



Freshtrop Fruits Limited

Registered Office : A - 603, Shapath IV, S. G. Road, Ahmedabad-380 015, Gujarat, INDIA.
Tel. : +91-79-40307050 - 59 www.freshtrop.com info@freshtrop.com
CIN : L15400GJ1992PLC018365

29/08/2020

To,

The BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400001

Ref: Freshtrop Fruits Limited (530077) / FRESHTRP

Sub: - Submission of Annual Report of the Company pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, a copy of the Annual Report of the Company for the Financial Year 2019-20, along with the Notice of the 28th Annual General Meeting ('AGM') of the Company.

In compliance with General Circular dated 5 May, 2020, read with General Circulars dated 8th April, 2020 and 13th April, 2020, issued by the Ministry of Corporate Affairs, Government of India, and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, and in compliance with the applicable provisions of the Companies Act, 2013, the AGM of the Company has been scheduled to be held on Wednesday, 23rd September, 2020, at 12.30 p.m., through video conferencing ('VC') or other audio-visual means ('OAVM').

In terms of the aforesaid Circulars, Notice convening the 28th AGM and Annual Report of the Company for the Financial Year 2019-20 have been dispatched only through electronic mode (e-mail) to the Members who have registered their e-mail IDs with the Depository Participant(s) / Company. The Annual Report and the Notice have also been on the website of the Company at www.freshtrop.com.

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, the remote e-voting period will commence from Saturday, 19th September 2020 (9:00 a.m., IST) and end on Tuesday, 22nd September 2020 (5:00 p.m., IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 16, 2020, may cast their vote by remote e-voting. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM.

This is for your information and record.

FOR, FRESHTROP FRUITS LIMITED



RONAK DHRUVE (COMPANY SECRETARY)

Unit-I

Gat No. 171, Vill. Jaulke,
Mumbai-Agra Rd.
Post Ozar, Tal. Dindori,
Dist. Nasik-422 207, Maharashtra, INDIA
Tel. : +91-2557-279 172

Unit-II

Survey No. 1366,
Savljaj-Wayfale Rd.
Post Siddhewadi,
Tal. Tasgaon, Dist. Sangli-416 311,
Maharashtra, INDIA

Unit-IV

Gat No. 598/1, Vill. Janori,
Tal. Dindori, Dist. Nasik-422 206
Maharashtra, INDIA
Tel. : +91-70289 16091
+91-2550-667 800



28th Annual Report 2019-2020

FRESHTROP FRUITS LIMITED



Cut Fruit



Fresh Grapes



Aseptic Fruit Purees & Concentrates



Cold Extracted Juice Bottling



High-Pressure Processing



Frozen Purees



Global Food Safety Standards

Freshtröp
FRESHTROP FRUITS LIMITED

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**ANNUAL REPORT
2019 - 2020**

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

KEY MANAGERIAL PERSONNEL

Mr. Sanjay Prajapati
Chief Financial Officer

Mr. Ronak Dhruve
Company Secretary

STATUTORY AUDITORS

M/S. FP & Associates
Chartered 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 28th Annual General Meeting of the Members of FRESHTROP FRUITS LIMITED will be held on 23rd September 2020 at 12.30 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 2019-20 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 2019-20 comprising of Balance Sheet as on 31st March, 2020 and Statement of Profit & Loss and cash flow statement for the Financial year ended on 31st March, 2020 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. **Regularisation and Appointment of Shri. Ramchandra Joshi as the Non-executive and Non-Independent of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 152,161,164 and any other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Companies Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri. Ramchandra Joshi, (DIN: 00231568), who was appointed as an Additional Director (Non-Executive Non - Independent Director) of the Company, with effect from April 01, 2020, by the Board and who holds office up to the date of this Annual General Meeting, and who has given his consent and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to Reregulation 17(1A) of the SEBI (Listing Obligation and disclosure Requirements) Regulations, 2015, approval of the members, be and is hereby specifically accorded to continuation of directorship of Mr. Ramchandra Joshi, (DIN: 00231568) even after he attains the age of 75 years, as a Non-Executive & Non - Independent Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT any one of the Directors for the time being, be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar

of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

Date: June 25 2020

By order of the Board
For Freshrop Fruits Limited

Registered Office

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

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 of the accompanying Notice is annexed hereto.
2. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the “MCA”) vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the “MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has allowed companies to conduct their annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the 28th Annual General Meeting (the “AGM” or the “Meeting”) of Freshrop Fruits Limited (the “Company”) will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company’s website www.freshrop.com, websites 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>.
4. Since the AGM will be held through VC / OAVM, the Route Map of the AGM venue is not annexed to this Notice.
5. Members can attend and participate in the AGM through VC / OAVM only.
6. 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.
7. 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.
8. 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.

9. 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.
10. Members who would like to express their views/ask questions as a speaker at the Meeting must 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 Monday, September 7, 2020 (10.00 a.m. IST) to Tuesday, September 15, 2020 (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
11. 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 Wednesday, September 16, 2020 to Wednesday, September 23, 2020, both days inclusive.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request already received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact Company's Registrar and Share Transfer Agents ("RTA") for assistance in this regard.
13. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. Members holding shares in the dematerialized form may contact the Depository Participant for recording nomination in respect of their shares.
14. 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
2012-13	1.00	13 Sep 2013	02 Nov 2020
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

15. The Board of Directors in their Meeting held on 31st July, 2020 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.
16. 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.

Instructions for e-voting and joining the AGM are as follows:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility of casting votes using remote e-voting system as well as venue voting on the date of the AGM through services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

1. NSDL will be providing facility for voting through remote e-Voting, for participation in the 28th AGM through VC/OAVM facility and e-Voting during the 28th AGM.
2. The remote e-voting period begins on 19th September 2020 at 9.00 a.m. and ends on 22nd September, 2020 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 16th September, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first-come first- served basis.
6. 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.
7. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
8. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
9. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
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*****.
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*****.
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 113388 then user ID is 113388001***

10. Your password details 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.
11. 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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
12. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
13. Now, you will have to click on "Login" button.
14. After you click on the "Login" button, Home page of e- Voting will open.

How to cast your vote electronically on NSDL e-Voting system?

- a. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c. Select "EVEN - 113388" of the Company.
- d. Now you are ready for e-Voting as the Voting page opens.
- e. 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.
- f. Upon confirmation, the message "Vote cast successfully" will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

15. In case of any queries/grievances pertaining to remote e-voting (before the AGM and during the AGM), you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nSDL.com> or call on toll free number.: 1800-222-990 or send a request 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 email id for e-voting for the resolutions set out in this notice:

- a. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
- b. Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

Instructions for Members attending the AGM through VC / OAVM are as under:

- a. Member will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL through its platform at <https://www.evoting.nSDL.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- b. Members are encouraged to join the Meeting through Laptops or Desktop and having Internet connectivity with good speed for better experience and to avoid any disturbance during the meeting.
- c. 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 for at least 1000 members on first come first serve 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 serve basis.
- d. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

EXPLANATORY STATEMENT

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

ITEM NO. 3:

Based on the recommendations of the Board Nomination and Remuneration Committee (the "Committee") and pursuant to Section 161 of The Companies Act, 2013, the Board vide circular resolution dated April 01 2020 appointed Shri. Ramchandra Joshi as an Additional Director (Non – executive Non -Independent Director) of the Company, with effect from April 01 2020.

Shri. Ramchandra Joshi will vacate his office at this Annual General Meeting. The Board, at the aforesaid Meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Shri. Ramchandra Joshi as a Non-Executive Non-Independent Director of the Company, as set out in the Resolution relating to his appointment.

Shri. Ramchandra Joshi, aged 74 years old. He is a Commerce Graduate and also hold bachelor's degree in law. He has vast experience in public relations, legal and administration matters. Considering the qualification, positive attributes, expertise and independence, the Board of Directors considers continuing his association for the immense benefit of the Company. In view of this, the approval of the members is also sought for continuation of appointment of Shri Ramchandra Joshi as Director of the Company even after he attains the age of 75 years in terms of Regulation 17(1A) of the SEBI-LODR.

Shri. Ramchandra Joshi has given his declaration that he is not disqualified under Section 164 of the Act from being appointed as a Director of the Company. He does not hold any share in the Company as of March 31, 2020.

A brief profile of the Director to be appointed is given in Annexure 'A': Your Board recommends the resolution at set out in Item No. 3 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ANNEXURE - A

S.N.	Particulars	Details
1	Name of Director & DIN	Shri. Ramchandra Joshi, (DIN: 00231568)
2	Date of Appointment / Resignation	Appointment
3	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment as an Additional Non-Executive Non- Independent Director w.e.f 01/04/2020
4	Date of appointment/ cessation and term of appointment	Appointment with effect from April 01, 2020, subject to the shareholders' approval at the ensuing Annual General Meeting of the Company.
5	Qualification	B.com, LLB
6	Brief Profile	He has vast experience in public relations, legal and administration matters
7	List of other companies in which directorship is held	NA
8	Chairman/Member of the Committees of the Board of the other Companies in which he is a director	NA

9	Disclosure of Relationships between Directors (in case of appointment of Director)	Not related to any Director(s).
10	Equity Shares held in the Company	Nil

Date: June 25 2020

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)

DIRECTORS' REPORT**DEAR MEMBERS,**

Your Directors are pleased to present the 28th Annual Report along with the audited financial statements of your Company for the financial year ended on 31st March 2020.

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	2019-20	2018-19
Revenue from operations	16,516.24	17,140.47
Other Income	181.79	464.55
Total Income	16,698.03	17,605.02
Total Expenses	16,096.22	15,815.35
Profit Before Tax	601.81	1,789.67
Tax Expenses		
- Current Tax	213.95	365.80
- Deferred Tax	(74.07)	49.48
Profit After Tax	461.92	1,374.39
Other Comprehensive income (net of tax)	59.16	179.06
Total Comprehensive Income for the period / year	521.08	1,553.45
Earning Per Equity Share (EPS) for the period (Face Value of Rs. 10)		
- Basic	3.89	11.32
- Diluted	3.89	11.32

OPERATIONS:

During the year under review total revenue of your Company decreased by 3.64%, from Rs. 17,605.02 lakh to Rs. 16,698.02 lakh. The profit after tax for the year stood at Rs. 461.92 lakh against Rs. 1,374.40 lakh in the previous year.

FRESH FRUITS SEGMENT:**TABLE GRAPES**

An increased demand for fruits in the global market is creating a favorable environment for the export of grapes. Grape export occupies the major share in India's total fruits export with about 51% share. India is the 7th largest grape producer in the world and produces around 3 million MT yearly. India has been one of the top exporters in global grape trade. With the increasing demand for grapes globally; the opportunities for exports are increasing from India. About 3000 farmers have registered for export of grapes in the Grape Net System managed by APEDA, which ensures a stable quality regime.

Maharashtra is the leading state in production of grapes in India. The state produces more than 81.22% of total grapes production in the Country and Nasik & Sangli districts are at the forefront in the state.

This year, due to huge demand in European countries during April to October 2019, grapes export rose by 21% to 43,622 tons as compared to 36,180 tons during corresponding period in 2018. However, between November-19 to April-20, production of grapes reduced by about 30%, due to unseasonal rainfall in Nasik & Sangli regions during cultivation stage.

During this year spread of the novel coronavirus (Covid-19) and lock downs that came into force across Middle East, China, United States and European Union have hit the fresh produce business badly resulting in a drop in grape exports by about 30% this year.

Going forward, we expect good availability of grapes even as we must take cognizance of the uncertainty of climate and the Coronavirus pandemic (Covid-19) which have significantly affected the agricultural landscape. However, considering the growth of demand and supply in the international market over the past decade, we are hopeful of achieving 10% growth for the upcoming years.

CUT FRUITS SEGMENT:**POMEGRANATE ARILS**

Pomegranate contains rich source of sodium and also contains a good amount of riboflavin, thiamin, niacin, Vitamin C, calcium and phosphorous.

The edible part of fruit is called 'aril' and constitutes 52 per cent of total fruit (w/w), comprising 78 per cent juice and 22 per cent seeds. The arils used as fresh fruits and juice apart from that the processed products like yoghurts, syrup, grenadine, anardana, anar-rub, jam, jelly, and wine. Indian pomegranate production is growing by 20 to 25% every year.

Arils of pomegranate in ready-to-eat form would be convenient with desirable alternative to the consumption of fresh fruits and may further increase pomegranate demand by consumers.

Currently due to excessively high air freight rates the Indian Pomegranate Arils are not competitive in the International market and the business has come to a complete halt.

FOOD PROCESSING SEGMENT

India is the second largest producer of the Fruits and Vegetables in the world with a production of 256 million MT. The food processing sector is undoubtedly a priority sector and has a tremendous scope for growth in the coming days. The food processing industry was growing at a 13% growth rate till December 2019. Higher level of horticulture production along with relatively low cost of labor and priority provided by the government by way of grants for cold storage can assist the food processing business to continue to grow.

India's geographical location gives it a unique advantage when it comes to exports, having convenient connectivity to Europe, Middle East & Africa from the western coast, and Japan, Singapore, Thailand, Malaysia, Korea, Australia & New Zealand from the eastern coast.

However, during this year due to Covid-19 pandemic, the consumption pattern of consumer has changed. The lockdown immediately led to a drop in domestic and international demand and disruption in supply chain. Major food processing companies are working with 30 to 50% capacities and distribution chain is also working with bare minimum staff.

MANGO PULP

India is the largest producer of mango in the world. We have over 1000 varieties of edible mangos spread across the country. Major mango producing states in India are Andhra Pradesh, Uttar Pradesh, Karnataka, Gujarat, Maharashtra, Tamil Nadu and West Bengal.

Mango contains high beta-carotene, a prototype of vitamin A, and is a rich source of vitamin B complex. Mango Pulp is perfectly suited for usage in juices, nectars, drinks, jams, fruit cheese and various other kinds of confectionery. Due to changing food habits in the country and increased

consumption of fruit and fruit products, the market for fruit juice/concentrates/ powder/ slices/ dices has also increased.

Mango Pulp is prepared from selected varieties of fresh mango fruit. Fully matured Mangoes are harvested, quickly transported to the fruit processing plant, inspected and washed. The preparation process includes cutting, de-stoning, refining and packing. The main processing varieties of mangos are Alphonso, Totapuri and Kesar.

As India is the leading mango producer with widely recognized variety of mangoes it has also established itself as the largest mango pulp exporter in the world. India is exporting mango pulp to many countries, including UAE, European countries, Japan, China, USA, Singapore and Malaysia.

GUAVA PULP

Guava is an important fruit in India. it is a good source of vitamin C, pectin, calcium and phosphorus. Guava pulp is obtained from ripe guava fruit, which is one of the highest sources of Vitamin C. Guava puree is very popular for its attractive purplish-red color, pleasant taste and aroma. The preparation process includes washing, cutting, de-stoning, refining and packing. The sweet flavour and natural Vitamin C makes it a significant product for commercial purposes. Guava pulp is used to produce jams, marmalades, jellies, sweets, drinks and fillings of baked goods.

DIVIDEND:

Your Directors do not recommend any Dividend for the financial year ended on 31st March, 2020 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 August 23, 2019 had announced buyback of upto 10,00,000 (Ten Lakh Only) fully paid equity shares of your Company of face value of Rs. 10/- only (Rupees Ten only) at a maximum price of Rs. 110/- (Rupees One Hundred Ten only) per share for an aggregate maximum amount of upto Rs 110,000,000 (Rupees Eleven Crores only). Accordingly, the Company issued a public announcement dated September 30,2019 for buy-back of 10,00,000 Equity Shares of face value of Rs. 10 each from its existing shareholders as on the record date of October 11, 2019 on a proportionate basis through "Tender Offer" route in accordance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 and the Companies Act, 2013. The tendering period for buy-back offer remained open from Thursday, November 21, 2019 and closed on Wednesday, December 4, 2019 and the settlement in respect of shares bought back was completed on 12 December 2019.

Therefore, the total share capital of the Company has been decreased from 1,21,45,000 to 1,11,45,000 during the year under review.

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 2020 which may affect the financial position of the Company or may require disclosure.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of Section 149 of the Companies Act, 2013, the term of appointment of Mr. Mayur Shah, Mr. Dinesh Oza and Mr. Anil Sharma came to an end on 21st September 2019. Therefore, the members of the Company at 27th AGM had appointed Mr. Mayur Shah, Mr. Dinesh Oza and Mr. Anil Sharma as Independent Directors for second term of five years w.e.f 20th September 2019. During the year under review, there was no change in Key Managerial Personnel.

Further, Pursuant to requirement as per Regulation 17(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Board has subsequently inducted Mr. Ramchandra Joshi as an Additional Director of the Company in the category of Independent Director with effect from April 1, 2020. In terms of Section 161 of the

Companies Act 2013, Mr. Ramchandra Joshi shall hold office up to the date of the ensuing Annual General meeting. The Company has received a notice in writing pursuant to Section 160 of Companies Act, 2013, proposing appointment of Mr. Ramchandra Joshi as Director of the Company. Your Board has recommended appointment of Mr. Ramchandra Joshi as Non-Executive and Non-Independent Director of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criterion of Independence as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015.

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 2017 and of the profit of the Company for the year ended on that date;
- c. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That the annual financial statements have been prepared on a going concern basis;
- e. That proper internal financial controls were in place and that the financial control were adequate and were operating effectively;
- f. That proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

INSURANCE:

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

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

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

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:

In the last month of FY 2019-20, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lockdowns of all economic activity. For the Company, the focus was ensuring the health and wellbeing of all employees, and on minimizing disruption to services for all our customers globally.

The Company is consistently taking all proactive steps, 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.

Hon'ble Prime Minister had ordered National Lock Down since 25th March 2020. All the offices and units of the Company had suspended their operations to contain the spread of COVID - 19 based on Government directives. All employees were requested to continue working from home wherever possible. This was being done to ensure safety and wellbeing of all our employees.

In accordance with the permission/guidelines issued by the Central/State Government and Local Authorities, the operations of companies situated at Maharashtra and Gujarat was resumed with effect from 17th May, 2020 in phased manner.

Initially Business team with limited number of members had returned to work in order to manage production cycle of the Company with less number of workers.

Also, other necessary departments (i.e. Finance, Account along with admin, human resources and secretarial department) a with limited number of members has returned to work in order to manage all essential activities.

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.

Due to COVID-19 Business and Financials of the Company had also been impacted, Management is trying its best to cope up with Business and Financial Losses and get back into operations as soon as possible, and various steps are being taken by the Management Team.

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 positioned next to a competing non-kosher brand. This certificate helps in increasing the salability of the product in the international supermarkets.
6. **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.
7. **FDA** - The Food and Drug Administration ensuring the safety of food supply in US Market.
8. **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.

9. **Global GAP Certificate** - it is a voluntary set worldwide standard for agriculture producer for adoption of safe and sustainable practices.
10. **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.
11. **Fairtrade certificate** - Fair trade is an alternative approach to conventional trade based on a partnership between producers and traders, businesses and consumers.
12. **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).
13. **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		2019-20	2018-19
Electricity			
a) Purchased			
Units	KWH	27,51,044	30,51,027
Total amount	Rs	25,540,068	25,502,751
Rate / Unit	Rs	9.28	8.36
b) Own Generation through Diesel Generator Set			
Units			
Quantity	Ltrs	24,706	26,161
Total Amount	Rs	1,680,634	1,852,748
Rate / Unit	Rs	68.03	70.82
c) Coal and other Fuels			
Units	Kgs	617,220	744,498
Total Amount	Rs	4,523,516	6,379,893
Rate / Unit	Rs	7.33	8.57

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.

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 2020 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 5 (five) times during the year under review. The details of board meetings and the attendance of the Directors are provided in the Corporate Governance Report which forms part of this Report.

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 2020-21 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.

FOREIGN EXCHANGE EARNING AND OUTGO:

Foreign Exchange earnings during the year amounts to Rs. 1,41,23,31,540 (Previous Year Rs. 1,90,62,04,587) and Foreign Exchange outgo during the year was Rs. 9,83,96,078 (Previous Year Rs. 10,49,17,491).

CORPORATE SOCIAL RESPONSIBILITY:

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

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

PARTICULARS OF EMPLOYEES:

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

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

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

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

FORMATION OF VARIOUS COMMITTEES:

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

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

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

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9, is annexed to this Report as **Annexure-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, Practising Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for financial year 2019-20 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. 2020-21.

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 25 2020

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, 2020**

[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	74.27
2.	Processing of Fruit & Vegetables	2024	25.73

* 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	4679158	0	4679158	38.53	4153685	0	4153685	37.37	(1.26)
(b) Central / State government(s)	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	2368013	0	2368013	19.50	2101648	0	2101648	18.86	(0.64)
(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):	7047171	0	7047171	58.03	6255333	0	6255333	56.13	(1.90)
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)	7047171	0	7047171	58.03	6255333	0	6255333	56.13	(1.90)
(B) Public shareholding									
Institutions (1)									
(a) Central / State government(s)	0	0	0	0	0	0	0	0	0.00
(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	399500	0	399500	3.29	25	0	25	0.00	(3.29)
(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	22407	0	22407	0.18	430873	0	430873	3.87	3.68
(k) Alternate Investment Fund	0	0	0	0	0	0	0	0	0
Sub Total (B)(1):	421907	0	421907	3.47	430898	0	430898	3.87	0.39

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	219461	77500	296961	2.45	105690	77500	183190	1.64	(0.80)
(b) Individual	0	0	0	0	0	0	0	0	0
(i) (Capital Upto to Rs. 1 Lakh)	2388671	276104	2664775	21.94	2203650	254104	2457754	22.05	0.11
(ii) (Capital Greater Than Rs. 1 Lakh)	1031601	0	1031601	8.49	1136350	0	1136350	10.20	1.70
(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	37967	0	37967	0.31	13369	0	13369	0.12	(0.19)
(iii) Non-Resident Indians (NRI)	2440	49200	51640	0.43	0	49200	49200	0.45	0.02
(iv) Non-Resident Indians (Repat)	329011	0	329011	2.71	381004	0	381004	3.42	0.71
(v) Non-Resident Indians (Non Repat)	60920	0	60920	0.50	39324	0	39324	0.35	(0.15)
(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	202447	0	202447	1.67	197978	0	197978	1.78	0.11
(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):	4273118	402804	4675922	38.50	4077965	380804	4458769	40.01	1.51
Total Public Shareholding (B)= (B)(1) + (B)(2):	4695025	402804	5097829	41.97	4508863	380804	4889667	43.87	1.90
(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)	11742196	402804	12145000	100.00	10764196	380804	11145000	100.00	0.00

NOTES: NAME, NUMBER OF SHARES HELD & PERCENTAGE OF ENTITIES / PERSONS HOLDING MORE THAN 1% OF THE TOTAL SHARES OF THE COMPANY IS AS PER ANEXURE.

ii) Shareholding of Promoters / Promoters Group

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01-04-2019)			Shareholding at the end of the year (as on 31-03-2020)			% 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	101000	0.8316	0.0000	89639	0.8043	0.0000	(0.0273)
2	Mayank Ramesh Tandon	17000	0.1400	0.0000	15088	0.1354	0.0000	(0.0046)
3	Priyanka Tandon	24658	0.2030	0.0000	21885	0.1964	0.0000	(0.0066)
4	Nanita Ashok Motiani	100000	0.8234	0.0000	0	0.0000	0.0000	(0.8234)
5	Ashok Vishindas Motiani	245510	2.0215	0.0000	0	0.0000	0.0000	(2.0215)
6	Priyanka Mayank Tandon	246600	2.0305	0.0000	218862	1.9638	0.0000	(0.0667)
7	Priyanka Mayank Tandon	382482	3.1493	0.0000	339458	3.0458	0.0000	(0.1035)
8	Mayank Ramesh Tandon	478400	3.9391	0.0000	424588	3.8097	0.0000	(0.1294)
9	Dipti Ashok Motiani	824734	6.7907	0.0000	731964	6.5676	0.0000	(0.2231)
10	Nanita Ashok Motiani	862895	7.1049	0.0000	766690	6.8792	0.0000	(0.2257)
11	Ashok Vishandas Motiani	1395879	11.4935	0.0000	1238865	11.1159	0.0000	(0.3775)
12	Freshcap Foodstuff LLP	2368013	19.4978	0.0000	2101648	18.8573	0.0000	(0.6405)
13	Ashok Vishandas Motiani	0	0	0.0000	217894	1.9551	0.0000	1.9551
14	Nanita Ashok Motiani	0	0	0.0000	88752	0.7963	0.0000	0.7963
	Total	7047171	58.0253	0.0000	6255333	56.1268	0.0000	(1.8984)

iii) Change in Promoters' Shareholding

Particular	Shareholding at the beginning of the year (01/04/2019)		Transactions during the year		Shareholding at the end of the year (31/03/2020)	
	No. of Shares	% of total shares of the company	Date of Transaction	No. of Shares	No. of Shares	% of total Shares of the company
As on 31/03/2019	70,47,171	58.03	-	-	70,47,171	58.03
At the beginning of the year	70,47,171	58.03	-	-	70,47,171	58.03
Buyback of Equity Shares			22-11-2019	(23,68,013)	46,79,158	38.53
Buyback of Equity Shares			22-11-2019	(13,95,879)	32,83,279	27.03
Buyback of Equity Shares			22-11-2019	(8,62,895)	24,20,384	19.93
Buyback of Equity Shares			22-11-2019	(8,24,734)	15,95,650	13.14
Buyback of Equity Shares			22-11-2019	(2,46,600)	13,49,050	11.11
Buyback of Equity Shares			12-12-2019	(55,724)	12,93,326	11.60
Buyback of Equity Shares			12-12-2019	1,73,065	14,66,391	13.16
Buyback of Equity Shares			12-12-2019	7,31,964	21,98,355	19.73
Buyback of Equity Shares			12-12-2019	7,55,442	29,53,797	26.50
Buyback of Equity Shares			12-12-2019	11,99,888	41,53,685	37.27
Buyback of Equity Shares			12-12-2019	21,01,648	62,55,333	56.13
At the end of the year	62,55,333	56.13	-	-	62,55,333	56.13

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	3,99,500	30-Mar-19	0	NA	3,99,500	3.58
		3,99,500	31-Mar-20	0	NA	3,99,500	3.58
2	Avinash P Wadhwa	1,26,437	30-Mar-19	0	NA	1,26,437	1.13
			08-Nov-19	2,235	Buy	1,28,672	1.15
			22-Nov-19	5,025	Buy	1,33,697	1.20
			29-Nov-19	7,765	Buy	1,41,462	1.27
			12-Dec-19	(25,570)	Sell	1,15,892	1.04
			13-Dec-19	15,025	Buy	1,30,917	1.17
			07-Feb-20	4,000	Buy	1,34,917	1.21
			14-Feb-20	83	Buy	1,35,000	1.21
			1,35,000	31-Mar-20	0	NA	1,35,000
3	Shital Navin Agarwal	1,25,630	30-Mar-19	0	NA	1,25,630	1.13
		1,25,630	31-Mar-20	0	NA	1,25,630	1.13
4	Nitin Tandon	88,000	30-Mar-19	0	NA	88,000	0.79
			05-Apr-19	2,000	Buy	90,000	0.81
			12-Dec-19	(7,813)	Sell	82,187	0.74
		82,187	31-Mar-20	0	NA	82,187	0.74
5	Navin Agarwal	84,000	30-Mar-19	0	NA	84,000	0.75
		84,000	31-Mar-20	0	NA	84,000	0.75
6	Shashi Gupta	76,000	30-Mar-19	0	NA	76,000	0.68
			31-May-19	(33,115)	Sell	42,885	0.38
			22-Nov-19	(12,885)	Sell	30,000	0.27
			29-Nov-19	(30,000)	Sell	0	0.00
			12-Dec-19	42,885	Buy	42,885	0.38
			13-Dec-19	(42,885)	Sell	0	0.00
		0	31-Mar-20	0	NA	0	0.00
7	Mira Parshotam Hirani	60,000	30-Mar-19	0	NA	60,000	0.54
			30-Sep-19	(959)	Sell	59,041	0.53
		59,041	31-Mar-20	0	NA	59,041	0.53
8	Urvashiben Nikhilbhai Parikh	50,000	30-Mar-19	0	NA	50,000	0.45
		50,000	31-Mar-20	0	NA	50,000	0.45

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
9	Nikhil Shantilal Parikh	50,000	30-Mar-19	0	NA	50,000	0.45
		50,000	31-Mar-20	0	NA	50,000	0.45
10	Indur Kirpalani	23,534	30-Mar-19	0	NA	23,534	0.21
			24-May-19	2,750	Buy	26,284	0.24
			31-May-19	(2,750)	Sell	23,534	0.21
			07-Jun-19	12,500	Buy	36,034	0.32
			15-Nov-19	450	Buy	36,484	0.33
			22-Nov-19	4,700	Buy	41,184	0.37
			12-Dec-19	(5,150)	Sell	36,034	0.32
			13-Dec-19	12,150	Buy	48,184	0.43
			20-Dec-19	(12,000)	Sell	36,184	0.32
			31-Dec-19	12,000	Buy	48,184	0.43
			17-Jan-20	2,100	Buy	50,284	0.45
			24-Jan-20	(1,500)	Sell	48,784	0.44
			48,784	31-Mar-20	0	NA	48,784
11	Rajkumar Tolani	46,000	30-Mar-19	0	NA	46,000	0.41
		46,000	31-Mar-20	0	NA	46,000	0.41

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	1742389	14.35	195991	(0.47)	1546398	13.88
2	Nanita Ashok Motiani	962895	7.92	107453	(0.24)	855442	7.68
3	Mayur Jashvantlal Shah	5625	0.05	0	0	5625	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 Dhruve	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	38,72,06,992	28,084	----	38,72,35,076
ii) Interest due but not paid	1,67,096	----	----	1,67,096
iii) Interest accrued but not due	----	----	----	----
Total (i+ii+iii)	38,73,74,088	28,084	----	38,74,02,172
Change in Indebtedness during the financial year				
• Addition	42,53,641	2,02,28,601	----	2,44,82,242
• Reduction	8,26,86,092	----	----	8,26,86,092
• Exchange Difference	----	----	----	----
Net Change	(7,84,32,451)	2,02,28,601	----	(5,82,03,850)
Indebtedness at the end 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

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			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
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	
1	Independent Directors	40,000	50,000	50,000	1,40,000
	• Fee for attending board committee meetings	0	0	0	0
	• Commission	0	0	0	0
	• Others, please specify	0	0	0	0
	Total (1)	40,000	50,000	50,000	1,40,000
2	Other Non-Executive Directors				
	• Fee for attending board committee meetings	0	0	0	0
	• Commission	0	0	0	0
	• Others, please specify	0	0	0	0
	Total (2)	0	0	0	0
	Total (B) = (1 + 2)	40,000	50,000	50,000	1,40,000
Total Managerial Remuneration		40,000	50,000	50,000	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
		Ronak Dhruve	Sanjay Prajapati	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60,088	9,80,120	13,40,208
	(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	3,60,088	9,80,120	13,40,208

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					
B. DIRECTORS					
C. OTHER OFFICERS IN DEFAULT					

- NIL -

Date: June 25 2020

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

By order of the Board
For Freshrop 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

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

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

Areas of Interest:

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.
5. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts.
6. Measure for the benefit of armed forces veterans, war widows and their dependents.
7. Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports.
8. Contribution to the prime minister's national relief fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women.
9. Contribution to incubators funded by Central Government or State Government or any agency or Public Sector Undertaking of Central Government or State Government, and contributions to public funded Universities, Indian Institute of Technology (IITs), National Laboratories and Autonomous Bodies (established under the auspices of Indian Council of Agricultural Research (ICAR), Indian Council of Medical Research (ICMR), Council of Scientific and Industrial Research (CSIR), Department of Atomic Energy (DAE), Defense Research and Development Organisation (DRDO), Department of Biotechnology (DBT), Department of Science and Technology (DST),

Ministry of Electronics and Information Technology) engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).

10. Rural development projects.
11. Slum area development.
12. Disaster management, including relief, rehabilitation and reconstruction activities.

2. The Composition of the CSR Committee

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

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

3. Average Net Profit of the Company for last three financial years prior to 2019-20: Rs. 14,11,28,035
Prescribed CSR Expenditure (2% of the amount as in item No 3 Above) Rs. 28,22,561

4. Details of CSR spent during the financial year:

- I. Total amount spent for the financial year: Rs. 14,07,111
- II. Amount unspent: Rs. 14,15,450 will be allocated & distributed on various CSR Projects / Programs in Progress.
- III. Manner in which the amount spent during the financial years is detailed below:

Sr. No.	Name/ Details Implementing Agency	CSR project / Activity Identified	Sector In which the Project was covered	Location of Projects / Projected (Local area or state/ District)	Amount outlay Projected	Amount Spent
1	Own	Providing 5 nos. LCD TV for promoting Digital Education	Education	Sangli	28,50,000	1,79,688
2	Own	Providing 24 nos. learning tablates for promoting Digital Education	Education	Pirachumala, Sangli		85,423
3	Own	Providing Vaikanth Rath for community aware on the importance of hygienic & cleanness.	Awareness for Clean Programmer	Dindori, Nasik		2,17,000
4	Own	Buy 3 nos. LCD Projectors for School Education	Education	Nasik		1,50,000
5	Own	Women Walkathon at Nasik	Training to promote rural sports	Nasik		25,000
6	Own	Buy Tractor for cleanness programme	Awareness for Clean Programmer	Dindori, Nasik		7,50,000

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

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

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

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

ANNEXURE C
TO THE DIRECTORS REPORT
FORM NO. MR-3
SECRETARIAL AUDIT REPORT

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

To
The Members
FRESHTROP FRUITS LIMITED
(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, 2020 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 2020 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 Company has completed the Buyback of 10,00,000 (Ten Lakhs only) fully paid-up equity shares of face value of Rs. 10/- each representing up to 8.23 % of the total paid-up Equity Share capital of the Company from the Shareholders/Beneficial Owners of Equity Shares of the Company as on 11th October, 2019 fixed as Record Date, on a proportionate basis, through the Tender Offer route at a price of Rs. 110/- (Rupees One Hundred and Ten Only) per Equity Share ("Buyback Price") for an aggregate consideration of Rs. 11,00,00,000/- (Rupees Eleven Crores only) paid in cash pursuant to the provisions of Article 73 of Articles of Association of the Company, Sections 68, 69, 70 and 110 of the Companies Act, 2013 and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

The Public Announcement dated 27th September, 2019 was issued by the Company and the Buyback Offer opened on Thursday, 21st November, 2019 and closed on Wednesday, 4th December, 2019 pursuant to the approval of the Board of Directors and the members of the Company at its meeting held on 23rd August, 2019 and 26th September, 2019 respectively. The Buyback was completed on 4th December, 2019.

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: 25th June, 2020
Place: Ahmedabad

FCS No.: 4287, COP No.: 2574
UDIN: F004287B000356793

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: 25th June, 2020
Place: Ahmedabad

FCS No.: 4287, COP No.: 2574
UDIN: F004287B000356793

ANNEXURE TO THE DIRECTOR'S REPORT
MANAGEMENT DISCUSSION AND ANALYSIS

The discussion hereunder covers the financial results of Freshrop Fruits Limited for the financial year 2019-20 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

Globally, we are seeing an increase in demand of fresh fruits as people seem to become increasingly health conscious.

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.

This year, novel coronavirus (COVID 19) disease has an unprecedented impact on all food markets and badly affected the businesses. As fruits and vegetables are perishable products, disruption in the supply chain has a disastrous impact. As a result, export of fruits and vegetables have decreased during the year.

II. FOOD PROCESSING

Fruits and vegetables are one of the fast-growing sub-sectors of the food processing sector. Increasing consumer expenditure, changing lifestyles owing to hectic schedules, rapid urbanization, supportive governments, increasing number of supermarkets & hypermarkets have resulted in rapid expansion of the processed and packaged food industry.

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

➤ **INDIA SCENARIO**

I. FRESH FRUIT

The total production of fruits and vegetables in the world is around 370 Million Tons. India ranks second in the world with an average annual output of 32 Million Tons fruits. The major fruits grown are banana, mango, citrus, guava, grapes, apple and pineapple which constitute nearly 80 per cent of the total fruit production in the country.

In India major fruit producing states are Andhra Pradesh, Maharashtra, Karnataka, Bihar, Uttar Pradesh, Tamil Nadu, Kerala and Gujarat. These eight states account for 70 per cent of the area under fruit cultivation and 78 per cent of the total fruit production. India's location gives it the unique advantage of vast production base and offers massive opportunities for exports. The value of fresh fruit exports from India amounted to nearly 763 million U.S. dollars in fiscal year 2019, however during the year 2019-20, the disruption in the aviation sector following the outbreak of the novel coronavirus dealt a major blow to exports of perishables from India, mainly fresh fruits. During this year fruit, exports were 7 per cent lower as compared to corresponding period last year.

II. FOOD PROCESSING

India has one of the largest food processing industries in terms of production and consumption. This Industry promotes employment and ensures better returns to the farmers. During the last 5 years, Food Processing sector has been growing at an Average Annual Growth Rate (AAGR) of around 8.41 per cent.

The major processing items of export by India are fruit juices, pulps, jams, pickles and chutneys, canned fruits & vegetables, concentrated pulps and juices, dehydrated vegetables.

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. FOOD PROCESSING:

India being the second most populated country in the world it has one of the largest food processing industries in terms of consumption and growth prospects. Fruit processing sector has emerged as a high-priority sector in India accounting for about 32 per cent of the country's total food market, making the food processing industry one of the largest industries in India. It provides an important synergy between agricultural produce and industries.

II. FRESH FRUITS:

India has an inherent advantage in production of fruits and vegetables. More than half (around 54%) of the land area in India is considered arable, further supported by diverse agro climatic conditions allowing production of a wide range of fruits. A wide variety of fruits are grown in India viz. Mango, Banana, Citrus, Guava, and Apple are major fruits.

Due to changes in organized retail sector, increasing population, change of consumer preference, modern harvesting and supply chain facilities there is a tremendous scope for growth of the fresh fruit business.

➤ **OPPORTUNITY AND THREATS**

a) OPPORTUNITY

I. FRESH FRUITS:

- a. Increase in demand of packaged fruits in supermarkets (compared to loose fruit in wholesale markets)
- b. Increase in demand for quality and food safety in fresh produce.
- c. Increase in demand from emerging markets such as China, Canada, South east asia.
- d. Opportunities to introduce new varieties in India, which could result in better fruit quality and higher yields and realization for the farmers.
- e. Increase in demand for good quality, safe food in the domestic market in India.

II. FOOD PROCESSING:

With people preferring good quality safe food in packaged form due to convenience, rapid expansion of urban & rural areas and growth of food service industries (restaurants, cafes, bakeries etc.) are supporting the development of the food processing industry. India's geographical situation gives it a unique advantage of connectivity and export to Europe, the Middle East, Japan, Singapore, Thailand, Malaysia and Korea.

b) THREAT / CHALLENGE

I. FRESH FRUIT:

One of the biggest challenges in India is limited and inconsistent availability of fruits. The unpredictability of the weather and its impact on the farm gate price of the fruits is also a challenge.

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, India's fruits and vegetable exports may decline due to global lockdown that has been implemented to prevent the spread of the coronavirus (COVID-19) pandemic resulting in disruption of supply chain.

II. FOOD PROCESSING:

The key challenges identified for the food processing sector in India are:

- a. Inconsistency in availability of raw materials. This is partly due to unpredictable weather conditions.
- b. Fruit and vegetable are mainly grown for fresh / table consumption in India, the surplus volume during the peak season is available for processing. This sometimes results in significant fluctuation and volatility in the prices of the raw material available for processing.
- c. Small land holdings result in inconsistency in quality of raw material
- d. Lack of adequate skilled manpower: Difficulties in travel after the Corona Virus has 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 mango and banana and ranks among top ten countries in the world in the production of apple, papaya, citrus, grape, 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 during a shorter amount, improving in irrigation facilities, better warehousing and cold storage facilities, various booster initiative taken by government, availability of different loan facilities at lower rates, changing of consumer pattern, availability of low-cost labor and opportunities beckon in new export markets.

Moreover, food processing industry is one of the largest industries in India and it will be a soar height 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, several fiscal initiatives taken by government has given 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 the Director's Report under the head "Financial Result" and "Review of Operations".

➤ **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 undertake 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 (APEEDA), 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 Freshrop 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 Five directors comprising of one executive Chairman and Managing Director, one executive whole-time 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.

Further as per requirement of Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015, the Board of Directors, based on the recommendations of the Nomination & Remuneration Committee, approved the appointment of Mr. Ramchandra Joshi as an additional non-executive and non-Independent Director of the Company with effect from 01st April, 2020.

The board of directors provides leadership and guidance to the Company's management and directs, supervises and control 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 28th May 2019, 5th August 2019, 23rd August 2019, 14th November 2019 and 04th February 2020.

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 are 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	5	5	YES
Mrs. Nanita A Motiani	Whole Time Director	5	5	YES
Mr. Mayur J Shah	Non-Executive / Independent Director	5	4	YES
Mr. Dineshbhai S Oza	Non-Executive / Independent Director	5	5	YES
Mr. Anil Sharma	Non-Executive / Independent Director	5	5	NO

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 present necessary disclosure 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, 2020 are provide herein below.

Sr.	Name	Category	No. of Directorships / Committee Memberships / Chairmanships (Including Freshrop 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	1	1
3	Mr. Mayur Shah	Non-Executive / Independent Director	1	-	-	-	2
4	Mr. Dineshbhai Oza	Non-Executive / Independent Director	1	-	-	1	2
5	Mr. Anil Sharma	Non-Executive / Independent Director	1	1	-	-	2

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

Except Mr. Mayur Shah, no other Director or their relatives hold shares in the Company. Mr. Mayur Shah holds 5625 shares of the Company as on March 31, 2020.

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)	Finance, Strategy, Marketing, Secretarial cum legal and other Sectors.
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.

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.frehstrop.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 cord 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 re-appointment.

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 5 times on 28.05.2019, 05.08.2019, 23.08.2019, 13.11.2019 and 04.02.2020. 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	5	5
Mrs. Nanita Motiani	Whole-Time Director	5	5
Mr. Mayur Shah	Independent Director	5	5
Mr. Anil Sharma	Independent Director	5	5

The Chairman of the committee was present at the last Annual General Meeting held on 26th September 2019 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 to be 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 committee met 5 times on 28.05.2019, 05.08.2019, 23.08.2019, 13.11.2019 and 04.02.2020.

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	5	5
Mr. Mayur Shah	Independent Director	5	5
Mr. Anil Sharma	Independent Director	5	5

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 held on August 05, 2019.

Director remuneration

Remuneration paid or payable to Chairman and Whole-time director the FY 2019-20 is as under:

Name	Remuneration (Including Perquisites)
Mr. Ashok Motiani	1,20,00,000
Mrs. Nanita Motiani	48,00,000

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 2019-20 is as under:

Name	Sitting Fees
Mr. Mayur Shah	40,000
Mr. Dinesh Oza	50,000
Mr. Anil Sharma	50,000

Details of shares of the company held by directors as on March 31, 2020 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	-
Mr. Anil Sharma	-

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 director and one executive director.

During the year under review, the committee met 5 times on 28.05.2019, 05.08.2019, 23.08.2019, 13.11.2019 and 04.02.2020.

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	5	5
Mr. Dinesh Oza,	Independent Director	5	5
Mr. Anil Sharma	Independent Director	5	5
Mrs.Nanita Motiani	Whole time Director	5	5

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

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

Opening Balance	During the year		At the end
	Received	Resolved	
Nil	4	4	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 5 times on 28.05.2019, 05.08.2019, 23.08.2019, 13.11.2019 and 04.02.2020.

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

Name	Category	No. Of Meeting Held	No. of Meeting attended
Mrs. Nanita Motiani, Chairman	Whole time Director	5	5
Mr. Dinesh Oza,	Independent Director	5	5
Mr. Mayur Shah	Independent Director	5	5
Mr. Anil Sharma	Independent Director	5	5

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.freshrop.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
2016-17	28.09.2017 (10.00 A.M.)	Karnavati Club, S.G. Road, Ahmedabad - 380059	2
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

No extra ordinary general meeting was held during the financial year 2019-20.

No special resolution was passed through postal ballot during the financial year 2019-20.

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.freshrop.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 1,11,45,000 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:

Wednesday, 23rd September 2020 12.30 P.M.

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 Wednesday, September 16, 2020 to Wednesday, September 23, 2020, 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 2020-21.

Quarterly Result	Tentative Schedule
Quarter ending June 30, 2020	On or before August 14, 2020
Quarter ending September 30, 2020	On or before November 14, 2020
Quarter ending December 31, 2020	On or before February 14, 2021
Annual Financial Result of 2020-21	Within 60 days from March 31, 2021

f) **Dividend**

There is no dividend declared during the year.

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

The annual listing fees for the year 2020-21, 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.	2012-13	13-09-2013	02-11-2020
2.	2013-14	10-09-2014	28-10-2021
3.	2014-15	18-09-2015	03-11-2022
4.	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 – 2019	39,487.45	38,460.25	178.00	150.30
May – 2019	40,124.96	36,956.10	158.90	126.35
June – 2019	40,312.07	38,870.96	136.95	106.70
July – 2019	40,032.41	37,128.26	129.90	91.90
Aug – 2019	37,807.55	36,102.35	117.40	85.00
Sep – 2019	39,441.12	35,987.80	105.00	91.05
Oct – 2019	40,392.22	37,415.83	104.50	78.00
Nov – 2019	41,163.79	40,014.23	101.00	80.00
Dec - 2019	41,809.96	40,135.37	103.95	80.35
Jan – 2020	42,273.87	40,476.55	106.95	87.10
Feb – 2020	41,709.30	38,219.97	96.90	64.00
Mar - 2020	39,083.17	25,638.90	75.80	36.00

j) **Shareholding as on March 31, 2020**

No. of Shares	Shareholders		Shares	
	Nos.	% of Total	Nos.	% of Total
1-500	5348	82.10	8,08,189	7.25
501-1000	548	8.41	4,30,955	3.87
1001-2000	286	4.39	4,37,002	3.92
2001-3000	100	1.54	2,52,124	2.26
3001-4000	45	0.69	1,57,906	1.42
4001-5000	38	0.58	1,80,884	1.62
5001-10000	73	1.12	5,31,841	4.77
10001 - Above	76	1.17	83,46,099	74.89
Total	6514	100.00	1,11,45,000	100.00

k) Shareholding pattern as on March 31, 2020

Category	No. of Shareholders	Total No of Shares Held	% of Capital
Promoters	6	62,55,333	56.13
Public	6,238	37,92,082	34.02
Foreign Institution Investor	1	25	0.00
Foreign Portfolio Investor	3	4,30,873	3.87
Non - Resident Individual	166	4,69,528	4.21
Bodies Corporate	70	1,83,190	1.64
Corporate body - NBFC	1	600	0.01
Clearing Member	29	13,369	0.12
Total	6,514	1,11,45,000	100.00

l) Detail of credit ratings obtained by the entity

The details of credit ratings, including revisions, if any, assigned to the debt instruments / total bank loan facilities of the company during the year ended March 31, 2020 are as follows

Rating Agency	Security - Type	(Rs.in Crores)	Credit Rating	Outlook	Status (Assigned / Re-affirmed / Revised / Withdrawn)	Date of credit Rating obtained
CRISIL	Long term	56 Cr.	BBB	Stable	Withdrawn (after 31.03.20)	25-07-19

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 2020, 96.58% 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, Freshrop Fruits Limited, A-603, Shapath -IV, Opp. Karnavati Club, S.G. Road, Ahmedabad - 380015. Phone: 079 - 40307050-57 Email: secretarial@freshrop.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 2019-20. 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, 2020.

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 were no case of whistle blower.

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

During the financial year 2019–2020, 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	1,100,000

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 2019-20	Nil
2	Number of complaints disposed of during the financial year 2019-20	Nil
3	Number of complaints pending as on end of the financial year 2019-20	Nil

DISCLOSURE:

- a) 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
- b) In the preparation of the financial statements, the company has followed the accounting policies and practices as prescribed in the accounting standards.

- c) 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 instance of raising 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 confirm 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 25 2020

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 FINICAL OFFICE COMPLIANCE CERTIFICATE**

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

We have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 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 year 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 : 25.06.2020

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, 2020. 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, 2020.

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

Date : 25th June, 2020
Place : Ahmedabad

FCS No.: 4287, COP No.: 2574
UDIN: F004287B000356861

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, 2020.

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, 2020, 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 : 25th June, 2020

Place : Ahmedabad

FCS No.: 4287, COP No.: 2574

UDIN: F004287B000356870

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 Freshrop Fruits Limited ("the Company") which comprise the Balance Sheet as at March 31st, 2020, 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, 2020, 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.

Emphasis of Matter

We draw attention to Note 43 of the standalone financial statements, as regards the management's evaluation of COVID-19 impact on the future performance of the Company. Our opinion is not modified in respect of this matter.

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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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:
- i. 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.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education & Protection Fund by the Company.

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

**Place : Ahmedabad
Date : June 25, 2020
UDIN : 20133589AAAABJ6590**

**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.
 - a) 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, 2020 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 25, 2020
UDIN : 20133589AAAABJ6590

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 Freshrop Fruits Limited (the "Company") as of 31st March 2020 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 2020, 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 25, 2020
UDIN : 20133589AAAABJ6590**

**F. S. SHAH
Partner
Membership No. 133589**

BALANCE SHEET AS AT 31st MARCH, 2020

(INR in Lakhs)

Particulars	Notes	As at	
		31 st March, 2020	31 st March, 2019
ASSETS			
Non-Current Assets			
Property, plant and equipment	4	5,491.92	5,580.16
Capital work in progress	4	53.07	15.81
Intangible assets	5	24.37	32.53
Right-of-Use of Assets	6	1.79	-
Financial assets			
(i) Investment*	7	500.00	0.00
(ii) Other financial asset	9	78.87	46.80
Other non-current assets	10	43.52	25.00
Income Tax Assets (Net)	11	82.46	20.89
Total Non-Current Assets		6,276.00	5,721.19
Current Assets			
Inventories	12	4,869.37	4,885.98
Financial Assets			
(i) Investments	7	-	997.58
(ii) Trade receivables	13	3,273.18	3,947.76
(iii) Cash and cash equivalents	14	243.55	392.65
(iv) Other Bank Balances	15	23.84	24.69
(v) Loans	8	5.83	10.68
(vi) Other Financial asset	9	-	83.07
Other current assets	10	1,505.15	1,094.50
Total Current Assets		9,920.92	11,436.91
Total Assets		16,196.92	17,158.09
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	1,114.50	1,214.50
Other Equity	17	6,053.95	6,514.17
Total Equity		7,168.45	7,728.67
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings	18	622.96	1,020.03
(ii) Other financial liabilities	19	-	6.31
Provisions		-	4.19
Deferred tax liabilities (Net)	38	331.54	559.71
Total Non-Current Liabilities		954.50	1,590.25
Current Liabilities			
Financial Liabilities			
(i) Borrowings	18	2,178.03	2,403.86
(ii) Lease Liability	20	1.87	-
(iii) Trade Payable	21	-	-
Due to Micro and Small Enterprises		0.28	-
Due to Others		4,673.90	4,291.57
(iv) Other financial liabilities	19	927.35	906.58
Other current liabilities	22	280.47	216.30
Provisions	23	12.06	20.86
Total Current Liabilities		8,073.97	7,839.17
Total Liabilities		9,028.47	9,429.42
Total Equity and Liabilities		16,196.92	17,158.09
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

(F. S. Shah)

 Partner
M.No. 133589

 Place : Ahmedabad
Date : June 25, 2020

(Ashok Motiani)
Managing Director
DIN 00124470

(Ronak Dhruve)
Company Secretary

 Place : Ahmedabad
Date : June 25, 2020

(Nanita Motiani)
Executive Director
DIN 00787809

(Sanjay Prajapati)
Chief Financial officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st MARCH, 2020

(INR in Lakhs)

Particulars	Notes	Year Ended 31.03.2020	Year Ended 31.03.2019
Revenue from Operations:			
Revenue from Operations	24	16,516.24	17,140.47
Other Income	25	181.79	464.55
Total Income (A)		16,698.02	17,605.02
Expenses:			
Cost of materials consumed	26	10,918.29	10,856.86
Changes in inventories of finished goods	27	(20.40)	(1,071.39)
Employee Benefit Expenses	28	1,663.62	1,786.12
Finance costs	29	120.30	131.65
Depreciation and amortisation expenses	30	537.55	517.51
Other Expenses	31	2,876.86	3,594.60
Total Expenses (B)		16,096.22	15,815.35
Profit Before Tax (A-B)		601.80	1,789.68
Tax Expenses	32		
Current Tax		223.54	385.00
Adjustments for the current tax of prior periods		(9.59)	(19.20)
Deferred Tax		(74.07)	49.48
		139.88	415.27
Profit After Tax for the Period		461.92	1,374.40
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		16.60	8.76
Income tax relating to these items		(4.83)	(2.55)
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		59.76	264.53
Income tax relating to these items		(12.36)	(91.67)
Other Comprehensive Income for the Period, net of tax		59.16	179.06
Total Comprehensive Income for the Period		521.08	1,553.47
Earning per Equity Share (EPS) for Profit for the Period (Face Value of Rs 10)			
Basic (Rs.)	41	3.89	11.32
Diluted (Rs.)	41	3.89	11.32
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 & AssociatesChartered Accountants
FRN: 143262W**(F. S. Shah)**Partner
M.No. 133589

Place : Ahmedabad

Date : June 25, 2020

(Ashok Motiani)
Managing Director
DIN 00124470**(Nanita Motiani)**
Executive Director
DIN 00787809**(Ronak Dhruve)**
Company Secretary

Place : Ahmedabad

Date : June 25, 2020

(Sanjay Prajapati)
Chief Financial officer

STATEMENT OF CASH FLOW FOR THE YEAR ENDED ON 31st MARCH, 2020

(INR in Lakhs)

Particulars	For the Period ended 31.03.2020	For the Period ended 31.03.2019
Cash Flow from Operating Activities		
Profit before Taxes	601.80	1,789.68
Adjustments for:		
Depreciation and Amortisation	537.55	517.51
(Profit)/Loss on sale of Investments	(12.61)	(11.39)
(Profit)/Loss on sale of Assets	3.57	(38.47)
Unrealised Foreign Exchange Loss / (Gain)	(140.01)	21.61
Loss arising on financial assets measured at FVTPL	-	1.77
Finance Cost	120.30	131.65
Interest/Dividend/Rent received	(18.73)	(56.51)
Operating Profit before Working Capital Changes	1,091.87	2,355.85
Changes in Current Assets and Current Liabilities		
(Increase) / Decrease in Trade Receivables	845.85	970.75
(Increase) / Decrease in Inventories	16.61	(1,261.04)
(Increase) / Decrease in financial assets	52.22	(84.34)
(Increase) / Decrease in Other assets	(410.65)	(377.82)
Increase / (Decrease) in Trade and other Payable	507.47	607.59
Increase / (Decrease) in provisions	3.61	4.62
Cash generated from Operations	2,106.99	2,215.60
Income Taxes paid	158.72	637.18
Net Cash Flow from Operating Activities (A)	1,948.27	1,578.41
Cash Flow from Investing Activities		
Purchase of PPE including Capital Work In Progress and capital advances	(524.62)	(337.25)
Sale proceed of Fixed Assets	26.80	47.70
Interest/Dividend/Rent received	18.73	56.51
Sale proceed of Current Investment	2,661.70	1,416.81
Purchase of Current Investments	(2,151.52)	(2,307.71)
Net Cash Flow from/ (used in) Investing Activities(B)	31.09	(1,123.95)
Cash Flow from Financing Activities		
Increase / (Decrease) in Non Current Borrowings	(397.07)	(463.98)
Increase / (Decrease) in Current Borrowings	(225.83)	47.84
Payment for Buyback of Shares, including transaction cost	(1,369.41)	
Finance Cost	(120.30)	(131.65)
Net Cash Flow from Financing Activities (C)	(2,112.61)	(547.78)
Net Increase / (Decrease) in Cash and Cash Equivalents (A+ B+ C)	(133.25)	(93.31)
Cash and Cash Equivalents at the beginning of the period	392.65	438.50
Unrealised Gain/(Loss) on foreign currency Cash and Cash Equivalents	(15.86)	47.47
Cash and Cash Equivalents at the end of the period	243.55	392.65

STATEMENT OF CASH FLOW FOR THE YEAR ENDED ON 31st MARCH, 2020

(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, 2020	As at 31st March, 2019
Cash and Cheques on Hand	2.03	4.10
Balances with Scheduled Banks		
in Current Accounts	193.86	63.03
in Exchange Foreign Currency Account	47.65	325.52
Cash and Cash Equivalent in Cash Flow Statement	243.55	392.65

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 25, 2020

For and on behalf of the Board of Directors

(Ashok Motiani)

Managing Director

DIN 00124470

(Ronak Dhruve)

Company Secretary

Place : Ahmedabad
Date : June 25, 2020

(Nanita Motiani)

Executive Director

DIN 00787809

(Sanjay Prajapati)

Chief Financial officer

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED ON 31st MARCH 2020

(INR in Lakhs)

A. EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2020	As at 31st March, 2019
Balance at the beginning of the Reporting period	1,214.50	1,214.50
Changes in Equity Share Capital during the year	(100.00)	-
Balance at the end of the Reporting period	1,114.50	1,214.50

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, 2018 (A)	89.50	-	188.00	12.88	4,847.02	(176.69)	4,960.70
Addition during the year:							
Profit for the period	-	-	-	-	1,374.40	-	1,374.40
Items of OCI for the year, net of tax:							
Remeasurement benefit of defined benefit plans	-	-	-	-	6.21	-	6.21
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	-	172.85	172.85
Total Comprehensive Income for the year 2018-19(B)	-	-	-	-	1,380.61	172.85	1,553.47
Reductions during the year:	-	-	-	-	-	-	-
Total (C)	-	-	-	-	-	-	-
Balance as at 31st March, 2019 (D)=(A+B+C)	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 (E)	-	-	-	-	761.79	47.40	809.19

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	
Reductions during the year:							
Transfer to Capital Redemption Reserve	-	-	-	-	(100.00)	-	(100.00)
Transfer from General Reserve	-	100.00	-	-	-	-	100.00
Buy Back Related Expenses	-	-	-	-	(269.41)	-	(269.41)
Transfer from Securities Premium on Buy Back of Shares	-	-	(188.00)	-	-	-	(188.00)
Transfer from General Reserve on Buy Back of Shares	-	-	-	-	(812.00)	-	(812.00)
Total (F)	-	100.00	(188.00)	-	(1,181.41)	-	(1,269.41)
Balance as at 31st March, 2020 (G)=(D+E+F)	89.50	100.00	-	12.88	5,808.01	43.56	6,053.95

As per our report of even date attached

For, F P & AssociatesChartered Accountants
FRN: 143262W**(F. S. Shah)**

Partner

M.No. 133589

Place : Ahmedabad

Date : June 25, 2020

For and on behalf of the Board of Directors

(Ashok Motiani)Managing Director
DIN 00124470**(Nanita Motiani)**Executive Director
DIN 00787809**(Ronak Dhruve)**

Company Secretary

Place : Ahmedabad

Date : June 25, 2020

(Sanjay Prajapati)

Chief Financial officer

Notes to the Financial Statement for the year ended 31st March, 2020**1. CORPORATE INFORMATION**

Freshrop 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 except as mentioned in Note 2.6.

(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

The Company has applied the Ind AS pronouncements pursuant to issuance of the Companies (Indian Accounting Standards) Amendment Rules, 2019 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2019. Accordingly the Company has adopted Ind AS 116 "Leases" using the modified retrospective approach with effect from initially applying this standard from 1st April 2019. Accordingly, the information presented for previous year ended 31st March 2019, is not restated.

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 judgements

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, 2020

82 4. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment 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 31st March, 2020	Balance As at 1st April, 2019	Depreciation during the Year	Deduction 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	-	-	-	525.48	190.57
Factory building	2,246.15	-	-	2,246.15	748.87	92.83	-	1404.46	1,497.28
Machinery	5,934.18	57.67	10.65	5,981.21	2,325.41	372.37	6.75	3,290.17	3,608.77
Office equipments	64.20	3.78	-	67.98	41.50	6.61	-	19.87	22.70
Vehicles	266.61	71.67	96.38	241.90	130.27	29.09	69.90	152.44	136.33
Furniture and fixtures	121.49	-	-	121.49	60.68	7.19	-	53.62	60.81
Computer equipment	113.55	0.80	-	114.34	73.91	14.73	-	88.64	39.64
Office electrification	3.26	-	-	3.26	3.08	0.02	-	0.17	0.18
Pollution control equipment	53.14	-	-	53.14	29.26	3.87	-	20.01	23.87
Total Property, Plant and Equipment	8,993.15	468.83	107.02	9,354.96	3,412.99	526.70	76.65	5,491.92	5,580.16
Capital Work In Progress								53.07	15.81

Property, plant and equipment as at 31st March 2019

(INR in Lakhs)

Particulars	Gross Carrying Amount			Accumulated Depreciation			Net Carrying Amt.		
	Balance As at 1st April, 2018	Additions/ Adjustments during the year	Deduction during the Year	Balance As at 31st March, 2019	Balance As at 1st April, 2018	Depreciation during the Year	Deduction during the Year	Balance As at 31st March, 2019	Balance As at 31st March, 2018
Land and land development	198.34	-	7.77	190.57	-	-	-	190.57	198.34
Factory building	2,187.58	58.58	-	2,246.15	659.84	89.04	-	1497.28	1,527.74
Machinery	5,711.37	222.81	-	5,934.18	1,963.56	361.85	-	3,608.77	3,747.81
Office equipments	60.70	3.50	-	64.20	34.96	6.54	-	41.50	25.74
Vehicles	248.13	47.55	29.08	266.61	129.17	28.73	27.62	136.33	118.97
Furniture and fixtures	112.22	9.27	-	121.49	52.28	8.40	-	60.68	59.93
Computer equipment	84.66	28.89	-	113.55	62.74	11.17	-	73.91	21.92
Office electrification	3.26	-	-	3.26	2.84	0.24	-	3.08	0.42
Pollution control equipment	53.14	-	-	53.14	25.41	3.86	-	29.26	27.73
Total Property, Plant and Equipment	8,659.39	370.60	36.85	8,993.15	2,930.79	509.82	27.62	3,412.99	5,580.16
Capital Work In Progress								53.07	15.81

Notes to the Financial Statement for the year ended 31st March, 2020
5. INTANGIBLE ASSETS
Intangible Assets 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 31st March, 2020	Balance As at 1st April, 2019	Amortization during the Year	Deduction during the Year	Balance As at 31st March, 2020	Balance As at 31st March, 2019
Website	2.38	-	-	2.38	2.26	0.12	-	2.38	0.12
Computer Software	39.70	-	-	39.70	8.83	7.61	-	16.44	30.87
Trademark	1.95	-	-	1.95	0.40	0.44	-	0.84	1.54
Total Intangible Assets	44.03	-	-	44.03	11.50	8.16	-	19.66	32.53

Intangible Assets as at 31st March 2019

Particulars	Gross Carrying Amount			Accumulated Depreciation			Net Carrying Amt.		
	Balance As at 1st April, 2018	Additions/ Adjustments during the year	Deduction during the Year	Balance As at 31st March, 2019	Balance As at 1st April, 2018	Amortization during the Year	Deduction during the Year	Balance As at 31st March, 2019	Balance As at 31st March, 2018
Website	2.38	-	-	2.38	2.26	-	-	2.26	0.12
Computer Software	33.20	6.50	-	39.70	1.47	7.36	-	8.83	31.73
Trademark	1.95	-	-	1.95	0.07	0.33	-	0.40	1.87
Total Intangible Assets	37.53	6.50	-	44.03	3.81	7.69	-	11.50	33.72

6. Right of Use Assets

RIGHT OF USE ASSETS		(INR in Lakhs)
COST		Building
At 1st April 2019		Nil
Recognition on transition to Ind AS 116 (Refer Note 42)		4.48
At 31st March 2020		4.48
ACCUMULATED DEPRECIATION		
At 1st April 2019		Nil
Depreciation Expense		2.69
At 31st March 2020		2.69
Net carrying value as at 31 March 2020		1.79

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

7 INVESTMENT*

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
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	500.00	-
Total	500.00	0.00
Aggregate value of unquoted investments- at Cost	500.00	0.00
Aggregate amount of impairment in value of investments	-	-
Current		
Mutual Fund		
Investment in instruments carried at fair value through profit and loss (FVTPL)***		
Kotak Equity Arbitrage Fund- Nil (P.Y - 9,25,358.441 of Rs 10.7084 each)	-	99.09
ICICI Prudential Equity Arbitrage Fund- Nil (P.Y - 36,63,778.934 of Rs 13.6207 each)	-	499.03
Edelweiss Arbitrage Fund- Nil (P.Y - 32,64,169.992 of Rs 12.2375 each)	-	399.45
Total	-	997.58
Aggregate value of unquoted investments at cost	-	999.35
Aggregate value of unquoted investments at Market Value	-	997.58
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.

*** Investment in Debentures have been shown at Face Value.

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

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Current		
Other loan and advances		
Secured, considered good	-	-
Unsecured, considered good	5.83	10.68
Total Loans	5.83	10.68

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

9 OTHER FINANCIAL ASSETS*

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Non-Current		
Security and other deposits (unsecured, considered good)	46.55	46.80
Derivatives - foreign exchange forward contracts #	32.32	-
Total Non-Current Other Financial Assets	78.87	46.80
Current		
Derivatives - foreign exchange forward contracts #	-	83.07
Total Current Other Financial Assets	-	83.07

* 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.

10 OTHER CURRENT ASSETS

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Non-Current		
Capital advances	18.52	-
Balances with Government Authorities *	25.00	25.00
Total Non-Current Assets	43.52	25.00
Current		
Advance to supplier of goods and expense	261.00	93.25
Prepaid Expenses	45.85	52.53
Export incentive receivable	346.41	179.83
Packing Scheme Incentive Receivable	-	30.50
Transport and Marketing Assistance Receivable	316.27	-
Other receivable	9.30	7.39
Balances with Government Authorities*	526.31	731.00
Total Current Non-Financial Assets	1,505.15	1,094.50

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

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

11 INCOME TAX ASSETS (NET)

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Advance payment of tax (Net of provision and Tax deducted at source)	82.46	20.89
Total Income Tax Assets (Net)	82.46	20.89

12 INVENTORIES

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Raw Materials	11.48	101.33
Finished Goods	729.89	1,408.03
Finished Goods in transit	3,535.43	2,836.89
Packing Materials	568.85	513.17
Consumables	19.10	23.11
Coal, Spares etc.	4.62	3.45
Total Inventories	4,869.37	4,885.98

13 TRADE RECEIVABLES*

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Current		
Secured, considered good	-	-
Unsecured, considered good	3,273.18	3,947.76
Unsecured, considered doubtful	-	-
	3,273.18	3,947.76
Less: Allowances for unsecured doubtful debts	-	-
Total Trade Receivables	3,273.18	3,947.76

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

14 CASH AND CASH EQUIVALENTS*

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Cash and Cash Equivalents		
Balances with banks		
In current accounts	241.52	388.55
Cash on hand	2.03	4.10
Total Cash and Cash Equivalents	243.55	392.65

15 OTHER BANK BALANCES*

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Margin money deposit with bank with maturity of more than 3 months but less than 12 months#	9.06	8.71
Unclaimed dividend	14.78	15.98
Total Bank Balance other than Cash and Cash Equivalents	23.84	24.69

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

Held as lien by bank against bank guarantees.

Notes to the Financial Statement for the year ended 31st March, 2020
16 EQUITY SHARE CAPITAL
(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
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		
1,11,45,000 Equity shares of Rs. 10/- each fully paid up (As at 31st March 2019: 1,21,45,000 of Rs.10/- each)	1,114.50	1,214.50
	1,114.50	1,214.50

a) Reconciliation of shares outstanding at the beginning and at the end of the year
(INR in Lakhs)

Particulars	As at 31st March, 2020		As at 31st March, 2019	
	No. of shares	Amount in Rs.	No. of shares	Amount in Rs.
At the beginning of the year	121.45	1,214.50	121.45	1,214.50
Less: Buy Back of Equity shares during the year (Refer Note 16(d) Below)	(10.00)	(100.00)	-	-
At the end of the year	111.45	1,114.50	121.45	1,214.50

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, 2020		As at 31st March, 2019	
	No. of shares	% of holding	No. of shares	% of holding
Number of Equity Shares				
Freshcap Foodstuff LLP	21.02	18.86%	23.68	19.50%
Ashok Vishandas Motiani	15.46	13.88%	17.42	14.35%
Nanita Ashok Motiani	8.55	7.68%	9.63	7.93%
Dipti Ashok Motiani	7.32	6.57%	8.25	6.79%
Priyanka Tandon	5.80	5.21%	6.54	5.38%

Notes to the Financial Statement for the year ended 31st March, 2020**16 EQUITY SHARE CAPITAL (Contd.....)****d) Buy-back of equity shares**

The Board of Directors of the Company, at its meeting held on October 11, 2019, have approved Buy-back of 10 lakhs fully paid up Equity Shares of face value of Rs.10 each for an aggregate amount not exceeding Rs. 11 Crores (Rupees Eleven Cores only) at a price not exceeding Rs. 110/- (Rupees One Hundred Ten only) per Equity Shares from the shareholders of the Company on a proportionate basis through "Tender Offer" route in accordance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 and the Companies Act, 2013 (as amended from time to time). The tendering period for buy-back offer remained open from Thursday, November 21, 2019 and closed on Wednesday, December 4, 2019 and the settlement in respect of shares bought back have been completed on 12th December 2019.

The Company has purchased through Tender Offer 10 lakhs Equity Shares which were extinguished in terms of Regulation 21 read with Regulation 11 of the SEBI Buy Back Regulations 2018. The extinguishment of equity shares bought back have been completed on December 18, 2019 which has resulted in change of 8.23 % in the paid up capital of the Company.

Capital Redemption Reserve was created to the extent of Share Capital extinguished (Rs. 100.00 lakhs). The excess of cost of buy-back of Rs. 1,000.00 lakhs over face value of shares was adjusted from Security Premium Reserve Rs. 188.00 lakhs & from Retained Earnings Rs. 812.00 lakhs. The transaction cost of buy-back of Rs. 269.41 lakhs was offset from Retained Earnings.

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

(INR in Lakhs)

Particulars	Reserves & Surplus					Other reserves	Total Other Equity
	Capital Reseve	Capital Redemption Reserve	Securities Premium Reserve	General reserve	Retained Earnings	Cash flow hedging reserve	
Balance as at April 1, 2018 (A)	89.50	-	188.00	12.88	4,847.02	(176.69)	4,960.70
Addition during the year:							
Profit for the period	-	-	-	-	1,374.40	-	1,374.40
Items of OCI for the year, net of tax:							
Remeasurement benefit of defined benefit plans	-	-	-	-	6.21	-	6.21
Effective portion of gains and loss on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	-	172.85	172.85
Total Comprehensive Income for the year 2018-19(B)	-	-	-	-	1,380.61	172.85	1,553.47
Reductions during the year:							
Dividends	-	-	-	-	-	-	-
Income tax on dividend	-	-	-	-	-	-	-
Total (C)	-	-	-	-	-	-	-
Balance as at 31st March, 2019 (D)=(A+B+C)	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 (E)	-	-	-	-	761.79	47.40	809.19
Reductions during the year:							
Transfer to Capital Redemption Reserve					(100.00)		(100.00)
Transfer from General Reserve		100.00					100.00
Buy Back Related Expenses					(269.41)		(269.41)
Transfer from Securities Premium on Buy Back of Shares (Refer Note 16(d))			(188.00)				(188.00)
Transfer from General Reserve on Buy Back of Shares (Refer Note 16(d))		-			(812.00)		(812.00)
Total (F)	-	100.00	(188.00)	-	(1,181.41)	-	(1,269.41)
Balance as at 31st March, 2020 (G)=(D+E+F)	89.50	100.00	-	12.88	5,808.01	43.56	6,053.95

Notes to the Financial Statement for the year ended 31st March, 2020
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. This 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, 2020	As at 31st March, 2019
Non-Current		
Secured		
Term loan from banks	622.96	1,019.75
Unsecured		
From directors	-	0.28
Total Non-Current Borrowings	622.96	1,020.03
Current maturities of long term borrowings (Refer note no.19)	490.99	448.45
Current		
Secured		
Working capital loan from banks	1,975.47	2,403.86
Unsecured		
From directors	202.57	-
Total Current Borrowings	2,178.03	2,403.86

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

Notes:

a. Foreign Currency Term loan of Rs 1113.95 lakhs (31st March 2019 Rs 1468.21 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 (Maharashtra).
- (ii) First exclusive charge by way of equitable mortgage on land and building located at GAT No. 598/1 and 590/1 D, Village Janori, Tai. Dindori, Dist. Nashik(Maharashtra).
- (iii) Personal guarantee of Mr. Ashok Motiani
- (iv) Demand promissory note and letter of continuity for Rs. 200 Million
- (v) Last installment in September, 2022

Rate of interest is 3.95% p.a.

b. Vehicle Loan of Rs. Nil (31st March 2019 Rs 9.27 lakhs) is secured by Hypothecation on the Vehicle of the company repayable 36 Monthly Installments starting From February,2017. Last Installment paid in January,2020. Rate of Interest 9.51% p.a.

c. 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, 2020
19 OTHER FINANCIAL LIABILITIES*

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Non-Current		
Derivatives (Refer note (i) below)	-	6.31
Total Non Current Other Financial Liabilities	-	6.31
Current		
Current maturities of non-current borrowings	490.99	448.45
Interest accrued and due on borrowings	-	1.67
Trade deposit	-	2.50
Creditors for capital goods	17.20	46.34
Provision for expense	157.89	204.47
Other current liabilities **	107.44	187.16
Unclaimed dividend***	14.78	15.98
Derivatives (Refer note (i) below)	139.05	-
Total Current Other Financial Liabilities	927.35	906.58

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

** Other current liabilities include expenses payable of Rs 19.95 lakhs (31st March 2019 - Rs 65.71 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 2020 and 31st March 2019.

(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, 2020	As at 31st March, 2019
Current		
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, 2020	As at 31st March, 2019
Current		
Dues to Micro and Small Enterprises (Refer Note 40)	0.28	-
Due to Others (Refer note (i) below)	4,673.90	4,291.57
Total Trade Payables	4,674.18	4,291.57

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

(i) Trade payables include Rs Nil Lakhs (31st March 2019 Rs 2.05 lakhs) to related parties. (Refer note no 38).

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

22 OTHER CURRENT LIABILITIES

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Current		
Advance from customers	238.49	125.12
Statutory liabilities #	41.98	91.18
Total Current Non-Financial Liabilities	280.47	216.30

Statutory liabilities represent amount payable towards GST, TDS etc.

23 PROVISIONS

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Non-Current		
Provision for gratuity	-	4.19
Total Non- Current Provisions	-	4.19
Current		
Provision for gratuity	12.06	20.86
Total Current Provisions	12.06	20.86

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

24 REVENUE FROM OPERATIONS

(INR in Lakhs)

Particulars	2019-20	2018-19
Revenue from Sale of Products	15,299.36	16,016.97
Revenue from Sale of Services	-	-
Export Incentives	1,216.88	1,123.51
Total Revenue from Operations	16,516.24	17,140.47

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

(INR in Lakhs)

Particulars	2019-20	2018-19
Revenue from sale of products		
Manufactured Goods		
Grapes	10,254.00	10,112.04
Pomegranates	75.12	25.25
Pomegranates Arils	865.49	2,646.14
Mango Pulp & Concentrate	2,199.95	1,779.41
Pomegranate Concentrate	1,494.65	1,255.90
Guava Pulp & Concentrate	80.86	40.32
Watermelon Pulp and Concentrate	68.11	7.30
Fruit Processed Juice	152.71	96.03
Coconut Chunks	81.32	44.71
Others	27.14	9.85
Total	15,299.36	16,016.97
Revenue from Sale of Services		
Job Work Income	-	-
Total	-	-
Export incentive income	1,216.88	1,123.51
Other Operating Revenues		
Total	1,216.88	1,123.51
Total Revenue from Operations	16,516.24	17,140.47

Notes to the Financial Statement for the year ended 31st March, 2020
24 REVENUE FROM OPERATIONS (Contd.....)
B. Revenue from contracts with customers disaggregated based on Geography.
(INR in Lakhs)

Particulars	2019-20	2018-19
Domestic	2,573.07	2,168.37
Exports	13,943.16	14,972.11
Revenue from operations	16,516.24	17,140.47

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

Particulars	2019-20	2018-19
Fresh Fruits	12,267.04	13,814.48
Processed Fruits & Vegetables	4,249.20	3,325.99
Revenue from operations	16,516.24	17,140.47

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

Particulars	2019-20	2018-19
Contracted price	16,910.51	17,223.26
Less:-		
Sales Commission	113.50	72.33
Sales returns	7.66	7.33
Discounts	273.11	3.12
Net Revenue recognised from Contracts with Customers	16,516.24	17,140.47

E. Contract balances.
(INR in Lakhs)

Particulars	2019-20	2018-19
The following table provides information about receivables, contract assets and contract liabilities from contracts with customers		
Trade receivables	3,273.18	3,947.76
Advances from customers (Refer Note no 21)	238.49	125.12
	3,511.68	4,072.88

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

25 OTHER INCOME

(INR in Lakhs)

Particulars	2019-20	2018-19
Interest Income on Deposits	7.89	3.01
Foreign Exchange Gain (Net)	31.66	326.07
Dividend Income	10.84	53.50
Profit on Sale of Investments (Mutual fund)	12.61	11.39
Profit on Sale of Property Plant and Equipment	-	38.47
Other Income	118.80	32.11
Total Other Income	181.79	464.55

26 COST OF MATERIALS CONSUMED

(INR in Lakhs)

Particulars	2019-20	2018-19
Raw Material Consumption		
Opening stock	101.33	123.28
Add: Purchases	9,215.85	9,077.73
Less: Closing stock	(11.48)	(101.33)
Total raw material consumed (a)	9,305.70	9,099.68
Packing Material Consumed		
Opening stock	513.17	307.43
Add: Purchases	1,578.86	1,873.39
Less: Closing stock	(568.85)	(513.17)
Total packing material consumed (b)	1,523.17	1,667.66
Consumables Consumed		
Opening stock	23.11	16.29
Add: Purchases	85.40	96.34
Less: Closing stock	(19.10)	(23.11)
Total consumable consumed (c)	89.42	89.52
Total Cost of Materials Consumed (a + b + c)	10,918.29	10,856.86

27 CHANGES IN INVENTORIES OF FINISHED GOODS

(INR in Lakhs)

Particulars	2019-20	2018-19
Inventories at the end of the year:		
Finished goods - In Transit	3,535.43	2,836.89
Finished goods - At Factory	729.89	1,408.03
Total (A)	4,265.32	4,244.92
Inventories at the beginning of the year:		
Finished goods - In Transit	2,836.89	2,498.64
Finished goods - At Factory	1,408.03	674.89
Total (B)	4,244.92	3,173.54
Total changes in inventories of finished goods, stock in trade and work in progress	(20.40)	(1,071.39)

Notes to the Financial Statement for the year ended 31st March, 2020
28 EMPLOYEE BENEFIT EXPENSES
(INR in Lakhs)

Particulars	2019-20	2018-19
Salaries and Wages	1,568.70	1,678.29
Contribution to Provident and Other Funds(Refer Note 35)	76.30	88.70
Staff Welfare Expenses	18.63	19.13
Total Employee Benefit Expenses	1,663.62	1,786.12

29 FINANCE COSTS
(INR in Lakhs)

Particulars	2019-20	2018-19
Interest costs on borrowings	102.43	111.14
Other borrowing costs	17.87	20.51
Total Finance Costs	120.30	131.65

30 DEPRECIATION AND AMORTISATION EXPENSES
(INR in Lakhs)

Particulars	2019-20	2018-19
Depreciation on property, plant and equipment (Refer note no. 4)	526.70	509.82
Amortisation on intangible assets (Refer note no. 5)	8.16	7.69
Depreciation of Right-of-Use Assets (Refer note no. 6)	2.69	-
Total Depreciation and Amortisation Expenses	537.55	517.51

31 OTHER EXPENSES
(INR in Lakhs)

Particulars	2019-20	2018-19
Power, Fuel & Water	308.74	333.36
Inward Transportation	151.61	131.51
Repairs & Maintenance on plant and machinery	94.82	110.81
Repairs & Maintenance on building	16.20	34.08
Testing Expenses	38.47	40.58
Procurement Expenses	92.47	18.66
Forwarding & Freight Charges	1,497.41	2,043.10
Rent Rates & Taxes	22.13	21.16
Insurance Expenses	38.81	16.41
Security Expenses	35.25	34.77
Travelling & Vehicle Expenses	97.17	136.14
Directors Sitting Fees	1.40	1.10
Corporate Social Responsibility(Refer Note 44)	14.07	4.30
Professional & Legal fees*	80.20	120.76
Bad Debts	0.10	10.17
Loss on investments measured at FVTPL	-	1.77
Loss on Sale of Property Plant and Equipment	3.57	-
Others Expenses	384.45	535.91
Total Other Expenses	2,876.86	3,594.60

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

Particulars	2019-20	2018-19
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, 2020
32 TAX EXPENSES
(i) Tax Expense recognised in the Statement of Profit & Loss (INR in Lakhs)

Particulars	2019-20	2018-19
Current Tax Expenses		
Current tax on profits for the year	223.54	385.00
Adjustments for the current tax of prior periods	(9.59)	(19.20)
Total Current Tax Expenses(A)	213.95	365.80
Deferred Tax Expenses		
(Decrease)/Increase in deferred tax liabilities (Refer note no.35)	(74.07)	49.48
Total Deferred Tax Expenses(B)	(74.07)	49.48
Income Tax Expenses(A-B)	139.88	415.27

Tax Items of Other Comprehensive Income (INR in Lakhs)

Particulars	2019-20	2018-19
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	(4.83)	(2.55)
Income tax related to items that will be reclassified to profit or loss	(12.36)	(91.67)
Income tax charged to OCI	(17.19)	(94.23)

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

Particulars	2019-20	2018-19
Profit before income tax	601.80	1,789.68
Tax using the Company's domestic tax rate 27.82% (Previous Year 29.12%)	167.42	521.15
Tax effect of:		
Depreciation allowed as per Income Tax Act	2.96	(79.23)
Impact on sale of assets	-	(11.20)
Mark to Market (Gain)/Loss on forward contract	62.86	(52.23)
Tax- exempt Income	(18.43)	(15.58)
Effect of Income which is taxed at special rates	-	6.38
Other impact	8.73	15.71
Total	223.54	385.00
Adjustment in respect of current income tax of previous year	(9.59)	(19.20)
Total Current Tax Expenses	213.95	365.80
Deferred tax expense reported in the statement of P&L	(74.07)	49.48
Income Tax Expenses	139.88	415.27

Notes to the Financial Statement for the year ended 31st March, 2020
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	-	500.00
Current Investment	-	-	-	-	-	-	-	-
Loans Non Current	-	-	-	-	-	-	-	-
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	-	-	-	-
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	-	8,263.47	8,402.53	-	139.05	-	139.05

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

33 FINANCIAL INSTRUMENTS FAIR VALUE AND RISK MEASUREMENTS

A. Financial instruments by category and their fair value

(INR in Lakhs)

As at 31st March 2019	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	0.00	-	-	0.00	-	-	0.00	0.00
Current Investment	997.58	-	-	997.58	997.58	-	-	997.58
Loans Non Current	-	-	-	-	-	-	-	-
Loans current	-	-	10.68	10.68	-	-	-	-
Security and other deposits (Non current)	-	-	46.80	46.80	-	-	-	-
Derivatives not designated as hedges								
- Current								
Derivatives-forward contract	83.07	-	-	83.07	-	83.07	-	83.07
Trade receivables	-	-	3,947.76	3,947.76	-	-	-	-
Cash and cash equivalents	-	-	392.65	392.65	-	-	-	-
Bank balances other than above	-	-	24.69	24.69	-	-	-	-
Total financial assets	1,080.65	-	4,422.58	5,503.22	997.58	83.07	0.00	1,080.65
Financial liabilities								
Borrowings	-	-	-	-	-	-	-	-
- Non current	-	-	1,020.03	1,020.03	-	-	-	-
- Current	-	-	2,852.32	2,852.32	-	-	-	-
Derivatives designated as hedges								
- Non current								
Derivatives-cross currency interest rate swap	-	6.31	-	6.31	-	6.31	-	6.31
Other current financial liabilities	-	-	458.12	458.12	-	-	-	-
Trade Payable	-	-	4,291.57	4,291.57	-	-	-	-
Total financial liabilities	-	6.31	8,622.04	8,628.36	-	6.31	-	6.31

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

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

ii) Transfers between Levels 1 and 2

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

iii) Transfer out of Level 3

There were no movement in level 3 in either directions during the financial year ending on 31 March 2020 and 31 March 2019.

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

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

financial instruments and security deposits or other deposits and principally from credit exposures to customers relating to outstanding receivables. The maximum credit exposure associated with financial assets is equal to the carrying amount. Details of the credit risk specific to the company along with relevant mitigation procedures adopted have been enumerated below:

Trade receivables

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

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

Aging of Account Receivables
(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
0-3 Months	3,273.18	3,947.76
3-12 Months	-	-
Total	3,273.18	3,947.76

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.

Notes to the Financial Statement for the year ended 31st March, 2020
(ii) Liquidity risk

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

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

Exposure to liquidity risk

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

(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	7,779.57	622.96	-	-

(INR in Lakhs)

As at 31st March 2019	Carrying amount	Contractual maturities				
		Total	Less than 1 year	1-3 year	4-5 year	More than 5 year
Borrowings	-	-	-	-	-	-
- Non current	1,020.03	1,020.03	0.28	1,019.75	-	-
- Current	2,852.32	2,852.32	2,852.32	-	-	-
Other current financial liabilities	458.12	458.12	458.12	-	-	-
Derivatives designated as hedges		-	-			
Derivatives - cross currency interest rate swap	6.31	6.31	-	-	6.31	-
Trade Payable	4,291.57	4,291.57	4,291.57	-	-	-
Total	8,628.36	8,628.36	7,602.29	1,019.75	6.31	-

Notes to the Financial Statement for the year ended 31st March, 2020
(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, 2020		As at March 31, 2019	
		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	35.00	(101.45)	11.46	65.03
Sell	GBP/INR	14.08	11.25	3.50	12.10
Sell	USD/INR	13.50	(48.85)	3.50	5.94
Sell	EURO/USD	-	-	-	-
Foreign Currency Swap					
Cross Currency Principal Only and Interest rate Swap	EURO/USD	14.81	32.32	21.16	(6.31)

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

- (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, 2020		As at March 31, 2019	
		Foreign Currency (in Lakhs)	(INR in Lakhs)	Foreign Currency (in Lakhs)	(INR in Lakhs)
Trade Receivable/ Goods in Transit	USD	-	-	9.22	637.58
Trade Payable	USD	4.72	356.12	2.44	169.09
EEFC account	USD	0.62	46.47	4.19	289.58
Trade Receivable/ Goods in Transit	Euro	13.95	1,158.82	47.94	3,725.30
Trade Payable	Euro	2.31	191.95	3.17	246.10
EEFC account	Euro	0.01	1.18	0.02	1.22
Trade Receivable/ Goods in Transit	GBP	-	-	4.38	396.50
Trade Payable	GBP	-	-	0.06	5.72
EEFC account	GBP	-	-	0.38	34.72

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 2020		
USD	(15.48)	15.48
EURO	48.40	(48.40)
GBP	-	-
As At 31st March 2019		
USD	37.90	(37.90)
EURO	174.02	(174.02)
GBP	21.28	(21.28)

Notes to the Financial Statement for the year ended 31st March, 2020
Impact of Hedging Activities
(a) Disclosure of effects of hedge accounting on financial position:
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
Cross Currency Principal Only and Interest rate Swap	1116.17	32.32	1:1	32.32	(32.32)

Cash flow hedge Foreign exchange risk 31st March 2019
(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
Cross Currency Principal Only and Interest rate Swap	1463.35	(6.31)	1:1	(6.31)	6.31

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

(b) Disclosure of effects of hedge accounting on financial performance:
Cash flow hedge 31st March 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	-	-	-	Revenue
Cross Currency Principal Only and Interest rate Swap	59.76	-	(22.77)	Revenue

Notes to the Financial Statement for the year ended 31st March, 2020
Cash flow hedge 31st March 2019
(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	-	-	(56.70)	Revenue
Cross Currency Principal Only and Interest rate Swap	264.53	-	(0.64)	Revenue

Movements in cash flow hedging reserve
(INR in Lakhs)

Derivative Instruments	Foreign Currency Risk As at March 31, 2020	Foreign Currency Risk As at March 31, 2019
Balance at the beginning of the period	(3.84)	(176.69)
Gain (Loss) recognised in Other Comprehensive Income during the year	59.76	264.53
Deferred tax relating to the above	(12.36)	(91.67)
Balance at the end of the period	43.56	(3.84)

Other Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments. The Company is mainly exposed to the price risk due to its investments in equity mutual fund recognised at FVTPL. As at 31st March, 2020, the carrying value of the investments in equity mutual fund amounts to Rs. Nil (Rs.997.58 Lakhs as at 31st March, 2019). The details of such investments in equity 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 2020 NAV value of mutual fund increases/ decreases by 50 basis points	-	-	-	-
As At 31st March 2019 NAV value of mutual fund increases/ decreases by 50 basis points	9.98	(9.98)	9.98	(9.98)

Notes to the Financial Statement for the year ended 31st March, 2020
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, 2020	As at March 31, 2019
Non current - Borrowings	622.96	1,019.75
Current portion of Long term borrowings	490.99	439.19
Total	1,113.95	1,458.94

(INR in Lakhs)

Fixed-rate instruments	As at March 31, 2020	As at March 31, 2019
Non current - Borrowings	-	0.28
Current - Borrowings	202.57	
Current portion of Long term borrowings	-	9.27
Total	202.57	9.55

Notes to the Financial Statement for the year ended 31st March, 2020
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, 2020	As at March 31, 2019
Total Shareholders' Equity as reported in	7,168.45	7,728.67
Net Debt		
Short Term Borrowings	2,178.03	2,403.86
Long Term Borrowings (including current portion of long term debt)	1,113.95	1,468.49
Gross Debt	3,291.98	3,872.35
Less:		
Current Investments	-	997.58
Non Current Investments	500.00	0.00
Cash and Bank Balances	267.38	417.34
Net debt	(2,524.60)	(2,457.43)
Total Capital	4,643.85	5,271.24

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, 2020 and 31st March, 2019 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, 2020	As at 31st March, 2019
Gratuity:		
Present value of plan liabilities	132.04	126.91
Fair value of plan assets	119.98	101.85
Deficit/(Surplus) of funded plans	12.06	25.05
Unfunded plans	-	-
Net plan liability/ (Asset)	12.06	25.05

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

B. Movements in plan assets and plan liabilities

(INR in Lakhs)

Particulars	Year ended 31st March, 2020			Year ended 31st March, 2019		
	Plan Assets	Plan Liabilities	Net	Plan	Plan Liabilities	Net
GRATUITY						
As at 1st April	101.85	126.91	25.05	83.28	112.48	29.20
Current service cost	-	15.30	15.30	-	19.41	19.41
Interest Income	6.85		(6.85)	6.55		(6.55)
Interest cost	-	7.94	7.94	-	8.84	8.84
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	1.52	-	(1.52)	(1.15)	-	1.15
Actuarial loss/(gain) due to change in financial assumptions	-	(10.73)	(10.73)	-	3.81	3.81
Actuarial loss/(gain) due to change in demographic assumption	-	(0.08)	(0.08)	-	-	-
Actuarial loss/ (gain) due to experience adjustments	-	(4.27)	(4.27)	-	(13.72)	(13.72)
Contribution by the Employer	12.79	-	(12.79)	17.08	-	(17.08)
Expected Contributions by the Employees	-	-	-	-	-	-
Benefits paid from the Fund	(3.03)	(3.03)	-	(3.91)	(3.91)	-
Assets distributed on Settlements	-	-	-	-	-	-
Effects of Asset Ceiling	-	-	-	-	-	-
As at 31st March,	119.98	132.04	12.06	101.85	126.91	25.05

Notes to the Financial Statement for the year ended 31st March, 2020
**C. Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses
(INR in Lakhs)**

Particulars	As at 31st March, 2020	As at 31st March, 2019
GRATUITY		
Current service cost	15.30	19.41
Net interest cost	1.10	2.29
Past Service Cost	-	-
Net impact on the Profit / (Loss) before tax	16.40	21.70
Remeasurement of the net defined benefit liability:		
Return on plan assets excluding Interest Income	1.52	(1.15)
Actuarial gains/(losses) on obligation For the Period	-	-
Actuarial gains/(losses) arising from changes in financial assumption	10.73	(3.81)
Actuarial gains/(losses) arising from changes in demographic assumption	0.08	
Experience gains/(losses) arising on experience adjustments	4.27	13.72
Net Gain/(Loss) recognised in the Other Comprehensive Income	16.60	8.76

D. Assets (INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
GRATUITY		
Policy of Insurance	119.98	101.85
TOTAL	119.98	101.85

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, 2020	As at 31st March, 2019
GRATUITY:		
Discount Rate	6.80%	7.50%
Salary Escalation Rate	.00% p.a for next 1 years & 5.00% p.a thereafter	7.00%
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	6.80%	7.50%

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

F. Sensitivity

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

(INR in Lakhs)

Particulars	Change in assumptions	
	Year ended 31st March, 2020	Year ended 31st March, 2019
GRATUITY:		
Discount Rate	0.50%	0.50%
Salary Escalation Rate	0.50%	0.50%
Withdrawal 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, 2020 as follows:

(INR in Lakhs)

Particulars	Change in assumptions	
	Year ended 31st March, 2020	Year ended 31st March, 2019
GRATUITY:		
2020	-	42.02
2021	43.38	3.40
2022	2.90	2.81
2023	3.60	3.45
2024	6.05	5.46
2025	3.29	-
Thereafter	44.27	40.54

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. 48.59 Lakhs (31st March, 2019 RS.50.49 Lakhs).

Notes to the Financial Statement for the year ended 31st March, 2020
36 DEFERRED TAX LIABILITIES (NET)
(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Deferred Tax Liabilities		
Property, plant and equipment - difference between value of assets as per book base and tax base	540.90	545.05
Unrealised gain on outstanding on forward contract	-	24.19
Unrealised gain on outstanding on cross currency interest rate swap	9.41	-
Total Deferred Tax Liabilities (A)	550.32	569.23
Deferred Tax Assets		
Unrealised loss on outstanding on forward contract	40.49	-
Unrealised loss on outstanding on cross currency interest rate swap	-	1.84
Difference in carrying value and tax base of investments measured at FVTPL	-	0.39
Expenditure covered by section 43B of Income Tax Act, 1961	3.47	-
Provision for employee benefits	3.51	7.30
Total Deferred Tax Assets (B)	47.48	9.52
Net Deferred Tax Liabilities (A-B)	502.84	559.71
Less: MAT Credit	171.30	-
Net Deferred Tax Liabilities	331.54	559.71

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, 2020

(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 2018	551.84	(52.96)	(73.89)	(0.00)	(8.98)	-	416.01
Charged/(credited)							
- to profit or loss	(6.79)	57.52	-	-	(0.87)	(0.39)	49.48
- to other comprehensive income	-	19.62	72.05	-	2.55	-	94.23
At 31st March 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

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.4523.59 Lakhs which is more than 10% each of the Company's total segment revenue, for the year ended 31st March 2020.

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

Revenue from two of the customers of the Company's Fresh Fruits business is Rs.7186.58 Lakhs which is more than 10% each of the Company's total segment revenue, for the year ended 31 March 2019.

(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	2019-20				2018-19			
	Fresh Fruits	Processed Fruits & Vegetables	Un-allocated	Total	Fresh Fruits	Processed Fruits & Vegetables	Un-allocated	Total
Segment Revenues								
External Revenue	12,267.04	4,249.20	-	16,516.24	13,814.48	3,325.99	-	17,140.47
Inter Segment Revenue	-	-	-	-	-	-	-	-
Total Segment Revenue	12,267.04	4,249.20	-	16,516.24	13,814.48	3,325.99	-	17,140.47
Segment Results								
Profit/(Loss)	-	-	-	-	-	-	-	-
Segment result	1,816.16	(701.00)	-	1,115.17	3,261.93	(947.57)	-	2,314.36
Other income	-	-	27.62	27.62	-	-	65.77	65.77
Finance Cost	-	-	(120.30)	(120.30)	-	-	(131.65)	(131.65)
Unallocated expenses	-	-	(420.69)	(420.69)	-	-	(458.81)	(458.81)
Profit before tax	1,816.16	(701.00)	(513.37)	601.80	3,261.93	(947.57)	(524.69)	1,789.68
Current tax			(213.95)	(213.95)			(365.80)	(365.80)
Deferred tax			74.07	74.07			(49.48)	(49.48)
Profit after tax	1,816.16	(701.00)	(653.25)	461.92	3,261.93	(947.57)	(939.96)	1,374.40
Other information								
Depreciation and amortisation	148.26	379.30	9.99	537.55	140.62	366.38	10.51	517.51
Cost to acquire Fixed Assets (incl.CWIP)	377.79	86.65	41.66	506.11	170.57	222.17	0.18	392.91

(INR in Lakhs)

Segments Assets**	As at 31st March, 2020	As at 31st March, 2019
Fresh Fruits	9,419.01	8,584.27
Processed Fruits & Vegetables	5,888.00	6,931.36
Unallocated	889.91	1,642.47
Total	16,196.92	17,158.09

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

(INR in Lakhs)

Segments Liabilities**	As at 31st March, 2020	As at 31st March, 2019
Fresh Fruits	4,874.22	4,255.85
Processed Fruits & Vegetables	1,939.39	2,935.01
Unallocated	2,214.86	2,238.56
Total	9,028.47	9,429.42

** 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, 2020	As at 31st March, 2019
In India	1,356.19	1,044.86
Outside India	13,943.16	14,972.11
Total	15,299.36	16,016.97

(INR in Lakhs)

Carrying Amount of Segment Assets	As at 31st March, 2020	As at 31st March, 2019
In India	13,113.95	13,213.87
Outside India	3,082.98	3,944.22
Total	16,196.92	17,158.09

(INR in Lakhs)

Segment Capital Expenditure	As at 31st March, 2020	As at 31st March, 2019
In India	506.11	392.91
Outside India	-	-
Total	506.11	392.91

- (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, 2020
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. Sanjay D. prajapati	- Chief Financial officer
Mr. Ronak Dhruve	- Company Secretary
Mr. Mayur Shah	- Independent Director
Mr. Dinesh Oza	- Independent Director
Mr. Anil Sharma	- Independent Director

b) Relatives of Key Management Personnel

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

c) Enterprise under significant influence of Key Management personnel

Freshcap Foodstuff LLP
Freshfal Pvt Ltd

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

Particulars	Relationship	2019-20	2018-19
Remuneration			
Ashok Motiani	KMP	120.00	126.00
Nanita Motiani	KMP	48.00	57.00
Mayank Tandon	Relative of KMP	60.00	51.00
Priyanka Tandon	Relative of KMP	60.00	51.00
Dipti Motiani	Relative of KMP	60.00	51.00
Sanjay Prajapati	KMP	9.80	9.21
Ronak Dhruve	KMP	3.60	1.25
Commission Paid			
Ashok Motiani	KMP	-	38.45
Interest Paid			
Ashok Motiani	KMP	2.85	1.74
Loan Taken			
Ashok Motiani	KMP	205.00	85.00
Loan Repaid			
Ashok Motiani	KMP	5.57	88.38
Director sitting fees			
Mayur Shah	Independent director	0.40	0.40
Dinesh Oza	Independent director	0.50	0.40
Anil Sharma	Independent director	0.50	0.30

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

(INR in Lakhs)

Particulars	Relationship	As at 31st March, 2020	As at 31st March, 2019
Amount Payable as Other Current Liabilities			
Ashok Motiani	KMP	5.40	45.13
Nanita Motiani	KMP	2.85	10.62
Mayank Tandon	Relative of KMP	3.58	3.06
Priyanka Tandon	Relative of KMP	3.58	3.04
Dipti Motiani	Relative of KMP	3.58	3.05
Sanjay Prajapati	KMP	0.66	0.50
Ronak Dhruve	KMP	0.30	0.30
Amount Payable as Trade payable			
Ashok Motiani	KMP	-	2.05
Amount Payable as Unsecured Loan			
Ashok Motiani	KMP	202.57	0.28
Amount Receivable as Reimbursement Expenses			
Dipti Motiani	Relative of KMP	0.05	-

Executive Directors compensation

(INR in Lakhs)

Particulars	2019-20	2018-19
Short term employee benefits	168.00	221.45
Post employment benefits	-	-
Total Compensation *	168.00	221.45

* 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, 2020

39 CONTINGENT LIABILITIES & COMMITMENTS

a) Contingent Liabilities

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
Disputed matters in appeals/contested in respect of:		
- Service tax	432.44	432.44
- Income tax	47.25	17.14
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	5.17	50.27
Bank Guarantees	20.00	20.00

b) Capital Commitments

(INR in Lakhs)

Particulars	As at 31st March, 2020	As at 31st March, 2019
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, 2020

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, 2020	As at 31st March, 2019
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	-	-
	0.28	-

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, 2020	As at 31st March, 2019
Earning Per Share has been computed as under:		
Profit after tax as per Statement of Profit and Loss (A)	461.92	1,374.40
Weighted average number of equity shares outstanding (In Lakhs) (B)	118.77	121.45
Earnings per share in rupees (Face Value-10 per share)	3.89	11.32

Notes to the Financial Statement for the year ended 31st March, 2020**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, 2020
Balance as at 1st April 2019	-
Lease Liabilities on account of adoption of Ind AS 116	4.48
Finance Costs incurred during the year	0.30
Payments of Lease Liabilities	(2.90)
Balance as at 31st March 2020	1.87

(ii) Lease Liabilities as at March 31, 2020 (INR in Lakhs)

Particulars	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, 2020
Lease liability amount recognised	4.48
Right of use asset recognised on initial application	4.48

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

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

Transition to Ind AS 116 'Leases'

With effect from 1st April 2019, the Company has adopted Ind AS 116 "Leases" and applied the standard to lease contracts existing on the date of initial application using the modified retrospective approach. Accordingly, on initial application of Ind AS 116, in respect of leases previously classified as operating leases, lease liability is measured at the present value of the lease payments discounted at the incremental borrowing rate at the date of initial application and right of use asset at an amount equal to the lease liability adjusted for any prepayments/accruals recognized in the Balance Sheet as on 31st March 2020. There is no impact on retained earnings as on 1st April 2019.

Notes to the Financial Statement for the year ended 31st March, 2020
43. ESTIMATION OF UNCERTAINTIES RELATING TO COVID-19

The outbreak of Coronavirus (COVID-19) pandemic globally and in India has impacted business, financial markets and economy all over the world including India. Based on the internal and external information available upto the date of approval of these financial statements the Company expects to recover the carrying amount of inventories, receivables and investments. The Company does not foresee any material impact on liquidity and assumption of a going concern. The Company will continue to monitor future market conditions and update its assessment.

44. CORPORATE SOCIAL RESPONSIBILITY

A. Gross amount required to be spent by the Company during the year 2019-20: 28.22 Lakhs (Year 2018-19: Rs. 25.28 Lakhs)

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

PARTICULARS	Year 2019-20			Year 2018-19		
	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	14.07	14.15	28.22	4.30	20.98	25.28
	14.07	14.15	28.22	4.30	20.98	25.28
C. Related party transactions in relation to Corporate Social Responsibility			Nil			Nil

* Represents actual outflow during the year.

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 25, 2020

For and on behalf of the Board of Directors

(Ashok Motiani)
Managing Director
DIN 00124470

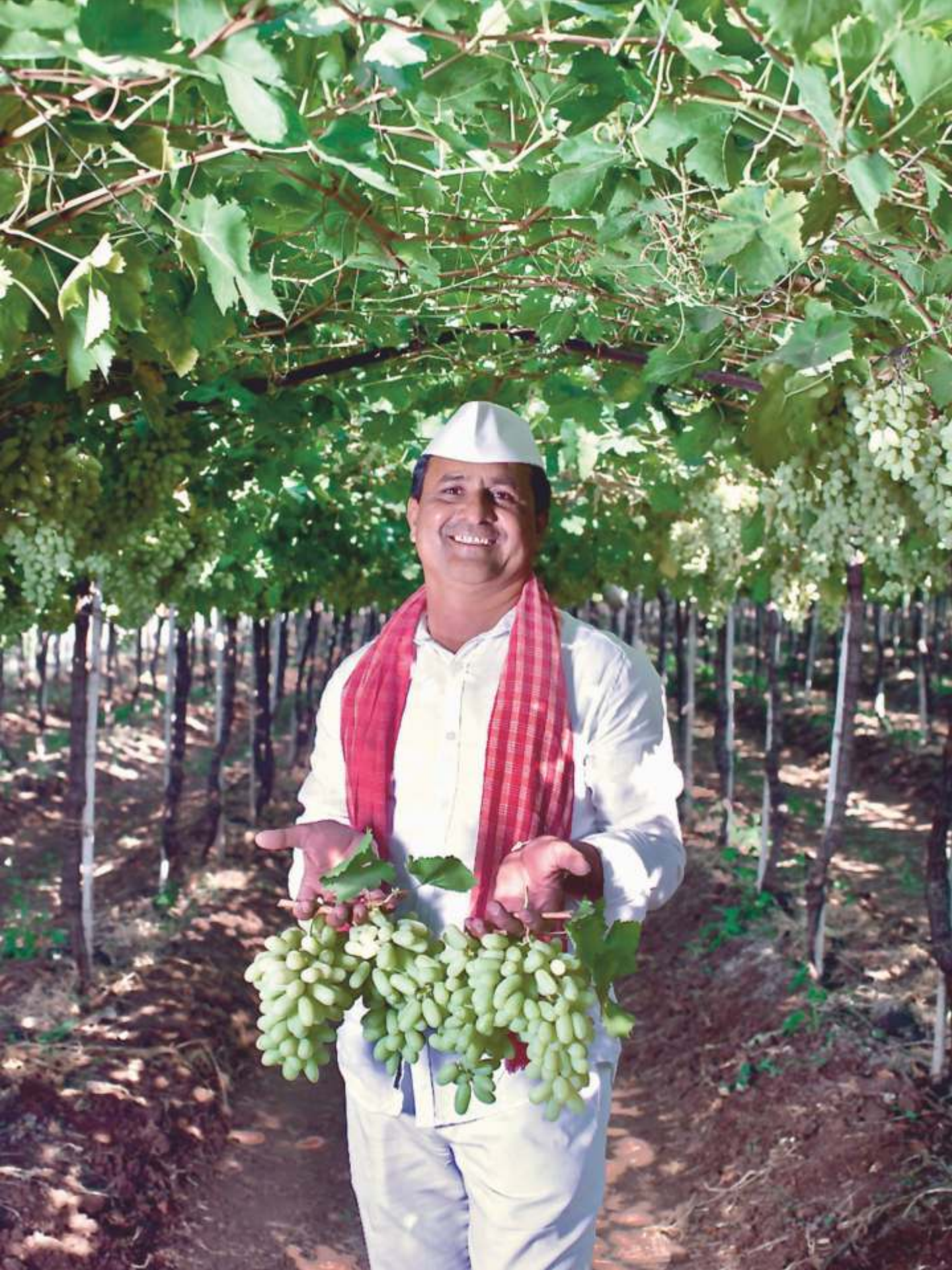
(Nanita Motiani)
Executive Director
DIN 00787809

(Ronak Dhruve)
Company Secretary

(Sanjay Prajapati)
Chief Financial officer

Place : Ahmedabad

Date : June 25, 2020



To,



If undelivered, please return to:

FRESHTROP FRUITS LIMITED

CIN: L15400GJ1992PLC018365

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