



**TRICOM FRUIT PRODUCTS LIMITED**

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**18th Annual Report  
2011-2012**

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**BOARD OF DIRECTORS**

- |                       |                     |
|-----------------------|---------------------|
| 1. Mr. Chetan Kothari | - Chairman          |
| 2. Mr. P. V. Naik     | - Managing Director |
| 3. Mr. Jeetendra Wala | - Director          |
| 4. Mr. Bipin Shah     | - Director          |

**AUDITORS**

1.M/s.J.L.Bhatt & Company  
Chartered Accountants  
Mumbai

2.M/s. Koshal & Associates  
Chartered Accountants  
Mumbai

**BANKERS**

1. Bank of India
2. Bank of Baroda

**REGISTERED OFFICE**

Gat no 336,338-341, Village Andori,  
Taluka Khandala, Shirval Pandarpur Road  
Dist. -Satara -415521, Maharashtra.

**REGISTRAR & TRANSFER AGENT**

M/s Sharex Dynamic (India) Pvt. Limited  
Unit No.1, Luthra Ind. Premises,  
Andheri Kurla Road Safed Pool,  
Andheri(East), Mumbai - 400072

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## NOTICE

The Eighteenth Annual General Meeting of Tricom Fruit Products Limited will be held on Saturday, the 29<sup>th</sup> day of December, 2012 At 11.00 A.M., At Gat No.336,338-341 , Village Andori , Taluka-Khandala, Shirval Pandarpur Road, Satara-415521, Maharashtra, to transact the following business:

### ORDINARY BUSINESS

To receive, consider and adopt the Audited Profit and Loss Account for the Financial Year ended 31<sup>st</sup> March 2012, the Balance Sheet as at that date and the reports of the Board of Directors and Auditors thereon.

To appoint a Director in place of Mr. Jeetendra Wala who retires by rotation and is eligible for re-appointment.

To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

**"RESOLVED THAT**, M/s Koshal & Associates (FR No.-121233W), Chartered Accountants and M/s J.L.Bhatt & Company (FR No.-101332W), Chartered Accountants, be and are hereby appointed as the Joint auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

### SPECIAL BUSINESS

**To consider and, if thought fit, to pass, with or without modification(s) the following resolution as Special Resolution:**

To re-appoint Mr. P. V. Naik as Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, including any Statutory modification or re-enactment thereof, for the time being in force, the Company in general meeting hereby approves the re-appointment of Mr. Prakash V. Naik as Managing Director of the Company for period of Three years with effect from July 1, 2012 to 30<sup>th</sup> June, 2015 upon terms and conditions as set out in the Explanatory Statement annexed to the notice convening this meeting."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary any of the terms of remuneration in consultation with Managing Director provided such variation is in accordance with the provisions of Schedule XIII of the Companies Act, 1956 and/ or the provisions of law as may be applicable thereto from time to time."

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers to any Committee of Directors or Managing Director or Executive Director or any Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

**BY ORDER OF THE BOARD**

Place : Mumbai  
Date : 30<sup>th</sup> November, 2012

**Chetan Kothari**  
Chairman

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of business under item no- 4 is annexed hereto. The relevant details of directors seeking appointment/ re-appointment under item no. 2 above, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges are also annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from, 27<sup>th</sup> December, 2012 to 29<sup>th</sup> December, 2012 (both days inclusive).
4. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form are requested to advise any change of address immediately to the Company/ registrar & transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd. having their office premises at Unit-1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool Andheri (E), Mumbai - 400072.
5. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is attached to the proxy form. Members are requested to affix their signature at the place provided on the attendance slip and hand over the same at the entrance of the venue. Members are requested to bring their copies of the Annual Report and attendance slip to the meeting.

**Disclosure pursuant to Clause 49 of the Listing Agreement with regard to the Directors seeking appointment / re-appointment at the ensuing Annual General Meeting**

Item No. of Notice	Name of the Director	Brief Resume	Listing of other Directorships / Committee Memberships in other Companies
02	Mr. Jeetendra Wala	He is a Chartered Accountant by profession and has rich experience of more than 26 years.	Directorship: 1. Advantage Finvest Ltd. 2. Kothari World Finance Ltd. 3. SM Engery Teknik and Electronics Ltd.
04	Mr. P.V. Naik	He is a B.E (Mechanical) having over 37 years of experience working for various companies including multi nationals and specialized in agro and food processing industries equipments designing and projects management .	Directorships : NIL

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**

The following explanatory Statement set out all material facts relating to the special business mentioned in the accompanying notice:

**Item No. 4**

The Board of Directors at their Meeting held on 29<sup>th</sup> September, 2012 and pursuant to the recommendations of the Remuneration Committee of the Board, re-appointed Mr. P. V. Naik as Managing Director for a period starting from July 1, 2012 to June 30, 2015.

The remuneration and perquisites payable to Mr. P. V. Naik are in conformity with the requirements of Schedule XIII to the Companies Act, 1956.

The broad particulars of terms of appointment of and remuneration payable to Mr. P.V. Naik referred to in Item No. 4 of the Notice are as under:

- Salary: Salary including dearness, house-rent and all other allowances upto ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month, in the scale of ₹ 1,50,000 - 50,000 - 3,00,000.
- Perquisites: Perquisites shall be restricted to an amount equal to the annual salary.
- The Salary and perquisites as mentioned under (a) and (b) above shall be exclusive of: Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent they are not taxable under the Income Tax Act, 1961 and are as per the rules of the Company.

Gratuity as per the rules of the Company.

Leave as per the rules of the Company including encashment of leave at the end of the tenure.

- d. Apart from above mentioned remuneration, he shall be entitled to:
1. Medical Expenses actually and properly incurred for him and his family.
  2. Entertainment expenses actually and properly incurred by him in the course of legitimate business of the Company.
  3. Club Membership fees subject to a maximum of two clubs. No admission and life membership fees shall be paid.
  4. Personal Accident Insurance Policy.
  5. Provision for use of car and telephone for both official and personal use.
  6. Group Insurance Policy as per the rules of the Company.

In the event of loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. P. V. Naik shall be the minimum remuneration payable to him in terms of the provision of Schedule XIII to the Companies Act, 1956.

The terms and conditions of remuneration may be varied from time to time by the Board as it may, in its discretion, deem fit, in consultation with Managing Director provided such variation is in accordance with the provisions of Schedule XIII of the Companies Act, 1956 and/ or the provisions of law as may be applicable thereto from time to time.

The aforesaid terms and conditions have been approved by the Remuneration Committee of the Company at their meeting held on September 29, 2012

The Board recommends the approval by the members of the re-appointment of Mr. P. V. Naik as the Managing Director and payment of remuneration to him.

Mr. P. V. Naik satisfies all the conditions set out in Part-I of Schedule XIII of the Act for being eligible for the re-appointment.

Save and except Mr. P. V. Naik, none of the other Directors of the Company is, in any way, concerned or interested in the Resolution.

The Board of Directors recommends the Resolution as set out at Item No.4 of the Notice for your approval.

Place: Mumbai  
Date: 30<sup>th</sup> November, 2012

**Chetan Kothari**  
Chairman

Registered Office:  
Gat No.336,338-341 ,  
Village Andori , Taluka Khandala,  
Shirval Pandarpur Road  
Dist. Satara - 415521, Maharashtra

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting herewith the 18<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the year ended on 31<sup>st</sup> March, 2012

### FINANCIAL RESULTS

(₹ in Lacs)

PARTICULARS	Current Year	Previous Year
Sales & Income from operations	4063.38	3730.65
Profit before Interest, Depreciation & Taxation	743.15	802.22
Depreciation	163.70	150.41
Interest	1019.77	608.93
Provisions for Taxation & Deferred Tax	NIL	(8.72)
Profit/(Loss) after Tax	(440.32)	51.60
Profit brought forward from previous year	63.79	12.19
Balance Carried to Balance Sheet	376.52)	63.79

### DIVIDEND

In view of the losses, the Board of Directors do not recommended any dividend for the financial year.

### BUSINESS OPERATIONS

During the year, the Company's Sales turnover was ₹ 4063.38 as compared to sales of ₹ 3730.65 Lacs, during the last year. The Loss after tax during the year was ₹ 440.32 Lacs as compared to Profit after tax ₹ 51.60 Lacs, during the last year.

### SHIFTING OF REGISTERED OFFICE

The Hon'ble Company Law Board, Mumbai Bench, vide its order dated 2<sup>nd</sup> February, 2011, has approved the shifting of the Registered office of the company from State of Gujarat to State of Maharashtra. The Registrar of Companies, Maharashtra, Pune has issued a Certificate registering the orders of the Company Law Board dated 13<sup>th</sup> April, 2011.

### INCREASE IN AUTHORISED SHARE CAPITAL / CAPITAL RAISING PLANS OF THE COMPANY

The Management of the Company is actively considering raising resources for increasing production capacity and also adding few balancing equipment to meet the competitive requirements of quality and value addition in both the medium and long term.

The Shareholders of the Company at their Extra-ordinary General Meeting held on 14<sup>th</sup> April, 2011 have approved increase in the Authorised Share Capital of the Company from ₹ 17,50,00,000/- (Seventeen Crores and Fifty Lac divided in to 1,75,00,000 (One Crore and Seventy Five Lacs) Equity shares of ₹ 10/- (Ten) each to ₹ 25,00,00,000 (Twenty Five Crores) divided into 2,50,00,000 (Two Crores and Fifty Lacs) Equity shares of ₹ 10/- (Ten) each.

### EMPLOYEES' STOCK OPTION SCHEME

The Company has not granted any options to any of the employees of the Company under "TFPL Employee Stock Option Scheme-2010" (TFPL-ESOP). The details as required under clause 12.1 of the Securities & Exchange Board of India (Employee Stock Options Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 are attached as Annexure-A to the Directors Report.

**FIXED DEPOSITS**

Total amount of deposits outstanding as on March 31, 2012 was ₹ 111 lacs. There were no unclaimed deposits as on March 31, 2012.

**DIRECTORS' RESPONSIBILITY STATEMENT**

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

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- b) That appropriate accounting policies have been selected and applied consistently, and that the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of your company as at the end of the financial year and of the profit of your Company for the said period;
- c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d) That the annual accounts have been prepared on a going concern basis.

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Reports on Corporate Governance and Management Discussion and Analysis, Managing Director's & Auditors Certificate as stipulated under Clause 49 of the Listing Agreement are separately given and forms part of this Annual Report.

**DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Jeetendra Wala, Director of the Company will retire by rotation at the forthcoming 18<sup>th</sup> Annual General Meeting and being eligible, offers himself for re-appointment.

**AUDITORS**

M/s Koshal & Associates, Chartered Accountants and M/s J. L. Bhatt & Company; Chartered Accountants, retire as Statutory Auditors and have given their consent for re-appointment. As required under the provisions of Section 224 (1B) of the Companies Act, 1956, your Company has obtained written confirmation from the above auditors proposed to be re-appointed that the re-appointment, if made, would be in conformity with in the limits specified in the said section.

The Board proposes the re-appointment of M/s Koshal & Associates, Chartered Accountant and M/s J. L. Bhatt & Company; Chartered Accountant, Mumbai as Statutory Auditors, based on the recommendations of the Audit Committee, to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting.

Resolutions seeking your approval on these items are included in the Notice convening the Annual General Meeting. Members are requested to consider the appointment of M/s. Koshal & Associates, Chartered Accountants and M/s J. L. Bhatt & Company; Chartered Accountants, for the current year, on a remuneration to be decided by the Board of Directors in consultation with the said firm of Auditors.

#### **CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

The information as prescribed under Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1998 is forming part of Directors Report is attached as Annexure- B to the Directors' Report.

#### **HUMAN RESOURCES**

Your Company regards human capital as the most valuable asset. However, none of the employees throughout the financial year were in receipt of remuneration in excess of the limits as prescribed under Section 217(2A) of the Companies Act, 1956 ('Act'), read with the amended Companies (Particulars of Employees) Rules, 1975.

#### **ACKNOWLEDGEMENTS**

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation extended by the Banks and Government agencies giving support to your company. Your Directors also thank all the shareholders for their continued support and all the employees and vendors of your company for their valuable services during the year.

**For and on behalf of the Board**

Place: Mumbai  
Date: 30th November, 2012

**Chetan Kothari**  
Chairman

**Annexure-A**
**Disclosures required under Securities & Exchange Board of India (Employee Stock Options Scheme and Employees Stock Purchase Scheme) Guidelines, 1999.**

Sr. No.	Particulars	
1	Options granted during the year	<b>NIL</b>
2	The pricing formula	<b>Not Applicable</b>
3	Options vested during the year	<b>NIL</b>
4	Options exercised during the year	<b>NIL</b>
5	Total number of shares arising as a result of exercise of options	<b>NIL</b>
6	Options lapsed	<b>NIL</b>
7	Variations of the terms of options	<b>NIL</b>
8	Money realized by exercise of options	<b>NIL</b>
9	Total number of options in force	<b>NIL</b>
10	-Options granted to senior managerial personnel -Any other employee who received a grant in any one year of options amounting to 5% or more of options granted during the year -Identified employees who were granted option during any one year equal to or exceeding 1% of the issued capital of the company at the time of grant	<b>NIL</b>
11	Diluted earning per share(EPS) pursuant to issue of shares on exercise of option	<b>Not Applicable</b>
12	Employees Compensation cost calculated ,if company is using Intrinsic value of the stock options and the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options	<b>Not Applicable</b>
13	Weighted average exercise price and weighted average fair values of options	<b>Not Applicable</b>
14	Description of the method and significant assumptions used during the year to estimate the fair values of options the time of option grant	<b>Not Applicable</b>

## ANNEXURE-B

## Report as per Companies (Disclosure of Particulars in the Report of the Board of Directors of the Company) Rules,1998

**A. Conservation of Energy :**

- a. Energy conservation measures taken :
- 1) Variable frequency drive installed in all equipments.
  - 2) Condensated Recovery unit installed for steam Generation Line.
- b. Additional investments and proposals, if any, being implemented for reduction of consumption of energy.
- 1) Light Emitting diode for Factory Lighting
  - 2) Heat Recovery unit at Boiler
- c. Impact of the measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods **-0.5%**  
Total energy consumption and energy consumption per unit of production as per Form A

**B. Technology absorption :**

- Efforts made in technology absorption as per Form - B

**C. Foreign Exchange earnings & outgo.**

- Activities relating to export  
Aseptic packed product exported in 200 Ltr. Drum
- Initiative taken to increase exports  
Tie up with well established marketing agent in related field.
- Development of new export markets for products and services and export Plans.  
Exported finished products to USA, Belgium, Germany, France, Netherlands.  
Planning for Major export of Mango Pulp & Guava Pulp/concentrate and other products to USA, Netherlands & other European countries, Japan, Far East, Africa, Russia and Gulf.
- Total Foreign exchange earnings & outgo.

	Amount ₹
Total Foreign exchange earned	<b>8,22,39,894/-</b>
Total Foreign exchange Used	<b>20,33,497/-</b>

**FORM - A**

(Form for disclosure of particulars with respect to Conservation of Energy)

**A Power & Fuel Consumption**

Description	Current Year	Previous Year
1 Electricity		
a) Purchased Units (KWH)	880070	138920
- Total Amount (₹)	6640033	900270
- Average Rate/Unit (₹)	7.54	6.48
b) Own Generation		
- Through Diesel Generator		
- Unit (KWH)	71252	593592
- Units / Ltr. Of Diesel	2.55	2.32
- Cost / Unit (₹)	24.93	17.33
2 Coal (Specify Quality & Where Used)	Nil	Nil
- Quantity (Kgs.)	Nil	Nil
- Total Amount (₹)	Nil	Nil
- Average Rate / (₹)	Nil	Nil
3 Fuel Furnace Oil (Diesel)		
- Quantity (K.Ltrs.)	Nil	Nil
- Total Amount (₹)	Nil	Nil
- Average Rate	Nil	Nil
4 Other / Internal generation	N.A.	N.A.

**B Consumption per unit of production**

Description	Standards	Current year		Previous Year	
		Electrici (KWH)	Furnace Oil/ Diesel (Ltrs.)	Electricity (KWH)	Furnace Oil / Diesel (Ltrs.)
Tomato Paste (PMT)	N.A.	373	146	503	245
Alphoso Mango Pulp (PMT)	N.A.	183	72	-	27
Dasherri Mango Pulp (PMT)	N.A.	-	-	-	73
Totapuri Mango Pulp (PMT)	N.A.	152	59	-	-
Kesar Mango Pulp (PMT)	N.A.	66	26	-	30
Langada Mango Pulp (PMT)	N.A.	-	-	-	34
Lalbag Mango Concentrate (PMT)	N.A.	-	-	-	60
Nilam Mango Plup (PMT)	N.A.	-	-	-	37
Rajapuri Mango Pulp Cocentrare (PMT)	N.A.	-	-	-	53
Red Papaya Puree (PMT)	N.A.	-	-	-	285
Red Papaya Puree Concentrate (PMT)	N.A.	-	-	-	57
Gauva Puree (PMT)	N.A.	-	-	-	82
Gauva Puree Concentrate (PMT)	N.A.	168	66	-	104
Clear Mango Juice Concentrate (PMT)	N.A.	222	87	-	-

**Form -B**

(Disclosure of particulars with respect to Technology Absorption)

**A. Research & Development (R&D)**

1. Areas in which R&D carried out by the Company.

Beet root, clear mango juice concentrate with preservatives was produced and sample sent to customer for approval, pumpkin purees were made in the R&D laboratory and samples sent for customer approvals.

2. Benefits derived as a result of the above R&D.

Results are awaited as of now.

3. Future plan of action

To initiate R &D as to produce cloudy juice concentrate from mango, clear juice concentrate from Guava, & Papaya.

4. Expenditure on R&D:

- (a) Capital- Already set up a R&D Lab. To further invest ₹10 lacs.
- (b) Recurring- Not quantifiable
- (c) Total- ₹10 lacs
- (d) Total R&D expenditure as percentage of total turnover - 0.25%

**B. Technology absorption, adaptation and innovation**

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.

Company has successfully completed trial for processing mango into clear juice concentrate and samples sent to the customers, which were approved.

2. Benefits derived as a result of the above efforts e.g. product development, import substitution etc.

Export orders for Clear Mango Juice Concentrate expected.

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:

- (a) Technology imported- Ultra filtration & aseptic processing technology
- (b) Year of import 2010
- (c) Has technology been fully absorbed? - Yes
- (d) If not fully absorbed, areas where this has not taken place, reasons thereof and future plans of action. - N.A.

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### Industry Structure & Developments

As compared to previous years, this year and upcoming years will show positive changes in economy. This progress is affected by some problems like unemployment, fiscal strains and natural calamities. In domestic market, agriculture and service sectors still play significant role to support the economy.

India is contributing to a large extent in respect of revolution in the processed and packaged food industry. India is second the largest producer of fruits and vegetables and 3<sup>rd</sup> largest producer of food grains. In addition to its large and wide ranging raw material base, India has huge consumer base of over 1 billion people. According to a Boston Consulting Group report, India Food processing mission 2020, India spends around 35% of their total earning on food i.e. \$300 billion annually, that will grow to about \$900 billion by 2020.

### Company's Strategy & Plans

The Company successfully completed its second year of operations. In the year under review, the Company has developed new customers in the global markets. To cater to growing demanding in this industry the Company intends to focus on expanding its facilities as well as its product portfolio.

Further, in its endeavour to enhance its product line, trials were conducted for clear mango juice and plans are on the anvil to explore the clear juice market for guava and other product as well.

### SWOT Analysis

<p><b>Strengths</b></p> <ul style="list-style-type: none"> <li>Located in India's fertile fruit producing region</li> <li>Processing a wide variety of fruits</li> <li>State-of-the-art facility &amp; modern technology</li> <li>Adhere to globally certified quality practices</li> <li>Adopt international grade packaging standards</li> <li>Acceptance of products by international customers</li> <li>Product well accepted in domestic and international markets</li> </ul>	<p><b>Weakness</b></p> <ul style="list-style-type: none"> <li>Seasonality of raw material</li> </ul>
<p><b>Opportunities</b></p> <ul style="list-style-type: none"> <li>Several initiatives undertaken by the Government Vision 2015, which lays focus on enhancing the competitiveness of food processing industry in both domestic as well as international markets along with ensuring stable income levels to farmers.</li> <li>The Vision 2015 provides for enhancing the level of processing of perishable to 20% enhancing value addition to 35%</li> </ul>	<p><b>Threats</b></p> <ul style="list-style-type: none"> <li>Competition from global players</li> <li>Loss of trained manpower to other industries</li> </ul>

### **Risks and Concerns**

There are very wide fluctuations in the price, quality and quantity of raw material and is also widely dependent on the environment factors like rainfall and other crop conditions. The subsisting downturn in the global economy and related exchange rate risk on export of goods are the primary risks associated with the business of the Company

### **Company's Strategy & Plans**

Company has plans to develop backward linkages with the farming community and also to go for contract framing to get assured quality and quantity of the raw material. Developed countries like USA, UK other European Countries have recently started showing signs of recovery in their economies

### **Internal Control Systems**

The Company has put in place an adequate system of internal controls commensurate with the size and nature of operations to ensure that the transactions are properly recorded, authorized and the assets are continuously monitored and safeguarded. The internal control system is backed up by well documented policies, guidelines and procedures and the Company's internal audit process is designed inter alia, to cover all significant areas of the Company's operations such as accounting, finance, inventory, insurance, treasury etc. The adequacy and effectiveness of the Internal Control Department is reviewed by the Audit Committee of the Board which recommends control measures from time to time

### **Financial Performance**

The financial performance during the last year has been discussed in the Directors' Report and the same can be referred to in the said report.

### **Human Resources**

The Company has consistently believed that its employees are the most valuable assets and in this spirit, Company keeps focus on its human resources. Human Resources form an integral part of the Company's strategy for growth. The Company has always aimed to create a workplace where each individual can reach his optimum potential by adopting a performance rewarding culture enabling it to create leaders out of its own employees.

### **Cautionary Statement**

Statements in this report describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable Laws and regulations that involve risks and uncertainties. Such statements represent the intention of the Management and the efforts being put in place by them to achieve certain goals.

Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances. Therefore the investors are requested to make their own independent assessment and judgement considering all relevant factors before making any investment decision.

**REPORT ON CORPORATE GOVERNANCE**

As required under clause 49 of the Listing Agreement, a separate Report on Corporate Governance is given below for the financial year ended on 31st March, 2012 along with certificate of Auditors of the Company.

**COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Your Company conducts its affairs in a fair, transparent and professional manner. Your Company has always followed fair business and corporate practices. The Company believes that adherence of good corporate governance is a milestone for survival and long term growth.

**1. BOARD OF DIRECTORS**
**Composition of Board**

Board of Directors of the Company consists of 4(four) Directors as on 31<sup>st</sup> March, 2012. 2(two) of the Directors are Independent Directors. Mr. Chetan Kothari is the Non-Executive Chairman of the Company. None of the directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees including Tricom Fruit Products Ltd.

**Number of other Companies or Committees the Director is a Director/Chairman (Other than Tricom Fruit Products Limited)**

Sr. No.	Name of the Director	Category of Directorship	Directorship in other Companies (*)	No. of Committee positions held (Other than Tricom Fruit Products Limited)	
				Chairman	Member
1.	Mr. Jeetendra Wala	Independent, Non-Executive	3	Nil	Nil
2.	Mr. Chetan Kothari	Promoter, Non executive	3	2	4
3.	Mr. Bipin Shah	Independent, Non-Executive	Nil	Nil	Nil
4.	Mr. Prakash V. Naik	Executive Director	Nil	Nil	Nil

Includes Directorship in other Public Limited Company only.

**Attendance of each Director at the Board Meetings and Annual General Meeting**

6(six) Board Meetings were held during the financial year 2011-2012 viz. , 14<sup>th</sup> May, 2011, 28<sup>th</sup> July, 2011, 12<sup>th</sup> August, 2011, 14<sup>th</sup> October, 2011, 14<sup>th</sup> November, 2011, 14<sup>th</sup> February, 2012. The 17<sup>th</sup> Annual General Meeting was held on 30<sup>th</sup> September, 2011.

Attendance of the Directors at the Board Meeting and AGM is as given below:

Name of Directors	No. of Board Meetings held	No. of Board Meetings Attended	Attendance at the last AGM
Mr. Jeetendra Wala	6	6	Y
Mr. Chetan Kothari	6	6	Y
Mr. Bipin Shah	6	6	Y
Mr.Prakash V.Naik	6	6	Y

Y- Yes. N- No.

## 2. AUDIT COMMITTEE

### COMPOSITION OF COMMITTEE

The Audit Committee comprises of Three Directors, 2(two) of them are Non Executive and Independent Directors. All the Directors possess knowledge of corporate finance, accounts and company law. An Independent, Non Executive Director acts as Chairman of the Committee Meetings. The Statutory Auditors are also invited to the meetings. The quorum of the Audit Committee is two members.

The Minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meeting. Chairman of the Audit Committee Mr. Jeetendra Wala was present at the last Annual General Meeting.

At present the Committee comprises of the following Members

Name of the Director	Position	Category
Mr. Jeetendra Wala	Chairman	Independent, Non Executive
Mr. Bipin Shah	Member	Independent, Non Executive
Mr. Chetan Kothari	Member	Promoter, Non Executive

### TERMS OF REFERENCE

The terms of reference of the Audit Committee mandated by your Board of Directors which is also in line with the statutory and regulatory requirement are:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors any significant findings and follow up there on.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.”

#### **MEETINGS AND ATTENDANCE DURING THE YEAR**

Four Meetings of Audit Committee were held during financial year 2011-2012 viz. 14<sup>th</sup> May, 2011, 12<sup>th</sup> August, 2011, 14<sup>th</sup> November,2011 and 14<sup>th</sup> February, 2012 respectively .

Name of Directors	No. of Audit Committee Meetings held	No. of Audit Committee Meetings Attended
Mr. Jeetendra Wala	4	4
Mr. Chetan Kothari	4	4
Mr. Bipin Shah	4	4

## SHAREHOLDERS / INVESTORS' GRIEVANCE COMMITTEE

Shareholders/Investor Grievance Committee comprises of 3(three) Directors headed by Mr. Jeetendra Wala, Non Executive Director. Ms. Megha Trivedi, Company Secretary is the Secretary to the Committee. The Investor Grievance Committee of the Board resolves the complaints relating to transfer of shares, non receipt of Annual Reports etc as received from the Investors and provides periodical reports to the Board of Directors of the Company.

Five meetings of Shareholders' and Investors' grievance Committee were held during financial year 2011-2012 viz. 25<sup>th</sup> August, 2011, 5<sup>th</sup> October, 2011, 10<sup>th</sup> December, 2012, 5<sup>th</sup> March, 2012 and 26<sup>th</sup> March, 2012. All the members were present in the meeting.

### i. COMPOSITION

At present the Committee comprises of the following Members:

Name of the Director	Position	Category
Mr. Mr. Jeetendra Wala	Chairman	Independent, Non Executive
Mr. Bipin Shah	Member	Independent, Non Executive
Mr. Chetan Kothari	Member	Promoter, Non Executive

### ii. STATUS OF INVESTOR COMPLAINTS

The Company had received 6 (six) complaints during the year from the Shareholders and 4 (four) complaints were resolved to the satisfaction of the Shareholders till 31<sup>st</sup> March, 2012. The balance 2 (two) complaints were resolved till 30<sup>th</sup> June, 2012.

## 5. GENERAL BODY MEETING

### i. DETAILS OF THE LAST THREE ANNUAL GENERAL MEETINGS

Year	Venue	Date	Day	Time	No. of Special Resolution Passed.
2008-2009	54, Empire Tower, Nr. Associated Petrol Pump, Ahmedabad	10 <sup>th</sup> September, 2009	Thursday	2.00 P.M.	One
2009-2010	B-39, Ghanshyam Avenue, 13, Sattar Taluka Society, Ashram Road, Ahmedabad	28 <sup>th</sup> September, 2010	Tuesday	2.00 P.M.	Two
2010-2011	Gat No 336, 338-341, Village Andori, Taluka Khandala, Shirval Pandarpur Road, Dist, Satara - 415521	30 <sup>th</sup> September, 2011	Friday	3.30 p.m.	One

**ii. DETAILS OF THE LAST THREE YEAR'S EXTRA ORDINARY GENERAL MEETINGS**

Year	Venue	Date	Day	Time	No. of Special Resolutions Passed.
2009-2010	B-39, Ghanshyam Avenue, 13, Sattar Taluka Society, Ashram Road, Ahmedabad - 380014	11 <sup>th</sup> December, 2010	Saturday	2.30 P.M.	ONE
2009-2010	Tricom House, Gandhi Estate, Safed Pool, Sakinaka, Andheri Kurla Road, Andheri-(E), Mumbai-400072	7 <sup>th</sup> January, 2011	Friday	3.30 P.M.	NIL
2010-2011	Tricom House, Gandhi Estate, Safed Pool, Sakinaka, Andheri Kurla Road, Andheri-(E), Mumbai-400072	14 <sup>th</sup> April, 2011	Thursday	11.00 A.M.	ONE
2010-2011	Gat No 336, 338-341, Village Andori, Taluka Khandala, Shirval Pandarpur Road, Dist, Satara - 415521	30 <sup>th</sup> June, 2012	Saturday	3.30 P.M.	TWO

All the Special Resolutions placed before the shareholders at the Meetings were approved.

**iii. Following are the Special Resolutions passed during the year through postal ballot:**

Issue & Allotment of Equity Shares and Warrants on Preferential Basis. Result of the Postal Ballot declared on -30<sup>th</sup> June, 2012

Voting Pattern

99.07% of the valid votes casted were in favor of the resolution and 0.93% of the votes casted were against the resolution.

**iv. Procedure followed for Postal Ballot**

Company has followed the process as provided under the rules framed under section 192 A of the Companies Act, 1945 i.e. Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

Miss Hetal Gandhi was appointed as the Scrutinizer to oversee whole of the Postal Ballot process. Mr. Chetan Kothari, Chairman of the Company was authorized for the smooth conduct & completion of the Postal Ballot process.

**6. DISCLOSURES**

- i. No transaction of material nature has been entered into by the Company with its promoters, directors, relatives or management of the Company that may have potential conflict with the interests of Company.
- ii. The company has complied with the requirement of statutory/ regulatory authorities on capital market and no penalties/strictures have been imposed on the Company by SEBI or Stock Exchanges during the last three years.
- iii. The Company does not have any whistle blower policy as of now.

- iv. None of the company's personnel was denied access to the Audit Committee.
- v. Adoptions of other non- mandatory requirements of the Listing Agreement are being reviewed by the Board from time to time.
- vi. Code of Conduct

The Company has adopted a Code of Conduct & ethics for Directors and Senior Management. The code has been circulated to all the members of the Board and Senior Management. The Board members and Senior Management has affirmed their compliance with the Code of Conduct and a declaration signed by the Chairman is given below:

It is hereby declared that the Company has obtained from all members of the Board and senior management affirmation that they have complied with the code of conduct for Directors and Senior Management of the Company for the year 2011 2012

- vii. Remuneration to Directors'
  - a. No remuneration is paid to the Non-Executive Directors of the Company.
  - b. Company has paid the following remuneration to Mr. P. V. Naik, Managing Director of the Company during the year:  
Salary : ₹ 1,50,000 per month
  - c. There is no performance linked incentive payable to any of the Directors of the Company.

Mr. P. V. Naik has been reappointed as Managing Director for the period starting from 1<sup>st</sup> July, 2012 to 30<sup>th</sup> June, 2015

- d. The Shareholding of the Non-Executive Directors of the Company as on 31<sup>st</sup> March,2012 is as following:

Sl. No	Name of the Director	No .of Shares held
1	Mr. Chetan S. Kothari	6,88,550
2	Mr. Prakash V. Naik	3,125
3	Mr. Bipin Shah	26,000

## 7. MEANS OF COMMUNICATION

Information like quarterly results and press releases on significant developments is submitted to the Stock Exchanges on which the Company's Equity shares are listed. For the last quarter the results were published in Business Standard (English), Pune and Punyanagari-Marathi (Satara)

Investor related information and the Financial Results of the Company are also displayed on the Company's website- [www.tricomfruitproducts.com](http://www.tricomfruitproducts.com).

## GENERAL SHAREHOLDERS INFORMATION

### i. ANNUAL GENERAL MEETING

18<sup>th</sup> Annual General Meeting of Tricom Fruit Products Limited will be held on 29<sup>th</sup> December, 2012, at 11.00 P.M at the registered office of the Company at Gut No.336, 338-341, Village -Andori, Taluka- Khandala, Dist- Satara, Maharashtra, PIN-415521.



## vii. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 201

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
Upto - 100	117	10.41	5550	0.06
101 - 200	43	3.83	6949	0.07
201 - 500	194	17.26	90181	.92
501 - 1000	279	24.82	237963	2.41
1001 - 5000	254	22.60	663697	6.73
5001 - 10000	108	9.61	804886	8.17
10001 - 100000	117	10.41	2958986	30.03
100001 and above	12	1.07	5086838	51.62
<b>TOTAL</b>	<b>1124</b>	<b>100.00</b>	<b>9855050</b>	<b>100.00</b>

## viii. Registrar and Transfer Agents

M/s Sharex Dynamic (India) Pvt. Ltd.  
Unit-1, Luthra Ind.Premises,  
Andheri Kurla Road, Safed Pool,  
Andheri (East), Mumbai 400 072.  
Ph.Nos.: (91-22) 2851 5606/2851 5644;  
Fax No.: (91-22)28512885.  
Website: [www.sharexindia.com](http://www.sharexindia.com) and  
e-mail id: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com) ; [sd\\_india@rediffmail.com](mailto:sd_india@rediffmail.com)

**DEMATERIALISATION OF SECURITIES**

92.24% of the Company's Equity Share Capital is dematerialized as on 31st March, 2012, by the members of the Company through CDSL and NSDL.

**SHARE TRANSFER SYSTEM**

Share transfer in physical form received by the Registrar and Transfer agent are registered and returned within the period of 15 days from the date of receipt of the documents, provided all documents are valid and complete in all respects. As per SEBI Guidelines upon completion of the transfers the Registrar and Transfer Agent sends an offer letter to the transferee with an option to receive credit of transferred shares in electronic form under the transfer cum demat facility. In case option is not exercised or if offer is not submitted within stipulated time the share certificates are sent to the transferee.

**PLANT LOCATION & ADDRESS FOR COMMUNICATION**

Gat No. 336,338-341, Village- Andori  
Taluka- Khandala, Shirval Pandarpur Road  
Dist- Satara  
PIN- 415521. Maharashtra

**For and on Behalf of Board**

Place: Mumbai  
Date: 30<sup>th</sup> November, 2012

**Chetan Kothari**  
Chairman

## **AUDITORS REPORT ON CORPORATE GOVERNANCE**

To  
The Members of  
**TRICOM FRUIT PRODUCTS LIMITED**  
Satara

We have read the Report of Directors on Corporate Governance and have examined the relevant records relating to compliance of condition of Corporate Governance by Tricom Fruit Products Limited for the year ended on 31<sup>st</sup> March, 2012, as stipulated in Clause -49 of the Listing Agreement executed by the Company with the Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the condition of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor complaints are pending for a period exceeding for 30 days against the Company as per records maintained by the Share Transfer and Investors Grievance Committee.

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

For **J.L. BHATT & CO.**  
Chartered Accountants  
(Registration No. 101332W)

For **KOSHAL & ASSOCIATES**  
Chartered Accountants  
(Registration No. 121233W)

**YOGESH J. BHATT**  
Partner  
Membership No. 30170

**KOSHAL MAHESHWARI**  
Proprietor  
Membership No. 043746

Place: Mumbai  
Date: 29<sup>th</sup> September, 2012

**AUDITOR'S REPORT**

To,  
The Members of  
**M/S. TRICOM FRUIT PRODUCTS LIMITED**  
Satara

1. We have audited the attached Balance Sheet of **M/S. TRICOM FRUIT PRODUCTS LIMITED** as at 31<sup>st</sup> March 2012, and the Statement of Profit and Loss and Cash Flow statement 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.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those 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 disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimate made by management, as well as evaluating the overall financial statement presentation we believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of the section 227 of the Companies Act, 1956 and on the basis of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said order.
4. Further to our comments in Annexure referred to above, we report that :
  - I. 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.
  - II. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
  - III. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account of the Company.
  - IV. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in subsection (3C) of section 211 of the Companies Act, 1956.
  - V. On the basis of representation received from the directors, as on 31<sup>st</sup> March, 2012 and taken on record by the Board of Director, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2012 from being appointed as director in terms of clause (g) of sub-section (1) of section 274 of the companies Act, 1956.
  - VI. 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 given in Schedule "V" give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India.
    - A. In the case of the Balance Sheet, of the state of affairs of the company as at 31<sup>st</sup> March 2012.
    - B. In the case of Statement of Profit and Loss, of the **Loss** for the year ended on that date.
    - C. In the case of Cash Flow Statement, of the cash flow for the year ended on that date.

For **J.L.BHATT & CO.**  
Chartered Accountants  
(Registration No.101332W)

For **KOSHAL & ASSOCIATES**  
Chartered Accountants  
(Registration No.121233W)

**YOGESH J. BHATT**  
Partner  
Membership No.30170  
Place: Mumbai  
Date : 29<sup>th</sup> September, 2012

**KOSHAL MAHESHWARI**  
Proprietor  
Membership No.043746

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b. As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- c. In our opinion, the Company has not disposed of substantial part of fixed assets during the year and the going concern status of the Company is not affected.
2. a. As explained to us, inventories have been physically verified by the management at regular intervals during the year.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. A. (a) During the year, the Company has not granted any loans, secured or unsecured loans to Companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956.
- (b) The Company is maintaining current account with one other party and the year end balance as per the books of accounts is ₹ NIL.
- (c) The rate of interest and other terms and conditions are *prima facie* not Prejudicial to the interest of the company having regards to the market yield and business relationship with the companies to whom loans have been granted.
- (d) There are no overdue interest on the above loans granted.
- B. (a) i) The Company has not taken any loans, secured or unsecured, from Companies listed in the Register maintained under section 301 of the Companies Act, 1956.
- ii) The Company has taken unsecured loan from Director of the Company amounting to ₹ 7,15,70,000/- (Including ₹ 2,00,00,000/- received during the year). At the year end the outstanding in this Account is ₹ 7,15,70,000/-. The maximum amount outstanding during the year from the Director is ₹ 7,15,70,000/-.
- (b) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions of loans taken are *prima facie* not prejudicial to the interest of the Company.
- © The Company is generally regular in paying principal amount and interest wherever applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, we have not observed any major weaknesses in internal controls.
5. In respect of the contracts or arrangements entered in Register maintained in pursuance of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us.
- a. The particulars of the contracts or arrangements referred to in Section 301 that need to be entered in Register maintained under the said Section have been so entered.
- b. In our opinion and according to the information and explanations given to us, the transaction made in pursuance of contract or arrangements entered in the registers maintained under section 301 and exceeding the value of five lakh rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanation given to us, the company has complied with the provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regards to the deposits accepted from the public. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

7. In our opinion, the internal audit system of the Company is commensurate with its size and nature of its business.
8. We have been informed by the management, the Company is not required to maintain cost records as prescribed under Section 209 (1) (d) of the Companies Act, 1956.
9. a. According to the records of the Company and as per information given to us, there were no undisputed amount payable in respect of Provident Fund, Investor Education & Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Excise Duty, Custom Duty, Service Tax, Cess and other Statutory dues outstanding as on 31<sup>st</sup> March, 2012 for a period of more than 6 months from the date they become payable except MLWF ₹ 0.05 Lacs, Profession Tax ₹ 2.02 Lacs, Provident Fund ₹ 4.20 Lacs & TDS ₹ 35.17 Lacs (₹ 3.46 lacs since paid).  
b. According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty, and cess which have not been deposited on account of any dispute.
10. The accumulated losses of the company as at end of the financial year do not exceed fifty percent of its net worth. The company has incurred cash losses during the current financial year and has not incurred cash losses in the immediate preceding financial year.
11. Based on our audit procedures and on the informations and explanation given by the management , we are of the opinion that the company has not defaulted in repayment of dues to banks except as stated in note no. 2.3 b.
12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
14. As per the records of the Company and the information and explanation given to us by the Management the Company is not dealing or trading in shares, securities, debentures and other investments.
15. According to the records of the Company and information and explanations provided by the management, the Company has not given any corporate guarantee.
16. According to the information and explanations given to us, on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis have not prime facie been used for long-term investment by the Company.
17. During the year, the Company had not issued bonus or preferential allotment of shares to parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
18. According to the records of the Company, the Company has not issued any debenture during the year under our audit.
19. The Company has not raised any money by way of public issue during the period covered by our Audit Report.
20. In our opinion and according to the information and explanations given to us, no fraud on the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

For **J.L.BHATT & CO.**  
Chartered Accountants  
(Registration No.101332W)

**YOGESH J BHATT**  
Partner  
Membership No.30170

Place: Mumbai  
Date : 29<sup>th</sup> September, 2012

For **KOSHAL & ASSOCIATES**  
Chartered Accountants  
(Registration No.121233W)

**KOSHAL MAHESHWARI**  
Proprietor  
Membership No.043746

**BALANCE SHEET AS AT 31 MARCH, 2012**

(Amount ₹)

PARTICULARS	Note No.	As at 31 March, 2012	As at 31 March, 2011
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share Capital	2.1	<b>9,85,50,500</b>	9,85,50,500
(b) Reserves and Surplus	2.2	<b>(55,79,215)</b>	3,84,52,566
		<b>9,29,71,285</b>	13,70,03,066
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	2.3	<b>56,59,73,111</b>	59,52,16,361
		<b>56,59,73,111</b>	59,52,16,361
<b>3 Current liabilities</b>			
(a) Short-term borrowings	2.4	<b>17,85,70,126</b>	17,19,03,220
(b) Trade payables	2.5	<b>59,64,028</b>	1,71,42,789
(c) Other current liabilities	2.6	<b>13,16,19,271</b>	9,83,40,909
		<b>31,61,53,425</b>	28,73,86,918
<b>TOTAL</b>		<b>97,50,97,821</b>	1,01,96,06,345
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	2.7a	<b>63,00,90,382</b>	64,45,72,318
(ii) Capital work-in-progress	2.7b	<b>14,19,482</b>	2,50,000
		<b>63,15,09,864</b>	64,48,22,318
(b) Non-current investments	2.8	<b>1,00,000</b>	1,00,000
(c) Long-term loans and advances	2.9	<b>14,00,255</b>	29,97,233
(d) Other non-current assets	2.10	<b>21,36,334</b>	70,71,964
		<b>36,36,589</b>	1,01,69,197
<b>2 Current assets</b>			
(a) Inventories	2.11	<b>15,30,30,367</b>	15,73,74,023
(b) Trade receivables	2.12	<b>10,01,83,317</b>	13,22,91,410
(c) Cash and cash equivalents	2.13	<b>2,03,292</b>	49,61,301
(d) Short-term loans and advances	2.14	<b>1,20,26,321</b>	73,51,570
(e) Short-term other current assets	2.15	<b>7,45,08,072</b>	6,26,36,526
		<b>33,99,51,368</b>	36,46,14,830
<b>TOTAL</b>		<b>97,50,97,821</b>	1,01,96,06,345
SIGNIFICANT ACCOUNTING POLICIES	1		
NOTES TO ACCOUNTS	3		

**Notes referred to above and notes attached there to form an integral part of Balance Sheet**

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD

**For J.L. BHATT & COMPANY**

 Chartered Accountants  
(Registration No. 101332W)

**YOGESH J. BHATT**

 Partner  
Membership No. 30170

**PRAKASH NAIK**

MANAGING DIRECTOR

**CHETAN KOTHARI**

DIRECTOR

**For KOSHAL & ASSOCIATES**

 Chartered Accountants  
(Registration No. 121233W)

**JEETENDRA WALA**

DIRECTOR

**KOSHAL MAHESHWARI**

 Proprietor  
Membership No. 043746  
Place: Mumbai  
Date : 29th September, 2012.

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2012**

		(Amount ₹)	
PARTICULARS	Note No.	For the year ended 31 March, 2012	For the year ended 31 March, 2011
<b>1 Revenue from operations (gross)</b>	2.16	<b>40,63,37,575</b>	37,30,64,996
<b>2 Other Income</b>	2.17	<b>27,47,917</b>	22,12,646
<b>3 Total Revenue (1+2)</b>		<b>40,90,85,492</b>	37,52,77,642
<b>4 Expenses</b>			
(a) Cost of materials consumed	2.18	<b>7,58,16,298</b>	39,34,85,441
(b) Purchases of stock-in-trade	2.19	<b>18,58,04,996</b>	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.20	<b>93,70,485</b>	(14,99,28,609)
(d) Employee benefits expenses	2.21	<b>2,05,40,012</b>	1,79,40,920
(e) Finance costs	2.22	<b>10,19,76,749</b>	6,08,92,723
(f) Depreciation and amortisation expenses	2.7c	<b>1,63,69,606</b>	1,50,40,858
(g) Other expenses	2.23	<b>4,32,39,127</b>	3,35,58,140
<b>Total Expenses</b>		<b>45,31,17,273</b>	37,09,89,473
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		<b>(4,40,31,781)</b>	42,88,169
<b>6 Exceptional items</b>		-	-
<b>7 Profit / (Loss) before extraordinary items and tax (5 ± 6)</b>		<b>(4,40,31,781)</b>	42,88,169
<b>8 Extraordinary items</b>		-	-
<b>9 Profit / (Loss) before tax (7 ± 8)</b>		<b>(4,40,31,781)</b>	42,88,169
<b>10 Tax expenses:</b>			
(a) Current tax expense for current year		-	7,95,000
(b) MAT credit		-	(7,95,000)
(c) Deferred tax liability written back		-	(8,72,436)
<b>11 Profit / (Loss) for the year</b>		<b>(4,40,31,781)</b>	51,60,605
Basic Earning per share		<b>(4.47)</b>	0.60
Diluted Earning per share		<b>(4.47)</b>	0.52

SIGNIFICANT ACCOUNTING POLICIES  
NOTES TO ACCOUNTS

1  
3

**Notes referred to above and notes attached there to form an integral part of Profit and Loss Statement**

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD

**For J.L. BHATT & COMPANY**

Chartered Accountants

(Registration No. 101332W)

**YOGESH J. BHATT**

Partner

Membership No. 30170

**PRAKASH NAIK**

MANAGING DIRECTOR

**CHETAN KOTHARI**

DIRECTOR

**For KOSHAL & ASSOCIATES**

Chartered Accountants

(Registration No. 121233W)

**JEETENDRA WALA**

DIRECTOR

**KOSHAL MAHESHWARI**

Proprietor

Membership No. 043746

Place: Mumbai

Date : 29th September, 2012.

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2012**

PARTICULARS	(Amount ₹)	
	For the year ended 31 March, 2012	For the year ended 31 March, 2011
<b>A. Cash Flow from operating activities</b>		
Net Profit / (Loss) before tax	(4,40,31,781)	42,88,169
Adjustments for:		
Depreciation	1,63,69,606	1,50,40,858
Finance costs (Net)	10,19,76,749	5,92,39,135
Miscellaneous expenses written off	1,97,810	1,10,310
Fixed assets written off	6,29,049	-
Operating profit / (loss) before working capital changes	7,51,41,433	7,86,78,472
Changes in working capital:		
Inventories	43,43,656	(15,49,94,793)
Trade receivables	3,21,08,093	(13,02,81,257)
Trade and other payables	(4,37,704)	(67,25,786)
Cash generated from operations	11,11,55,478	(21,33,23,364)
Direct Taxes (paid) / refund	(96,481)	(4,52,247)
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>11,10,58,997</b>	<b>(21,37,75,611)</b>
<b>B. Cash Flow from investing activities</b>		
Purchase of Fixed Assets	(36,86,200)	(4,21,14,086)
Proceeds from sale of long-term investments	-	20,000
Loans given	(1,48,52,836)	(5,28,63,132)
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(1,85,39,036)</b>	<b>(9,49,57,218)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from borrowings	4,68,42,917	36,59,23,188
Repayment of borrowings	(4,68,81,956)	-
Finance costs	(10,19,76,749)	(5,92,39,135)
Preliminary expenses incurred	(5,25,000)	(4,91,130)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(10,25,40,788)</b>	<b>30,61,92,923</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>(1,00,20,827)</b>	<b>(25,39,906)</b>
Cash and cash equivalents at the beginning of the year	1,13,52,334	1,38,92,241
<b>Cash and cash equivalents at the end of the year</b>	<b>13,31,506</b>	<b>1,13,52,334</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>		
<b>Cash and cash equivalents at the end of the year</b>		
(a) Cash on hand	1,82,213	5,18,372
(b) Balances with banks		
(i) In current accounts	21,079	70,441
(ii) In deposit accounts *	11,28,214	1,07,63,521
	<b>13,31,506</b>	<b>1,13,52,334</b>

\* Balance with banks in deposit accounts includes ₹11,28,214/- (Previous year ₹63,91,033/-) shown under the head other non-current assets (Note No. 2.10)

Previous year's figures have been regrouped wherever necessary to confirm to this year's classification.

**AUDITOR'S CERTIFICATE**

We have verified the attached Cash Flow Statement of Tricom Fruit Products Limited, derived from the audited financial statements and books and records maintained by the Company for the year ended 31st March, 2012 and found the same in agreement therewith.

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD

**For J.L. BHATT & COMPANY**

Chartered Accountants  
(Registration No. 101332W)

**PRAKASH NAIK**  
MANAGING DIRECTOR

**CHETAN KOTHARI**  
DIRECTOR

**YOGESH J. BHATT**

Partner  
Membership No. 30170

**JEETENDRA WALA**  
DIRECTOR

**For KOSHAL & ASSOCIATES**

Chartered Accountants  
(Registration No. 121233W)

**KOSHAL MAHESHWARI**

Proprietor  
Membership No. 043746  
Place : Mumbai  
Date : 29th September, 2012.

**1- SIGNIFICANT ACCOUNTING POLICIES****1.1 ACCOUNTING CONVENTIONS:**

The financial statements of the company are prepared under the historical cost convention on accrual basis of accounting, and in accordance with the mandatory accounting standards issued by the Institute of Chartered Accountant of India and referred to in Section 211 (3C) of the Companies Act, 1956, and generally accepted accounting principles in India. The accounting policies not referred to otherwise have been consistently applied by the Company during the year.

**1.2 FIXED ASSETS:**

Fixed Assets are stated at cost of acquisition/construction less accumulated depreciation. For this purpose cost comprises of cost of acquisition and all costs directly attributable to bringing the asset to present condition for its intended use.

**1.3 DEPRECIATION:**

Depreciation is provided during the year under Straight Line method at the rates prescribed under section 205 (2) (b), Schedule XIV of the Companies Act, 1956.

Depreciation on Assets added / disposed off during the year has been provided on pro-rata basis with reference to the date of addition / disposal. Individual low cost assets (acquired for less than Rs.5,000/-) are entirely depreciated in the year of acquisition. The Company is into Seasonal business and hence depreciation is calculated on number of days on which the factory or concern actually worked during the period or 180 days, whichever is greater.

**1.4 BORROWING COSTS:**

Borrowing Costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as the cost of the respective assets. All other borrowing costs are charged to revenue.

**1.5 INVESTMENTS:**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Long term investments are carried at cost. No provision for diminution in value of long term investment is made.

**1.6 FOREIGN CURRENCY TRANSACTIONS:**

Transactions in foreign currency are recorded at the rates of exchange prevailing on the date of transactions. Exchange differences are recorded when the amount actually received on sales or actually paid when expenditure is incurred, is converted to Indian Rupees. The exchange differences arising on other foreign currency transactions are recognized as income or expense in the year in which they realize.

**1.7 PROVISION AND CONTINGENT LIABILITIES:**

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

**1.8 GOVERNMENT GRANTS/ SUBSIDY:**

Grants/Subsidy related to revenue is credited to Profit & Loss Account on accrual basis.

**1.9 REVENUE RECOGNITION:****Sales and Other Income-**

The company recognizes the sale of goods when the significant risks and rewards of ownership are transferred to the buyer, which is usually when the goods are dispatched to the customers.

Interest Income and other items are accounted on Accrual Basis.

**1.10 INVENTORIES:**

Finished goods stock is valued at lower of cost or net realizable value and stock of raw material is valued at cost.

**1.11 TAXES ON INCOME:**

Tax expense comprises of Current Income Tax and Deferred Tax. Deferred income taxes are recognized for future tax consequences attributable to timing differences between the financial statement determination of income and their recognition for tax purposes. The effect of deferred tax assets and liabilities of a change in tax rates is recognized in income using the tax rates and tax laws that have enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is reasonable certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**1.12 MISCELLANEOUS EXPENDITURE:**

Preliminary Expenses is carried over and will be written off over a period of 10 years from the year of commencement of activity.

## NOTES FORMING INTEGRAL PART OF THE BALANCE SHEET AS AT 31ST MARCH 2012

## Note 2.1 Share Capital

PARTICULARS	(Amount ₹)			
	As at 31 March, 2012		As at 31 March, 2011	
	Number of shares	Amount	Number of shares	Amount
<b>Authorised Share Capital</b>				
Equity shares of ₹ 10/- each	2,50,00,000	25,00,00,000	1,75,00,000	17,50,00,000
<b>Issued, subscribed &amp; fully paid up Share Capital</b>				
Equity shares of ₹ 10/- each fully paid up	98,55,050	9,85,50,500	98,55,050	9,85,50,500
<b>TOTAL</b>	<b>98,55,050</b>	<b>9,85,50,500</b>	<b>98,55,050</b>	<b>9,85,50,500</b>

## a - Rights, preferences and restrictions attaching to each class of shares

- 1 - The Company has only one class of equity shareholders. Each holder of equity shares is entitled to one vote per share.
- 2 - In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## b - Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

Equity shares				
Shares outstanding at the beginning of the year	98,55,050	9,85,50,500	50,00,000	5,00,00,000
Shares issued during the year/period	-	-	48,55,050	4,85,50,500
<b>Shares outstanding at the end of the year</b>	<b>98,55,050</b>	<b>9,85,50,500</b>	<b>98,55,050</b>	<b>9,85,50,500</b>

## c - Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Equity shares allotted under the scheme of amalgamation as fully paid up for consideration other than cash	NIL	48,55,050
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## d - Details of shares held by each shareholder holding more than 5% shares:

Equity shares				
Twin Best Trading and Marketing Private Limited	5,75,714	5.84%	NIL	NIL

## Note 2.2 Reserves and Surplus

PARTICULARS	(Amount ₹)	
	As at 31 March, 2012	As at 31 March, 2011
<b>General Reserve</b>		
Opening balance	3,20,73,167	3,20,73,167
Add : Additions during the year	-	-
Closing balance	<b>3,20,73,167</b>	<b>3,20,73,167</b>
<b>Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	63,79,399	12,18,794
Add: Profit / (Loss) for the year	(4,40,31,781)	51,60,605
Closing balance	<b>(3,76,52,382)</b>	<b>63,79,399</b>
<b>TOTAL</b>	<b>(55,79,215)</b>	<b>3,84,52,566</b>

## Note 2.3 Long-term borrowings

<b>Secured (Refer Note a and b below)</b>		
Term loans from banks	26,36,73,111	33,13,42,372
<b>Unsecured</b>		
Loans and advances from related parties	7,15,70,000	5,15,70,000
Fixed Deposits	1,11,00,000	1,28,50,000
Inter-corporate Deposits	21,96,30,000	19,94,53,989
<b>TOTAL</b>	<b>56,59,73,111</b>	<b>59,52,16,361</b>

## a - Security for Long Term - Secured Loans

- (I) Term Loan from Banks are secured by 1st charge by way of Equitable Mortgage of land & building/fixed assets and 1st charge by way of hypothecation of all movable assets (except vehicles) of the Company, pledge of fixed deposits with Banks and further secured by 2nd charge on current assets, stock, WIP, book debts of the company and by personal guarantee of a Director.
- (II) Vehicle Loans from Banks are secured against the specific vehicle financed by respective banks.

Particulars	As at 31 March, 2012		As at 31 March, 2011	
	Long Term	Current Maturity	Long Term	Current Maturity
<b>Term loans from banks</b>				
<b>Bank 1 - Term Loan 1</b>	<b>12,85,80,000</b>	<b>4,76,98,789</b>	16,07,40,000	3,65,57,581
<p>Repayable in 23 quarterly installments of ₹ 80.40 lacs each commencing from April 2011 and last instalment of ₹ 79.80 lacs repayable in January 2017.</p> <p>The Company has defaulted in paying the installment for the quarter January 2012 to March 2012 upto 31.03.2012</p>				
<b>Bank 2 - Term Loan 2</b>	<b>13,35,00,000</b>	<b>5,02,03,403</b>	16,71,00,000	3,82,85,197
<p>Repayable in 23 quarterly installments of ₹ 84 lacs each commencing from April 2011, and last instalment of ₹ 75 lacs repayable in January 2017.</p> <p>The Company has defaulted in paying the installment for the quarter January 2012 to March 2012 upto 31.03.2012</p>				
<b>Bank 3 - Vehicle Loan 1</b>	<b>4,70,854</b>	<b>1,57,341</b>	6,28,195	1,48,022
<p>Repayable monthly in 60 installments from Sept 10 to Aug 15</p>				
<b>Bank 4 - Vehicle Loan 2</b>	-	<b>2,14,957</b>	2,14,957	3,05,755
<p>Repayable monthly in 36 installments from Feb 10 to Jan 13</p>				
<b>Bank 5 - Vehicle Loan 3</b>	<b>2,90,001</b>	<b>3,31,343</b>	6,21,344	3,93,656
<p>Repayable monthly in 36 installments from Apr 11 to Mar 14</p>				
<b>Bank 6 - Vehicle Loan 4</b>	<b>5,14,294</b>	<b>5,87,599</b>	11,01,893	6,98,107
<p>Repayable monthly in 36 installments from Apr 11 to Mar 14</p>				
<b>Bank 7 - Vehicle Loan 5</b>	<b>2,06,269</b>	<b>2,63,091</b>	4,69,360	3,17,811
<p>Repayable monthly in 36 installments from Apr 11 to Mar 14</p>				
<b>Bank 8 - Vehicle Loan 6</b>	<b>1,11,693</b>	<b>1,42,457</b>	2,54,150	1,72,085
<p>Repayable monthly in 36 installments from Apr 11 to Mar 14</p>				
<b>Bank 9 - Vehicle Loan 7</b>	-	<b>2,12,473</b>	2,12,473	3,95,934
<p>Repayable monthly in 36 installments from Nov 09 to Sept 12</p>				
<b>TOTAL</b>	<b>26,36,73,111</b>	<b>9,98,11,453</b>	33,13,42,372	7,72,74,148

**Note 2.4 Short-term borrowings**

(Amount ₹)

PARTICULARS	As at 31 March, 2012	As at 31 March, 2011
Secured		
From Banks (Refer Note - a below)	<b>17,85,70,126</b>	17,19,03,220
<b>TOTAL</b>	<b>17,85,70,126</b>	17,19,03,220

**a - Security for Short term borrowings - Secured Loans**

Working Capital loans from Banks are secured by 1st charge by way of hypothecation of current assets, stock, WIP, book debts of the company and 2nd charge on fixed assets and movable assets of the company, and by personal guarantee of a Director.

**Note 2.5 Trade payables**

Due to Micro, Small and Medium Enterprises (Refer Note 3.2)	-	-
Others	<b>59,64,028</b>	1,71,42,789
<b>TOTAL</b>	<b>59,64,028</b>	1,71,42,789

**Note 2.6 Other Current Liabilities**

Current maturities of long-term debt	<b>9,98,11,453</b>	7,72,74,148
Other payables		
Statutory dues payable	<b>41,52,013</b>	7,20,887
Advance from customer	<b>90,830</b>	-
Payable on purchase of fixed assets	<b>2,39,27,348</b>	1,57,75,614
Payable for expenses	<b>36,37,627</b>	45,70,260
<b>TOTAL</b>	<b>13,16,19,271</b>	9,83,40,909

(Amount ₹)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 1-Apr-11	Additions during the year	Deductions	As at 31-Mar-12	As at 1-Apr-11	Additions during the year	Deductions	As at 31-Mar-12	As at 31-Mar-11
<b>Tangible</b>									
Land	5,16,87,590	-	-	5,16,87,590	-	-	-	-	5,16,87,590
Vehicles	1,10,44,173	-	-	1,10,44,173	18,68,148	9,50,262	-	28,18,410	91,76,025
Air Conditioner	1,15,000	-	1,15,000	-	21,852	5,463	27,315	-	93,148
Furniture & Fixtures	37,31,766	-	13,162	37,18,604	4,53,616	2,36,220	4,161	6,85,675	32,78,150
Improvement of rented premises	8,88,706	-	8,88,706	-	2,25,021	56,255	2,81,276	-	6,63,685
Strapping machine	9,000	-	-	9,000	1,712	428	-	2,140	7,288
Weighing machine	39,825	-	-	39,825	7,568	1,892	-	9,460	32,257
Office Equipments	1,35,25,702	22,63,720	-	1,57,89,422	8,38,212	7,36,983	-	15,75,195	1,26,87,490
Computer & Equipments	15,02,522	97,856	-	16,00,378	8,63,132	2,56,143	-	11,19,275	6,39,390
Electrical Installation	2,47,37,289	33,860	-	2,47,71,149	9,40,676	11,76,630	-	21,17,306	2,37,96,613
Building	7,53,48,083	30,785	-	7,53,78,868	11,24,472	12,28,624	-	23,53,096	7,42,23,611
Factory Building	23,85,89,612	-	-	23,85,89,612	73,06,177	79,68,893	-	1,52,75,070	23,12,83,435
Laboratory Equipment	30,54,546	1,65,565	-	32,20,111	1,31,458	1,50,979	-	2,82,437	29,23,088
Plant & Machinery	23,76,63,981	-	-	23,76,63,981	35,83,432	36,00,834	-	71,84,266	23,40,80,549
<b>Total Tangible</b>	<b>66,19,37,794</b>	<b>25,91,785</b>	<b>10,16,868</b>	<b>66,35,12,713</b>	<b>1,73,65,476</b>	<b>1,63,69,606</b>	<b>3,12,752</b>	<b>3,34,22,330</b>	<b>64,45,72,318</b>
Previous year	8,01,91,874	62,44,94,187	4,27,48,266	66,19,37,795	25,95,595	1,50,40,858	2,70,977	1,73,65,476	

**Note 2.7b Capital Work In Progress (Pending Allocation)**

PARTICULARS	(Amount ₹)	
	As at 31 March, 2012	As at 31 March, 2011
Opening CWIP	2,50,000	54,01,52,812
Add: Expenses during the year	11,69,482	75,49,040
Less: Capitalised/Transferred to Unallocated Expenditure during the year	-	54,74,51,852
<b>TOTAL</b>	<b>14,19,482</b>	<b>2,50,000</b>

**Note 2.7c Depreciation and amortisation**

PARTICULARS	As at	
	31 March, 2012	31 March, 2011
Depreciation and amortisation for the year on tangible assets as per Note 12.a	1,63,69,606	1,50,40,858
Depreciation and amortisation for the year on intangible assets as per Note 12.a	-	-
<b>TOTAL</b>	<b>1,63,69,606</b>	<b>1,50,40,858</b>

**Note 2.8 Non-current investments**

PARTICULARS	(Amount ₹)	
	As at 31 March, 2012	As at 31 March, 2011
<b>Non Trade Investments (At cost)</b>		
<b>Investment in unquoted, fully paid equity shares</b>		
1000(Previous year1000) Equity Shares of Gaparik Trade Resource Pvt Ltd	10,000	10,000
1000(Previous Year 1000) Equity Shares of Krishnapuri Investments & Financial Pvt. Ltd.	10,000	10,000
1000(Previous Year 1000) Equity Shares of Rag Ragini Finance Pvt. Ltd.	10,000	10,000
1000(Previous Year 1000) Equity Shares of Tarak Mercantile Pvt. Ltd.	10,000	10,000
1000(Previous Year 1000) Equity Shares of Atal Mercantile Pvt. Ltd.	10,000	10,000
5000(Previous Year 5000) Equity Shares of Balaji Banana Products Ltd.	50,000	50,000
<b>TOTAL</b>	<b>1,00,000</b>	<b>1,00,000</b>

**Note 2.9 Long-term loans and advances**

Unsecured, considered good		
Capital Advances	32,500	6,42,959
Security Deposits	7,86,333	18,69,333
Other loans and advances - Advance tax (net of Provision)	5,81,422	4,84,941
<b>TOTAL</b>	<b>14,00,255</b>	<b>29,97,233</b>

**Note 2.10 Other non-current assets**

Miscellaneous Expenditure	10,08,121	6,80,931
Deposits with Banks (Maturity more than 12 months)	11,28,214	63,91,033
<b>TOTAL</b>	<b>21,36,334</b>	<b>70,71,964</b>

**Note 2.11 Inventories**

(At lower of cost and net realisable value)

Finished goods	14,05,58,124	14,99,28,609
Raw Material	77,910	-
Packing Materials & Consumables	1,23,94,333	74,45,414
<b>TOTAL</b>	<b>15,30,30,367</b>	<b>15,73,74,023</b>

**Note 2.12 Trade receivables**

Unsecured, considered good		
- Outstanding for a period exceeding six months from the date they were due for payment	-	-
- Others	10,01,83,317	13,22,91,410
<b>TOTAL</b>	<b>10,01,83,317</b>	<b>13,22,91,410</b>

**Note 2.13 Cash and cash equivalents**

Cash on hand	1,82,213	5,18,372
Balances with banks		
(i) In current accounts	21,079	70,441
(ii) In deposit accounts (Refer note -a below)	-	43,72,488
<b>TOTAL</b>	<b>2,03,292</b>	<b>49,61,301</b>

a - Balances with banks include deposits which have an original maturity of more than 12 months.

**Note 2.14 Short-term loans and advances**

Unsecured, considered good		
Advances to employees	2,95,675	1,95,739
Advances for expenses	17,35,650	10,07,841
Export benefits receivable	63,55,916	36,54,891
Security Deposits	-	1,00,000
Prepaid expenses	36,39,080	23,93,099
<b>TOTAL</b>	<b>1,20,26,321</b>	<b>73,51,570</b>

**Note 2.15 Short-term other current assets**

Miscellaneous Expenditure	1,97,810	1,97,810
Advances Recoverable in cash or kind	7,43,10,262	6,24,38,716
<b>TOTAL</b>	<b>7,45,08,072</b>	<b>6,26,36,526</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**
**Note 2.16 Revenue from Operations**

PARTICULARS	For the year ended 31 March, 2012	(Amount ₹) For the year ended 31 March, 2011
<b>Sale of Products</b>		
Export Sales	8,22,39,894	6,60,83,435
Local Sales	8,08,25,834	30,22,20,899
Trading Sales	<u>23,70,04,399</u>	-
	<b>40,00,70,127</b>	36,83,04,334
Other Operating revenues (Refer Note a below)	<u>62,67,448</u>	<u>47,60,662</u>
<b>TOTAL</b>	<b><u>40,63,37,575</u></b>	<b><u>37,30,64,996</u></b>

**a - Other Operating revenue comprises**

APEDA Freight Subsidy	13,10,784	8,68,424
Duty Drawback Received	66,730	-
VKUY License Sale	38,42,501	29,95,744
DEPB License Sale	<u>10,47,433</u>	<u>8,96,494</u>
<b>TOTAL</b>	<b><u>62,67,448</u></b>	<b><u>47,60,662</u></b>

**Note 2.17 Other Income**

Net gain on foreign currency transactions and translation	26,43,903	-
Miscellaneous Income	<u>1,04,014</u>	<u>22,12,646</u>
<b>TOTAL</b>	<b><u>27,47,917</u></b>	<b><u>22,12,646</u></b>

**Note 2.18 Cost of Materials Consumed**

Opening stock of Raw Material, Packing Material and Consumables	74,45,414	23,79,230
Add: Purchases of Raw Material, Packing Material and Consumables	8,08,43,126	39,85,51,625
Less: Closing stock of Raw Material, Packing Material and Consumables	<u>(1,24,72,242)</u>	<u>(74,45,414)</u>
<b>TOTAL</b>	<b><u>7,58,16,298</u></b>	<b><u>39,34,85,441</u></b>

**Note 2.19 Purchases of Stock In Trade**

Purchases of Traded Goods	18,58,04,996	-
<b>TOTAL</b>	<b><u>18,58,04,996</u></b>	<b><u>-</u></b>

**Note 2.20 Changes in inventories of Finished Goods,  
Work-in-progress and Stock-in-trade**

Inventories at the end of the year		
Finished Goods	14,05,58,124	14,99,28,609
Inventories at the beginning of the year		
Finished goods	<u>14,99,28,609</u>	-
<b>Net (Increase) / Decrease</b>	<b><u>93,70,485</u></b>	<b><u>(14,99,28,609)</u></b>

**Note 2.21 Employee benefit expenses**

Salaries and Wages	2,01,74,929	1,78,44,363
Contributions to Provident and Other Funds	2,93,003	-
Staff Welfare Expenses	<u>72,080</u>	<u>96,557</u>
<b>TOTAL</b>	<b><u>2,05,40,012</u></b>	<b><u>1,79,40,920</u></b>

**Note 2.22 Finance costs**

PARTICULARS	(Amount ₹)	
	For the year ended 31 March, 2012	For the year ended 31 March, 2011
Interest expense on - Borrowings		
Interest on Term Loans	6,18,14,768	4,45,85,746
Interest on Cash Credit	2,84,50,591	1,30,72,957
Interest on Car Loans	7,18,159	2,69,268
Other Interest	1,06,29,883	63,42,875
Other Borrowing Cost	1,15,10,414	17,04,179
	<b>11,31,23,815</b>	<b>6,59,75,025</b>
Less: - Interest Income	1,11,47,066	50,82,302
<b>TOTAL</b>	<b>10,19,76,749</b>	<b>6,08,92,723</b>

**Note 2.23 Other expenses**

Advertisement and Sales Promotion Expenses	28,12,998	90,511
Bank Charges	2,49,367	1,73,541
Communication Charges	5,08,948	6,41,341
Clearing & Forwarding	85,88,513	-
Depository & Listing Fees	77,578	87,871
Diesel Charges	17,76,046	1,02,85,808
Donation	56,000	-
Electricity Charges	67,16,772	9,71,134
Hire Charges	3,04,800	3,58,400
Insurance Charges	3,93,899	3,82,663
Laboratory Test Expenses	4,145	2,492
Labour Charges	75,54,240	60,37,704
Legal & Professional Fees	7,07,858	9,25,608
Membership & Subscription Fees	78,572	3,05,053
Miscellaneous Expenses Written Off	1,97,810	1,10,310
Net loss on foreign currency transactions and translation	-	9,76,625
Demurrage Charges	8,32,436	5,39,870
Motor Car Expenses	4,20,007	3,31,322
Packing Charges	1,86,269	3,63,632
Payments to the auditors (Refer note - a below)	2,50,000	3,07,530
Postage & Handling Charges	3,844	63,959
Printing & Stationery	3,59,466	2,83,725
Processing Fees	-	51,106
Property Tax	5,12,382	3,80,442
Rent	6,84,768	7,28,609
Repair & Maintenance Charges	17,05,687	10,97,821
Security Charges	13,85,111	10,80,457
Shed Erection Charges	26,54,064	26,42,829
Sundry Expenses	29,96,390	34,39,437
Travelling & Conveyance	12,21,159	8,98,340
<b>TOTAL</b>	<b>4,32,39,127</b>	<b>3,35,58,140</b>

**a - Payments to the auditors**

As auditors - statutory audit	2,50,000	2,50,000
For other services - certifications	-	57,530
<b>TOTAL</b>	<b>2,50,000</b>	<b>3,07,530</b>

**ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENTS**
**Note 3.1 Contingent liabilities and commitments (to the extent not provided for)** (Amount ₹)

PARTICULARS	As at 31 March, 2012	As at 31 March, 2011
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	<b>97,500</b>	7,43,92,000
Bank Guarantees issued to Custom authorities /DGFT	<b>54,43,000</b>	54,43,000

**Note 3.2** Disclosures under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006  
The Company has not received any information from its vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006. Nonetheless, there are no amounts outstanding for a period beyond the stipulated period as specified under Micro, Small and Medium Enterprises Development Act, 2006.

**Note 3.3** In the opinion of Board, Current assets, Loans & Advance have been stated at a value realisable in the ordinary course of business. The provision for all known liabilities are adequate, neither short nor excess from the amount reasonably stated..

**Note 3.4** No provision for payment of Gratuity in books of accounts as required under Accounting Standard 15 (Revised) issued by the Institute of Chartered Accountants of India in respect of accounting for retirement benefits has been made as none of the employees have completed 5 years of service.

As per the Company's Policy the unused accumulated leave balance lapses at the year end and no employee is entitled to cash compensation for unused accumulated leave balance at the end of the year. In view of this, no provision for the same has been made.

**Note 3.5** The company has incurred expenditure prior to commencing of plant for processing of fresh fruits. All expenses, including Direct expenses, Capital expenditure & Indirect revenue expenses which are carried forward under the head Fixed Assets - CWIP (Pending Allocation) , will be capitalized on commencement of respective Plant.

**Note 3.6 Remuneration & Perquisite to Managing Director** (Amount ₹)

PARTICULARS	For the year ended 31 March, 2012	For the year ended 31 March, 2011
Salary & Allowances	<b>30,00,000</b>	22,50,000

Due to no profits , the Company has paid remuneration in accordance with the provisions of Table 'B' of Part II of Schedule XIII of the Companies Act,1956.

**Note 3.7 Related party transactions**

Description of relationship	Names of related parties
<b>Entities having significant influence over the Company</b>	Rids Textile Limited Dinesh Patadia Finance & Investment Pvt. Limited Tricom India Limited Adilnath Finance Pvt. Limited Trio Mercantile & Trading Limited Tricom Infotech Solutions Limited Tricom IT Services Pvt. Limited Mastiff Tech Private Limited Tricom LPO Pvt Limited Tricom Document Management Inc. Tricom Software Services, Inc. Tricom Litigation Coding Services, Inc. Tricom Search Services, Inc. Tricom Data Services, Inc. Pacific Data Centers, Inc. Tricom Infotech Solutions (Cyprus) Limited Tricom Infotech Solutions, Inc. Grand Imaging & Technology Inc. Kothari Financial Services Chetan Kothari H.U.F. Manshanti Enterprises

**Key Management Personnel (KMP)**

Mr. Chetan S. Kothari - Non-Executive Director  
Mr. P.V.Naik- Executive Director

**Details of related party transactions during the year ended 31 March, 2012 and balances outstanding as at 31 March, 2012** (Amount ₹)

PARTICULARS	Key Management Personnel	Entities in which KMP / relatives of KMP have significant influence	Total
<b>Transaction during the year</b>			
Loans/ Deposits taken	7,17,50,000 (5,16,05,000)	- (-)	7,17,50,000 (5,16,05,000)
Loans/ Deposits given & repaid	- (-)	77,33,406 (40,78,569)	77,33,406 (40,78,569)
<b>Balances outstanding at the end of the year</b>			
Loans & Advances taken	7,15,70,000 (5,15,70,000)	- (-)	7,15,70,000 (5,15,70,000)

Note: Figures in bracket relates to the previous year

**Note 3.8 Earnings per share**

PARTICULARS	For the year ended 31 March, 2012	For the year ended 31 March, 2011
(Amount ₹)		
<b>Basic</b>		
Profit / (Loss) for the year attributable to the equity shareholders	(4,40,31,781)	51,60,605
Weighted average number of equity shares for basic EPS	98,55,050	86,41,288
Par value per share	10	10
Earnings per share - Basic	(4.47)	0.60
<b>Diluted</b>		
Profit / (Loss) attributable to equity shareholders (on dilution)	(4,40,31,781)	51,60,605
Weighted average number of equity shares for diluted EPS	98,55,050	86,41,288
Add: Effect of warrants, ESOPs and Convertible bonds which are dilutive	-	12,13,762
Weighted average number of equity shares - for diluted EPS	98,55,050	98,55,050
Par value per share	10	10
Earnings per share - Diluted	(4.47)	0.52

**Note 3.9** All the Fixed Assets are assessed at the balance sheet date to check the indication of Impairment of assets as required by AS 28 "Impairment of Assets". None of the indicators are listed in paragraph 8 to 10 of Accounting Standard-28 Issued by the ICAI was found on Assessment.

PARTICULARS	For the year ended 31 March, 2012	For the year ended 31 March, 2011
(Amount ₹)		
<b>Note 3.10 Value of imports calculated on CIF basis</b>		
Raw materials and Packing Material	16,82,651	51,05,969
<b>Note 3.11 Expenditure in Foreign Currency</b>		
Travelling & other expenses	3,50,846	4,77,983
<b>Note 3.12 Earnings in Foreign Exchange</b>		
Export Sales	8,22,39,894	6,60,83,435

**Note 3.13 Segment Reporting**

The Company's business activities fall within single segment viz. Processing of Fruit Products, it has no other primary reportable segment.

**Note 3.14** Deferred tax is recognised, subject to the consideration of prudence, on timing difference being differences between taxable and accounting income that originates in one period and are capable of reversal in one or more subsequent periods. The company has timing differences on account of depreciation giving rise to Deferred Tax Liability (DTL) and also on account of unabsorbed losses, depreciation and other adjustments, which gives rise to Deferred Tax Asset (DTA). As a matter of prudence, the company has recognised the DTA only to the extent of DTL since in the year in which the tax liability would arise, benefit of unabsorbed losses and depreciation would also be available to the company. Accordingly, no adjustments are necessary for the same.

**Note 3.15 Previous year's figures**

The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

AS PER OUR REPORT OF EVEN DATE

For **J.L. BHATT & COMPANY**  
Chartered Accountants  
(Registration No. 101332W)

FOR AND ON BEHALF OF THE BOARD

**YOGESH J. BHATT**  
Partner  
Membership No. 30170

**PRAKASH NAIK**  
MANAGING DIRECTOR

**CHETAN KOTHARI**  
DIRECTOR

For **KOSHAL & ASSOCIATES**  
Chartered Accountants  
(Registration No. 121233W)

**JEETENDRA WALA**  
DIRECTOR

**KOSHAL MAHESHWARI**  
Proprietor  
Membership No. 043746  
Place: Mumbai  
Date : 29th September, 2012.



**TRICOM FRUIT PRODUCTS LIMITED**

**Regd. Office : Gat No.336, 338-341 , Village Andori, Shirval Pandarpur Road,  
Taluka Khandala, District Satara 415 521, Maharashtra.**

**ATTENDANCE SLIP**

18th Annual General Meeting  
(To be handed over at the entrance of the Meeting Hall)

I/We hereby record my presence at the Annual General Meeting held at the Registered Office of the Company at Gat No.336,338-341 , Village Andori, Taluka Khandala, District Satara 415521 on 29<sup>th</sup> December, 2012 at 11.00 AM

Reg. Folio No..... DP ID\*.....

Client ID\* .....

No. of Shares:\_\_\_\_\_

\_\_\_\_\_  
Full Name of the Shareholder  
(in block letters)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
\*\*Full Name of Proxy  
(in block letters)

\_\_\_\_\_  
Signature

\* Applicable for investors holding shares in electronic (dematerialized) form.  
\*\* (To be filled in if the Proxy attends instead of the Member)

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**TRICOM FRUIT PRODUCTS LIMITED**

**Regd. Office : Gat No.336, 338-341 , Village Andori, Shirval Pandarpur Road,  
Taluka Khandala, District Satara 415 521, Maharashtra.**

**PROXY FORM**

18<sup>th</sup> Annual General Meeting  
(To be handed over at the entrance of the Meeting Hall)

Reg. Folio No..... DP ID\*.....

Client ID\* .....

I/We.....of.....  
in the district of .....being a Member/Members of Tricom Fruit Products Limited hereby  
appoint.....  
of..... in the district of .....or  
failing him.....of..... in the district  
of.....as my/our Proxy to attend and vote for me/ us  
on my/our behalf at the Annual General Meeting of Tricom Fruit Products Limited to be held on  
29<sup>th</sup> December, 2012 at 11.00 AM and at any adjournment thereof.

Signed this.....day of.....2012.

Affix Re.1.  
  
Revenue  
Stamp

Signature(s) of the Shareholder(s).....

Signature of Proxy.....

\_\_\_\_\_ **This form must be deposited at the Registered Office of the Company not later than 48  
hours before the time of the Meeting.**

\* Applicable for investors holding shares in electronic (dematerialized) form.

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If undelivered please return to:  
**Sharex Dynamic (India) Pvt. Ltd.**  
Unit : Tricom Fruit Products Limited  
Unit 1, Luthra Ind. Premises,  
Andheri Kurla Road, Safed Pool,  
Andheri (E), Mumbai - 400 072.