



FRESHTROP FRUITS LIMITED

19th Annual Report 2010-2011





Freshtrop Grapes

- at a fruit vendor close to you!

Domestic Distribution

“ The quality that customers in Europe have come to relish and depend upon for over 15 years is now available at a fruit vendor close to you. Freshtrop has now started delivering hygienically packed table grapes to the domestic market.



Freshtrop branded grapes are available in several cities in Northern as well as Western India through both organized as well as un-organized retail outlets. We intend to extend the distribution channels and cities during the upcoming grape season to other regions of India as well. ”



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Important Communication to Members

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

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

**ANNUAL REPORT
2010 - 2011**

BOARD OF DIRECTORS

Mr. Ashok V. Motiani	<i>Chairman & Managing Director</i>
Mrs. Nanita A. Motiani	<i>Executive Director</i>
Mr. Ramchandra Joshi	<i>Non-Executive/Independent Director</i>
Mr. Mayur J. Shah	<i>Non-Executive/Independent Director</i>

AUDITORS

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

COMPANY SECRETARY

Mr. Jignesh J. Gandhi

BANKERS

Axis Bank Limited
The Royal Bank of Scotland N.V.
(Formerly know as ABN Amro Bank B.V.)

REGISTERED OFFICE

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

PLANT - I

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

PLANT - II

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

PLANT - III

Gat No. 2425/26/30/31
Malharpet-Pandharpur Road,
TaL. :Khatav,
Dist.:Satara-415312,
Maharashtra, INDIA.

PLANT - IV

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

NOTICE

NOTICE is hereby given that 19th Annual General Meeting of the Members of Freshrop Fruits Limited, will be held on Tuesday, 27th September, 2011 at 11.00 a.m. at Karnavati Club, S.G. Road, Ahmedabad-380 015 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011 and Profit and Loss Account for the period ended on that date together with the Director's Report and Auditor's Report thereon.
2. To appoint a Director in place of **Mr. Mayur J Shah**, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 269, 198 read with Schedule XIII, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, including any amendment, modification, variation or re-enactment thereof and subject to approval of the Central Government if any, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Ashok Motiani as the Managing Director of the Company for the further period of five Years with effect from 01st August, 2011, upon the terms and conditions including remuneration as set out in the draft agreement to be entered into between the Company and Shri Ashok Motiani, terms of which are mentioned in the Explanatory Statement annexed hereto,
RESOLVED FURTHER THAT the 'Board' (which term shall be deemed to include the Remuneration Committee of the Board of Directors) be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment and/or agreement from time to time subject to necessary approvals if any, as the Board may consider appropriate and as agreed between the Board and Mr. Ashok Motiani.
"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."
5. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:
"RESOLVED THAT pursuant to approval of the remuneration committee and the Board of Directors of the Company, provision of Section 314 (1-B) of the Companies Act, 1956 read with Director's Relative (Office or Place of Profit) Rules, 2011, consent of the member of the Company be and is hereby accorded to the revision in remuneration, perquisites and other allowances payable to Ms. Dipti Motiani, Vice President (Process food business), daughter of Mr. Ashok V Motiani, Managing Director and Mrs. Nanita A Motiani, Executive Director of the company, w.e.f. 1st August, 2011 as given in the explanatory statement annexed herewith.
RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Remuneration Committee constituted be and are hereby authorised to take all action and do all such deeds, matters and things, as may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

Date: 12.08.2011
Regd. Office :
A-603, Shapath IV,
Opp. Karnavati Club, S G Road,
Ahmedabad - 380 015

By order of the Board
For Freshrop Fruits Ltd.,

Ashok V Motiani
Chairman & Managing Director

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
THE INSTRUMENT APPOINTING PROXIES SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVES TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business at Item No. 4 & 5 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 17th September, 2011 to Tuesday, 27th September, 2011 (both days inclusive).
4. In terms of the provisions of Section 205A of the Companies Act, 1956, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, is required to be

transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Dates given in the table below:

Financial Year	Date of Declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
2004-05	27.09.2005	02.11.2012	02.12.2012
2005-06	29.09.2006	04.11.2013	04.12.2013
2006-07	28.10.2007	03.12.2014	02.01.2015

Members who have so far not encashed the Dividend Warrants for the above years are advised to submit their claim to the Company's Registrar and Transfer Agents at their address immediately, quoting their folio number/ DP ID and Client ID. In terms of the provisions of Section 205C of the Companies Act, 1956, no claim shall lie against the Company or the IEPF after the said transfer.

5. Any query relating to Accounts must be sent to the Company's registered office at A-603, Shapath IV, Opp. Karnavati Club, S.G. Road, Ahmedabad - 380 015 at least 10 days before the date of the meeting.
6. Additional details in terms of Clause 49 of Listing Agreement in respect of Directors being re-appointed are given in the Corporate Governance Report.

Date: 12.08.2011

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

By order of the Board
For Freshrop Fruits Ltd.,

Ashok V Motiani
Chairman & Managing Director

EXPLANATORY STATEMENT

[Pursuant to Section 173(2) of the Companies Act, 1956]

Item No. 4

The Members of the Company had vide resolution passed at the 14th AGM held on September 29, 2006 approved the re-appointment of Mr. Ashok V Motiani as the Managing Director of the Company for a period of 5 (five) years, with effect from August, 1, 2006.

Further, the Member of the Company had vide resolution passed at the 15th AGM held on September, 28, 2007 approved payment of remuneration of Mr. Ashok V Motiani on the revised terms and condition for the remaining tenure with effect from 1st July, 2007 and Central Government had approved vide its letter dated 21st February, 2008, the payment of increased total remuneration of ₹ 46,61,923/- (Forty Six lacs sixty one thousand nine hundred and twenty three only) per annum.

Subject to the approval of the Members at the ensuing AGM and Central Government, the Board of Directors of the Company at its meeting held on May, 14, 2011, unanimously approved the re-appointment on revised remuneration of Mr. Ashok Motiani as the Managing Director of the Company for a period of 5 (five) years, with effect from August, 1, 2011.

The main terms and condition of re-appointment of Mr. Ashok V Motiani as the Managing Director of the Company more particularly set out in the draft agreement placed before the Meeting are as follows:

- (i) The re-appointment of Mr. Ashok V Motiani as the Managing Director of the Company shall be for a period of 5 (five) years, with effect from August, 1, 2011.
- (ii) Salary payable to Mr. Ashok V Motiani shall be in the scale of ₹ 5,00,000 - 50,000 - 7,50,000 per month.
- (iii) Perquisites include rent free furnished accommodation, reimbursement of gas, electricity, water charges and medical expenses for self and family members, furnishings, payment of premium on personal accident and health insurance, club fees and such other perquisites as may be approved by the Board or remuneration Committee of Directors, from time to time.
- (iv) Other benefits and allowances to include use of car with driver, telephones for the Company's business (expenses whereof would be borne and paid by the Company), house maintenance allowance, leave travel allowance, contributions to provident fund, superannuation fund and all other benefits as are applicable to directors and/or senior employees of the Company including but not limited to gratuity, leave entitlement, encashment of leave as per the rules of the Company and as approved by the Board or remuneration Committee of Directors, from time to time.

The valuation of perquisites will be as per the Income-tax Rules, 1962, in cases where the same is otherwise not possible to be valued. Brief profile of Mr. Ashok V Motiani in terms of Clause 49 IV (G) (i) of the Listing Agreements relating to Corporate Governance is provided after the Notice.

The Board recommends passing of the resolution as set out at Item No. 4 of the Notice, for the approval of the Members. This may be treated as an abstract of the terms and conditions governing the re-appointment and payment of remuneration of Mr. Ashok V Motiani pursuant to Section 302 of the Companies Act, 1956.

Mr. Ashok V Motiani and Mrs. Nanita A Motiani, Executive Director are interested in the resolution at Item No. 4 of the Notice. None of the other directors of the Company is in any way, concerned or interested in the said resolution.

Item No. 5

At the 17th Annual General Meeting held on 29th September, 2009, the shareholder had approved the appointment of Ms. Dipti Motiani as Vice President, Operations and Technical w.e.f 01.02.2009 and further Central Government had approved a total remuneration of ₹ 15,00,000/- (Fifteen Lacs Only) per annum with effect from 29.09.2009 to 26.01.2014. The Remuneration Committee has considered that after the appointment of Ms. Dipti Motiani, Vice President, Operations and Technical, she is handling all the activities of Marketing and procurement, which has increased the job and responsibility of Ms. Dipti Motiani. The Board of Directors considers the aforesaid revision in remuneration as fair, reasonable and commensurate with the onerous duties and responsibilities shouldered and in line with her performance. The Remuneration Committee is therefore revising the remuneration of Ms. Dipti Motiani, with effect from 1st August, 2011, as under:

REMUNERATION:

Particulars	₹ - p.a	₹ p.m.
Basic Salary	14,04,000	1,17,000
House Rent Allowances	4,21,200	35,100
Education Allowances	2,400	200
Medical Allowance	15,000	1,250
Special Allowances	2,10,600	17,550
Transport Allowance	2,10,600	17,550
Uniform Allowance	12,000	1,000
Total	22,75,800	1,89,650

Employer's PF Contribution: Maximum 12% of the Salary.

With the powers to the Board of Directors to revise the same from time to time subject to the overall limit of ₹ 2,50,000/- p.m.

The Board of Directors accordingly recommends the resolution set out at Item No. 5 of the accompanying Notices for the approval of the Members.

As the gross monthly remuneration proposed to be paid to Ms. Dipti Motiani is ₹ 1,89,650/-, approval of shareholders by way of a special resolution is required as per the provisions of Section 314 (1) (b) of the Companies Act, 1956 read with Director's Relatives (Office or Place of Profit) Rules, 2011, as amended. As the gross monthly remuneration proposed to be paid to Ms. Dipti Motiani is not exceeding ₹ 2,50,000/- p.m., the approval of the Central Government is not required to be obtained.

Mr. Ashok V Motiani, Managing Director and Mrs. Nanita A Motiani, Executive Director are deemed to be interested in the said resolution. None of the other Directors of the Company is, in any way concerned or interested in the said resolution.

Date: 12.08.2011

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

By order of the Board
For Freshtrop Fruits Ltd.,

Ashok V Motiani
Chairman & Managing Director

Information on directors seeking appointment/re-appointment at the forthcoming annual general meeting (pursuant to clause 49 of the listing agreement) as on the date of notice

Name of the Directors	Mr. Ashok Motiani	Mr. Mayur Shah
Date of Birth	04.12.1949	03.09.1959
Qualifications	B. Tech (IIT, Mumbai)	Bachelor of Commerce and having vast experience in the field of Public relation, legal and administration
Shareholding in Freshtrop Fruits Limited	736,768	5,600
Directorship held in other public limited companies in India	Nil	Nil
Membership / Chairmanship of committees in public limited companies in India	Nil	Nil

DIRECTORS' REPORT

Dear Members,

The Board of Directors presents 19th Annual Report and the Audited Statement of Accounts of the Company for the period ended 31st March, 2011.

FINANCIAL RESULTS:

The working results of the Company for the period ended 31st March, 2011 are as follows

Amount in ₹

Particulars	2010-11	2009-10
Total Income	563,032,944	518,101,007
Gross Profit before Depreciation and Taxation	24,175,837	52,407,321
Less : Depreciation	22,792,573	21,158,726
Net Profit before Taxation	1,383,264	31,248,595
Less : Provision for Current Taxation	269,000	5,309,000
Deferred Taxation	731,085	9,536,549
MAT Credit Entitlement	(269,000)	(5,309,000)
Profit after taxation	652,179	21,712,046
Add : MAT Credit Entitlement of Previous Year	(644,029)	2,402,485
Less : Prior period & Extra ordinary items	(459,593)	738,818
Profit after taxation and Prior Period & Extra Ordinary Items	467,743	23,375,713
Add/Less: Balance of (Loss) of Previous Years	121,571,319	98,195,606
Balance of Profit/(Loss) carried to Balance Sheet	122,039,062	121,571,319

OPERATIONS:

FRESH FRUITS SEGMENT:

The year under report shows largely the result of the worst ever season for exports of fresh Indian grapes to Europe.

Detection of a harmless but still banned chemical CCC resulted in the German Supermarkets deciding not to sell Indian grapes in their market for both the 2010 and 2011 seasons. Despite this your company was able to avoid loss in the full financial year of 2010-11.

The total income during the year increased from ₹518.10 million to ₹563.03 million, while the profit after tax was just ₹0.47 million the worst in the last 5 years.

While the industry saw mostly serious and committed exporters in the fray this year, the overall exports to EU reduced drastically from about 3700 containers in 2010 to only around 1900 containers in 2011 season. With the scare of previous year still in their minds, German retailers did not buy Indian grapes this year. Your company however, witnessed a moderate drop of less than 15% in quantities exported to Europe, thereby consolidating its position from 7.5% to over 12.5% share of the Indian exports to EU.

During the 2011 season your company worked towards finding new markets, the results are encouraging and we would work hard in developing these markets in the coming years.

This year the Company used its infrastructure for collection, grading and sorting of fresh fruits and vegetables subsidised by Ministry of Food processing for distribution of fresh grapes in the domestic market. Here too the results are very encouraging and we feel there is a great untapped potential in this market.

Imports of fresh produce to create round the year availability of certain fruits in the domestic market was also undertaken but there is too much unorganized rush in this market similar to what was seen in exports in the earlier years and we feel it will take some time for this business to mature. We will keep working in developing this segment but will not like to be aggressive.

FOOD PROCESSING SEGMENT:

The Revenue generated from this segment, during the year under report, increased from ₹ 49.08 million to ₹ 104.02 million and the operating loss reduced from ₹ 23.65 million to ₹ 11.23 million. The Company processed 5,846 M Tons of fruit in this year as compared to 2,516 M Tons in the previous year.

The Infrastructure created for food processing was offered to other processed food traders and manufacturers for processing fresh fruits supplied by them. With a good availability of fresh fruits and vegetables in and around Nasik we expect many more fruit processors to use our state-of-the art facilities in the coming years.

The demand for good quality, hygienically processed food is ever increasing. Nasik is the largest vegetable producing area in the western part of India and is just 200 kms away from Mumbai. It is centrally located for distribution to other parts of Maharashtra, Gujarat and Madhya Pradesh. We will continue to identify and diversify the food products being processed and manufactured at this plant.

DIVIDEND:

In view of the commitment of the Company towards running of the Food Processing Plant established at Nasik, the Board of Directors are of the view to conserve the resources and do not recommend dividend for this year.

DIRECTORS:

Mr. MAYUR J SHAH, who retires by rotation as Director of the Company but being eligible offers himself for re-appointment.

Your directors also propose to re-appointment of **Mr. Ashok V Motiani** as Managing Director for further period 5 year with effect from 1st August, 2011.

AUDIT COMMITTEE:

The Audit Committee consisting of Independent Directors **Mr. Ramchandra G. Joshi**, **Mr. Mayur J. Shah** and Executive Director **Mrs. Nanita A. Motiani**, satisfy the requirements of section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchange.

INSURANCE:

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

FIXED DEPOSIT:

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

CERTIFICATION:

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

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

SHARE CAPITAL AND LISTING:

In accordance with the Shareholders Approval in the Extra Ordinary General Meeting of the Company held on 15th May, 2009, the Company had, in its meeting of Board of Directors held on 10th July, 2009, issued and allotted 10,00,000 warrants on preferential basis, convertible into equity shares of ₹ 10/- each at a price of ₹ 19.40 (Face Value ₹ 10/- and Premium ₹ 9.40) to the following allottees, in accordance with the provisions of SEBI(ICDR)Regulations, 2009 and an amount of ₹ 48,50,000/- constituting 25% i.e. 4.85

of the total amount payable was received from them in financial year 2009-10:

Sr. No	Name of Allottees	No. of Warrants
1	Freshcap Investments Private Limited (Formerly known as Capital Packaging Private Limited)	500,000
2	Ashok V Motiani	125,000
3	Nanita A Motiani	125,000
4	Dipti A Motiani	250,000
	Total	1,000,000

During the financial year 2009-10, Out of 10, 00,000 warrants the allottees have exercised their right to convert 5,00,000 warrants into equity share of ₹ 10/- each fully paid up at a premium of ₹ 9.40/- per share on 29th January, 2010.

During the year under review, the warrant holders of balance 5,00,000 warrants have exercised their right to convert warrants into equity shares and accordingly 5,00,000 equity shares of ₹10/- each have been issued and allotted on 13th November, 2010 at an issue price i.e. ₹ 19.40 (Face Value ₹ 10/- and Premium ₹9.40) and sum of ₹ 72,75,000 was received on account of balance amount on the said warrants.

Subsequent to the preferential issue of shares, the Company's paid-up share capital increased from ₹ 1004.50 Lacs to ₹ 1054.50 and further to 1104.50 Lacs and its securities premium account increased to ₹ 144.00 Lacs from ₹ 97.00 Lacs.

As per the terms of preferential issue, the object was to utilize the fund towards working capital requirement and to part finance capital expenditure for Company's new Food Processing Plant at the Nasik and the accumulated fund has been utilized towards day to day working capital requirement of the Company. There are no monies lying unutilized out of the proceeds of the preferential issue as on the Balance Sheet date.

FINANCE:

During the year under review, the Company has revised its Working Capital Facilities of ₹ 1500.00 Lacs for the peak season and ₹ 900.00 Lacs for off season from Axis Bank Limited for the Fresh Fruits and Food Processing activities of the Company. During the year under review, Axis Bank Limited has also taken over a cash credit facility from The Royal Bank of Scotland N.V. (formerly known as ABN Amro Bank B.V.) and has also been sanctioned a Fresh short term loan of ₹ 200.00 Lacs for working capital requirement of the Company.

PARTICULARS REGARDING EMPLOYEES:

Statutory statement of particulars of employees under section 217, sub-section (2A) of the Companies Act, 1956 read with the Companies [Particulars of Employees Rules] 1975, as amended as mentioned below and forms an integral part of this Report.

Name	Designation	Age (Yrs)	Qualification	Total Experience (Yrs)	Date of Joining	Last Employment	Remuneration (in ₹)
Ashok V Motiani	Managing Director	62	B. Tech (IIT, Mumbai)	36	30.09.1992	Nil	4,493,088
Nanita A Motiani	Whole Time Director	58	M. Sc (Rural Community Extension)	15	29.01.1997	Nil	1,500,000
Mayank R Tandon	Sr. V.P., Sales & Marketing	40	B. Tech (MIT, Manipal)	12	01.11.2002	Nil	2,275,800
Mrs. Priyanka M Tandon	V.P., Commercial	33	Bachelor of Commerce, Pune University	11	01.04.2000	Nil	1,476,600
Ms. Dipti A Motiani	V.P., operation	29	B.E. CE, Nirma University, M.S. in Electrical & Computer Engineering from CMU, USA	8	27.01.2009	PDF Solutions Inc., USA	1,370,040

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors confirm the following:

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed.
2. Your Directors have selected such accounting policies which are reasonable and prudent and applied them consistently. They have made judgments and estimates, so as to give a true and fair view of the state of affairs of the Company for the financial year ended on 31st March, 2010.
3. Your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. Your Directors have prepared the attached statements of accounts for the year ended 31st March, 2010 on a going concern basis.

ENERGY CONSUMPTION:

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

		2010-2011	2009-2010
1. Electricity			
a) Purchased			
Units	KWH	1,437,899	1,079,134
Total amount	₹	8,540,514	6,604,180
Rate / Unit	₹	5.94	6.12
b) Own Generation through Diesel Generator Set			
Units			
Diesel			
Quantity	Ltrs	19,040	35,700
Total Amount	₹	767,774	1,344,032
Rate / Unit	₹	40.32	37.65
c) Coal and other Fuels			
Units	Kgs	728,870	182,690
Total Amount	₹	3,683,371	902,362
Rate / Unit	₹	5.05	4.94

TECHNOLOGY ABSORPTION AND ENERGY CONSERVATION:

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

FOREIGN EXCHANGE EARNING AND OUTGO:

Foreign Exchange earning during the year amounts to ₹ 438,836,451 (Previous Year ₹ 453,343,615) and Foreign Exchange outgoing during the year amounts to ₹ 89,805,592 (Pr. Yr. ₹ 118,626,796)

CORPORATE GOVERNANCE:

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

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

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

FORMATION OF VARIOUS COMMITTEES:

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

SECRETARIAL AUDIT REPORT:

As a good Corporate Governance practice, the Board of Directors of the Company appointed M/s. R.S. Sharma & Associates, Ahmedabad, Practicing Company Secretary, to conduct Secretarial Audit of the Company. The Secretarial Audit report for the year ended on 31st March, 2011 is provided in the Annual Report.

AUDITORS' & AUDITORS' REPORT:

M/s. Mayank Shah & Associates, Chartered Accountants, Statutory Auditor of the Company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received a confirmation from M/s. Mayank Shah & Associates to the effect that their appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

APPRECIATION:

The Board places on record the appreciation of the sincere and devoted services rendered by all the employees 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., The Royal Bank of Scotland N.V. (formerly known as ABN Amro Bank B.V.) 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: 12.08.2011
Regd. Office:
A-603, Shapath IV,
Opp. Karnavati Club, S G Road,
Ahmedabad - 380 015

By order of the Board
For Freshrop Fruits Ltd.,

Ashok V Motiani
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report as required under the listing agreements with the stock exchanges is enclosed as Annexure 'A' Certain statements in the 'Management Discussion and Analysis Report' section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

1. INDUSTRY STRUCTURE AND DEVELOPMENT :

Last year Indian grape exports to EU had the worst season ever with issues of MRL exceedence of an agro-chemical CCC. Prior years had seen a mushrooming growth of small exporters with more than 188 exporters who sent grapes although more than 80 did less than 10 containers. This year however saw a significant maturing of the business in the backdrop of a difficult year.

Globally there is an ever-increasing emphasis on not only Food Safety and Good Agricultural Practices (GAP) but also on conducting business in a socially sustainable way. Your company has been making pro-active efforts towards implementation as well as validation of globally accepted norms of fair trade and ethical business practices.

It is our belief that this business will continue to mature significantly out of the previous years experience and only serious and committed exporters would be able to continue this business and hence the future should be good.

2. OPPORTUNITIES AND THREATS:

OPPORTUNITIES

Indian Grapes are now making inroads into new markets - with exports to CIS countries and Far East countries picking up. Freshrop sees a great potential for successfully increasing its share in these markets.

The domestic market for fresh fruits and vegetables is seeing a very significant transformation from selling just seasonal products to now having certain fruits and vegetable available all 12 months of the year with imported products being brought in during the off season period.

Exotic fruits and vegetables are also finding a good market specially during the wedding season and in high end hotels.

Freshrop with its existing international contacts, experience in post harvest handling of fresh produce and infrastructure of high humidity cold stores sees a good opportunity in imports & distribution of certain fruits and vegetables and in the domestic market. Imports of trial consignments has already been undertaken.

Food Processing - The Company has set up a food processing unit to capitalize on its existing strengths and backward linkages towards diversification in the food processing sector which is on a high growth path and likely to sustain over a very long period given the changing trends and demographics of the Indian social landscape.

THREATS

Awareness among the consumers of the effects of pesticide residues and development of newer technologies for determining lower levels of chemical residues would result in increased pressure on the farmers for resorting to cultivation with minimal input of crop protection chemicals thereby impacting their productivity over short term.

Recurring drought or excessive and unseasonal rainfall results in an excessive dependence of agricultural produce on the vagaries of nature. This still poses a risk for any agriculture related project.

3. SEGMENT WISE PERFORMANCE :

The Company has identified following segments as reportable segments:

- 1) Fresh Fruits
- 2) Food Processing

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

4. RECENT TRENDS AND FUTURE OUTLOOK :

While increasing awareness amongst the consumers related to pesticide residues, poses a challenge, it also presents an opportunities for some. The recent trend clearly demonstrates the willingness of the consumer to pay more for good quality and safe fresh produce and this is a very positive indicator for our industry.

With increased thrust of the central and state governments, towards development of agri-based infrastructure, we can expect plethora of opportunities to present themselves given the as yet under utilized potential in this business within as well as outside India. The Company is well prepared to make the most of these opportunities and has a bright outlook for the future.

Freshrop has undertaken a gradual shift towards marketing to EU retailers directly with pre-determined prices as compared to earlier model of 100% consignment sales to intermediate service providers. This has helped strengthen customer relationships and also backward linkages where associated growers are better prepared towards meeting the requirements of the EU retailers.

Freshrop initiated supplies of Table Grapes to the domestic market - both organized as well as un-organized sector. This has enabled in utilizing our infrastructure for a longer period as grapes availability for domestic supplies is much longer than the exports season. This is likely to see a significant and rapid growth in the coming years.

Freshrop has made some inroads in supplies to the other markets such as CIS countries and far-east and intends to further increase presence in these markets.

The company has embarked upon an expansion and diversification path with the setting up of a food processing unit for producing mango pulp & concentrates, guava pulp & concentrates, pomegranate juices and concentrates as well as Tomato paste. This synergetic foray into food processing is likely to strengthen The Company and enable future growth.

5. RISKS AND CONCERN :

Agriculture in India is still largely dependent on the vagaries of nature.

Over dependence on plant protection, chemicals and tightening norms for pesticide residues is presenting a significant challenge for the Indian farmers.

Smaller land holding pattern in India is an obstacle for achieving high yield while reducing the cultivation expense.

While the Indian growers are getting exposed to newer techniques used abroad, the pace of reforms at that level needs to be improved in order to compete effectively in the International Markets.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

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

The Company has also appointed an external firm of Chartered Accountants to supplement the efficient Internal Audit.

7. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE :

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

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

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

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

REPORT ON CORPORATE GOVERNANCE
(Pursuant to Clause 49 of Listing Agreement)

1. Company’s Philosophy on Corporate Governance:

- 1.1 As a policy Freshrop Fruits Limited (FFL) gives utmost importance to achieving high standards of Corporate Governance and is committed to achieve the highest level of Corporate Governance in order to enhance long-term shareholder value.
- 1.2 The Company gives equal importance for maintaining as well as improving the quality of its products and to achieve this, the Company carries out continuous product developments and stringent quality controls norm to have quality of the products known internationally.
- 1.3 The Company gives utmost importance for developing a team of competitive professional managers. Overall, policy is set by the Board of Directors and implemented by a team of professional managers in their respective field. The Company gives fair amount of freedom to the employees to get their best contribution to the Company and rewards and incentives are given in recognition thereof.

2. Board of Directors:

2.1. Composition & size of the Board

The present strength of the Board is four Directors, The Board of Directors of the Company comprises of optimum mix of both, Executive and Non-executive Directors with independent Directors. The Board of Directors provides leadership and guidance to the Company’s management and directs, supervise and control the performance of the Company. The Board members consist of persons with professional expertise and experience in various fields of Finance, Accounts, and Management etc.

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

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

- (1) Mr. Ramchandra Joshi
- (2) Mr. Mayur J. Shah

2.2. Board Procedure

Board met five times during the year under review as mentioned below and time gap between any two meetings did not exceed four months.

- 1) 15th May, 2010
- 2) 30th July, 2010
- 3) 18th August, 2010
- 4) 13th November, 2010
- 5) 07th February, 2011

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

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

Name of Director	Category of No. of Directorship #	No. of Board Meeting Attended	Attendance at the last AGM	No. of specified Committees (other than (FFL) in which chairman/member		Share holding
				Chairman	Member	
Mr. Ashok V. Motiani	Promoter & ED	5	Yes	None	None	736,768
Mrs. Nanita A Motiani	Promoter & ED	5	Yes	None	None	672,246
Mr. Ramchandra G. Joshi	Independent & NED	3	No	None	None	4,000
Mr. Mayur J. Shah	Independent & NED	5	Yes	None	None	5,600

NED- Non-Executive Director, ED-Executive Director

NOTES:

- This number excludes the directorships/committee memberships held in private companies and also of the Company.
- As required by the Companies Act, 1956 and Clause 49 of Listing Agreement, none of the directors hold directorship in more than 15 public companies, membership of board committees (audit / remuneration / investors grievance committees) in excess of 10 and chairmanship of board committees as aforesaid in excess of 5.

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

As per the statute, two-third of the Directors should be retiring Directors, One-Third of these retiring Directors are required to retire every year and if eligible, these Directors qualify for re-appointment.

Accordingly, Mr. Mayur J Shah retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

A brief resume of the Directors eligible for re-appointment is as follows

Mr. Mayur J Shah

Mr. Mayur J Shah, aged about 52 years is Bachelor of Commerce. He has vast experience in the field of public relation, legal and administration, which is helpful to the administration of the Company.

Mr. Mayur J Shah is a member of the Audit Committee, Remuneration Committee, Shareholders/ Investors Grievance Committee and Financial Committee of the Company. He is not on the Board of any other Public Limited Company as Director, Member or Chairman of the other public limited Company.

3. Audit Committee:

As measure of good corporate governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee had been constituted by the Board. The constitution of Audit Committee also meets the requirements of section 292A of the Companies Act, 1956. The terms of reference of the Audit Committee are as contained under clause 49 of the Listing Agreement.

The Audit Committee of the Company comprises of following two Non-Executive Directors and one Executive Director, out of which two directors are Independent Directors:

Name of the Members	Designation
Mr. Ramchandra Joshi	Chairperson/NED and Independent
Mr. Mayur J. Shah	Member/NED and Independent
Mrs. Nanita A. Motiani	Member/ED

3.1 Meeting and the attendance during the year

Five (5) meetings of the Audit Committee were held during the year. The power and role of the Audit Committee are as per Guidelines set out in Clause 49 of the Listing Agreement with the Stock Exchange.

The Terms of the reference of the Audit Committee include approving and implementing the audit procedures and techniques, reviewing the financial reporting systems, internal control systems and control procedures and ensuring compliance with the regulatory guidelines. The Audit Committee met prior to the finalization of Accounts for the year ended 31st March 2011.

Name of the Members	No. of Meeting Attended	
	Held	Attended
Mr. Ramchandra Joshi	5	3
Mr. Mayur J Shah	5	5
Mrs. Nanita A Motiani	5	5

4. Subsidiary Companies:

The Company does not have any subsidiary.

5. Remuneration Committee:

The Remuneration Committee is responsible for determining and reviewing all matters in respect of managerial remuneration. As required by Clause 49 of the Listing Agreement the Board of the Company had constituted a remuneration committee comprising two non-executive directors and one executive director out of which two directors are independent directors.

Name of the Members	Designation
Mr. Ramchandra Joshi	Chairperson / NED and Independent
Mr. Mayur J Shah	Member / NED and Independent
Mrs. Nanita A Motiani	Member / ED

During the year, the Remuneration Committee met on 29th October, 2010 & 31st January, 2011 in which all the three members were present.

5.1 Details of Remuneration to the Board members

The Company pays remuneration to its Managing Director by way of Salary, Perquisites and allowances, as approved by the members in the General Meeting and subsequent approval received from Central Government under section 310 & 198/309 of the Companies Act,1956.. The details of the remuneration paid to the Directors for the year 2010-2011 is as follows:

Name of Director	Designation	Remuneration (Including Perquisites) Paid (₹)	Sitting Fees paid (₹)	Total Remuneration (₹)
Mr. Ashok V Motiani	Chairman & Managing Director	44,93,088	-	44,93,088
Mrs. Nanita A Motiani	Executive Director	15,00,000	-	15,00,000
Mr. Ramchandra G Joshi	Director	-	15,000	15,000
Mr. Mayur J Shah	Director	-	25,000	25,000
Total		59,93,088	40,000	60,33,088

None of the Non-executive Directors has any pecuniary relationship, except Mrs. Nanita A. Motiani who is relative of Mr. Ashok V. Motiani, Managing Director of the Company. Non-executive Directors have no transaction with the Company, except receiving sitting fees for attending Board Meetings.

6. Shareholders/Investors' Grievance Committee:

The Company constituted a Shareholders/Investors' Grievance Committee to ensure timely services to the Member/Investors and to supervise the performance of the Registrar and Share Transfer Agent and to provide the best services to the Investors. It is also empowered to approve transfer, transmission and transposition of shares, issue duplicate share certificates, etc. from time to time.

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

The Constitution and details of the attendance of the meeting of the Committee members is given in the following table. The Committee met five (5) times during the period 2010-2011.

Name of the Members	Designation	No. of Meetings	
		Held	Attended
Mrs. Nanita A Motiani	Chairman / ED	5	5
Mr. Ashok V Motiani	Member / ED	5	5
Mr. Mayur J Shah	Member / NED and Independent	5	5

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

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

Sr. No.	Nature of Complaints / Requests	Received	Resolved	Pending as on 31.03.2011
1	Non - receipt of Dividend Warrant	-	-	-
2	Non - receipt of Annual Reports	-	-	-
	Non - Receipt of Demat Credit	1	1	0
3	Non - receipt of Shares after transfer / bonus shares	2	2	0
4	Letters received from SEBI/ROC/Stock Exchanges	3	3	0
5	Others	-	-	-
	Total	6	6	-

There was no pending transfer of equity shares as on 31st March 2011.

7. Financial Committee:

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

The Constitution and details of the attendance of the meeting of the Committee members is given in the following table. The Committee met two (2) times during the period 2010-2011.

Name of the Members	Designation	No. of Meetings	
		Held	Attended
Mr. Ramchandra Joshi	NED	2	2
Mr. Mayur J Shah	NED	2	2
Mrs. Nanita A Motiani	ED	2	2

NED- Non-Executive Director, ED-Executive Director

8. Risk Management:

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

9. CEO / CFO Certification:

In terms of the requirement of Clause 49 (V) of the Listing Agreement the CEO has submitted necessary certificate to the Board at its meeting held on 12th August, 2011 stating the particulars specified under the said clause.

10. General Body Meetings:

A. Annual General Meeting:

Details of the location and time of last three Annual General Meetings (AGM), and the details of the special resolutions passed are as under.

Financial Year	No. of AGM	Date & Time	Venue	No. of Special Resolutions passed
2007-08	16	29.09.2008 11.00 a.m.	Karnavati Club, S. G. Road, Ahmedabad - 380015	1
2008-09	17	29.09.2009 11.00 a.m.	Karnavati Club, S. G. Road, Ahmedabad - 380015	1
2009-10	18	27.09.2010 11.00 a.m.	Karnavati Club, S. G. Road, Ahmedabad - 380015	2

The shareholders passed all the resolutions set out in the respective notices. For the year ended on 31st March, 2010, there are no ordinary or special resolution passed by the Company's shareholders that requires a postal ballot. At the forthcoming AGM, there is no item on the agenda that needs approval by postal ballot.

B. Extra Ordinary General Meeting

Financial Year	Date & Time	Venue	No. of Special Resolutions passed
2009-2010	15.05.2009 11.30 a.m.	Karnavati Club, S. G. Road, Ahmedabad - 380015	1

The shareholders passed the special resolution set out in the notice with the requisite majority.

11. Disclosure:

- a. There were no transactions of material nature between the Company and its Directors or Management and their relatives or Promoters that may have potential conflict with the interest of the Company. The details of the related party transactions are disclosed in the financial section of this Annual Report.

- b. The Company has complied with all the mandatory requirements of the Listing Agreement with the Stock Exchange as well as regulations and guidelines of the SEBI. Further, no penalties, strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the year under review.
- c. No treatment different from Accounting Standards, prescribed by the Institute of Chartered Accountants of India, has been followed in the preparation of financial statements.
- d. The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement.
- e. The Company has adopted the non-mandatory requirements of Clause 49 of the Listing Agreement of Remuneration Committee.

12. Secretarial Audit:

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

13. Means of Communication with shareholders:

- (i) Quarterly Results : Quarterly and half yearly results were taken on record by the Board of Directors and submitted to the Stock Exchanges in terms of the requirements of clause 41 of the Listing Agreement. The results were also published in Economic Times (English & Gujarati).
- (ii) Website : www.freshtrop.com
- Compliance Officer : Mr. Jignesh J Gandhi
- Address : A-603, Shapath IV, Opp. Karnavati Club, S.G. Road, Ahmedabad - 380 015
- E-mail: investorrel@freshtrop.com
- Tel. No. 079 - 66527058 - 67

14. Management Discussion and Analysis Report:

The Management Discussion and Analysis Report (MD&A) is set out in the separate section of this Annual Report and forms part of this Report.

15. (i) General Shareholders Information:

- Day & Date of 19th AGM : Tuesday, 27th September, 2011
- Time : 11.00 a.m.
- Venue : Karnavati Club, S. G. Road, Ahmedabad - 380015
- Financial Year : 1st April 2010 to 31st March 2011
- Book Closure Date : 17th September, 2011 to 27th September, 2011
(Both days inclusive)
- Dividend Payment Date : N.A

(ii) Financial Calendar for the Financial year 2011-12 (tentative)

First Quarter Results : August, 2011 (Second Week)
 Second Quarter Results : November, 2011 (Second week)
 Third Quarter Results : February , 2012 (Second Week)
 Forth Quarter Results : May, 2012 (Second Week)
 Annual General Meeting : August / September, 2012

(iii) Listing on Stock Exchanges:

Equity Shares of the Company are listed at following Stock Exchanges

Bombay Stock Exchange Limited
 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001

Your Company has paid listing fees to the Stock Exchange for the financial year 2011 - 12

Stock Code : BSE - 530077

(iv) Market Price Data

High and low prices of Equity Shares during the 12 months period ended 31st March 2011 were as follows:

Month	Bombay Stock Exchange Ltd	
	High (₹)	Low (₹)
April, 2010	29.50	24.95
May, 2010	35.75	23.60
June, 2010	28.80	24.00
July, 2010	31.25	26.00
August, 2010	27.70	24.10
September, 2010	27.50	22.10
October, 2010	24.10	21.30
November, 2010	24.00	18.70
December, 2010	20.80	16.85
January, 2011	19.85	16.25
February, 2011	18.30	13.05
March, 2011	21.89	13.05

(v) Registrar & Transfer Agents

: Bigshare Services Private Limited
 E-2, Ansa Industrial Estate,
 Sakivihar Road, Saki Naka,
 Andheri (E), Mumbai - 400 072
 Ph : 022 - 2847 0652 / 53
 Fax : 022 - 2847 5207
 Email: manisha@bigshareonline.com

(vi) Share Transfer System

: The Company has hired the services of SEBI registered Registrar and Transfer Agent for physical transfer as well as electronic connectivity.

(vii) Distribution of Shareholding :

a. Distribution of Shareholding (As on 31st March 2011)

No. of Shares held	Shareholders		Shares	
	Nos.	% of total	Nos.	% of total
Upto 500	3727	77.56	720862	6.53
501 to 1000	474	9.86	390951	3.54
1001 to 2000	250	5.20	395066	5.58
2001 to 3000	102	2.12	259649	2.35
3001 to 4000	56	1.17	202378	1.83
4001 to 5000	39	0.81	185824	1.68
5001 to 10000	79	1.64	573724	5.19
10001 and above	79	1.64	8313546	75.30
Total	4806	100.00	11045000	100.00

b. Shareholding pattern (As on 31st March 2011)

Category	No. of Shareholders	Total No. of Shares held	% to Capital
Resident Individuals (incl.HUF)	4582	4,241,567	38.40
Promoter's and Relatives	6	5,277,684	47.78
Foreign Institutional Investors (FII'S)	3	281,597	2.55
Non Resident Individuals	45	432,106	3.92
Bodies Corporate	155	802,711	7.27
Clearing Member	14	9,335	0.08
Total	4805	11,045,000	100.00

(viii) Dematerialization of Shares and Liquidity:

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

Status of Dematerialization (As on 31st March 2011)

Particulars	No. of Equity Shares	% of Share Capital
NSDL	3,936,531	35.64
CDSL	6,559,865	59.39
Physical	548,604	4.97
Total	11,045,000	100.00

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

(ix) Share Transfer System : The Company has hired the services of SEBI registered Registrar and Transfer Agent for physical transfer as well as electronic connectivity.

- (x) Outstanding GDRs/ADRs / warrants or any convertible instruments, conversion date and likely impact on Equity : Nil
- (xi) Address for Correspondence :
1. Share Transfer in Physical Form and other communication in that regard including share certificate, dividend and change of address etc., may be addressed to our Registrar & Share Transfer Agents at the address mentioned above.
 2. Shareholders may also contact the Compliance Officer, Freshtrop Fruit Limited, A-603, Shapath IV, Opp. Karnavati Club, S.G. Road, Ahmedabad - 380 015.
Phone: 079-66527060-67, Fax: 079-66527069
E-mail: investorrel@freshtrop.com
 3. Shareholders holding shares in electric mode should address all their correspondence to their respective depository participants.

The above report has been placed before the Board at its meeting held on 12th August, 2011 and the same was approved.

Date : 12.08.2011
Regd. Office :
A-603,Shapath IV,
Opp. Karnavati Club, S G Road,
Ahmedabad - 380 015

By order of the Board
For Freshtrop Fruits Ltd.,

Ashok V Motiani
Chairman & Managing Director

CHIEF EXECUTIVE OFFICER'S CERTIFICATE

To,
The Board of Directors,
Freshtrop Fruits Limited

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

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

Date : 12-08-2011
Place : Ahmedabad

Ashok V. Motiani
Managing Director

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The members of
FRESHTROP FRUITS LIMITED

We have examined the compliance of conditions of Corporate Governance by **FRESHTROP FRUITS LIMITED** for the year ended March 31, 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

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

We further state that such compliances in neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mayank Shah & Associates
Chartered Accountants
(Firm Regn. No. 106109W)

Place : Ahmedabad
Date : 12.08.2011

(M. S. Shah)
Partner
M.NO. 44093

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2011.**

To,
The Members,
Freshrop Fruits Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my Opinion thereon.

Based on my verification of Freshrop Fruits Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provide by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2011 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Freshrop Fruits Limited ("the Company") for the financial year ended on 31st March, 2011 according to the provisions of:

- (i) The Companies Act, 1956 and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye- Laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,1997;
 - (b) The Securities and exchange Board of India (Prohibition of Insider Trading) Regulations1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee stock- Purchase Scheme) Guidelines,1999;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited;
1. Based on my examination and verification of the registers, records and documents produced to me and according to the information and explanations given to me by the management of the Company, I report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 ("the Act") and the Rules made under the Act, Accounting Standards and Memorandum and Articles of Association of the Company, with regard to:
- (a) Maintenance of statutory registers and records and necessary entries are therein;
 - (b) Closure of Register of Members;
 - (c) Submission of forms, returns, documents and resolutions required to be filed with the Registrar of Companies;

- (d) Service of documents by the Company on its Members, and Registrar of Companies;
- (e) Notice of Board meetings and Committee meetings of Directors;
- (f) Notice of the General Meetings and Extra Ordinary General Meetings of the Company;
- (g) Minutes of proceedings of General Meetings and of Board and other meetings;
- (h) Approvals of shareholders, the Board of Directors, the Committee of Directors and government authorities, wherever required;
- (i) Constitution of the Board of Directors and appointment, retirement and re- appointment of Directors;
- (j) Remuneration of Directors including the Managing Director and Whole-time Directors;
- (k) Appointment and remuneration of Auditors;
- (l) Transfers and transmissions of the Company's shares and issue and delivery of original and duplicate share certificates;
- (m) Form of balance sheet as prescribed under Part I of Schedule VI to the Act and requirements as to Profit & Loss Account as per Part II of the said Schedule;
- (n) Borrowings and registration, modification and satisfaction of charges;
- (o) Investment of the Company's funds;
- (p) Contracts, affixing of common seal, registered office and publication of name of the Company;
- (q) All other applicable provisions of the Act and the Rules / regulation made thereunder; and
- (r) The Company has issued and allotted the securities to the persons-entitled thereto and has also issued letters, coupons, warrants and certificate thereof as applicable to the concerned persons and converted warrants into equity shares in compliance with the provisions of the Companies Act, 1956 and other relevant statutes.

2. I further report that:

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

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

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

- (a) The requirements under the Equity Listing Agreements entered into with Bombay Stock Exchange Limited.

- (b) The provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 with regard to the disclosures and maintenance of records required under the Regulations.
- (c) The provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 with regard to disclosures and maintenance of records required under the Regulations.

5. I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 1956.

Adequate notice is given to all directors to schedule the Board Meeting Agenda and detailed notes on agenda are sent at least seven days in advance, A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

6. I further report that

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

For, R.S.SHARMA & ASSOCIATES

(R. S. Sharma)

Practicing Company Secretary

CP No: 2118

M No: 3126

Date : 12-08-2011
Place : Ahmedabad

AUDITOR'S REPORT

To,
The Members of
Freshtrop Fruits Ltd.

We have audited the attached Balance Sheet of **FRESHTROP FRUITS LTD.**, as at 31ST March, 2011 and the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditors' Report) Order, 2003 as amended by The Companies (Auditor's Report) Amendment Order, 2004 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
3. Further to our comments in the annexure referred to in paragraph 2 above, we report that:
 - A. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit :
 - B. In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
 - C. The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account ;
 - D. In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in Sub-section (3C) of section 211 of the Companies Act, 1956.
 - E. On the basis of written representations received from the Directors, and taken on record by Board of Directors, we report that none of the Directors are disqualified as on 31ST March, 2011 from being appointed as director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - F. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - (i) In case of Balance Sheet, of the state of affairs of the Company as at 31ST March, 2011
 - (ii) In case of the Profit & Loss Account, of the profit for the year ended on that date and
 - (iii) In case of Cash Flow Statement, of the cash flows for the period ended on that date.

For, **Mayank Shah & Associates**
Chartered Accountants
(Firm Reg. No. 106109W)

PLACE : Ahmedabad
DATE : 12-08-2011

(M.S. SHAH)
Partner
Mem. No. 44093

ANNEXURE TO THE AUDITOR'S REPORT

(Annexure referred to in Paragraph 2 of our Auditors Report of even date on financial statements of Freshrop Fruits Ltd for the year ended on 31/03/2011)

- 1 a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) According to the information and explanation given to us, the Company has formulated a regular program of verification by which all the assets of the company shall be verified in a phased manner, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. To the best of our knowledge, no material discrepancies were noticed on the verification conducted during the year as compared with the book records.
c) During the year, the Company has not disposed off a substantial part of fixed assets so, as to affect its going concern status.
- 2 a) As explained to us, the inventory has been physically verified during the year by the Management. In our opinion, the frequency of verification is reasonable.
b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Management were reasonable and adequate in relation to the size of the company and the nature of the business.
c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
- 3 a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under the Section 301 of the Companies Act, 1956 and therefore, clause of rates of interest and other terms & condition and repayment is not applicable to the Company.
b) According to the information and explanations given to us, in respect of loan taken from a company covered in the Register maintained under Section 301 of the Companies Act, 1956 in the previous year, in our opinion, the rate of interest and other terms and conditions on which this loan has been taken are not prima facie prejudicial to the interest of the Company. The maximum amount involved during the year in respect of this loan was ₹ 80.49 lacs and the year-end balance was ₹20.04 Lacs.
- 4 In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to the purchase of inventories and fixed assets, and with regard to the sale of goods. During the course our audit, no major weakness has been noticed in the internal controls.
- 5 a) According to the information and explanations given to us, we are of the opinion that, the particulars of the contracts / arrangements referred to in Section 301 of the Companies Act, 1956, were entered in the register required to be maintained under that Section.
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of ₹ 5 lacs in respect of any party were made at prices which were reasonable having regard to prevailing market prices at the relevant times.
- 6 In our opinion and according to the information and explanation given to us, the company has not accepted deposits from the public within the meaning of section 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
- 7 In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- 8 We have been informed that the Central Government has not prescribed maintenance of Cost records under Section 209 (1) (d) of the Companies Act 1956.
- 9 a) According to the records of the company and information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Excise Duty, Custom Duty, Service Tax, Sales Tax, Cess,

Investor Education and Protection Fund and any other material statutory dues as applicable to it, with the appropriate authorities during the year. As explained to us, no undisputed amounts payable were in arrears as at 31st March 2011 for a period of more than six months from the date they became payable.

- b) According to the information and explanation given to us, the Company had the following dues of Income Tax which has not been deposited on account of dispute.

Statement of Disputed Dues				
Name of the Statute	Nature of the Dues	Amount (₹)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961.	Income Tax	75,55,058	A.Y.2005-06	Commissioner of Income Tax (Appeals)
	Income Tax	2,61,699	A.Y.2007-08	Commissioner of Income Tax (Appeals)

- 10 The company does not have any accumulated losses at the end of the financial year and the company has not incurred cash losses during the current and immediately preceding financial year.
- 11 According to the information and explanation given to us, the Company has not defaulted in repayment of dues to banks. The Company has no transaction with financial institution and held no debentures outstanding during the year.
- 12 According to the information and explanation given to us the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13 The provisions of any special statute applicable to chit fund, nidhi, or any mutual fund / societies are not applicable to the company.
- 14 In our opinion and according to the information and explanation given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments.
- 15 According to the information and explanation given to us the Company has not given guarantee for loans taken by others from banks or financial institutions.
- 16 To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion, the term loans raised during the year were prima facie been utilized for the purposes for which they were obtained.
- 17 According to the information and explanation given to us and on overall examination of the balance sheet and cash flow statement of the Company, we report that the Company has used funds raised on short term basis for long term investment.
- 18 The Company has made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956. In our opinion the price at which shares have been issued is not prejudicial to the interest of the Company.
- 19 The Company has not issued any debentures during the year.
- 20 The Company has not raised any money by way of a public issue during the year.
- 21 During the course of our examination of the books of account and records of the company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For, Mayank Shah & Associates
Chartered Accountants
 (Firm Reg. No. 106109W)

PLACE : Ahmedabad
 DATE : 12-08-2011

(M.S. SHAH)
Partner
 Mem. No. 44093

BALANCE SHEET AS AT MARCH 31, 2011

Particulars	Schedule	As At 31-03-2011 in ₹	As At 31-03-2010 in ₹
SOURCES OF FUNDS			
Share Holders' Fund			
Share Capital	A	110,450,000	105,450,000
Optionally Convertible Warrants	B	-	2,425,000
Reserves & Surplus	C	146,677,027	141,509,284
Deferred Government Grant	D	81,366,057	75,968,137
Loan Funds			
Secured Loans	E	222,256,110	244,073,229
Unsecured Loans	F	22,216,076	225,000
Deferred Tax Liability		23,245,963	22,514,878
TOTAL ₹		606,211,233	592,165,528
APPLICATION OF FUNDS			
Fixed Assets			
G			
Gross Block		518,483,453	468,932,181
Less : Depreciation		89,052,849	67,275,254
Net Block		429,430,604	401,656,927
Capital - Work in Progress		-	34,773,491
		429,430,604	436,430,418
Investments	H	250	397,022
Current Assets, Loans & Advances			
I			
Inventories		192,842,022	207,628,034
Sundry Debtors		97,076,768	47,310,173
Cash & Bank Balances		20,066,930	12,778,159
Loans & Advances		47,935,671	48,482,771
		357,921,392	316,199,137
Less : Current Liabilities & Provisions	J	181,498,293	161,536,823
Net Current Assets		176,423,098	154,662,314
Miscellaneous Expenditure (to the extent not written off or adjusted)	K	357,281	675,774
TOTAL ₹		606,211,233	592,165,528
Notes on Accounts			
T			

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

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

Place: Ahmedabad
Date: 12.08.2011

For and on behalf of the Board of Directors

Ashok V. Motiani *Managing Director*

Nanita A. Motiani *Executive Director*

Mayur J. Shah *Director*

Ramchandra Joshi *Director*

Jignesh J. Gandhi *Company Secretary*

Place: Ahmedabad
Date: 12.08.2011

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON MARCH 31, 2011

Particulars	Schedule	Year Ended 31-03-2011 in ₹	Year Ended 31-03-2010 in ₹
INCOME :			
Sales	L	533,199,949	486,751,146
Other Income	M	10,376,089	14,768,981
Export Incentives		19,456,906	16,580,880
TOTAL ₹		563,032,944	518,101,007
EXPENDITURE			
Material Consumed & Stock Variation	N	348,402,902	265,364,212
Manufacturing Expenses	O	29,665,791	21,903,032
Payments to & Provisions for Employment	P	20,301,722	15,624,659
Administrative Expenses	Q	13,846,111	13,083,923
Selling and Distribution Expenses	R	104,767,901	130,664,764
Financial Charges	S	21,554,187	18,734,603
Preliminary & Issue Expenditure written off		318,493	318,493
Depreciation		22,792,573	21,158,726
TOTAL ₹		561,649,680	486,852,412
Profit before tax		1,383,264	31,248,595
Provision for current taxation		269,000	5,309,000
Deferred Taxation		731,085	9,536,549
MAT Credit Entitlement		(269,000)	(5,309,000)
Profit after Tax		652,179	21,712,046
MAT Credit Entitlement of previous year		(644,029)	2,402,485
Prior Period and extra ordinary Items		(459,593)	738,818
Profit after Tax and Prior Period & Extra Ordinary Items		467,743	23,375,713
Balance Brought Forward		121,571,319	98,195,606
Balance Carried Forward		122,039,062	121,571,319
Notes on Accounts	T		
Earning per Equity Share (Face Value s. 10/- Each)			
- Basic and Diluted		0.06	2.14

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

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

Place: Ahmedabad
Date: 12.08.2011

For and on behalf of the Board of Directors

Ashok V. Motiani *Managing Director*

Nanita A. Motiani *Executive Director*

Mayur J. Shah *Director*

Ramchandra Joshi *Director*

Jignesh J. Gandhi *Company Secretary*

Place: Ahmedabad
Date: 12.08.2011

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2011

Particulars	For the Period ended 31.03.11 (₹)	For the Period ended 31.03.10 (₹)
A Cash Flow from Operating Activities :		
Net Profit before Tax and Extra Ordinary Items	1,383,264	31,248,595
Adjustments For :		
Depreciation	22,792,573	21,158,726
Government Grant	(4,303,080)	(3,774,361)
Write Offs	318,493	318,493
(Profit)/Loss on sale of Fixed Assets	(125,000)	(380,758)
(Profit)/Loss on sale of Investments	(779,301)	-
	19,286,949	48,570,695
Income from Investment Activity		
Add: Interest Paid	21,554,187	18,734,603
Less: Interest/Dividend Received	218,863	326,020
Operating Profit / (Loss) before working capital changes	40,622,273	66,979,278
Adjustments For :		
Trade & Other Receivables	(49,264,482)	(32,008,570)
Inventories	14,786,012	(35,964,290)
Trade Payables	19,692,470	6,619,295
	(14,786,000)	(61,353,565)
Income Tax	(330,041)	(5,094,217)
Net Cash used in Operating Activities	25,506,232	531,496
Add / (Less) : Prior Period and Extra ordinary Items	452,444	(738,818)
Net Cash after Extra Ordinary Intems (A)	25,958,676	(207,322)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2011 (Contd...)

Particulars	For the Period ended 31.03.11 (₹)	For the Period ended 31.03.10 (₹)
B Cash Flow from Investing Activities :		
Purchase of Fixed Assets including Capital WIP	(15,785,611)	(58,346,942)
Sale of Investment	1,176,073	-
Purchase of Investment	-	(100,972)
Interest/Dividend Received	218,863	326,020
Sale / Deduction of Fixed Assets	125,000	609,570
Net Cash used in Investment Activities (B)	(14,265,675)	(57,512,324)
C Cash Flow from Financing Activities :		
Repayment of Long Term Borrowings	(57,492,874)	(74,889,205)
Proceeds from Long Term Borrowings	-	27,354,678
Increase (Decrease) in Short Term Borrowings	57,666,832	32,886,139
Increase in Share Capital including Share Premium	7,275,000	12,125,000
Share Issue Expenses	-	(96,972)
Interest Paid	(21,554,187)	(18,734,603)
Government Subsidy/ Grants	9,701,000	75,000,000
Net Cash from Financing Activities (C)	(4,404,229)	53,645,037
Net Increase In Cash & Cash equivalents (A+B+C)	7,288,772	(4,074,609)
Cash and Cash equivalent Opening balance :		
Cash and bank balances	12,778,158	16,852,767
Cash and Cash equivalent Closing balance :		
Cash and bank balances	20,066,930	12,778,158

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 on "Cash Flow Statements" as prescribed by Companies (Accounting Standard) Rules, 2006.

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

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

Place: Ahmedabad
Date: 12.08.2011

For and on behalf of the Board of Directors

Ashok V. Motiani *Managing Director*

Nanita A. Motiani *Executive Director*

Mayur J. Shah *Director*

Ramchandra Joshi *Director*

Jignesh J. Gandhi *Company Secretary*

Place: Ahmedabad
Date: 12.08.2011

Schedules Annexed to and Forming part of Accounts as at MARCH 31, 2011

Particulars	As At 31-03-2011 in ₹	As At 31-03-2010 in ₹
SCHEDULE - A : SHARE CAPITAL		
Authorized		
1,50,00,000 Equity Shares of ₹ 10/- each	150,000,000	150,000,000
Issued, Subscribed & Paid-up		
11045000 (P.Y.10545000) Equity Shares of ₹ 10/- each fully paid (Refer Note No.4 of Schedule-T)	110,450,000	105,450,000
TOTAL ₹	110,450,000	105,450,000
SCHEDULE - B : OPTIONALLY CONVERTIBLE WARRANTS		
5,00,000 (P.Y. 10,00,000) Optionally Convertible Warrants of ₹ 19.40 each	9,700,000	19,400,000
5,00,000 (P.Y. 10,00,000) Optionally Convertible Warrants paid up of ₹ 4.85 each	2,425,000	4,850,000
Add: 5,00,000 (P.Y. 5,00,000) Optionally Convertible Warrants option availed during the year	7,275,000	7,275,000
Less: Option Exercised during the Year	9,700,000	9,700,000
TOTAL ₹	-	2,425,000
SCHEDULE - C : RESERVES & SURPLUS		
Share Premium	9,700,000	5,000,000
Add: Addition on Conversion of Warrants	4,700,000	4,700,000
	14,400,000	9,700,000
Capital Reserve	8,950,000	8,950,000
General Reserve	1,287,965	1,287,965
Profit & Loss Account	122,039,062	121,571,319
TOTAL ₹	146,677,027	141,509,284
SCHEDULE - D : DEFERRED GOVERNMENT GRANT		
Opening Balance	75,968,137	4,742,498
Add: Received during the year	9,701,000	75,000,000
	85,669,137	79,742,498
Less: Recognized during the year	4,303,080	3,774,361
TOTAL ₹	81,366,057	75,968,137
SCHEDULE - E : SECURED LOANS		
Term Loans	88,476,836	145,969,710
Working Capital Loans (Refer Note No.5 of Schedule-T)	133,779,275	98,103,519
TOTAL ₹	222,256,110	244,073,229

Particulars	As At 31-03-2011 in ₹	As At 31-03-2010 in ₹
SCHEDULE - F : UNSECURED LOANS		
Inter Corporate Deposit	2,003,524	225,000
From Bank	20,212,552	-
TOTAL ₹	22,216,076	225,000

SCHEDULE - G : FIXED ASSETS

Sr. No.	Description	GROSS BLOCK			DEPRECIATION				NET BLOCK		
		Balance As at 01-04-10 ₹	Additions During the Year ₹	Deductions During the Year ₹	Balance As at 31-03-11 ₹	Balance As at 01-04-10 ₹	Provided During the Year ₹	Deductions During the Year ₹	Balance As at 31-03-11 ₹	As on 31-03-11 ₹	As on 31-03-10 ₹
	TANGIBLE										
1	Land & Land Development	19,682,169	-	-	19,682,169	-	-	-	-	19,682,169	19,682,169
2	Factory Building	134,730,386	8,723,907	591,646	142,862,647	15,514,006	4,638,470	591,646	19,560,830	123,301,817	119,216,380
3	Plant & Machinery	288,567,212	38,185,505	416,183	326,336,534	43,957,475	15,895,350	416,183	59,436,642	266,899,892	244,609,737
4	Office Equipment	1,625,534	202,810	-	1,828,344	365,927	82,421	-	448,348	1,379,996	1,259,607
5	Vehicles	8,172,102	2,623,419	-	10,795,521	2,135,950	927,240	-	3,063,190	7,732,331	6,036,152
6	Furniture & Fixtures	4,626,061	72,723	-	4,698,784	2,333,916	294,657	-	2,628,573	2,070,211	2,292,145
7	Computer	4,030,689	745,113	-	4,775,802	2,587,201	579,585	-	3,166,786	1,609,016	1,443,488
8	Office Electrification	320,115	5,625	-	325,740	44,162	20,442	-	64,604	261,136	275,953
9	Pollution Control Equipment	7,089,673	-	-	7,089,673	311,820	336,760	-	648,580	6,441,093	6,777,853
	INTANGIBLE										
10	Web Site	88,240	-	-	88,240	17,648	17,648	-	35,296	52,944	70,592
	TOTAL ₹	468,932,180	50,559,102	1,007,829	518,483,453	67,268,105	22,792,573	1,007,829	89,052,849	429,430,604	401,664,075
	Previous Year's Total	184,001,576	285,371,046	440,441	468,932,181	46,328,157	21,158,726	211,629	67,275,254	401,656,927	137,673,419

Particulars	As At 31-03-2011 in ₹	As At 31-03-2010 in ₹
SCHEDULE - H : INVESTMENTS		
(A) Quoted Investment In Equity Shares		
(i) Tata Consultancy Services Limited (No. of shares-Nil) (P.Y.- 1392 shares)	-	295,800
(B) Unquoted Investments		
(i) In Mutual Funds		
- Bharti AXA Equity Fund Regular Plan-Growth No. of Units - Nil (P.Y.-1344.816)	-	21,232
- Bharti AXA Equity Fund Eco Plan-Growth No. of Units - Nil (P.Y.- 4715.827)	-	79,740
(ii) 5 Nos of Shares of ₹50/- each of Shree Laxminarayan Co-op Hos.Soc.Ltd	250	250
TOTAL ₹	250	397,022

Particulars	As At 31-03-2011 in ₹	As At 31-03-2010 in ₹
SCHEDULE - I : CURRENT ASSETS, LOANS AND ADVANCES		
INVENTORIES		
Finished Stock- In Transit	141,399,448	175,866,086
Finished Stock -At Factory	23,001,775	15,616,520
Raw Materials	746,400	-
Consumables	1,198,703	1,273,690
Packing Materials	26,387,391	14,752,533
Spare parts	108,305	119,205
TOTAL ₹ (A)	192,842,022	207,628,034
SUNDRY DEBTORS (Unsecured, considered good)		
Outstanding for more than six months	99,527	-
Outstanding for less than six months	96,977,241	47,310,173
TOTAL ₹ (B)	97,076,768	47,310,173
CASH AND BANK BALANCE		
Cash on Hand	847,304	2,427,748
Balance with Scheduled Banks :		
- In Current Account	17,488,335	8,536,300
- In Fixed Deposit Account	1,731,292	1,814,111
TOTAL ₹ (C)	20,066,930	12,778,159
LOANS AND ADVANCES (Unsecured, considered good)		
Advances recoverable in Cash or in kind or for value to be received	17,728,570	21,559,018
Deposits	1,806,172	1,789,133
Balance with Government Authorities	19,635,277	17,282,186
MAT Credit Entitlement	6,319,542	6,694,571
Prepaid Expenses	2,446,110	1,157,863
TOTAL ₹ (D)	47,935,671	48,482,771
TOTAL ₹ (A+B+C+D)	357,921,392	316,199,137

Particulars	As At 31-03-2011 in ₹	As At 31-03-2010 in ₹
SCHEDULE - J : CURRENT LIABILITIES & PROVISIONS:		
Current Liabilities		
Sundry Creditors	162,583,253	150,891,532
Advance from Customers	11,176,220	-
Others Current Liabilities	6,381,810	4,241,725
Unclaimed dividend	1,088,010	1,094,566
Provisions		
For Taxation	269,000	5,309,000
TOTAL ₹	181,498,293	161,536,823
SCHEDULE - K : MISCELLANEOUS EXPENDITURE (To the extent not written off or adjusted)		
Share Issue Expenses		
Opening Balance	571,412	740,752
Add: Addition during the year	-	96,972
Less: Written off during the year	266,312	266,312
TOTAL ₹ (A)	305,100	571,412
Deferred Revenue Expenditure		
Opening Balance	104,362	156,543
Less : Written off during the year	52,181	52,181
TOTAL ₹ (B)	52,181	104,362
TOTAL ₹ (A+B)	357,281	675,774

Particulars	Year Ended 31-03-2011 in ₹	Year Ended 31-03-2010 in ₹
SCHEDULE - L : SALES		
Export Sales	438,836,451	453,343,615
Domestic Sales	85,559,958	33,080,088
Job Work Sales	8,803,540	327,443
TOTAL ₹	533,199,949	486,751,146
SCHEDULE - M : OTHER INCOME		
FWC Premium / (Discount)	1,602,754	397,014
Interest Income	196,775	213,217
Dividend on Investments	19,488	25,151
Profit on Compulsory Acquisition of Land	-	480,580
Profit on Sale of Investment	779,301	-
Profit on Sale of Fixed Assets	125,000	-
Income from Debt Fund	2,600	87,652
Foreign Exchange Gain	3,347,091	9,791,006
Government Grant Recognized	4,303,080	3,774,361
TOTAL ₹	10,376,089	14,768,981

Particulars	Year Ended 31-03-2011 in ₹	Year Ended 31-03-2010 in ₹
SCHEDULE - N : MATERIALS CONSUMED & STOCK VARIATION		
RAW MATERIAL CONSUMPTION		
Op.Stock	-	1,190,294
Add : Purchase	255,347,134	243,801,046
	255,347,134	244,991,340
Less : Closing Stock	746,400	-
TOTAL ₹ (A)	254,600,734	244,991,340
FINISHED GOODS PURCHASE		
Op.Stock	-	-
Add : Purchase	2,932,831	3,590,400
	2,932,831	3,590,400
Less : Closing Stock	-	-
TOTAL ₹ (B)	2,932,831	3,590,400
PACKING MATERIAL CONSUMED		
Op.Stock	14,752,533	15,650,779
Add : Purchase	73,981,972	52,156,791
	88,734,505	67,807,570
Less : Closing Stock	26,387,391	14,752,533
TOTAL ₹ (C)	62,347,114	53,055,037
CONSUMABLES CONSUMED		
Op.Stock	971,260	1,240,603
Add : Purchase	1,331,457	1,725,104
	2,302,717	2,965,707
Less : Closing Stock	861,877	971,260
TOTAL ₹ (D)	1,440,840	1,994,447
STOCK VARIATION		
Cl.Stock Finished Goods-In Transit	141,399,448	175,866,086
Cl.Stock Finished Goods-At Factory	23,001,775	15,616,520
TOTAL ₹ (a)	164,401,223	191,482,606
Op.Stock Finished Goods-In Transit	175,866,086	147,954,840
Op.Stock Finished Goods-At Factory	15,616,520	5,260,754
TOTAL ₹ (b)	191,482,606	153,215,594
TOTAL ₹ (E) = (b-a)	27,081,383	(38,267,012)
TOTAL ₹ (A+B+C+D+E)	348,402,902	265,364,212
SCHEDULE - O : MANUFACTURING EXPENSES		
Labour charges	5,227,082	4,733,399
Power & Fuel	12,922,498	7,912,055
Inward Transportation	4,755,808	4,200,194
Repairs & Maintenance	1,905,451	1,452,692
Testing Expenses	999,185	1,118,349
Procurement Expenses	518,842	827,913
Others Factory Expenses	3,336,925	1,658,431
TOTAL ₹	29,665,791	21,903,032

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Particulars	Year Ended 31-03-2011 in ₹	Year Ended 31-03-2010 in ₹
SCHEDULE - P : PAYMENTS TO & PROVISIONS FOR EMPLOYMENT		
Salaries, Bonus & Allowances	18,174,139	14,501,223
Contribution towards Gratuity & Provident Fund	1,510,109	779,126
Staff & Labour Welfare expenses	617,474	344,310
TOTAL ₹	20,301,722	15,624,659
SCHEDULE - Q : ADMINISTRATIVE AND OTHER EXPENSES		
Rent, Rates & Taxes	653,620	131,623
Insurance Exps.	753,710	876,381
Stationery & Printing Exps.	270,346	297,014
Telephone & Internet Expenses	837,883	915,120
Advertisement Exp	141,496	85,411
Computer Exp	89,502	136,926
Director Fees & Remuneration	6,033,088	5,135,830
Professional & Legal fees	757,312	1,577,974
Auditor's Remuneration	358,475	248,175
Vehicle Expenses	1,004,484	741,373
Repairs & Maintenance to Building / Office	361,560	361,811
Listing Fees	154,420	107,291
Loss on sale of Car	-	99,822
Membership Fees	255,864	171,938
Security Expenses	755,777	782,363
Other Expenses	1,418,575	1,414,870
TOTAL ₹	13,846,111	13,083,923
SCHEDULE - R : SELLING & DISTRIBUTION EXPENSES		
Foreign Selling Expenses	73,820,941	107,047,217
Other Selling & Distribution Expenses	3,728,270	4,395,527
Forwarding & Freight Charges	27,218,690	19,222,020
TOTAL ₹	104,767,901	130,664,764
SCHEDULE - S : FINANCIAL CHARGES		
Interest on Fixed Loans	15,331,211	17,205,555
Interest on Other Loans	3,928,825	2,847,736
Other Charges	3,146,203	1,526,690
	22,406,238	21,579,981
Less: Financial charges Capitalised	852,051	2,845,378
TOTAL ₹	21,554,187	18,734,603

SCHEDULE - T - NOTES ON ACCOUNTS

1. BACKGROUND

The company was incorporated as a Private Limited Company on 30th September, 1992 and it was converted in to a Public Limited Company on 22nd September, 1994.

Freshrop Fruits Ltd. is engaged in the business of exports of fresh fruits and vegetables to leading Supermarket chains in various parts of Europe. During the year company has started supplies of fresh fruits to the domestic market. The company has also produced fruit pulp & Concentrate for both the Domestic & International Customers.

2. SIGNIFICANT ACCOUNTING POLICIES**(A) ACCOUNTING CONVENTIONS****(i) Basis of Preparation of Financial Statements**

The financial statements of the Company are prepared under the historical cost convention on accrual basis of accounting in all material respects in accordance with the notified Accounting Standards by Companies (Accounting Standards) Rules 2006 (as amended) and the relevant Provisions of the Companies Act, 1956. The accounting policies have been consistently applied by the Company during the year.

(ii) Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

(B) FIXED ASSETS**(i) Tangible Assets**

Fixed Assets are stated at cost of acquisition / construction (Less: accumulated Depreciation, impairment loss, CENVAT Credit and Value Added Tax). Cost of acquisition includes non refundable taxes, duties, freight and other costs that are directly attributable to bringing assets to their working condition for its intended use. All costs, including financing costs till commencement of commercial production and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

(ii) Intangible Assets

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

(C) DEPRECIATION/ AMORTIZATION**(i) Tangible Assets**

Depreciation on Fixed Assets is provided by Straight Line Method on Pro-rata basis at rates and in manner specified in Schedule XIV of the Companies Act, 1956.

(ii) Intangible Assets

Web site development cost is amortized over a period of five years.

(D) CAPITAL WORK-IN-PROGRESS

Projects under commissioning and other Capital Work-in-Progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

(E) BORROWING COST

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

(F) INVENTORIES

Inventories of Raw materials, Packing Materials, Consumables, Stores & Spares and Finished goods (including for Trade) are stated at cost or net realizable value whichever is lower. Cost is computed on FIFO basis, in case of Raw Materials, Packing Materials, Consumables and Stores & Spares. Finished goods (including the consignment stock) include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is computed by Standard Cost Method in case of finished goods.

(G) INVESTMENTS

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. Current Investments are valued at cost or Net Realizable Value, whichever is lower. All other investments are classified as long term investments. Long term investments are stated at cost of acquisition. Provision for diminution in value of long term investments is made, only if such decline is other than temporary.

(H) REVENUE RECOGNITION

(i) Export Sales

Consignment Sales

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

Sales by Fixed Price Contract

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

(ii) Domestic Sales

The Company recognizes sale of goods when the significant risks and rewards of ownership are transferred to the buyer.

(iii) Job Work Sales

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

(iv) Export Incentives

Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedents to claim are fulfilled.

(v) Other Income

1) Dividend on investment

Dividend on investment Income is recognized when the right to receive payment is established.

2) Interest Income

Interest income is recognized on accrual basis.

3) Gain/ Loss on Sale of Investment

Gain/Loss on sale of investment is accounted for in the year in which the sale contracts are entered into. The cost is calculated on the basis of Weighted Average cost of Investments.

(I) FOREIGN CURRENCY TRANSACTIONS :

(i) All Transactions in foreign currency are recorded at the rates of exchange prevailing as at the date of the transaction.

(ii) Monetary assets and liabilities in foreign currency, outstanding at the close of the year, are converted in Indian currency at the appropriate rates of exchange prevailing at the close of the year. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

- (iii) In respect of forward exchange contracts entered into towards hedge of foreign currency risks, the difference between the forward rate and the exchange rate at the inception of the contract is recognized as income or expenditure over the life of the contract. Further, the exchange difference arising on such contracts are recognized as income or expenditure along with the exchange differences on the underlying assets/liabilities except in case where they relate to the acquisition or construction of fixed assets, in which case, they are adjusted to the carrying cost of fixed assets. Profit or Loss on cancellations/renewals of forward contracts is accounted for during the year.

(J) DERIVATIVE INSTRUMENTS AND HEDGE ACCOUNTING

The Company uses foreign exchange forward contracts and options to hedge its exposure to movements in foreign exchange rates. The use of these foreign exchange forward contracts and options reduces the risk or cost to the Company and the Company does not use the foreign exchange forward contracts or options for trading or speculation purposes.

Outstanding derivative contracts at the balance sheet date are marked to market. While anticipated losses on outstanding derivative contracts at the balance sheet date are provided for fully, anticipated gains on such contracts are ignored on grounds of prudence.

(K) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

(L) GOVERNMENT GRANTS / SUBSIDY

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

Grants related to depreciable assets are treated as deferred income which is recognized in Profit & Loss Account over the period and in the proportions in which depreciation on related assets is charged.

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

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

(M) RESEARCH AND DEVELOPMENT EXPENDITURE

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

(N) EMPLOYEE BENEFITS

a. SHORT TERM EMPLOYEES BENEFIT

Short Term Benefits are recognized as expenditure at the undiscounted value in the Profit & Loss Account of the year in which the related services are rendered.

b. POST EMPLOYMENT BENEFIT

(i) Defined Contribution Plans:

Monthly contributions to the Provident Fund which are defined contribution schemes are charged to Profit & Loss Account and deposited with the Provident Fund Authorities on monthly basis.

(ii) Defined Benefit Plans:

Gratuity to Employees are covered under the Employees Group Gratuity Scheme and the premium is paid on the basis of their actuarial valuation using the Projected Unit Credit Method. Actuarial gain and losses arising on such valuation are recognized immediately in the Profit & Loss Account. Any shortfall in case of premature termination / resignation to the extent not reimbursed by LIC is being

absorbed in the year of payment. The amount funded by the trust administered by the Company under the aforesaid policy is reduced from the gross obligation under the defined benefit plan, to recognize the obligation on net basis.

c. TERMINATION BENEFITS

Termination Benefits are charged to Profit & Loss Account in the year of accrual.

(O) SEGMENT ACCOUNTING

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

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

(P) TAXES ON INCOME

Tax expense for a year comprises of current tax and deferred tax.

Current tax are measured at the amount expected to be paid to the tax authorities, after taking into consideration, the applicable deductions and exemptions admissible under the provisions of the Income tax Act, 1961.

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing difference of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If there is unabsorbed depreciation or carry forward of losses under tax laws, deferred tax assets are recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the guidance note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified period.

(Q) IMPAIRMENT OF ASSETS

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

(R) MISCELLANEOUS EXPENDITURE

Share Issue Expense and Deferred Revenue Expenditure are being written off over a period of five years.

3. Contingent liability:

Sr. No.	Nature of Liabilities	2010-11 (₹ in Lacs)	2009-10 (₹ in Lacs)
(a)	Estimated amounts of contracts remaining to be executed on capital account and not provided (net of advances)	16.98	6.17
(b)	Estimated amount of Custom/Excise duty liability in respect of Capital Goods purchased without payment of duty under EPCG Scheme	217.41	397.74
(c)	Estimated amount of duty liability on stock of duty free materials	18.57	20.28
(d)	Estimated amount of duty liability on Capital Goods procured/ imported under Bonds given by the company	Nil	24.55
(e)	Disputed matters in appeals/contested in respect of Income Tax	68.74	2.62
(f)	Bank Guarantees	42.51	12.50
(g)	Letter of Credit	Nil	35.56

4. (A) Issued, Subscribed & Paid-up Equity Share Capital includes :

- (i) 2,08,400 equity shares of ₹10/- each were allotted as fully paid Bonus Shares by way of capitalization of General Reserve during the F.Y.1994-95.
- (ii) 2,50,000 equity shares of ₹10/- each were allotted as fully paid upon conversion of Share Warrants during the F.Y.2005-06.
- (iii) 2,50,000 equity shares of ₹10/- each were allotted as fully paid upon conversion of Share Warrants during the F.Y.2006-07.
- (iv) 50,22,500 equity shares of ₹10/- each were allotted as fully paid Bonus Shares by way of capitalization of General Reserve during the F.Y.2007-08.
- (v) 5,00,000 equity shares of ₹10/- each were allotted as fully paid upon conversion of Share Warrants during the F.Y.2009-10.

(B) During the year, the warrant holders of 5,00,000 warrants have exercised their right to convert those warrants into equity shares and accordingly 5,00,000 equity shares of ₹10/- each have been issued and allotted during the year at an issue price calculated under SEBI (ICDR) Regulations, 2009 i.e. ₹19.40 (Face Value ₹10/- and Premium ₹9.40).

(C) Options outstanding as at the end of the year on un-issued share capital:

Particulars	Number of equity shares to be issued as fully paid	
	As at 31.03.2011	As at 31.03.2010
Optionally Convertible Warrants	Nil	5,00,000

5. Secured Loans :

- (a) Working Capital Loans from Banks comprise of Cash Credit and Post Shipment Credit and are secured by way of hypothecation of Current Assets including Stocks and Book Debts and collaterally secured by specified Fixed Assets of the Company and Personal Guarantee of Chairman & Managing Director.
- (b) Term Loans from Banks are secured by Equitable Mortgage of Specified Factory Land and Building as well as Specified Fixed Assets and collaterally secured by hypothecation of Specified Current Assets of the Company and Personal Guarantee of Chairman & Managing Director.
- (c) Vehicle Loans are secured by way of hypothecation of Specific Vehicles of the Company.
- (d) Term Loans from Banks includes Foreign Currency loan of ₹62,73,166/- (P.Y. ₹3,00,36,601/-) secured by way of Specified Fixed Assets of the Company.

6. The Company has exercised the option of implementing the Provisions of Paragraph 46 of Accounting Standard 11 "Accounting for the Effects of changes in Foreign Exchange Rates" prescribed by Companies (Accounting Standards) Amendment Rules , 2009 in the F.Y. 2008-09 and accordingly Company has added the foreign exchange loss of ₹85,595/- in respect of foreign currency loans to the Fixed Assets during the current Financial Year, consequently profit for the year is excess by the equivalent amount. Company had capitalised Exchange Difference Gain of ₹39,12,626/- in the previous year in respect of foreign currency loans.
7. **Micro, Small and Medium Enterprises Development Act, 2006:**
There are no Micro, Small and Medium Enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st March, 2011. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.
8. In the opinion of the Board of Directors, Current Assets and Loans and Advances have a value on realization in the ordinary course of business equal to the amount at which they are stated in the balance sheet.
9. The company has provided ₹2,69,000/- (P.Y. ₹53,09,000/-) as Provision for Current taxation u/s 115JB (Minimum Alternate Tax) of Income Tax Act-1961.

10. **Deferred Tax Liability (Net)** Amount in ₹

	Deferred Tax (Liability)/ Assets as at 1/4/2010	For the period 2010-2011	Deferred Tax (Liability)/ Assets as at 31/3/2011
Deferred Tax Liability on account of Depreciation	(3,73,39,154)	(8,36,055)	(3,81,75,189)
Unabsorbed Depreciation	1,48,24,276	1,04,949	1,49,29,225
Net Deferred Tax Liability	(2,25,14,878)	(7,31,085)	(2,32,45,963)

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

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

PARTICULARS	31/03/2011 (Amount ₹)	31/03/2010 (Amount ₹)
Profit / (loss) after Tax	6,52,179	2,17,12,046
Weighted average numbers of Equity Shares for calculation of Basic and Dilutive Earning per Share	1,07,35,411	1,01,28,562
Basic and Diluted EPS	0.06	2.14
Nominal Value per Share	10.00	10.00

12. **Related Party Disclosure**

a) **Names of related parties and nature of relationship.**

- i) Enterprise under significant influence of Key Management personnel
- 1) Freshcap Investments Pvt. Ltd. (Formerly known as Capital Packaging Pvt. Ltd.)
 - 2) Freshtrop Plantations Pvt. Ltd.
 - 3) Agrofoyer Solutions Pvt. Ltd.
 - 4) Agrofoyer Investments Pvt. Ltd.
 - 5) Freshfal Pvt. Ltd.
- ii) Key Management Personnel
Mr.Ashok V. Motiani - Chairman and Managing Director.
Mrs.Nanita A. Motiani - Executive Director

iii) Relatives of Key Management Personnel

Mrs. Priyanka Tandon

Mr. Mayank Tandon

Ms. Dipti Motiani

b) Transactions with related parties.

Amount in ₹

Nature of Transactions	Enterprise under significant influence of Key Management personnel	Key Management Personnel	Relative of Key Management Personnel
I) Volume of Transactions			
i) Remuneration	—	59,40,000	51,22,440
ii) Perquisites	—	53,088	—
iii) Interest Paid	3,46,993	—	—
iv) Loan Taken	60,00,000	22,00,000	—
v) Loan Repaid	45,68,469	22,00,000	—
vi) Reimbursement	10,175	—	13,966
vii) Capital goods purchase	6,30,525	—	—
II) Outstanding Balance at the close of the year			
i) Unsecured Loan	20,03,524	—	—
ii) As Creditors	6,30,525	1,52,000	3,20,930

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

13. Employees Benefits

a) Defined Benefit Plan

Gratuity:

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

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

Amount in ₹

Particulars	As on 31/03/2011	As on 31/03/2010
1 Assumptions		
Discount Rate	8%	8%
Salary Escalation	7%	7%
2 Table showing changes in present value of obligations		
Present value of obligations as at beginning of year	6,53,410	3,94,273
Interest cost	52,273	31,542
Current Service Cost	2,09,106	92,219
Benefits Paid	NIL	NIL
Actuarial (gain)/Loss on obligations	2,85,285	1,35,376
Present value of obligations as at end of year	12,00,074	6,53,410

13. Employees Benefits (Contd...)

Amount in ₹

Particulars	As on 31/03/2011	As on 31/03/2010
3 Table showing changes in the fair value of plan assets		
Fair value of plan assets at beginning of year	9,10,937	5,77,312
Expected return on plan assets	1,03,222	62,069
Contributions	5,66,637	2,71,556
Benefits paid	NIL	NIL
Actuarial Gain / (Loss) on Plan assets	NIL	NIL
Fair value of plan assets at the end of year	15,80,796	9,10,937
4 Table showing fair value of plan assets		
Fair value of plan assets at beginning of year	9,10,937	5,77,312
Actual return on plan assets	1,03,222	62,069
Contributions	5,66,637	2,71,556
Benefits Paid	NIL	NIL
Fair value of plan assets at the end of year	15,80,796	9,10,937
Funded status	3,80,722	2,57,527
Excess of Actual over estimated return on plan assets (Actual rate of return = Estimated rate of return as ARD falls on 31st March)		NIL
5 Actuarial Gain/Loss recognized		
Actuarial gain/(Loss) for the year -Obligation	(2,85,285)	(1,35,376)
Actuarial (gain)/Loss for the year - plan assets	NIL	NIL
Total (gain)/Loss for the year	2,85,285	1,35,376
Actuarial (gain)/Loss recognized in the year	2,85,285	1,35,376
6 The amounts to be recognized in the balance sheet and statements of profit and loss		
Present value of obligations as at the end of year	12,00,074	6,53,410
Fair value of plan assets as at the end of the year	15,80,796	9,10,937
Funded status	3,80,722	2,57,527
Net Asset/(liability) recognized in balance sheet	3,80,722	2,57,527
7 Expenses Recognised in statement of Profit & loss		
Current Service cost	2,09,106	92,219
Interest Cost	52,273	31,542
Expected return on plan assets	(1,03,222)	(62,069)
Net Actuarial (gain)/Loss recognised in the year	2,85,285	1,35,376
Expenses recognised in statement of Profit & loss	4,43,442	1,97,068

b) Defined Contribution Plan

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

Particulars	Amount in ₹
Employer's contribution to Provident Fund	10,45,149/-

14. The company has entered in following forward exchange contracts that are outstanding as at 31st March 2011 to hedge the foreign currency risks of firm commitments

Category	Currency	Buy / Sell	Purpose	31.03.2011		31.03.2010	
				Amount in FC	Amount in ₹	Amount in FC	Amount in ₹
Forward Contract against Exports	Euro/INR	Sell	Hedging	12,94,410	8,18,58,488	6,00,000	3,73,00,000
	Euro/USD	Sell	Hedging	3,60,039	2,27,68,866	—	—
	GBP/INR	Sell	Hedging	5,00,000	3,59,64,450	9,00,000	6,43,58,000
	USD/INR	Sell	Hedging	21,00,000	9,37,65,000	4,00,000	1,84,82,000
	GBP/USD	Sell	Hedging	—	—	67,304	45,41,046

Details of unhedged Foreign currency Exposure as at 31 March 2011

Category	Currency	31.03.2011		31.03.2010	
		Amt in FC	Amt in ₹	Amt in FC	Amt in ₹
Foreign Currency Loan	EURO	99,196	62,73,166	4,95,981	3,00,36,301
Creditors	EURO	2,51,467	1,59,02,735	1,90,425	1,15,32,178
	USD	1,89,108	84,43,655	82,796	37,61,685
Debtors/Consignee	EURO	95,703	60,52,258	19,49,249	11,80,46,519
	GBP	61,265	44,06,725	2,47,273	1,68,22,675

15. Segment information as per Accounting Standard 17 on Segment Reporting for the year ended 31st March 2011

a. Information about Primary Business Segment:

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

Amount in ₹

PARTICULARS	BUSINESS SEGMENTS		Unallocated	GRAND TOTAL
	Fresh Fruits	Processed Fruits & Vegetables		
Segment Revenue				
External Revenue	44,86,40,249 (45,42,55,128)	10,40,16,606 (4,90,76,898)	- (-)	55,26,56,855 (50,33,32,026)
Inter-segment Revenue	- (-)	- (-)	- (-)	- (-)
Total Revenue	44,86,40,249 (45,42,55,128)	10,40,16,606 (4,90,76,898)	- (-)	55,26,56,855 (50,33,32,026)
Results				
Segment Result	4,25,87,164 (8,26,24,695)	(1,12,33,998) (2,36,52,224)	- (-)	3,13,53,166 (5,89,72,471)
Unallocated Expenses	- (-)	- (-)	1,19,25,973 (1,08,08,189)	1,19,25,973 (1,08,08,189)
Operating Profit/(Loss)	4,25,87,164 (8,26,24,695)	(1,12,33,998) (2,36,52,224)	1,19,25,973 (1,08,08,189)	1,94,27,193 (4,81,64,282)
Less: Interest Expenses	- (-)	- (-)	1,87,08,284 (1,79,79,626)	1,87,08,284 (1,79,79,626)
Add: Other Income	- (-)	- (-)	6,64,354 (10,63,939)	6,64,354 (10,63,939)

15. Segment information as per Accounting Standard 17 on Segment Reporting for the year ended 31st March 2011 (Contd...) Amount in ₹

PARTICULARS	BUSINESS SEGMENTS		Unallocated	GRAND TOTAL
	Fresh Fruits	Processed Fruits & Vegetables		
Less: Income Tax (including Deferred Tax)	- (-)	- (-)	7,31,085 (95,36,549)	7,31,085 (95,36,549)
Less: Exceptional Items	- (-)	- (-)	- (-)	- (-)
Net Profit/(Loss)	4,25,87,164 (8,26,24,695)	(1,12,33,998) (2,36,52,224)	(3,07,00,988) (3,72,60,425)	6,52,179 (2,17,12,046)
Segment Assets	39,45,08,871 (36,44,29,780)	36,47,48,057 (35,38,31,768)	- (-)	75,92,56,928 (71,82,61,548)
Unallocated Corporate Assets	- (-)	- (-)	2,80,95,317 (3,47,65,029)	2,80,95,317 (3,47,65,029)
Total Assets	39,45,08,871 (36,44,29,780)	36,47,48,057 (35,38,31,768)	2,80,95,317 (3,47,65,029)	78,73,52,245 (75,30,26,577)
Segment Liabilities	27,59,57,431 (23,08,64,219)	12,36,80,824 (16,67,76,934)	- (-)	39,96,38,255 (39,76,41,153)
Unallocated Corporate liabilities	- (-)	- (-)	4,95,78,188 (3,07,08,777)	4,95,78,188 (3,07,08,777)
Total Liabilities	27,59,57,431 (23,08,64,219)	12,36,80,824 (16,67,76,934)	4,95,78,188 (3,07,08,777)	44,92,16,443 (42,83,49,930)
Capital Expenditure	7,05,904 (16,31,510)	1,49,19,707 (5,66,22,942)	1,60,000 (92,490)	1,57,85,611 (5,83,46,942)
Depreciation, Impairment and amortization	80,45,687 (85,50,631)	1,42,27,879 (1,21,06,232)	8,37,500 (8,20,356)	2,31,11,066 (2,14,77,219)
Non-Cash Expenditure (excluding depreciation and impairment)	- (99,822)	- (-)	- (-)	- (99,822)

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

b. Information about Secondary Segment

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

Amount in ₹

Geographical Segment	31/03/2011	31/03/2010
Revenue by Geographical segment - Turnover		
India	9,43,63,498	3,34,07,531
Outside India	45,82,93,357	46,99,24,495
Total	55,26,56,855	50,33,32,026

15. Segment information as per Accounting Standard 17 on Segment Reporting for the year ended 31st March 2011 (Contd...) Amount in ₹

Geographical Segment	31/03/2011	31/03/2010
Carrying Amount of Segment Assets		
India	67,00,94,620	67,21,88,716
Outside India	8,91,62,308	4,60,72,832
Total	75,92,56,928	71,82,61,548
Segment Capital Expenditure		
India	1,56,25,611	5,82,54,452
Outside India	-	-
Total	1,56,25,611	5,82,54,452

16. Expenditure incurred on employees in receipt of remuneration of not less than ₹24,00,000/- P.A. or ₹2,00,000/- P.M. if employed for a part of the year.

	Employed throughout the year		Employed for part of the year	
	2010-2011	2009-2010	2010-2011	2009-2010
Salary & Wages	44,93,088	45,24,830	NIL	NIL
No. of Employees	1	1	NIL	NIL

17. Payment to Statutory Auditor's

	2010-2011	2009-2010
i) Audit Fees	3,03,325	1,93,025
ii) Tax Audit Fees	27,575	27,575
iii) Taxation Matters	27,575	27,575

18. Managerial Remuneration

	2010-2011	2009-2010
Remuneration	59,40,000	51,90,000
Perquisites	53,088	84,830

Note: Remuneration includes ₹Nil/- (P.Y. ₹1,66,500/-) capitalised during the year

19. Value of Imports calculated on CIF basis.

	2010-2011	2009-2010
Raw Material	17,72,168	-
Packing Material	2,21,72,329	1,54,00,323
Consumables	3,39,565	4,44,787
Capital Goods	-	6,05,785
Others	2,68,562	-

20. Expenditure in Foreign Currency:

	2010-2011	2009-2010
Foreign Selling Expenses	7,38,20,942	10,70,47,217
Foreign Travelling Expenses	3,22,779	5,36,193
Interest on Foreign Currency Loan	5,64,293	12,72,746
Foreign Sea Freight	1,45,63,577	93,02,980
Other Expense	5,34,001	4,67,660

21. Earning in Foreign Currency

	2010-2011	2009-2010
Sales of Fresh Fruits	40,58,96,680	43,48,44,869
Sales of Processed Fruits	3,29,39,771	1,84,98,746

22. Licensed and Installed Capacity

Per Annum

	2010-2011		2009-2010	
	Licensed	Licensed	Licensed	Installed
Fresh Fruits	N.A.	35,400 M.T	N.A.	35,400 M.T
Fruit Juice Concentrate Plant	N.A.	31,600 M.T.	N.A.	31,600 M.T.

Installed capacity is as certified by the management and relied upon by the Auditors. Capacity utilization is restricted by the availability of raw materials due to seasonal nature of business.

23. Additional information pursuant to the Provisions of para 3, 4C and 4D of Part II of Schedule VI to the Companies Act, 1956:

[A] (I) RAW MATERIAL CONSUMPTION

Sr. No.	Raw Materials	31/03/2011		31/03/2010	
		Qty. MT.	₹ in Lacs	Qty. MT.	₹ in Lacs
	FRESH FRUITS				
1	Grapes	3656.02	1991.33	4069.03	1886.62
2	Pomegranates	0	0	233.22	184.46
	PROCESSED FRUITS				
3	Mangoes	1798.18	330.10	1302.73	285.41
4	Guava	2029.07	110.87	1015.67	51.18
5	Pomegranates	370.60	64.72	197.36	42.24
6	Tomato	1635.64	48.24	0	0
7	Papaya	12.47	0.75	0	0
	Total		2546.01		2449.91

	31/03/2011 ₹ in Lacs	31/03/2010 ₹ in Lacs
(II) PACKING MATERIAL CONSUMED	623.47	530.55
(III) CONSUMABLES CONSUMED	14.41	19.94

[B] COMPOSITION OF CONSUMPTION

Raw Materials	31/03/2011		31/03/2010	
	₹ in Lacs	In %	₹ in Lacs	In %
Imported	0.00	0%	0.00	0%
Indigenous	2546.01	100%	2449.91	100%
TOTAL	2546.01	100%	2449.91	100%

Packing Materials	31/03/2011		31/03/2010	
	₹ in Lacs	In %	₹ in Lacs	In %
Imported	162.15	26.01%	146.37	30.93%
Indigenous	461.32	73.99%	384.18	69.07%
TOTAL	623.47	100%	530.55	100.00%

Consumables	31/03/2011		31/03/2010	
	₹ in Lacs	In %	₹ in Lacs	In %
Imported	3.66	25.40%	5.59	28.03%
Indigenous	10.75	74.60%	14.35	71.97%
TOTAL	14.41	100.00%	19.94	100.00%

[C] TURNOVER (Figures for Previous year are given in brackets)

(I) DETAILS OF MANUFACTURING TURNOVER

Mfg. GOODS SALES	OPENING STOCK				PRODUCTION	SALES			Q.C/Repro-cess	CLOSING STOCK				
	In Factory		In Transit			Qty. MT.	₹ in Lacs	Qty. MT.		₹ in Lacs	In Factory		In Transit	
	Qty. MT.	₹ in Lacs	Qty. MT.	₹ in Lacs							Qty. MT.	₹ in Lacs	Qty. MT.	₹ in Lacs
Fresh Fruits														
Grapes	96.66 (71.72)	66.48 (44.05)	2379.61 (2189.49)	1753.93 (1394.25)	3360.38 (3623.52)	4142.10 (3406.48)	4262.43 (3951.63)	0.57 (1.98)	132.87 (96.66)	112.29 (66.48)	1561.11 (2379.61)	1406.84 (1753.93)		
Pomegranates	0 (9.03)	0 (8.55)	4.40 (81.51)	4.78 (85.30)	0 (233.22)	4.40 (319.34)	5.48 (425.11)	0 (0.02)	0 (0)	0 (0)	0 (4.40)	0 (4.73)		
Processed Fruits														
Mango Pulp	61.49 (0)	34.64 (0)	0 (0)	0 (0)	897.55 (619.42)	895.35 (557.93)	538.81 (325.46)	0.90 (0)	51.61 (61.49)	25.64 (34.64)	11.18 (0)	7.16 (0)		
Pomegranates Concentrate	17.81 (0)	46.76 (0)	0 (0)	0 (0)	78.24 (19.16)	82.71 (1.35)	123.56 (3.92)	13.34 (0)	0 (17.81)	0 (46.76)	0 (0)	0 (0)		
Guava Pulp	33.81 (0)	8.28 (0)	0 (0)	0 (0)	1057.30 (649.95)	959.50 (613.62)	231.06 (103.75)	10.55 (2.52)	121.06 (33.81)	29.12 (8.28)	0 (0)	0 (0)		
Tomato Paste	0 (0)	0 (0)	0 (0)	0 (0)	182.33 (0)	48.05 (0)	21.32 (0)	4.01 (0)	130.28 (0)	61.23 (0)	0 (0)	0 (0)		
Papaya Pulp	0 (0)	0 (0)	0 (0)	0 (0)	6.45 (0)	0 (0)	0 (0)	0 (0)	6.45 (0)	1.73 (0)	0 (0)	0 (0)		
TOTAL		156.16 (52.60)		1758.66 (1479.55)			5182.66 (4809.87)			230.01 (156.16)		1414.00 (1758.66)		

(II) DETAILS OF FINISHED GOODS TRADED :-

ITEM	OPENING STOCK		PURCHASE		SALES		Weight Loss/wastage	CLOSING STOCK	
	Qty. MT.	₹ in Lacs	Qty. MT.	₹ in Lacs	Qty. MT.	₹ in Lacs		Qty. MT.	₹ in Lacs
Mango Pulp	0 (0)	0 (0)	0 (68.80)	0 (35.90)	0 (68.80)	0 (41.91)	0 (0)	0 (0)	0 (0)
Papaya Pulp	0 (0)	0 (0)	2.58 (0)	0.70 (0)	2.58 (0)	1.48 (0)	0 (0)	0 (0)	0 (0)
Grapes	0 (0)	0 (0)	31.70 (68.80)	28.63 (35.90)	28.37 (68.80)	30.01 (41.91)	3.33 (0)	0 (0)	0 (0)
TOTAL	0 (0)	0 (0)	34.28 (68.80)	29.33 (35.90)	30.95 (68.80)	31.49 (41.91)	3.33 (0)	0 (0)	0 (0)

(III) DETAILS OF RAW MATERIAL & PACKING MATERIAL TRADED :-

ITEM	2010-11 ₹ in Lacs	2009-10 ₹ in Lacs
Packing Material	18.99	12.46
Raw Material	10.11	0
Others	0.71	0
TOTAL	29.81	12.46

[D] DETAILS OF JOB WORK CHARGES RECEIVED)

ITEM	2010-11		2009-10	
	Qty. MT.	₹ in Lacs	Qty. MT.	₹ in Lacs
Guava Pulp	0	0	34.65	3.27
Mango Pulp	946.82	69.54	0	0
Amla Pulp	55.44	3.05	0	0
Tomato Paste	110.35	15.45	0	0
TOTAL	1112.61	88.04	34.65	3.27

24. Capital Work-in-progress includes -

Capital Work-in-progress	Amt in ₹ 31.03.2011	Amt in ₹ 31.03.2010
Factory Building	-	15,68,147
Factory Electrification	-	4,04,815
Plant & Machinery	-	2,97,44,907
Erection & Commissioning	-	11,58,150
Total ₹ (A)	-	3,28,76,019
Expenditure during Construction Period		
Interest Expenses	-	6,80,601
Other Expenses	-	12,16,871
Total ₹ (B)	-	18,97,472
TOTAL ₹ (A+B)	-	3,47,73,491

25. Previous year's figures have been rearranged and reclassified wherever necessary.

26. Balance Sheet abstract and the Company's General Business Profile:

I. Registration Details

Registration No.: L15400GJ1992PLC018365

State Code: 04 Balance Sheet Date: 31-03-2011

II. Capital Raised During the Year (Amt. In ₹ Thousand)

Public Issue	NIL	Bonus Issue	NIL
Right Issue	NIL	Private Placement	5000

III. Position of Mobilization and Deployment of Fund (Amt. In ₹ Thousand)

Total Liabilities	606211	Total Assets	606211
--------------------------	---------------	---------------------	---------------

Sources of Funds

Paid up Capital	110450	Reserves & Surplus	146677
Secured Loans	222256	Deferred Tax Liability	23246
Unsecured Loans	22216	Deferred Govt. Grant	81366

Application of Funds

Fixed Assets	429431	Investments	-
Net Current Assets	176423	Miscellaneous Expenditure	357

IV. Performance of the Company (Amount in ₹ Thousands)

Total Turnover (Incl. other Income)	563033	Total Expenditure	561650
Profit/Loss Before Tax	1383	Profit/Loss After Tax	652
Earning Per Share	0.06	Dividend Rate	0%

V. Generic Name of Three Principal Products/Services of the Company (As per monetary terms)

Item Code (ITC Code)	Product Description:
801610.00	Fresh Grapes
080450.40	Mango Pulp
200980.00	Guava Pulp

Signature to Schedule A to T

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

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

Place: Ahmedabad
Date: 12.08.2011

For and on behalf of the Board of Directors
Ashok V. Motiani *Managing Director*
Nanita A. Motiani *Executive Director*
Mayur J. Shah *Director*
Ramchandra Joshi *Director*
Jignesh J. Gandhi *Company Secretary*

Place: Ahmedabad
Date: 12.08.2011

FRESHTROP FRUITS LIMITED

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

FORM OF PROXY

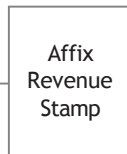
I/We _____ being
a Member / Members of Freshtrop Fruits Limited hereby appoint Mr./Mrs. Miss _____
_____ of _____ in the district of _____
_____ and failing him/her Mr./Mrs./Miss _____
of _____ in the district of _____ as
my/our proxy to vote for me/us on my/our behalf at the 19th Annual General Meeting of the Company to be held
on Tuesday, 27th September, 2011 at "Karnavati Club, S.G. Road, Ahmedabad - 380 015" at 11.00 a.m. and at any
adjournment thereof.

Folio / Client ID : _____

DP ID Nos. : _____

No. of Shares held : _____

Signature _____



Signed the _____ day of _____ 2011.

Note : Proxies in order to be valid must be duly filled in, stamped, signed and deposited at the registered office of the Company not less than 48 Hours before the time of commencement of the Meeting.

FRESHTROP FRUITS LIMITED

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

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Member / Proxy _____
(First) (Middle) (Surname)

I hereby record my presence at the 19th Annual General Meeting of the Company to be held on Tuesday, 27th September, 2011 at 11.00 a.m. at "Karnavati Club, S.G. Road, Ahmedabad - 380 015".

Folio / Client ID : _____

DP ID Nos. : _____

No. of Shares held : _____

Signature of member/Proxy: _____

Notes:

1. The meeting is only for members. Please, therefore, do not bring person in the meeting who is not a member.
2. Please bring this attendance slip duly signed and hand it over to the representative of the Company at the entrance of the meeting place



Book-Post

To,

If undelivered, please return to:

FRESHTROP FRUITS LIMITED

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

Tel: +91-79-66527058-67 (9 lines), Fax: +91-79-66527069

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