



Freshtrop Fruits Limited

Registered Office : A - 603, Shapath IV, S. G. Road, Ahmedabad-380 015, Gujarat, INDIA.

Tel. : +91-79-40307050 - 59 www.freshtrop.com info@freshtrop.com

CIN : L15400GJ1992PLC018365

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF FRESHDROP FRUITS LIMITED HELD ON WEDNESDAY, 7TH DECEMBER 2022 AT 4.00 P.M. THROUGH VIDEO CONFERENCING FROM THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-603, SAPATH - IV, OPP. KARNAVATI CLUB, S G HIGHWAY, AHMEDABAD -380015 (GUJARAT)

TO APPROVAL OF THE PROPOSAL OF BUYBACK OF EQUITY SHARES OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Article 73 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 as amended and to the extent applicable, and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (the "Buy-back Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") as amended, and including any amendments, statutory modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the Securities and Exchange Board of India ("SEBI"); Reserve Bank of India. ("RBI"), the relevant Stock Exchanges (as defined below) and/or other authorities, institutions or bodies (the "Appropriate Authorities"), as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred, to as the "Board of Director"). which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) hereby approves the buyback by the Company of its fully paid-up Equity Shares having face value of Rs.10 (Rupees Ten only) each ("Equity Shares") for an aggregate amount not exceeding Rs.800 Lakhs (Rupees Eight Hundred Lakhs only), ("**Maximum Buyback Size**"), being 9.89% of the total paid-up share capital and free reserves of the Company based on the audited financial statements of the Company as on March 31, 2022 (being the date of last audited financial statements of the Company), for a price not exceeding Rs.115 (Rupees One Hundred and Fifteen only) per Equity Share ("**Maximum Buyback Price**") from the shareholders of the Company (except promoters, promoter group and persons in control the Company), payable in cash from the open market through the stock exchanges mechanism under the Buyback Regulations and the Companies Act and at the Maximum Buyback Price and for the Maximum Buy-back Size the maximum number of Equity Shares bought back would be 6,95,652 (Six Lakhs Ninety Five Thousands Six Hundred and Fifty Two only) Equity Shares ("**Maximum Buyback Shares**") which is 6.51 % of the total existing number of paid-up Equity Shares of the Company (the process hereinafter referred to as the "Buyback"). The Maximum Buy-back Size does not include any other expenses incurred or to be incurred for the Buyback like brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax, goods and services tax (if any) and income tax, stamp duty, advisors fees, printing expenses, filing fees and other incidental and related expenses and charges (collectively referred to as "Transaction Costs").

Unit-I

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Unit-II

Survey No. 1366,
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Maharashtra, INDIA

Unit-IV

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RESOLVED FURTHER THAT The Maximum Buyback Price of Rs.115 (Rupees One Hundred and Fifteen only) per Equity Share, which represents a premium of 42.19% compared to the average of the weekly high and low of the closing prices of the Equity Shares on the BSE, during the two weeks preceding the date of the Board Meeting, has been arrived at after considering various factors, including average of the weekly high and low of the closing share price of the Equity Shares on the Stock Exchange (till December 6, 2022), the net worth of the Company and the potential impact of the Buyback on the earnings per share of the Company.

RESOLVED FURTHER THAT the Company shall implement the Buyback through the methodology of open market purchases through Stock Exchanges, as provided in the Buyback Regulations. The Buyback will be implemented in the manner and following the procedure prescribed in the Companies Act, 2013 and the Buyback Regulations and as may be determined by the Board of Directors and on such terms and conditions, as may be permitted by law from time to time. The Equity Shares are listed on the BSE Limited ("Stock Exchanges") and the buyback of Equity Shares will be made through the Stock Exchanges with nationwide trading terminals having electronic trading facility.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

RESOLVED FURTHER THAT the Buyback shall be out of the Company's free reserves or such other source as may be permitted under Section 68(1) of the Companies Act and the Buyback Regulations and the amount required by the Company for the Buyback (including the Transaction Costs) is intended to be met out of the accumulated surplus funds available with the Company and will be funded from through utilization of cash, sale of liquid investments held and internal accruals of the company, on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT the Buyback of the Equity Shares will be completed within a period of six months from the date of opening of Buyback or such shorter period, as may be permitted under the Companies Act or the Buyback Regulations or by the appropriate authorities under applicable laws. The Board in its absolute discretion may decide to close the Buyback of equity shares at such earlier date as may be determined by the Board, even if the maximum limit of buyback has or has not been reached, provided the Minimum Buyback Size of Rs.400 lakhs (Rupees Four Hundred Lakhs only) has been utilized in the Buyback, by giving an appropriate notice for such earlier date and as may be permitted under the applicable laws.

RESOLVED FURTHER THAT in accordance with Section 69 of Companies Act 2013 and other applicable laws, a sum equal to the nominal value of the Equity Shares which are purchased through the Buyback, which will be determined at the closure of the Buyback, be transferred from its free reserves and/or securities premium account to Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

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RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any shareholder to offer and/or any obligation on the part of the Company or the Board to buyback any equity shares, and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT Chartered Capital And Investment Limited be and is hereby appointed as the Manager to the Buy-back for the purposes of the Buy-back in accordance with the terms of the Buy-back Regulations, on such terms and conditions as may be mutually agreed between the Manager to the Buy-back and the Company.

RESOLVED FURTHER THAT Innovate Securities Private Limited (the "Broker") be and is hereby appointed as the registered broker to the Company to facilitate the process of Buy-back of Equity Shares from the open market through the Stock Exchanges on such terms and conditions as may be mutually agreed between the Broker and the Company, and the Company do hereby open a broking & demat escrow account with the Broker for the purposes of the Buy-back.

"RESOLVED FURTHER THAT in terms of Regulation 20 of the Buy-back Regulations, M/s Axis Bank Limited, Ahmedabad be and is hereby appointed as the Escrow Bank for opening Escrow Account relating to the proposed buyback offer and other incidental matters, on such terms and conditions as may be mutually agreed between the Escrow Bank and the Company.

"RESOLVED FURTHER THAT the Buyback from the shareholders who are residents outside India, including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies) and qualified institutional buyers including foreign portfolio investors, shall be subject to such approvals, if any, required under the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the rules and regulations framed thereunder from the concerned authorities including the Reserve Bank of India, and that such approvals shall be required to be taken by such non-resident shareholders themselves."

RESOLVED FURTHER THAT as required under the provisions to Section 68 of the Companies Act, 2013 and the Buyback Regulations read with relevant Schedules thereto, the Declaration of Solvency along with annexures thereof prepared in the prescribed form and placed before the Board, be and is hereby approved and Mr. Ashok V Motiani, Managing Director and Mrs. Nanita A Motiani, Whole time Director of the Company be and are hereby authorized to sign the same.

RESOLVED FURTHER THAT as required including under clause (x) of Schedule I and under Regulation 5 (1) of the Buy-Back Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

a) immediately following the date of the Board meeting, there will be no grounds on which the Company could be found unable to pay its debts;

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b) as regards the Company's prospects for the year immediately following the date of the Board Meeting, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of Board Meeting; and

c) in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

RESOLVED FURTHER THAT the Board do accept responsibility for the information contained in Public Announcement in connection with the Buy back and the draft of the same as placed before the Board duly initialed by Company Secretary be and is hereby approved and Mr. Ashok V Motiani, Managing Director, Mrs. Nanita A Motiani, Whole time Director and Mr. Rohit Rawat, Company Secretary of the Company, be and are hereby authorized to finalize, sign and issue the final public announcement on behalf of the Board.

RESOLVED FURTHER THAT the Board is of the view that,

1. having regard to the cash flows that the Company has been able to consistently generate, the future projected cash flows of the Company and the anticipated funds required for capital expenditure and working capital to meet the expected future growth of the Company, the Buyback will help the Company achieve the following objectives:

- (a) Optimize returns to shareholders;
- (b) Enhance overall shareholders value; and
- (c) Optimize the capital structure

resulting in reduction in outstanding shares, improvement in earnings per share, enhanced return on invested capital, effective utilization of available cash and improvement in key return ratios like return on net worth, return on assets etc. over a period of time.

2. The Board believes that the Buy-back will create and enhance long term value for continuing shareholders. The Buy-back is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the treasury income, which the Company could have otherwise earned from investments. The Buy-back will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations and for continued capital investment, as and when required.

RESOLVED FURTHER THAT the following confirmation is also hereby made by the Board that:

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1. all equity shares of the Company are fully paid up;
2. the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;
3. there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, 2013, as on date.
4. the Company shall not purchase equity shares under the Buyback from the Promoters, Promoter Group or persons in control and KMPs of the Company.
5. the Company shall not buyback its equity shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback.
6. till date no default has been made by the Company in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013, interest payment thereof, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable to thereon to any financial institution or banking company.
7. that the debt equity ratio of the Company after the buyback will be well within the limit of 2:1 as prescribed under the Companies Act, 2013.
8. that the equity shares bought back will be compulsorily cancelled and will not be held for re-issuance.
9. that the Company shall not withdraw the offer to Buy back after public announcement of the offer to Buy back is made;
10. the Company shall utilize at least 50% of the amount earmarked as the Maximum Buyback Size for the Buyback i.e. Rs.400 lakhs (Rupees Four Hundred Lakhs only) . Based on the Minimum Buy-back Size and the Maximum Buy-back Price, the Company shall purchase a minimum of 3,47,827 (Three Lakhs Forty Seven Thousands Eight Hundred and Twenty Seven only) Equity Shares ("**Minimum Buy-back Shares**") in the Buyback.
11. that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act
12. the Company will not issue fresh shares or other specified securities in whatever form during the Buyback period whether by way of bonus issue or in the discharge of subsisting obligations, such as conversion of convertible instruments, convertible loans, stock options or otherwise;
13. the Company shall not raise further capital for a period of one year from the closure of Buyback offer; except in discharge of its subsisting obligations.
14. the Equity Shares that may be bought back in a financial year shall not exceed 25% of the paid—up equity capital outstanding in such financial year;
15. the Company will pay the Buyback consideration only by way of cash;

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16. the Company will not Buyback Equity Shares which are partly paid-up, Equity Shares with calls-in-arrears, locked—in Equity Shares or non-transferable Equity Shares, in the Buyback , until they become fully paid-up, or until the pendency of the lock-in, or until the Equity Shares become transferable, as applicable;
17. that no information material likely to have a bearing on the decision of investors has been suppressed, withheld and / or incorporated in the manner that would amount to misstatement misrepresentation and in the event of it transpiring at any point of time that any information / material has been suppressed / withheld and / or amounts to a misstatement / misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

“RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buy-back Regulations, Mr. Rohit Rawat, Company Secretary, be and is hereby appointed as the Compliance Officer for the Buy-back ("Compliance Officer") and M/s. Bigshare Services Private Limited, Registrar and Share Transfer Agent (as defined below), is appointed as the Registrar to the Offer / Investor Service Center for the Buy-back.

“RESOLVED FURTHER THAT in terms of the Buy-back Regulations, in the event of non-fulfilment of the obligations under the Buy-back Regulations by the Company, the monies deposited in the escrow account in full or in part shall be forfeited and distributed pro rata amongst the security-holders who accepted the offer and balance if any shall be utilized for investor protection in accordance with Buy-back Regulations.”

RESOLVED FURTHER THAT Mr. Ashok V Motiani, Managing Director, Mrs. Nanita A Motiani, Whole time Director and Mr. Rohit Rawat, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to execute such documents as may be necessary with regard to the implementation of the Buyback, during the buyback and including the following

1. the appointment of Brokers, Registrars, Advertisement Agency, Investor Service Centers and other Advisors, Consultants or Representatives;
2. to finalize the appointment of Escrow Agent as per the Buy-back Regulations to meet the Escrow requirements.
3. the initiating of all necessary actions for preparation and issue of Public Announcement.
4. finalizing and signing of public announcement and any corrigendum/ amendment thereto.
5. the settling of all such questions or difficulties whatsoever which may arise in connection with the Buyback so as to take all such steps and decisions ay may be necessary in this regard.
6. to delegate all or any of the authorizations conferred as above to any officer/authorized representative of the Company;
7. to do or cause to be done all such acts, deeds, matters and things which may be required to give effect to this resolution.

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RESOLVED FURTHER THAT the Company shall intimate the Stock Exchanges as well as shall upload the information regarding the Equity Shares bought-back on its website on a daily basis as prescribed by the Buyback Regulations.

RESOLVED FURTHER THAT that Mr. Ashok V Motiani, Managing Director, Mrs. Nanita A Motiani, Whole time Director and Mr. Rohit Rawat, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient , usual or proper, in the best interest of the Company and its shareholders in connection with the Buy-back, including but not limited to:

- a) dating, making alterations, additions, deletions, variations , amendments or corrections in all documents, resolutions, advertisements , confirmations, intimations and declarations, and certificate for extinguishment and physical destruction of shares certificates and other documents required in connection with the Buy-back and such alterations, additions, omissions, variations, amendments or corrections shall be deemed to have been approved by the Board of Directors;
- b) depositing and/or instructing the deposit of the requisite amount into escrow and finalizing the composition/combination of such deposit into escrow in accordance with the provisions of Regulation 20 read with Regulation 11 of the Buy-back Regulations (i.e. cash deposit or bank guarantee including the amounts of the cash deposit and the bank guarantee) and the escrow agreement entered into with the Escrow Agent;
- c) preparing, finalizing, altering, modifying, signing, issuing, reissuing and filing with the Appropriate Authorities the public announcement and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates and causing the declaration of solvency ("Declaration of Solvency") and supporting affidavit to be executed in accordance with applicable law;
- d) taking all actions for extinguishment of dematerialized shares and physical destruction of the share certificates in respect of the Equity Shares bought back by the Company, if any, as required under applicable law;
- e) providing such confirmations and opinions as may be required for the Buy-back;
- f) signing, executing and delivering such documents as may be necessary or desirable in connection with or incidental to the Buyback, execution of documents under common seal of the Company as may be required ;
- g) settling and resolving any queries raised by SEBI, Stock Exchange, Registrar of Companies and any other authorities whatsoever in connection to any matter incidental to and ancillary of the Buy-back;
- h) creating and maintaining requisite statutory registers and records as required under the Companies Act and to furnish appropriate returns to the Appropriate Authorities;

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- i) closing the Buy back and completing all the required formalities as specified under the Companies Act, Buy back Regulations and the Listing Regulations and other applicable laws;
- j) to do all such acts and deeds, matters and things that may be required in connection with the Buy-back or for matters incidental thereto, filling all such documents, declarations, undertakings with Appropriate Authorities and completing such other formalities as may be required for the Buy- back;
- k) delegating all or any of the authorities conferred above to any other Director(s) or Executive(s)/Officer(s) of the Company as may be necessary to give effect to the aforesaid resolutions .

RESOLVED FURTHER THAT the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying the Equity Shares and such other particulars as may be prescribed in relation to the Buy-back shall be entered, and that the Company Secretary of the Company be and is hereby authorized to authenticate the entries made in the said register.

RESOLVED FURTHER THAT the common seal of the Company, if required, shall be affixed in the presence of any one of Mr. Ashok V Motiani, Managing Director, Mrs. Nanita A Motiani, Whole time Director and Mr. Rohit Rawat, Company Secretary of the Company, who shall countersign the same in token thereof on such documents as are required for the purpose of the Buy-back.

RESOLVED FURTHER THAT certified true copy of the resolution be forwarded to whomsoever concerned under the signature of any of its Directors or Company Secretary."

**CERTIFIED TO BE TRUE
FOR, FRESHTROP FRUITS LIMITED**



**ASHOK MOTIANI (DIN: 00124470)
MANAGING DIRECTOR**

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