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Freshrop Fruits Limited

FRESHTROP FRUITS LIMITED

(CIN: L15400GJ1992PLC018365)

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of **FRESHTROP FRUITS LIMITED** will be held on Tuesday 28th September 2021 at 4.00 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt audited financial statements of the Company for the financial year 2020-21 and to pass the following resolution, with or without modification, as an **ORDINARY RESOLUTION:**

"RESOLVED THAT the audited financial statements of the Company for the financial year 2020-21 comprising of Balance Sheet as on 31st March, 2021 and Statement of Profit & Loss and cash flow statement for the Financial year ended on 31st March, 2021 together with all annexure and attachment thereto including the Directors' Report and Auditors' Report thereon, which have already been circulated to the Members and as laid before this meeting, be and are hereby approved and adopted."

2. To appoint a Director in place of Mrs. Nanita Motiani (DIN: 00787809), who retires by rotation and being eligible, offers herself for re appointment and to pass following resolution, with or without modification, as an **ORDINARY RESOLUTION:**

"RESOLVED THAT the retiring Director, Mrs. Nanita Motiani (DIN: 00787809), be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:

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

Re-Appointment of Mrs. Nanita A Motiani (DIN: 00787809) as Whole Time Director of the Company for a period of 3 Years w.e.f. 1st April, 2021.

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act")(including any statutory modification and re-enactment thereof) and Rules made thereunder and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mrs. Nanita A Motiani (DIN: 00787809) as Whole Time Director of the Company for the period of three years w.e.f 1st April, 2021 on the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of remuneration of Mrs. Nanita A Motiani in the best interest of the Company and as may be permissible by law, viz.:

TERMS AND CONDITIONS

1. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mrs. Nanita A Motiani, Whole Time Director of the Company, shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to her by the Board of Directors from time to time.
2. The Whole Time Director shall be liable to retire by rotation subject to provisions of the Act

3. The Whole Time Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence of profit by the Company in any year.
4. The Whole Time Director shall be paid remuneration and perquisites as under:
 - a) Salary: A Salary of Rs. 4,00,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013.
 - b) Bonus: Discretionary bonus as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of Rs. 12 Lakh p.a.
 - c) Perquisites: The Whole Time Director may be paid perquisites including but not limited to the following:
 - Contribution to the Provident Fund, Family Benefit Fund, Superannuation Fund as per rules of the Company.
 - Gratuity not exceeding half a month salary of each completed year of service.
 - Earned Privilege leaves: as per rules of Company including leave encashment
 - The Company shall provide a Car for the Company's business and if no car is provided, re-imbursment of the conveyance shall be as per actual on the basis of claims made by her.
 - Free use of telephone at residence as well as use of mobile.

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

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

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

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

Re-Appointment of Mr. Ashok V Motiani (DIN: 00124470) Managing Director of The Company for the period of 3 Years w.e.f. 1st October 2021:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereof) and Rules made thereunder and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Ashok V Motiani (DIN: 00124470) as Managing Director of the Company who has, attend the age of 70 years, on the terms and conditions including remuneration of Mr. Ashok V. Motiani in the best interest of the Company and as may be permissible by law, viz.:

TERMS AND CONDITIONS

1. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Ashok V Motiani, Managing Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
2. The appointment shall be effective w.e.f 1st October, 2021 to 30th September, 2024 on the remuneration mentioned below
3. The Managing Director shall not be liable to retire by rotation subject to provisions of the Act
4. The Managing Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence of profit by the Company in any year.
5. The Managing Director shall be paid remuneration and perquisites as under:
 - a) Salary: A Salary of Rs. 10,00,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013.
 - b) Commission: Commission upto@ 2% of the net profit of the Company calculated as laid down in Section 198 of the Companies Act, 2013 as may be granted by the Board of Directors of the Company for each financial year.
 - c) Bonus: Discretionary bonus as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of Rs. 24 Lakh p.a.
 - d) Perquisites: The Managing Director may be paid perquisites including but not limited to the following:
 - Contribution to the Provident Fund, Family Benefit Fund, Superannuation Fund as per Rules of the Company.
 - Gratuity not exceeding half a month salary of each completed year of service.
 - Earned Privilege leaves: as per rules of Company including leave encashment
 - The Company shall provide a Car for the Company's business and if no car is provided, re-imbursement of the conveyance shall be as per actual on the basis of claims made by him.
 - Free use of telephone at residence as well as use of mobile.

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

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

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

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

Appointment of Mr. Ashok Chandumal Murajani (DIN: 09217026) as Non- Executive Independent Director of the Company for a period of 5 Years w.e.f. 29th June, 2021

“**RESOLVED THAT**, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr Ashok Chandumal Murajani (DIN: 09217026) who was appointed as an Additional Director of the Company w.e.f. 29th day of June, 2021 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years w.e.f. 29th June, 2021n upto the date of AGM to be held in the year 2026.”

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

Date: June, 29 2021

Registered Office

A-603, Shapath IV,
Opp. Karnavati Club, S. G. Road,
Ahmedabad – 380 015

By order of the Board
For Freshtrop Fruits Limited

Ashok Motiani
Chairman & Managing Director
(DIN: 00124470)

NOTES:

1. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Items No. 3, 4 & 5 of the accompanying Notice is annexed hereto.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/202-22 dated 13th January, 2021 (collectively referred to as 'MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) and physical attendance of the Members to the AGM venue is not required. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.freshtrop.com website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Since the AGM will be held through VC / OAVM, the Route Map of the AGM venue is not annexed to this Notice.
8. Members can attend and participate in the AGM through VC / OAVM only The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Private Limited in case the shares are held by them in physical form.

10. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the Registrar and Transfer Agents of the Company Bigshare Services Private Limited by providing Folio No. and Name of shareholder. Shareholders holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
11. Corporates Members are required to send scanned copy (PDF/ JPG Format) of the relevant Board or Governing Body Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manojhurkat@hotmail.com with a copy marked to evoting@nsdl.co.in.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at secretarial@freshtrop.com from Saturday, September 11, 2021 (10.00 a.m. IST) to Monday, September 20, 2021 (4.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
14. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed on all days from Tuesday, September 21, 2021 to Tuesday, September 28, 2021, both days inclusive.
15. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.freshtrop.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
16. Pursuant to the provisions of Sections 124 and 125 of the Act, dividends, which remain unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account, are required to be transferred to the IEPF established by the Central Government. The details of unpaid dividend are placed on the website of the Company at www.freshtrop.com.

Following is the due date for transfer of unclaimed dividend to the IEPF

Monday September 27, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday 21st September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday 21st September, 2021.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ Beneficial Owner ” icon under “Login” which is available under “ IDeAS ” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select “ Register Online for IDeAS ” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-

Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in

1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**How to Log-in to NSDL e-Voting website?**

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID

for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process **for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manojhurkat@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to

go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (SaritaM@nsdl.co.in) at evoting@nsdl.co.in

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

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH

VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the

- User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@freshtrop.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 3:

At the annual general meeting held on 26th September, 2018, Mrs. Nanita Motiani was re-appointed as Whole-time Director of the Company for a period of three years commencing from 1st April, 2018 to 31st March, 2021 on the terms and conditions as approved by the shareholders at the said annual general meeting. Moreover, the present term of appointment of Mrs. Nanita Motiani as Whole-time Director has expired on 31st March, 2021. The Board of Directors at their meeting held on 28th January, 2021 have, subject to the approval of the members, re-appointed Mrs. Nanita Motiani as Whole-time Director of the Company with effect from 1st April, 2021 for a period of 3 years on the remuneration, terms and conditions recommended by the Nomination and Remuneration committee and Audit Committee as set out in the resolution mentioned at Item No. 3.

The Board is of the opinion that her services should continue to be available to the Company to achieve still greater heights, by re-appointing her as Whole-time Director as mentioned in the resolution, subject to the approval of shareholders. Taking into consideration the duties and responsibilities of the Whole-time Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and remuneration committee, the Board at their meeting held on 28th January, 2021 approved the remuneration, terms and conditions of the reappointment of Mrs. Nanita Motiani as Whole time Director of the Company, for a period of three (3) years from 1st April, 2021 on the terms and conditions as set out in the resolution set out in the Notice of 29th AGM, subject to approval of the shareholders. Other disclosure about Mrs. Nanita Motiani are given elsewhere in the Notice.

The Board recommends the adoption of the Special Resolution contained in Item no. 3 of the notice. Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani Whole-time Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 3 of the notice convening the 29th Annual General Meeting. The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 3 of the Notice for approval of the Members.

ITEM NO. 4:

Mr. Ashok Motiani was appointed as the Managing Director of the Company for the period of 3 years with effect from 1st October 2018, after obtaining due approval of the members of the company at the 26th AGM. Accordingly, the present term of Mr. Ashok Motiani comes to an end on 30th September 2021.

Further during this period Mr. Ashok Motiani, Chairman and Managing Director attained the age of 70 years.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Managing Director as mentioned in the resolution, subject to the approval of shareholders. Taking into consideration the duties and responsibilities of the Managing Director, the prevailing managerial remuneration in industry and on the recommendation of the Nomination and remuneration committee, the Board at their meeting held on 29th June, 2021 approved the remuneration, terms and conditions of the reappointment of Mr. Ashok Motiani as Managing Director of the Company, for a period of three (3) years from 1st October, 2021 on the terms and conditions as set out in the resolution set out in the Notice of 29th AGM, subject to approval of the shareholders. Other disclosure about Mr. Ashok Motiani are given elsewhere in the Notice.

The Board recommends the adoption of the Special Resolution contained in Item no. 4 of the notice. Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani Whole-time Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 4 of the notice convening the 29th Annual General Meeting. The above proposal is in the interest of the

Company and the Directors recommend the Resolution in Item No. 4 of the Notice for approval of the Members.

Additional information as per sub Para (B) of Para 1 of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder (For Item Number 3 & 4):

I. General Information:						
(1)	Nature of Industry:	Freshtrop Fruits Ltd. is engaged in the business of exports of fresh fruits and vegetables to leading Supermarket chains in various parts of Europe, Russia & Far-east as well as in Domestic Market. The Company is producing Fruit Pulp & Concentrate for both the Domestic & International Customers. The Company has also taken up project for cold extracted fruit and vegetable juices and nut milks.				
(2)	Date or expected date of commencement of Commercial production:	The Company was incorporated on 30th September 1992 and had already commenced its business.				
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable				
		(Amount in Lakhs)				
(4)	Financial performance based on given indicators	2015-16	2016-17	2017-18	2018-19	2019-20
	Turnover	11901.90	14063.24	17061.39	16016.97	15299.36
	Net profit/ (loss) as per Statement of Profit & Loss	804.98	901.47	731.44	1374.40	461.92
	Amount of Dividend paid	121.45	Nil	Nil	Nil	Nil
	Rate of Dividend declared	10%	Nil	Nil	Nil	Nil
	Earnings before taxes	1259.86	1375.86	1330.26	1789.68	601.80
	% of EBT to turnover	10.59%	9.78%	7.61%	11.17%	3.93%
(5)	Foreign investments or collaborations, if any.	NIL				
II.	Information about the appointee I:	(Item No. 3)				
(1)	Background details	Name: Mrs. Nanita A Motiani				
		Designation: Whole Time Director Father's name: Shri Jaikishan Jashanmal Tolani Nationality: Indian Date of Birth: 04/04/1953 Qualifications: Masters in Science Experience: 29 Years				
(2)	Past remuneration	She was paid remuneration of Rs. 3,50,000 p.m. plus perquisites during her earlier tenure as Whole Time Director				

(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	The Whole Time Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
(5)	Remuneration proposed in case of inadequacy of profits, minimum remuneration	The Company intends to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and hence it is proposed to pass the special resolution in this regard.
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mrs. Nanita A Motiani, Whole Time Director is wife of Mr. Ashok V Motiani, Chairman & Managing Director of the Company.
III.	Information about the appointee II:	(Item No. 4)
(1)	Background details	Name: Shri Ashok V Motiani
		Designation: Chairperson Cum Managing Director
		Father's name: Shri Vishindas Manghanmal Motiani
		Nationality: Indian
		Date of Birth: 04/12/1949
		Qualifications: B. Tech (IIT, Mumbai)
		Experience: 29 Years
(2)	Past remuneration	He was paid remuneration upto @ 5% of the net profit of the Company and in case of inadequacy of profit, he was entitled to received minimum remuneration Rs. 84 Lacs p.a.
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	Mr. Ashok Motiani plays a major role in providing leadership and strategic inputs to the Company. The Managing Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
(5)	Remuneration proposed in case of inadequacy of profits, minimum remuneration	The Company intends to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and hence it is proposed to pass the special resolution in this regard.

(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Ashok V Motiani, Chairman & Managing Director is husband of Mrs. Nanita A Motiani, Whole Time Director of the Company.
IV.	Other information:	
(1)	Reasons of loss or inadequate profits	Our business activities are largely dependent on agricultural produce which is dependent on vagaries of nature
(2)	Steps taken or proposed to be taken for improvement.	Have set up multi locational packing and post-harvest handling facilities for fresh fruit export business. Increased the number of fruits being processed for better capacity utilization and reduced dependence on vagaries of nature for processing business. The Company has also diversified into manufacturing of beverages to even out the seasonable nature of business of the Company.
(3)	Expected increase in productivity and profits in measurable terms	The capacity utilization of the plant should increase by over 20% resulting in a revenue increase of over 25% and profit before tax increase by 20 to 30% barring unforeseen circumstances.

ITEM NO.5

On recommendation of Nomination & Remuneration Committee, the Board of Directors at their meeting held on 29th June, 2021 has appointed Mr. Ashok Chandumal Murajani (DIN: 09217026) as an Additional Independent Director of the Company with effect from 29th June, 2021. In accordance with provisions of Section 161 of the Companies Act, 2013 and applicable provisions of the SEBI (LODR) Regulation, 2015, he will hold office upto the date of ensuing Annual General Meeting of the Company.

The Company has also received a declaration from Mr. Ashok Chandumal Murajani declaring that he meets the criteria of independence as provided under the provisions of Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Ashok Chandumal Murajani fulfils the conditions for being appointed as an Independent Director of the Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015. Other disclosure about Mr. Ashok C. Murajani are given elsewhere in this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.5 for the approval of the members.

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of Director	Nanita A. Motiani	Ashok Chandumal Murajani
Date of Birth	04/04/1953	04/04/1963
Date of the first Appointment on the Board	29/01/1997	29/06/2021
DIN 00787809	09217026	
Expertise in Specific functional area	Human Resources, General administration, Insurance, compliances	Procurement, Trading, Supply and Accounts
Qualification	Master of Science	S.S.C.
Directorships held in other Companies	NIL	NIL
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	She is also Whole Time Director of the Company and the details regarding the same has been given elsewhere in this Annual Report	He will appointed as Independent Director of the Company for a period of five years w.e.f. 29-06-2021
Number of Board Meetings attended during the year	4 (Four)	NIL
Memberships/ Chairmanships of committees of Board of Directors of Company	She is Member of Audit Committee and Stake Holder Relationship Committee. She is Chairperson of CSR Committee.	NIL
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director NIL	NIL	
No. of equity shares held in the Company	855442	NA
Disclosure of relationship between directors inter-se	Mrs. Nanita Motiani is wife of Mr. Ashok Motiani, Chairman and Managing Director of the Company	NA