

**FRESHTROP FRUITS LIMITED****(CIN: L15400GJ1992PLC018365)****NOTICE**

**NOTICE** is hereby given that the 32nd Annual General Meeting (“AGM”) of the Members of **FRESHTROP FRUITS LIMITED** will be held on Friday, September 20, 2024 at 4.00 P.M.(IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31,2024 together with the report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ramchandra Gaurishankar Joshi (DIN: 00231568), who retires by rotation and being eligible, offers himself for re appointment.

**SPECIAL BUSINESS:**

3. **To consider and approve the Change in the Name of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13(2), and 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules,2014 and Regulations 45 of SEBI (Listing Obligations and Disclosures Requirements)Regulations,2015 (including any statutory modifications or re-enactment thereof, for the company for the time being in force) and subject to approval of any other Regulatory Authorities as may be necessary, the consent of the members be and is hereby accorded to change the name of the company from **“Freshrop Fruits Limited” to “Puretrop Fruits Limited”;**

**RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. *The Name of the Company is “**PURETROP FRUITS LIMITED**”*

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company;

**RESOLVED FURTHER THAT** Mr. Ashok V Motiani (DIN: 00124470), Managing Director of the Company, be and is hereby authorized on behalf of the Company to make application to the Central Government (Registrar of Companies) for obtaining approval for change in name of the Company and to sign and file forms and other documents with the Central Government (Registrar of Companies) and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, forms as are necessary or expedient for the purpose of giving effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to issue a certified copy of resolution to the concerned parties including the Central Government (Registrar of Companies).”

4. **To appoint Mr. Pradeep Katyal (DIN:10727156) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

**“RESOLVED THAT,** pursuant to provision of Section 149, 150, 152, 160 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the rules

made thereunder, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) based on the recommendation of the Nomination and Remuneration Committee, Mr. Pradeep Katyal (DIN:10727156), who was appointed by the Board of Directors as an Additional (Non-Executive, Independent Director) of the Company with effect from August 09, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of Boards Approval i.e. August 09, 2024 to hold office for a term of two (2) consecutive years;

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper and expedient to give effect to aforementioned resolution.”

**5. To appoint of Mrs. Sharada Iyer (DIN:03357928) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

“**RESOLVED THAT**, pursuant to provision of Section 149,150,152, 160 read with Schedule IV and any other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the rules made thereunder, the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) based on the recommendation of the Nomination and Remuneration Committee, Mrs. Sharada Iyer (DIN:03357928), who was appointed by the Board of Directors as an Additional (Non-Executive, Independent Director) of the Company with effect from August 09, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of Boards Approval i.e. August 09, 2024 to hold office for a term of two (2) consecutive years;

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper and expedient to give effect to aforementioned resolution.”

**6. To Re-Appoint Mrs. Nanita A Motiani as Whole Time Director of The Company for a period of Three Years w.e.f April 01, 2024**

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provision of Section 196, 197 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and such other permissions, approvals and sanction(s) as may be required, the consent of the members of the Company be and is hereby accorded to reappoint Mrs. Nanita A Motiani (DIN: 00787809) as Whole Time Director of the Company for period of 3 years, liable to retire by rotation (subject to provision(s) of the Act) with effect from April 01,2024;

**RESOLVED FURTHER THAT** the terms and conditions of such re-appointment including the remuneration and perquisite payable to Mrs. Nanita A Motiani shall be as mentioned herein below:

**TERMS AND CONDITIONS:**

- i. Subject to the superintendence, director and control of the board of director of the Company, Mrs. Nanita A Motiani Whole Time Director of the Company shall be entrusted

- with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to her by the board of directors for the time to time.
- ii. The Whole Time Director shall be liable to retire by rotation subject to provisions of the Act.
  - iii. The whole Time Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence of profit by the company in any year.
  - iv. The appointment shall be effective w.e.f April 01,2024 to March 31,2027 on the remuneration mentioned below.
  - v. The Whole Time Director shall be paid remuneration and perquisites as under:
    - a. Salary: A Salary of Rs. 4,00,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013.
    - b. Bonus: Discretionary bonus as may be decided by Nomination and Remuneration Committee / Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of 12 lacs PA.
    - c. Perquisites: The Whole Time Directors may be paid perquisites including but not limited to the following:
      - Contribution to the provident fund, family benefit fund superannuation fund as per rules of the Company.
      - Gratuity not exceeding half a month salary for each completed year of Service.
      - Earned Privilege Leave: As per the rules of the Company including leaves encashment.
      - Free use of telephone at her residence as well as use of Mobile.

Provided however that the overall remuneration including all the perquisites shall not exceed the limits laid down under provisions of Para A of Section II of Part II of Schedule V of the Companies Act of 2013, even if the same is in excess of limits under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 for which also the approval of the Members of the Company is hereby specifically given by this resolution;

**RESOLVED FURTHER THAT** the extent and scope of salary and perquisites as specified in this resolution may be altered or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again;

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution.”

**7. To Re-Appoint Mr. Ashok Motiani as Managing Director of the Company for a period of three years w.e.f October 01, 2024**

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereof) and Rules made thereunder and such other permissions, approvals and

sanction(s) as may be required, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Ashok Motiani (DIN:00124470) as Managing Director of the Company for a period of three years w.e.f. October 01, 2024;

**RESOLVED FURTHER THAT** the terms and conditions of such re-appointment including remuneration and perquisites payable to Mr. Ashok Motiani shall be mentioned herein below:

**TERMS AND CONDITIONS:**

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Ashok Motiani, Managing Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- II. The appointment shall be effective w.e.f October 01, 2024 to September 30, 2027 on the remuneration mentioned below.
- III. The Managing Director shall not be liable to retire by rotation subject to provisions of the Act
- IV. The Managing Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- V. The Managing Director shall be paid remuneration and perquisites as under:
  - a. Salary: A Salary of 15,00,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013
  - b. Commission: Commission upto@ 2% of the net profit of the Company calculated as laid down in Section 198 of the Companies Act, 2013 as may be granted by the Board of Directors of the Company for each financial year.
  - c. Bonus: Discretionary bonus as may be decided by Nomination and Remuneration Committee / Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of 30 Lakh p.a.
  - d. Perquisites: The Managing Director may be paid perquisites including but not limited to the following:
    - Contribution to the Provident Fund, Family Benefit Fund, Superannuation Fund as per rules of the Company.
    - Gratuity not exceeding half a month salary of each completed year of service.
    - Earned Privilege leaves: as per rules of Company including leave encashment
    - The Company shall provide a Car for the Company's business and if no car is provided, re-imburement of the conveyance shall be as per actual on the basis of claims made by her.
    - Free use of telephone at residence as well as use of mobile.

Provided however that the overall remuneration including all the perquisites shall not exceed the limits laid down under provisions of Para A of Section II of Part II of Schedule V of the Companies Act of 2013, even if the same is in excess of limits under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 for which also the approval of the Members of the Company is hereby specifically given by this resolution;

**RESOLVED FURTHER THAT** the extent and scope of salary and perquisites as specified in this resolution may be altered or varied by the Board of Directors in accordance with the relevant

provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again;

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution.”

**Date:** August 09, 2024

**Place:** Ahmedabad

**Registered Office:**

A-603, Shapath IV,  
Opp. Karnavati Club, S. G. Road,  
Ahmedabad – 380015.

By order of the Board

**For Freshtrop Fruits Limited**

**Ashok Motiani**

Chairman & Managing Director  
(DIN: 00124470)

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (“MCA Circulars for General Meetings”) and The Securities and Exchange Board of India (“SEBI”) vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (MCA Circulars for General Meetings and SEBI Circulars for General Meeting are collectively referred to as “the MCA and SEBI Circulars”), permitted the holding of the general meetings through VC / OAVM, without the physical presence of the members at a common venue till September 30, 2024. In compliance with the provisions of the Act, the Listing Regulations, MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
2. As the AGM is being held pursuant to MCA and SEBI Circulars through VC / OAVM, the facility to appoint proxy will not be available for the AGM and hence the Proxy Form and the Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
3. Further, pursuant to sections 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their vote through e-voting. As the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
4. Members of the Company under the category of Institutional Investors / Corporate Members are encouraged to attend and vote at the AGM through VC. Institutional Investors/ Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company at its registered email address to or upload on the VC portal / e-voting portal or to e-mail to the Scrutiniser at manojhurkat@hotmail.com with a copy marked to evoting@nsdl.com.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
6. The Company has fixed Friday, September 13, 2024 as Cut-off date for determining entitlement for remote e-voting as well as e-voting of shareholders holding shares in physical or dematerialized form.
7. The Register of Members and Share Transfer Books for the Equity Shares of the Company shall remain closed from Friday, September 13, 2024 to Friday, September 20, 2024 both days inclusive, in connection with the AGM.
8. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses, as set out above is annexed hereto.
9. Members are requested to note that the Company's equity shares are under compulsory demat trading for all class of investors and are therefore advised in their own interest to dematerialise their physical shareholding to avoid inconvenience and for better servicing by the Company.
10. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/ 8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement;

Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at [www.freshtrop.com](http://www.freshtrop.com) in Investor section. It may be noted that any service request can be processed only after the folio is KYC compliant.

11. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their self-attested PAN to their DP(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their self-attested PAN details to the Company / Registrar along with Form ISR-1.
12. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH - 13 with Registrar. In respect of shares held in demat form, the nomination form may be filed with the respective DP. As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023, the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nominations with various forms are made available at the Company's website at [www.freshtrop.com](http://www.freshtrop.com) in Investor section for easy access.
13. Pursuant to the provisions of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the requisite details of unpaid and unclaimed amounts lying with the Company has been uploaded on Company's website at [www.freshtrop.com](http://www.freshtrop.com) and website of Ministry of Corporate Affairs. Further, the investor-wise details of amounts and shares, which have already been transferred by the Company to IEPF, are available on the website of the Company i.e. [www.freshtrop.com](http://www.freshtrop.com). Member(s) are advised to claim unpaid/unclaimed dividend amounts if any, in respect of final dividend till date by contacting Company at the Registered Office or the Registrar and Share Transfer Agent of the Company - M/s. Bigshares Services Private Limited at Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 Phone: 022-62638200, e-mail id: [investor@bigshareonline.com](mailto:investor@bigshareonline.com) / [shwetasa@bigshareonline.com](mailto:shwetasa@bigshareonline.com).
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
15. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
16. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.freshtrop.com](http://www.freshtrop.com) in Investor section, website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>.

17. The Members can join the AGM through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and shall be closed after expiry of 15 minutes from the scheduled time. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Private Limited in case the shares are held by them in physical form.
19. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the Registrar and Transfer Agents of the Company Bigshare Services Private Limited by providing Folio No. and Name of shareholder. Shareholders holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
21. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [secretarial@freshtrop.com](mailto:secretarial@freshtrop.com) from Tuesday, September 03, 2024 (10.00 a.m. IST) to Thursday, September 12, 2024 (4.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
22. The Board of Directors in their Meeting held on August 09, 2024 appointed Mr. Manoj Hurkat, Practicing Company Secretary, Ahmedabad of M/s Manoj Hurkat & Associates (Membership No.4287 & CP No. 2574) or failing him any other Practicing Company Secretary, as may be appointed by authorised officials, as a Scrutinizer for overseeing the remote e-voting process in a fair and transparent manner.
23. The Scrutinizer shall submit his report to the Chairman, or any other person authorised by him. Results declared along with report of the Scrutinizer shall be placed on the website of the Company [www.freshtrop.com](http://www.freshtrop.com) and on the website of NSDL <https://www.evoting.nsdl.com> and Website of Stock exchange at [www.bseindia.com](http://www.bseindia.com), immediately after declaration of result by the Chairman or any person authorized by him in this behalf.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Tuesday, September 17, 2024 at 9:00 A.M. and ends on Thursday September 19, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 13, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 13, 2024.



**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**
**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b> .	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “ <b>Register Online for IDeAS Portal</b> ” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “ <b>Login</b> ” which is available under ‘ <b>Shareholder/Member</b> ’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	4. Shareholders/Members can also download NSDL Mobile App “ <b>NSDL Speede</b> ” facility by scanning the QR code mentioned below for seamless voting experience.

Type of shareholders	Login Method
	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li data-bbox="614 689 1386 907">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li data-bbox="614 907 1386 1227">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li data-bbox="614 1227 1386 1361">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li data-bbox="614 1361 1386 1624">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.com** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [manojhurkat@hotmail.com](mailto:manojhurkat@hotmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to (Pallavi Mhatre) at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial@freshtrop.com](mailto:secretarial@freshtrop.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial@freshtrop.com](mailto:secretarial@freshtrop.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com). for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER :-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@freshtrop.com](mailto:secretarial@freshtrop.com). The same will be replied by the company suitably.

**Date:** August 09, 2024

**Place:** Ahmedabad

**Registered Office:**

A-603, Shapath IV,  
Opp. Karnavati Club, S. G. Road,  
Ahmedabad – 380015.

By order of the Board

**For Freshrop Fruits Limited**

**Ashok Motiani**

Chairman & Managing Director  
(DIN: 00124470)

**EXPLANATORY STATEMENT****(Pursuant to Section 102 of the Companies Act, 2013)****ITEM NO. 3:**

The Board of Directors, at its meeting held on August 09, 2024, decided to change the name of the Company subject to necessary statutory approvals. This decision was necessitated by the terms of the slump sale agreement with Green Agrevolution Private Limited, under which the Company transferred its entire Fresh Fruit Business, including all assets, liabilities, contracts, employees, books and records, licenses (to the extent transferable), and intellectual property rights, including the tradename 'Freshrop'. Consequently, the Board has approved the change of the Company's name from **"FRESHTROP FRUITS LIMITED" to "PURETROP FRUITS LIMITED"** to comply with the agreement requirements.

The decision to rebrand under the name "PURETROP FRUITS LIMITED" reflects our strategic vision and commitment to future growth. The new name embodies our enhanced capabilities and future aspirations, in alignment with the transformative changes initiated by the aforementioned slump sale agreement.

"PURETROP FRUITS LIMITED" is committed to upholding the highest standards of purity in its processed pulps and juices. Our dedication to quality and excellence ensures that every product we offer is natural, healthy, and free from artificial additives. This unwavering focus on purity drives our operations and reinforces our promise to consistently deliver the finest products to our consumers.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of a Special Resolution. The proposed change in name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate from a Practicing Chartered Accountant to this effect is annexed herewith as **"Annexure I"**. The Office of the Central Registration Centre, Ministry of Corporate Affairs, has conveyed its no objection to change the name of the Company to **"PURETROP FRUITS LIMITED"**.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested. The Board recommends that the resolution set out in Item No. 3 be passed as Special Resolution.

**ITEM NO. 4:**

The Board of Directors, on the recommendation of the Nomination & Remuneration committee (NRC), had appointed Mr. Pradeep Katyal (DIN: 10727156), as an Additional Director (Independent) of the Company as per the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 ("the Act") for a period of 2 (Two) Years effective from August 09, 2024, subject to the approval of the members.

In terms of applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. Pradeep Katyal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his

consent to act as Director. The Company has also received a declaration from him that he meets the criteria of independence as prescribed both, under Section 149(6) of the Act and under the provisions of Listing Regulations.

In the opinion of the Board, Mr. Pradeep Katyal fulfills the conditions for appointment as an Independent Director as specified in the Act and the rules made thereunder and the Listing Regulations and is also independent of the management. The Board is of the view that Mr. Pradeep Katyal is an accomplished professional specializing in driving business growth through technology adoption, organizational change management, new revenue stream development, and strategic business planning. With 34 years of leadership experience across various industries including FMCG, food, fashion, petroleum, and retail, Mr. Pradeep has a proven track record of enhancing business processes, increasing revenue, mitigating risks, and improving corporate governance. Over the past seven years, he has been actively involved in consulting and mentoring companies both domestically and internationally in sectors such as fashion, e-retail, food processing, and artificial intelligence. The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as “**Annexure II**” hereto.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested. The Board recommends that the resolution set out in Item no. 4 be passed as Special Resolution.

**ITEM NO. 5:**

The Board of Directors, on the recommendation of the Nomination & Remuneration committee (NRC), had appointed Mrs. Sharada Iyer (DIN:03357928), as an Additional Director (Independent) of the Company as per the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 (“the Act”) for a period of 2 (Two) years effective from August 09,2024, subject to the approval of the members. In terms applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (“Listing Regulations”), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Mrs. Sharada Iyer (DIN:03357928) is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received a declaration from her that she meets the criteria of independence as prescribed both, under Section 149(6) of the Act and under the provisions of Listing Regulations. In the opinion of the Board, Mrs. Sharada Iyer (DIN:03357928), fulfills the conditions for appointment as an Independent Director as specified in the Act and the rules made thereunder, and the Listing Regulations and is also independent of the management. The Board is of the view that Mrs. Sharada Iyer is a dynamic entrepreneur based in Hyderabad. She is serving as the Director at Futuristic Tapes Pvt Ltd. In this role, she manages client relationship, client retention, new business development, and labor force management. Her leadership and strategic skills have significantly contributed to the growth and success of the company. She seamlessly combines her passions for traveling, reading, cooking, and music with a successful professional career. The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as “**Annexure II**” hereto.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested. The Board recommends that the resolution set out in Item no. 5 be passed as Special Resolution.

**ITEM NO. 6:**

The Board of Directors, upon necessary recommendations and approvals, had re-appointed Mrs. Nanita Motiani as Whole-time Director of the Company for a period of three years, on the terms and



conditions as approved by the shareholders at the 29th Annual General Meeting. Moreover, the present term of appointment of Mrs. Nanita Motiani as Whole-time Director has expired on March 31, 2024.

The Board is of the opinion that her services should continue to be available to the Company to achieve still greater heights, by re-appointing her as Whole-time Director as mentioned in the resolution, subject to the approval of shareholders. Taking into consideration the duties and responsibilities of the Whole-time Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and remuneration committee and Audit Committee, the Board approved the remuneration, terms and conditions of the reappointment of Mrs. Nanita Motiani as Whole time Director of the Company, for a further period of three (3) years effect from April 01, 2024 on the terms and conditions recommended by the as set out in the out in the Notice of 32nd AGM, subject to approval of the shareholders . Further during this period Mrs. Nanita Motiani, Whole-time Director attained the age of 70 years. The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as “**Annexure II**” hereto.

The Board recommends the adoption of the Special Resolution contained in Item no. 6 of the notice.

Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani Whole-time Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 6 of the notice convening the 32nd Annual General Meeting. The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item no. 6 of the Notice for approval of the Members.

**ITEM NO. 7:**

The Board of Directors, upon necessary recommendations and approvals had re-appointed, Mr. Ashok Motiani as the Managing Director of the Company for the period of three years, on the terms and conditions as approved by the shareholders at the 29th Annual General Meeting. Accordingly, the present term of Mr. Ashok Motiani comes to an end on September 30, 2024.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Managing Director as mentioned in the resolution, subject to the approval of shareholders. Taking into consideration the duties and responsibilities of the Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and remuneration committee and Audit Committee, the Board approved the remuneration, terms and conditions of the reappointment of Mr. Ashok Motiani as Managing Director of the Company, for a further period of three (3) years from October 01, 2024 on the terms and conditions as set out in the resolution set out in the Notice of 32nd AGM, subject to approval of the shareholders. The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as “**Annexure II**” hereto.

The Board recommends the adoption of the Special Resolution contained in Item no. 7 of the notice.

Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani Whole-time Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 7 of the notice convening the 32nd Annual General Meeting. The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item no. 7 of the Notice for approval of the Members.

**Certificate from Chartered Accountant pursuant to Regulation 45(1) of  
SEBI (LODR) Regulations, 2015**

To,  
Board of Directors  
**Freshrop Fruits Limited**  
A – 603, Shapath IV, S. G. Road,  
Ahmedabad – 380 015, Gujarat, India.

We, M/s F P & Associates, Chartered Accountants (FRN-143262W), have verified the relevant records and documents of Freshrop Fruits Limited (the Company) with respect to the proposed change of name by the Company from Freshrop Fruits Limited to Puretrop Fruits Limited as approved by the Registrar of Companies pursuant to the applicable provisions of the Companies Act 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time and I hereby certify in respect of the proposed change of name of the Company that:

1. The Board of Directors of the Company at its meeting held on August 09,2024 have approved the proposal for change of name of the Company from Freshrop Fruits Limited to Puretrop Fruits Limited subject to the approval of the members of the Company or such other authorities as may be required.The Company has received the confirmation from the Registrar of the Companies for availability of the new name which will be valid for 60 days from the date of approval.
2. The Company has not changed its last one year as per Regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015.
3. The Company is proposing the change of name of the Company to encompass all the current activities of the Company and the new name does not reflect any specific business activity therefore clause 45 (1) (b) and 45 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time, are not applicable.

This certificate is issued at the special request of the Company in order to include the same in the Explanatory Statement to be attached to the Notice of Annual General Meeting for the purpose of proposed change of name of the Company.

**For, F P & Associates**  
**Chartered Accountants**  
**ICAI Firm Registration Number: 143262W**

**F. S. Shah**  
**Partner**  
**Membership No.: 133589**  
**Place of Signature : Ahmedabad**  
**Date : August 12,2024**  
**UDIN : 24133589BKFHHC2187**

**Annexure - II**

**Additional Information of Directors recommended for appointment/re-appointment in terms of Secretarial Standards on General Meeting (SS-2) and regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation,2015 is given hereunder (For Item Number 2, 4 and 5):**

<b>Name of Director</b>	<b>Mr.Ramchandra Joshi</b>	<b>Mr.Pradeep Katyal</b>	<b>Mrs.Sharada Iyer</b>
Age:	77 Years	59 Years	38 Years
Date of Birth	01-09-1946	06-07-1965	14-01-1986
Date of the first Appointment on the Board	01-04-2020	09-08-2024	09-08-2024
DIN	00231568	10727156	03357928
Expertise in Specific functional area	He has vast experience in public relations, legal and administration matters	He has expertise in leveraging technology for business transformation, optimizing operational efficiency, and guiding strategic business planning to drive sustainable growth and competitive advantage across diverse industries.	She has expertise in client relationship management, business development, and ensuring operational efficiency, with a strong background in finance, risk management, and compliance.
Qualification	B.com, LLB	PG Diploma in Management (Agriculture), B.Sc, LLB.	B.com
Directorships held in other Companies	Nil	Nil	Futuristic Tapes Private Limited
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment as non-executive Director liable to retire by rotation	For a period of 02(two) consecutive years, subject to approval of shareholders by way of special resolution, not liable to retire by rotation. He will be entitled to receive sitting fees for attending the board and committee meetings as may be decided by the Board of Directors.	For a period of 02 (two) consecutive years, subject to approval of shareholders by way of special resolution, not liable to retire by rotation. She will be entitled to receive sitting fees for attending the board and committee meetings as may be decided by the Board of Directors.
Number of Board Meetings attended during the year	5	Nil	Nil
Details of last drawn remuneration	Not Applicable	Not Applicable	Not Applicable

Name of Director	Mr.Ramchandra Joshi	Mr.Pradeep Katyal	Mrs.Sharada Iyer
Memberships / Chairmanships of committees of Board of Directors of Company	Nil	Nil	Nil
Memberships / Chairmanships of committees of Board of Directors of other Companies in which he/she is director	Nil	Nil	Nil
No. of equity shares held in the Company	Nil	Nil	Nil
Disclosure of relationship between directors inter-se	Not Related	Not Related	Not Related

**Additional information as per sub Para (B) of Para 1 of Section II of Part II of Schedule V of the Companies Act, 2013, Regulation 36 (3) Of The Sebi (Listing Obligations And Disclosure Requirements) Regulations, 2015 Read With Clause 1.2.5 Of Secretarial Standard SS- 2 On General Meetings is given hereunder (For Item Number 6 & 7):**

I.	General Information:					
(1)	Nature of Industry:	Freshrop Fruits Ltd. is engaged in the business of exports of Processed fruits and vegetables to global as well as in Domestic Market. The Company is producing Fruit Pulp & Concentrate for both the Domestic & International Customers. The Company is also into business of cold extracted fruit/vegetable juices and nut milks.				
(2)	Date or expected date of commencement of Commercial production:	The Company was incorporated on 30th September 1992 and had already commenced its business.				
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	<b>Not Applicable</b>				
<b>(Amount in Lakhs)</b>						
(4)	Financial performance based on given indicators	<b>2019-20</b>	<b>2020-21</b>	<b>2021-22</b>	<b>2022-23</b>	<b>2023-24</b>
	Turnover	15299.36	14306.89	17117.91	24265.24	19285.29
	Net profit/ (loss) as per Statement of Profit & Loss	461.92	948.56	735.62	846.34	5,995.06
	Amount of Dividend paid	Nil	Nil	Nil	Nil	Nil
	Rate of Dividend declared	Nil	Nil	Nil	Nil	Nil
	Earnings before taxes	601.80	1300.94	1032.06	1096.91	7805.04
	% of EBT to turnover	3.93%	9.09%	6.02%	4.52%	40.47%
(5)	Foreign investments or collaborations, if any.	NIL				

II.	<b>Information about the appointee I: (Item No. 6)</b>	
(1)	<b>Background details</b>	<b>Name : Mrs. Nanita A Motiani</b> Designation: Whole Time Director Father's name: Mr. Jaikishan Jashanmal Tolani Nationality: Indian Date of Birth: 04/04/1953 Age: 71 Years Date of the first Appointment on the Board:29/01/1997 Qualifications: Masters in Science Experience: 29 Years
(2)	Past remuneration	She was paid remuneration upto Rs. 4,00,000 p.m. plus perquisites during her earlier tenure as Whole Time Director
(3)	Recognition or awards	NIL
(4)	Terms and condition of Appointment	As mentioned in item No. 6 of the Notice for the Annual General Meeting
(5)	Job profile and his suitability	The Whole Time Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to her by the Board of Directors from time to time.
(6)	Remuneration proposed in case of inadequacy of profits, minimum remuneration	As mentioned in item No. 6 of the Notice for the Annual General Meeting
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just and adequate.
(8)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mrs. Nanita A Motiani, Whole Time Director is wife of Mr. Ashok V Motiani, Chairman & Managing Director of the Company.
(9)	Number of Board Meetings attended during the year	5 (Five)
(10)	No. of equity shares held in the Company	6,45,542 Equity shares
(11)	Declaration	Mrs. Nanita A Motiani is not debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

III. Information about the appointee II: (Item No. 7)	
(1)	<p><b>Background details</b></p> <p><b>Name: Mr. Ashok V Motiani</b>  Age:74 years  Designation: Chairperson Cum Managing Director  Father's name: Mr.Vishindas Manghanmal Motiani  Nationality: Indian  Date of Birth: 04/12/1949  Date of the first Appointment on the Board : 30/09/1992  Qualifications: B. Tech (IIT, Mumbai)  Experience: 33 Years</p>
(2)	<p><b>Past remuneration</b></p> <p>He was paid remuneration upto Rs. 10,00,000 p.m. and subsequently Rs. 15,00,000 p.m. upon shareholder approval in 31st Annual General Meeting plus perquisites during his earlier tenure as Managing Director.</p>
(3)	<p><b>Recognition or awards</b></p> <p>Nil</p>
(4)	<p><b>Terms and condition of Appointment</b></p> <p>As mentioned in item No. 7 of the Notice for the Annual General Meeting</p>
(5)	<p><b>Job profile and his suitability</b></p> <p>Mr. Ashok Motiani plays a major role in providing leadership and strategic inputs to the Company.  The Managing Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.</p>
(6)	<p><b>Remuneration proposed</b></p> <p>As mentioned in item No. 7 of the Notice for the Annual General Meeting</p>
(7)	<p><b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)</b></p> <p>Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just and adequate.</p>
(8)	<p><b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.</b></p> <p>Mr. Ashok V Motiani, Chairman &amp; Managing Director is spouse of Mrs. Nanita A Motiani, Whole Time Director of the Company.</p>
(9)	<p><b>Number of Meetings of the Board attended during the year</b></p> <p>5 (Five)</p>
(10)	<p><b>No. of equity shares held in the Company</b></p> <p>11,66,958 Equity shares</p>
(11)	<p><b>Declaration</b></p> <p>Mr. Ashok V Motiani is not debarred or disqualified from being appointed or continuing as a director of any company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority</p>

<b>IV.</b>	<b>Other information:</b>	
(1)	Reasons of loss or inadequate profits	Our business activities are largely dependent on agricultural produce which is dependent on vagaries of nature
(2)	Steps taken or proposed to be taken for improvement.	Have set up multi locational packing and post-harvest handling facilities for fresh fruit export business. Increased the number of fruits being processed for better capacity utilization and reduced dependence on vagaries of nature for processing business. The Company has also diversified into manufacturing of beverages to even out the seasonable nature of business of the Company.
(3)	Expected increase in productivity and profits in measurable terms	The capacity utilization of the plant should increase by over 20% resulting in a revenue increase of over 25% and profit before tax increase by 20 to 30% barring unforeseen circumstances.

**Date:** August 09, 2024

**Place:** Ahmedabad

**For Freshrop Fruits Limited**

**Registered Office:**

A-603, Shapath IV,  
Opp. Karnavati Club, S. G. Road,  
Ahmedabad – 380015.

**Ashok Motiani**

Chairman & Managing Director  
(DIN: 00124470)