

**LETTER OF OFFER****THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Letter of Offer is being sent to you as a registered Equity Shareholder of Freshtrop Fruits Limited (the “Company”) as on the Record Date (as defined hereinafter) in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “Buy-back Regulations”). If you require any clarification about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buy-back i.e., Vivro Financial Services Private Limited or the Registrar to the Buy-back i.e., Bigshare Services Private Limited. Please refer to the section on “Definitions of Key Terms” on page 2 of this LoF for the definition of the capitalized terms used herein.

**FRESHTROP FRUITS LIMITED**

**Corporate Identification Number (CIN):** L15400GJ1992PLC018365

**Registered Office:** A-603, Sapath -IV, Opp. Karnavati Club, S G Highway, Ahmedabad – 380015, Gujarat, India.

**Phone:** +91-79-40307050 –59; **Email:** [secretarial@freshtrop.com](mailto:secretarial@freshtrop.com); **Website:** [www.freshtrop.com](http://www.freshtrop.com);

**Contact Person:** Kalpana Suman, Company Secretary & Compliance Officer

**OFFER TO BUY-BACK UP TO 19,25,000 (NINETEEN LAKHS TWENTY-FIVE THOUSAND) FULLY PAID-UP EQUITY SHARES OF THE COMPANY OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARE(S)”) REPRESENTING APPROXIMATELY 19.45% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE ISSUED, SUBSCRIBED AND PAID UP EQUITY SHARE CAPITAL OF THE COMPANY FROM ALL THE SHAREHOLDERS HOLDING EQUITY SHARES / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY, AS ON THE RECORD DATE I.E., TUESDAY, APRIL 02, 2024, ON A PROPORTIONATE BASIS, THROUGH THE TENDER OFFER PROCESS USING STOCK EXCHANGE MECHANISM, AT A PRICE OF ₹175/- (RUPEES ONE HUNDRED SEVENTY-FIVE ONLY) PER EQUITY SHARE FOR AN AGGREGATE AMOUNT NOT EXCEEDING ₹ 33,68,75,000/- (RUPEES THIRTY-THREE CRORE SIXTY-EIGHT LAKHS SEVENTY-FIVE THOUSAND ONLY) EXCLUDING TRANCATIONS COSTS. AS REQUIRED UNDER THE BUY-BACK REGULATIONS, EQUITY SHARES TO BE BOUGHT BACK ARE DIVIDED INTO TWO CATEGORIES: (I) RESERVED CATEGORY FOR SMALL SHAREHOLDERS; AND (II) GENERAL CATEGORY FOR ALL OTHER SHAREHOLDERS.**

- The Buy-back Offer is being undertaken in accordance with provisions of Article 73 of the Articles of Association of the Company and Sections 68, 69 and 70 and all other applicable provisions of the Companies Act, 2013 (the “Act”) and rules framed thereunder and in compliance with the Buy-back Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999 and subject to such other approvals, permissions, sanctions and exemptions as may be required from time to time from any statutory and/ or regulatory authority. The Buy-back would be undertaken in accordance with circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 issued by the Securities and Exchange Board of India (the “SEBI Circulars”), which prescribes mechanism for tendering of shares through online trading platform of the Stock Exchange. In this regard, the Company will request BSE Limited to provide the Acquisition Window. For the purpose of this Buy-back, BSE Limited is the Designated Stock Exchange.
- The total paid-up equity share capital and free reserves (including securities premium account) of the Company as on December 31, 2023 based on interim audited financial statements is ₹ 13722.81 lakhs. In accordance with section 68(2) of the Act, the funds deployed for the Buy-back shall not exceed 25% of the total paid-up equity share capital and free reserves (including securities premium account) of the Company under Shareholder approval route. Accordingly, the Company has proposed to utilise an aggregate amount not exceeding ₹ 33,68,75,000/- (Rupees Thirty-Three Crore Sixty-Eight Lakhs Seventy-Five Thousand Only) excluding Transaction Costs for the Buy-back which is within the aforesaid limit and represents 24.55% of the total paid-up equity share capital and free reserves (including securities premium account) as per the interim audited financial statements of the Company as on December 31, 2023.
- The Letter of Offer is being sent to the Equity Shareholder(s) / Beneficial Owner(s) of Equity Shares as on the Record Date i.e., Tuesday, April 02, 2024. The procedure for tendering Equity Shares and settlement is set out in paragraph 20 on page 37 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the “Tender Form”) is enclosed together with this Letter of Offer.
- For mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 20.21 on page 41 of this Letter of Offer.
- A copy of the Public Announcement and this Letter of Offer (including the Tender Form) shall also be available on the website of Securities and Exchange Board of India at [www.sebi.gov.in](http://www.sebi.gov.in), on Company’s website at [www.freshtrop.com](http://www.freshtrop.com), on BSE’s website at [www.bseindia.com](http://www.bseindia.com) and Manager to the Buyback website at [www.vivro.net](http://www.vivro.net) and Registrar to the Buyback at [www.bigshareonline.com](http://www.bigshareonline.com).
- Eligible shareholders are advised to refer to details of the Statutory Approvals and Note on Taxation in paragraph 17 on page 31 and paragraph 21 on page 45 respectively of this Letter of Offer, before tendering their Equity Shares in the Buy-back.

**BUY-BACK OPENS ON: MONDAY, APRIL 08, 2024**

**BUY-BACK CLOSES ON: TUESDAY, APRIL 16, 2024**

**LAST DATE / TIME OF RECEIPT OF COMPLETED APPLICATION FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR TO BUY-BACK: TUESDAY, APRIL 16, 2024 BY 5.00 P.M. (IST)**

**MANAGER TO THE BUY-BACK**

**REGISTRAR TO THE BUY-BACK**

**Vivro Financial Services Private Limited**

Vivro House, 11 Shashi Colony, Opp Suvidha Shopping Center, Paldi, Ahmedabad – 380007, Gujarat, India

**Tel. No.:** +91 - 79 - 4040 4242

**E-mail:** [investors@vivro.net](mailto:investors@vivro.net)

**Website:** [www.vivro.net](http://www.vivro.net)

**Contact Person(s):** Shivam Patel / Kevin Dhruve

**SEBI Registration Number:** INM000010122 **Validity:** Permanent

**CIN:** U67120GJ1996PTC029182

**Bigshare Services Private Limited**

Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India.

**Tel. No.:** +91-022- 6263 8200 | Fax: +91-022- 6263 8299

**Email:** [buybackoffer@bigshareonline.com](mailto:buybackoffer@bigshareonline.com)

**Investor Grievance ID:** [buybackoffer@bigshareonline.com](mailto:buybackoffer@bigshareonline.com)

**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)

**Contact Person:** Maruti Eate

**SEBI Registration Number:** INR000001385 **Validity:** Permanent

**CIN:** U99999MH1994PTC076534

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## 1. SCHEDULE OF ACTIVITIES

Activity	Day, Date
Date of the Board Meeting held to approve the proposal for Buy-back of Equity Shares	Monday, February 12, 2024
Date of declaration of results of postal ballot for special resolution by the Equity Shareholders of the Company, approving the Buyback	Monday, March 18, 2024
Date of Public Announcement for the Buy-back	Tuesday, March 19, 2024
Date of publication of Public Announcement for the Buy-back	Wednesday, March 20, 2024
Record Date for determining the Buy-back Entitlement and the Eligible Shareholders	Tuesday, April 02, 2024
Last date for Dispatch of Letter of Offer	Thursday, April 04, 2024
Buy-back opens on / Buy-back Opening Date	Monday, April 08, 2024
Buy-back closes on / Buy-back Closing Date	Tuesday, April 16, 2024
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates by the Registrar to Buy-back	Tuesday, April 16, 2024
Last date of verification by the Registrar to Buy-back	Monday, April 22, 2024
Last date of intimation to the Designated Stock Exchange regarding acceptance or non-acceptance of tendered Equity Shares by the Registrar and Manager to the Buy-back	Tuesday, April 23, 2024
Last date of completion of settlement of bids on the Stock Exchange	Wednesday, April 24, 2024
Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	Wednesday, April 24, 2024
Last date of return of unaccepted Equity Shares by Designated Stock Exchange to Seller Member / Broker	Wednesday, April 24, 2024
Last date of extinguishment of Equity Shares bought back	Monday, May 06, 2024

*Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.*

## 2. DEFINITION OF KEY TERMS

*This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specifies otherwise, shall have the meaning as provided below. References to any legislation, Act, regulation, rules, guidelines, policies, circulars, notifications or clarifications shall be to such legislation, Act, regulation, rules, guidelines, policies, circulars, notifications or clarifications as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this Letter of Offer, but not defined herein shall, unless the context requires otherwise, have the meaning ascribed to such terms under the Buy-back Regulations, the Companies Act, 2013, Depositories Act, 1996, as amended and the rules and regulations made thereunder and to the extent applicable.*

Term	Description
<b>Acceptance or Accept or Accepted</b>	Acceptance of fully paid-up Equity Shares tendered by Eligible Shareholders in the Buy-back Offer
<b>Act / Companies Act</b>	The Companies Act, 2013 as amended from time to time and the rules and regulations made thereunder and to the extent applicable
<b>Acquisition Window</b>	The facility for acquisition of Equity Shares through mechanism provided by the BSE in the form of a separate window in accordance with SEBI circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, as may be amended from time
<b>Additional Equity Shares</b>	Equity Shares tendered by Eligible Shareholders over and above their respective Buy-back Entitlement and such that total number of Equity Shares tendered does not exceed the Equity Shares held on the Record Date by such Eligible Shareholders

<b>Term</b>	<b>Description</b>
<b>Articles of Association/ AoA</b>	Articles of Association of the Company, as amended from time to time
<b>AOP</b>	Association of Persons
<b>Board Meeting</b>	Meeting of the Board of Directors held on February 12, 2024 approving the proposal for the Buyback Offer
<b>Board / Board of Directors/ Directors</b>	Board of Directors of the Company and shall be deemed to include any committee which the Board of Directors may constitute to exercise its powers
<b>BSE</b>	BSE Limited
<b>Buy-back Closing Date</b>	Tuesday, April 16, 2024
<b>Buyback Committee / Committee</b>	The Buyback Committee of the Board, constituted and authorized for the purposes of the Buyback by way of a resolution of the Board dated February 12, 2024 and as re-constituted from time to time.
<b>Buy-back Entitlement or Entitlement</b>	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buy-back, based on the number of Equity Shares held by that Eligible Shareholder on the Record Date in the ratio of Buy-back as applicable in the category, to which such Eligible Shareholder belongs
<b>Buy-back or Buy-back Offer or Offer or Buy-back Size</b>	Buy-back of up to 19,25,000 (Nineteen Lakhs Twenty-Five Thousand) fully paid-up equity shares of the Company of face value of ₹ 10/- (Rupees Ten Only) each (“ <b>Equity Share(s)</b> ”), at a price of ₹ 175/- (Rupees One Hundred Seventy-Five Only) per Equity Share for an aggregate amount not exceeding ₹ 33,68,75,000/- (Rupees Thirty-Three Crore Sixty-Eight Lakhs Seventy-Five Thousand Only) from Eligible Shareholders, through the Tender Offer on a proportionate basis
<b>Buy-back Opening Date</b>	Monday, April 08, 2024
<b>Buy-back Period</b>	The period between the date of the declaration of results of the postal ballot for special resolution approving the Buyback of the Company i.e. March 17, 2024, and the date on which the payment of consideration to the Eligible Shareholders whose Equity Shares have been accepted in the Buy-back will be made, i.e., on or before Wednesday, April 24, 2024.
<b>Buy-back Price</b>	Price at which Equity Shares will be bought back from the Eligible Shareholders, i.e., ₹ 175/- (Rupees One Hundred Seventy-Five Only) per fully paid-up Equity Share, payable in cash.
<b>Buy-back Regulations</b>	The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time
<b>CDSL</b>	Central Depository Services (India) Limited
<b>CIN</b>	Corporate Identity Number
<b>Clearing Corporation</b>	Indian Clearing Corporation Limited
<b>Company / FFL / “we” / “us” / “our”</b>	Freshrop Fruits Limited
<b>Company’s Broker</b>	Pravin Ratilal Share And Stock Brokers Limited
<b>Compliance Officer to Buy-back Offer</b>	Kalpna Suman, Company Secretary & Compliance Officer
<b>Company’s Demat Account</b>	The depository account opened by the Company with Depository Participant in relation to the Buy-back.
<b>Demat Share(s)</b>	Equity Share(s) of the Company in dematerialised form.
<b>Depositories</b>	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited
<b>Designated Stock Exchange</b>	The designated stock exchange for the Buy-back is BSE Limited.
<b>DP</b>	Depository Participant
<b>DTAA</b>	Double Taxation Avoidance Agreement
<b>DIN</b>	Director Identification Number
<b>Director</b>	Director(s) of the Company
<b>Eligible Shareholder(s) / Equity Shareholder(s)</b>	All shareholders / beneficial owners holding Equity Shares as on the Record Date being Tuesday, April 02, 2024 and who are eligible to participate in the Buy-back in terms of this LoF.
<b>Equity Shares</b>	Fully paid-up equity shares of face value of ₹10/- (Rupees Ten Only) each of the Company

<b>Term</b>	<b>Description</b>
<b>Escrow Account</b>	The Escrow Account titled “ <b>Freshtrop Fruits Limited - Buyback Escrow Account</b> ” opened with Escrow Bank in terms of the Escrow Agreement
<b>Escrow Bank / Escrow Agent</b>	Kotak Mahindra Bank Limited
<b>Escrow Agreement</b>	The escrow agreement dated March 11, 2024 entered into between the Company, Escrow Bank and Manager to the Buy-back.
<b>FDI</b>	Foreign Direct Investment
<b>FEMA</b>	Foreign Exchange Management Act, 1999, as amended from time to time, including rules, regulations, circulars, directions and notifications issued thereunder
<b>FII(s)</b>	Foreign Institutional Investor(s)
<b>FPI(s)</b>	Foreign Portfolio Investor(s)
<b>Financial Year / FY / Fiscal / Fiscal Year</b>	Period of 12 months ended March 31 of that particular year
<b>General Category</b>	Category of Eligible Shareholders(s) other than the Small Shareholders
<b>GoI</b>	Government of India
<b>HUF</b>	Hindu Undivided Family
<b>IT Act / Income Tax Act</b>	Income Tax Act, 1961, as amended from time to time
<b>IND AS</b>	Indian Accounting Standards
<b>IST</b>	Indian Standard Time
<b>Letter of Offer / LoF</b>	This Letter of Offer dated April 04, 2024 to be filed with SEBI containing disclosures in relation to the Buy-back as specified in the Buy-back Regulations
<b>LTCG</b>	Long-term Capital Gains
<b>Manager to the Buy-back / Manager</b>	Vivro Financial Services Private Limited
<b>Non-Resident Shareholders</b>	Equity Shareholders other than resident Equity Shareholders including Non-Resident Indians (NRI), Foreign Institutional Investors (FII), Foreign Portfolio Investors (FPI), erstwhile Overseas Corporate Bodies (OCB) and Foreign Nationals
<b>NRE Account</b>	Non-resident external account
<b>NRI</b>	Non-resident Indian
<b>NSDL</b>	National Securities Depository Limited
<b>Offer Period / Tendering Period / Buy-back Offer Period</b>	Period of 5 (Five) Working Days from the Buy-back Opening Date i.e., Monday, April 08, 2024 till Buy-back Closing Date i.e., Tuesday, April 16, 2024 (both days inclusive)
<b>PAN</b>	Permanent Account Number
<b>Promoters and Promoter Group</b>	Promoters, members of the promoter group and persons acting in concert (PACs) including such persons as have been disclosed under filings made by the Company from time to time under the Listing Regulations and the SEBI SAST Regulations, as amended
<b>Physical Share(s)</b>	Equity Share(s) of the Company in physical form
<b>Public Announcement / PA</b>	Public Announcement dated March 19, 2024 in relation to Buy-back which was published on March 20, 2024 in all editions of Financial Express (English national daily), all editions of Jansatta (Hindi national daily) and Ahmedabad edition of Financial Express (Regional language daily – Gujarati)
<b>Ratio of Buy-back / Entitlement Ratio</b>	The ratio of the Buy-back for the Equity Shares held by Eligible Shareholders as on Record Date: (i) in case of Small Shareholders (“ <b>Reserved Category</b> ”), 25 Equity Shares for every 84 Equity Shares; and (ii) in case of Eligible Shareholders other than Small Shareholders, 11 Equity Share for every 60 Equity Shares
<b>RBI</b>	Reserve Bank of India
<b>Record Date</b>	The date for the purpose of determining the Buy-back Entitlement and the names of the equity shareholders to whom the Letter of Offer and Tender Form will be sent, and who are eligible to participate in the Buy-back in accordance with the Buy-back Regulations and in terms of the Letter of Offer. The Record Date for the Buy-back is Tuesday, April 02, 2024
<b>Registrar to the Buy-back / Registrar</b>	Bigshare Services Private Limited

<b>Term</b>	<b>Description</b>
<b>Reserved Category</b>	Category of the Small Shareholders eligible to tender Equity Shares in the Buy-back
<b>ROC</b>	Registrar of Companies, Ahmedabad, Gujarat
<b>SEBI</b>	The Securities and Exchange Board of India
<b>SEBI LODR Regulations / Listing Regulations</b>	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
<b>SEBI SAST Regulations</b>	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
<b>Shareholder Member / Seller Member / Shareholder Broker</b>	A Stock Broker of an Eligible Shareholder, through whom the Eligible Shareholder may participate in the Buy-back
<b>Small Shareholder</b>	An Eligible Shareholder who holds Shares whose market value, on the basis of closing price of Shares on the recognized stock exchange, in which highest trading volume in respect of such Shares is recorded on the Record Date, is not more than ₹ 2,00,000/- (Rupees Two Lakhs Only)
<b>STCG</b>	Short-term Capital Gains
<b>Stock Exchanges / Recognised Stock Exchanges</b>	BSE being the stock exchange where the Equity Shares of the Company are listed
<b>STT</b>	Securities Transaction Tax
<b>Transaction Costs</b>	Transaction cost incurred or to be incurred for the Buy Back viz. fees, brokerage, buy-back tax, securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses etc.
<b>Tender Form</b>	Form of Acceptance-cum-Acknowledgement to be filled in by the Eligible Shareholders
<b>Tender Offer</b>	Method of Buy-back as defined in Regulation 2(i)(q) read with Regulation 9(vii) of the Buy-back Regulations using stock exchange mechanism
<b>TRS</b>	Transaction Registration Slip generated by the exchange bidding system
<b>U.S.</b>	United States / United States of America
<b>Working Day(s)</b>	Working day shall have the meaning ascribed under Regulation 2(i)(s) of the Buy-back Regulations

#### **Certain conventions, currency of presentation, use of financial information and stock market data**

##### **Page Numbers and Paragraph Numbers**

Unless otherwise stated, all references to page numbers and paragraph numbers in this Letter of Offer are to page numbers of this Letter of Offer.

##### **Currency and Units of Presentation**

All references to “Rupee(s)” or “Rs.” or “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India.

##### **Financial and Other Data**

Unless stated or the context requires otherwise, our financial information in this Letter of Offer is derived from the interim audited financial statement for the nine months ended December 31, 2023 and audited financial statements for the fiscal year 2023, 2022 and 2021.

Our Company’s fiscal year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as “Fiscal”, “Fiscal Year” or “FY” or “Financial Year”).

All data related to financials are given in INR Lakhs, unless otherwise stated.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off and casting adjustments. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

### **Stock Market Data**

Unless stated or the context requires otherwise, stock market data included in this Letter of Offer is derived from the websites of the Stock Exchange.

### **3. DISCLAIMER CLAUSE**

3.1. As required, a copy of the Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buy-back commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buy-back, i.e., Vivro Financial Services Private Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Act and Buy-back Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buy-back.

3.2. It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buy-back is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buy-back, has furnished to SEBI a Due Diligence Certificate dated April 04, 2024, in accordance with Buy-back Regulations, which reads as follows:

*“We have examined various documents and materials relevant to the Buy-back as part of the due diligence carried out by us in connection with the finalization of the Public Announcement dated March 19, 2024 and the Letter of Offer dated April 04, 2024. On the basis of such examination and the discussions with the Company, we hereby state that:*

- *The Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buy-back;*
- *All the legal requirements connected with the said Buy-back including the SEBI (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;*
- *The disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well informed decision in respect of the captioned Buy-back;*
- *Funds used for Buy-back shall be as per the provisions of the Companies Act, 2013.”*

3.3. The filing of this Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Act, or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the Buy-back.

3.4. The Promoters and Directors declare and confirm that no information or material likely to have a bearing on the decision of Eligible Shareholders has been suppressed, withheld and/ or incorporated in the manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed, withheld and / or amounts to a mis-statement or misrepresentation, the Promoters and Directors and the Company shall be liable for penalty in terms of the provisions of the Act and the Buy-back Regulations other applicable laws and regulations.

3.5. The Promoters and Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buy-back.

3.6. **NO OFFER TO SUBSCRIBE / PURCHASE / SELL, OR AN INVITATION TO SUBSCRIBE / PURCHASE / SELL, ANY SECURITIES OF THE COMPANY OR AS A SOLICITATION OR AN INVITATION TO SUBSCRIBE / PURCHASE / SELL ANY SECURITIES OF THE COMPANY INCLUDING THE EQUITY SHARES IS MADE IN A JURISDICTION, OTHER THAN INDIA, WHERE IT IS ILLEGAL, OR ANY ACTION OR APPROVAL IS REQUIRED, TO MAKE THIS BUY-BACK:**

- a) The Public Announcement that was published on March 20, 2024, and this Letter of Offer in connection with this Buy-back, have been prepared for the purposes of compliance with the Buy-back Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buy-back are under no obligation to update the information contained herein at any time after the date of the Letter of Offer. This Letter of Offer does not in any way constitute an offer in any form, or an invitation in any form to subscribe / purchase / sell, any securities of the Company in any jurisdiction (other than India) or as a solicitation or an invitation in any form to subscribe / purchase / sell any securities including the Equity Shares of the Company.
- b) **Disclaimer for US Persons:** The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons, as such term is defined in Regulation S of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to note and observe any such restrictions.
- c) **Disclaimer for Persons in foreign countries other than the United States of America:** This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to note and observe any such restrictions.
- d) No action has been or will be taken by the Company or Manager to the Buy-back to permit the Buy-back in any jurisdiction where action would be required for that purpose. The Letter of Offer shall be dispatched to all Equity Shareholders as per Buy-back Regulations whose names appear in the register of members of the Company, on the Record Date. However, receipt of the Letter of Offer by any Eligible Shareholder in a jurisdiction in which it would be illegal to make this Buy-back, or where making this Buy-back would require any action to be taken (including, but not restricted to, registration of this Letter of Offer under any local securities laws of any jurisdiction outside of India), shall not be treated by such Eligible Shareholder as an offer or invitation to offer being made to them and shall be construed by them as being sent for information purposes only.
- e) Persons in possession of this Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buy-back shall be deemed to have declared, represented, warranted and agreed that he / she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buy-back.

### 3.7. Forward Looking Statement:

- a) This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.
- b) Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.



#### 4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on Monday, February 12, 2024. The extracts of the minutes of the Board Meeting are as follows:

**“RESOLVED THAT** pursuant to provisions of Article 73 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions of the Companies Act, 2013 (**“the Act”**), and applicable rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended, if and to the extent applicable and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time (**“Buy-back Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**), including any statutory modifications or re-enactments for the time being in force and subject to such other approvals, permissions, sanctions and exemptions, as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board of Directors of the Company (herein referred to as the **“Board”** which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) and subject to approval of the shareholders by way of special resolution in general meeting through postal ballot, consent of the Board be and is hereby accorded for the Buy-back of fully paid up equity shares of the Company having face value of ₹10/- each (**“Equity Share(s)”**) up to 19,25,000 Equity Shares (representing 19.45% of the total number of Equity Shares of the Company) at a price of ₹ 175/- (Rupees One Hundred Seventy-Five only) (**“Buy-back Price”**) per Equity Share payable in cash for a total consideration not exceeding ₹33,68,75,000/- (Rupees Thirty-Three Crore Sixty-Eight Lakhs Seventy-Five Thousand Only), excluding transaction costs viz. fees, brokerage, buy-back tax, other applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc. (**“Transaction Costs”**) (hereinafter referred to as **“Buy-back Size”**), which represents 24.55% of the total paid-up equity share capital and free reserves (including securities premium account) as per the interim audited standalone financial statements of the Company for the nine month ended on December 31, 2023, through the **“Tender Offer”** process as prescribed under the Buy-back Regulations (the process being referred hereinafter as **“Buy-back”**), on a proportionate basis, from the equity shareholders / beneficial owners of the Equity Shares of the Company including promoters, members of promoter group and persons acting in concert (it being understood that the **“Promoter”**, **“Promoter Group”** and **“Persons Acting in Concert”** will be such persons as have been disclosed under the shareholding pattern filed by the Company from time to time under the Listing Regulations and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended), as on the record date;

**RESOLVED FURTHER THAT** 15% (Fifteen percent) of the total number of Equity Shares which the Company proposes to Buy-back or such number of Equity Shares entitled as per the shareholding of small shareholders, as on the Record Date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buy-back Regulations;

**RESOLVED FURTHER THAT** the Buy-back from non-resident shareholders, and shareholders of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any, and that such approvals shall be required to be taken by such non-resident shareholders.

**RESOLVED FURTHER THAT** the Company shall earmark adequate sources of funds for the purpose of the Buy-back and the amount required by the Company for the Buy-back is intended to be met out of the Company’s balances in free reserves, current surplus and/or cash and cash equivalents and/or internal accruals and/or liquid resources and/or such other permissible sources of funds (and not from any borrowed funds) of the Company, as permitted under the Act and the Buy-back Regulations;

**RESOLVED FURTHER THAT** BSE Limited (BSE) shall act as the designated stock exchange for the purpose of the Buyback;

**RESOLVED FURTHER THAT** the Company shall implement the Buy-back using the “Mechanism for acquisition of shares through Stock Exchange” as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force and the Company shall approach the BSE Limited for facilitating the same;

**RESOLVED FURTHER THAT** subject to approval of the shareholders, the Board/Buyback Committee be and is hereby authorised to, inter alia, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size till one working day prior to the Buyback record date;

**RESOLVED FURTHER THAT** the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”);

**RESOLVED FURTHER THAT** in terms of Regulation 24(iii) of the Buy-back Regulations, Ms. Kalpana Suman, Company Secretary and Compliance Officer, be and is hereby appointed as the Compliance Officer for the proposed Buy-back and Bigshare Services Pvt. Ltd, Registrar and Share Transfer Agent of the Company, be and is hereby appointed as the Registrar to the Buy-back offer and the Investor Service Centre;

**RESOLVED FURTHER THAT** the approval of the Board be and is hereby accorded for the confirmation of appointment of Vivro Financial Services Private Limited as Manager to the Buy-back;

**RESOLVED FURTHER THAT** the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the following opinion:

- a) That immediately following the date of this meeting i.e., February 12, 2024, there will be no grounds on which the Company could be found unable to pay its debts;
- b) That as regards the Company’s prospects for the year immediately following the date of this meeting i.e. February 12, 2024, and having regard to the 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 this meeting.
- c) In forming its opinion aforesaid, the Board has considered the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities);

**RESOLVED FURTHER THAT** in terms of Section 68(6) of the Act read with Regulation 8(1)(b) of the Buy-back Regulations, the drafts of the declaration of solvency prepared in the prescribed form and supporting affidavit, the statement of assets and liabilities in the prescribed form SH-9 as at March 31, 2023, as placed before the Board, be and are hereby approved and Mr. Ashok Motiani (DIN: 00124470) – Managing Director, Mrs. Nanita Ashok Motiani (DIN: 00787809) – Whole-time director of the Company be and are hereby authorized to sign the same for and on behalf of the Board and Mr. Sanjay Dahyabhai Prajapati, Chief Financial Officer & Ms. Kalpana Suman, Company Secretary and Compliance Officer, be and are hereby jointly and/or severally authorised to file the same with the Registrar of Companies (“ROC”) and the Securities and Exchange Board of India or any such other concerned authorities, as may be necessary in accordance with applicable laws;

**RESOLVED FURTHER THAT** the Board of Directors hereby confirms that –

- i. All the Equity Shares which the Company proposes to buy-back are fully paid up;
- ii. The aggregate consideration for the Buy-back is not exceeding ₹33,68,75,000/- (Rupees Thirty-Three Crore Sixty-Eight Lakhs Seventy-Five Thousand Only) excluding Transaction Costs and does not exceed 25% of the aggregate of the fully paid up equity share capital and free reserves (including securities premium account) as per the interim audited financial statements of the Company for the period ended on December 31, 2023 and the maximum number of Equity Shares proposed to be bought back under the Buy-back i.e., 19,25,000 (Nineteen Lakhs Twenty-Five Thousand) Equity Shares does not exceed 25% of the total number of equity shares in the paid up share capital of the Company;
- iii. The Company shall not issue any Equity Shares or other specified securities including by way of bonus till the date of expiry of the Buy-back period except in discharge of subsisting obligations;
- iv. The Company shall not raise further capital for a period of one year from the expiry of the Buy-back period, except in discharge of subsisting obligations;
- v. The Company shall not Buy-back any locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- vi. The Company shall not Buy-back its Equity Shares from any person through negotiated deal whether on or off the Stock Exchange(s) or through spot transactions or through any private arrangement;
- vii. The Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
- viii. The Company has not undertaken a Buy-back of any of its securities during the period of one year immediately preceding the date of this meeting;
- ix. There are no defaults subsisting in the payment of dividend, repayment of deposits, redemption of debentures or preference shares or repayment of term loans and interest payment thereon to any financial institutions or banks;
- x. The ratio of the aggregate of secured and unsecured debts owned by the Company immediately after the Buy-back shall not be more than twice the paid up capital and free reserves of the Company based on both standalone and consolidated financial statements of the Company, whichever sets out a lower amount;
- xi. There shall not be pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act outstanding as on the date of Public Announcement;
- xii. The Company will not withdraw the Buy-back after the public announcement is made;
- xiii. The funds borrowed from banks and financial institutions will not be used for the Buy-back;
- xiv. The Company has been in compliance with Sections 92, 123, 127 and 129 of the Act.
- xv. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case of a breach of any covenant with such lenders;

**RESOLVED FURTHER THAT** nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to Buy-back any Equity Shares, and / or impair any power of the Company or the Board to terminate any process in relation to such Buy-back as permissible by law;

**RESOLVED FURTHER THAT** Mr. Ashok Motiani (DIN: 00124470) – Managing Director, Mrs. Nanita Ashok Motiani (DIN: 00787809) – Whole-time director, Mr. Sanjay Dahyabhai Prajapati, Chief Financial Officer and that Ms. Kalpana Suman - Company Secretary & Compliance Officer of the Company, be and are hereby jointly and/or severally authorized to finalise and make necessary changes as may be required and sign and issue the Public Announcement, Letter of Offer and Post Buy-back Announcement and addendum/corrigendum thereto, all relevant forms, documents, applications, consents, undertakings, declarations, confirmation and such other documents and to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buy-back.

**RESOLVED FURTHER THAT** a Committee be constituted (“**Buyback Committee**”) comprising of Mr. Ashok Motiani (DIN: 00124470) – Managing Director, Mrs. Nanita Ashok Motiani (DIN: 00787809) – Whole-time director, Mr. Sanjay Dahyabhai Prajapati, Chief Financial Officer and that Ms. Kalpana Suman - Company

Secretary & Compliance Officer shall act as the Secretary to the Buyback Committee. Further, the Buyback Committee is hereby authorized, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper, as the Buyback Committee may consider to be in the best interests of the shareholders, including but not limited to:

1. Appoint Buy-back broker, advertisement agency, printers, escrow agent(s) and such other persons/consultants for the Buy-back as may be required or deemed fit;
2. fix the remuneration including commission, brokerage, fees, charges etc. and terms & conditions for the appointments referred to in point 1 above;
3. fix entitlement ratio in accordance with the Buy-back Regulations for the eligible shareholders from whom the buy-back of Equity Shares shall be made;
4. approve / file the final public announcement, letter of offer, declaration of solvency, certificate of extinguishment of equity shares and extinguishment of equity shares in dematerialized form and also physical destruction of share certificates and all other documents / acts required to be filed / done in connection with the Buy-back Offer with SEBI, stock exchange, ROC, National Securities Depository Limited, Central Depository Services (India) Limited, together referred as (“**Depositories**”) and other appropriate authorities;
5. make all the applications to the appropriate authorities for their requisite approvals;
6. open, operate and close all the necessary accounts such as broking account, escrow account, special account(s) and any other bank account(s) and depository account for the purpose of the Buy-back Offer and authorize persons to operate the said accounts;
7. arrange for bank guarantees and/or Cash Deposits and/or Marketable Securities as may be necessary for the Buy-back Offer in accordance with applicable laws;
8. decide source of funds for paying the consideration to the equity shareholders who have tendered their equity shares in the Buy-back Offer;
9. authorize bankers to act upon the instructions of the Merchant Banker as required under the Buy-back Regulations;
10. make any alteration(s), modification(s), to the terms and conditions of the Buy-back Offer in accordance with the statutory requirements and as may deem necessary;
11. delegate all or any of the powers, rights or authorities conferred above to any officer(s) / authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be felt necessary or as may be suggested by the appropriate authorities or advisors;
12. settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company and
13. do and perform all such acts, matters, deeds and things as it may in its absolute discretion deem necessary or desirable for the purpose of Buy-back as is in the best interest of the Company.

**RESOLVED FURTHER THAT** at any meeting of the Buy-back Committee, any two members of the Committee shall constitute the quorum and Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and that resolutions by circulation shall require approval by majority of the members of the Committee;

**RESOLVED FURTHER THAT** any of the Directors of the Company, Chief Financial Officer and /or the Company Secretary for the time being, be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the Listing Regulations; to file necessary e-forms with the RoC and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions;

**RESOLVED FURTHER THAT** a copy of the foregoing resolution certified by any one Director or Company Secretary of the Company, be forwarded to concerned persons/authority as may be required from time to time;

**RESOLVED FURTHER THAT** the common seal of the Company, if required be affixed on such documents in the presence of any one of the Directors and duly countersigned by the Company Secretary.”

## 5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 7(i) of the Buy-back Regulations, the Company has made a Public Announcement dated March 19, 2024 in relation to the Buy-back which was published on March 20, 2024 in the following newspapers:

Name of the Newspaper	Language	Editions
Financial Express	English	All
Jansatta	Hindi	All
Financial Express	Gujarati	Ahmedabad

A copy of the Public Announcement is available on the Company's website ([www.freshtrop.com](http://www.freshtrop.com)), on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), on the website of Stock Exchange i.e., ([www.bseindia.com](http://www.bseindia.com)) and on the website of Manager to the Buy-back ([www.vivro.net](http://www.vivro.net)).

## 6. DETAILS OF THE BUY-BACK

- 6.1 The Board of Directors of Freshtrop Fruits Limited (hereinafter referred to as the "Board" which term shall be deemed to include any committee constituted by Board to exercise its powers), at their meeting held on February 12, 2024, authorized the Buy-back of Equity Shares subject to approval of shareholders by way of special resolution, through notice of postal ballot dated February 12, 2024 ("**Postal Ballot Notice**"), the result of which were announced on March 18, 2024. The shareholders have approved the Buy-back of upto 19,25,000 (Nineteen Lakhs Twenty-Five Thousand) fully paid up Equity Shares of face value of ₹10/- each by the Company (representing 19.45% of total number of Equity Shares of the Company) at a price of ₹ 175/- (Rupees One Hundred Seventy-Five Only) per Equity Share payable in cash for an aggregate amount not exceeding ₹ 33,68,75,000/- (Rupees Thirty-Three Crore Sixty-Eight Lakhs Seventy-Five Thousand Only) excluding Transaction Costs, which represents 24.55% of the total paid-up equity share capital and free reserves (including securities premium account) as per the interim audited financial statements of the Company as on December 31, 2023 on a proportionate basis through the tender offer process using stock exchange mechanism as prescribed under the Buy-back Regulations, from all the equity shareholders / beneficial owners of the Equity Shares of the Company including Promoters and Promoter Group of the Company who holds Equity Shares as on the record date i.e., Tuesday, April 02, 2024.
- 6.2 The Buy-back is in accordance with the provisions of Article 73 of the Articles of Association of the Company and Sections 68, 69 and 70 and all other applicable provisions of the Act and applicable rules made there under including the Companies (Share Capital and Debentures) Rules, 2014 as amended, and in compliance with the Buy-back Regulations, the Listing Regulations, the Foreign Exchange Management Act, 1999 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 appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board or any person authorised by the Board.
- 6.3 The Buy-back Offer will be undertaken on a proportionate basis from the equity shareholders / beneficial owner of Equity Shares of the Company as on the Record Date ("**Eligible Shareholders**") through the tender offer process prescribed under Regulation 4(iv)(a) read with Regulation 9(x) of the Buy-back Regulations. Additionally, the Buy-back Offer shall be, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in the circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 (the "**SEBI Circulars**") in terms of Regulation 9(vii) of the Buy-back Regulations.
- 6.4 As on date of Postal Ballot Notice approving Buy-back, the Promoters and Promoter Group were holding Equity Shares of the Company representing 63.22% of the existing paid-up equity share capital of the Company.
- 6.5 The aggregate paid-up share capital and free reserves (including securities premium account) of the Company as on December 31, 2023, based on interim audited financial statements is ₹ 13,722.81 lakhs (Rupees Thirteen Thousand Seven Hundred Twenty-Two Lakhs and Eighty-One Thousand Only). In accordance with section 68(2)(b) of the Act and Regulation 5(i)(b) of the Buy-back Regulations, the Company can authorize, subject to approval of the shareholders by way of special resolution, the buy-back of equity shares involving payment of consideration not exceeding 25% of the total paid up equity share capital and free reserves (including securities premium account) of the company based on interim audited financial statements of the company as on December

31, 2023. The shareholders have approved the Buy-back of shares, the result of which were announced on March 18, 2024. Accordingly, the Company has proposed to utilise an aggregate amount not exceeding ₹33,68,75,000/- (Rupees Thirty-Three Crore Sixty-Eight Lakhs Seventy-Five Thousand Only) excluding Transaction Costs for the Buy-back which is within the aforesaid limit and represents 24.55% of the total paid-up equity share capital and free reserves (including securities premium account) as per the interim audited financial statements of the Company as on December 31, 2023.

- 6.6 Further, under the Act, the number of Equity Shares that can be bought back during a financial year shall not exceed 25% of the total number of outstanding Equity Shares of the Company. Accordingly, the number of Equity Shares that can be bought back during a financial year cannot exceed 24,73,725 Equity Shares, being 25% of the total number of outstanding Equity Shares of the Company, i.e., 98,94,902 Equity Shares. Since the Company proposes to Buy-back of up to 19,25,000 Equity Shares, the same is within the aforesaid limit.
- 6.7 In terms of Buy-back Regulations, under the Tender Offer process, Promoters and Promoter Group have an option to participate in the Buy-back. In this regard, the details of the Promoters and Promoter Group who have expressed their intention to participate and details of their maximum participation in the Buy-back are given in paragraph 9.4 hereinafter.
- 6.8 Pursuant to the Buy-back and depending upon the response to the Buy-back, the voting rights and percentage shareholding of the Promoters and Promoter Group in the Company may increase or decrease from their existing voting rights and percentage shareholding. The Promoters and Promoter Group are already having control over the affairs of the Company and therefore such increase/decrease in their voting rights, if any, consequent to Buy-back of Equity Shares, will not result in any change in control over the affairs of the Company and shall be in compliance with the provisions of the SEBI SAST Regulations.
- 6.9 Post Buy-back, the level of holding of public shareholders in the Company shall not fall below the minimum level of public shareholding required to be maintained in terms of the Securities Contracts (Regulation) Rules, 1957 (“SCRR”) and under the Listing Regulations. Due to any reason, if the public shareholding in the Company post Buy-back falls below the minimum level of public shareholding prescribed under the SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under the SCRR and the Listing Regulations.
- 6.10 The Buy-back of Equity Shares may be subject to taxation in India and / or in the country of residence of the Eligible Shareholder(s). However, in view of the particularized nature of tax consequences, Eligible Shareholder(s) are requested to consult their tax advisors for the applicable tax implications, provisions including the treatment that may be given by their respective tax officers in their case and the appropriate course of action that they should take.

## **7. AUTHORITY FOR THE BUY-BACK**

- 7.1. The Buy-back is being undertaken by the Company in accordance with the provisions of Article 73 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions of the Act and applicable rules made thereunder and in compliance with the Buy-back Regulations, Listing Regulations, Foreign Exchange Management Act, 1999 and in terms of resolution passed by the Board at its meeting held on February 12, 2024 and Members by way of special resolution on March 17, 2024 through postal ballot.
- 7.2. The Buy-back is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to SEBI and the Stock Exchanges.

## **8. NECESSITY OF THE BUY-BACK**

The current Buyback is in line with the Company’s shareholder-friendly capital allocation practices of returning excess cash to shareholders, thereby increasing shareholders’ value in the longer term, and improving the Return on Equity. The Buy-back is being undertaken by the Company to enhance shareholders’ value and improve financial ratios. Additionally, the Buy-back is being undertaken for the following reasons:

- i. The Buy-back will help the Company to distribute surplus funds to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to the shareholders;

- ii. The Buy-back, which is being implemented through the Tender Offer as prescribed under the Buy-back Regulations, would involve a reservation of number of Equity Shares as per their entitlement or 15% of the Buy-back Size to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “Small Shareholders” as defined under Regulation 2(i)(n) of the Buy-back Regulations;
- iii. The Buy-back will help in improving financial ratios like earnings per share, return on assets and return on equity calculated on the basis of financial statements, by reducing the equity base of the Company; and
- iv. The Buy-back gives an option to the Eligible Shareholders to either choose to participate in the Buy-back and receive cash in lieu of their Equity Shares which are accepted under the Buy-back or choose not to participate in the Buy-back and get a resultant increase in their percentage shareholding in the Company post Buy-back, without additional investment.

## 9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY

- 9.1. The Company believes that the Buy-back is not likely to cause any material impact on the profitability / earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. The Company does not have any investment avenues in the near future for which these funds can be deployed. Assuming that the response to the Buy-back is 100.00% (full acceptance) from all the Eligible Shareholders in proportion of their respective Buy-back Entitlement, the funds deployed by the Company towards the Buy-back would be ₹33,68,75,000/- (Rupees Thirty-Three Crore Sixty-Eight Lakhs Seventy-Five Thousand Only) excluding Transaction Costs.
- 9.2. The Company believes that the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is expected to contribute to the overall enhancement of shareholder value and result in an increase in the return on equity of the Company. The Buyback is being undertaken, inter alia, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the shareholders. The Buy-back of Equity Shares shall not affect the existing management structure of the Company.
- 9.3. The aggregate shareholding of (i) the Promoters and Promoter Group of the Company, (ii) the Directors and partners of the promoter group companies / entities and (iii) Directors and Key Managerial Personnel (“KMPs”) of the Company as on February 12, 2024, is given below:

### (A) Aggregate shareholding of Promoters and Promoter Group of the Company

Sr. No.	Name of Shareholder	No. of Equity Shares held in the Company	% Shareholding
1.	Freshcap Foodstuff LLP	21,01,648	21.24
2.	Ashok Vishindas Motiani	15,46,398	15.63
3.	Nanita Ashok Motiani	8,55,442	8.65
4.	Dipti Ashok Motiani	7,31,964	7.40
5.	Priyanka Tandon	5,80,205	5.86
6.	Mayank Ramesh Tandon	4,39,676	4.44
	<b>Total</b>	<b>62,55,333</b>	<b>63.22</b>

### (B) Aggregate shareholding of the Designated Partners and Partners of Promoter LLP, as of February 12, 2024:

As of the date of the Board Meeting, there is only 1 (One) Corporate Promoter of the Company i.e., Freshcap Foodstuff LLP. Shareholding of all the Designated Partners and Partners of the Corporate Promoters i.e., Ashok Vishindas Motiani, Nanita Ashok Motiani, Dipti Ashok Motiani and Priyanka Tandon are disclosed above.

**(C) Aggregate shareholding of the Directors (other than Promoters) and Key Managerial Personnel (KMP) of the Company, as on February 12, 2024:**

Sr. No.	Name of Shareholder	Designation	No. of Equity Shares held in the Company	% Shareholding
1.	Ramchandra Gaurishankar Joshi	Non-Executive Director	-	-
2.	Anil Sharma	Independent Director	-	-
3.	Mayur Jashvantlal Shah	Independent Director	5,625	0.06
4.	Ashok Chandumal Murajani	Independent Director	1,800	0.02
5.	Sanjay Dahyabhai Prajapati	Chief Financial Officer	50	Negligible
6.	Kalpana Suman	Company Secretary	-	-
<b>Total</b>			<b>7,475</b>	<b>0.08</b>

**9.4. Intention of the Promoters and Promoter Group to participate in the Buyback**

In terms of the Buy-back Regulations, under the Tender Offer process, Promoters and Promoter Group have an option to participate in the Buy-back. In this regard, the Promoters and Promoter Group as listed herein below have expressed their intention to tender up to following number of Equity Shares in the Buy-back:

Sr. No.	Name	No. of shares held as on the date of Board Meeting	Maximum No. of shares proposed to be tendered
1.	Freshcap Foodstuff LLP	21,01,648	21,01,648
2.	Ashok Vishindas Motiani	15,46,398	15,46,398
3.	Nanita Ashok Motiani	8,55,442	8,55,442
4.	Dipti Ashok Motiani	7,31,964	7,31,964
5.	Priyanka Tandon	5,80,205	5,80,205
6.	Mayank Ramesh Tandon	4,39,676	4,39,676
<b>Total</b>		<b>62,55,333</b>	<b>62,55,333</b>

**9.5. Details of the date and price of acquisition of the Equity Shares that the Promoters and Promoter Group intend to tender are set out below:**

**1) Freshcap Foodstuff LLP**

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share <sup>(1)</sup> (in ₹)	Nature of Transaction
1	June 14, 2003 <sup>(3)</sup>	9,87,350	10	-	Opening Balance <sup>(2)</sup>
2	June 19, 2003 <sup>(3)</sup>	-900	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
3	June 20, 2003 <sup>(3)</sup>	-1,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
4	June 28, 2004 <sup>(3)</sup>	55,100	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
5	March 28, 2005 <sup>(3)</sup>	30,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
6	December 21, 2005 <sup>(3)</sup>	-2,776	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
7	February 08, 2006 <sup>(3)</sup>	-25,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
8	March 03, 2006 <sup>(3)</sup>	-1,10,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
9	May 02, 2006 <sup>(3)</sup>	1,400	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
10	October 27, 2006 <sup>(3)</sup>	2,500	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
11	November 02, 2006 <sup>(3)</sup>	-15,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
12	December 14, 2006 <sup>(3)</sup>	3,000	10	108.56	Market Purchase
13	December 18, 2006 <sup>(3)</sup>	2,000	10	104.00	Market Purchase
14	June 01, 2007	2,000	10	84.76	Market Purchase
15	August 03, 2007	2,500	10	113.77	Market Purchase
16	August 06, 2007	2,598	10	110.98	Market Purchase
17	August 07, 2007	3,500	10	114.57	Market Purchase
18	August 08, 2007	2,500	10	112.64	Market Purchase



19	August 09, 2007	5,500	10	111.12	Market Purchase
20	August 10, 2007	1,000	10	109.98	Market Purchase
21	August 14, 2007	1,000	10	118.58	Market Purchase
22	August 20, 2007	1,000	10	112.75	Market Purchase
23	October 04, 2007	327	10	127.00	Market Purchase
24	October 05, 2007	8,755	10	127.86	Market Purchase
25	October 08, 2007	2,000	10	123.40	Market Purchase
26	October 17, 2007	4,000	10	121.15	Market Purchase
27	January 10, 2008	9,63,354	10	-	Issue of Bonus Shares
28	August 14, 2009	5,200	10	27.28	Market Purchase
29	August 27, 2009	410	10	26.25	Market Purchase
30	August 31, 2009	2,322	10	26.23	Market Purchase
31	September 02, 2009	373	10	26.25	Market Purchase
32	January 29, 2010	3,50,000	10	19.40	Preferential allotment
33	November 13, 2010	1,50,000	10	19.40	Preferential Allotment
34	December 09, 2014	1,500	10	123.37	Market Purchase
35	December 10, 2014	12,900	10	123.35	Market Purchase
36	December 11, 2014	8,600	10	123.39	Market Purchase
37	March 30, 2015	20,000	10	119.11	Market Purchase
38	December 22, 2016	-50,000	10	83.47	Market Sale
39	December 30, 2016	-60,000	10	88.72	Market Sale
40	December 13, 2019	-2,66,365	10	110.00	Tendered in Buyback Offer

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available

## 2) Ashok Vishindas Motiani

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share <sup>(1)</sup> (in ₹)	Nature of Transaction
1	July 11, 2003	2,73,450	10	-	Opening Balance <sup>(2)</sup>
2	September 09, 2004	500	10	8.62	Market Purchase
3	September 10, 2004	1,000	10	7.80	Market Purchase
4	October 26, 2004	2,300	10	9.41	Market Purchase
5	February 28, 2005 <sup>(3)</sup>	20,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
6	March, 11, 2005	16,800	10	17.69	Market Purchase
7	March, 11, 2005	-16,800	10	17.99	Market Sale
8	March 24, 2005	17,100	10	15.07	Market Purchase
9	March 30, 2005	4,000	10	13.50	Market Purchase
10	February 13, 2006	-3,200	10	70.30	Market Sale
11	April 03, 2006	-31,500	10	91.05	Market Sale
12	September 13, 2006 <sup>(3)</sup>	100	10	140.00	Off Market Purchase
13	June 19, 2006	242	10	66.03	Market Purchase
14	June 20, 2006	300	10	65.50	Market Purchase
15	June 23, 2006	1,000	10	72.95	Market Purchase
16	July 25, 2006	500	10	61.00	Market Purchase
17	July 27, 2006	500	10	65.00	Market Purchase
18	August 04, 2006	1,000	10	79.13	Market Purchase
19	January 31, 2007	1,000	10	101.64	Market Purchase
20	February 01, 2007	1,000	10	100.18	Market Purchase
21	February 02, 2007	1,000	10	99.30	Market Purchase
22	March 02, 2007	2,000	10	88.61	Market Purchase
23	May 29, 2007	1,000	10	78.77	Market Purchase

24	August 09, 2007	2,150	10	108.18	Market Purchase
25	August 10, 2007	500	10	114.15	Market Purchase
26	September 27, 2007	1,000	10	126.47	Market Purchase
27	October 17, 2007	235	10	120.73	Market Purchase
28	October 19, 2007	2,235	10	117.22	Market Purchase
29	October 22, 2007	3,316	10	119.75	Market Purchase
30	October 23, 2007	1,656	10	123.73	Market Purchase
31	January 10, 2008	3,04,384	10	-	Issue of Bonus Shares
32	January 21, 2008	3,000	10	60.08	Market Purchase
33	January 29, 2010	25,000	10	19.40	Preferential allotment
34	November 13, 2010	1,00,000	10	19.40	Preferential allotment
35	July 18, 2012	25,000	10	13.25	Market Purchase
36	July 19, 2012	28,880	10	13.35	Market Purchase
37	July 20, 2012	40,000	10	13.50	Market Purchase
38	July 23, 2012	40,000	10	13.75	Market Purchase
39	July 24, 2012	59,000	10	13.75	Market Purchase
40	February 13, 2013	2,00,000	10	14.00	Conversion of Warrants
41	March 05, 2013	8,100	10	17.69	Market Purchase
42	March 06, 2013	5,478	10	17.95	Market Purchase
43	March 11, 2013	4,746	10	18.01	Market Purchase
44	March 22, 2013	8,800	10	17.36	Market Purchase
45	March 25, 2013	4,700	10	17.42	Market Purchase
46	August 01, 2013 <sup>(3)</sup>	12,500	10	15.00	Off Market Purchase
47	August 08, 2013	4,744	10	18.15	Market Purchase
48	August 13, 2013	1,00,000	10	14.00	Conversion of Warrants
49	October 03, 2013	10,002	10	25.36	Market Purchase
50	October 04, 2013	3,200	10	26.00	Market Purchase
51	October 07, 2013	4,700	10	26.00	Market Purchase
52	October 15, 2013 <sup>(3)</sup>	10,000	10	25.99	Market Purchase
53	October 21, 2013	2,277	10	25.00	Market Purchase
54	October 22, 2013	5,900	10	24.58	Market Purchase
55	October 23, 2013	8,325	10	24.76	Market Purchase
56	October 24, 2013	5,588	10	24.82	Market Purchase
57	October 25, 2013	8,800	10	24.50	Market Purchase
58	October 29, 2013	1,275	10	23.98	Market Purchase
59	November 13, 2013	4,550	10	23.50	Market Purchase
60	November 19, 2013 <sup>(3)</sup>	5,220	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
61	February 08, 2014	2,00,000	10	14.00	Conversion of Warrants
62	June 09, 2014 <sup>(3)</sup>	14,500	10	31.00	Off Market Purchase
63	June 13, 2014 <sup>(3)</sup>	5,500	10	31.00	Off Market Purchase
64	July 01, 2014	6,689	10	33.96	Market Purchase
65	July 02, 2014	5,793	10	33.97	Market Purchase
66	July 11, 2014	600	10	33.98	Market Purchase
67	July 14, 2014	1,094	10	33.94	Market Purchase
68	July 15, 2014	10,000	10	35.87	Market Purchase
69	July 21, 2014	10,175	10	38.76	Market Purchase
70	July 22, 2014	3,000	10	38.52	Market Purchase
71	July 30, 2014 <sup>(3)</sup>	2,000	10	N.A. <sup>(4)</sup>	Off Market Purchase
72	July 30, 2014 <sup>(3)</sup>	8,000	10	N.A. <sup>(4)</sup>	Off Market Purchase
73	December 09, 2014	-1,500	10	123.78	Market Sale
74	December 10, 2014	-13,400	10	123.39	Market Sale
75	December 11, 2014	-8,100	10	121.35	Market Sale
76	February 03, 2015 <sup>(3)</sup>	-27,259	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
77	February 02, 2015	-30,000	10	178.40	Market Sale
78	February 03, 2015	-42,741	10	181.29	Market Sale
79	March 28, 2015 <sup>(3)</sup>	27,259	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
80	September 08, 2015	1,842	10	74.41	Market Purchase
81	September 09, 2015	10,000	10	84.67	Market Purchase

82	October 12, 2015	14,500	10	91.59	Market Purchase
83	December 18, 2015	12,368	10	83.52	Market Purchase
84	February 10, 2016	14,000	10	71.09	Market Purchase
85	February 25, 2016	9,250	10	77.23	Market Purchase
86	February 26, 2016	3,650	10	76.44	Market Purchase
87	August 17, 2016	5,350	10	93.52	Market Purchase
88	September 09, 2016	10,000	10	95.65	Market Purchase
89	September 14, 2016	5,000	10	93.92	Market Purchase
90	September 16, 2016	10,000	10	92.00	Market Purchase
91	October 10, 2016	2,660	10	87.67	Market Purchase
92	November 28, 2016	11,000	10	79.03	Market Purchase
93	December 22, 2016	34,000	10	83.49	Market Purchase
94	December 13, 2016	45,526	10	88.71	Market Purchase
95	January 4, 2017	15,000	10	86.83	Market Purchase
96	July 10, 2017	8,080	10	91.02	Market Purchase
97	August 11, 2017	10,000	10	93.46	Market Purchase
98	December 13, 2019	-1,95,991	10	110.00	Tendered in Buyback Offer

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available

### 3) Nanita Ashok Motiani

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share <sup>(1)</sup> (in ₹)	Nature of Transaction
1	June 14, 2003	2,18,400	10	-	Opening Balance <sup>(2)</sup>
2	September 07, 2004	2,000	10	9.90	Market Purchase
3	September 08, 2004	800	10	9.50	Market Purchase
4	September 09, 2004	1,000	10	9.00	Market Purchase
5	September 13, 2004	800	10	8.19	Market Purchase
6	May 27, 2005 <sup>(3)</sup>	17,900	10	N.A. <sup>(4)</sup>	Off Market Purchase
7	May 30, 2005	8,800	10	19.65	Market Purchase
8	June 08, 2005 <sup>(3)</sup>	-500	10	N.A. <sup>(4)</sup>	Market Sale
9	June 24, 2005 <sup>(3)</sup>	1,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
10	August 26, 2005 <sup>(3)</sup>	27,000	10	N.A. <sup>(4)</sup>	Off Market Purchase
11	February 13, 2006	-5,000	10	71.55	Market Sale
12	April 03, 2006	-30,000	10	91.05	Market Sale
13	July 03, 2006 <sup>(3)</sup>	500	10	63.84	Market Purchase
14	September 13, 2006 <sup>(3)</sup>	27,000	10	36.19	Off Market Purchase
15	October 25, 2007	1000	10	122.95	Market Purchase
16	October 26, 2007	2,218	10	122.87	Market Purchase
17	October 30, 2007	705	10	121.44	Market Purchase
18	January 10, 2008	2,73,623	10	-	Issue of Bonus Shares
19	January 29, 2010	25,000	10	19.40	Preferential allotment
20	November 13, 2010	1,00,000	10	19.40	Preferential allotment
21	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
22	August 13, 2013	1,00,000	10	14.00	Conversion of Warrants
23	July 16, 2015	28,000	10	75.00	Market Purchase
24	July 17, 2015	10,000	10	83.74	Market Purchase
25	December 18, 2015	5,000	10	84.49	Market Purchase
26	September 30, 2016	5,900	10	85.22	Market Purchase
27	October 04, 2016	946	10	88.65	Market Purchase
28	October 05, 2016	1,750	10	88.79	Market Purchase

29	October 13, 2016	7,474	10	86.66	Market Purchase
30	November 23, 2016	3,079	10	74.97	Market Purchase
31	November 28, 2016	11,000	10	79.52	Market Purchase
32	December 22, 2016	17,500	10	83.48	Market Purchase
33	December 13, 2019	-1,07,453	10	110.00	Tendered in Buyback Offer

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available.

#### 4) Priyanka Tandon

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share <sup>(1)</sup> (in ₹)	Nature of Transaction
1	June 14, 2003	73,300	10	-	Opening Balance <sup>(2)</sup>
2	October 26, 2004	2,000	10	9.50	Market Purchase
3	October 27, 2004	200	10	9.00	Market Purchase
4	October 28, 2004	2,000	10	9.50	Market Purchase
5	November 30, 2004 <sup>(3)</sup>	5,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
6	February 11, 2005	2,800	10	10.58	Market Purchase
7	February 14, 2005	1,200	10	10.60	Market Purchase
8	February 28, 2005 <sup>(3)</sup>	2,000	10	N.A. <sup>(4)</sup>	Off Market Purchase
9	April 06, 2005 <sup>(3)</sup>	1,400	10	N.A. <sup>(4)</sup>	Off Market Purchase
10	May 05, 2005	9,700	10	16.02	Market Purchase
11	May 06, 2005	10,000	10	15.83	Market Purchase
12	May 09, 2005	10,000	10	16.01	Market Purchase
13	May 27, 2005 <sup>(3)</sup>	18,400	10	N.A. <sup>(4)</sup>	Off Market Purchase
14	June 08, 2005 <sup>(3)</sup>	500	10	N.A. <sup>(4)</sup>	Market Purchase
15	March 28, 2006	62,500	10	20.00	Preferential allotment
16	May 11, 2006	62,500	10	20.00	Preferential allotment
17	October 25, 2007	746	10	121.11	Market Purchase
18	October 30, 2007	295	10	120.00	Market Purchase
19	January 10, 2008	2,64,541	10	-	Issue of Bonus share
20	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
21	December 18, 2015	10,000	10	83.04	Market Purchase
22	October 10, 2016	10,000	10	88.86	Market Purchase
23	November 28, 2016	978	10	78.75	Market Purchase
24	December 23, 2016	22	10	85.90	Market Purchase
25	December 30, 2016	109	10	88.09	Market Purchase
26	January 04, 2017	3,891	10	86.74	Market Purchase
27	March 17, 2017	-342	10	107.57	Market Sale
28	December 13, 2019	-73,535	10	110.00	Tendered in Buyback Offer

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available

## 5) Mayank Ramesh Tandon

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share <sup>(1)</sup> (in ₹)	Nature of Transaction
1	November 01, 2005	33,500	10	-	Opening Balance <sup>(2)</sup>
2	March 28, 2006	62,500	10	20.00	Preferential Allotment
3	May 11, 2006	62,500	10	20.00	Preferential Allotment
4	February 09, 2007 <sup>(3)</sup>	100	10	N.A. <sup>(4)</sup>	Market Purchase
5	October 22, 2007	500	10	120.00	Market Purchase
6	October 24, 2007	750	10	121.00	Market Purchase
7	January 10, 2008	1,59,850	10	-	Issue of Bonus share
8	January 22, 2008	1,000	10	47.21	Market Purchase
9	September 17, 2010	300	10	25.00	Market Purchase
10	March 11, 2011	60	10	14.00	Market Purchase
11	March 14, 2011	435	10	15.30	Market Purchase
12	March 14, 2011	669	10	14.98	Market Purchase
13	March 15, 2011	2,254	10	15.62	Market Purchase
14	March 15, 2011	2,000	10	15.48	Market Purchase
15	March 16, 2011	5,000	10	15.50	Market Purchase
16	March 16, 2011	4,000	10	15.51	Market Purchase
17	March 17, 2011	100	10	15.85	Market Purchase
18	March 17, 2011	1,582	10	17.39	Market Purchase
19	March 18, 2011	2,000	10	18.00	Market Purchase
20	March 22, 2011	925	10	17.50	Market Purchase
21	March 23, 2011	450	10	20.39	Market Purchase
22	March 31, 2011	4,000	10	20.30	Market Purchase
23	March 31, 2011	2,000	10	21.15	Market Purchase
24	August 29, 2011	5	10	16.20	Market Purchase
25	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
26	October 30, 2013	2,322	10	23.90	Market Purchase
27	October 31, 2013	12,290	10	24.97	Market Purchase
28	November 01, 2013	1,562	10	24.90	Market Purchase
29	July 16, 2015	9,190	10	75.72	Market Purchase
30	July 17, 2015	6,000	10	83.35	Market Purchase
31	December 18, 2015	556	10	83.75	Market Purchase
32	December 18, 2015	100	10	85.00	Market Purchase
33	October 10, 2016	12,000	10	89.12	Market Purchase
34	October 13, 2016	900	10	86.00	Market Purchase
35	November 28, 2016	3,110	10	80.20	Market Purchase
36	November 03, 2017	890	10	179.73	Market Purchase
37	December 13, 2019	-55,724	10	110.00	Tendered in Buyback Offer

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to November 01, 2005 are not available with the Company and the promoter and hence not disclosed here

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available

## 6) Dipti Ashok Motiani

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share <sup>(1)</sup> (in ₹)	Nature of Transaction
1	June 14, 2003	1,50,000	10	-	Opening Balance <sup>(2)</sup>
2	January 10, 2008	1,50,000	10	-	Issue of Bonus share

3	January 29, 2010	1,00,000	10	19.40	Preferential allotment
4	November 13, 2010	1,50,000	10	19.40	Preferential allotment
5	March 14, 2011	2,500	10	15.16	Market Purchase
6	March 16, 2011	11,600	10	15.57	Market Purchase
7	March 30, 2011	3,103	10	18.90	Market Purchase
8	March 31, 2011	2,509	10	19.94	Market Purchase
9	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
10	August 13, 2013	1,00,000	10	14.00	Conversion of Warrants
11	July 17, 2015	10,000	10	83.38	Market Purchase
12	August 20, 2015	5,000	10	103.99	Market Purchase
13	October 08, 2015	11,438	10	91.28	Market Purchase
14	October 08, 2015	-1,438	10	90.12	Market Sale
15	December 18, 2015	5,000	10	84.50	Market Purchase
16	October 25, 2016	2,693	10	88.74	Market Purchase
17	December 23, 2016	500	10	85.96	Market Purchase
18	December 26, 2016	2,007	10	85.38	Market Purchase
19	December 27, 2016	300	10	85.86	Market Purchase
20	December 28, 2016	22	10	85.00	Market Purchase
21	December 30, 2016	15,500	10	88.73	Market Purchase
22	February 04, 2017	4,000	10	86.95	Market Purchase
23	December 13, 2019	-92,770	10	110.00	Tendered in Buyback Offer

<sup>(1)</sup>excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup>Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

- 9.6. Assuming that certain members of the Promoters & Promoter Group as referred in paragraph 9.4 of this Letter of Offer, tenders 62,55,333 (Sixty Two Lakhs Fifty Five Thousand Three Hundred and Thirty Three) Equity Shares in the Buyback (in accordance with the declaration provided by them) and if:
- i. All the public Shareholders participate upto their entitlement (full acceptance), then the aggregate shareholding of the Promoters & Promoter Group, post Buyback will increase from 63.22% (i.e. as on Record Date) to 64.10% and the aggregate shareholding of the public in the Company shall decrease from 36.78% to 35.90% of the post Buyback equity share capital of the Company; or
  - ii. None of the public shareholders participate, then the aggregate shareholding of the Promoters & Promoter Group, post Buyback will decrease from 63.22% (i.e. as on Record Date) to 54.33% and the aggregate shareholding of the public in the Company shall increase from 36.78% (i.e. as on Record Date) to 45.67% of the post Buyback equity share capital of the Company.
- 9.7. Consequent to the Buy-back and depending on the number of Equity Shares bought back from the non-resident shareholders, financial institutions, banks, mutual funds and other public shareholders, the shareholding of each such person shall undergo a change and the detail of such change is given in paragraph 13.5 hereinafter. The FIIs / FPIs are advised to ensure that their investment in the Company continues to be within the limit prescribed under applicable laws, post completion of the Buyback.
- 9.8. The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves after the Buyback based on the interim audited financial statements of the Company as on December 31, 2023, even if the response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement.
- 9.9. The Promoters, Promoter Group and PACs and their associates shall not deal in the Equity Shares of the Company on Stock Exchanges or off market, including by way of inter-se transfer(s) of Equity Shares among the Promoters and Promoter Group, during the period from the date of passing of the board resolution till the closing of the Buy-back.
- 9.10. The Company shall not issue any new Equity Shares or other specified securities including by way of bonus till the date of expiry of the Buy-back Period.

9.11. The Company shall not raise further capital in cash for a period of one year from the date of expiry of the Buy-back Period except in discharge of its subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

9.12. Salient financial parameters consequent to the Buy-back based on the interim audited financial statement for the nine months ended on December 31, 2023 are as under:

Parameters	As at and for the period ended December 31, 2023	
	Pre Buy-back	Post Buy-back <sup>^</sup> (Assuming full Acceptance)
Net Worth (₹ in lakhs)	13,942.90	10,574.15
<b>From Continuing Operations</b>		
Return on Net Worth (%) (excluding OCI)	(2.98) %	(3.93) %
<b>From Discontinued Operations</b>		
Return on Net Worth (%) (excluding OCI)	46.13%	60.82%
<b>From Total Operations</b>		
Return on Net Worth (%) (excluding OCI)	43.14%	56.89%
Return on Net Worth (%) (including OCI)	43.10%	56.83%
<b>From Continuing Operations</b>		
Earnings per Share - Basic and Diluted (₹)	(4.20)	(5.22)
<b>From Discontinued Operations</b>		
Earnings per Share - Basic and Diluted (₹)	65.00	80.69
<b>From Total Operations</b>		
Earnings per Share - Basic and Diluted (₹)	60.80	75.48
Book Value per share (in ₹)	140.91	132.68
<b>From Total Operations</b>		
Price / Earnings Multiple	2.35	1.89
Total Debt / Equity Ratio	0	0

<sup>^</sup> The Net Worth, Earnings per share and Book value per Equity Share has been calculated using the Net worth and Profit after Tax as on December 31, 2023 and the weighted average number of Equity Shares has been taken as on the date of the Public Announcement adjusted for the Buy-back Shares.

Note:

<b>Net worth</b>	Aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the interim audited balance sheet as on December 31, 2023, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. The post Buy-back number are calculated by reducing the net worth by the proposed Buy-back Amount (assuming full acceptance) without factoring in any impact in Profit & Loss account..
<b>Return on Net Worth</b>	Profit after Tax / Net Worth at the end of relevant period.
<b>Earnings per Share</b>	Profit after Tax / weighted average number of Equity Shares outstanding for the year.
<b>Book value per Equity Share</b>	Net Worth / Number of Equity Shares outstanding at the end of the year.
<b>PE Multiple (December, 2023)</b>	Closing Market price on BSE as on December 29, 2023 i.e., ₹ 142.90 (The last day of 3rd Quarter of FY23-24 is December 31 2023, which was non-trading day, accordingly, closing market price of previous trading day is taken i.e., December 29, 2023 being the last trading day 3rd Quarter of FY23-24) / annualised EPS on pre and post Buyback basis excluding exceptional items as per latest audited financial statements i.e., December 31, 2023.
<b>Total Debt / Equity Ratio</b>	Total Debt / Net Worth.
EPS post Buy-back is computed after reducing 19,25,000 Equity Shares to be bought back under the Buy-back from weighted average number of Equity Shares outstanding for the year.	

*Due to disposal of Fresh Fruit unit, the financial results to the extent of Statement of Profit & Loss and its resulted impact on earnings per share for the period ended December 31, 2023 and audited financial statements for years ended March 31, 2023, March 31, 2022 and March 31, 2021, have been restated by excluding figures of fresh fruit unit which have been included under discontinued operations for comparison purposes.*

## **10. BASIS OF CALCULATING THE BUY-BACK PRICE**

- 10.1. The Equity Shares are proposed to be bought back through Tender Offer at a price of ₹ 175/- (Rupees One Hundred Seventy-Five Only) per Equity Share. The Buy-back Price has been arrived at after considering various factors including, but not limited to trends in the share prices, performance of the Company, its outlook, other financial parameters and the impact of the buyback, underpinned by the intention to offer a healthy return for its shareholders.
- 10.2. The Buy-back Price of ₹ 175/- (Rupees One Hundred Seventy-Five Only) represents a premium of:
- 7.36% over the closing market price of the Equity Shares on BSE as on the date of intimation to Stock Exchange of the Board Meeting to consider the proposal of the Buy-back; and
  - 5.29% over the closing market price of the Equity Shares on BSE as on the date of the Board Meeting.
- For trends in the market price of the Equity Shares, please refer to paragraph 16 (Stock Market Data) of this Letter of Offer.
- 10.3. The Buy-back Price is about 124.19% of the book value per Equity Share of the Company, which is ₹140.91 as on December 31, 2023.
- 10.4. The EPS of the Company pre Buy-back as on March 31, 2023 is ₹ 60.80 which would increase to ₹ 75.48 post Buy-back assuming full acceptance of the Buy-back.
- 10.5. The Return of Net worth of the Company pre-Buy-back as on December 31, 2023 is 43.14% which would increase to 56.89% post Buy-back assuming full acceptance of the Buy-back.

## **11. SOURCES OF FUNDS FOR THE BUY-BACK**

- 11.1. Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buy-back would be ₹33,68,75,000/- (Rupees Thirty-Three Crore Sixty-Eight Lakhs Seventy-Five Thousand Only) excluding Transaction Costs.
- 11.2. The Buy-back will be financed out of free reserves, current surplus and / or cash and cash equivalents and / or internal accruals of the Company and / or other permissible sources of funds but not from any borrowed funds. The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

## **12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN**

- 12.1. In accordance with Regulation 9(xi) of the Buyback Regulations, an Escrow Agreement has been entered into amongst the Company, the Manager to the Buyback and Kotak Mahindra Bank Limited, having its registered office situated at 27 BKC, C27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India on March 11, 2024.
- 12.2. In accordance with the Buyback Regulations, the Company has opened an Escrow Account in the name and style "Freshtrop Fruits Limited - Buyback Escrow" bearing account number 7049006260 with the Escrow Agent. In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has deposited ₹8,42,20,000 (Rupees Eight Crores Forty Two Lakhs Twenty Thousand Only) which is more than 25% of the total consideration payable under proposed Buyback, in the Escrow Account. The Manager to the Buyback has been empowered to operate the Escrow Account in accordance with the Buyback Regulations.



- 12.3. The Company has adequate and firm financial resources to fulfill its obligations under the Buy-back and the same has been certified vide a certificate dated February 12, 2024 issued by F P & Associates, Chartered Accountants (FRN: 143262W), having office at 708-A, Mahakant, Opp. V.S. Hospital, Ellisbridge, Ahmedabad – 380 006, Gujarat, India and cell no: +91 98985 91642.
- 12.4. Based on the aforementioned certificate, the Manager to the Buy-back confirms that it is satisfied that the firm arrangements for fulfilling the obligations under the Buy-back are in place and that the Company has the ability to implement the Buy-back in accordance with the Buy-back Regulations.

### 13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 13.1. The present capital structure of the Company is as follows:

Sr. No.	Particulars	Amount (in ₹ lakhs)
<b>A</b>	<b>AUTHORISED SHARE CAPITAL</b>	
	1,50,00,000 Equity Shares of ₹10/- each	1,500.00
<b>B</b>	<b>ISSUED CAPITAL PRE BUY-BACK</b>	
	98,94,902 Equity share of ₹10/- each	989.49
<b>C</b>	<b>SUBSCRIBED AND PAID-UP CAPITAL PRE BUY-BACK</b>	
	98,94,902 Equity share of ₹10/- each	989.49
<b>D</b>	<b>TOTAL PAID UP SHARE CAPITAL BEFORE THE BUY-BACK</b>	989.49
<b>C</b>	<b>TOTAL PAID UP SHARE CAPITAL AFTER THE BUY-BACK *</b>	
	79,69,902 Equity Shares of ₹10/- each	796.99*

\* Assuming full acceptance of Equity Shares in the Buy-back Offer.

- 13.2. Details of Buy-back undertaken by the Company in the last 3 (three) years are given below:

Sr. No.	Opening Date	Closing Date	Method of Buyback	Equity Shares Bought Baack
1.	February 10, 2021	July 5, 2021	Open Market	4,57,004
2.	December 20, 2022	February 7, 2023	Open Market	7,93,094

The Company undertook the previous buyback in 2023, for which the date of expiry of the buyback period, i.e. as approved by the Board of Directors by way of circular resolution dated February 7, 2023, was February 7, 2023. Accordingly, the Company is in compliance with Section 68(2)(g) of the Companies Act, 2013 and Regulation 4(vii) of the Buyback Regulations for the Buyback.

- 13.3. As on date of this Letter of Offer:
- there are no partly paid-up Equity Shares outstanding;
  - there are no outstanding securities convertible into Equity Shares;
  - there is no amount under calls in arrears;
  - no scheme of amalgamation or compromise or arrangement involving the Company is pending pursuant to any provisions of the Act; and
  - no covenants with lenders are being breached pursuant to the Buyback.
- 13.4. The Company shall not issue any Equity Shares including by way of bonus, from the date of Public Announcement till the date of expiry of the Buy-back Period.
- 13.5. The shareholding pattern of the Company (a) pre Buy-back as on Record Date i.e., as on Tuesday, April 02, 2024 and (b) the post Buy-back is as follows:

13.6.

Category of Shareholder	Pre Buy-back		Post Buy-back*	
	Number of Shares	% to existing Equity Share capital	Number of Shares	% to post Buy-back Equity Share capital
Promoters and Promoter Group	62,55,333	63.22	51,08,452	64.10
Foreign Investors (including Non-Resident Indians FIIs and Foreign Mutual Funds)	2,67,577	2.70	28,61,450	35.90
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions	0	0.00		
Others (Public, Public Bodies Corporate, etc.)	33,71,992	34.08		
<b>Total</b>	<b>98,94,902</b>	<b>100.00</b>	79,69,902	100.00

\*Assuming response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement.

13.7. Assuming response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement, the aggregate shareholding of the Promoters and Promoter Group and PACs post Buy-back may undergo a change (not exceeding maximum permissible non-public shareholding) however exact percentage of such change will depend upon the response to the Buy-back and acceptances.

13.8. The aggregate shareholding of (i) the Promoters/Promoter Companies; and (ii) Directors of the Promoters/Promoter Companies of the Company as on date of the Public Announcement, i.e. Tuesday, March 19, 2024:

13.8.1. Aggregate shareholding of the Promoters/Promoter Companies as on March 19, 2024:

Sr. No.	Name of Shareholder	No. of Equity Shares held in the Company	% Shareholding
1.	Freshcap Foodstuff LLP	21,01,648	21.24
2.	Ashok Vishindas Motiani	15,46,398	15.63
3.	Nanita Ashok Motiani	8,55,442	8.65
4.	Dipti Ashok Motiani	7,31,964	7.40
5.	Priyanka Tandon	5,80,205	5.86
6.	Mayank Ramesh Tandon	4,39,676	4.44
	<b>Total</b>	<b>62,55,333</b>	<b>63.22</b>

13.8.2. Aggregate shareholding of the Designated Partners and Partners of Promoter LLP as on March 19, 2024:

As of the date of the Board Meeting, there is only 1 (One) Corporate Promoter of the Company i.e., Freshcap Foodstuff LLP. Shareholding of all the Designated Partners and Partners of the Corporate Promoters i.e., Ashok Vishindas Motiani, Nanita Ashok Motiani, Dipti Ashok Motiani and Priyanka Tandon are disclosed above.

13.8.3. Aggregate shareholding of the Directors (other than Promoters) and Key Managerial Personnel (KMP) of the Company as on March 19, 2024:

Sr. No.	Name of Shareholder	Designation	No. of Equity Shares held in the Company	% Shareholding
1.	Ramchandra Gaurishankar Joshi	Non-Executive Director	-	-
2.	Anil Sharma	Independent Director	-	-
3.	Mayur Jashvantlal Shah	Independent Director	5,625	0.06
4.	Ashok Chandumal Murajani	Independent Director	1,800	0.02
5.	Sanjay Dahyabhai Prajapati	Chief Financial Officer	50	Negligible
6.	Kalpana Suman	Company Secretary	-	-
	<b>Total</b>		<b>7,475</b>	<b>0.08</b>

- 13.9. Aggregate shares purchased or sold by the Promoter and Promoter Group, Persons in Control, Director(s) which are a part of the Promoter and Promoter Group of the Company during a period of twelve months preceding the date of the Public Announcement:

The persons / entities mentioned in paragraph 13.8.1 to 13.8.3 have not purchased or sold any Equity Shares of the Company and there has been no change in their shareholdings for last twelve months preceding the date of the Public Announcement i.e. March 19, 2024.

#### 14. BRIEF INFORMATION ABOUT THE COMPANY

##### 14.1. Corporate and Business:

Freshdrop was incorporated on 30<sup>th</sup> September 1992 as a Private Limited Company in the state of Gujarat. It was converted into a Public Limited Company on 22<sup>nd</sup> September 1994.

Freshdrop was one of the first companies in the corporate sector in India to enter into the business of exports of Fresh Produce. The company had played a pioneering role in establishing exports of grapes and pomegranates from India to Europe. In November 2023, the Company made a strategic decision to divest its fresh produce business through a slump sale, allowing it to concentrate its efforts on expanding its processing business.

Freshdrop setup a state-of-the-art infrastructure in Nasik, in 2009 for primary processing of fruits such as mangoes, pomegranates, guava, watermelon etc. The fully automated plant includes specialized equipment procured from reputed manufacturers. The plant is certified for various food safety standards and approved for supplies by multi-national FMCG companies.

The Equity Shares of the Company are listed on BSE (Scrip Id – FRSHTRP and Scrip code – 530077) since 1995. The ISIN of the Equity Shares is INE795D01011.

##### 14.2. Financial performance of the Company:

For the financial years ended March 31, 2023, March 31, 2022, and March 31, 2021, the Company recorded total revenue of ₹ 24,726.79 lakhs, ₹ 17,868.81 lakhs and ₹ 15,043.33 lakhs respectively, and Profit after Tax for financial years ended March 31, 2023, March 31, 2022, and March 31, 2021, of ₹ 846.34 lakhs, ₹ 735.62 lakhs and ₹ 948.56 lakhs respectively. As per limited review interim audited financial results for the nine months ended on December 31, 2023, the Company recorded a total revenue of ₹ 6,986.94 lakhs and Profit after Tax of ₹ 6,015.63 lakhs.

##### 14.3. Capital built up:

The details of changes in the equity share capital of the Company since its incorporation are as follows:

Date of Issue / Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Consideration in Cash / Other than Cash	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (₹)	Reason of Allotment
October 02, 1992	20	100	100	Cash	20	2,000	Subscription to the Memorandum of Association
November 22, 1992	40	100	100	Cash	60	6,000	Further Allotment
January 30, 1993	52,000	100	100	Cash	52,060	52,06,000	Further Allotment
September 30, 1993	40	100	100	Cash	52,100	52,10,000	Further Allotment
September 23, 1994	Equity Shares of face value Rs. 100/- each were sub-divided into equity shares of face value Rs. 10/- each				5,21,000	52,10,000	Not Applicable

Date of Issue / Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Consideration in Cash / Other than Cash	Cumulative No. of Equity Shares	Cumulative Equity Share Capital (₹)	Reason of Allotment
November 12, 1994	2,08,400	10	N.A.	N.A.	7,29,400	72,94,000	Bonus Issue (2:5)
November 12, 1994	5,24,000	10	10	Consideration other than cash	12,53,400	1,25,34,000	Conversion of Loan
1994-95*	12,18,400	10	10	Cash	24,71,800	2,47,18,000	Initial Public Offer (Allotted to Promoters)
1994-95*	20,50,700	10	10	Cash	45,22,500	4,52,25,000	Initial Public Offer (Allotted to Public)
March 28, 2006	2,50,000	10	20	Cash	47,72,500	4,77,25,000	Preferential Allotment
May 11, 2006	2,50,000	10	20	Cash	50,22,500	5,02,25,000	Preferential Allotment
January 10, 2008	50,22,500	10	N.A.	N.A.	1,00,45,000	10,04,50,000	Bonus Issue (1:1)
January 29, 2010	5,00,000	10	19.40	Cash	1,05,45,000	10,05,45,000	Preferential Allotment
November 13, 2010	5,00,000	10	19.40	Cash	1,10,45,000	11,04,50,000	Preferential Allotment
February 13, 2013	6,00,000	10	14	Cash	1,16,45,000	11,64,50,000	Conversion of Warrants
August 13, 2013	3,00,000	10	14	Cash	1,19,45,000	11,94,50,000	Conversion of Warrants
February 08, 2014	2,00,000	10	14	Cash	1,21,45,000	12,14,50,000	Conversion of Warrants
FY 2019-20	10,00,000	10	N.A.	N.A.	1,11,45,000	11,14,50,000	Buyback
FY 2021-22	4,57,004	10	N.A.	N.A.	1,06,87,996	10,68,79,960	Buyback
FY 2022-23	7,93,094	10	N.A.	N.A.	98,94,902	9,89,49,020	Buyback

\*Exact dates not available with the Company.

#### 14.4. Board of Directors:

The details of the Board of Directors of the Company as on date of Public Announcement i.e., March 19, 2024 are as follows:

Name, Qualifications, Occupation, DIN & Age of the Director	Designation	Date of Appointment / Re-appointment	Directorships in other Companies and Bodies Corporate
<b>ASHOK VISHINDAS MOTIANI</b> Qualifications: B.Tech (IIT Mumbai) Occupation: Business DIN: 00124470 Age: 74 years	Chairman & Managing Director	30/09/1992	1. Freshcap Foodstuff LLP
<b>NANITA ASHOK MOTIANI</b> Qualifications: Master of Science Occupation: Business DIN: 00787809	Whole-time director	29/01/1997	1. Puretrop Foods Private Limited 2. Freshcap Foodstuff LLP

<b>Name, Qualifications, Occupation, DIN &amp; Age of the Director</b>	<b>Designation</b>	<b>Date of Appointment / Re-appointment</b>	<b>Directorships in other Companies and Bodies Corporate</b>
<b>Age: 70 years</b>			
<b>ANIL SHARMA</b> <b>Qualifications:</b> Food Technologist <b>Occupation:</b> Business <b>DIN:</b> 06688634 <b>Age:</b> 69 years	Independent Director	13/08/2013	1. Kalpvaksha Consultancy Services Private Limited 2. Fil Industries Private Limited
<b>MAYUR JASHVANTLAL SHAH</b> <b>Qualifications:</b> Commerce Graduate <b>Occupation:</b> Business <b>DIN:</b> 00124633 <b>Age:</b> 64 years	Independent Director	12/07/2003	Nil
<b>RAMCHANDRA GAURISHANKAR JOSHI</b> <b>Qualifications:</b> Commerce Graduate, LLB <b>Occupation:</b> Business <b>DIN:</b> 00231568 <b>Age:</b> 77 years	Director	01/04/2020	Nil
<b>ASHOK CHANDUMAL MURAJANI</b> <b>Qualifications:</b> S.S.C <b>Occupation:</b> Business <b>DIN:</b> 09217026 <b>Age:</b> 60 years	Independent Director	29/06/2021	Nil

**14.5. Change in Board of Directors:**

The details of changes in the Board of Directors during the last 3 (three) years from the date of the Public Announcement i.e. March 19, 2024:

<b>Name of Director</b>	<b>Appointment/ Re-appointment/ Resignation/ Cessation</b>	<b>Effective Date</b>	<b>Reasons</b>
Mr. Dinesh S. Oza	Resignation	April 01, 2021	Due to personal reason
Mr. Ashok C. Murajani	Appointment	June 29, 2021	Appointed as Non-Executive Independent Director

14.6. The Buy-back will not result in any benefit to any Directors, Promoters, Promoter Group, Directors of Promoter Group Companies of the Company and PACs except to the extent of the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company, post Buy-back.

## 15. FINANCIAL INFORMATION ABOUT THE COMPANY

- 15.1. The key financial information of the Company as extracted from the audited financial statements for the nine months ended December 31, 2023 and last 3(three) financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared under Ind AS is as follows:

(₹ in Lakhs)

Particulars <sup>#</sup>	Period	For the Financial Year ended March 31,		
	April 1, 2023 to December 31, 2023	2023	2022	2021
	Audited	Audited	Audited	Audited
<b>I. From Continuing Operations</b>				
Total Income	6,986.94	10,789.14	6,395.28	4,480.40
Total Expenses (excluding Finance Costs and Depreciation)	7,187.14	9,770.52	6,485.46	4,502.70
Finance Costs	70.11	59.35	63.37	80.77
Depreciation & Amortisation Expense	345.92	414.77	384.38	387.46
Exceptional Items	-	-	-	-
<b>Profit/(Loss) Before Tax</b>	<b>(616.22)</b>	<b>544.50</b>	<b>(537.94)</b>	<b>(490.53)</b>
Tax Expense	(200.54)	89.41	(154.51)	(132.87)
<b>Profit/(Loss) After Tax (A)</b>	<b>(415.68)</b>	<b>455.09</b>	<b>(383.42)</b>	<b>(357.66)</b>
<b>II. From Discontinuing Operations</b>				
Profit/(loss) Before Tax	8,481.21	552.41	1,570.00	1,791.48
Tax Expense	2,049.90	161.15	450.95	485.26
<b>Profit/(Loss) After Tax (B)</b>	<b>6,431.31</b>	<b>391.26</b>	<b>1,119.05</b>	<b>1,306.22</b>
<b>Profit/(Loss) After Tax for the period [A+B]</b>	<b>6,015.63</b>	<b>846.35</b>	<b>735.62</b>	<b>948.56</b>
Other Comprehensive Income	(6.64)	4.58	17.52	(46.22)
<b>Total Comprehensive Income for the Year</b>	<b>6,008.99</b>	<b>850.93</b>	<b>753.14</b>	<b>902.34</b>
Equity Share Capital	989.49	989.49	1,068.80	1,092.28
Reserves & Surplus	12,953.41	6,946.97	7,044.93	6,535.35
Net Worth*	13,942.90	7,936.46	8,113.73	7,627.63
Total Debt	0	2,114.82	2,400.74	3,096.34

<sup>#</sup>The figures of corresponding previous periods have been regrouped/reclassified/rearranged wherever considered necessary.

\*For the above purpose, "Net Worth" means the total shareholder's fund reduced by Capital Reserve, Capital Redemption Reserve, Cash Flow Hedge Reserve through OCI and miscellaneous expenditure not written off, as per the audited balance sheet, but not included reserves created out of revaluation of assets, write back of depreciation and amalgamation.

- The Audited financial statements for the period ended December 31, 2023 and audited financial statements for years ended March 31, 2023, March 31, 2022 and March 31, 2021 have been prepared in accordance with Ind-AS notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 to the extent applicable ("Ind-AS Financial Statements.")

-The term debt as used herein includes secured loans, working capital loans obtained by the Company from the bank, unsecured loan obtained by the Company from the director and it does not include normal trade payable and other current liabilities etc.

- Total income and Total expenses for the nine months ended December 31, 2023 are as per published audited quarterly results (audited) prepared as per IND-AS.

-Due to disposal of Fresh Fruit unit, the financial results to the extent of Statement of Profit & Loss and its resulted impact on earnings per share for the period ended December 31, 2023 and audited financial statements for years ended March 31, 2023, March 31, 2022 and March 31, 2021, have been restated by excluding figures of fresh fruit unit which have been included under discontinued operations for comparison purposes.

- 15.2. The financial ratios of the Company as extracted from the from the audited financial statements for the period ended December 31, 2023 and last 3(three) financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared under Ind AS are set out below:

Particulars	Period	For the Financial Year ended March 31,		
	April 1, 2023 to December 31, 2023	2023	2022	2021
	Audited	Audited	Audited	Audited
<b>From Continuing Operations</b>				
Earnings per Share - Basic and Diluted (₹)	(4.20)	4.32	(3.58)	(3.21)
<b>From Discontinued Operations</b>				
Earnings per Share - Basic and Diluted (₹)	65.00	3.71	10.44	11.73
<b>From Total Operations</b>				
Earnings per Share - Basic and Diluted (₹)	60.80	8.03	6.86	8.52
Book Value per Share (₹)	140.91	80.21	75.91	69.83
<b>From Continuing Operations</b>				
Return on Net Worth (%) (excluding OCI)	(2.98)%	5.73%	(4.73)%	(4.69)%
<b>From Discontinued Operations</b>				
Return on Net Worth (%) (excluding OCI)	46.13%	4.93%	13.79%	17.12%
<b>From Total Operations</b>				
Return on Net Worth (%) (excluding OCI)	43.14%	10.66%	9.07%	12.44%
Return on Net Worth (%) (including OCI)	43.10%	10.72%	9.28%	11.83%
Debt-Equity Ratio Total Debt / Net Worth	0.00	0.27	0.30	0.41

*Note: The formulae used for computation of the above ratios are as follows:*

<b>Earnings/(Loss) per Share</b>	<i>profit after tax (before OCI) for the relevant year/period / average number of equity shares outstanding during the yea/period</i>
<b>Book value per Share</b>	<i>Net Worth / average number of equity shares outstanding at the end of the year.</i>
<b>Return on Net Worth</b>	<i>Profit/(Loss) After Tax / Net Worth at the end of relevant period.</i>
<b>Debt-Equity Ratio</b>	<i>Total Debt / Net Worth.</i>
<i>“Net Worth” means the total shareholder's fund reduced by Capital Reserve, Capital Redemption Reserve, Cash Flow Hedge Reserve through OCI and miscellaneous expenditure not written off, as per the audited balance sheet, but not included reserves created out of revaluation of assets, write back of depreciation and amalgamation.</i>	

- 15.3. The Company and the Promoters and Promoter Group shall comply with the SEBI SAST Regulations, if applicable. The Company hereby declares that it has complied / will comply with sections 68, 69 and 70 of the Act and the rules made thereunder to the extent applicable.

## 16. STOCK MARKET DATA

- 16.1. The Equity Shares are currently listed and traded on BSE.
- 16.2. The high, low, average market prices and total volume of Equity Shares traded in the last three financial years (April to March) and the monthly high, low, average market prices and total volume of Equity Shares traded for the six completed calendar months preceding the date of Public Announcement and the corresponding volumes on BSE are as follows:

**BSE (Scrip Code: 530077)**

Period	HIGH			LOW			Average Price (₹)	Total Volume Traded in the period (No. of shares)
	High Price (₹)	Date of High Price	No. of shares traded on that date	Low Price (₹)	Date of Low Price	No. of shares traded on that date		
<b>PRECEDING 3 FINANCIAL YEARS</b>								
2022-23	121.00	April 21, 2022	14,247	70.00	October 10, 2022	11,876	94.89	32,48,075
2021-22	150.80	July 30, 2021	2,76,511	76.00*	April 12, 2021*	47,763*	103.93	53,19,884
2020-21	88.00	March 26, 2021	32,488	39.00	April 03, 2020	1,279	63.97	49,11,846
<b>PRECEDING 6 MONTHS</b>								
1 March 2024 to 19 March, 2024	165.20	March 04, 2024	8,313	156.45	March 14, 2024	11,112	160.68	1,15,136
February, 2024	172.90	February 12, 2024	38,529	155.70	February 20, 2024	8,772	162.20	1,89,459
January, 2024	182.85	January 12, 2024	62,608	142.90	January 1, 2024	6,817	162.64	2,59,680
December, 2023	150.85	December 07, 2023	12,506	133.85	December 14, 2023	11,464	141.71	1,57,665
November, 2023	181.85	November 09, 2023	13,947	136.00	November 24, 2023	24,402	158.04	3,11,665
October, 2023	284.75	October 11, 2023	2,11,003	161.20	October 26, 2023	12,923	193.77	13,53,148
September, 2023	198.00	September 25, 2023	12,955	170.60	September 13, 2023	4,719	180.47	1,77,271

Source: [www.bseindia.com](http://www.bseindia.com)

Note: High and Low prices for the period are based on intraday prices and Average Price is based on average of closing price.

\* Date of Low Price has been considered the date on which larger volume of trade was recorded.

- 16.3. Intimation of the Board Meeting convened to consider the proposal of the Buy-back was given to BSE on February 7, 2024. The Board, at its meeting held on February 12, 2024, approved the proposal for the Buy-back. The closing market prices of the Equity Shares on BSE during this period, are summarized below:

Event	Date	BSE (₹)
Notice of the Board Meeting convened to consider the proposal of the Buyback	February 7, 2024	163.00
1 (One) trading day post notice of the Board Meeting	February 8, 2024	166.25
1 (One) trading day prior to the Board Meeting	February 9, 2024*	169.55
Date of the Board Meeting	February 12, 2024	166.20
1 (One) trading day post the Board Meeting	February 13, 2024	162.90
Shareholders' resolution approving the Buyback	March 17, 2024	160.05 <sup>#</sup>
Date of the Public Announcement	March 19, 2024	159.15
Date of publication of the Public Announcement	March 20, 2024	160.70
The trading day immediately following the publication of the Public Announcement	March 21, 2024	160.90

Source: [www.bseindia.com](http://www.bseindia.com)

\* Closing market price for 1 (One) day prior to Board Meeting i.e., February 11, 2024 was non-trading day, accordingly, closing market price of previous trading day is taken i.e., February 9, 2024.

<sup>#</sup> Closing market price for Shareholders' resolution approving the Buyback i.e., March 17, 2024, which was non-trading day, accordingly, closing market price of next trading day is taken i.e., March 18, 2024.

## 17. DETAILS OF THE STATUTORY APPROVALS

- 17.1. The Buy-back has been approved by the Board of Directors in its meeting held on February 12, 2024 and by the Members by way of special resolution on March 17, 2024 through Postal Ballot Notice.



- 17.2. The Buy-back is subject to approvals, if any, required under the provisions of the Act, the Buy-back Regulations, SEBI and applicable rules and regulations as specified by RBI under FEMA and / or such other applicable rules and regulations for the time being in force.
- 17.3. Non-Resident Shareholders (excluding Overseas Corporate Bodies (“OCB”) permitted under the automatic process prescribed under applicable FEMA and the rules and regulations framed thereunder read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI, subject to the adherence to pricing guidelines, documentation and reporting requirements for such transfers as specified by RBI.
- 17.4. By agreeing to participate in the Buyback, Eligible Shareholders (including each non-resident Shareholders) give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- 17.5. Erstwhile OCB are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCB Shareholders in respect of whom such RBI approval is required and copies of such approvals are not submitted.
- 17.6. The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/or the Shareholder Broker through which the Eligible Shareholder places the bid.
- 17.7. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- 17.8. As on date, there are no other statutory or regulatory approvals required to implement the Buy-back, other than that indicated above. If any statutory or regulatory approvals become applicable subsequently, the Buy-back will be subject to such statutory or regulatory approvals. In the event that the receipt of any statutory / regulatory approvals are delayed, changes to the proposed timetable of the Buy-back, if any, shall be intimated to Stock Exchange.
- 17.9. The Company has obtained necessary prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations.

## **18. DETAILS OF THE REGISTRAR TO THE BUY-BACK AND COLLECTION CENTRE**

### **18.1. REGISTRAR TO THE BUY-BACK**



#### **Bigshare Services Private Limited**

**Address:** Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India

**Tel. No.:** +91-022- 6263 8200 | Fax: +91-022- 6263 8299

**Email:** buybackoffer@bigshareonline.com;

**Website:** www.bigshareonline.com

**Contact Person:** Maruti Eate

**SEBI Registration Number:** INR000001385

**CIN:** U99999MH1994PTC076534

## 18.2. COLLECTION CENTRE

Eligible Shareholders are requested to submit their Tender Form(s), TRS, physical share certificates (for physical Shareholders only) and other requisite documents as mentioned in paragraph 20 (**Procedure For Tendering Equity Shares and Settlement**) on page 37 either by registered post / courier to the Registrar to the Buy-back, super scribing the envelope as “**Freshrop Fruits Limited - Buyback 2024**”, or hand deliver the same to the Registrar to the Buy-back at the address abovementioned so that the same are received on or before the closing date not later than Tuesday, April 16, 2024 by 5 P.M. (IST).

**THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUY-BACK.**

**PLEASE NOTE THAT IT IS NOT MANDATORY FOR ELIGIBLE SHAREHOLDERS HOLDING AND TENDERING EQUITY SHARES IN DEMAT FORM TO SUBMIT THE TENDER FORM AND THE TRS. AFTER THE CONFIRMATION OF LIEN MARKED IN DEMAT ACCOUNT OF THE ELIGIBLE SHAREHOLDERS TO THE CLEARING CORPORATION AND A VALID BID IN THE EXCHANGE BIDDING SYSTEM, THE BID FOR BUY-BACK SHALL BE DEEMED TO HAVE BEEN ACCEPTED FOR ELIGIBLE SHAREHOLDERS HOLDING THE EQUITY SHARES IN DEMATERIALIZED FORM.**

## 19. PROCESS AND METHODOLOGY FOR THE BUY-BACK

- 19.1. The Company proposes to buy-back up to 19,25,000 Equity Shares (representing 19.45% of total number of Equity Shares of the Company) from the Equity Shareholders as on the Record Date, on a proportionate basis, through the Tender Offer process at a price of ₹175/- (Rupees One Hundred Seventy-Five Only) per Equity Share, payable in cash for an aggregate maximum amount of up to ₹ 33,68,75,000/- (Rupees Thirty-Three Crore Sixty-Eight Lakhs Seventy-Five Thousand Only). The Buy-back is in accordance with the provisions of Sections 68, 69,70 and other applicable provisions, if any, of the Act and in accordance with Article 73 of the Articles of Association of the Company and subject to regulation 4(iv)(a) and other applicable provisions contained in the Buy-back Regulations and such other approvals, permissions and exemptions as may be required, from time to time from statutory authorities and / or regulatory authorities, including but not limited to approvals from SEBI, Stock Exchanges and the RBI, if any. The Equity Shareholders approved the Buyback by way of a special resolution through postal ballot, the results of which were announced on March 18, 2024. The Buy-back Size represents less than 25% of the paid-up Equity Share Capital and free reserves of the Company based on interim audited financial statements as on December 31, 2023. The maximum number of Equity Shares proposed to be bought back is 19,25,000 Equity Shares of face value ₹10/- each, being 19.45% of total number of Equity Shares of the Company.
- 19.2. The aggregate shareholding of the Promoters, Promoter Group and PACs as on the date of board meeting held to consider the Buy-back and as on the date of this Letter of Offer is 62,55,333 Equity Shares which represents 63.22% of the total number of Equity Shares of the Company. In terms of the Buy-back Regulations, under the Tender Offer process, the Promoters, Promoter Group and PACs of the Company have an option to participate in the Buy-back. The Promoters, Promoter Group and PACs of the Company have conveyed their intention to participate in the Buy-back up to 62,55,333 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buy-back Regulations.
- 19.3. Assuming response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement, the aggregate shareholding of the Promoters, Promoter Group and PACs post the Buy-back may change to 64.10% from 63.22%. However, such change will not take voting rights of the Promoters and Promoter Group in the Company in excess of maximum permissible non-public shareholding. The exact change in shareholding of Promoters and Promoter Group will depend upon the response to the Buy-back and acceptances.
- 19.4. **Record Date and Ratio of Buy-back as per the Buy-back Entitlement in each Category:**
  - a) The Company has fixed Tuesday, April 02, 2024 as the Record Date for the purpose of determining the Buy-back Entitlement and the names of the Equity Shareholders who are eligible to participate in the Buy-back.
  - b) The Equity Shares to be bought back as a part of this Buy-back are divided into two categories:

- (a) Reserved category for Small Shareholders (“**Reserved Category**”); and  
 (b) General category for other Eligible Shareholders (“**General Category**”).
- c) As defined in Regulation 2(1)(n) of the Buy-back Regulations, Small Shareholder is a shareholder, who holds Equity Shares of the Company, as on the Record Date, whose market value, on the basis of closing price on the recognized Stock Exchange registering the highest trading volume is not more than ₹ 2,00,000/- (Rupees Two Lakhs Only). For the purpose of classification of a shareholder, as a “small shareholder”, multiple demat accounts having the same permanent account number (“**PAN**”), in case of securities held in the demat form are to be clubbed together.
- d) As on the Record Date, the closing price on BSE was ₹ 159.60. Accordingly, all Equity Shareholders holding not more than 1,253 Equity Shares as on the Record Date are classified as “Small Shareholders” for the purpose of the Buy-back.
- e) Based on the above definition, there are 5,924 Small Shareholders in the Company with aggregate shareholding of 9,70,485 Equity Shares as on the Record Date, which constitutes 9.81% of the outstanding number of Equity Shares of the Company and 50.41% of the maximum number of Equity Shares which the Company proposes to buy-back as a part of this Buy-back.
- f) In compliance with Regulation 6 of the Buy-back Regulations, the reservation for the Small Shareholders, will be higher of:
- (a) 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back i.e., 15% of 19,25,000 Equity Shares which works out to 2,88,750 Equity Shares; or
- (b) The number of Equity Shares entitled as per their shareholding as on Record Date i.e.,  $(9,70,485 / 98,94,902) * 19,25,000$ , which works out to be 1,88,803 Equity Shares.
- (1) All the outstanding fully paid-up Equity Shares have been used for computing the Buy-back Entitlement of Small Shareholders.
- (2) Based on the above and in accordance with Regulation 6 of the Buy-back Regulations, 2,88,750 fully paid-up Equity Shares have been reserved for Small Shareholders.

Accordingly, General Category for all other Eligible Shareholders shall consist of 16,36,250 Equity Shares.

- g) Based on the above Buy-back Entitlement, the Ratio of Buy-back for both categories are decided as below:

Category of Shareholders	Ratio of Buy-back*
Reserved category for Small Shareholders	25 Equity Shares out of every 84 Equity Shares held on the Record Date.
General category for all other Eligible Shareholders	11 Equity Share out of every 60 fully paid-up Equity Shares held on the Record Date.

*\*The above Ratio of Buy-back is approximate and providing indicative Buy-back Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buy-back may provide a slightly different number due to rounding-off. The actual Buy-back Entitlement for Reserved category for Small Shareholders is 29.753164654786% and General category for all other Eligible Shareholders is 18.3345309839287%.*

#### 19.5. Fractional Entitlements:

If the Buy-back Entitlement under the Buy-back, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e., not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buy-back Entitlement to tender Equity Shares in the Buy-back for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 3 or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled

to tender Additional Equity Shares as part of the Buy-back and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares.

**19.6. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:**

Subject to the provisions contained in this Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-back by the Small Shareholders in the Reserved Category in the following order of priority:

- (i) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buy-back Entitlement or the number of Equity Shares tendered by them, whichever is less.
- (ii) Post the Acceptance as described in paragraph 19.6(i) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buy-back, shall be given preference and 1 (one) Equity Share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- (iii) Post the Acceptance as described in paragraph 19.6(i) and 19.6(ii) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buy-back Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buy-back Regulations, i.e., valid acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.6(ii) above, shall be reduced by 1 (one).
- (iv) Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 19.6 (iii) above:
  - (a) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - (b) For any Small Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board of Directors will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this Letter of Offer.

**19.7. Basis of Acceptance of Shares validly tendered in the General Category:**

Subject to the provisions contained in the Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-back by all Eligible Shareholders in the General Category in the following order of priority:

- (i) Acceptance of 100% Equity Shares from Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buy-back Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (ii) Post the Acceptance as described in paragraph 19.7(i) above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the Eligible Shareholders over and above their Buy-back Entitlement shall be accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per Shareholder shall be made in accordance with the Buy-back Regulations, i.e., valid acceptances per Shareholder shall be equal to the Additional Equity Shares validly

tendered by the Eligible Shareholder divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be accepted in General Category.

(iii) Adjustment for fractional results in case of proportionate acceptance as described in paragraph 19.7(i) and (ii) above:

- (a) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- (b) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board of Directors will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this Letter of Offer.

#### 19.8. **Basis of Acceptance of Equity Shares between Categories**

- (i) In case there are any Equity Shares left to be bought back in one category (“**Partially filled Category**”) after acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the other category, then the Additional Equity Shares in the other category shall be accepted proportionately, i.e., valid acceptances per Eligible Shareholder shall be equal to the Additional outstanding Equity Shares validly tendered by an Eligible Shareholder in the other category divided by the total additional outstanding Equity Shares validly tendered in the other category and multiplied by the total pending number of Equity Shares to be bought back in the Partially filled Category.
- (ii) If the Partially filled Category is the General Category, and the other category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.6(ii) shall be reduced by 1 (one).
- (iii) Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 19.8 (i) and (ii) above:
  - (a) For any Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
  - (b) For any Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board of Directors will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in Clause 19 of this Letter of Offer.

#### 19.9. **For avoidance of doubt, it is clarified that:**

- (i) The Equity Shares accepted under the Buy-back from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;

- (ii) The Equity Shares accepted under the Buy-back from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and
- (iii) The Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

#### 19.10. Clubbing of Entitlement

- a) In accordance with Regulation 9(ix) of Buy-back Regulations, in order to ensure that the same Eligible Shareholders with multiple demat accounts / folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General Category) and the Buy-back Entitlement. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of Eligible Shareholders holding Equity Shares in physical form as on Record Date, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical.
- b) The shareholding of institutional investors like mutual funds, pension funds / trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buy-back as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of 'clearing members' or 'corporate body margin account' or 'corporate body-broker' as per the beneficial position data as on the Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

#### 20. PROCEDURE FOR TENDERING EQUITY SHARES AND SETTLEMENT

- 20.1. The Buy-back is open to all Eligible Shareholders / beneficial owners holding Equity Shares of the Company as on the Record date, i.e., Tuesday, April 02, 2024 in physical form (“**Physical Shares**”) and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form (“**Demat Shares**”).
- 20.2. The Company proposes to Buy-back Equity Shares through a Tender Offer method, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buy-back as well as the detailed disclosures as specified in the Buy-back Regulations, will be dispatched/mailed to the Eligible Shareholders. The Letter of Offer shall be sent through electronic means to Eligible Shareholder(s) who have registered their email ids with the depositories / the Company. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure mentioned in paragraph 20.23. In case an Eligible Shareholder requests for a copy of this Letter of Offer in physical form, the same shall be provided by the Company.
- 20.3. The Company will not accept any Equity Shares offered for Buy-back which are under any restraint order of a court or other competent authority for transfer / sale of such Equity Shares.
- 20.4. The Company shall comply with Regulation 24(v) of the Buy-back Regulations which states that the Company shall not buy-back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
- 20.5. Eligible Shareholders' participation in Buy-back will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buy-back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buy-back, without additional investment. Shareholders may also tender a part of their Buy-back Entitlement. Shareholders also have an option of tendering Additional Shares (over and above their Buy-back Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buy-back Entitlement by the Shareholder, shall be in terms of procedure outlined in paragraph 19 (Process and Methodology for the Buy-back) of this Letter of Offer.

- 20.6. Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account.
- 20.7. The Company shall accept all the Equity Shares validly tendered for the Buy-back by Eligible Shareholders, on the basis of their Buy-back Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per paragraphs 19.6, 19.7, 19.8 and 19.9.
- 20.8. As elaborated under paragraph 19.4, the Equity Shares proposed to be bought as a part of the Buy-back are divided into two categories; (a) Reserved category for Small Shareholders and (b) the General category for other Eligible Shareholders, and the Buy-back Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.
- 20.9. After accepting the Equity Shares tendered on the basis of Buy-back Entitlement, Equity Shares left to be bought as a part of the Buy-back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buy-back Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buy-back Entitlement, in other category.
- 20.10. The Buy-back Offer will be implemented using the “Mechanism for acquisition of shares through Stock Exchange” devised pursuant to SEBI Circulars and following the procedure prescribed in the Act and the Buy-back Regulations and as may be determined by the Board (including any person authorized by the Board to complete the formalities of the Buy-back Offer) and on such terms and conditions as may be permitted by law from time to time.
- 20.11. The maximum tender under the Buy-back by any Eligible Shareholder cannot exceed the number of shares held by the Eligible Shareholder on the Record Date.
- 20.12. For implementation of the Buy-back, the Company has appointed **Pravin Ratilal Share and Stock Brokers Limited** as the registered broker to the Company (the “**Company’s Broker**”) who will facilitate the process of tendering Equity Shares through Stock Exchange Mechanism for the Buy-back and through whom the purchase and settlements on account of the Buy-back would be made by the Company. The contact details of the Company’s Broker are as follows:

<b>Name:</b>	Pravin Ratilal Share And Stock Brokers Limited
<b>Address:</b>	Sakar-1, 5th Floor, Opp Gandhigram Railway Station, Navrangpura, Ahmedabad - 380009
<b>Contact Person:</b>	Ms. Shannon Khokharia
<b>Tel:</b>	079-26553758
<b>Email:</b>	info@prssb.com
<b>Website:</b>	<a href="http://www.prssb.com/">http://www.prssb.com/</a>
<b>SEBI Registration Number:</b>	INZ000206732
<b>Corporate Identity Number:</b>	U67120GJ1994PLC022117

- 20.13. For the purpose of this Buy-back, BSE Limited (“**BSE**”) will be the Designated Stock Exchange. The Company will request BSE to provide the facility of acquisition window to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buy-back Offer. The details of the platform will be as specified by BSE from time to time.
- 20.14. In case Eligible Shareholder’s broker is not registered with BSE or if the Eligible Shareholders do not have any stock broker then that Eligible Shareholders can approach any stock broker registered with the BSE and can make a bid by using quick unique client code (“**UCC**”) facility, after submitting the details as may be required by the stock broker to be in compliance with the Buy-back Regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker, then the Eligible Shareholders may approach Company’s Broker viz. **Pravin Ratilal Share and Stock Brokers Limited** to bid by using quick UCC facility. The Eligible Shareholders approaching BSE registered stock broker (with whom Eligible Shareholders does not have an account) may have to submit details as required by the BSE registered stock broker. The requirement of documents and procedures may vary from broker to broker.

- 20.15. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock brokers (“**Seller Member**”) during normal trading hours of the secondary market. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders. The Seller Member can enter orders for shares held in demat as well as physical mode.
- 20.16. Modification / cancellation of orders and multiple bids from a single Eligible Shareholders will be allowed during the Tendering Period of the Buy-back. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as “one” bid for the purposes of Acceptance. The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Seller Member through which the Equity Shareholder places the bid.
- 20.17. The cumulative quantity tendered shall be made available on BSE’s website, [www.bseindia.com](http://www.bseindia.com) throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 20.18. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 20.19. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form.**
- (i) Eligible Shareholders who desire to tender their Equity Shares in the dematerialised form under Buy-back would have to do so through their respective Seller Member by giving details of Equity Shares they intend to tender under the Buy-back offer.
  - (ii) The Seller Member would be required to place a bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchange.
  - (iii) The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.
  - (iv) In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer (“**IDT**”) instruction shall be initiated by shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the shareholder’s securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
  - (v) For orders placed with respect to dematerialized Equity Shares, by clearing members entities who have been allocated a custodian participant code by the Clearing Corporation (“**Custodian Participant**”) early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to custodian again for confirmation.
  - (vi) Upon placing the order, the Seller Member shall provide a transaction registration slip (‘**TRS**’) generated by the exchange bidding system to the Eligible Shareholder on whose behalf the order has been placed. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
  - (vii) It is clarified that in case of dematerialized Equity Shares, non-receipt of the completed tender form and other documents, but if the lien is marked successfully in the depository system and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted.
  - (viii) **In case of demat Equity Shares, submission of Tender Form and TRS is not required. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange**



**bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.**

- (ix) The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buy-back decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the Eligible Shareholder. On the date of the settlement, in case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.

**20.20. Procedure to be followed by Eligible Shareholders holding Equity Shares in the physical form**

- i. All Eligible Shareholders holding the Equity Shares in physical form shall note that in accordance with the proviso to regulation 40(1) of the Listing Regulations (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press release dated December 3, 2018, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository with effect from April 1, 2019. However, in accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Eligible Shareholders holding Equity Shares in the physical form are allowed to tender their Equity Shares in the Buy Back provided that such tendering shall be as per the provisions of the Buy-back Regulations and terms provided in the letter of offer.
- ii. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buy Back will be required to approach their respective Seller Members along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s) (ii) valid share transfer form(s) (i.e., form SH-4) duly filled and signed by the transferors (i.e., by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company (iii) self-attested copy of the Eligible Shareholder's PAN Card (iv) the Tender Form duly signed (in case the Equity Shares are in joint names, the Tender Form must be signed by all Eligible Shareholders in the same order in which they hold the Equity Shares) and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of an Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, such Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- iii. Based on the documents mentioned in paragraph above, the concerned Seller Member shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buy-back using the Acquisition Window. Upon placing the bid, the Seller Member shall provide a TRS generated by the Stock Exchange's bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- iv. After placing the bid, the Seller Member of the Eligible Shareholder has to deliver the original share certificate(s) and documents (as mentioned in paragraph 20.20.ii above along with TRS either by registered post or courier or hand delivery to Registrar to the Buy-back (at the address mentioned at paragraph 27 below) on or before the closing date. The envelope should be superscribed as "**Freshtrop Fruits Limited - Buyback 2024**". One copy of the TRS will be retained by Registrar to the Buy-back and it will provide acknowledgement of the same to the Seller Member/ Eligible Shareholder.
- v. Eligible Shareholder holding Equity Shares in physical form should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for the Buy-back shall be subject to verification as per the Buy-back Regulations and any further

directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time BSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'.

- vi. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buy-back does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and form SH-4 does not match as per the specimen signature recorded with Company/ Registrar to the Buy-back.
- vii. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before the date of closing of the Buy-back.
- viii. An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buy-back by submitting duly executed transfer deed for transfer of Equity Shares purchased prior to Record Date in his/her name along with the tender form, copy of his / her PAN and of the person from whom they have purchased the Equity Shares and other relevant documents as may be required for transfer of Equity Shares.
- ix. Modification/ cancellation of orders will be allowed during the tendering period of the Buy-back. Multiple bids made by a single Eligible Shareholder shall be clubbed and considered as "one" bid for the purpose of acceptance.
- x. The website of the BSE shall display only confirmed bids and accordingly, the cumulative quantity tendered shall be made available on the website of the BSE (i.e., [www.bseindia.com](http://www.bseindia.com)) throughout the trading sessions and will be updated at specific intervals during the tendering period.

#### 20.21. Method of Settlement

- (a) Upon finalization of the basis of Acceptance as per the Buy-back Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.
- (b) Details in respect of shareholder's entitlement for the Buy-back shall be provided to Clearing Corporation by Company / Registrar to Buy-back. On receipt of the same, the Clearing Corporation will cancel excess or unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- (c) In the case of IDT, Clearing Corporation will cancel the excess or unaccepted Equity Shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buy-back. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block Equity Shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the Equity Shares as per the communication/message received from target depository to the extent of accepted bid Equity Shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- (d) The Company will transfer the consideration pertaining to the Buy-back to the Clearing Corporation's bank account through the Company's Broker as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buy-back, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected

by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Member for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.

- (e) In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.
- (f) For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. On settlement date, all blocked Equity Shares mentioned in accepted bid shall be transferred to Clearing Corporation.
- (g) The Equity Shares bought back in the dematerialized form would be transferred directly to the escrow demat account of the Company ("**Demat Escrow Account**") provided it is indicated by the Company's Broker, thereafter, it will be transferred by the Company's Broker to the Company's Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.
- (h) Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Shareholder. The shareholders of the demat Equity Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in the Buy-back Offer.
- (i) In relation to the physical Equity Shares:
  - (i) If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.
  - (ii) If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("**LOC**") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent ("**RTA**"). The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face/ reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.
- (j) The Seller Member would issue contract note for the Equity Shares accepted under the Buy-back and will unblock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.
- (k) Equity Shareholders who intend to participate in the Buy-back should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member for tendering Equity Shares in the Buy-back (secondary market transaction). Therefore, the Buy-back consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including

brokerage). The Manager to the Buy-back Offer and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Eligible Shareholders.

- (l) The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.

**ELIGIBLE SHAREHOLDERS WHO HAVE DEMATERIALIZED THEIR PHYSICAL EQUITY SHARES POST RECORD DATE AND TENDERED THEIR DEMAT EQUITY SHARES IN THE BUY-BACK MAY DELIVER THE TENDER FORM DULY SIGNED (BY ALL ELIGIBLE SHAREHOLDERS IN CASE SHARES ARE IN JOINT NAMES) IN THE SAME ORDER IN WHICH THEY HOLD THE EQUITY SHARES, ALONG WITH TRS GENERATED BY THE STOCK EXCHANGE BIDDING SYSTEM UPON PLACING OF A BID, EITHER BY REGISTERED POST, SPEED POST OR COURIER OR HAND DELIVERY TO THE REGISTRAR TO THE BUY-BACK AT THE ABOVE ADDRESS, SO THAT THE SAME ARE RECEIVED NOT LATER THAN TUESDAY, APRIL 16, 2024 BY 5:00 P.M. (IST) THE ENVELOPE SHOULD BE SUPERSCRIBED AS “FRESHTROP FRUITS LIMITED – BUYBACK 2024”.**

In case any Eligible Shareholder initiates dematerialization of shares after Record Date/receipt of this Letter of Offer, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before Buy-back Closing Date.

**20.22. For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares:**

- (i) Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FPIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- (ii) FII/FPI Shareholder should enclose a copy of their SEBI registration certificate.
- (iii) In case the Equity Shares are held on repatriation basis, the Eligible Shareholders who are Non-Resident Shareholders shall obtain and enclose a letter from its authorized dealer / bank / Company confirming that at the time of acquiring the Equity Shares, payment for the same was made by such non-resident Eligible Shareholder from the appropriate account (e.g., NRE a/c.) as specified by RBI in its approval. In case the Eligible Shareholders who are Non-Resident Shareholders is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-back. In the event, such consent letter is not submitted by such non-resident Eligible Shareholder, the Company shall have the right to reject the Equity Shares tendered in the Buy-back and acceptance of such Equity Shares shall be at the sole discretion of the Company subject to such conditions as the Company may deem fit including making payment for the same on a non-repatriation basis.
- (iv) If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.

**20.23. In case of non-receipt of the Letter of Offer:**

**In case the Equity Shares are in dematerialised form:** An Eligible Shareholder may participate in the Buy-back by downloading the Tender Form from the website of the Company i.e., : [www.freshtrop.com](http://www.freshtrop.com) or the website of the Registrar i.e. [www.bigshareonline.com](http://www.bigshareonline.com) or the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com) or by providing their application in writing on plain paper to the Registrar, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name / ID, beneficiary account number and number of Equity Shares tendered for the Buy-back. If any Eligible Shareholder who has been sent the Letter of Offer through electronic means wishes to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email ID mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account

number. Upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder.

**In case the Equity Shares are in physical form:** An Eligible Shareholder may participate in the Buy-back by downloading the Tender Form from the website of the Company i.e., : [www.freshtrop.com](http://www.freshtrop.com) or the website of the Registrar i.e., [www.bigshareonline.com](http://www.bigshareonline.com) or the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com) or by providing their application in writing on plain paper to the Registrar, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buy-back and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer form SH-4 can be downloaded from the website of the Company i.e., [www.freshtrop.com](http://www.freshtrop.com) or the website of the Registrar i.e., [www.bigshareonline.com](http://www.bigshareonline.com). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 20.20 above), reach the Registrar on or before the Buy-back Closing Date (by 5:00 p.m. (IST)). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar / Company or are not in the same order (although attested), the Company/Registrar shall have a right to reject such applications.

**Please note that Eligible Shareholders who intend to participate in the Buy-back will be required to approach their respective Seller Member (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Member in the electronic platform to be made available by BSE before the Buy-back Closing Date.**

**The Company shall accept Equity Shares validly tendered by the Equity Shareholder(s) in the Buy-back on the basis of their shareholding as on the Record Date and the Buy-back Entitlement. Eligible Shareholder(s) who intend to participate in the Buy-back using the “plain paper” option as mentioned in this paragraph is advised to confirm their Buy-back Entitlement from the Registrar to the Buy-back, before participating in the Buy-back.**

- 20.24. Non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to, any Eligible Shareholder, shall not invalidate the Buy-back in any way.
- 20.25. The acceptance of the Buy-back Offer by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or not to participate in the Buy-back. The Company will not be responsible in any manner for any loss of Equity Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.
- 20.26. **Rejection Criteria:**

The Equity Shares tendered by Eligible Shareholders holding Demat Shares would be liable to be rejected on the following grounds:

- a) The Shareholder is not an Eligible Shareholder of the Company as on the Record Date;
- b) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Physical Shares as on the Record Date and have placed their bid in demat form;
- c) if there is a name mismatch in the demat account of the shareholder and PAN.
- d) where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds:

- (a) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours on Tuesday, April 16, 2024 by 5 p.m. (IST); or
- (b) If the share certificate is not enclosed with the Tender Form; or
- (c) If there is any other company's share certificate enclosed with the Tender Form instead of the share certificate of the Company; or

- (d) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- (e) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- (f) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with the Company or the Registrar; or
- (g) Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists

20.27. Participation in the Buyback by shareholders will be subject to tax on distributed income to the shareholders (“Buyback Tax”) in India and such tax obligation is to be discharged by the Company. However, in case of non-resident shareholders, this may be subject to capital gains taxation in hands of the shareholders in their respective tax jurisdiction. The transaction of Buyback would also be chargeable to securities transaction tax in India. Please refer to paragraph 21 of this Letter of Offer for a detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

## 21. NOTE ON TAXATION

**THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION IS BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS.**

**IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.**

**THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE ELIGIBLE SHAREHOLDER BY RELYING ON THIS SUMMARY. THE SUMMARY OF TAX CONSIDERATIONS RELATING TO BUY-BACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GENERAL GUIDANCE PURPOSES ONLY.**

### 1. GENERAL

The Indian tax year runs from 1<sup>st</sup> April to 31<sup>st</sup> March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961 (“**Income Tax Act**” or “**ITA**”).

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received by such person in India. In case of shares of a Company, the source of income from shares would depend on the ‘situs’ of the shares. As per judicial precedents, generally the “situs” of the shares is where company is “incorporated” and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the relevant Double Tax Avoidance Agreement (“**DTAA**”) subject to satisfaction of the relevant conditions including non-applicability of General Anti-Avoidance Rule (“**GAAR**”) and providing and maintaining necessary information and documents as prescribed under the ITA.

The summary of tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

## **2. CLASSIFICATION OF SHAREHOLDERS**

Section 6 of the Income Tax Act, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in categories as mentioned below:

- a. Resident Shareholders being:
  - i. Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP
  - ii. Others (corporate bodies):
    - Company
    - Other than Company
- b. Deemed Resident Shareholder – an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding ₹ 15 lakh during the tax year.
- c. Non-Resident Shareholders being:
  - i. Non-Resident Indians (NRIs)
  - ii. Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
  - iii. Others:
    - Foreign Company
    - Foreign non-corporate shareholders

## **3. INCOME TAX PROVISIONS IN RESPECT OF BUY BACK OF EQUITY SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE**

- a. Section 115QA of the Act provides for the levy of additional Income-tax at the rate of twenty per cent (as increased by surcharge and Health and Education cess, as applicable) on any amount of distributed income by the company on buy-back of shares from a shareholder. Distributed Income is defined under section 115QA to include consideration paid by the company on buy-back of shares as reduced by the amount which was received by the company on issue of such shares, determined in the manner specified in Rule 40BB.
- b. The tax on the distributed income by the company shall be treated as the final payment of tax in respect of the said income and no further credit therefor shall be claimed by the company or by any other person in respect of the amount of tax so paid.
- c. No deduction under any other provision of this Act shall be allowed to the company or a shareholder in respect of the income which has been charged to tax on distributed income under section 115QA or the tax thereon.
- d. Pursuant to Section 10(34A) of the Income Tax Act, any income arising in the hands of shareholders on account of buy-back of shares by the as referred to in section 115QA has been exempted from tax.
- e. The consequential income will be exempted in the hands of the shareholder irrespective of the class/residential status of the shareholder and purpose for which shares are held (i.e., as “Investments” or “Stock in Trade”) under sub-clause (34A) of Section 10 of Income Tax Act. In case of Non-resident Shareholders, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such non-resident shareholder to be claimed in the country of residence in respect of the Buy-back tax paid by the company in view of Sec 115QA (4) and (5) of the Income Tax Act. Non- resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

Thus, the tax implications to the following categories of shareholders are as under:

a. Resident Shareholders or Deemed Resident Shareholders

Income arising to the shareholder on account of buy-back of equity shares as referred to in section 115QA of the Income Tax Act is exempt from tax under the provisions of the section 10(34A) of the Income Tax Act with effect from July 5, 2019 (as amended).

b. Non-Resident Shareholders

The income arising to the shareholder on account of Buy-back of Equity Shares as referred to in section 115QA of the Income Tax Act is exempt from tax under the provisions of the section 10(34A) with effect from July 5, 2019 (as amended) in the hands of a Non-resident as well, the same may be subject to tax in the shareholder as per the provisions of the tax laws of country of residence. The credit of tax may or may not be allowed to such Non- resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of subsection (4) and (5) of Section 115QA of the Income Tax Act. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit in their home country.

Since Section 115QA overrules the entire Income Tax Act, the provisions of Section 46A i.e., capital gain on purchase by company of its own shares or securities, shall not apply in respect of Buy-back of Equity Shares.

**Tax Deducted at Source:**

The Consequential income arising in the hands of shareholder will be exempted by virtue of sub clause (34A) of Section 10 of the Income Tax Act. Therefore, no TDS/WHT will be deductible on the said income.

**The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein.**

**Securities Transaction Tax:**

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax at 0.1% of the value of the transaction will be applicable.

**22. DECLARATION BY THE BOARD OF DIRECTORS**

Declaration as required under clause (ix) and clause (x) of Schedule I to the Buy-back Regulations:

The Board of Directors made declaration as on the date of passing the board resolution approving the Buy-back i.e., February 12, 2024 that:

1. The Board of Directors confirms that there are no defaults subsisting in repayment of deposits or interest thereon, redemption of debentures or preference shares, payment of dividends to any shareholder, or repayment of any term loan or interest payable thereon to any financial institutions or banking Company.
2. It has, based on a full enquiry conducted into the affairs and prospects of the Company and taking into account all the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the Act formed an opinion that:
  - a) immediately following the date of the Board Meeting i.e., February 12, 2024 (“**Board Meeting Date**”) and the date on which the result of the shareholders’ resolution passed by way of postal ballot will be declared (“**Postal Ballot Date**”), approving the buyback, there will be no grounds on which the Company could be found unable to pay its debts;
  - b) as regards the Company’s prospects for the year immediately following the date of the Board Meeting approving the Buyback as well as for the year immediately following the Postal Ballot Date, having



regard to the 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 the Board Meeting and the Postal Ballot Date;

- c) in forming its opinion for the above purpose, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities); and
- d) the debt-equity ratio of the Company after the Buy-back will be within the limit of 2:1 as prescribed under Section 68(2)(d) of the Companies Act, 2013 and Regulation 4(ii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

<i>Sd/-</i> Ashok Vishindas Motiani Chairman & Managing Director (DIN: 00124470)	<i>Sd/-</i> Nanita Ashok Motiani Whole-Time Director (DIN: 00787809)
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### 23. AUDITORS CERTIFICATE

The text of the report dated February 12, 2024 received from F P & Associates, Chartered Accountants (FRN: 143262W), the Statutory Auditors of the Company and the statement of computation of permissible capital payments for the proposed Buy-back of Equity Shares of the Company, addressed to the Board of Directors of the Company is reproduced below.

#### Quote

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

Dear Sir/ Madam,

**Sub: Statutory Auditor's Report in respect of proposed buy-back of equity shares by Freshrop Fruits Limited (the "Company") in terms clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (as amended) (the "Buy-back Regulations")**

1. This Report is issued in accordance with the terms of our engagement letter dated February 12, 2024 with the Company.
2. The Board of Directors of the Company has approved a proposal for the buy-back of Equity Shares by the Company at its meeting held on February 12, 2024, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 ('the Act') and the Buy-back Regulations.
3. We have been requested by the management of the Company to provide a report on the accompanying Statement of permissible capital payment ("**Annexure A**") as at December 31, 2023 (hereinafter referred together as the "**Statement**"). This Statement has been prepared by the management of the Company, which we have initialled for identification purposes only.

#### **Management's Responsibility for the Statement**

4. The preparation of the Statement in accordance with Section 68(2) of the Act and in compliance with Sections 68, 69 and 70 of the Act and the Buy-back Regulations, is the responsibility of the management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance

of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

#### **Auditor's Responsibility**

5. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance whether:
  - (i) we have inquired into the state of affairs of the Company in relation to the interim audited financial statements of the company for the period ended December 31, 2023;
  - (ii) the amount of permissible capital payment for the proposed buy-back of equity shares as stated in Annexure A, has been properly determined considering the condensed interim audited financial statements as at December 31, 2023, in accordance with the provisions of Section 68(2) of the Act and Regulations 4 and 5 of the Buy-back Regulations; and
  - (iii) the Board of Directors of the Company, at its meeting held on February 12, 2024, have formed the opinion as specified in Clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within one year from the date of the board meeting held to consider the proposal of Buy-back of Equity Shares.
6. The audited interim financial statements for the financial period ended on December 31, 2023, referred in paragraph 5 above, which we have considered for this report, have been audited by us, on which we have issued an unmodified audit opinion vide our reports dated February 12, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether these financial statements are free of material misstatement.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### **Opinion**

9. Based on enquiries conducted and our examination as above, we report that:
  - i) we have inquired into the state of affairs of the Company in relation to its condensed audited interim financial statements for the financial period ended on December 31, 2023;
  - ii) the amount of permissible capital payment towards the proposed buy-back of Equity Shares as computed in the Statement attached herewith as Annexure A, in our view has been properly determined in accordance with section 68(2) of the Act and Regulations 4 and 5 of the Buy-back Regulations.
  - iii) the amount of share capital and its free reserves (including securities premium) have been extracted from the audited interim financial statements of the Company as on December 31, 2023; and

- iv) the Board of Directors of the Company, at its meeting held on February 12, 2024, have formed its opinion as specified in Clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds that the Company, having regard to its state of affairs, will not be rendered insolvent within one year from the date of the Board Meeting (i.e., February 12, 2024).
10. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

**Restriction on Use**

11. This report has been issued at the request of the Company solely - (i) for use of the Company in connection with the proposed buy-back of Equity Shares of the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buy-back Regulations, (ii) to enable the Board of Directors of the Company to include it in the Public Announcement, Letter of Offer and other documents pertaining to buy-back to be sent to the Shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchange, public shareholders and any other regulatory authority as per applicable laws and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the manager, and should not be used by any other person and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

We are also not responsible for changes, events and circumstances occurring after the date of this report which may require an updation of this report.

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

SD/-  
**F. S. Shah**  
Partner  
**Membership No.:** 133589  
**Place of Signature:** Ahmedabad  
**Date:** February 12, 2024  
**UDIN:** 24133589BKFHFK3156

**Annexure A**

**Statement of determination of the permissible capital payment towards Buy-back of Equity Shares (“the Statement”) in accordance with Section 68(2) of the Companies Act, 2013 and Regulations 4 and 5 of the Buy-back Regulations**

*(₹ in Lakhs)*

<b>Sr. No.</b>	<b>Particulars</b>	<b>Standalone Amount</b>
<b>A</b>	<b>Paid up equity share capital and free reserves as on December 31, 2023, based on the condensed audited financial statements of the Company</b>	989.49
	Total paid-up Equity Share Capital	989.49
	Free Reserves, comprising	
	- Securities Premium Account	-
	- General Reserve	-
	- Retained Earnings*	12733.32
	<b>Total Paid up Equity Share Capital and Free Reserves</b>	<b>13722.81</b>
<b>B</b>	<b>The amount of Maximum Permissible Capital Payment towards the Buyback being lower of;</b>	
	Maximum permissible Number of Equity Shares eligible for Buy-back in accordance with Section 68(2)(c) of the Companies Act, 2013 read with Regulation 4 of the Buy-back Regulations (25% of total number of outstanding equity shares) (Nos.)	24.74
	Maximum amount permissible for the buyback i.e. 25% of total paid-up equity capital and free reserves of audited interim financial statements (25% of total paid-up equity share capital and free reserves as of December 31, 2023)	3430.70
	Amount approved by the Board of Directors at its meeting held on February 12, 2024.	3368.75

\*Net of re-measurement of assets and liabilities at fair value of Rs.2.20 Crores”

**For and on behalf of the Board of Directors of  
Freshtrop Fruits Limited**

SD/-

**Name:** Ashok Vishindas Motiani  
**Designation:** Managing Director

**Place:** Ahmedabad  
**Date:** 12/02/2024

*Unquote*

**24. MATERIAL DOCUMENTS FOR INSPECTION**

Copies of the following documents will be available for inspection at the Registered Office of the Company at A-603, Sapath -IV, Opp. Karnavati Club, S G Highway, Ahmedabad – 380015, Gujarat, India between 10.00 a.m. and 5.00 p.m. on all working days (Monday to Friday) during the offer period:

- (i) Certificate of Incorporation of the Company;
- (ii) Memorandum and Articles of Association of the Company;
- (iii) Annual Reports of the Company for the preceding three financial years, viz. FY 2022-23, FY 2021-22 and FY 2020-21;
- (iv) Interim audited financial statements approved by the Board for the period December 31, 2023;
- (v) Copy of resolution passed by the Board of Directors at their meeting held on February 12, 2024 approving the proposal of the Buy-back.

- (vi) Copy of special resolution of the Equity Shareholders passed by way of postal ballot, the results of which were announced on March 18, 2024.
- (vii) Certificate dated February 12, 2024 received from F P & Associates, Chartered Accountants, the Statutory Auditors of the Company, in terms of Schedule II read with clause (xi) of Schedule I of the Buy-back Regulations.
- (viii) Copy of Public Announcement dated March 19, 2024 published in the newspapers on March 20, 2024 regarding the Buy-back.
- (ix) Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- (x) Certificate dated February 12, 2024 by F P & Associates, Chartered Accountants, certifying that the Company has made firm financial arrangements for fulfilling its obligations under the Buy-back, in accordance with the Buy-back Regulations.
- (xi) Copy of the Escrow Agreement dated March 11, 2024 executed amongst the Company, Escrow Agent and the Manager to the Buy-back.
- (xii) Opinion dated March 12, 2024 obtained by the Company on taxation from F P & Associates, Chartered Accountant.

## 25. DETAILS OF THE COMPLIANCE OFFICER

The Equity Shareholders may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours i.e., 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

**Ms. Kalpana Suman**  
**Company Secretary & Compliance Officer**  
**Freshtrop Fruits Limited**

**Address:** A-603, Sapath IV, Opp. Karnavati Club, S. G. Road, Ahmedabad - 380015, Gujarat, India.

**Phone:** +91 79 4030 7050/56;

**Email:** [investor@freshtrop.com](mailto:investor@freshtrop.com); [secretarial@freshtrop.com](mailto:secretarial@freshtrop.com); **Website:** [www.freshtrop.com](http://www.freshtrop.com);

## 26. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

- (i) In case of any grievances relating to the Buy-back (e.g. non-receipt of the Buy-back consideration, demat credit, etc.), the Eligible Shareholders can approach the Compliance Officer at : [investor@freshtrop.com](mailto:investor@freshtrop.com) or the Manager to the Buy-back at [investors@vivro.net](mailto:investors@vivro.net) and / or Registrar to the Buy-back at [buybackoffer@bigshareonline.com](mailto:buybackoffer@bigshareonline.com); for redressal.
- (ii) If the Company makes any default in complying with the requirements under the Act or any rules made thereunder as may be applicable to the Buyback, the Company or any officer of the Company who is in default shall be liable in terms of the Act.
- (iii) The address of the concerned office of the Registrar of Companies is as follows:

**Registrar of Companies, Gujarat, Ahmedabad**

**Address:** ROC Bhavan, Opp Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat

**Phone:** 079-27438531/27438371

**Email:** [roc.ahmedabad@mca.gov.in](mailto:roc.ahmedabad@mca.gov.in);

## 27. DETAILS OF INVESTOR SERVICE CENTRE

In case of any queries, Equity Shareholders may also contact the Registrar to the Buy-back, during office hours i.e., 10.00 a.m. to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

**Registrar to the Buy-back:**



**Bigshare Services Private Limited**

**Address:** Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India

**Tel. No.:** +91-022- 6263 8200 | Fax: +91-022- 6263 8299

**Email:** buybackoffer@bigshareonline.com;

**Website:** www.bigshareonline.com

**Contact Person:** Maruti Eate

**SEBI Registration Number:** INR000001385

**CIN:** U99999MH1994PTC076534

**28. MANAGER TO THE BUY-BACK**



**Vivro Financial Services Private Limited**

**Address:** Vivro House, 11 Shashi Colony, Opp Suvidha Shopping Center, Paldi, Ahmedabad – 380007, Gujarat, India.

**Tel.:** +91 - 79 - 4040 4242

**E-mail:** [investors@vivro.net](mailto:investors@vivro.net)

**Website:** [www.vivro.net](http://www.vivro.net)

**Contact Person(s):** Shivam Patel/ Kevin Dhruve

**SEBI Registration Number:** INM000010122

**Validity:** Permanent

**CIN:** U67120GJ1996PTC029182

**29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THIS LETTER OF OFFER**

As per regulation 24(i)(a) of the Buy-back Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Letter of Offer and confirms that the information in Letter of Offer contain true, factual and material information and does not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Buyback Committee in their meeting held on April 04, 2024.

**For and on behalf of the Board of Directors of Freshtrop Fruits Limited**

**Sd/-**  
**Ashok Vishindas Motiani**  
Chairman & Managing Director  
(DIN: 00124470)

**Sd/-**  
**Nanita Ashok Motiani**  
Whole Time Director  
(DIN: 00787809)

**Sd/-**  
**Kalpana Suman**  
Company Secretary & Compliance Officer  
(Membership Number: A71241)

**Date:** April 04, 2024

**Place:** Ahmedabad

**30. OFFER FORM**

- 30.1. Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form);
- 30.2. Tender Form (for Eligible Shareholders holding Equity Shares in Physical form);
- 30.3. Form SH-4 for physical shareholders.

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT  
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)**

Bid Number:

Date:

<b>BUY-BACK OPENS ON:</b>		<b>Monday, April 08, 2024</b>
<b>BUY-BACK CLOSES ON:</b>		<b>Tuesday, April 16, 2024</b>
<b>For Registrar / collection centre use</b>		
Inward No.	Date	Stamp
<b>Status (please tick appropriate box)</b>		
<input type="checkbox"/>	Individual	<input type="checkbox"/>
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>
<input type="checkbox"/>	VCF	<input type="checkbox"/>
<input type="checkbox"/>	FII/FPI	<input type="checkbox"/>
<input type="checkbox"/>	NRI/OCB	<input type="checkbox"/>
<input type="checkbox"/>	Bank / FI	<input type="checkbox"/>
<input type="checkbox"/>	Partnership/LLP	<input type="checkbox"/>
<input type="checkbox"/>	Insurance Co.	<input type="checkbox"/>
<input type="checkbox"/>	FVCI	<input type="checkbox"/>
<input type="checkbox"/>	Pension / PF	<input type="checkbox"/>
<input type="checkbox"/>	Others (specify)	<input type="checkbox"/>
<b>India Tax Residency Status: Please tick appropriate box</b>		
<input type="checkbox"/>	<b>Resident in India</b>	<input type="checkbox"/>
<input type="checkbox"/>	<b>Non-Resident in India</b>	<input type="checkbox"/>
<input type="checkbox"/>	<b>Resident of</b>	<input type="checkbox"/>
<input type="checkbox"/>	<b>(Shareholder to fill the country of residence)</b>	<input type="checkbox"/>

To,  
The Board of Directors  
**FRESHTROP FRUITS LIMITED,**  
C/o. Bigshare Services Private Limited  
Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre,  
Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India.

Dear Sirs,

**Subject:** Letter of Offer dated April 04, 2024 in relation to Buy-back Offer of up to 19,25,000 fully paid-up Equity Shares of Freshtrop Fruits Limited (“Company”) at a price of ₹175/- per Equity Share (“Buy-back Price”), payable in cash.

- I / We, having read and understood the Letter of Offer dated April 04, 2024, hereby tender / offer my / our Equity Shares in response to the Buy-back Offer on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buy-back the Equity Shares offered by me/us (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this tender / offer are offered for Buy-back by me / us are free from any claim /demand, lien, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buy-back and that I / we am / are legally entitled to tender the Equity Shares for Buy-back.
- I / We agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder.
- I/We agree that we will ensure to keep the Depository Participant (DP) Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, I/We will ensure to keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of equity shares by the Company.
- I / We agree that the consideration for the accepted Equity Shares will be paid as per secondary market mechanism.
- I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to give effect to the Buy-back in accordance with the Act and the Buy-back Regulations.
- Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date i.e., Tuesday, April 02, 2024		
Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)		
Additional Equity Shares offered for Buy-Back		
Total number of Equity Shares offered for Buy-back		

- Applicable for all Non-resident shareholders – I / We undertake to pay income taxes in India on any income arising on such Buy-back Offer and taxable in accordance with the prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/ us.
- I / We agree that the Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder.

*Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buy-back Entitlement. Number of Equity Shares validly tendered by Eligible Shareholder over and above his / her Buy-back Entitlement shall be accepted in accordance with paragraph 19.6, 19.7, 19.8, and 19.9 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

-----Tear along this line-----  
**Acknowledgement Slip: FRESHTROP FRUITS LIMITED BUY-BACK 2024**  
*(To be filled by the Equity Shareholder) (Subject to verification)*

<b>DP Id.:</b>	<b>Client Id.:</b>
<b>Received from Mr./ Ms./Mrs.</b>	
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>	
<b>No. of Equity Shares offered for Buy-back (In figures)</b>	<b>(in words)</b>
<b>Stamp of Broker/Registrar</b>	

*Please quote DP ID and Client ID for all future correspondence*

13. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
Name of the Depository Participant	
DP ID No.	
Client ID No. with the DP	

14. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1 (if any)	Joint Holder 2 (if any)	Joint Holder 3 (if any)
Full name(s) of the Equity Shareholder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. and Email ID				

\*Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application form submitted.

**Instructions:**

1. This Buy-back will open on **Monday, April 08, 2024** and close on **Tuesday, April 16, 2024**.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. **In case of Eligible shareholders holding and tendering equity shares in demat form, submission of Tender Form and TRS is not required.** Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback. For Further details, please see the procedure as specified in the section entitled "Procedure for Tender Offer and Settlement" of the Letter of Offer.
4. The Equity Shares tendered in the Buy-back Offer shall be rejected if (i) the shareholder is not a shareholder of the Company as on the Record Date (ii) if there is a name and PAN mismatch in the demat account of the Eligible Shareholder or (iii) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form.
5. The Company will not accept any Equity Shares offered for Buy-back which are under any restraint order of a court or other competent authority for transfer / sale of such Equity Shares.
6. The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares tendered by them.
7. Eligible Shareholders to whom the Buy-back Offer is made are free to tender Equity Shares to the extent of their Buy-back Entitlement in whole or in part or in excess of their entitlement.
8. For the procedure to be followed by Eligible Shareholders for tendering their Equity Shares in the Buy-back Offer, please refer to paragraph 20 of the Letter of Offer.
9. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
10. The dematerialized Equity Shares tendered by Eligible Shareholders shall be rejected in case of receipt of the completed Tender Form and other documents but non-receipt of valid bid in the exchange bidding system.
11. By agreeing to participate in the Buy-back the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
12. Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buy-back Offer (including without limitation the approval from the RBL, if required).

*All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.*

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

**Investor Service Centre  
Bigshare Services Private Limited**

**Unit: Freshrop Fruits Limited Buy-back 2024**

Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India.

**Tel. No.:** +91-022- 6263 8200 | **Fax:** +91-022- 6263 8299 | **Email:** [buybackoffer@bigshareonline.com](mailto:buybackoffer@bigshareonline.com)

**Website:** [www.bigshareonline.com](http://www.bigshareonline.com) **Contact Person:** Maruti Eate



**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT  
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)**

Bid Number:  
Date:

<b>BUY-BACK OPENS ON:</b>		<b>Monday, April 08, 2024</b>	
<b>BUY-BACK CLOSES ON:</b>		<b>Tuesday, April 16, 2024</b>	
<b>For Registrar / collection centre use</b>			
Inward No.	Date	Stamp	
<b>Status (please tick appropriate box)</b>			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII/FPI
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / FI
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP
<input type="checkbox"/>		<input type="checkbox"/>	Others (specify)
<b>India Tax Residency Status: Please tick appropriate box</b>			
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non-Resident in India
<input type="checkbox"/>		<input type="checkbox"/>	Resident of _____ (Shareholder to fill the country of residence)

To,  
The Board of Directors  
**FRESHTROP FRUITS LIMITED,**  
C/o. Bigshare Services Private Limited  
Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre,  
Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India

Dear Sirs,

**Subject:** Letter of Offer dated April 04, 2024 in relation to Buy-back Offer of up to 19,25,000 fully paid-up Equity Shares of Freshtrop Fruits Limited (“Company”) at a price of ₹175/- per Equity Share (“Buy-back Price”), payable in cash.

1. I / We, having read and understood the Letter of Offer dated April 04, 2024, hereby tender / offer my / our Equity Shares in response to the Buy-back Offer on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorise the Company to Buy-back the Equity Shares offered by me/us (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.
3. I / We hereby warrant that the Equity Shares comprised in this tender / offer are offered for Buy-back by me / us are free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buy-back and that I / we am / are legally entitled to tender the Equity Shares for Buy-back.
5. I / We agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder.
6. I / We agree that the consideration for the accepted Shares will be paid as per secondary market mechanism.
7. I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
8. I / We agree that the Company is not obliged to accept any Equity Shares tendered/offered for Buy-back where loss of share certificates has been notified to the Company.
9. I/We authorize the Company to return share certificate in case none of the equity shares are not accepted by the Company in the Buyback.
10. I/We authorize the Company to issue a Letter of Confirmation (“LOC”) for the unaccepted Equity shares in case only a portion of the physical shares held by me/us is accepted in the Buyback.
11. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to give effect to the Buy-back in accordance with the Act and the Buy-back Regulations.
12. Details of Equity Shares held and tendered / offered for Buy-back:

	In Figures	In Words
Number of Equity Shares held as on Record Date i.e., Tuesday, April 02, 2024		
Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)		
Additional Equity Shares offered for Buy-Back		
Number of Equity Shares offered for Buy-back		

*Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buy-back Entitlement. Number of Equity Shares validly tendered by Eligible Shareholder over and above his / her Buy-back Entitlement shall be accepted in accordance with paragraph 19.6, 19.7, 19.8, and 19.9 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

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**Acknowledgement Slip: FRESHTROP FRUITS LIMITED BUY-BACK 2024**  
(To be filled by the Equity Shareholder) (Subject to verification)

<b>Folio No.</b>			
<b>Received from Mr./ Ms./Mrs.</b>			
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>			
<b>No. of Equity Shares offered for Buy-back (In figures)</b>		<b>(in words)</b>	
<b>Stamp of Broker/Registrar</b>			

*Please quote Folio No. for all future correspondence*

13. Details of Share Certificate(s) enclosed: \_\_\_\_\_ Total No. of Share Certificates Submitted: \_\_\_\_\_

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
1					
2					
3					
<b>Total</b>					

*In case the number of folios and share certificates enclosed exceed 3 nos., Please attach a separate sheet giving details in the same format as above.*

14. Details of the bank account of the sole or first Shareholder to be incorporated (to be mandatorily filled):

Name of the Bank	Branch and City	Account Number (indicate type of account)

15. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

<input type="checkbox"/>	Power of Attorney	<input type="checkbox"/>	Corporate Authorizations
<input type="checkbox"/>	Succession Certificate	<input type="checkbox"/>	Self-attested copy of PAN Card
<input type="checkbox"/>	Death Certificate	<input type="checkbox"/>	Others (please specify)
<input type="checkbox"/>	TRS	<input type="checkbox"/>	

16. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1 (if any)	Joint Holder 2(if any)	Joint Holder 3 (if any)
Full name(s) of the shareholder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. of the Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

*\*Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application form submitted.*

17. Applicable for all Non-resident shareholders –

- I/ We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/ us.
- I/ We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

#### INSTRUCTIONS

**This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.**

- This Buy-back will open on **Monday, April 08, 2024** and close on **Tuesday, April 16, 2024**.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buy-back should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before **Tuesday, April 16, 2024** by 05.00 P.M. (IST) (i) The relevant Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN Card); (iv) Affidavit made on appropriate non judicial stamp paper duly verified before a Notary confirming their signature, an original unsigned cancelled cheque and banker's attestation of the Eligible Shareholders signature and address; (v) Transfer deed (Form SH-4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares.
- Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Shareholder is deceased; and (iii) Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
- Eligible Shareholders to whom the Buy-back offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on the Record Date.
- All documents sent by the shareholder broker/ custodian will be at their own risk and the shareholder broker/ custodian is advised to adequately safeguard their interests in this regard.
- For the procedure to be followed by Equity Shareholders for tendering in the Buy-back Offer, please refer to paragraph 20 of the Letter of Offer.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the grounds specified in paragraph 20.26 of the Letter of Offer.
- The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court for transfer/sale of such Equity Shares.
- By agreeing to participate in the Buy-back the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buy-back (including without limitation the approval from the RBI).

*All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.*

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.:

**Investor Service Centre**

**Bigshare Services Private Limited**

**Unit: Freshrop Fruits Limited Buy-back 2024**

Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India.

Tel. No.: +91-022- 6263 8200 | Fax: +91-022- 6263 8299 | Email: [buybackoffer@bigshareonline.com](mailto:buybackoffer@bigshareonline.com)

Website: [www.bigshareonline.com](http://www.bigshareonline.com) Contact Person: Maruti Eate

**Form No. SH-4  
Securities Transfer Form**

**[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]**

Date of execution \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

**FOR THE CONSIDERATION** stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: **L15400GJ1992PLC018365**  
 Name of the company (in full): **FRESHTROP FRUITS LIMITED**  
 Name of the Stock Exchange where the company is listed, if any: **BSE Limited**

**DESCRIPTION OF SECURITIES:**

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ 10.00	₹ 10.00	₹ 10.00

No. of securities being transferred		Consideration received (₹)			
In figures	In words	In words			In figures
Distinctive Number	From				
	To				
Corresponding Certificate Nos.					

Transferors' Particulars			
<b>Registered Folio Number:</b>			
Name(s) in full	PAN (attach copy of PAN Card)	Signature(s)	
1.			
2.			
3.			

I, hereby confirm that the transferor has signed before me.  
 Signature of the Witness: .....  
 Name of the Witness: .....  
 Address of the Witness: .....  
 .....  
 ..... Pincode: .....

**Transferee's Particulars**

<b>Name in full</b>	<b>Father's/ mother's/ Spouse name</b>	<b>Address &amp; E-mail id</b>	<b>Occupation</b>	<b>Existing folio No., if any</b>	<b>Signature</b>
(1)	(2)	(3)	(4)	(5)	(6)
Freshtrop Fruits Limited	N.A.	A-603, Sapath -IV, Opp. Karnavati Club, S G Highway, Ahmedabad – 380015, Gujarat, India. <b>Email:</b> <a href="mailto:secretarial@freshtrop.com">secretarial@freshtrop.com</a> ;	Business	N.A.	

**Folio No. of Transferee**

.....

**Specimen Signature of Transferee**

1. ....

2. ....

3. ....

Value of stamp affixed: ₹.....

(Rupees .....)

**Enclosures:**

- (1) Certificate of shares.
- (2) If no certificate is issued, Letter of allotment.
- (3) Copy of PAN Card of all the Transferors (For all listed Cos.)
- (4) Others, specify.....

**Stamps:**

**For office use only**

Checked by.....

Signature tallied by.....

Entered in the Register of Transfer on ..... vide Transfer No.....

Approval Date.....

Power of attorney/Probate/Death Certificate/Letter of Administration Registered on .....

at ..... No.....