance on building	17.14	16.20
Testing Expenses	24.39	38.47
Procurement Expenses	99.91	92.47
Forwarding & Freight Charges	1,697.92	1,497.41
Rent Rates & Taxes	5.38	22.13
Insurance Expenses	38.28	38.81
Security Expenses	31.05	35.25
Travelling & Vehicle Expenses	17.15	97.17
Directors Sitting Fees	1.40	1.40
Corporate Social Responsibility(Refer Note 43)	1.41	14.07
Professional & Legal fees*	55.59	80.20
Bad Debts	2.49	0.10
Loss on Sale of Property Plant and Equipment	6.65	3.57
Others Expenses	323.26	384.45
Total Other Expenses	2,846.02	2,876.86

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

Particulars	2020-21	2019-20
For statutory audit	8.50	8.50
For other services	2.50	2.50
Total	11.00	11.00

Notes to the Financial Statement for the year ended 31st March, 2021

32 TAX EXPENSES

(i) Tax Expense recognised in the Statement of Profit & Loss (INR in Lakhs)

Particulars	2020-21	2019-20
Current Tax Expenses		
Current tax on profits for the year	329.45	223.54
Adjustments for the current tax of prior periods	-	(9.59)
Total Current Tax Expenses(A)	329.45	213.95
Deferred Tax Expenses		
(Decrease)/Increase in deferred tax liabilities (Refer note no.35)	22.94	(74.07)
Total Deferred Tax Expenses(B)	22.94	(74.07)
Income Tax Expenses(A-B)	352.39	139.88

Tax Items of Other Comprehensive Income (INR in Lakhs)

Particulars	2020-21	2019-20
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	(0.62)	(4.83)
Income tax related to items that will be reclassified to profit or loss	15.83	(12.36)
Income tax charged to OCI	15.21	(17.19)

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

(INR in Lakhs)

Particulars	2020-21	2019-20
Profit before income tax	1,300.95	601.80
Tax using the Company's domestic tax rate 29.12% (Previous Year 29.12%)	378.84	167.42
Tax effect of:		
Difference between Book and Tax depreciation	18.51	2.96
Mark to Market (Gain)/Loss on forward contract	(62.53)	62.86
Tax- exempt Income	-	18.43
Effect of buy back expenses debited to Retained Earnings	(7.37)	-
Effect of Income which is taxed at special rates	0.22	-
Mark to Market (Gain)/Loss on Investment	(2.26)	-
Other impact	4.04	8.73
Total	329.45	223.54
Adjustment in respect of current income tax of previous year		(9.59)
Total Current Tax Expenses	329.45	213.95
Deferred tax expense reported in the statement of P&L	22.94	(74.07)
Income Tax Expenses	352.39	139.88

Notes to the Financial Statement for the year ended 31st March, 2021
33 FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS
A. Financial instruments by category and their fair value
(INR in Lakhs)

As at 31st March 2021	Carrying amount				Fair value			Total
	FVTPL	FVTOCI	Amortised Cost	Total	Level-1 Quoted price in active markets	Level-2 Significant observable inputs	Level-3 Significant unobservable inputs	
Financial assets								
Non current investment	360.61	-	-	360.61	-	360.61	0.00	360.61
Current Investment	408.73	-	-	408.73	408.73	-	-	408.73
Loans current	-	-	5.90	5.90	-	-	-	-
Security and other deposits (Non current)	-	-	40.49	40.49	-	-	-	-
Derivatives not designated as hedges								
- Current								
Derivatives-forward contract	72.75		-	72.75	-	72.75	-	72.75
Trade receivables	-	-	3,274.53	3,274.53	-	-	-	-
Cash and cash equivalents	-	-	325.53	325.53	-	-	-	-
Bank balances other than above	-	-	291.30	291.30	-	-	-	-
Total financial assets	842.09	-	3,937.75	4,779.84	408.73	433.36	0.00	842.09
Financial liabilities								
Borrowings	-	-		-	-		-	-
- Non current	-	-	154.92	154.92	-	-	-	-
- Current	-	-	2,941.42	2,941.42	-	-	-	-
Derivatives designated as hedges								
- Non Current								
Derivatives-Cross currency interest rate swap	-	19.94	-	19.94		19.94		19.94
Other current financial liabilities	-	-	606.60	606.60	-	-	-	-
Trade Payable	-	-	3,318.32	3,318.32	-	-	-	-
Total financial liabilities	-	19.94	7,021.27	7,041.20	-	19.94	-	19.94

Notes to the Financial Statement for the year ended 31st March, 2021

33 FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS

A. Financial instruments by category and their fair value

(INR in Lakhs)

As at 31st March 2020	Carrying amount				Fair value			Total
	FVTPL	FVTOCI	Amortised Cost	Total	Level-1 Quoted price in active markets	Level-2 Significant observable inputs	Level-3 Significant unobservable inputs	
Financial assets								
Non current investment	500.00	-	-	500.00	-	500.00	0.00	500.00
Loans current	-	-	5.83	5.83	-	-	-	-
Security and other deposits (Non current)	-	-	46.55	46.55	-	-	-	-
Derivatives designated as hedges								
- Non Current								
Derivatives-cross currency interest rate swap	-	32.32	-	32.32	-	32.32	-	32.32
Trade receivables	-	-	3,273.18	3,273.18	-	-	-	-
Cash and cash equivalents	-	-	243.55	243.55	-	-	-	-
Bank balances other than above	-	-	23.84	23.84	-	-	-	-
Total financial assets	500.00	32.32	3,592.95	4,125.27	-	532.32	0.00	532.32
Financial liabilities								
Borrowings	-	-		-	-	-	-	-
- Non current	-	-	622.96	622.96	-	-	-	-
- Current	-	-	2,669.02	2,669.02	-	-	-	-
Lease Liability	-	-	1.87	1.87				
Derivatives not designated as hedges								
- Current								
Derivatives-forward contract	139.05	-	-	139.05	-	139.05	-	139.05
Other current financial liabilities	-	-	297.31	297.31	-	-	-	-
Trade Payable	-	-	4,674.18	4,674.18	-	-	-	-
Total financial liabilities	139.05	-	8,265.34	8,404.40	-	139.05	-	139.05

Notes to the Financial Statement for the year ended 31st March, 2021

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.

Financial instruments measured at fair value

Cross Currency Interest Rate Swap 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 period.

iii) Transfer out of Level 3

There were no movement in level 3 in either directions during the financial year ending on 31 March 2021 and 31 March 2020.

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

Notes to the Financial Statement for the year ended 31st March, 2020

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.

Aging of Account Receivables**(INR in Lakhs)**

Particulars	As at 31st March, 2021	As at 31st March, 2020
0-3 Months	3,274.53	3,273.18
3-12 Months	-	-
Total	3,274.53	3,273.18

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 and Non Convertible Debentures.
- 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,

Notes to the Financial Statement for the year ended 31st March, 2020

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.

(INR in Lakhs)

As at 31st March 2021	Carrying amount	Contractual maturities				
		Total	Less than 1 year	1-3 year	4-5 year	More than 5 year
Borrowings	-		-			
- Non current	154.92	154.92	-	154.92	-	-
- Current	2,941.42	2,941.42	2,941.42	-	-	-
Other current financial liabilities	606.60	606.60	606.60	-	-	-
Derivatives designated as hedges						
Derivatives - cross Currency interest rate Swap	19.94	19.94	-	19.94	-	-
Trade Payable	3,318.32	3,318.32	3,318.32	-	-	-
Total	7,041.20	7,041.20	6,866.34	174.86	-	-

(INR in Lakhs)

As at 31st March 2020	Carrying amount	Contractual maturities				
		Total	Less than 1 year	1-3 year	4-5 year	More than 5 year
Borrowings	-		-			
- Non current	622.96	622.96	-	622.96	-	-
- Current	2,669.02	2,669.02	2,669.02	-	-	-
Other current financial liabilities	297.31	297.31	297.31	-	-	-
Derivatives - Not designated as hedges	-	-				
Derivatives - Forward Contract	139.05	139.05	139.05	-	-	-
Trade Payable	4,674.18	4,674.18	4,674.18	-	-	-
Total	8,402.53	8,402.53	7779.57	622.96	-	-

Notes to the Financial Statement for the year ended 31st March, 2021
(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, 2021		As at March 31, 2020	
		Foreign Currency (in Lakhs)	MTM Gain/(Loss) (INR in Lakhs)	Foreign Currency (in Lakhs)	MTM Gain/(Loss) (INR in Lakhs)
Foreign Currency Forwards					
Not designated under Hedge Accounting					
Sell	EURO/INR	13.30	71.46	35.00	(101.45)
Sell	GBP/INR	9.54	1.29	14.08	11.25
Sell	USD/INR	-	-	13.50	(48.85)
Foreign Currency Swap					
Cross Currency Principal Only and Interest rate Swap	EURO/USD	(8.46)	(19.94)	14.81	32.32

Notes to the Financial Statement for the year ended 31st March, 2021

- (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, 2021		As at March 31, 2020	
		Foreign Currency (in Lakhs)	(INR in Lakhs)	Foreign Currency (in Lakhs)	(INR in Lakhs)
Trade Receivable / Goods in Transit	USD	16.97	1,247.20	-	-
Trade Payable	USD	4.40	323.38	4.72	356.12
EEFC account	USD	3.66	269.20	0.62	46.47
Trade Receivable / Goods in Transit	Euro	40.90	3,521.46	13.95	1,158.82
Trade Payable	Euro	2.48	213.50	2.31	191.95
EEFC account	Euro	0.02	1.71	0.01	1.18
Trade Receivable / Goods in Transit	GBP	7.32	738.85	-	-

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

(INR in Lakhs)

	Profit / (Loss)	
	5% increase	5% decrease
As At 31st March 2021		
USD	59.65	(59.65)
EURO	165.48	(165.48)
GBP	36.94	(36.94)
As At 31st March 2020		
USD	(15.48)	15.48
EURO	48.40	(48.40)
GBP	-	-

Notes to the Financial Statement for the year ended 31st March, 2021

Impact of Hedging Activities

(a) Disclosure of effects of hedge accounting on financial position:

Cash flow hedge Foreign exchange risk 31st March 2021

(INR 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 risk- Forward contracts	632.89	(0.85)	1:1	(0.85)	0.85
Cross Currency Principal Only and Interest rate Swap	621.62	(19.94)	1:1	(19.94)	19.94

Cash flow hedge Foreign exchange risk 31st March 2020

(INR 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 risk- Forward contracts	444.67	3.82	1:1	3.82	(3.82)
Cross Currency Principal Only and Interest rate Swap	1,116.17	32.32	1:1	32.32	(32.32)

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

Notes to the Financial Statement for the year ended 31st March, 2021
(b) Disclosure of effects of hedge accounting on financial performance:
Cash flow hedge 31st March 2021
(INR 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	(2.97)	-	(3.82)	Revenue
Cross Currency Principal Only and Interest rate Swap	(60.70)	-	(8.44)	Revenue

Cash flow hedge 31st March 2020
(INR 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	3.82	-	3.82	Revenue
Cross Currency Principal Only and Interest rate Swap	55.94	-	17.31	Revenue

Movements in cash flow hedging reserve
(INR in Lakhs)

Derivative Instruments	Foreign Currency Risk As at March 31, 2021	Foreign Currency Risk As at March 31, 2020
Balance at the beginning of the period	43.56	(3.84)
Gain (Loss) recognised in Other Comprehensive Income during the year	(63.67)	59.76
Deferred tax relating to the above	15.83	(12.36)
Balance at the end of the period	(4.27)	43.56

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

Notes to the Financial Statement for the year ended 31st March, 2021

31st March, 2021, the carrying value of the investments in equity shares amounts to Rs. 7.08 lakhs (Rs. Nil as at 31st March, 2020) & in mutual fund amounts to Rs. 401.66 lakhs (Rs. Nil as at 31st March, 2020). The details of such investments in equity shares & in mutual fund is given in Note 7. The price risk arises due to uncertainties about the future market values of these investments.

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:

(INR in Lakhs)

	effect on Profit / (Loss)		effect on Equity	
	1% increase	1% decrease	1% increase	1% decrease
As At 31st March 2021				
Value of equity shares increases / decreases by 50 basis points	0.07	(0.07)	0.07	(0.07)
NAV value of mutual fund increases / decreases by 50 basis points	4.02	(4.02)	4.02	(4.02)

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.

(INR in Lakhs)

Variable-rate instruments	As at March 31, 2021	As at March 31, 2020
Non current - Borrowings	154.92	622.96
Current portion of Long term borrowings	465.92	490.99
Total	620.84	1,113.95

(INR in Lakhs)

Fixed-rate instruments	As at March 31, 2021	As at March 31, 2020
Current - Borrowings	-	202.57
Total	-	202.57

Notes to the Financial Statement for the year ended 31st March, 2021
34 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.

Net Debt and Equity is given in the table below :

(INR in Lakhs)

Particulars	As at March 31, 2021	As at March 31, 2020
Total Shareholders' Equity as reported in Balance Sheet	7,835.08	7,168.45
Net Debt		
Short Term Borrowings	2,475.50	2,178.03
Long Term Borrowings (including current portion of long term debt)	620.84	1,113.95
Gross Debt	3,096.34	3,291.98
Less:		
Current Investments	408.73	-
Non Current Investments	360.61	500.00
Cash and Bank Balances	616.83	267.38
Net debt	(1,710.17)	(2,524.60)
Total Capital	6,124.91	4,643.85

35 : 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, 2021 and 31st March, 2020 and recognised in the financial statements in respect of Employee Benefit Schemes:

A. Amount recognised in the Balance Sheet

(INR in Lakhs)

PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
Gratuity:		
Present value of plan liabilities	144.72	132.04
Fair value of plan assets	125.87	119.98
Deficit/(Surplus) of funded plans	18.84	12.06
Unfunded plans	-	-
Net plan liability/ (Asset)	18.84	12.06

Notes to the Financial Statement for the year ended 31st March, 2021

B. Movements in plan assets and plan liabilities

(INR in Lakhs)

Particulars	Year ended 31st March, 2021			Year ended 31st March, 2020		
	Plan Assets	Plan Liabilities	Net	Plan	Plan Liabilities	Net
GRATUITY						
As at 1st April	119.98	132.04	12.06	101.85	126.91	25.05
Current service cost	-	11.13	11.13	-	15.30	15.30
Interest Income	7.16		(7.16)	6.85		(6.85)
Interest cost	-	7.50	7.50	-	7.94	7.94
Past Service Cost	-	-	-	-	-	-
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	0.64	-	(0.64)	1.52	-	(1.52)
Actuarial loss/(gain) due to change in financial assumptions	-	5.05	5.05	-	(10.73)	(10.73)
Actuarial loss/(gain) due to change in demographic assumption	-	-	-	-	(0.08)	(0.08)
Actuarial loss/ (gain) due to experience adjustments	-	(6.64)	(6.64)	-	(4.27)	(4.27)
Contribution by the Employer	2.47	-	(2.47)	12.79	-	(12.79)
Expected Contributions by the Employees	-	-	-	-	-	-
Benefits paid from the Fund	(4.37)	(4.37)	-	(3.03)	(3.03)	-
Assets distributed on Settlements	-	-	-	-	-	-
Effects of Asset Ceiling	-	-	-	-	-	-
As at 31st March,	125.87	144.72	18.84	119.98	132.04	12.06

Notes to the Financial Statement for the year ended 31st March, 2021
C. Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses
(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
GRATUITY		
Current service cost	11.13	15.30
Net interest cost	0.35	1.10
Past Service Cost	-	-
Net impact on the Profit / (Loss) before tax	11.48	16.40
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding Interest Income	0.64	1.52
Actuarial gains/(losses) on obligation For the Period	-	-
Actuarial gains/(losses) arising from changes in financial assumption	(5.05)	10.73
Actuarial gains/(losses) arising from changes in demographic assumption	-	0.08
Experience gains/(losses) arising on experience adjustments	6.64	4.27
Net Gain/(Loss) recognised in the Other Comprehensive Income	2.23	16.60

D. Assets **(INR in Lakhs)**

Particulars	As at 31st March, 2021	As at 31st March, 2020
GRATUITY		
Policy of Insurance	125.87	119.98
TOTAL	125.87	119.98

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: **(INR in Lakhs)**

Particulars	As at 31st March, 2021	As at 31st March, 2020
GRATUITY:		
Discount Rate	6.35%	6.80%
Salary Escalation Rate	5.00% p.a	.00% p.a for next 1 years & 5.00% p.a thereafter
Withdrawal Rate	2.00%	2.00%
Mortality rate	Indian assured lives mortality (2006-08) Ultimate	Indian assured lives mortality (2006-08) Ultimate
Expected rate of return on plan assets	6.35%	6.80%

Notes to the Financial Statement for the year ended 31st March, 2021
F. Sensitivity

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

(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
GRATUITY:		
Discount Rate	0.50%	0.50%
Salary Escalation Rate	0.50%	0.50%

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, 2021 as follows:

(INR in Lakhs)

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
GRATUITY:		
2021	-	43.38
2022	44.26	2.90
2023	3.88	3.60
2024	6.49	6.05
2025	3.33	3.29
2026	3.73	-
Thereafter	46.91	44.27

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 Rs. 23.76 Lakhs (31st March, 2020 Rs.48.59 Lakhs).

Notes to the Financial Statement for the year ended 31st March, 2021
36 DEFERRED TAX LIABILITIES (NET)
(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
<u>Deferred Tax Liabilities</u>		
Property, plant and equipment - difference between value of assets as per book base and tax base	498.95	540.90
Difference in carrying value and tax base of investments measured at FVTPL	2.16	-
Unrealised gain on outstanding on cross currency interest rate swap	-	9.41
Unrealised loss on outstanding on forward contract	20.24	-
Total Deferred Tax Liabilities (A)	521.35	550.32
<u>Deferred Tax Assets</u>		
Unrealised loss on outstanding on forward contract	-	40.49
Unrealised gain on outstanding on cross currency interest rate swap	5.55	-
Expenditure covered by section 43B of Income Tax Act, 1961	-	3.47
Provision for employee benefits	5.24	3.51
Total Deferred Tax Assets (B)	10.79	47.48
Net Deferred Tax Liabilities (A-B)	510.56	502.84
Less: MAT Credit	75.48	171.30
Net Deferred Tax Liabilities	435.08	331.54

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.

Notes to the Financial Statement for the year ended 31st March, 2021

(i) Movements in Deferred Tax Liabilities (net)

(INR in Lakhs)

Particulars	Property, plant and equipment - difference between value of assets as per book base and tax base	Unrealised Gain/(Loss) on outstanding on forward contract	Unrealised loss on outstanding on cross currency interest rate swap	Expenditure covered by section 43B of Income Tax Act, 1961	Provision for employee benefits	Difference in carrying value and tax base of investments measured at FVTPL	Net Deferred Tax Liabilities
At 1st April 2019	545.04	24.19	(1.84)	(0.00)	(7.30)	(0.39)	559.71
Charged/(credited)							
- to profit or loss	(4.14)	(65.79)	-	(3.47)	(1.05)	0.39	(74.07)
- to other comprehensive income	-	1.11	11.25	-	4.83	-	17.19
At 31st March 2020	540.90	(40.49)	9.41	(3.47)	(3.51)	-	502.84
Charged/(credited)							
- to profit or loss	(41.95)	61.61	-	3.47	(2.35)	2.16	22.94
- to other comprehensive income	-	(0.88)	(14.96)	-	0.62	-	(15.21)
At 31st March 2021	498.95	20.24	(5.55)	(0.00)	(5.24)	2.16	510.56

37 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 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".

(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 Rs.1,843.46 Lakhs which is more than 10% each of the Company's total segment revenue, for the year ended 31 March 2021.

Notes to the Financial Statement for the year ended 31st March, 2021

Revenue from two of the customers of the Company's Fresh Fruits business is Rs.4523.59 Lakhs which is more than 10% each of the Company's total segment revenue, for the year ended 31 March 2020.

(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".

(INR in Lakhs)

Particulars	2020-21				2019-20			
	Fresh Fruits	Processed Fruits & Vegetables	Un-allocated	Total	Fresh Fruits	Processed Fruits & Vegetables	Un-allocated	Total
Segment Revenues								
External Revenue	10,398.18	4,255.79	-	14,653.98	12,267.04	4,249.20	-	16,516.24
Inter Segment Revenue	-	-	-	-	-	-	-	-
Total Segment Revenue	10,398.18	4,255.79	-	14,653.98	12,267.04	4,249.20	-	16,516.24
Segment Results								
Profit/(Loss)	-	-	-	-	-	-	-	-
Segment result	1,958.09	(228.88)	-	1,729.21	1,816.16	(701.00)	-	1,115.17
Other income	-	-	93.24	93.24	-	-	27.62	27.62
Finance Cost	-	-	(99.18)	(99.18)	-	-	(120.30)	(120.30)
Unallocated expenses	-	-	(422.33)	(422.33)	-	-	(420.69)	(420.69)
Profit before tax	1,958.09	(228.88)	(428.26)	1,300.95	1,816.16	(701.00)	(513.37)	601.80
Current tax			(329.45)	(329.45)			(213.95)	(213.95)
Deferred tax			(22.94)	(22.94)			74.07	74.07
Profit after tax	1,958.09	(228.88)	(780.65)	948.56	1,816.16	(701.00)	(653.25)	461.92
Other information								
Depreciation and amortisation	139.87	379.46	8.00	527.33	148.26	379.30	9.99	537.55
Cost to acquire Fixed Assets (incl.CWIP)	100.78	94.53	55.84	251.15	377.79	86.65	41.66	506.11

(INR in Lakhs)

Segments Assets**	As at 31st March, 2021	As at 31st March, 2020
Fresh Fruits	8,727.45	9,419.01
Processed Fruits & Vegetables	5,142.51	5,888.00
Unallocated	1,597.95	889.91
Total	15,467.91	16,196.92

Notes to the Financial Statement for the year ended 31st March, 2021

(INR in Lakhs)

Segments Liabilities**	As at 31st March, 2021	As at 31st March, 2020
Fresh Fruits	5,712.68	4,874.22
Processed Fruits & Vegetables	1,302.08	1,939.39
Unallocated	618.07	2,214.86
Total	7,632.83	9,028.47

** 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

(INR in Lakhs)

Revenue from External Customers	As at 31st March, 2021	As at 31st March, 2020
In India	1,099.60	1,356.19
Outside India	13,207.29	13,943.16
Total	14,306.89	15,299.36

(INR in Lakhs)

Carrying Amount of Segment Assets	As at 31st March, 2021	As at 31st March, 2020
In India	12,404.27	13,113.95
Outside India	3,063.64	3,082.98
Total	15,467.91	16,196.92

(INR in Lakhs)

Segment Capital Expenditure	As at 31st March, 2021	As at 31st March, 2020
In India	251.15	506.11
Outside India	-	-
Total	251.15	506.11

- (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.

Notes to the Financial Statement for the year ended 31st March, 2021
38 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 V. Motiani	- Chairman and Managing Director
Mrs. Nanita A. Motiani	- Executive Director
Mr. Mayur Shah	- Independent Director
Mr. Dinesh Oza	- Independent Director (Upto 1st April, 2021)
Mr. Anil Sharma	- Independent Director
Mr. Ramchandra Joshi	- Independent Director (Appointed w.e.f. 1st April, 2020)
Mr. Sanjay D. Prajapati	- Chief Financial Officer
Mr. Ronak Dhruve	- Company Secretary (Upto 31st May, 2021)

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
Freshfal Pvt Ltd

2) Transactions with related parties:
(INR in Lakhs)

Particulars	Relationship	2020-21	2019-20
Remuneration			
Ashok Motiani	KMP	144.00	120.00
Nanita Motiani	KMP	60.00	48.00
Mayank Tandon	Relative of KMP	60.00	60.00
Priyanka Tandon	Relative of KMP	60.00	60.00
Dipti Motiani	Relative of KMP	60.00	60.00
Sanjay Prajapati	KMP	10.43	9.80
Ronak Dhruve	KMP	4.05	3.60
Commission Paid			
Ashok Motiani	KMP	23.00	-
Interest Paid			
Ashok Motiani	KMP	15.13	2.85
Loan Taken			
Ashok Motiani	KMP	1.00	205.00
Loan Repaid			
Ashok Motiani	KMP	201.00	5.57
Director sitting fees			
Mayur Shah	Independent Director	0.40	0.40
Dinesh Oza	Independent Director	0.40	0.50
Anil Sharma	Independent Director	0.40	0.50
Ramchandra Joshi	Independent Director	0.20	-

Notes to the Financial Statement for the year ended 31st March, 2021

(INR in Lakhs)

Particulars	Relationship	As at 31st March, 2021	As at 31st March, 2020
Amount Payable as Other Current Liabilities			
Ashok Motiani	KMP	35.70	5.40
Nanita Motiani	KMP	10.27	2.85
Mayank Tandon	Relative of KMP	3.71	3.58
Priyanka Tandon	Relative of KMP	3.47	3.58
Dipti Motiani	Relative of KMP	3.52	3.58
Sanjay Prajapati	KMP	0.78	0.66
Ronak Dhruve	KMP	0.30	0.30
Amount Payable as Trade payable			
Ashok Motiani	KMP	-	-
Amount Payable as Unsecured Loan			
Ashok Motiani	KMP	0.00	0.00
Amount Receivable as Reimbursement Expenses			
Dipti Motiani	Relative of KMP	-	0.05

Executive Directors compensation

(INR in Lakhs)

Particulars	2020-21	2019-20
Short term employee benefits	227.00	168.00
Post employment benefits	-	-
Total Compensation *	227.00	168.00

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

Notes to the Financial Statement for the year ended 31st March, 2021
39 CONTINGENT LIABILITIES & COMMITMENTS
a) Contingent Liabilities
(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Disputed matters in appeals/contested in respect of:		
- Service tax	432.44	432.44
- income tax	32.26	47.25
Estimated amount of Custom/Excise duty liability in respect of Capital Goods purchased without payment of duty under EPCG Scheme	21.68	21.68
Estimated amount of duty liability on stock of duty free materials	16.12	5.17
Bank Guarantees	25.00	20.00

b) Capital Commitments
(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Estimated amount of Contracts remaining to be executed on Capital Account and not provided for, Net off Advances.	-	22.94

Notes to the Financial Statement for the year ended 31st March, 2021

40. 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:

(INR in Lakhs)

Particulars		As at 31st March, 2021	As at 31st March, 2020
a.	Principal and interest amount remaining unpaid	-	0.28
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	-	-
		-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

41. EARNING PER SHARE

(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Earning Per Share has been computed as under:		
Profit after tax as per Statement of Profit and Loss (A)	948.56	461.92
Weighted average number of equity shares outstanding (In Lakhs) (B)	111.37	118.77
Earnings per share in rupees (Face Value-10 per share)	8.52	3.89

Notes to the Financial Statement for the year ended 31st March, 2021
42. LEASES

The Company's leasing arrangements are in respect of operating leases for premises (Office, godown, factory etc.). These lease arrangements range for a period between 11 months and 5 years. Most of the lease agreements are renewable for further period on mutually agreeable terms.

(i) Movement in Lease Liabilities during the year (INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Balance as at 1st April	1.87	-
Lease Liabilities on account of adoption of Ind AS 116	-	4.48
Finance Costs incurred during the year	0.06	0.30
Payments of Lease Liabilities	(1.94)	(2.90)
Balance as at 31st March	-	1.87

(ii) Lease Liabilities as at March 31 (INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Non- Current Lease Liabilities	-	-
Current Lease Liabilities	-	1.87
Total lease Liability	-	1.87

(iii) Right of use asset recognised on the date of initial application (INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Lease liability amount recognised	1.87	4.48
Right of use asset recognised on initial application	1.87	4.48

(iv) Amount recognised in Statement of Profit & loss Account during the year.
(INR in Lakhs)

Particulars	As at 31st March, 2021	As at 31st March, 2020
Finance Cost	0.06	0.30
Depreciation on Right of use Assets	1.79	2.69
Expenses relating to Short-term Leases and low value assets	5.38	15.69
Total Expenses	7.23	18.67

Notes to the Financial Statement for the year ended 31st March, 2021

43. CORPORATE SOCIAL RESPONSIBILITY

A. Gross amount required to be spent by the Company during the year 2020-21: 23.64 Lakhs (Year 2019-20: Rs. 28.22 Lakhs)

B. Amount spent during the year on: (INR in Lakhs)

PARTICULARS	Year 2020-21			Year 2019-20		
	In Cash*	Yet to be paid in Cash	TOTAL	In Cash*	Yet to be paid in Cash	TOTAL
(i) Construction/Acquisition of any asset	-	-	-	-	-	-
(ii) For purposes other than (i) above	23.91	-	23.91	14.07	14.15	28.22
	23.91	-	23.91	14.07	14.15	28.22
C. Related party transactions in relation to Corporate Social Responsibility			Nil			Nil

* Represents actual outflow during the year of Rs. 1.41 lakhs & Unspent amount of Rs. 22.50 lakhs transferred to Separate CSR Unspent Bank A/c on 30th April, 2021

(INR in Lakhs)

D. PARTICULAR	Opening Balance	Amount required to be spent during the year	Amount spent during the year	Amount transferred	Closing Balance
Details of excess amount spent	-	23.64	1.41	23.91	0.27

- E. (i) The Company does not carry any provisions for Corporate social responsibility expenses for current year and previous year.
(ii) The Company does not wish to carry forward any excess amount spent during the year.
(iii) The Company does not have any ongoing projects as at 31st March, 2021.

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 : June 29, 2021

For and on behalf of the Board of Directors

(Ashok Motiani)

Managing Director

DIN 00124470

(Nanita Motiani)

Executive Director

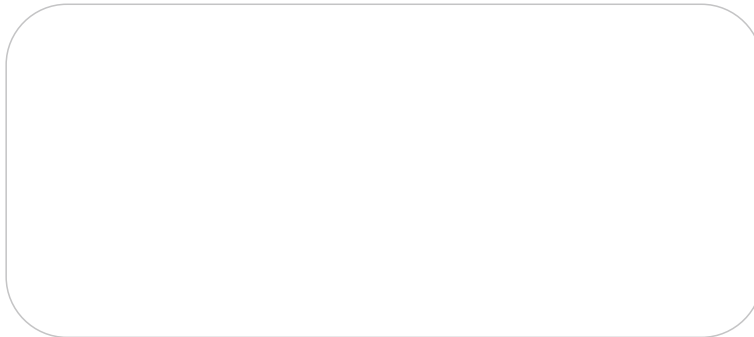
DIN 00787809

(Sanjay Prajapati)

Chief Financial officer



To,



If undelivered, please return to:

FRESHTROP FRUITS LIMITED

CIN: L15400GJ1992PLC018365

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