

# Annual Reports Library



**FRESHTROP FRUITS LIMITED**

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**TENTH ANNUAL REPORT  
2001-2002**

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ANNUAL REPORT 2011-2012

## FRESHTROP FRUITS LIMITED

### BOARD OF DIRECTORS

Mr. Ashok V. Motiani *Chairman & Mg. Director*  
Mrs. Shalini Prasad *(ICICI Nominee)*  
Mrs. Nanita A. Motiani

### COMPANY SECRETARY

Mr. Samir Sheth

### AUDITORS

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

### BANKERS

ICICI Banking Corporation Ltd.  
Corporation Bank  
Bank of India  
Bank of Maharashtra

### REGISTERED OFFICE

103, Pruthvi Apartments,  
Judges Bungalow road,  
Bodakdev, Ahmedabad - 380 015

### PLANT

Gat. No. 171, Village Jaulke,  
Ta. : Dindori, Bombay Agra Road,  
Dist. : Nasik,  
Maharashtra

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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

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FRESHTROP FRUITS LIMITED

NOTICE

Notice is hereby given that the Tenth Annual General Meeting of the Members of FRESHTROP FRUITS LTD. will be held on Monday the 30th December 2002 at 11.00 am at KARNAVATI CLUB LIMITED, Sarkhej Gandhinagar Highway, Ahmedabad - 380015 to transact the following business

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 30th June 2002 and the Profit and Loss account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Nanita Motiani who retires by rotation but being eligible offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration.

## SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

To Change the Remuneration terms of Mr. Ashok V. Motiani as Managing Director of the Company

**"RESOLVED THAT** in super session of the earlier resolution passed by the members in their meeting held on 27th November, 1998 and in accordance with the provisions of Section 198, 269, 309, 310, 311 and other applicable provisions, if any of the Companies Act, 1956, the approval of the Company be and is hereby accorded for the revision in the remuneration of Mr. Ashok V. Motiani, Managing Director of the Company, with effect from 1st November, 2002, for the remaining period of his tenure, as set out in the supplementary draft agreement, entered between the Company and Mr. Ashok V. Motiani"

**"FURTHER RESOLVED THAT** in the event of any statutory amendment or modification under the Companies Act, 1956, Board of Directors be and are hereby authorized to vary, enlarge, increase and modify the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit or ceiling and aforesaid supplementary draft agreement between the Company and Mr. Ashok V. Motiani, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in the General meeting.

**"FURTHER RESOLVED THAT** Board of Directors be and are hereby authorized to take such steps as may be necessary to give effect to this Resolution."

Date: 20-11-2002  
Registered Office:  
103, Pruthvi Apartments,  
Judges Bungalow Road,  
Bodakdev, Ahmedabad-380015.

By order of the Board  
For Freshtrop Fruits Ltd.

**Ashok 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 and the proxy need not be a member of the company.
2. The proxy form, duly stamped and executed should reach the registered office of the company at least 48 hours before the time fixed for the commencement of the meeting.
3. For updating the records of the members of the company, the share transfer books and register of members will remain closed from 24-12-2002 to 30-12-2002 (both days inclusive)

4. Members are requested to quote for no in all their correspondence.
5. Members are requested to inform the company regarding their change of address if any.
6. Members are requested to bring their Copy of the Annual report at the meeting, as the same will not be circulated thereat.
7. Members are requested to bring with them the attendance slip and hand it over at the entrance duly signed by them.

## Annexure to Notice

(Explanatory Statement Pursuant to Section 173 (2) of the Companies Act, 1956)

### Item No. 4

Mr. Ashok Motiani, Managing Director was re-appointed by the Company and his term expires on 31st July, 2003. The Board at its meeting held on 31st October, 2002 has decided to revise his remuneration terms, on the terms and conditions, as mentioned in the Supplementary draft agreement, with effect from 1st November, 2002 for the remaining period of his tenure subject to approval of the shareholders.

### Remuneration payable to the Managing Director -

- (a) **Salary** : Rs. 50000/- p.m.
- (b) **Commission** : Not exceeding 1% of the net profits of the Company calculated and payable at the end of the financial year, up to the date of his retirement.
- (c) **Perquisites** : In addition to salary, the following perquisites shall be allowed to the Managing Director.

### CATEGORY - "A"

#### i) Housing :

The Company shall provide furnished accommodation to the Managing Director. If the Managing Director is having his own accommodation, the Company shall pay house rent allowance at the rate of Rs. 10000/- per month, subject to a limit of 20 % of his salary.

The Company shall provide equipments and appliances, furniture, fixtures and furnishing at the residence of the Managing Director at the entire cost of the Company.

The Company shall reimburse the expenses of gas, electricity, water etc. The expenditure on these, valued in accordance with the Income-tax Rules, shall not exceed 10% of the salary.

#### ii) Medical Reimbursement :

Medical Expenses actually incurred for self and family shall be reimbursed by the Company under the Medclaim policy.

#### iii) Leave Travel Concession :

The Company shall provide leave travel fare for the Managing Director and his family once in a year.

#### iv) Personal Accident Insurance :

The Company shall pay Personal Accident Insurance upto Rs.5000/- per annum.

#### v) Club Fee : The Company shall pay and / or Reimburse Fees and Expenses (excluding admission and Life membership fees) of clubs, subject to a maximum of two clubs.

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FRESH TROP FRUITS LIMITED  
CATEGORY - "C"

- i) The Company shall contribute towards Provident Fund/Superannuation Fund/Annuity Fund provided that such contributions either singly or put together shall not exceed the tax free limit prescribed under the Income-tax Act.
- ii) The Company shall pay Gratuity at the rate not exceeding half month's salary for each completed year of service.
- iii) Leave on full pay and allowances, as per rules of the Company, but not more than one month's leave for every eleven months of service. However, the leave accumulated but not availed of will be allowed to be encashed at the end of the term as per rules of the Company.

The perquisite under this Category shall not be included in the computation of ceiling on remuneration.

## CATEGORY - "C"

1. The Company shall provide a Car with Driver at the entire cost of the Company for use for the business of the Company. Use of Car for personal purposes shall be billed by the Company.
2. The Company shall provide telephone including mobile phone at the residence of the Managing Director at the entire cost of the Company. Personal long-distance calls shall be billed by the Company.
3. The Managing Director shall not be entitled to sitting fees for attending meetings of the Board of Directors or Committees thereof. He shall, however, be reimbursed the actual travelling, lodging and boarding expenses incurred by him for attending meetings of the Board of Directors and/or committees thereof.
4. The remuneration referred to in Clause 1 is subject to the limit of 5% of the annual net profits of the Company and subject further to the overall limit of 10% of the annual net profits of the Company on the remuneration of the Managing Director and other Executive Directors of the Company taken together. Provided, however, that in the event of absence or inadequacy of profit, the Managing Director shall be entitled to remuneration mentioned under 1(a) above and perquisites as above within the minimum remuneration specified in Schedule XIII to the Companies Act, 1956.
5. In the event of cessation of office during any financial year, a ratable proportion of the aforesaid remuneration shall be payable by the Company.
6. The Managing Director shall be entitled to reimbursement of all expenses incurred in connection with the business of the Company.
7. "Family" means the spouse, dependent children and dependent parents of Managing Director.
8. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.

The Board has appreciated the knowledge and expertise of the Managing Director and his efforts for growth achieved by the Company.

The Board commends the resolutions for the approval of the members.

None of the Directors of the Company other than Mr. Ashok V. Motiani, himself and Mrs. Nanita A. Motiani, wife of Mr. Ashok V. Motiani, concerned or interested in these resolutions.

Date: 20-11-2002  
Registered Office:  
103, Pruthvi Apartments,  
Judges Bungalow Road,  
Bodakdev, Ahmedabad-380015.

By order of the Board  
For Freshtrop Fruits Ltd.

**Ashok Motiani**  
Chairman & Managing Director

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ANNUAL REPORT 2001-2002

## DIRECTORS REPORT

Dear Members,

It has taken a full decade of hard work and patience to bring the Company to a stage where your Directors can say that they are pleased to present the Tenth Annual Report of the Company.

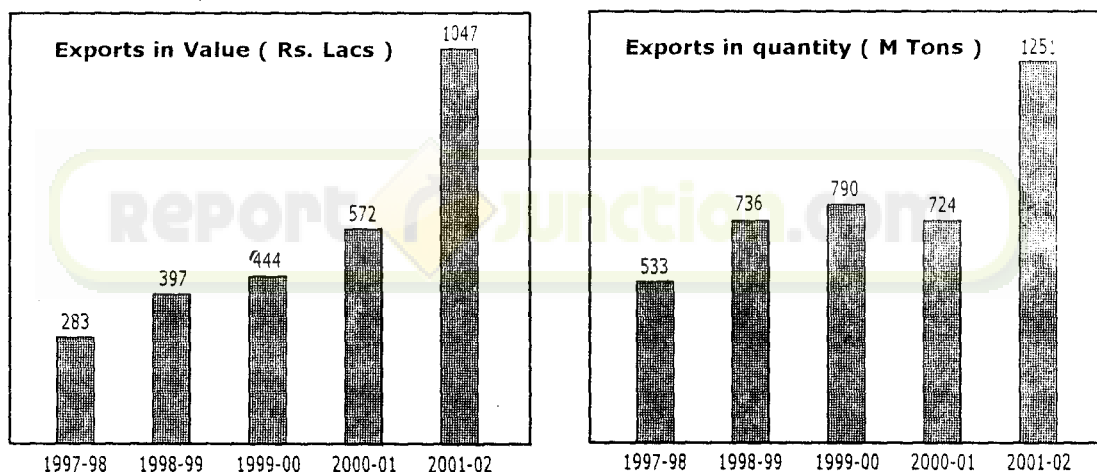
### FINANCIAL RESULTS :

	2001-2002 Rs.	2000-2001 Rs.
Total Income	<b>10,49,39,294</b>	5,78,31,166
Gross Profit before depreciation and tax	<b>1,77,34,142</b>	40,67,485
(Less) / Add : Depreciation	<b>18,49,537</b>	21,57,117
Net Profit/ (Loss) after depreciation	<b>1,58,84,605</b>	19,10,368
Deferred Tax Asset	<b>11,73,983</b>	Nil
Less : Provision for Current Taxation	<b>Nil</b>	Nil
Profit after Taxation	<b>1,70,58,588</b>	19,10,368
Add/ (Less) : Balance of (Loss) of previous years	<b>(3,47,86,469)</b>	(3,70,83,539)
Prior Period Items	<b>13,69,912</b>	3,86,702
Balance of (Loss) carried to Balance Sheet	<b>(1,63,57,969)</b>	(3,47,86,469)

### OPERATIONS

The business of exports of fresh produce from india to developed countries has now matured into a more predictable operation

The export performance of the Company for the last five years is shown below in the Graphical form both in terms of quantities and value



There has been a consistent more than 2 digit growth in the top line of your Company for the last five years, while the costs continue to reduce at all levels of operation

The Sales of the Company have grown by **82.31%** from Rs. 57.46 million to Rs. 104.75 million, while the profit before tax grew by **731.67 %** and stood at Rs 15.89 million as compared to Rs.1.91 million in the previous year.

We have received orders for a significantly increased quantity for 2003 season

We have been renting cold stores at Sangli for the last five years, but now with Eurep GAP and British

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FRESH FRUIT LIMITED

Retailer Consortium (BRC) model is more important from Quality control point of view and the existing cold stores at Sangli being heavily short of required standards, we will have to set up modern and hygienic pack house facilities at Sangli.

Apeda has declared Sangli as an Agri Export Zone (AEZ) for Grapes and therefore the Company should be able to get good incentives for setting up of these facilities.

The work on the new project has already started and it is expected to be completed in time for 2003 season.

Your Company has been converted into a 100 % EOU. This should result in additional benefits to the Company

Increased orders for the future, setting up of new facilities at Sangli and a more predictable nature of this business should mean that the fellow Shareholders of the Company are now poised to reap rich fruits for the labour put in by the management for the last 10 years.

## **DIVIDEND :**

In view of accumulated losses incurred during the previous years, your Directors regrettably do not recommend any dividend.

## **DIRECTORS :**

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

During the year, Mr. Vijendra Asopa and Mr. A. J. Adavani had resigned from the Board. The Board appreciates the valuable support and guidance given by both the Directors during their tenure.

## **FIXED DEPOSIT :**

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

## **PARTICULARS REGARDING EMPLOYEES :**

There is no employee who is in receipt of remuneration exceeding the limit specified under Section 217 (2A) of the Companies Act, 1956.

## **DIRECTORS RESPONSIBILITY STATEMENT**

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 and applied them consistently and made judgments and estimates, which are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended on 30-06-2002.
3. Your Director 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 30th June, 2002 on a going concern basis.

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POLYMER, FERTILISER, ENERGY CONSERVATION ETC.

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

		2001-2002	2000-2001
1. Electricity			
a) Purchased			
Units	Kwh	108580	140995
Total amount	Rs.	741920	876239
Rate / Unit	Rs.	6.83	6.21
b) Own Generation			
(i) Through Diesel Generator			
Units		Nil	Nil
Unit per litre of Diesel Oil			
Cost / Unit			
(ii) Through steam turbine/generator			
Units			
Diesel :			
Quantity	Ltrs.	9633	4380.6
Total Amount	Rs.	185521	80446
Average rate	Rs.	19.26	18.36

Foreign Exchange earning during the year amounts to Rs. 10,44,10,322/- (Pr. Yr. Rs.5,73,22,073/-) and Foreign Exchange outgoing during the year amounts to Rs.36,85,024/- (Pr. Yr. Rs.18,55,424/-)

## CORPORATE GOVERNANCE :

The Company is committed to start practices of Corporate Governance. Even though, it is applicable to the Company from the current year, the Company has voluntarily adopted some of the important issues of Corporate Governance. The Company will comply and start other disclosures, as required under the Listing Agreement, during the current year.

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.

## DEPOSITORIES :

The company's shares have been traded in dematerialised form, as the Company has obtained connectivity with CDSL. Connectivity with NSDL is under process. Shareholders of the Company, who are holding the shares in physical form, are requested to dematerialise their shares.

## AUDITORS :

You are requested to appoint auditors from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and fix their remuneration.

## AUDITORS' REPORT :

With reference to the observations made in the Auditors Report and the Notes on Accounts as contained in Schedule 'Q' of the Annual Accounts necessary explanations are given by the auditors, which are self-explanatory.

## 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 also expresses its sincere thanks to ICICI Bank Ltd., National Horticultural Board (NHB), Agricultural and Processed Food Products Export Development Authority (APEDA) and all other well wishers for their timely support.

Date: 20-11-2002  
Registered Office:  
103, Pruthvi Apartments,  
Judges Bungalow Road,  
Bodakdev, Ahmedabad-380015.

By order of the Board  
For Freshtrop Fruits Ltd.

**Ashok Motiani**  
Chairman & Managing Director