



Annual Report 2010-2011



Goa Fruit
Specialities Ltd.

Company Information



Board of Directors

J. M. Chawla (Managing Director)
Akhil B. Gupta
Tarun Chawla
Maj. J. L. Malik (Retd.)

Registered Office

117-119, Kundaim Industrial Estate,
Kundaim, Ponda, Goa

Works

117-119, Kundaim Industrial Estate,
Kundaim, Ponda, Goa

Company Secretary/ Compliance Officer

Raj Kumar Yadav
New Delhi
gfslinvestors@gmail.com

Auditors

M/s Krishan Kumar Gupta & Associates,
New Delhi

Registrars & Share Transfer Agents

Purva Shareregistry India (P) Ltd.
Mumbai



Goa Fruit Specialities Ltd.

Coconut Cream
Fruit Pulp
Pastes
Fruit Processing

India's
Largest
Fruit
and
Coconut
Processing
Facility

Notice is hereby given that the 22nd Annual General Meeting of GOA FRUIT SPECIALITIES LIMITED will be held at its registered office 117-119, Kundaim Industrial Estate, Kundaim, Ponda, Goa on 29th September 2011 to transact the following Business:-

1. Adoption of Balance Sheet & financial Results

To consider and if thought fit, to pass with or without modification, the following Resolution

"Resolved That the Balance Sheet of the Company as at 31st March, 2011 and the Profit & Loss account for the year ended on that, together with the report of Directors and Auditors thereon be and are hereby received, approved and adopted .

2. Appointment of Mr. Akhil B. Gupta as Independent Director

To consider and if thought fit, to pass with or without modification, the following Resolution

"Resolved that Mr. Akhil B. Gupta, who was appointed as an Independent Director on 01.10.2010, be and is hereby appointed as a regular Director of the Company."

3. Appointment of Maj. J. L. Malik (Retd.) as Independent Director

To consider and if thought fit, to pass with or without modification, the following Resolution

"Resolved that Maj. J. L. Malik (Retd.), who was appointed as an Independent Director on 01.10.2010, be and is hereby appointed as a regular Director of the Company."

4. Appointment of Director in place of Mr. Tarun Chawla

To consider and if thought fit, to pass with or without modification, the following Resolution

"Resolved that Mr. Tarun Chawla, a Director of the Company, who retires by rotation at this meeting and who being eligible has offered himself for reappointment be and is hereby appointed as Director of the Company."

5. Appointment of Auditors

To consider and if thought fit, to pass with or without modification, the following Resolution

"Resolved that pursuant to the provisions of Section 224 and other applicable provisions, if any of the Companies Act, 1956 M/s Krishan Kumar Gupta & Associates, Chartered Accountants, New Delhi, who retire at this meeting and being eligible and willing to act as auditors be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting at a remuneration plus out of pocket expenses as maybe mutually agreed upon with Board and M/s Krishan Kumar Gupta & Associates.

By order of the Board,

Place: Panjim, Goa

Date:06.09.2011

J. M. Chawla
Managing Director

Notes:-

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company at least 48 hours before the time fixed for the Annual General Meeting.
2. The Register of Members and the Share Transfer books of the Company will remain closed from 24th September, 2011 to 3rd October, 2011 (both days inclusive).
3. Members are requested to bring their respective copies of the annual reports to the Annual General Meeting.
4. Members desiring any information on the annual accounts are requested to write to the Company at least 10 days in advance of the AGM to facilitate compilation of the desired information.
5. Members are advised to notify the Company at the earliest regarding any change in their postal addresses.

DIRECTOR'S REPORT

To,
The Shareholders,
GOA FRUIT SPECIALITIES LIMITED.

Dear Member(s),

Your Directors have pleasure in presenting the 22nd Annual Report together with Auditors Report, Statement of Account of the Company for the year ended 31st March, 2011. The operations for period under review show a spend of Pre-operative expense of Rs.20.51 Lakhs. No Income was generated during the year under review. The working results for the Financial Year 2010-11 and 2009-10 are as under:

Particulars	31-3-2011	31-03-2010
Total Income	Nil	Nil
Depreciation	Nil	Nil
Profit(Loss) before Tax	Nil	Nil
Provision for Tax-FBT	Nil	Nil
Profit (loss) after Tax	Nil	Nil

Note: The Company incurred an expenditure of Rs. 20.51 Lacs as Pre- operative Expenses during the year.

OPERATIONS AND FUTURE PLANS

The Company had completed construction of 30,000 sq. ft. RCC building and had purchased imported and indigenous machines. The Company was about to commence production but could not do so due to ban on power connections by the High Court of Bombay (Goa Bench) imposed in the year 1997-98 which resulted into lapse of LOP of 100% EOU. The Company has been making frantic efforts to get the Extension of LOP from the Ministry of Commerce & Industry, New Delhi but the request of the Company was not acceded to by the Board of Approvals. For the past four years the Company was in the process of seeking review and Extension to LOP through SEEPZ & the Ministry. The Company even approached the High Court of Mumbai (Goa Bench) but the Hon'ble High Court declined to interfere. The direct impact of this non extension of LOP was requirement of payment of Excise & Custom Duties. Hon'ble High Court, however, allowed the Appeal pending with CESTAT to be admitted on payment of Rs. 15 Lacs. The said appeal is lying pending with CESTAT.

Your Directors are pleased to report that a study for the revival of the Company is already underway. The Company plans to raise more funds to augment resources which have been necessitated due to afflux of time and cost over run and foreign exchange rate fluctuations since 1998 when the commercial production was to commence.

Your Directors are also looking and examining other business options including acquisition of running businesses as well as other good viable opportunities where some value and synergies can be perceived. It is our Objective that we commence activities in another one year and consolidate our position by 2013.

DIVIDEND:

Since the Company could not generate any profits, management does not propose any dividend for the year 2010-2011.

DIRECTORS

Mr. Akhil B. Gupta and Maj. J. L. Malik (Retd.) joined the Board of Directors w.e.f. 01-10-10 as additional Directors (Independent category). Mr. Anuj Chawla resigned from the Board w.e.f. 30-09-2010 due to personal reasons. The Board places on record its high appreciation for the services rendered by him during his tenure.

Mr. Tarun Chawla, Director retires at the ensuing Annual General Meeting, and being eligible offers himself for reappointment. The Board commends his reappointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors State:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departure;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that 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
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) that the Directors had prepared the annual accounts on a going concern basis.