



FRESH & HEALTHY ENTERPRISES LIMITED
(A Wholly Owned Subsidiary of CONCOR)

12TH ANNUAL REPORT
(2016-17)

FRESH & HEALTHY ENTERPRISES LTD.

VISION & MISSION

To provide sufficient handling & storage facilities for perishables in India, with a view to reduce/control wastages of perishable food products in India.

Corporate Objectives

- * Eliminating wastage of perishable food products by making available state of the art Cold supply Chain Infrastructure at reasonable cost in the country, thereby saving precious food products & foreign exchange for the country.
- * To be a customer focused, performance driven, result oriented organization, focused on providing value for money to its customers.
- * To maximize productive utilization of resources, deliver high quality services and to be recognized for setting the standards for excellence.
- * To look constantly for new and better ways to provide innovative services. It will aim for customer convenience and satisfaction, learn from its competitors and constantly strive for excellence.
- * To set measurable performance goals to support the objectives and mission of the organization and work as a professional, competent and dedicated team for the organization to achieve excellence in all areas of business and operations.
- * To follow highest standards of business ethics and add social value for the community at large by discharging social obligations as a responsible corporate entity.
- * To maintain absolute integrity, honesty, transparency and fair-play in all its official dealings and strive to maintain high standards of ethics.

FRESH & HEALTHY ENTERPRISES LIMITED
(A Wholly Owned Subsidiary of CONCOR)
COMPANY INFORMATION

BOARD OF DIRECTORS

Shri V. Kalyana Rama
Chairman (w. e. f. 01.10.2016)

Shri Sanjay Swarup
Director
(w. e. f. 27.09.2016)

Dr. P. Alli Rani
Director

Shri P. K. Agrawal, Director
(w. e. f. 01.07.2016)

Shri Sanjeev S. Shah Director
(w. e. f. 02.05.2016)

Major Gen. (Retd.) Raj Krishan Malhotra
(w. e. f. 02.05.2016 to 16.06.2017)

KEY MANAGERIAL PERSONNEL

Shri M. L. Arora, Chief Executive Officer

Shri Umesh K. Behl, Chief Financial Officer

Ms. Suman Lata Khanna, Company Secretary

STATUTORY AUDITORS

M/s Anil Ashok & Associates
New Delhi.

BANKERS

Axis Bank Limited
State Bank of India
Yes Bank Limited

REGISTERED OFFICE

CONCOR Bhawan,
C -3, Mathura Road,
New Delhi – 110076.

FRESH & HEALTHY ENTERPRISES LIMITED
(A Wholly Owned Subsidiary of CONCOR)

12th Annual Report (2016-17)

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10 YEAR FINANCIAL/PHYSICAL PERFORMANCE (YEAR WISE DATA)										Amount (Rs. in Lakhs)	
FINANCIAL PERFORMANCE		2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	As per IND AS 2015-16	As per IND AS 2016-17
S.NO. PARTICULARS											
1	Total Income (including other income)	1,776.85	3,550.49	2,555.84	6,464.95	4,078.68	3,922.97	8,555.89	3,286.47	2343.49	71.07
2	Expenditure (Inc. Increase/decrease in stock)	3,030.99	3,942.45	2,713.99	5,532.18	4,081.91	3,817.57	11,310.07	3,534.47	4089.22	649.61
3	Operating Margin (1-2)	(1,254.14)	(391.96)	(158.15)	932.77	(53.23)	105.40	(2,754.19)	(248.00)	(1,745.73)	(578.54)
4	Interest Expenses	341.84	446.73	381.77	507.68	826.43	692.27	782.71	663.35	307.96	264.97
5	Depreciation	216.97	362.63	366.51	364.08	361.60	360.69	379.19	535.96	536.74	522.13
6	Profit before Tax	(1,810.95)	(1,201.32)	(906.43)	61.01	(1,241.26)	(947.56)	(3,916.08)	(1,447.31)	(2,590.43)	(1,365.64)
7	Profit after Tax	(1,814.30)	(1,204.55)	(906.43)	42.16	(1,222.41)	(947.56)	(3,916.08)	(1,447.31)	(2,590.43)	(1,365.64)
8	Other Comprehensive Income	NA	NA	NA	NA	NA	NA	NA	NA	1.59	(7.99)
9	Total Comprehensive Income for the year (7+8)	NA	NA	NA	NA	NA	NA	NA	NA	(2,588.84)	(1,373.63)
10	Dividend										
11	Profit & Loss Account Balance	(1,833.08)	(3,037.63)	(3,944.06)	(3,901.90)	(5,124.31)	(6,071.87)	(9,987.95)	(11,435.95)	(14,000.78)	(15,374.41)
12	General Reserve/Security Premium			10.62	10.62	10.62	19.03	19.06	95.23	41.33	41.33
13	Term loan	5,072.11	4,836.07	4,212.06	3,588.05	2,964.04					
14	Working Capital loan	1,946.00	2,764.33	3,364.33	2,814.33	4,314.33	8,160.43	7,932.67	4,289.77	3,145.00	3590.00
15	Reserve & Surplus (11+12)	(1,833.08)	(3,037.63)	(3,993.44)	(3,891.28)	(5,113.69)	(6,052.84)	(9,968.89)	(11,340.72)	(13,959.45)	(15,333.08)
16	Fixed Assets (Gross Block)	8,260.57	8,131.51	8,143.16	8,169.23	8,177.23	8,180.73	8,134.51	8,168.39	8061.34	7990.46
17	Sundry Debtors	304.95	464.49	208.50	1,237.16	1,068.96	274.76	551.97	423.71	202.51	166.49
18	Share Capital	3,500.90	3,500.00	4,827.38	4,827.38	4,827.38	7,637.96	7,642.93	14,566.77	14,566.77	14,566.77
19	Capital Employed	8,696.92	8,091.46	8,492.26	8,539.44	2,049.83	1,538.18	(2,355.95)	3,206.05	607.32	(766.31)
20	Government Investment										
21	Net Worth (15+18)	1,666.92	462.37	893.94	936.10	(290.21)	1,538.17	(2,355.96)	3,206.05	607.32	(766.31)
22	Profit before Tax to Capital Employed (6-19)	(0.21)	(0.15)	(0.11)	0.01	(0.61)	(0.62)	1.66	(0.45)	(4.27)	1.78
23	Operating Margin to Capital Employed (3-19)	(0.14)	(0.05)	(0.02)	0.11	(0.03)	0.07	1.17	(0.08)	(2.87)	0.75
24	Profit after Tax to Share Capital (7-18)	(0.52)	(0.34)	(0.19)	0.01	(0.25)	(0.12)	(0.51)	(0.10)	(0.18)	(0.09)
25	Expenditure to Income (2-1)	1.70	1.11	1.06	0.86	1.01	0.97	1.32	1.08	1.74	9.14
26	Number of Employees	31	28	30	33	35	36	37	32	27	25
27	Income per Employee (1-26)	57.38	126.80	85.19	195.91	115.11	108.97	231.24	102.70	86.80	2.84
28	Current Ratio	1.57	1.33	8.37	6.32	0.47	0.50	0.11	0.65	0.12	0.07
29	Debt/Equity Ratio (13+14-21)	4.18	16.44	8.48	6.84	(25.08)	5.31	(3.37)	1.34	5.18	(4.68)
30	PHYSICAL PERFORMANCE (HANDLING OF FRUITS IN MTs)										
	Fruits Handling (in MTs)										
	Opening Stock		3,156,760	2,817,275	1,374,109	914,869	2,878,406	4,573,675		3824,735	
	Procured	10,973,140	7,732,420	2,855,850	9,361,373	7,113,336	6,827,576	11,239,281	8,544,296		
	Sold	7,972,300	8,240,540	4,205,745	9,538,540	5,009,231	4,639,104	15,062,312	4,549,672	3544,563	
	Closing Stock	3,156,760	2,748,560	1,374,109	914,869	2,878,406	4,573,675		3,824,735		

Note 1. Quantities are in MTs

2. Quantities mentioned for 2007-08 & 2008-09 has been converted in 20Kg. Per box to derive quantity in Kg.

3. Excess of 155,920 MT and 99,920 MT in 2007-08 and 2008-09, respectively, is on account of self generation caused by repacking.

4. Shortage of 93,271 MT and 282,073 MT in 2009-10 and 2010-11, respectively, is due to moisture loss, spoilage & Testing of fruits.

5. Shortage of 140,568 MT and 493,203 MT in 2011-12 and 2012-13, respectively, is due to moisture loss, spoilage & Testing of fruits.

6. Shortage of 750,644 MT and 169,869 MT in 2013-14 and 2014-15, respectively, is due to moisture loss, spoilage & Testing of fruits.

7. Shortage of 280,172 MT in 2015-16 is due to moisture loss, spoilage & Testing of fruits.

8. Capital Employed and Net Worth calculated after deduction of preliminary expenses not written off upto 2014-15 and thereafter modified as per IND AS.

9. Debt/Equity Ratio calculated on Term loan and Working Capital loan excluding interest accrued & due.

10. Profit & Loss account balance for the FY 2014-15 has been adjusted due to change in rate of Depreciation.

11. While calculating the Current ratio, non-current & current liabilities/assets has been taken into consideration.

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FRESH & HEALTHY ENTERPRISES LIMITED

(A Wholly Owned Subsidiary of CONCOR)

Chairman's Address

Dear Shareholders,

I have great pleasure in welcoming you to this 12th Annual General Meeting of your Company. The Audited Annual Accounts of the Company for the period ended 31st March, 2017, Directors' Report incorporating remarks/comments of Statutory Auditor, Secretarial Auditor and Comptroller & Auditor General of India along-with replies thereto and Auditors' Report, have already been circulated to you and with your permission, I take them as read.

Keeping in view the losses incurred by the Company year after year despite implementation of various strategic measures, it was agreed that (a) company will not do any purchase/procurement during the year; and (b) leasing model for CA (Controlled Atmosphere) chambers would be followed for the year 2015-16.

Further, Committee of Secretaries (COS) in its meeting held on 13.07.2015 recommended that Ministry of Railways (MoR) may consider the possibility of divesting the Company to the Private sector. However, HSIIDC in their letter in December, 2015 refused to transfer land lease arrangements on which the facility has been constructed to any private entity, thus making divestment not a feasible option.

However, of late number of private parties approached FHEL for taking the facility on rent for general warehousing purposes. Accordingly, a request was again made in Feb., 2017 to HSIIDC for transfer of the land lease in the name of FHEL and change of land use from Cold Chain complex to warehousing purpose. HSIIDC vide their letter of April, 2017 agreed in principle to transfer the land lease in the name of FHEL. Our request for change of land use is under consideration by HSIIDC.

Due to poor apple crop in 2016-17, renting of CA Chambers was very badly hit. Presently, efforts are being made to lease out entire facility to interested parties on long term basis.

Operating turnover of your Company declined from Rs. 22.87 Cr. in F/Y 2015-16 to Rs. 0.46 Cr. in F/Y 2016-17. As on 31.03.2017, accumulated losses of the company stood at Rs. 153.75 Cr.

With respect to Corporate Governance, I would like to mention that your Company is following almost all the guidelines issued by Department of Public Enterprises.

In conclusion, I would like to extend my sincere thanks and deep gratitude to the esteemed Shareholders, Board of Directors and Auditors' for their valuable support, advice and guidance.

Thanking you,

Place : New Delhi

Date : 20.09.2017

(V. Kalyana Rama)

Chairman

FRESH & HEALTHY ENTERPRISES LIMITED (FHEL)
(A wholly owned subsidiary of CONCOR)

Directors' Report

To the shareholders

Your Directors are pleased to present their report on the business and operations of the Company together with the Audited Accounts for the financial year ending 31st March, 2017.

Restructuring of FHEL

Keeping in view the losses incurred by the Company year after year despite Implementation of various strategic measures, it was agreed that (a) company will not do any purchase/procurement during the year; and (b) leasing model for CA (Controlled Atmosphere) chambers would be followed for the year 2015-16.

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However, of late number of private parties has approached FHEL for taking the facility on rent for general warehousing purposes. Accordingly, a request was again made in Feb., 2017 to HSIIDC for transfer of the land lease in the name of FHEL and change of land use from Cold Chain complex to warehousing purpose. HSIIDC vide their letter of April, 2017 agreed in principle to transfer the land lease in the name of FHEL. Our request for change of land use is under consideration by HSIIDC.

Operations & Marketing Review

Due to poor apple crop in 2016-17, renting of CA Chambers was very badly hit. Presently, efforts are being made to lease out entire facility to interested parties on long term basis.

FINANCIAL REVIEW

During the year under review, Operating turnover of your Company registered a decline of 97.96% appx. i. e. from Rs. 22.87 Cr. in F/Y 2015-16 to Rs. 0.46 Cr. in F/Y 2016-17. Cost of Sales decreased by 92.42% appx., from Rs. 37.274 Cr. in F/Y 2015-16 to Rs. 2.823 Cr. In F/Y 2016-17. Further, Employee Benefits Expenses, Finance costs and other expenses for F/Y 2016-17 are Rs. 1.74 Cr., Rs. 2.65 Cr. and Rs. 1.93 Cr., respectively. After providing for depreciation & amortization expenses amounting to Rs. 5.22 Cr., the Company suffered Net Loss of Rs. 13.74 Cr. during F/Y 2016-17 as against Net Loss of Rs. 25.89 Cr. during previous year (2015-16). As on 31.03.2017, accumulated losses of the company stood at Rs. 153.75 Cr.

CAPITAL STRUCTURE

The Authorized Equity Share Capital of the Company stood at Rs. 150 Cr. Issued, Subscribed and Paid up Equity Share Capital of the Company remained Rs. 145.67 Cr. CONCOR continues to hold 100% of the Paid up Equity Share Capital of FHEL, during the financial year 2016-17.

SECURED LOANS

Your Company has not taken any Secured loan during F/Y 2016-17.

UNSECURED LOAN

In order to meet working capital requirement for F/Y 2016-17, your Company entered into an arrangement with CONCOR (holding company) for sanction of unsecured working capital loan of Rs. 4.50 Cr. at an interest rate of 8.51% p.a. Out of sanctioned working capital loan of Rs. 4.50 Cr., your Company had drawn a sum of Rs. 4.00 Cr. as on 31.03.2017.

As on 31.03.2017, total outstanding loan (unsecured) due to holding Company (CONCOR) stood at Rs. 35.90 Cr. (inclusive of Rs. 30 Cr. for F/Y 2014-15, Rs. 1.90 Cr. for F/Y 2015-16 and Rs. 4.00 Cr. for F/Y 2016-17). Apart from this, Company has interest accrued & due on borrowings of Rs. 13.33 Cr. on 31.03.2017.

CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS WITH RELATED PARTIES

As per notification dated 5th June, 2015 issued by Ministry of Corporate Affairs, first and second proviso to sub-section (1) of Section 188 under Chapter XII of Companies Act, 2013, are not applicable to a Government Company in respect of contracts or arrangements entered into with any other Government Company.

During the period ended 31st March, 2017, FHEL's related party transactions were with its holding company CONCOR (A PSU under Ministry of Railways), in ordinary course of business and on arm's length basis. The same are reviewed and approved by the Audit Committee regularly in its meetings.

The details of contracts or arrangements or transactions with Related parties as required under Section 134(3)(h) of Companies Act, 2013, are attached in the prescribed form.

CONTROLLED ATMOSPHERE (CA) STORE

In order to increase the shelf life of fruits and vegetables produced in the Country, Company has a Controlled Atmosphere (CA) Store consisting of three units of 4000 MT capacity each at Rai, Sonapat with total capacity of 12000 MT appx. The facility is fully operational.

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PARTICULARS OF EMPLOYEES

As per notification dated June 5, 2015 issued by the Ministry of Corporate Affairs, Government companies have been exempted to comply with the provisions of Section 197 of the Companies Act, 2013 and corresponding rules of Chapter XIII. FHEL being a Government company is not required to include aforesaid information as a part of the Directors' Report. However during the period under review, the Company had no employees of the category falling under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel).

HUMAN RESOURCE MANAGEMENT

Human resource management function in the organization is designed to maximize employee performance and is an employer's strategic objective. As on 31.03.2017, employee strength of company remained 25 (which includes Regular-23 and two employees deputed by CONCOR). All the employees have high level of motivation to achieve organization's objectives. The company also gives training to employees whenever considered necessary.

INDUSTRIAL RELATIONS

FHEL maintained industrial peace and harmonious relations and no man-days were lost during the financial year. Positive IR has been the goal of HR Department. FHEL provides two way communication, participative culture, open platforms for discussion for ideas and motivation of the employees.

RESERVATION POLICY

FHEL a wholly owned subsidiary of CONCOR, a Central Government Public Sector (PSU), is following all the Presidential Directives and Guidelines as issued by the Government from time to time regarding reservation for SCs, STs, OBCs, Physically Handicapped and Ex-servicemen in letter and spirit. As on 31.03.2017, there were 03-OBC, 02-SC employees.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Fresh & Healthy Enterprises Ltd. (FHEL) prohibits any kind of act of Sexual Harassment at work place and included the acts amounting to Sexual Harassment at Workplace in its Conduct Rules and Certified Standing orders (as certified in 1998) and Discipline & Appeal Rules so as to prohibit any such Act. FHEL constituted an Internal Complaints Committee in the year 2014 to receive and investigate complaints related to "Sexual harassment at workplace" following the guidelines issued by Hon'ble Supreme Court of India in "Visakha Vs. State of Rajasthan". The committee consists of four members including one external member who is practicing advocate in Hon'ble High Court of Punjab & Haryana, Chandigarh. Manager (Fin) & Company Secretary is the Presiding Officer of the committee.

FHEL has 03 female employees out of total 23 employees. The company has created conducive work environment free from any kind of harassment. During the FY 2016-17, no complaint has been received by the Committee.

VIGILANCE

Vigilance Awareness Week was observed in FHEL from 31st October, 2016 to 5th November, 2016. Theme of Vigilance Awareness Week was '**Public Participation in Promoting Integrity and Eradicating Corruption**'. Vigilance Awareness Week was observed with fervor, zeal and enthusiasm and all employees including workers deployed by contractors for various works participated and shown their intention to take preventive measures in order to achieve Government of India's objective to fight with corruption and prevalence of Good Governance all over the country. Banners were also floated in facility in view of Vigilance Awareness Week.

During the Vigilance Awareness Week, 'OATH OF ALLEGIANCE' was administered amongst all the employees/workers and all employees/workers have been advised to be vigilant at all times specially while dealing with official matters and perform their duties diligently.

RESEARCH & DEVELOPMENT (R & D)

Due to change in business model of the Company, no new R & D activities were carried out during the period under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR) AND SUSTAINABLE DEVELOPMENT

Being a loss making entity, FHEL is not mandated to incur any expenditure towards CSR in accordance with the provisions of Companies Act, 2013 and rules made thereunder.

PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars in respect of Conservation of energy, technology absorption are detailed in the Annexure.

There is no Foreign Exchange earning or outgo during the Financial year 2016-17.

RISK MANAGEMENT POLICY

FHEL has identified the possible risks and mitigation plans arising in the operations and other key area of the company. Implementation of risk mitigation/management measures is reviewed by Audit Committee and Board periodically.

AUDITORS

Being a Government Company, the Comptroller & Auditor General of India appointed M/s. Anil Ashok & Associates, Chartered Accountants, Delhi as Company's Statutory Auditors for the F/Y 2016-17. Statutory Auditor is paid remuneration of Rs 1,08,000/- plus Service Tax, as fixed by Board of Directors'.

The Statutory Auditors of your Company have given report on the accounts of the Company for the financial year 2016-17, drawing attention under 'Emphasis of Matter' in respect of sundry debtors and Company's ability to continue as a going concern. Management's replies to the points raised by Statutory Auditor are as under -:

Statutory Auditor's Remarks	Management's Replies
Statutory Auditor Report- Emphasis of Matter 4.1 (A) Note 7 to the financial statement in respect of sundry debtors there is uncertainty related to the outcome of the lawsuit filed against various sundry debtors.	It is stated that 7 cases are subjudice in legal proceedings.
Statutory Auditor Report- Emphasis of Matter 4.1(B) The financial statement which indicates that the Company has accumulated losses and its Net Worth has been fully/ substantially eroded, the Company has incurred a net Loss / net Cash loss during the current year and previous year(s) and, the Company current liabilities exceeded its current assets as at the balance sheet date. These conditions indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note. Our opinion is not modified in respect of these matters.	FHEL is a fully owned subsidiary of CONCOR. It was incorporated in February 2006 with Rs.35 Crores equity capital received from CONCOR, and became operational in the financial year 2008. As on 31.03.2017, the paid up share capital of the company stood at Rs. 145.67 crores. FHEL intends to derive its strength from CONCOR, its holding company & is convinced of long term value in this segment. We are in the process of re-engineering the business and have already applied for conversion from cold storage to normal warehouse to HSIIDC and by this we expect good results and company is likely to become viable.

The comments of the Comptroller & Auditor General (C&AG) of India vide letter no. PDA/RC/RPSU/32-70/FHEL/2017-18/66 dated 07.09.2017 on the Audited Financial Statements of your Company for financial year ended on 31.03.2017 have been received mentioning that on the basis of audit nothing significant has come to knowledge which would give rise to any comment upon or supplement to Statutory auditors' Report. The Report of Statutory Auditor along-with Comments of C&AG on the financial statements of the Company for F/Y 2016-17, are placed elsewhere in the Annual Report.

In accordance with the provisions of Companies Act, 2013 and Rules made there-under, Company has appointed M/s. Kumar Tripathi & Associates, Company Secretaries as Secretarial Auditor, who have conducted Secretarial Audit for F/Y 2016-17. The Report of Secretarial Auditor for F/Y 2016-17 and the Corporate Governance Compliance certificate without any adverse observation/remark, are attached herewith.

BOARD OF DIRECTORS

The Board met 6 (six) times for transacting business of the Company during the financial year 2016-17.

The tenure of Shri Anil Kumar Gupta, Chairman, Shri Arvind Bhatnagar and Shri YashVardhan, Directors, expired on 30.09.2016, 30.06.2016 and 31.08.2016, respectively.

Due to sudden demise, Maj. Gen. (Retd.) Raj Krishan Malhotra, Independent director ceased to be Director on 16.06.2017.

The Board placed on record appreciation for valuable services rendered by past members during their term of Directorship/Chairmanship in FHEL.

Shri V. Kalyana Rama, CMD/CONCOR was appointed as Chairman of the Company w. e. f. 01.10.2016. Further, Shri P. K. Agrawal, Director (DD & HR)/CONCOR & Shri Sanjay Swarup, Director (IM & O)/CONCOR, were appointed as Directors w. e. f. 01.07.2016 & 27.09.2016, respectively.

The following Directors are on the Board till the date of the Report :-

1. Shri V. Kalyana Rama, CMD/CONCOR & Chairman/FHEL;
2. Dr. P. Alli Rani, Director (Finance)/CONCOR & Director/FHEL;
3. Shri P. K. Agrawal, Director (DD & HR)/CONCOR & Director/FHEL;
4. Shri Sanjay Swarup, Director (IM & O)/CONCOR & Director/FHEL;
5. Shri Sanjeev S. Shah, Independent Director/FHEL.

RETIREMENT OF DIRECTORS BY ROTATION

In terms of provisions of the Companies Act, 2013, Dr. P. Alli Rani, Director is liable to retire by rotation and being eligible, offers herself for re-appointment.

DECLARATION BY INDEPENDENT DIRECTORS & SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosure to Board that they fulfill all the requirements as to qualify for their appointment as an independent Director under the provision of the Companies Act, 2013.

A separate meeting of Independent Directors was held on 21.03.2017, which was attended by Shri Sanjeev S. Shah and Major Gen. (Retd.) Raj Krishan Malhotra, Independent Directors. In the said meeting, Independent Directors reviewed inter-alia the performance of non-independent directors, Board as a whole, Chairman and assessed the quality, quantity, timelines of flow of information etc.

PERFORMANCE EVALUATION OF THE DIRECTORS' AND THE BOARD

As required by provisions of Companies Act, 2013, evaluation of performance of directors including that of Independent Directors' and the Board is to be carried out either by the Board or by the Nomination and Remuneration Committee or by the Independent Directors. It also requires disclosure of formulated criteria for performance evaluation in this Report.

In this regard, Ministry of Corporate Affairs, through its notification dated 5th June, 2015 has exempted Government Companies from these provisions. The appointment of Directors of your Company is done by holding company CONCOR, a PSU under Ministry of Railways. Also, performance of the Board of Government Companies is evaluated during performance evaluation of the MOU signed with the holding company, in accordance with guidelines issued by Department of Public Enterprises.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of Companies Act, 2013, Board confirmed that -:

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit and loss of the Company for the year under review;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the directors had prepared the accounts for the financial year ended 31st March, 2017 on a 'going concern' basis;

- (v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (vi) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CODE OF CONDUCT

The Company has adopted CONCOR's Code of Conduct for Board Members & Senior Management of the Company. Link of the Code of Conduct is available on website of the Company i.e. www.fhel.co.in.

Based on the affirmation received from Board Members and Key Managerial Personnel, it is hereby declared that all the members of the Board and Key Managerial Personnel have affirmed compliance of Code of Conduct for the financial year ended on March 31st, 2016.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT

Report on Corporate Governance and Management Discussion & Analysis is enclosed and forms part of Directors' Report.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return for the financial year ended on 31.03.2017, is attached in the prescribed form.

CONCLUSION

Your Company acknowledges the support and understanding extended by Container Corporation of India Limited, Bankers and Auditors of the Company.

For and on behalf of the Board of Directors

Place : New Delhi
Date : 16.09.2017

Sd/-
(V. Kalyana Rama)
CHAIRMAN

Annexure to the Directors' Report

CORPORATE GOVERNANCE REPORT

Fresh & Healthy Enterprises Ltd. (FHEL) is a Wholly Owned Subsidiary of Container Corporation of India Ltd. (CONCOR) to carry on Cold chain business.

COMPANY'S PHILOSOPHY

FHEL's mission is to develop into world class organization using state of the art technologies for procurement, transportation, storage and distribution of fruits and vegetables in the Country. The Company strives to provide value for money to its customers and fulfill aspiration of its stakeholders by providing qualitative and efficient services and to conduct its business according to best principles of good Corporate Governance as indicated by the disclosures given in the Annexure.

BOARD OF DIRECTORS

CMD/CONCOR is the ex-officio Part-time Chairman on the Board of FHEL and all other members of Board are nominated / appointed by CONCOR.

As on 31.03.2017, Board of Directors' of the Company comprises of Six Part-time Directors including a Chairman (Ex-officio), one Women Director and two Independent Directors.

The Board met six times for transacting business during the financial year 2016-17 on the following dates :-

<u>Board Meeting No.</u>	<u>Board Meeting Dates</u>
59	17 th May, 2016
60	27 th July, 2016
61	3 rd Oct., 2016
62	11 th Nov., 2016
63	16 th Jan., 2017
64	7 th Feb., 2017

The Company has adopted CONCOR's Code of Conduct for Board Members & Senior Management of the Company. The link of same is available on website of company i.e. www.fhel.co.in.

Based on the affirmation received from Board Members and Key Managerial Personnel, it is hereby declared that all the members of the Board and Key Managerial Personnel have affirmed compliance of Code of Conduct for the financial year ended March 31st, 2017.

The Composition of Directors, attendance at the Board Meetings during the year 2016-17 and the last Annual General Meeting, the number of other directorships, chairmanship and committee memberships (as provided) are given below :-

Sl. No.	Category of Directorship	Name of Director	No. of Board Mgs Attended	Atten- Dance At last AGM	No. of Other Committee Membership / Chairmanship	No. of Other Directorship / Chairmanship	No. of Other Directorship / Chairmanship
(I)	Part-time Executive Chairman						
1.	Chairman & Managing Director/ CONCOR	Sh. V. Kalpana Rama* (DIN : 07201556)	Four	Yes	One	Four	Three
(II)	Part-time /Non-Executive Directors	Sh Arul Kumar Gupta** (DIN : 00066328)	Two	Yes	One	Three	Two
2.	Dic. (Finance)/CONCOR	Dr. P. Alli Rani (DIN : 02305257)	Six	Yes	Thirteen	Nine***	Three
3.	Director (Dom. & HR)/CONCOR	Shri P. K. Agrawal \$ (DIN 07557080)	Five	Yes	Two	Four	Nil
4.	Dic. (IM & Ops)/CONCOR	Shri Arvind Bhamagar \$\$ (DIN : 03564703)	One	N. A.	One	Four	Nil
		Sh. Sanjay Swarup@ (DIN : 05159435)	Four	N. A.	Four	Six	Nil
(III)	Part-time Non-Executive Directors (Independent)	Sh. Yash Vardhan@@ (DIN : 01842119)	Two	Yes	Three	Five	One
5.	Director	Shri Sanjeev S. Shah^ (DIN : 00323163)	Six	Yes	Seven	Five	Nil
6.	Director	Maj. Gen. (Retd.) Raj Krishan Malhotra^ (DIN : 07483272)	Six	Yes	Ten	Four	Nil

* Appointed w. e. f. 01.10.2016.
 ** Tenure was upto 30.09.2016. Details of other Directorship/Chairmanship, Other Committee Membership/Chairmanship are as per disclosures made last year.
 *** Appointed as Director in two companies on 27.10.2016 and one more company on 30.11.2016. Ceased to be Director in two companies on 27.10.2016.
 \$ Appointed w. e. f. 01.07.2016.
 \$\$ Tenure was upto 30.06.2016.
 @ Appointed w. e. f. 27.09.2016.
 @@ Tenure was upto 31.08.2016.
 ^ Appointed w. e. f. 02.05.2016.

KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Companies Act, 2013, following officials are the Key Managerial Personnel -:

Shri Mohan Lal Arora, Chief Executive Officer;
Shri Umesh Behl, Chief Finance Officer;
Ms. Suman Lata, Manager (Fin) & Company Secretary.

MEETING OF INDEPENDENT DIRECTORS

A separate meeting of Independent Directors was held on 21.03.2017 without the presence of non-independent directors and members of management. The meeting was attended by both the Independent Directors. In the said meeting, Independent Directors reviewed inter-alia the performance of non-independent directors, Board as a whole, Chairman and assessed satisfactory quality, quantity, timelines of flow of information, compliance of regulatory requirements etc.

AUDIT COMMITTEE

Audit Committee comprised of the following members -:

Shri Sanjeev S. Shah, (w. e. f. 02.05.16)	- Chairman
Maj. Gen. (Retd.) Raj Krishan Malhotra (w. e. f. 02.05.16)	- Member
Dr. P. Alli Rani	- Member

Ms. Suman Lata, Manager (Fin) & CS is the Secretary of the Committee.

The Committee met 5 (Five) times during the financial Year 2016-2017 on 17.05.2016, 27.07.2016, 03.10.2016, 11.11.2016 and 07.02.2017.

The details of the attendance of the members in the Committee meetings held during F/Y 2016-17 are as under -:

S. No.	Name of Members	No. of Committee Meetings Attended
1.	Shri Sanjeev S. Shah	Five
2.	Major Gen. (Retd.) Raj Krishan Malhotra	Five
3.	Dr. P. Alli Rani	Five

The Committee reviews the Company's Annual / quarterly financial Results before submission to the Board. The Committee attempts to ensure that decision making in the company is objective and that there are adequate internal controls to ensure efficient realization of revenue, and due propriety of expenditure.

NOMINATION AND REMUNERATION COMMITTEE

FHEL has a Committee of Board viz. Nomination and Remuneration Committee (NRC) comprised of the following members -:

- | | |
|--|----------------------------------|
| (i) Shri Sanjeev S. Shah | - Chairman |
| (ii) Major Gen. (Retd.) Raj Krishan Malhotra | - Director |
| (iii) Shri Arvind Bhatnagar | - Director (Till 30.06.2016) |
| (iv) Shri P. K. Agrawal | - Director (w. e. f. 01.07.2016) |

During the Financial Year 2016-17, One meeting of 'Nomination & Remuneration Committee' was held on 03.10.2016. Details of attendance at the meetings are as under -:

S. No.	Name of Members	No. of Committee Meetings Attended
1.	Shri Sanjeev S. Shah	One
2.	Major Gen. (Retd.) Raj Krishan Malhotra	One
3.	Shri P. K. Agrawal	One

As per notification dated 5th June, 2015 issued by Ministry of Corporate Affairs, Government Companies have been exempted to comply with the provisions of sub-sections (2), (3) & (4) of Section 178 of Companies Act, 2013 except with regard to appointment of Senior management and other employees. Thus, FHEL is not required to comply with the laid down requirements in respect of Directors. Being a wholly owned Subsidiary of Container Corporation of India Ltd. (Govt. Company), appointment/nomination of all the Directors is done by CONCOR (holding company). The Committee reviews and recommends to Board for confirmation of appointment of Key Managerial Personnel.

No remuneration is paid to functional Directors of holding Company nominated/appointed by CONCOR in FHEL. They draw their remuneration from CONCOR as per IDA Pay Scales and terms & conditions determined by Govt.

In respect of meetings held before 03.10.2016, Part-time non-executive directors (independent) were paid sitting fee of Rs. 20,000/- for each meeting of the Board or Committee thereof attended by them, except Rs. 10,000/- for attending meeting of Nomination and Remuneration Committee apart from reimbursement of expenses for participating in the Board and other meetings. From 03.10.2016, Part-time Independent Directors are being paid Sitting fee of Rs. 40,000/- for attending each Board and Audit Committee meeting and Rs. 30,000/- per meeting for attending any other Committee meeting, apart from reimbursement of expenses for participation in the Board and other meetings, subject to approval of members of the Company.

The details of sitting fee paid during F/Y 2016-17 to Part-time non-executive (Independent) Directors, for attending meetings of Board of Directors and Committee thereof, are given below -:

S. No.	Name of Directors	Rs. in Lakhs@
1.	Shri Sanjeev S. Shah	4.20
2.	Major Gen. (Retd.) Raj Krishan Malhotra	4.20

@ excluding service tax.

SUBSIDIARY COMPANY

FHEL is a Wholly Owned Subsidiary Company of CONCOR and its turnover or net worth is less than 20% of turnover or net worth, respectively of CONCOR (Holding Company). The Company is following Corporate Governance Guidelines and has two Independent Directors of BOD of CONCOR in its Board, Audit Committee and Nomination and Remuneration Committee. Independent Director is also designated as the Chairman of Audit Committee and Nomination & Remuneration Committee. The Company also follows the practice of putting up of Minutes of Board Meetings of FHEL to the BOD of Holding Company, viz. CONCOR.

GENERAL BODY MEETINGS

Details of location, time and date of last three AGMs are as under :

<u>AGM Date</u>	<u>Location</u>	<u>Time</u>
27.07.16	Conference Hall, Container Corporation of India Ltd. C-3, Mathura Road, New Delhi – 110076.	17:00 Hrs.
31.08.15	-----Do-----	11:00 Hrs..
02.09.14	-----Do-----	10:30 Hrs.

AGM of Current Year

Date : 20th Sept., 2017
 Time : 11 A.M.
 Venue : Conference Hall,
 CONCOR Bhawan,
 C-3, Mathura Road,
 New Delhi - 110076.

DISCLOSURES

- (i) During the year, there was no transaction of material nature with the directors or their relatives that had potential conflict with the interest of the company.
- (ii) There were no instances of penalties / strictures imposed on the Company by any statutory authority due to non-compliance on any matter related to any guidelines issued by Government during the last three years.

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- (iii) In terms of Corporate Governance Guidelines & to adopt best practices therein, the Company has 'Whistle Blower Policy' in place.
- (iv) Your Company has filed report on Corporate Governance in specified format to CONCOR (holding company) & DPE within stipulated time.
- (v) Compliance with the requirement of these guidelines are detailed in this report
- (vi) FHEL has been following Presidential Directives and Guidelines issued by the Govt. of India from time to time regarding reservation of SCs, STs, OBCs, Physically Handicapped & Ex-Servicemen in letter and spirit.
- (vii) No Expenditure has been debited in the Books of Accounts, which is not for the purpose of business.
- (viii) The Company has not incurred any expense which is personal in nature and incurred for the Board of Directors and Top Management.
- (ix) Details of Administrative and office expenses as percentage of total expenses :-

<u>Fin. Year</u>	<u>Admn. & Office Exp.</u> <u>(Rs. in Lakhs)</u>	<u>Total Expenses</u> <u>(Rs. in Lakhs)</u>	<u>Percentage of Admn.</u> <u>& Office Expenses</u> <u>Vis-à-vis Total</u> <u>Expenses</u>
2016-17	193.48	1436.71	13.47%
2015-16	183.94	4933.92	3.73%

- (x) Transactions with related parties as per requirements of Accounting Standards issued by the Institute of Chartered Accountants of India are disclosed in relevant notes to the Balance Sheet of the Company.
- (xi) The Company has an adequate risk assessment and minimization plan. Certificate of compliance of applicable laws, is being placed before the Board.

MEANS OF COMMUNICATION

Financial Results : The Annual Report and quarterly un-audited financial results are regularly posted by the Company on its website.

Annual Report : Annual Report containing inter-alia Audited Annual Accounts, Directors' Report, Auditors' Report and other information, is circulated to members and others entitled thereto. Management Discussion & Analysis report forms a part of the Annual report.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name	Date of Birth	Date of appointment	Qualifications	Expertise in specific functional areas	List of Other Companies in which Directorship Held	Details of Other Committee Membership
Sh. V. Kalyana Rama	28.09.1963	01.10.2016	B. Tech (Mech.), ICWA	Ex-Railway officer having wide experience in the field of Engineering, System design, Railways & multi modal logistics operation and Project Planning and Commissioning.	Four*	One**
Dr. P. Alli Rani	15.05.1960	09.07.2009	M.A., M. Phil. (Economics) MBA (Finance), MBA (Marketing) PhD in Economics	Ex-Railway officer, worked in Railway Finance and Telecom Finance for 23 years.	Nine@	Thirteen@@
Shri P. K. Agrawal	20.01.1963	01.07.2016	M. A., LLB., MBA (Finance)	Experience of more than 17 years on various important assignments, both at Divisional and Zonal Headquarter level covering operations, commercial, marketing and safety of Indian Railways.	Four#	Two##
Shri Sanjay Swarup	01.08.1966	27.09.2016	B. E. (Hons.) Electronics & Communication from IIT Roorkee and PG Diploma (MBA) in Public Policy & Management from IIM Bangalore.	Rich experience in Railway Operations, Commercial, Safety and I. T. Also expertise in design, operations, marketing and management of Container Terminals in India.	Six^	Four^^

- * 1. M/s. Container Corporation of India Ltd. as Chairman and Managing Director 2 .M/s.CONCOR Air Limited as Chairman 3. M/s. SIDCUL CONCOR Infra Co. Ltd. as Vice Chairman and 4. M/s. TCI-CONCOR Multimodal Solutions Pvt. Ltd. -
- ** Chairman of CSR Apex Committee in Container Corporation of India Ltd.
- @ 1.M/s. Container Corporation of India Ltd. 2. M/s. CONCOR Air Limited 3. M/s. Albatross Inland Ports Pvt. Ltd. 4. M/s. Gateway Terminals India Pvt. Ltd. 5. M/s. Angul Sukinda Railway Ltd 6. M/s. SIDCUL CONCOR Infra Company Ltd. – ceased on 27.10.16, 7. M/s. Punjab Logistics Infrastructure Ltd. – ceased on 27.10.16.
- @@ 1. Member of Share Transfer Committee, Stakeholders Relationship Committee, Risk Management Committee in Container Corporation of India Limited 2. Member of Audit Committee and CSR Committee in CONCOR Air Ltd, 3. Chairperson of Audit Committee and CSR Committee in M/s. Albatross Inland Ports Pvt. Ltd., 4. Member of Audit Committee in Gateway Terminals Pvt. Ltd. 5. Member of Private Freight Terminal (PFT) Committee and Special Committee on TATA New Line Proposal in M/s. Angul Sukinda Railway Ltd.
- # 1. Container Corporation of India Ltd. 2. TCI-CONCOR Multimodal Solutions Pvt. Ltd. 3. CONCOR Air Ltd. 4. Punjab Logistics Infrastructures Ltd
- ## 1. Member of CSR Committee and Risk Management Committee in Container Corporation of India Ltd.
- ^ 1. Container Corporation of India Ltd. 2. Himalayan Terminals Pvt. Ltd. 3. Container Gateway Ltd. 4. SIDCUL CONCOR Infra Company Ltd. 5. Gateway Terminals India Pvt. Ltd. 6. India Gateway Terminal Pvt. Ltd.
- ~ 1. Member of Stakeholder Relationship Committee and Risk Management Committee in CONCOR, 2. Member of Audit Committee in Himalayan Terminals Pvt. Ltd., Birgunj, Nepal and 3. Member of Audit Committee in SIDCUL CONCOR Infra Company Ltd.

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry Structure & Developments :

Food/Agriculture and medical sectors are perhaps most important for the mankind and any country. Accordingly, Food/Agri Sector is on priority list of present Indian government as well. In the Agri sector, Fruits and Vegetables segment holds a prominent position. India is a largest producer of vegetables and second largest producer of fruits in the world, Rs. 2,00,000 crores plus. This in itself is a proof that Fruits and Vegetables sector and businesses dealing with it hold immense business potential. As per data available, nearly, 18% of the total Fruits and Vegetables production valuing approx. Rs. 36,000 crores plus perishes every year due to non-availability of appropriate and adequate cold chain infrastructure in the country. Hence, presents an excellent business opportunity.

Though, Fruits and Vegetables sector has its own challenges. Fruits & Vegetable business in India is almost entirely in the unorganized sector. The farm sizes are small and traditionally growers either bring their produce to nearby markets/ mandies or send the produce to commission agents for sale. All the players in the supply chain growers, commission agents, other middlemen and retailers, are totally unorganized. In recent past a few retail chains are also moving slowly and are developing formats which can generate profits. Due to the perishable nature of the commodity, the emphasis on fresh produce in retail chains is very low and this also is bought from nearby mandies only. Further, the country lacks Cold Chain infrastructure and therefore, generally during the season we see glut in the market & prices dip to unsustainable levels. All factors mentioned above lead to losses of produce.

Most of the Cold Store facilities available are suitable and used for Potato Storage. There is a gap with respect to availability of state of the art Cold Chain Infrastructure & Knowledge of Storage of other Fruits & Vegetables. This presents both a problem & an opportunity in this sector.

FHEL is one of the first companies who had invested in specialized CA Store for storage of apples. Encouraged by the suitability of technology and associated benefits, private sector has seized the opportunity and invested heavily in setting up of CA Stores in the country. In last 10 years, many facilities have come up in Delhi NCR and in apple growing states of Himachal Pradesh and Jammu & Kashmir. As on date the estimated CA Storage capacity in the country is 1.5 lac MT approx. This exponential increase in the capacity has resulted in rather stunted growth of imported apples, thereby, conserving precious foreign exchange for the country. Despite all these developments the import of apples is still increasing exhibiting further growth potential of CA storage in the country.

2. **Strength & Weakness :**

Strengths :-

- a) Fruits & Vegetable market in India is huge (approx. Rs. 2,00,000 Crore +) & high percentage (i.e. 18%) of perishability holds tremendous business potential for Cold Chain Infrastructure segment.
- b) The increase in the disposable income in hand of the consumer has led to year round demand for apples and hence larger demand for CA Storage.
- c) Being in operation for last 9 years the target customers are reasonably sure of our storage facility.
- d) Being a PSU, the transparent and uniform policies and dealings with all leads to better confidence among the clients.
- e) There is huge latent demand for quality produce, as country is importing large quantities of Fruits.
- f) High Margins in this trade are possible, resulting in higher demand potential.

Weaknesses :-

- a) The sector is highly unorganized.
- b) Smaller players like growers are not able to reap the benefit of long term CA Storage due to poor financial risk taking capacity.
- c) The design and storage format of the CA store also dissuade small clients and lot wise storage / withdrawal of the fruit which is the practice in the market.
- d) Lack of storage cost bearing potential of other Fruits and Vegetables and also the other products like rice, grains etc.
- e) Lack of knowledge of Pre-Harvest care and Post-Harvest Management among the clients leading to lesser interest in storing other products.
- f) Retail Chains have not come up as expected and so organized distribution is not possible.
- g) The trade is by & large on credit to stakeholders who do not have bankable credentials.

3. **Opportunity & Threats :**

Opportunities :-

- a) The proven results of apple storage in CA Stores in last 9 years has led to increased storage and the number of clients and hence bigger business opportunity.

- b) Improved living standards have led to higher and round the year demand of fruits in the country and hence increased emphasis on long term storage of Fruits and Vegetables.
- c) Since every year fruit imports is growing impressively, it shows customers are preferring quality fruit and thus organized business can make a significant contribution.

Threats -:

- a) High Capital cost leading to high rental rates.
- b) Big investments made by private sector parties, like commission agents, growers etc, by making both backward and forward linkages leading to shortening of the supply chain.
- c) Non- availability of trained Manpower.
- d) Increasing competition from Private player who have set up CA store in last few years.
- e) Unethical practices of differential pricing adopted by the private player.
- f) Nimbleness of private player by adapting to newer conditions like poor crop, glut in the market, negotiating with big clients etc.
- g) Offering bigger basket of services to the clients like free space for packing, extended credit period to the clients on the basis of their goodwill etc.

4. Segment-wise or Product-wise Performance

The Company is dealing in logistics of fresh fruits. All the activities of the Company revolve around this business and all the operations are in India. As such, there is no other reportable segment defined by Accounting Standard AS-108 related to Operating segment.

5. Internal Control Systems and their Adequacy :

The Company has in place well defined roles, responsibilities and authorities for employees at various levels. This coupled with robust internal MIS systems, ensures appropriate information flow to facilitate effective monitoring. Adherence to these processes is monitored through frequent internal audits. The Company has internal audit system that requires internal audit firm to certify the appropriateness of internal controls in operation and checks deviations from laid down procedures. The Internal Auditor is the external firm directly reporting to management at higher level, thus ensuring its independence. Reports of internal auditor are reviewed and compliances are ensured.

6. SECURED LOANS

Your Company has not taken any Secured loan during F/Y 2016-17.

7. UNSECURED LOAN

In order to meet working capital requirement for F/Y 2016-17, your Company entered arrangement with CONCOR (holding company) for sanction of unsecured working capital Rs. 4.50 Cr. at an interest rate of 8.51% p.a. Out of sanctioned working capital loan of Rs. 4. your Company had drawn a sum of Rs. 4 Cr. on 31.03.2017.

As on 31.03.2017, total outstanding loan (unsecured) due to holding Company (CONCOR) at Rs. 35.90 Cr. (inclusive of Rs. 30 Cr. for F/Y 2014-15, Rs. 1.90 Cr. for F/Y 2015-16 and Cr. for F/Y 2016-17). Apart from this, Company has interest accrued & due on borrowings 13.33 Cr. on 31.03.2017.

8. Fixed Assets

<u>Year Ended March 31</u>	<u>2017</u>	<u>2016</u>	<u>(Rs. in Cr.)</u> <u>%age Incr. (Decr.)</u>
Original Cost of Assets	79.90	80.61	(0.88)
Less : Accumulated Dep.	39.00	34.15	14.20
Net Fixed Assets	40.90	46.46	

9. Inventory

As on 31.03.2017, there was no closing stock of fruits in FHEL.

10. Trade Receivables

Trade receivables are 356.51% of operating income of the year.

11. Cash & Cash Equivalent

The Company keeps available cash in flexi Deposits with Banks.

12. Income

Income from operations has decreased by 97.96% over F/Y 2015-16.

13. Cost of Sales

Cost of Sales has decreased by 92.42% appx. over F/Y 2015-16.

14. Other Expenses

Other expenses have increased by 5.19% over F/Y 2015-16.

15. Employee Remuneration

The Employee Cost has decreased by 2.32% in comparison to last year.

16. Material Developments in Human Resources, Industrial Relations Front, including number of people employed

Human resource management function in the organization is designed to maximize employee performance and is an employer's strategic objective. As on 31.03.2017, employee strength of company remained 25 (which includes Regular-23 and two employees deputed by CONCOR). All the employees have high level of motivation to achieve organization's objectives. The company also gives training to employees whenever considered necessary.

FHEL maintained industrial peace and harmonious relations and no man-days were lost during the financial year. Positive IR has been the goal of HR Department. FHEL provides two way communication, participative culture, open platforms for discussion for ideas and motivation of the employees.

FHEL a wholly owned subsidiary of CONCOR, a Central Government Public Sector (PSU), is following all the Presidential Directives and Guidelines as issued by the Government from time to time regarding reservation for SCs, STs, OBCs, Physically Handicapped and Ex-servicemen in letter and spirit. As on 31.03.2017, there were 03-OBC and 02-SC employees.

17. Environment Protection and Conservation, Technological Conservation, Renewable Energy Developments, Foreign Exchange Conservation

Environmental protection and conservation, Technological conservation:

The company recognizes the vital importance of providing safe and healthy working environment and it complies with relevant statutory requirement w.r.t Occupational Health and safety within India.

The company believes sound environmental management enhances our competitive strength and benefits by contributing to the overall environment and economical well being of the communities we serve.

Measures taken for environmental protection and conservation:

The company has facility for **rainwater harvesting pits** at the CA Store, Rai where all the rain water collected (on roof top of the store and pavement) is re-charged to the ground.

Air pollution is arrested by proper installation of chimney of DG Sets as per the norms of Pollution control board.

Sound pollution of DG Sets is avoided by proper installation of Insulated canopy.

Disposal of sewer is made to the HSIIDC sewer treatment plant, thereby causing no **ground pollution**.

Water conservation is achieved by using electronic controllers for avoiding overflow of 442KL water tanks and timely detection and rectification of water leakages.

Foreign Exchange Conservation :

FHEL is one of the first companies who had invested in specialized CA Store for storage of apples. Encouraged by the suitability of technology and associated benefits private sector has seized the opportunity and invested heavily in setting up of CA Stores in the country. In last 10 years many facilities have come up in Delhi NCR and in apple growing states of Himachal Pradesh and Jammu & Kashmir. As on date the estimated CA Storage capacity in the country is 1.5 lac MT approx. Despite all these developments the import of apples is still increasing exhibiting further growth potential of CA storage in the country.

18. Outlook :

- (i) India is a huge country and the market for quality fruit & vegetables is growing rapidly. India is the second largest producer of Fruits & Vegetables in the world and this business is in excess of nearly Rs. 2,00,000 Crores. Out of this nearly 18% worth of fruit & vegetables perish due to lack of Cold Chain Infrastructure and lack of organized distribution and marketing. Hence the opportunity available is huge.
- (ii) The country is prospering, leading to higher disposable income available in common man's hand. This has fueled the demand for healthier food products like Fruits and Vegetables round the year, leading to higher demand for cold chain infrastructure across the country.
- (iii) Increasing trend exhibited by the import of Fruits and Vegetables.

- (iv) Encouragement to FDI. The foreign companies are bringing the latest knowhow in the country thereby creating newer business opportunity.

19. Risks & Concerns :

FHEL has identified the possible risks arising in the key areas of the company and also formulated risk management /mitigation measures.

Major risks involved are -:

- (i) The business is dependent on weather conditions, particularly rainfall. It can be adversely impacted with hail storm during pre-harvest period.
- (ii) Unorganized nature of the trade.
- (iii) Un-economical small farm holdings
- (iv) Lack of trained manpower
- (v) Local competition
- (v) Unethical practices adopted by private players.
- (vi) Differential pricing vis a vis transparent and uniform policy adopted by PSU's.

Implementation of risk mitigation/management measures is reviewed by Audit Committee and Board periodically.

20. Corporate Social Responsibility (CSR)

Being a loss making entity, FHEL is not mandated to incur any expenditure towards CSR in accordance with the provisions of Companies Act, 2013 and rules made thereunder.

21. Cautionary Statement

Statements in the Directors' Report and Management Discussion & Analysis, describing the Company's objectives, projections and estimates, expectations, predictions etc. may be "forward looking statements" within the meaning of the applicable laws and regulations. Forward looking statements contained herein are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the forward-looking statements. Actual results, performances or achievements may vary materially from those expressed or implied due to economic conditions, Government policies and other incidental factors such as litigation and industrial relation, Readers are cautioned not to place undue conviction on the forward looking statements.

Annexure to Directors' Report

A. CONSERVATION OF ENERGY

- (i) The details of various measures taken during the year under various heads of Energy Conservation are as follows -:

1. POWER CONSUMPTION FOR REFRIGERATION AND AIR CONDITIONING, AUXILIARY UNITS

- (a) Energy Saving Screw Compressors and Chillers have been installed and used for refrigeration of CA Store, Processing Area Air Conditioning and Office building. Also, Variable frequency drives (VFDs) have been used for Refrigeration compressors, Cooling coil fan motors (312 motors), Air cooling unit fan motors for Air-conditioning (51 motors), Cooling tower fan motors (6 motors), Carbon dioxide scrubbers (12 motors).
- (b) Cooling towers and Condenser water pumps are operated based on ambient conditions and actual requirement.
- (c) Optimization of Running of refrigeration compressors and air conditioning system.
- (d) Cleaning and replacement of air filters for air compressors, nitrogen generator compressors and diesel generators.

2. Lighting :

Energy Conservation in lighting is achieved by use of Energy efficient tube lights for entire plant, use of CFL's for office building, use of electronic ballasts, cleaning of light fittings for optimum utilization of light illumination and lighting voltage optimization. During the year special care was taken to ensure that lights operated only in areas where it was required. Area identified and implemented were External lighting, utility area, corridors, sorting hall, packing hall, machine room, and office building.

3. Heat energy :

Loss/Gain of heat energy in the cold room is prevented by optimum thermal insulation thickness for stores and cladding for pipe lines for minimal heat loss/ gain, cleaning of chilled water tubes, condenser water tubes and Minimum Infiltration of external Air to Cold Store and processing area by proper sealing of incoming and exit gates.

4. Fuel oil :

By regular and proper preventive maintenance and calibrations of components of diesel generators, minimum fuel consumption is ensured. By putting off Nitrogen Generator plant, forklifts and stacker charging, the load on the DG is reduced and these equipment are run when power supply is available from electricity Boards.

5. Water for cooling towers and processing :

Water conservation is achieved by use of electronic controllers for avoiding over flow for 442 KL water tanks, re-use of processed water, waste water and fruit washing water for horticulture and timely detection and rectification of water leakages.

6. Battery chargers for material handling equipments and other purposes:

Chargers are installed with automatic low current charging devices for energy saving.

Impact of measures taken for Energy Conservation

As per the decision of the management, FHEL changed its business model from procurement, storage & sale of apples to leasing of CA space. As the crop has been exceptionally poor in 2016, the demand for CA space has been poor/negligible. Due to this, plant was not operated. However, to conserve resources varied measures are being taken to reduce the electricity consumption. The electricity expenses for F/Y 2015-16 was of Rs. 1.98 Cr. & that in F/Y 2016-17 was Rs. 0.63 Cr.

(ii) The steps taken by the company for utilizing alternate sources of energy:- NIL

(iii) The capital investment on energy conservation on equipments:- NIL

B. Technology absorption

(i)	Efforts made towards technology absorption.	Due to changed business model of FHEL, no efforts were made towards technology absorption.
(ii)	The Benefits derived like product improvement, cost reduction, product development, and import substitution.	Due to changed business model no direct benefits are derived to the company however storage in CA is helping the concerned parties/buyers.
(iii)	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished (a). Details of Technology imported (b). Year of import (c). Whether the technology been fully absorbed (d) If not fully absorbed, areas where absorption has not taken place and reasons therefore.	NA NA NA NA
(iv)	Expenditure incurred on R & D (i) Capital (ii) Recurring (iii) Total (iv) Total R & D expenditure as a percentage of turnover	Nil Nil Nil Nil

FORM No. AOC-2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the company with the related parties referred to in sub-section (1) of section 188 of the companies Act, 2013 including certain arms-length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:-

S. No.	Name of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of contracts/arrangements/transactions	Salient features of contracts/arrangements, including value, if any	Justification for entering into such contracts/Arrangements/transactions	Date of approval by the Board/Audit committee	Amount paid as advances, if any	Date on which special resolution was passed in general meeting u/s 188(1)(h)
				NIL				

2. Details of contracts or arrangements or transactions at arm's length basis:-

S. No.	Name of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of contracts/arrangements/transactions	Salient features of contracts/arrangements, including value, if any	Date of approval by the Board/Audit committee	Amount paid as advances, if any	Date on which special resolution was passed in general meeting u/s 188(1)(h)
1	Container Corporation of India Ltd. (Holding Company)	Unsecured Working Capital Loan taken	270 days from the date of sanction of loan.	Sanctioned an amount of Rs.4.50 crore with an interest 8.51% p.a. Out of which Rs.4.00 crore has been withdrawn.	184 TH CONCOR's BOD Meeting Held on 09/08/2016 & Agreement Dt:12.09.2016	N/A	N/A

2	Container Corporation of India Ltd. (Holding Company)	Interest on Loan	-	An amount of Rs.2,64,96,923/- due during the F.Y. 2016-17.	-	N/A	N/A
3	Container Corporation of India Ltd. (Holding Company)	Interest Paid	-	An amount of Rs.25,33,752/- paid during the F.Y. 2016-17	-	N/A	N/A
4	Container Corporation of India Ltd. (Holding Company)	TDS deducted on interest on loan	-	An amount of Rs.28,95,875/- deducted during the F.Y. 2016-17	-	N/A	N/A
5	Container Corporation of India Ltd. (Holding Company)	Lease Rent on Plastic Bins	-	An amount of Rs.80,32,819/- due on account of lease rent of plastic bins during the F.Y. 2016-17	-	N/A	N/A
6	Container Corporation of India Ltd. (Holding Company)	Lease Rent on Plastic Bins paid	-	An amount of Rs.27,70,688/- paid on account of lease rent of plastic bins during the F.Y. 2016-17.	-	N/A	N/A
7	Container Corporation of India Ltd. (Holding Company)	TDS deducted on lease rent of plastic bins	-	An amount of Rs.1,70,573/- deducted on account of TDS during the F.Y. 2016-17.	-	N/A	N/A
8	Container Corporation of India Ltd. (Holding Company)	Paid on account of sale of Damaged CONCOR Bins	-	An amount of Rs.38,100/- paid on account of sale of damaged CONCOR Bins during the F.Y. 2016-17	-	N/A	N/A
9	Container Corporation of India Ltd. (Holding Company)	Paid on account of CONCOR Bins	-	An amount of Rs.41,986/- paid on account of CONCOR bins recovered from the customers during the F.Y. 2016-17	-	N/A	N/A

10	Container Corporation of India Ltd. (Holding Company)	Paid on account of Administrative Expenses.		An amount of Rs.9,073/- paid on account of Administrative Expenses (Advertisement) during the F.Y.2016-17		N/A	N/A
11	Container Corporation of India Ltd. (Holding Company)	Paid on account of Travelling Expenses		An amount of Rs.65,557/- paid on account of Travelling expenses (Directors) during the F.Y.2016-17		N/A	N/A
12	Container Corporation of India Ltd. (Holding Company)	Paid on account of Regional provident Fund Commissioner		An amount of Rs.26,611/- paid on account of Regional Provident Fund Commissioner during the F.Y. 2016-17		N/A	N/A
13	Container Corporation of India Ltd. (Holding Company)	Balance of Unsecured loan at the end of F.Y.2016-17	-	Rs.35,90,00,000/-		N/A	N/A
14	Container Corporation of India Ltd. (Holding Company)	Interest Accrued & due at the End of F.Y. 2016-17	-	Rs. 13,32,81,032/-		N/A	N/A
15	Container Corporation of India Ltd. (Holding Company)	Balance of Lease Rent of Plastic Bins	-	Rs.50,91,558/-		N/A	N/A
16	CONCOR Air Ltd. (Fellow Subsidiary)	Balance from CONCOR Air Ltd. on account of Administrative Expenses	-	Rs.21,655/-		N/A	N/A

17	Container Corporation of India Ltd. (Holding Company)	Outsta ing Other Liabilities		Rs.28,42,053/		N/A	N/A
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FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U51909DL2006GOI145734
2.	Registration Date	01.02.2006
3.	Name of the Company	M/S. FRESH & HEALTHY ENTERPRISES LIMITED (A WHOLLY OWNED SUBSIDIARY OF CONTAINER CORPORATION OF INDIA LTD.)
4.	Category/Sub-category of the Company	GOVERNMENT COMPANY
5.	Address of the Registered office & contact details	CONCOR BHAWAN, C - 3, MATHURA ROAD, NEW DELHI - 110076. Tel. : 011-41673093-96 Fax. : 011-41673112 Website : www.fhel.co.in
6.	Whether listed company	NO
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NIL

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Leasing of CA (Controlled atmosphere) Chambers	52101	75%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	CONTAINER CORPORATION OF INDIA LTD.	L63011DL1988 GOI030915	HOLDING CO.	100	2(87)

(IV) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-								
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any other Government Company - Container Corporation of India Ltd.	-	14,56,67,721	14,56,67,721	100	-	14,56,67,721	14,56,67,721	100	Nil
Sub-total (A) (1)	-	14,56,67,721	14,56,67,721	100	-	14,56,67,721	14,56,67,721	100	Nil
(2) Foreign									
a) NRIs- Individuals									
b) Other individuals									
c) Bodies Corporate									
d) Banks/FI									
e) Any other									

Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)= A(1) + A(2)	-	14,56,67,721	14,56,67,721	100	-	14,56,67,721	14,56,67,721	100	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-									
2. Non- Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									

Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	14,56,67,721	14,56,67,721	100	-	14,56,67,721	14,56,67,721	100	Nil

ii) Shareholding of Promoters -

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	CONTAINER CORPORATION OF INDIA LTD. (A PSU UNDER MINISTRY OF RAILWAYS)	14,56,67,721	100	-	14,56,67,721	100	-	NIL

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	14,56,67,721	100	14,56,67,721	100
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	Nil	Nil	Nil	Nil
	At the end of the year	14,56,67,721	100	14,56,67,721	100

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	14,56,67,721	100	14,56,67,721	100
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil

At the end of the year (or on the date of separation, is separated during the year)	14,56,67,721	100	14,56,67,721	100
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v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rs. In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	3145.00	Nil	3145.00
ii) Interest due but not paid	Nil	1122.14	Nil	1122.14
iii) Interest accrued but not due	Nil	----	Nil	----
Total (i+ii+iii)	Nil	4267.14	Nil	4267.14
Change in Indebtedness during the financial year				
* Addition	Nil	445.00	Nil	445.00
* Reduction	Nil	0	Nil	0
Net Change	Nil	445.00	Nil	445.00
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	3590.00	Nil	3590.00
ii) Interest due but not paid	Nil	1332.81	Nil	1332.81
iii) Interest accrued but not due	Nil	--	Nil	--
Total (i+ii+iii)	Nil	4922.81	Nil	4922.81

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL

SN.	Particulars of Remuneration	Name of MD/WTM/ Manager				Total Amount
		----	----	----	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, specify...					
5	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount (Rupees in Lakhs)
1	Independent Directors	Shri Sanjeev S. Shah	Major Gen. (Retd.) Raj Krishan Malhotra	
	Fee for attending board /committee meetings	4.20	4.20	8.40
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	4.20	4.20	8.40
2	Other Non-Executive Directors			
	Fee for attending board /committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (B)=(1+2)	4.20	4.20	8.40
	Total Managerial Remuneration	4.20	4.20	8.40
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO*	CS	CFO*	Total
1	Gross salary	18,48,522/-	11,50,307/-	20,07,037/-	50,05,866/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	17,78,372/-	11,45,870/-	19,88,304/-	49,12,546/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	70,150/-	4,437/-	18,733/-	93,320/-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	18,48,522/-	11,50,307/-	20,07,037/-	50,05,866/-

* Remuneration is being paid by CONCOR (Holding Company)

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of Board of Directors

Sd/-
(V. Kalyana Rama)
Chairman

Date: 16.09.2017
Place: New Delhi

CERTIFICATE

To the Members of

Fresh & Healthy Enterprises Limited

We have examined the compliance of conditions of Corporate Governance by **Fresh & Healthy Enterprises Limited** for the period ended on 31st March, 2017 as stipulated in the DPE guidelines on Corporate Governance for Central Public Sector Enterprises issued by the 'Department of Public Enterprises', Ministry of Heavy Industries and Public Enterprises, Government of India.

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 conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our knowledge and information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the guidelines on corporate governance issued by the 'Department of Public Enterprises'.

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

Date: 12/05/2017
Place: New Delhi

For Kumar Tripathi & Associates
Company Secretaries

Deepak Kumar,
Partner
M. No. 23673, CP No. 11372

To,
The Members,
Fresh & Healthy Enterprises Limited,
Concor Bhawan, C-3 Mathura Road,
Opp. Apollo Hospital, New Delhi-110076,

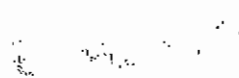
Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure the correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required we have obtained the management representation about compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, and regulations standards is responsibility of the management. Our examination was limited to the verification of the procedure on test basis.
6. The secretarial audit report in neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 12/05/2017

Place: New Delhi

For Kumar Tripathi & Associates
Company Secretaries


Deepak Kumar, Partner
M. No.-23673, CP No.- 11372

Secretarial Audit Report

(For the period ended on 31/03/2017)

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

To,
The Members,
Fresh & Healthy Enterprises Limited,
Concor Bhawan C-3 Mathura Road,
Opp Apollo Hospital, New Delhi-110076

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Fresh & Healthy Enterprises Limited** (hereinafter called the Company) a wholly owned subsidiary of Container Corporation of India Limited an Indian Government Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31/03/2017 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Fresh & Healthy Enterprises Limited** ("**The Company**") for the period ended on 31/03/2017 according to the provisions of:
 - i. The Companies Act, 2013 (**the Act**) and the Rules made thereunder.
 - ii. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made thereunder- Not Applicable
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder- Not Applicable
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- Not Applicable
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- Not Applicable
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992- Not Applicable
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- Not Applicable
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999- Not Applicable
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not Applicable

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- Not Applicable
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- Not Applicable and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- Not Applicable
- vi. Compliance of guidelines issued by Department of Public Enterprises (DPE).
- vii. The Agricultural Produce Marketing Act, 1998
- viii. Food Safety and Standard of India Act, 2011
- ix. The Legal Metrology Act , 2009
- x. Pollution laws as applicable,
- xi. Labour Laws as applicable,
- xii. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013
- xiii. Secretarial Standard Issued by Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. as mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of non-executive directors and independent directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except in some cases where consent was taken from the Directors for the same, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: 12/05/2017
Place: New Delhi

For Kumar Tripathi & Associates
Company Secretaries

Deepak Kumar, Partner
M. No. 23673, CP No.- 11372

(This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.)

Fresh & Healthy Enterprises Limited
Statement of Balance sheet
As at March 31, 2017
(All amounts are in Rupees lakhs unless otherwise stated)

Particulars	Note No.	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
ASSETS				
(1) Non-current assets				
(a) Property, plant and equipment	2	4,088.81	4,644.37	5,240.38
(b) Intangible assets	2	1.35	1.90	2.45
(c) Financial assets				
(i) Loans	3	9.60	13.87	19.19
(ii) Other financial assets	4	45.24	45.00	44.77
(d) Other non-current assets	5	28.12	29.53	31.00
		<u>4,173.12</u>	<u>4,734.67</u>	<u>5,337.79</u>
(2) Current assets				
(a) Inventories	6	59.83	59.83	3,143.02
(b) Financial assets				
(i) Trade receivables	7	166.49	202.51	423.71
(ii) Loans	8	5.25	6.42	6.18
(iii) Cash and cash equivalents	9	26.35	16.42	25.31
(iv) Other bank balances	10	7.07	120.26	11.29
(iv) Other financial assets	11	6.40	7.20	8.62
(c) Current tax assets (Net)	12	23.34	29.81	21.70
(d) Other current assets	13	5.14	6.47	7.73
		<u>299.87</u>	<u>448.92</u>	<u>3,647.56</u>
Total assets		<u>4,472.99</u>	<u>5,183.59</u>	<u>8,985.35</u>
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	14	14,566.77	14,566.77	14,566.77
(b) Other equity				
Reserves and surplus	15	(15,333.08)	(13,959.45)	(11,370.61)
Total equity		<u>(766.31)</u>	<u>607.32</u>	<u>3,196.16</u>
(1) Non-current liabilities				
(a) Long-term provisions	16	82.08	68.87	76.36
		<u>82.08</u>	<u>68.87</u>	<u>76.36</u>
(2) Current liabilities				
(a) Financial liabilities				
(i) Borrowings	17	4,922.81	4,267.14	5,280.39
(ii) Trade payables				
(a) Total outstanding dues of micro enterprises and small enterprises	18	-	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	18	15.56	15.56	152.70
(iii) Other financial liabilities	19	195.34	205.82	273.10
(b) Other current liabilities	20	6.73	4.84	2.72
(c) Short-term provisions	21	16.78	14.04	3.92
		<u>5,157.22</u>	<u>4,507.40</u>	<u>5,712.83</u>
Total liabilities		<u>5,239.30</u>	<u>4,576.27</u>	<u>5,789.19</u>
Total equity and liabilities		<u>4,472.99</u>	<u>5,183.59</u>	<u>8,985.35</u>

The accompanying notes are an integral part of the financial statements

1 to 53

As per our report of even date
For Anil Kishore & Associates
Chartered Accountants

CA Vijay Kumar Sharma
Partner
M.No. 097963
Date: 12-05
Place: New Delhi



For and on behalf of Board of Directors

V. Kalyana Rama
Chairman

Dr. P. Anil Rani
Director

M. L. Avasthi
CEO

Suman Lata
Mgr(F) & CS

Umesh K. Behl
Chief Finance Officer

Fresh & Healthy Enterprises Limited
Statement of Profit and Loss
For the year ended March 31, 2017
(All amounts are in Rupees lakhs unless otherwise stated)

Particulars	Note No.	For the year ended March 31, 2017	For the year ended March 31, 2016
I Revenue from operations	22	46.70	2,287.42
II Other income	23	24.37	56.07
III Total revenue (I + II)		<u>71.07</u>	<u>2,343.49</u>
IV Expenses			
(a) Purchases of traded goods	24	0.02	102.71
(b) Change in inventories	25	-	3,083.20
(c) Direct expenses	26	282.36	541.50
(d) Employee benefits expenses	27	173.75	177.87
(e) Finance costs	28	264.97	307.96
(f) Depreciation and amortization expenses	29	522.13	536.74
(g) Other expenses	30	193.48	183.94
Total expenses		<u>1,436.71</u>	<u>4,933.92</u>
V Loss before tax (III - IV)		<u>(1,365.64)</u>	<u>(2,590.43)</u>
VI Tax Expense			
(1) Current tax		-	-
(2) Deferred Tax		-	-
Total tax expense		<u>-</u>	<u>-</u>
VII Loss after tax for the year (V - VI)		<u>(1,365.64)</u>	<u>(2,590.43)</u>
VIII Other comprehensive income			
Items that will not be recycled to profit or loss			
(a) Remeasurements of the defined benefit plan, net of income tax		<u>(7.99)</u>	<u>1.59</u>
Total other comprehensive income for the year		<u>(7.99)</u>	<u>1.59</u>
IX Total comprehensive income for the year (VII + VIII)		<u>(1,373.63)</u>	<u>(2,588.84)</u>
X Loss per equity share:			
(1) Basic (Rs.)		(0.94)	(1.78)
(2) Diluted (Rs.)		(0.94)	(1.78)

The accompanying notes are an integral part of the financial statements

1 to 53

As per our report of even date attached

For Anil Ashok & Associates

Chartered Accountant

CA Vijay Kumar Singal

Partner

M.No. 097963

Date: 12-05-2017

Place: New Delhi



For and on behalf of Board of Directors

V. Kalyana Rama
Chairman

Dr. P. All Rani
Director

M. L. Arora
CEO

Suman Lata
Mgr(F) & CS

Umash K. Behl
Chief Finance Officer

Fresh & Healthy Enterprises Limited
Statement of Changes in equity
For the year ended 31 March 2017
(All amounts are in Rupees lakhs unless otherwise stated)

Particulars	Equity share capital	Other equity Reserves and surplus		Total
		Securities premium reserve	Retained earnings	
Balance at April 1, 2015 (as previously reported)	14,566.77	95.23	(11,435.95)	3,226.05
Effect of transition to Ind AS	-	(53.90)	24.01	(29.89)
Restated balance at the beginning of the reporting period	14,566.77	41.33	(11,411.94)	3,196.16
Balance at April 1, 2015	14,566.77	41.33	(11,411.94)	3,196.16
Profit for the year	-	-	(2,590.43)	(2,590.43)
Other comprehensive income for the year	-	-	1.59	1.59
Total comprehensive income for the year	-	-	(2,588.84)	(2,588.84)
Balance at March 31, 2016	14,566.77	41.33	(14,000.78)	607.32
Profit for the year	-	-	(1,365.64)	(1,365.64)
Other comprehensive income for the year	-	-	(7.99)	(7.99)
Total comprehensive income for the year	-	-	(1,373.63)	(766.31)
Balance at March 31, 2017	14,566.77	41.33	(15,374.41)	(766.31)

The accompanying notes are an integral part of the financial statements

1 to 53

As per our report of even date attached

For Anil Ashok & Associates
Chartered Accountant

CA Vijay Kumar Singal
Partner
M.No. 097963
Date: 12-05-2017
Place: New Delhi



For and on behalf of Board of Directors

V. Kalyana Rama
Chairman

Dr. P. Alif Rani
Director

M.L. Arora
CEO

Suman Lata
Mgr(F) & CS

Umash K. Behl
Chief Finance Officer

Fresh & Healthy Enterprises Limited
Cash Flow Statement
for the year ended March 31, 2017

Particulars	Notes No.	For the year ended March 31, 2017	For the year ended March 31, 2016
A. Cash flow from operating activities:			
Net loss after tax		(1,365.64)	(2,590.43)
Adjustments for:			
Depreciation and amortisation		522.13	536.74
Interest Income		(12.97)	(18.36)
Interest expense		264.97	307.96
Net loss on sale / discarding of fixed assets		18.36	45.54
Operating profit before working capital changes		(573.15)	(1,718.55)
Adjustments for changes in working capital:			
- Decrease in trade payables		-	(137.14)
- Decrease other financial liabilities		(10.48)	(67.28)
- Increase in short term provisions		2.74	10.12
- Increase/(decrease) in long term provisions		5.22	(5.90)
- Increase in other current liabilities		1.89	2.12
- Decrease in trade receivables		36.02	221.20
- Decrease in inventories		(0.00)	3,083.19
- Decrease in long term loans		4.27	5.31
- (Increase)/decrease in short term loans		1.17	(0.24)
- Decrease other current financial assets		0.80	1.43
- Increase other non current financial assets		(0.24)	(0.23)
- Decrease in other current assets		1.33	1.26
- Decrease in other non current assets		1.41	1.47
Cash (used in)/generated by operating activities		(529.02)	1,396.76
- Income taxes (paid)/ refund		6.47	(8.11)
Net cash (used in)/generated by operating activities		(522.55)	1,388.65
B. Cash flow from Investing Activities:			
Purchase of fixed assets		(0.05)	(0.41)
Sale of fixed assets		15.67	14.69
Interest received		12.97	18.36
Net cash generated by investing activities		28.59	32.64
C. Cash flow from Financing Activities:			
Proceeds from short term borrowings		445.00	145.00
Repayment of short term borrowings		0.00	(1,289.77)
Interest paid		(54.30)	(176.44)
Net cash (used in)/generated by financing activities		390.70	(1,321.21)
Net Increase/(decrease) in cash & cash equivalents		(103.26)	100.08
Cash and cash equivalents at the beginning of the year		136.68	36.60
Cash and cash equivalents at the end of the year	9, 10	33.42	136.68
Notes:			
Cash and cash equivalents included in the cash flow statement comprise the following:			
Cash and cash equivalents comprise:			
Cash in hand		-	0.08
Balance with scheduled bank in current accounts		26.35	16.34
Other bank balances comprises:			
Deposits having original maturity more than 3 Months and less than 12 months		3.03	116.47
Bank Balances held as margin money or as security against guarantees		4.04	3.79
		33.42	136.68

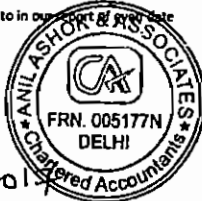
Non cash transactions:

The company did not enter into any non cash investing and financing activities which are not reflected in the statement of cash flows.

The accompanying notes are an integral part of these financial statements 1 to 53

This is the Balance Sheet referred to in our report & certificate
For Anil Ashok & Associates
Chartered Accountant

CA Vijay Kumar Singal
Partner
M.No. 097963
Date: 12-05-2017
Place: New Delhi



For and on behalf of Board of Directors

V. Kalyana Rama
Chairman

Dr. P. Anil Rani
Director

M. L. Arora
CEO

Suman Lata
Mgr(F) & CS

Unmesh K. Behl
Chief Finance Officer

Fresh and Healthy Enterprise Limited
Notes forming part of the financial statements

Corporate Information

Fresh and Healthy Enterprises Limited (the "Company"), a wholly owned subsidiary of Container Corporation of India Limited (CONCOR) is engaged in procurement and sale of fruits, creation of cold storage infrastructure in India and leasing of Controlled Atmosphere (CA) chambers and allied services, to provide complete cold chain logistics solutions to the various stakeholders in this field. It is classified as Union Government Company and is registered at Registrar of Companies, Delhi. The Company was incorporated in 2006 and is a wholly subsidiary company of Container Corporation of India.

Application of New or Revised Ind AS

At the date of preparation of these financial statements, there were some amendments issued to the existing Ind ASs, after the initial notification issued by the MCA. The amendments and the impact of such amendments on the Company has been summarised as follows:

Recent accounting amendments:

Standards issued but not yet effective

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) (Amendments) Rules, 2017, which are effective from April 1, 2017. These rules bring in amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment'.

Amendment to Ind AS 7:

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the statement of cash flows as cash flows from financing activities. In addition, the disclosure requirement in paragraph 44A also applies to changes in financial assets (for example, assets that hedge liabilities arising from financing activities) if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities. One way to fulfil the requirement is by providing a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities. Where an entity discloses such a reconciliation, it shall provide sufficient information to enable users of the financial statements to link items included in the reconciliation to the balance sheet and the statement of cash flows.

The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

Amendment to Ind AS 2:

The amendment to Ind AS 2 is regarding the classification and measurement of share-based payment transactions. However Company does not have any share-based payments and accordingly this amendment is not applicable to the company.

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

1.1 Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind ASs) notified under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.



Upto the year ended March 31, 2016, the Company prepared its financial statements in accordance with the requirements of the Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. These are Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2015.

1.2 Basis of preparation

The financial statements have been prepared with Indian Accounting Standards (Ind AS) under the historical cost basis except financial instruments that are measured at fair values at inception.

1.3 Property, plant and equipment:

- (i) Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. Cost is net of interest on capital advances and duty credits and is inclusive of freight, duties, taxes and other incidental expenses. In respect of assets due for capitalization, where final bills/claims are to be received/passed, the capitalisation is based on the engineering estimates. Final adjustments, for costs and depreciation are made retrospectively in the year of ascertainment of actual cost and finalisation of claim. Items such as spare parts, stand-by equipment and servicing equipment are recognised in accordance with this Ind AS 16 when they meet the definition of property, plant and equipment.

- (ii) Provision for stamp duty at the prevailing rate is made by the company at the time of capitalization of the amount paid for acquisition of land & is capitalised as part of the cost of Land.

Depreciation/amortisation:

- (iii) Property, plant and equipment are depreciated over its useful life and in the manner prescribed in Schedule II to the Companies Act 2013.
- (iv) Land leases where the lease term is for the significant economic life of the asset are considered as finance leases. Such leases are included in property plant and equipment and are depreciated over the lease period. Freehold land or perpetual land leases are not depreciated. Land leases where the lease term is not for the significant economic life of land are considered as operating leases and are classified as prepayments. Such leases are amortized over the lease term.

The estimated useful life and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

- (v) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

- 1.4 Intangible assets:** Intangible assets is stated at cost, less accumulated depreciation and accumulated impairment losses. Expenditure on computer software, which is not an integral part of hardware, is capitalised as an Intangible asset. The cost of software includes license



fee and implementation cost and is capitalised in the year of its implementation. Software is amortized over five years being management's estimate of life of assets over which economic benefits will be derived. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

1.5 Impairment of non-financial assets:

At the end of each reporting period, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

1.6 Inventories:

Inventories are valued at cost or Net Realizable Value (NRV), whichever is lower. Cost comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to their present location and condition. Cost is determined on specific identification method for fresh fruits and First in First out (FIFO) method for other inventories.

1.7 Employee benefits:

- (i) Liability for gratuity, leave salary, sick leave and medical reimbursements benefits payable to employees is provided for on accrual basis using the Projected Accrued Benefit Method (Projected Unit Credit Method with control period of one year) done by an independent actuary as at the Balance Sheet date. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

The Company presents the first two components of defined benefit costs in profit or loss in the line item [employee benefits expenses]. Curtailment gains and losses are accounted for as past service costs.

Remeasurement, comprising actuarial gains and losses, is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available



in the form of refunds from the plans or reductions in future contributions to the plans.

Termination benefits are immediately recognised in the statement of profit or loss account. A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

- (ii) Contribution to defined contribution plans such as Provident Fund and Family Pension Fund are charged to the Statement of Profit & Loss as and when accrued.
- (iii) The undiscounted amount of short term employee benefits expected to be paid for the services rendered are recognized as an expense during the period when the employees render the services.

1.8 Revenue recognition:

Revenue from sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discount and volume rebates. Sales are recognized when the significant risk and reward of ownership of goods are transferred to the customer and no significant uncertainty as to its determination or realization exists.

Income from automatic sorting and grading through machine and handling Income is recognized by reference to the stage of completion of the contract, provided there is no significant uncertainty exist regarding the amount of consideration.

Interest income from deposits is recognized on accrual basis. Interest other than deposits is recognised at the time when no significant uncertainty as to its determination or realization exists. Interest on income tax refunds are accounted for on the finalization of assessments.

Rental income, cooling charges and income from space for sorting packing machine/strapping machine is recognized on accrual basis.

1.9 Claims/counter-claims/penalties/awards:

Claims/counter-claims/penalties/awards are accounted for in the year of its settlement.

1.10 Taxes on income:

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor



the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

1.11 Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of the qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognized in the Statement of Profit or Loss in the period in which they are incurred.

1.12 Provisions, contingent liabilities & contingent assets:

(i) Provisions:

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that the company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

(ii) Contingent liabilities:

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(iii) Contingent assets:

Contingent assets are not recognized in the accounts. However they are disclosed when the possible right to receive exists.



1.13 Earnings per share (EPS)

Basic earnings per share ('EPS') is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year.

Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the result would be anti-dilutive.

1.14 Cash and Cash Equivalent

For the purpose of presentation in the cash flow statement, cash and cash equivalents include cash on hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

1.15 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

(i) The Company as lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

Rental income from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

(ii) The Company as lessee

Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Company balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Company's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Rental expense from operating leases is generally recognised on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the



lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

1.16 Segment reporting

The Companies's segmental reporting is in accordance with Ind AS 108 Operating Segments. Operating segments are reported in a manner consistent with the internal reporting provided to the board of directors, which is responsible for allocating resources and assessing performance of the operating segments, and has been identified as the chief operating decision maker.

1.17 Financial Instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Subsequent measurement

The company's financial assets represents assets whose contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and these assets are held in a business model to hold the financial asset to collect the contractual cash flows at maturity consequentially in accordance with Ind AS 109 these assets are carried at amortized cost using effective interest rate.

The Company's financial liabilities are not held for trading and are also carried at amortized cost using effective interest rate.

De-recognition of financial assets

A financial asset and financial liabilities are de-recognised when they are discharged.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

1.18 Impairment of financial asset

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss for financial assets.



Trade receivable

As a practical expedient the Company has adopted 'simplified approach' using the provision matrix method for recognition of expected loss on trade receivables. The provision matrix is based on historical default rate observed over the expected life of the trade receivable and is adjusted for forward-looking estimates. At every reporting date, the historical default rates are updated and changes in the forward-looking estimates are analysed. Further receivables are segmented for this analysis where the credit risk characteristics of the receivables are similar.

Other financial assets

Impairment loss on other financial assets is recognised based on the difference between the present value of the expected cash flows and carrying value.

1.19 Key sources of uncertainties

Useful life of Property plant and Equipment and Intangible assets: As described at 3 and 4 above, the Company reviews the estimated useful lives of property, plant and equipment and Intangible assets at the end of each reporting period. The estimate of useful life may be different on account of change in business environment and change in technology which could have a material impact on the financial statement.



Fresh & Healthy Enterprises Limited
Notes forming part of the financial statements
(All amounts are in Rupees lakhs unless otherwise stated)

Note - 2 : Property, plant and equipment

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Tangible assets			
Building	1,333.86	1,392.28	1,450.86
Plant and machinery	2,076.26	2,420.32	2,767.43
Computer	6.93	11.18	16.49
Furniture and fittings	2.69	5.02	7.37
Bins	669.07	815.57	998.23
	<u>4,088.81</u>	<u>4,644.37</u>	<u>5,240.38</u>
Intangible assets			
Software	1.35	1.90	2.45
	<u>1.35</u>	<u>1.90</u>	<u>2.45</u>
Total	<u>4,090.16</u>	<u>4,646.27</u>	<u>5,242.83</u>

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Particulars	Building	Plant and machinery	Computer	Furniture and fittings	Bins	Total	Software	Grand total
At cost or deemed cost								
Balance at April 1, 2015	1,450.86	2,767.43	16.49	7.37	998.23	5,240.38	2.45	5,242.83
Additions	-	0.41	-	-	-	0.41	-	0.41
Disposals	-	0.43	(0.43)	-	(66.10)	(66.10)	-	(66.10)
Balance at March 31, 2016	1,450.86	2,768.27	16.06	7.37	932.13	5,174.69	2.45	5,177.14
Additions	-	0.05	-	-	-	0.05	-	0.05
Disposals	-	-	-	-	(43.25)	(43.25)	-	(43.25)
Balance at March 31, 2017	1,450.86	2,768.32	16.06	7.37	888.88	5,131.49	2.45	5,133.94
Accumulated depreciation and impairment								
Particulars	Building	Plant and machinery	Computer	Furniture and fittings	Bins	Total	Software	Grand total
Balance at April 1, 2015	-	-	-	-	-	-	-	-
Depreciation/amortisation charge for the year	58.58	347.96	4.88	2.35	122.42	536.19	0.55	536.74
Disposals	-	(0.01)	-	-	(5.86)	(5.87)	-	(5.87)
Balance at March 31, 2016	58.58	347.95	4.88	2.35	116.56	530.32	0.55	530.87
Depreciation/amortisation charge for the year	58.42	344.11	4.28	-	112.47	521.58	0.55	522.13
Disposals/adjustments	-	-	-	-	(9.22)	(9.22)	-	(9.22)
Balance at March 31, 2017	117.00	692.06	9.16	-	219.81	1,042.68	1.10	1,043.78



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Note - 3 : Loans

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Secured, Considered Good - at amortised cost			
Loans to employees including interest accrued	9.60	13.87	19.19
Total	9.60	13.87	19.19

Note - 4 : Other financial assets

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Security deposits			
Unsecured, considered good			
- Govt. authorities	45.24	45.00	44.77
Total	45.24	45.00	44.77

Note - 5 : Other non current assets

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Prepaid expenses	-	-	-
Deferred employee cost	2.04	2.87	3.90
Prepaid rent	5.76	6.14	6.52
Prepayments - leasehold land	20.32	20.52	20.58
Total	28.12	29.53	31.00

Note - 6 : Inventory

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Inventories (lower of cost and net realisable value)			
Stock-in-trade	-	-	3,003.48
Stores and spares	59.83	59.83	139.54
Total	59.83	59.83	3,143.02

The cost of inventories recognised as an expense during the year was Rs.0.02 lakhs (for the year ended March 31, 2016: Rs.3,185.91 lakhs)

The mode of valuation of inventories has been stated in note no. 1.61.

Trade Receivables

Financial asset

Note - 7 : Trade Receivables

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Total	166.49	202.51	423.71



To tackle the credit default, Company has now adopted a policy of supplying material/ services against advance payment or against Bank guarantee. The Company has filed the legal cases in respect of some of the customers and expects a favourable outcome in all of the legal cases.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix. The provision matrix at the end of the reporting period is as follows.

Ageing	Expected Credit loss(%)		
	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Particulars			
Outstanding for period less than six months	-	0.01	0.01
Outstanding for period exceeding than six months	-	0.80	0.12

Age of receivables			
	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Particulars			
Outstanding for period less than six months	-	25.90	238.12
Outstanding for period exceeding than six months	166.49	176.61	185.59
Total	166.49	202.51	423.71

Movement In the expected credit loss allowance		
	Year ended March 31, 2017	Year ended March 31, 2016
Particulars		
Balance at the beginning of the year	1.41	0.25
Addition in expected credit loss allowance	-	1.16
Amount written off	(1.41)	-
Balance at the end of the year	-	1.41



Details of the Company's largest customers who represent more than 5% of the total balance of trade receivables:

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Mahalaxmi Cold Storage	15.23	15.23	15.23
R K Brothers	26.64	26.64	26.64
GAPL	85.73	85.73	85.73
Tarun Kumar	12.65	12.65	12.65
KFC, Dhalli	11.78	11.78	13.28

The Company has files the legal cases In respect of the following customers:

Parties	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a) Cases where Arbitration/Legal case/Appeal has been filed			
(i) M/s GAPL	85.73	85.73	85.73
(ii) KFC Dhalli	11.78	11.78	-
(iii) Sanjeev Kumar	0.30	0.30	-
(iv) Tarun Kumar	12.65	12.65	-
(v) Ram Chandra & Sons	7.33	7.33	-
(vi) Mahalaxmi	15.23	15.23	-
(vii) R.K. Brothers	26.64	26.64	-

No provision is respect of the above mentioned receivables has been made in the books as Management expects a favourable outcome In all of the above legal cases.

Note - 8 : Loans

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Secured, Considered good - at amortised cost			
Loans to employees including interest accrued	5.25	6.42	6.18
Total	5.25	6.42	6.18

Note - 9 : Cash and cash equivalents

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Balance with scheduled bank in current accounts	26.35	16.34	25.31
Cash In hand	-	0.08	0.00
Total	26.35	16.42	25.31

Details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016 as provided in the table below:-

Particulars	SBNs	Other Denomination notes	Total
Closing cash in hand as on 08.11.2016	-	-	-
Add: Permitted receipts	-	-	-
Less: Permitted payments	-	-	-
Less: Amount deposited in banks	-	-	-
Closing cash in hand as on 30.12.2016	-	-	-



Note - 10 : Other bank balances

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Deposits having original maturity more than 3 Months and less than 12 months	3.03	116.47	7.77
Bank Balances held as margin money or security against guarantees	4.04	3.79	3.52
Total	7.07	120.26	11.29

Note - 11 : Other financial assets

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Security deposits			
Unsecured, considered good			
- Govt. authorities	0.43	1.27	2.63
- Others	0.04	-	0.28
Claims recoverable	5.54	5.54	5.54
Others	0.39	0.39	0.17
Total	6.40	7.20	8.62

Note - 12 : Current tax assets (Net)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Advance income tax/TDS (Net of provisions)	23.34	29.81	21.70
Total	23.34	29.81	21.70

Current Assets**Non financial assets****Note - 13 : Other current assets**

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Advances to employees	0.21	1.64	1.44
Advances to related party - CONCOR Air	0.22	-	-
Deferred employee cost	0.83	1.03	1.03
Prepaid rent	0.38	0.38	0.38
Prepayments - leasehold land	2.16	2.16	2.16
Prepaid expenses/ insurance	1.34	1.26	2.72
Total	5.14	6.47	7.73



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Note 14: Share capital

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Authorised:			
15,00,00,000 Equity share @ Rs10/- per share	15,000.00	15,000.00	15,000.00
	15,000.00	15,000.00	15,000.00
Issued, subscribed and paid up:			
14,56,67,721 Fully paid equity shares of Rs. 10 each (as at March 31, 2016: 14,56,67,721; as at April 1, 2015: 14,56,67,721)	14,566.77	14,566.77	14,566.77
Total	14,566.77	14,566.77	14,566.77

Fully paid equity shares, which have a par value of Rs.10, carry one vote per share and carry a right to dividends.

Fully paid equity shares

Particulars	Number of shares	Share capital (Amount)
Balance at April 1, 2015	1,456.68	14,566.77
Changes during the year 2015-16	-	-
Balance at March 31, 2016	1,456.68	14,566.77
Changes during the year 2016-17	-	-
Balance as at March 31, 2017	1,456.68	14,566.77

Details of shares held by the holding company, its subsidiaries and associates

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Container Corporation of India Limited, the holding company	1,456.68	1,456.68	1,456.68

Details of shares held by each shareholder holding more than 5% shares

Particulars	As at March 31, 2017 Number of shares held	As at March 31, 2016 Number of shares held
Fully paid equity shares	1,456.68	1,456.68
Container Corporation of India Limited, the holding company		
	% holding of equity shares	% holding of equity shares
	100%	100%

Container Corporation of India Limited, the holding company

Note 15: Reserves and surplus

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Securities premium reserves	41.33	41.33	41.33
Retained Earnings	(15,374.41)	(14,000.78)	(11,411.94)
	(15,333.08)	(13,959.45)	(11,370.61)

Note - 15.1: Securities premium reserves

Particulars	As at March 31, 2017	As at March 31, 2016
Balance at the beginning of the year	41.33	41.33
Movement during the year	-	-
Balance at the end of the year	41.33	41.33

Security premium reserve is recorded for the difference between the par value of a company's shares and the total amount company has received for the shares issued. The Company can use the balance of the account for the purposes as specified in the provisions of Companies Act, which includes to pay off equity expenses, which include underwriter fees. It can also be used for the issuance of bonus shares and for costs or expenses related to this issuance.

Note - 15.2: Retained earnings

Particulars	As at March 31, 2017	As at March 31, 2016
Balance at the beginning of the year	(14,000.78)	(11,411.94)
Loss during the year	(1,368.64)	(2,590.43)
Other comprehensive income arising from remeasurement of defined benefit obligation	(7.99)	1.59
Balance at the end of the year	(15,374.41)	(14,000.78)

Note 16: Long term provisions

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Provision for employee benefits (refer note 36)	82.08	68.87	76.36
Total	82.08	68.87	76.36

Note 17: Borrowings

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Unsecured - at amortised cost			
Loans from related party	3,590.00	3,145.00	4,289.77
Interest accrued on loans from related party	1,332.81	1,122.14	990.62
Total	4,922.81	4,267.14	5,280.39



Summary of borrowing arrangements:

The company has taken loans from Container Corporation of India Limited, the holding company. This loan is unsecured. The term of repayment of term loans is stated below:

As at March 31, 2017:

Particulars	Amount outstanding	Terms of repayment	Rate of Interest
Loan tranche 2	3,000.00	Bullet repayment by the end of next year *	9.74% (8.51% w.e.f October 1, 2015)
Loan tranche 3	190.00		8.51%
Loan tranche 4	400.00		8.51%

As at March 31, 2016:

Particulars	Amount outstanding	Terms of repayment	Rate of Interest
Loan tranche 2	3,000.00	Bullet repayment by the end of next year *	9.74%
Loan tranche 3	145.00		8.51%

As at March 31, 2015:

Particulars	Amount outstanding	Terms of repayment	Rate of Interest
Loan tranche 1	932.67	Bullet repayment by the end of next year *	9.74%
Loan tranche 2	3,357.10		9.31%

* As per the contractual terms, loans from related party are payable by the end of next year. However, company takes approval from related party from the due date for deferment of these loan generally for the period of further one year.

Note 18 : Trade payables

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Trade payables			
- Total outstanding dues of micro enterprises and small enterprises (refer note 41)	-	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	15.56	15.56	152.70
Total	15.56	15.56	152.70

* In respect of Micro, Small and Medium Enterprises, no amount is pending as at the Balance sheet date.

Trade payables includes payables in respect of purchases, direct expenses and other expenses. The average credit period on purchases/ direct expenses is 30 days. However Company generally pays the outstanding in 15-20 days. No interest is charged on the trade payables due for payment. The Company has a practice to ensure that all payables are paid within the pre-agreed credit terms.

Note 19 : Other current financial liabilities

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
At amortised cost			
Advance/deposits from parties	48.77	37.93	66.39
Earnest money deposit	8.48	74.04	70.10
Other payable to related party	84.29	28.42	28.42
Others	53.80	65.43	108.19
Total	195.34	205.82	273.10

Note 20 : Other current liabilities

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Statutory dues payable	6.73	4.84	2.72
Others	-	-	-
Total	6.73	4.84	2.72

Note 21 : Short term provisions

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Provision for employee benefits (refer note 36)	16.78	14.04	3.92
Total	16.78	14.04	3.92



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Note - 22 : Revenue from operations

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Sale of fresh fruits	-	1,866.59
Sale of farm inputs	-	1.44
Sale of cartons	-	6.87
Cooling charges	35.00	379.03
Automatic Sorting and grading machine charges	-	7.77
Income from space for sorting packing machine	-	1.10
Income from strapping machine	0.15	0.15
Bin rental	-	8.52
Income from space for crates	0.10	-
Plastic crates rental	0.01	-
Handling income	11.44	15.95
Total	46.70	2,287.42

Note - 23 : Other income

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Interest on bank deposits	3.84	4.48
Interest on loans to employees	1.10	1.55
Interest on security deposit given	0.24	0.22
Other interest income	7.79	12.11
Excess provision written back	-	11.79
Other non-operating income	11.40	25.92
Total	24.37	56.07

Note - 24 : Purchase of traded goods

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Stock-in-trade	-	1.39
Stores and spares	0.02	101.32
Total	0.02	102.71

Note - 25 : Changes in Inventories

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Opening stock		
Stock-in-trade	-	3,003.49
Stores and spares	59.83	139.54
	59.83	3,143.03
Closing stock		
Stock-in-trade	-	-
Stores and spares	59.83	59.83
	59.83	59.83
Total	-	3,083.20



Direct Expenses**Note - 26 : Direct expenses**

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
CA store maintenance	119.01	140.61
Freight expense	-	2.86
Handling expenses (Mandi)	-	0.48
Handling expenses (Rai)	13.07	63.46
Power and fuel	69.36	215.72
Testing expenses/ charges /consumable goods	0.12	0.12
Procurement Supervision Consultants	-	4.54
Lease rent - Plastic Bins	80.33	113.71
Incentive expenses	0.47	-
Total	282.36	541.50

Note - 27 : Employee benefits expense

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Salary, allowances and other employee benefits	147.66	151.88
Contribution to CPF and FPF	12.68	12.24
Rent for leased accommodation	-	0.38
Employees welfare and medical	8.37	9.40
Gratuity	5.04	3.89
Training expenses	-	0.08
Total	173.75	177.87

Note - 28 : Financial cost

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Interest on loans from related party	264.97	307.96
Total	264.97	307.96

Note - 29 : Depreciation and amortisation

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Depreciation and amortisation	522.13	536.74
Total	522.13	536.74



Note - 30 : Other expenses

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Printing and stationery expense	1.45	1.51
Travelling and conveyance	6.22	2.83
Travelling and conveyance - Director	0.19	-
Rent office space/ Rai land and license fee*	20.50	25.72
Office/ CA store Up keeping expenses	7.40	14.46
Electricity expenses	-	0.18
Repairs and maintenance		
- Plant and machinery	19.36	20.52
Security expenses	13.99	11.88
Office vehicle/ car hire charges	5.81	12.21
Business development	0.10	0.07
Postage, telephone and internet	3.23	5.37
Books and periodicals	-	0.02
Bank charges	0.18	0.05
Filing fees	-	0.08
Legal and professional charges	20.67	16.86
Insurance premium	3.25	4.96
Subscription and membership fee	-	0.12
Advertisement	15.68	5.19
Auditors remuneration		
- Statutory audit fee	0.87	0.87
- Tax audit fee	0.37	0.37
Service tax expense	3.86	3.25
Swachh bharaat cess	0.14	0.05
Krishi kalyan cess	0.12	-
Property tax Haryana	-	7.15
Trade licence	1.06	0.99
Trade mark fees	-	0.25
Allowance for doubtful debts	-	1.16
Bad debts	2.67	-
Vat expenses	-	0.57
Loss on sale of fixed assets	18.36	45.54
Settlement in respect of customer claim - discount	34.90	-
Interest expense	4.60	-
Waived off	0.33	-
Miscellaneous expenses	8.17	1.71
Total	193.48	183.94

* Includes land given on lease by HSIIDC Limited, Rai for 30 years from 26.03.2003, further expandable for a period of 99 years for which no lease premium has been paid. Lease rent is @ Rs.1.50 per sq. mtr. per month for 66,400 sq. mtr. area for first 15 years and thereafter will be fixed mutually. Includes land given on lease by H.P. Govt. for lease money charged at 10% of current circle rates to the tune of Rs.5,85,626/- per annum subject to revision/enhancement every five years of the existing lease amount as per provisions of Rule, 8(i) & (ii) of H.P. Lease Rules, 2013 for 99 years w.e.f. 01.08.2014.



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31. Income taxes

31.1 Income tax recognised in profit or loss

Particulars	Year ended 31/03/2017	Year ended 31/03/2016
Deferred tax		
In respect of the current year	-	-
Total income tax expense recognised in the current year	-	-

The income tax expense for the year can be reconciled to the accounting profit/(loss) as follows:

Particulars	Year ended 31/03/2017	Year ended 31/03/2016
Profit/(Loss) before tax	(1,365.64)	(2,590.43)
Income tax credit calculated (at 30%*103%=30.90%)	(421.98)	(800.44)
Effect of expenses that are not deductible in determining taxable profit	0.66	0.48
Income tax not recognised on losses	421.32	799.96
Income tax expense recognised in profit or loss	-	-

The tax rate used for the reconciliations above is the corporate tax rate of 30% plus cess of 3% on total income tax payable by corporate entities in India on taxable profits under the Indian tax law.



32. Deferred tax balances

The following is the analysis of deferred tax assets/(liabilities) presented in the balance sheet:

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deferred tax liabilities	(710.70)	(779.31)	(838.08)
Deferred tax assets	5,516.50	5,169.35	4,430.76
Deferred tax assets over and above deferred tax liability not recognized*	(4,805.80)	(4,390.04)	(3,592.68)
Net deferred tax	-	-	-

* The Company has carried out the Deferred tax computation in accordance with the Ind AS 12 - Income taxes. Management is of the view that it is not reasonable certain to realise deferred tax assets in the near future. In the absence of the reasonable certainty of realisability of deferred tax assets, the deferred tax assets has been recognised only to the extent of deferred tax liability.

2016-2017

Particulars	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Recognised directly in equity	Closing balance
Deferred tax (liabilities)/assets in relation to:					
Excess depreciation as per Income tax Act, 1961, over depreciation as per books	(778.88)	70.56	-	-	(708.32)
Loan to employees	(0.43)	0.03	-	-	(0.40)
Remeasurement of defined benefit plan	0.49	-	(2.47)	-	(1.98)
Deferred tax liability	(778.82)	70.59	(2.47)	-	(710.70)
Expenditure covered by section 43B of IT Act, 1961	3.30	4.30	-	-	7.60
Share issue expenses	3.09	-	-	(3.09)	-
Adjustment for amortisation of premium paid on leasehold land	1.32	0.60	-	-	1.92
Discounting of security deposit given	1.01	0.04	-	-	1.05
Brought forward losses and unabsorbed depreciation	5,160.14	345.79	-	-	5,505.93
Deferred tax asset	5,168.86	350.73	-	(3.09)	5,516.50
Deferred tax assets over and above deferred tax liability not recognized	(4,390.04)	(421.32)	2.47	3.09	(4,805.80)
Net deferred tax	-	-	-	-	-

2015-2016

Particulars	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Recognised directly in equity	Closing balance
Deferred tax (liabilities)/assets in relation to:					
Excess depreciation as per Income tax Act, 1961, over depreciation as per books	(837.72)	58.84	-	-	(778.88)
Loan to employees	(0.36)	(0.07)	-	-	(0.43)
Deferred tax liability	(838.08)	58.77	-	-	(779.31)
Provision for employee benefits	2.55	0.75	-	-	3.30
Share issue expenses	6.18	-	-	(3.09)	3.09
Prior period expenses	1.21	(1.21)	-	-	-
Amortisation of premium paid on leasehold land	1.25	0.07	-	-	1.32
Security deposit given	0.56	0.05	-	-	1.01
Remeasurement of defined benefit plan	-	-	0.49	-	0.49
Brought forward losses and unabsorbed depreciation	4,418.61	741.53	-	-	5,160.14
Deferred tax asset	4,430.76	741.19	0.49	(3.09)	5,169.35
Deferred tax assets over and above deferred tax liability not recognized	(3,592.68)	(799.96)	(0.49)	3.09	(4,390.04)
Net deferred tax	-	-	-	-	-

32.3 Unrecognised deductible temporary differences and unused tax losses

Particulars	Unused tax losses will expire in	For the year ended March 31, 2017	For the year ended March 31, 2016
Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognised are attributable to the following:			
- tax losses A/Y 2008-09	A/Y 2015-16	-	266,523,728.00
- tax losses A/Y 2009-10	A/Y 2016-17	181,487,746.00	181,487,746.00
- tax losses A/Y 2010-11	A/Y 2017-18	138,055,149.00	138,055,149.00
- tax losses A/Y 2011-12	A/Y 2018-19	29,989,230.00	29,989,230.00
- tax losses A/Y 2012-13	A/Y 2019-20	148,536,281.00	148,536,281.00
- tax losses A/Y 2013-14	A/Y 2020-21	110,628,378.00	110,628,378.00
- tax losses A/Y 2014-15	A/Y 2021-22	400,313,389.00	400,313,389.00
- tax losses A/Y 2015-16	A/Y 2022-23	131,436,910.00	131,436,910.00
- tax losses A/Y 2016-17	A/Y 2023-24	241,010,822.00	-
Total		1,381,457,905.00	1,406,970,811.00



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33. Segment information

The company is dealing in logistics of fresh fruits. All the activities of the company are related to this business. Company has operations in India only. Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses only on logistics of fresh fruits.

Segment revenue represents revenue generated from external customers. There were no inter-segment sales in the current year. The Company operates in only one geography i.e. India.

Revenue from major products and services

The following is the details of revenue from its major products and services:

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Sale of fresh fruits	-	1,866.59

Information about major customers

Included in revenues arising from sales of fresh fruits of Rs.Nil (2015-2016: Rs.1,866.59 lakhs) are revenues of approximately Rs.Nil (2015-2016: Rs.1357.28 lakhs) which arose from sales to the Company's largest customer. No other single customers contributed 10% or more to the Company's revenue for both 2016-2017 and 2015-2016.

34. Earning per share

Particulars	As at March 31, 2017	As at March 31, 2016
Basic earning/ (loss) per share	(0.94)	(1.78)

There are no dilutive instruments issued by the company.

Basic earning per share

The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows.

Particulars	As at March 31, 2017	As at March 31, 2016
Profit for the year attributable to owners of the Company	(1,365.64)	(2,590.43)
Earnings used in the calculation of basic earnings per share	(1,365.64)	(2,590.43)
Weighted average number of equity shares for the purposes of basic earnings per share	1,456.68	1,456.68

35. Impact of changes in accounting policies

There are no changes in the accounting policies which had impact on the amounts reported for earning per share.



Fresh & Healthy Enterprises (Limited)
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36. Employee benefit plans

A. Defined Contribution Plans

a) Employers Contribution to Provident Fund

Company pays fixed contribution to Provident Fund at predetermined rates to a separate trust, 'CONCOB Employees CPF Trust' which invests the fund in permitted securities. The contribution to the fund for the period is recognized as expense and is charged to the Statement of Profit & Loss. The obligation of the company is limited to such fixed contribution. However, the trust is required to pay a minimum rate of interest on contributions to the members as specified by Government.

	For the year ended March 31, 2017	For the year ended March 31, 2016
During the year the Company has recognized the following amounts in the statement of profit and loss :-		
Employers Contribution to Provident Fund	9.68	8.99

B. Defined Benefit Plans and Other Long Term Benefits

a) Contribution to Gratuity Funds - Employee's Gratuity Fund.

The Company has a defined benefit gratuity plan, which is regulated as per the provisions of Payment of Gratuity Act, 1972. The scheme is non funded. The liability for the same is recognized on the basis of actuarial valuation.

b) Leave Encashment/ Compensated Absence and sick leave.

The company has a defined benefit leave encashment plan and sick leave plan for its employees. Under this plan, they are entitled to encashment of earned leaves and medical leaves subject to certain limits and other conditions specified for the same. The liabilities towards leave encashment have been provided on the basis of actuarial valuation.

c) Leave Travel Concession.

The Company provides LTC facilities to its employees, which is regulated in accordance with the policy framed in this regard. The liability for the same is recognized on the basis of actuarial valuation.

These plans typically expose the company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Longevity Risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life's expectancy of the plan participants will increase the plan's liability.

Salary Risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the present value of the defined benefit obligation were carried out as at March 31, 2017 by Mithras Consultants. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.



An actuarial valuation was carried out in respect of the aforesaid defined benefit plans and other long term benefits based on the following assumptions.

Particulars	As at March 31, 2017					As at March 31, 2016				
	Employees Gratuity Fund	Leave Encashment	Sick leave	Leave Travel Concession	Medical	Employees Gratuity Fund	Leave Encashment	Sick leave	Leave Travel Concession	Medical
Discount rate (per annum)	7.50%	7.50%	7.50%	7.50%	7.50%	8.00%	8.00%	8.00%	8.00%	8.00%
Rate of increase in compensation levels	5.50%	5.50%	5.50%	5.50%	5.50%	5.50%	5.50%	5.50%	5.50%	5.50%
Rate of return on plan assets	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Mortality	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate

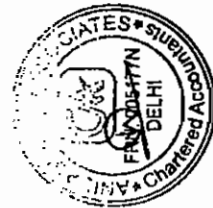
Particulars	As at April 1, 2015				
	Employees Gratuity Fund	Leave Encashment	Sick leave	Leave Travel Concession	Medical
Discount rate (per annum)	8.00%	8.00%	8.00%	8.00%	8.00%
Rate of increase in compensation levels	5.50%	5.50%	5.50%	5.50%	5.50%
Rate of return on plan assets	NA	NA	NA	NA	NA
Mortality	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate

Estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

Particulars	For the year ended March 31, 2017					For the year ended March 31, 2016				
	Employees Gratuity Fund	Leave Encashment	Sick leave	Leave Travel Concession	Medical	Employees Gratuity Fund	Leave Encashment	Sick leave	Leave Travel Concession	Medical
Present value of obligation as at beginning of the year	25.79	46.07	6.26	2.77	2.02	21.59	37.98	17.13	2.38	1.80
Interest cost	2.06	3.69	0.50	0.22	0.16	1.85	3.24	1.39	-	-
Current service cost	2.88	6.77	0.83	3.12	2.15	3.93	2.22	0.94	0.39	0.12
Benefits paid	(5.01)	(3.84)	-	(0.73)	(4.65)	-	(7.63)	-	-	-
Actuarial (gain) / loss on obligations	7.99	0.55	(0.74)	(0.49)	4.37	(1.59)	5.86	(13.20)	-	-
Effect of change in financial assumptions (gains)/losses	1.60	1.88	0.26	0.02	-	-	-	-	-	-
Effect of experience adjustments (gains)/losses	6.39	(1.33)	(1.00)	(0.51)	4.37	(1.59)	5.86	(13.20)	-	-
Present value of obligation as at the year end	33.81	51.24	6.85	2.93	4.05	25.79	46.07	6.26	2.77	2.02

Reconciliation of present value of defined benefit obligation and fair value of assets

Particulars	As at March 31, 2017					As at March 31, 2016				
	Employees Gratuity Fund	Leave Encashment	Sick leave	Leave Travel Concession	Medical	Employees Gratuity Fund	Leave Encashment	Sick leave	Leave Travel Concession	Medical
Present value of obligation as at the year end	33.81	51.24	6.85	2.93	4.05	25.79	46.07	6.26	2.77	2.02
Fair value of plan assets as at the year end	33.81	51.24	6.85	2.93	4.05	25.79	46.07	6.26	2.77	2.02
Surplus/ (Deficit)	-	-	-	-	-	-	-	-	-	-
Unfunded net asset/ (liability) recognised in balance sheet	33.81	51.24	6.85	2.93	4.05	25.79	46.07	6.26	2.77	2.02



Classified as Long Term	29.45	42.91	5.95	1.95	1.82	27.55	42.89	5.80	1.93	0.70
Classified as Short Term	4.35	8.31	0.90	0.96	2.23	8.24	3.18	0.46	0.84	1.32
Total	33.81	51.22	6.85	2.91	4.05	35.79	46.07	6.26	2.77	2.02

Expenses recognised in the statement of profit & loss

Particulars	For the year ended March 31, 2017						For the year ended March 31, 2016					
	Employees Gratuity Fund *	Leave Encashment **	Sick leave **	Leave Travel Concession **	Medical **	Employees Gratuity Fund *	Leave Encashment **	Sick leave **	Leave Travel Concession **	Medical **	Employees Gratuity Fund *	Leave Encashment **
Current service cost	2.98	6.77	0.83	1.12	2.15	3.93	7.22	0.94	0.39	0.22		
Interest cost	2.08	3.69	0.50	0.22	0.16	1.86	3.24	1.39	-	-		
Net actuarial (gain)/ loss recognised during the year	-	-	-	-	-	-	-	-	-	-		
Effect of change in financial assumptions (gains)/ losses	-	1.88	-	0.02	-	-	-	-	-	-		
Effect of experience adjustments (gains)/ losses	-	(1.33)	(0.74)	(0.51)	4.37	-	5.66	(13.20)	-	-		
Total expense recognised in statement of profit and loss	5.04	11.01	0.59	0.85	6.68	5.79	16.12	(10.87)	0.39	0.22		

* Included in "Gratuity" in note no. 26 - Employee benefit expenses

** Included in "Salary, Allowances & Other Employee Benefits" in note no. 26 - Employee benefit expenses

Expected contribution on account of Gratuity and Provident Fund for the year ending March 31, 2016 can not be ascertained at this stage.

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

Particulars	As at March 31, 2017						As at March 31, 2016					
	Employees Gratuity Fund *	Leave Encashment **	Sick leave	Leave Travel Concession *	Medical	Employees Gratuity Fund *	Leave Encashment **	Sick leave	Leave Travel Concession *	Medical	Employees Gratuity Fund *	Leave Encashment **
Discount rate is 100 basis points higher	(3.07)	(3.61)	(0.51)	-	-	(3.51)	(5.40)	(0.66)	-	-		
Discount rate is 100 basis points lower	3.69	4.31	0.59	-	-	3.41	5.63	0.72	-	-		
Expected salary growth increases by 1%	2.40	4.19	2.29	3.03	4.04	2.29	3.51	0.48	-	-		
Expected salary growth decreases by 1%	(2.38)	(3.56)	(0.51)	(2.80)	(4.04)	(2.13)	(3.29)	(0.47)	-	-		
Total expense recognised in statement of profit and loss	5.04	11.01	0.59	0.85	6.68	5.79	16.12	(10.87)	0.39	0.22		

Discount rate is 100 basis points higher
Discount rate is 100 basis points lower
Expected salary growth increases by 1%
Expected salary growth decreases by 1%

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.



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37. Financial Instruments

(1) Capital management

The Company's risk management committee reviews the capital structure on an annual basis or frequently as and when need arises. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital. Based on this, the Company determines the amount of capital required for annual and long-term operating plans. The funding requirements are met through equity and short term borrowings. The Company monitors the capital structure on the basis of Net debt to equity ratio and maturity profile of the overall debt portfolio of the Company. The company isn't subject to any externally imposed capital requirements.

The Company is relying on the support of its holding company for meeting the long-term and short-term goals obligations. Further, the Company has already evaluated various business prospects based on which Management is of the view that there is no doubt about the viability of the Company and the Company will be in a good condition in the coming years without doubting its ability to continue as a going concern.

For the purpose of capital management, capital includes issued equity capital, securities premium and all other reserves attributable to the equity shareholders of the Company. Net debt long-term and short-term borrowings including interest accrued as reduced by cash and cash equivalents.

37.1(i) Gearing ratio

The gearing ratio as at the end of the reporting period was as follows:

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Debt	4,922.81	4,267.14	5,280.39
Cash and bank balances	(33.42)	(136.68)	(36.60)
Net debt	4,889.39	4,130.46	5,243.79
Equity	(766.31)	607.32	3,196.16
Net debt to equity ratio	-638%	680%	164%

(ii) Categories of financial instruments

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Financial assets carried at amortized cost*			
Cash and bank balances	33.42	136.68	36.60
Trade receivables	166.49	202.51	423.71
Loans	14.85	20.29	25.37
Other Financial assets	51.64	52.20	53.39
Financial liabilities carried at amortized cost*			
Trade payables	15.56	15.56	152.70
Borrowings	4,922.81	4,267.14	5,280.39
Other financial liabilities	195.34	205.82	273.10

* There are no financial assets or financial liabilities carried at fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) during FY 15-16 and 16-17.

(iii) Financial risk management objectives

The Company's corporate treasury function manages the financial risks relating to the operations of the Company by analyzing exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. Further, there has been no change to the Company's exposure to market risks or the manner in which these risks are being managed and measured. However company's exposure to the market risk does not arise in respect of the following:

- The company is not subject to transactions denominated in foreign currencies;
- The Company has availed borrowings at a fixed rate of interest from its holding company;
- The company does not hold any investments.



(iv) Credit risk management

To tackle the credit default, Company has now adopted a policy of supplying material/ services against advance payment or against Bank guarantee. The Company has filed the legal cases in respect of some of the customers and expects a favourable outcome in all of the legal cases.

Company has bank balances held with a reputed and creditworthy banking Institution resulting to limited credit risk from the counterparties.

(v) Liquidity risk management

The Company manages liquidity risk by maintaining adequate reserves and continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2017;

Particulars	Carrying amount	Due in 1st year	Due in 2nd year	Due in 3rd year	Due in 3rd to 5th year	Due after 5th year	Total contracted cash flows
Financial Liabilities							
Borrowings and interest there	4,922.81	5,228.32	-	-	-	-	5,228.32
Trade payables	15.56	15.56	-	-	-	-	15.56
Other financial liabilities	195.34	195.34	-	-	-	-	195.34

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2016;

Particulars	Carrying amount	Due in 1st year	Due in 2nd year	Due in 3rd year	Due in 3rd to 5th year	Due after 5th year	Total contracted cash flows
Financial Liabilities							
Current liabilities							
Borrowings and interest there	4,267.14	4,528.61	-	-	-	-	4,528.61
Trade payables	15.56	15.56	-	-	-	-	15.56
Other financial liabilities	205.82	205.82	-	-	-	-	205.82

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at April 1, 2015 ;

Particulars	Carrying Amount	Due in 1st year	Due in 2nd year	Due in 3rd year	Due in 3rd to 5th year	Due after 5th year	Total Contracted Cash flows
Financial Liabilities							
Borrowings and interest there	5,280.39	5,588.32	-	-	-	-	5,588.32
Trade payables	152.70	152.70	-	-	-	-	152.70
Other financial liabilities	273.10	273.10	-	-	-	-	273.10

The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets.

The table below provides details regarding the contractual maturities of financial assets including estimated interest receipts as at 31 March 2017:

Particulars	Carrying amount	upto 1 year	1-2 year	2-3 year	3-5 year	More than 5 year	Total Contracted Cash flows
Trade receivables	166.49	166.49	-	-	-	-	166.49
Loans							
Current assets	5.25	5.87	-	-	-	-	5.87
Non-current assets	9.60	-	3.88	3.46	3.27	-	10.61
Other financial assets							
Current assets	6.40	6.40	-	-	-	-	6.40
Non-current assets	45.24	-	-	-	-	54.78	54.78



The table below provides details regarding the contractual maturities of financial assets including estimated interest receipts as at 31 March 2016:

Particulars	Carrying amount	upto 1 year	1-2 year	2-3 year	3-5 year	More than 5 year	Total Contracted Cash flows
Trade receivables	202.51	202.51	-	-	-	-	202.51
Loans							-
Current assets	6.42	7.34	-	-	-	-	7.34
Non-current assets	13.87	-	5.07	3.88	5.78	0.95	15.68
Other financial assets							-
Current assets	7.20	7.20	-	-	-	-	7.20
Non-current assets	45.00	-	-	-	-	54.78	54.78

The table below provides details regarding the contractual maturities of financial assets including estimated interest receipts as at 1 April 2015:

Particulars	Carrying amount	upto 1 year	1-2 year	2-3 year	3-5 year	More than 5 year	Total Contracted Cash flows
Trade receivables	423.71	423.71	-	-	-	-	423.71
Loans							-
Current assets	6.18	7.42	-	-	-	-	7.42
Non-current assets	19.19	-	6.54	5.07	7.34	3.27	22.22
Other financial assets							-
Current assets	8.62	8.62	-	-	-	-	8.62
Non-current assets	44.77	-	-	-	-	54.78	54.78

(vi) Financing facilities

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unsecured loan facilities from related party amount used	3,590.00	3,145.00	4,289.77
amount unused	50.00	45.00	-
Total	3,640.00	3,190.00	4,289.77

(vii) Fair value measurements

No financial assets and financial liabilities of the company are measured at fair value at the end of the reporting period.

(viii) Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

Particulars	Fair value hierarchy	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
		Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets							
Trade receivables*	Level 2	166.49	166.49	202.51	202.51	423.71	423.71
Loans							
Current assets*	Level 2	5.25	5.25	6.42	6.42	6.18	6.18
Non-current assets	Level 2	9.60	11.02	13.87	13.26	19.19	17.72
Other financial assets							
Current assets*	Level 2	6.40	6.40	7.20	7.20	8.62	8.62
Non-current assets	Level 2	45.24	45.24	45.00	45.00	44.77	44.77
Financial Liabilities							
Current Liabilities*							
Borrowings including interest accrued	Level 2	4,922.81	4922.81	4,267.14	4,267.14	5,280.39	5,080.39
Trade payables	Level 2	15.56	15.56	15.56	15.56	152.70	152.70
Other financial liabilities	Level 2	195.34	195.34	205.82	205.82	273.10	273.10

The fair values of the financial assets and financial liabilities included in the level 2 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

* there is no significant change in the fair value of these current financial assets and current financial liabilities, therefore fair value is equal to its carrying value.



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38. Operating lease arrangements

a) As a lessee

Leasing arrangements

The Company has entered into operating leases arrangements for office premises and accommodation provided to staffs with different lease terms that varies from case to case. The company does not have an option to purchase the leased land at the expiry of the lease periods. The Company does not have any non-cancellable operating lease as on the each reporting date.

Payments recognised as an expense

Particulars	Year ended March 31, 2017			Year ended March 31, 2016		
	Office Premises	Accommodation provided to staff	Total	Office Premises	Accommodation provided to staff	Total
Minimum lease payments	20.50	-	20.50	25.72	0.38	26.10



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39. Statement of Transactions with related parties

Holding Company
Container Corporation of India Limited

Fellow subsidiary
CONCOR Air Limited

Key Management Personnel

Sh. V Kalyana Rama	Chairman
Dr. P. Aili Rani	Director
Sh. P. K. Aggarwal	Director
Sh. Mohan Lal Arora	CEO
Sh. Umesh K. Behl	CFO
Ms. Suman Lata	Manager (F) & CS

The following table summarizes related-party transactions and balances with the holding company for the year ended and as on reporting date:

Transactions during the year

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Unsecured loan taken	445.00	145.00
Unsecured loan refunded	-	1,289.77
Unsecured loan converted into equity	-	-
Interest on loan	264.97	307.96
Interest Paid	25.34	145.64
TDS deducted on interest on loan	28.96	30.80
Lease rental of plastic bins	80.33	113.71
Lease rental of plastic bins paid	27.71	111.44
TDS deducted on lease rental	1.71	2.27
Sale of damaged CONCOR Bins	0.38	-
Payment of CONCOR Bins (recovered from customers)	0.42	-
Administrative expenses (Advertisement)	0.09	-
Travelling expenses (Directors)	0.66	-
Regional provident fund commissioner	0.27	-

Balances at the year end

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Other payables	28.42	28.42	28.42
Other payables for lease rent of plastic bins	50.91	-	-
Loans payables	3,590.00	3,145.00	4,289.77
Interest accrued on loans	1,332.81	1,122.14	990.62

The following table summarizes related party balances with the fellow subsidiary (CONCOR Air) as on reporting date:

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Balances at the year end			
Advance to CONCOR Air	0.22	-	-
There are no transactions and balances outstanding with KMPs.			

39.1 Loans from related parties

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unsecured			
Loans from Container Corporation of India Limited	3,590.00	3,145.00	4,289.77
Interest accrued on loans	1,332.81	1,122.14	990.62



The Company has taken working capital loan from its holding company Contalner Corporation of India (Concor) at the following terms: .

Particulars	Amount	Rate of interest	Repayable
As at March 31, 2017			
Loan tranche 2	3,000.00	9.74% (8.51% w.e.f October 1, 2015)	Bullet repayment by the end of next year*
Loan tranche 3	190.00	8.51%	
Loan tranche 4	400.00	8.51%	
As at March 31, 2016			
Loan tranche 2	3,000.00	9.74%	Bullet repayment by the end of next year*
Loan tranche 3	145.00	8.51%	
As at March 31, 2015			
Loan tranche 1	932.67	9.74%	Bullet repayment by the end of next year*
Loan tranche 2	3,357.10	9.31%	

* As per the contractual terms, loans from related party are payable by the end of next year. However, company takes approval from related party from the due date for deferment of these loan generally for the period of further one year.

39.2 Compensation of key management personnel (Ms. Suman Lata) *:

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Short-term benefits		
Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	12.60	13.32
Value of perquisites under section 17(2) of the Income tax Act, 1961	0.04	0.11
Post-employment benefits	0.46	0.47
Other long-term benefits	1.48	0.56
Share-based payments	-	-
Termination benefits	-	-
	14.58	14.46

* Compensation to other key management personnel are paid by the holding company

39.3 Terms and conditions

All the transactions were made on normal commercial terms and conditions and at market rates. All outstanding balances are unsecured and are repayable in cash. No guarantees have been given or received. No expense has been recognised in the current or prior years for bad or doubtful debts in respect of the amounts owed by related party.



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40. Contingent liabilities and contingent assets

	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
a. Bank Guarantees not provided for	2.00	2.00	2.00

b. Carrots were stored by M/s GAPL in FHEL's facility. M/s GAPL disputed the rental and requested for arbitration. FHEL approached arbitrator to recover rental charge and handling charge of Rs.87,16,956/- and M/s GAPL approached Arbitrator for claim of Rs.4,58,84,497/- on quality issues. Arbitrator awarded Rs.87,16,956/- in favour of FHEL and Rs.80,44,497/- in favour of M/s GAPL. Both approached Hon'ble High Court and filed appeal against the Arbitrator award. The case is pending in High Court, Delhi.

c. A Claim of Rs.53,46,837/- against FHEL has been filed by the Growers of Shimla area which is under arbitration proceeding. A counter claim of Rs.1,68,98,043/- has also been filed by the Company.

d. M/s Pulkit Industries have invoked arbitration clause for 2 tenders. The claim amount is Rs.22 lakhs approx. The arbitration proceedings are expected to start shortly.

No contingent assets and contingent gains are probable to the company.

41. Details of expenditure and earnings in foreign currency:

Expenditure in foreign exchange
Expenditure in foreign exchange

	For the Year ended March 31, 2017	For the Year ended March 31, 2016
	-	-

42. Additional information required as per schedule III of companies Act 2013 regarding purchase, sale and stock of main items:

Item	Qty (Nos.) C/Y	Opening	Purchased	Sold	Consumed*	Closing
Fruits*	Qty (Nos.) P/Y	3,824,735	-	-	280,172	-
	Amount (in Rs.) C/Y	-	-	-	3,544,563	-
	Amount (in Rs.) P/Y	300,348,388	-	-	194,007,803	-
Packing Material**	Qty (Nos.) C/Y	640,318	-	-	13	640,305
	Qty (Nos.) P/Y	1,417,285	527,986	16,573	1,288,380	640,318
	Amount (in Rs.) C/Y	4,374,612	-	-	208	4,374,404
	Amount (in Rs.) P/Y	11,667,652	9,866,790	687,215	16,472,615	4,374,612

* Consumption includes moisture loss, spillage, testing of fruit etc.

** Consumption includes recycled and used for packing and loss due to valuation.

*** Purchase includes received with apple procured.

43. Auditors Remuneration

Particulars	For the Year ended March 31, 2017	For the Year ended March 31, 2016
Statutory audit	0.76	0.76
Tax audit	0.32	0.32
Total	1.08	1.08

Note: The above amount are exclusive of service tax

44. The Particulars of dues to Micro, Small and Medium Enterprises under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")

Particulars	2016-17	2015-2016
-------------	---------	-----------

Principal amount due to suppliers under MSMED Act at the year end.

Interest accrued and due to suppliers under MSMED Act on the above

amount, unpaid at the year end.

Payment made to suppliers (other than interest) beyond the appointed

date during the year.



Interest paid to suppliers under section 16 of MSMED Act during the year.

Interest due and payable to suppliers under MSMED Act for payments already made.

Interest accrued and not paid to suppliers under MSMED Act up to the year end.

Note: The above information has been disclosed in respect of parties which have been identified on the basis of the information available with the Company.

45. Pending issuance of Notification u/s 441A of Companies Act, 1956 and as no provisions on the matter are stated in the companies act, 2013, no provision has been made towards Cess on turnover.

46. The impact of pay revision in respect of security expenses etc. will be accounted for on receipt of claims.

47. Insurance Claims of Rs. 8.91 lakhs (Rs. 3.37 lakhs for transit accident of apple loaded trucks is pending with United India Insurance Company and Rs. 5.54 lakhs for transit accident of apple loaded trucks is pending with National Insurance Company).

48. In the opinion of the management, during the year there are no indications that impairment of any asset has taken place. Accordingly, no provision for impairment of assets is required as per Indian Accounting Standard 36.

49. During the year, provision for current tax is not made as the Company has brought forward losses and unabsorbed depreciation amounting to 138.15 crore upto A/Y 2016-17 (as at March 31, 2016: Rs. 140.69 crore upto A/Y 2015-16) in accordance with the provisions of the Income Tax Act, 1961.

50. During the year the Company had no employee drawing remuneration equal to or more than the limits prescribed under the Companies Act, 2013 and the rules made there under.

51. An amount of Rs. 7 lakhs is appearing in Income Tax/TDS portal against the company TAN No. as payable on account of short deduction. However, in the opinion of the management, no amount is payable and the rectification will be got done from IT Deptt. which pertains to periods more than 3 years old.



Fresh & Healthy Enterprises Limited
Reconciliation of equity as previously reported under IGAAP to Ind AS
As at April 1, 2015
(All amounts are in Rupees lakhs unless otherwise stated)

52. Transition to Ind-AS

The effect of the company's transition to Ind AS, described in note below, is summarized in this note as follows:

- (i) Transition election
(ii) Reconciliation of equity as previously reported under Indian GAAP to Ind-AS
(iii) Adjustments to the statement of cash flows.

(i) Transition election

The Company has prepared the opening balance sheet as per Ind AS as of April 1, 2015 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to the certain exception and certain optional exemptions availed by the Company as detailed below.

Particulars	Note No.
Deemed Cost of for property, plant and equipment, investment property, and intangible assets	1
Leases	2

1. In accordance with Ind-AS transitional provisions, The Company has elected to consider carrying amount as per previous GAAP as deemed cost as at the date of transition.

2. In accordance with Ind-AS transitional provisions, the company opted to determine whether an arrangement existing at the date of transition contains a lease on the basis of facts and circumstances existing at the date of transition rather than at the inception of the arrangement.

(ii) Reconciliation of equity and comprehensive income as previously reported under Indian GAAP to Ind-AS

Particulars	Note No.	As at Mar 31, 2016	As at April 1, 2015
Equity as reported under IGAAP		623.45	3,226.05
a. Ind-AS Adjustments increase:			
Adjustment of fees paid for increasing share capital - share issue expense	i	43.90	33.90
b. Ind-AS Adjustments (decrease):			
Adjustment for prior period expenses	ii	-	(3.92)
Adjustment for amortisation of premium paid on leasehold land	iii	(4.26)	(4.05)
Adjustment of fees paid for increasing share capital - share issue expense	iv	(53.90)	(53.90)
Recognition of loans to employees using effective interest rate	v	1.39	1.18
Discounting of security deposit given	vi	(3.26)	(3.10)
Equity as reported under Ind-AS		607.32	3,196.16

Particulars		For the year ended March 31, 2016
Profit as reported under IGAAP		(2,602.60)
Increase (decrease) in net income for:		
Adjustment of fees paid for increasing share capital - Preliminary expenses written off	i	10.00
Remeasurements of the defined benefit plans	iv	(1.59)
Prior period expenses	ii	3.92
Amortisation of premium paid on leasehold land	iii	(0.21)
Recognition of loans to employees using effective interest rate	v	0.21
Discounting of security deposit given	vi	(0.16)
Profit as reported under Ind AS	A	(2,590.43)



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Comprehensive Income as reported under IGAAP
Increase in net income for:

Remeasurements of the defined benefit plans
Comprehensive Income as reported under Ind AS

	1.59
B	1.59
A + B	(2,588.84)

Total comprehensive Income as reported under Ind AS

Notes:

(i) As per Ind-AS, share issue costs incurred for raising additional equity is accounted for as a deduction from equity. Under previous Indian GAAP, such share issue costs is recognised as preliminary expenses and has amortised it over a period of five year.

(ii) As per the Ind-AS, prior period errors are corrected retrospectively by restating the comparative amounts for prior period presented in which error occurred or if the error occurred before the earliest period presented, by restating the opening balance sheet. Accordingly, prior period items of financial year 2015-16 has been adjusted on transition date i.e. April 1, 2015. Under previous Indian GAAP, prior period items are included in the profit or loss of the period in which the error is discovered.

(iii) As per Ind-AS, land leases where the lease term is not for the major part of economic life of land, are classified as prepayments and amortised over the period of the lease. Under previous Indian GAAP, land leases were classified as PPE and not amortised.

(iv) As per Ind-AS, Actuarial gains and losses on post-employment defined benefit plans to be recorded through OCI. Under previous Indian GAAP, Actuarial gains and losses were recognised in profit or loss.

(v) As per Ind-AS, loans are measured at fair value at inception. Difference between the fair value and the contractual value is recognized as deferred employee cost and amortised over the period of the underlying contract. Subsequently, loans have been measured at amortised cost at each reporting date using effective interest rate method. Under previous Indian GAAP such employee cost are not accounted for and interest cost is recognized based on the contractual interest rate.

(vi) As per Ind-AS, security deposit are measured at fair value at inception. Difference between the fair value and transaction value has been recognised as prepaid rent and amortized over the period of the underlying contracts. Subsequently, security deposit have been measured at amortised cost at each reporting date using effective interest rate method. Under previous Indian GAAP, security deposits are recorded at their transaction value.

(iii) Adjustments to the statement of cash flows .

The transition from Indian GAAP to Ind-AS had no significant impact on cash flows generated by the company. Cash flows relating to interest are classified in a consistent manner as operating, investing or financing each period.

Particulars	Note No.	Previous GAAP	Effect of transition to Ind AS	Ind AS
Net cash flows from operating activities		1521.62	(132.97)	1,388.65
Net cash flows from investing activities		31.19	1.45	32.64
Net cash flows from financing activities		-1452.73	131.52	(1,321.21)
Net increase (decrease) in cash and cash equivalents		100.08	0.00	100.08
Cash and cash equivalents at the beginning of the period		36.60	136.68	36.60
Cash and cash equivalents at the end of the period		136.68	136.68	136.68

53. Approval of financial statements

The financial statements were approved for issue by the board of directors on May 12th, 2017.

For Anil Ashok & Associates
Chartered Accountant

CA Vijay Kumar Singal
Partner
M.No. 097963
Date: 12-05-2017
Place: New Delhi



For and on behalf of Board of Directors

V. Nalyana Rama
Chairman

Dr. P. Anil Rani
Director

M. L. Arora
CEO

Suman Lata
Mgr(F) & CS

Umesh K. Behl
Chief Finance Officer

Anil Ashok & Associates

Chartered Accountants



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INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBERS OF

M/s FRESH & HEALTHY ENTERPRISES LIMITED

1. Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of FRESH & HEALTHY ENTERPRISES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss (including other Comprehensive income), the statement of Cash Flows and the statement of change in equity for the year ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statement").

2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) prescribed under Section 133 of the Act, read with relevant Rules issued there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.





3. Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order under Section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31st March 2017, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.



Anil Ashok & Associates

Chartered Accountants



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Report on Other Legal and Regulatory Requirements

- i) As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure B, a statement on the matters specified in paragraph 3 and 4 of the Order.
- ii) As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books ;
 - (c) The Balance Sheet, the Statement of Profit and Loss, the statement of Cash Flow and the statement of change in equity dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial control over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note 7 to the Ind AS financial statements;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and





- iii. there has been no delay in transferring amounts , required to be transferred to the Investor Education and Protection Fund by the Company; and
- iv. the Company has provided requisite disclosures in its Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 9 to the Ind AS financial statements;

4.1 Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements.

- A) Note 7 to the financial statement in respect of sundry debtors there is uncertainty related to the outcome of the lawsuit filed against various sundry debtors.
- B) The financial statement which indicates that the Company has accumulated losses and its Net Worth has been fully/ substantially eroded, the Company has incurred a net Loss / net Cash loss during the current year and previous year(s) and, the Company current liabilities exceeded its current assets as at the balance sheet date. These conditions indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note.

Our opinion is not modified in respect of these matters.

Compliance of Directions issued under section 143(5) of Companies Act, 2013 issued by the office of the Comptroller and Auditor General of India.

Observation on the directions issued by the office of Comptroller and Auditor General of India u/s 143(5) of Companies Act, 2013 have been annexed by way of Annexure C of this report.

Place: New Delhi
Date: 12th May 2017

For Anil Ashok & Associates
Chartered Accountants
FRN:005177N

(Vijay Kumar Singh)
Partner
M. No. :097963



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Annexure "A" to the Auditor's Report of Fresh and Healthy Enterprises Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Fresh and Healthy Enterprises Limited** ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section





143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations



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of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.


Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: New Delhi
Date: 12th May 2017

For Anil Ashok & Associates
Chartered Accountants
FRN:005177N

(Vijay Kumar Singh)
Partner
M. No. :097963





The Annexure-B referred to in paragraph 4(i) of Our Report of even date to the members of FRESH & HEALTHY ENTERPRISES LIMITED on the Ind AS financial statements of the company for the year ended 31st March, 2017.

We report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which all the fixed assets are verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed upon such verification during the year.

(c) The title deeds of immovable properties, which are held in the name of company as at the balance sheet date, are held in the name of company.
2. (a) As explained to us, Inventory has been physically verified by the management as at 31 March 2017.

(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) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act.
4. The company has not advanced any loan or given any guarantee or provided any security or made any investment covered under section 185 and 186 of Companies Act, 2013.



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5. The Company has not accepted any deposits from the public as defined in section 73 and 76 of the Companies Act 2013
6. The company is not required to maintain cost records under subsection (1) of Section 148 of the Act.
7. (a) According to the information and explanations given to us, no undisputed amounts payable in respect of Income tax, Service tax, Provident Fund, Employees State Insurance, and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of Income tax or Sales Tax or Service tax or duties of excise or value added tax or cess and other material statutory dues which have not been deposited by the Company on account of any disputes.

(c) There was no amount which was due for transfer to Investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
8. In our opinion and according to the information and explanation given to us the Company has not defaulted in the repayment of loans or borrowings to the financial institutions, banks and Government and dues to debenture holders.
9. The Company has not raised money by way of initial public offer or further public offer (including debt instrument) and Term loans during the year hence clause 9 of CARO 2016 is not applicable.
10. According to the information and explanations given to us, no fraud on or by the Company by its officer or employees has been noticed or reported during the year.
11. No Managerial remuneration has been paid during the year in contravention to the provision of section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company, Consequently, requirements of clause (xii) of paragraph 3 of the CARO 2016 are not applicable.
13. To the best of our knowledge and belief and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and



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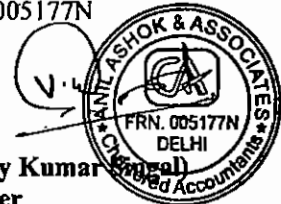
188 of the Act where applicable and the details have been disclosed in the Ind AS Financial Statements etc. as required by the applicable accounting Standards.

14. To the best of our knowledge and belief and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of share or fully or partly convertible debentures during the year under review, consequently, requirements of clause (xiv) of paragraph 3 of the CARO 2016 are not applicable.
15. To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not entered into any non cash transactions with directors or persons connected with him.
16. To the best of our knowledge and belief and according to the information and explanations given to us, the Company is not required to be registered under Section 45IA of the Reserve Bank of India Act, 1934.

Place: New Delhi
Date: 12th May 2017

For Anil Ashok & Associates
Chartered Accountants
FRN:005177N

(Vijay Kumar Singh)
Partner
M. No. :097963



Anil Ashok & Associates

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Annexure C to the audit report to the Fresh & Healthy Enterprises Ltd.

Report as per sub-direction u/s 143(5) of the Companies Act, 2013

(In pursuance to the direction from the year 2015-16 onwards)

S. No.	Directions	Observations																																				
1.	Whether the company has clear title/lease deeds fir freehold and leasehold land respectively? If not please state the area of freehold and leasehold land for which title/lease deeds are not available.	Yes. However, in respect of Leasehold land at RAI, Sonipat, Lease Deed is in the name of holding company i.e. Container Corporation of India Limited.																																				
2	Whether there are any cases of waiver/write off of debts/loans/ interest, if yes, the reasons there for and the amount involved.	<p>The details of waivers /write off of debts by FHEL are as under:-</p> <table><tr><th>S. No.</th><th>Name of the Party</th><th>Amount (In Rs.)</th></tr><tr><td>1</td><td>MM Fruits</td><td>33271</td></tr><tr><td>2</td><td>Devanand Sindhi</td><td>2115</td></tr><tr><td>3</td><td>HC Fruits</td><td>1622.6</td></tr><tr><td>4</td><td>Khet Se Agriproduce India(P) Ltd.</td><td>25304</td></tr><tr><td>5</td><td>Aditya Birla Retail, Delhi</td><td>27640.29</td></tr><tr><td>6</td><td>Himalay Fruit Company</td><td>6699</td></tr><tr><td>7</td><td>North Bengal Fruit Company</td><td>2901</td></tr><tr><td>8</td><td>IRCTC-Sales</td><td>325</td></tr><tr><td>9</td><td>Heritage Foods India Ltd.</td><td>40246</td></tr><tr><td>10</td><td>Khanna Fruit Co-Sales</td><td>39866</td></tr><tr><td>11</td><td>S.S. Agro Foods Ltd.</td><td>85414</td></tr></table>	S. No.	Name of the Party	Amount (In Rs.)	1	MM Fruits	33271	2	Devanand Sindhi	2115	3	HC Fruits	1622.6	4	Khet Se Agriproduce India(P) Ltd.	25304	5	Aditya Birla Retail, Delhi	27640.29	6	Himalay Fruit Company	6699	7	North Bengal Fruit Company	2901	8	IRCTC-Sales	325	9	Heritage Foods India Ltd.	40246	10	Khanna Fruit Co-Sales	39866	11	S.S. Agro Foods Ltd.	85414
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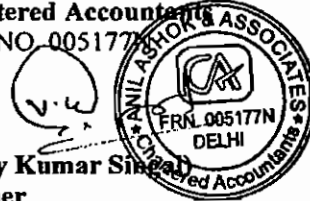
E-mail : roc.anilashok@gmail.com

		12	VL Company	29227.72
			Staff (FHEL) for	330
		13	Sale	
			Orpine Agro Pvt.	146500
		14	Ltd.	
			Total	441461.61
3	Whether proper records are maintained for inventories lying with third parties & assets received as gift/ grant(s) from Govt. or other authorities.	There are no inventories of the company lying with third parties & in respect of assets received from National Horticulture Board the required details as per the nature & size of the business are maintained.		

For Anil Ashok & Associates

Chartered Accountants

FRN NO. 005177



(Vijay Kumar Singh)

Partner

M.No. 097963

Place: New Delhi

Dated: 12th May 2017

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
UNDER SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL
STATEMENTS OF FRESH & HEALTHY ENTERPRISES LIMITED FOR THE YEAR
ENDED 31 MARCH 2017.**

The preparation of financial statements of FRESH & HEALTHY ENTERPRISES LIMITED for the period ended 31 March 2017 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the management of the company. The Statutory Auditors appointed by the Comptroller and Auditor General of India under Section 139 (5) of the Act are responsible for expressing opinion on the financial statements under Section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated 12.05.2017.

I, on behalf of the Comptroller and Auditor General of India, have conducted a supplementary audit under section 143(6)(a) of the Act of the financial statements of FRESH & HEALTHY ENTERPRISES LIMITED for the period ended 31 March 2017. This supplementary audit has been carried out independently without access to the working papers of the statutory auditors and is limited primarily to inquiries of the statutory auditors and company personnel and a selective examination of some of the accounting records. On the basis of my audit nothing significant has come to my knowledge which would give rise to any comment upon or supplement to statutory auditors' report.

For and on the behalf of the
Comptroller & Auditor General of India



(B.R.Mondal)

**Principal Director of Audit
Railway Commercial, New Delhi**

Place: New Delhi

Dated: 07 September, 2017