FRESHTROP FRUITS LIMITED

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PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF FRESHTROP FRUITS LIMITED ("COMPANY") FOR THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

This Public Announcement (the **"Public Announcement"**) is being made in accordance with the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**"Buyback Regulations"**) and contains the disclosures as specified in Schedule II read with Schedule I to the Buy-back Regulations.

CASH OFFER FOR 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/- (RUPEES TEN ONLY) EACH AT A PRICE OF ₹ 175/- (RUPEES ONE HUNDRED SEVENTY-FIVE ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE "TENDER OFFER" ROUTE AS PRESCRIBED UNDER THE BUY-BACK REGULATIONS USING STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

1.1. The Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee including Buyback Committee constituted by Board to exercise its powers), at their meeting held on Monday, February 12, 2024 (the **"Board Meeting"**), pursuant to 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 Companies Act, 2013 (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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**"Listing Regulations"**), the Foreign Exchange Management Act, 1999, subject to approval of the shareholders by way of special resolution and subject to such other approvals, (including lender's approval, if required) permissions, sanctions and exemption 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 or any person authorised by the Board, 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 (**"Equity Shares"**) (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 (the **"Buy-back Price"**) 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 costs such as fees, brokerage, buy-back tax, securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to the Securities and Exchange Board of India (**"SEBI"**), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses etc., (the **"Transaction Cost"**) (the **"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 audited interim financial statements of the Company as on December 31, 2023, on a proportionate basis through the tender offer process using stock exchange mechanism (**"Tender Offer"**) as prescribed under the Buy-back Regulations, from all the equity shareholders / beneficial owners of the Equity Shares of the Company including promoters, members of promoter group and persons acting in concert of the Company who hold Equity Shares as on the record date (**"Buy-back Offer" / "Buy-back"**). Please refer to Paragraph 12 below for details regarding the Record Date and share entitlement for tendering in the Buyback. It is 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 (**"SEBI SAST Regulations"**).

1.2. In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buy-back Committee may, till one working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buy-back Size.

1.3. Since the Buy-back is more than 10% of the paid up equity share capital and free reserves (including securities premium account) of the Company based on financial statements of the Company as per its latest audited interim financial statements as at December 31, 2023, the Board had sought approval of the shareholders of the Company for the Buy-back in terms of the Buyback Regulations and the Act.

1.4. The shareholders of the Company approved the Buy-back, by way of Special Resolution, through Postal Ballot only by voting through electronic means pursuant to a Postal Ballot Notice dated February 12, 2024 (**"Postal Ballot Notice"**), the result of which were announced on Monday, March 18, 2024.

1.5. The Buy-back Size does not include any brokerage, applicable taxes such as Buyback Tax (as defined below), securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to Securities and Exchange Board of India (**"SEBI"**), advisory/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. (**"Transaction Costs"**).

1.6. 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.

1.7. 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 SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and the Listing Regulations.

1.8. The Equity Shares of the Company are listed on the BSE Limited (**"BSE"**) with Scrip Code: 530077 and Security ID: FRSHTRP (BSE is hereinafter referred to as the **"Stock Exchange"**).

1.9. 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 intended participation in the Buy-back have been given in para 8 hereinafter.

1.10. The aggregate paid-up share capital and free reserves (including securities premium account) of the Company as on December 31, 2023, based on audited interim financial statements is ₹ 13,722.81 lakhs. 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 audited interim 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 Monday, 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 paid-up equity share capital and free reserves (including securities premium account) as per the audited interim financial statements of the Company as on December 31, 2023.

1.11. 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 by the Company during a financial year cannot exceed 24,73,725 Equity Shares, being 25% of the outstanding Equity Shares of the Company, i.e., 98,94,902 Equity Shares. Since the Company proposes to Buy-back up to 19,25,000 (Nineteen Lakhs Twenty-Five Thousand) Equity Shares, the same is within the aforesaid limit.

1.12. 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 interim audited financial statements of the Company as on December 31, 2023.

1.13. 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) (as defined hereinafter). Participation in the Buy-back by Eligible Shareholders will trigger tax on distributed income to such shareholders (**"Buy-back Tax"**) in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in hands of shareholders in their country of residence if outside India. The transaction of Buy-back would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a Letter of Offer, which will contain a more 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 Buy-back.

1.14. A copy of this Public Announcement will be available on SEBI's website (www.sebi.gov.in) as well as on Company's website (www.freshtrop.com), the Manager to the Buy-back (www.vivro.net) and on the website of Stock Exchange (www.bseindia.com).

2. NECESSITY OF THE BUY-BACK

2.1. 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.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES

The maximum amount required under the Buy-back will not exceed ₹33,68,75,000/- (Rupees Thirty Three Crore Sixty-Eight Lakhs Seventy-Five Thousand only) (excluding Transaction Cost) which is not exceeding 25% of the aggregate of the total paid up equity share capital and free reserves of the Company (including securities premium account) as per the audited interim financial statements of the Company as on December 31, 2023. The funds for the implementation of the proposed Buy-back will be sourced out of the securities premium and free reserves of the Company and/or such other sources as may be permitted by law. The funds borrowed from banks and financial institutions, if any, will not be used for the Buy-back.

4. BUY-BACK PRICE AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

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 Buyback Offer Price has been arrived at after considering various factors including, but not limited to trends in the share prices, the net worth of the Company, price earnings ratio, possible impact of Buy Back on the earnings per share, 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.

The Buy-back Price represents a premium of:

a. 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

b. 5.29% over the closing market price of the Equity Shares on BSE as on the date of the Board Meeting.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY-BACK

The Company proposes to Buy-back up to 19,25,000 (Nineteen Lakhs Twenty-Five Thousand) fully paid-up Equity Shares of the Company representing 19.45% of total number of Equity Shares of the Company.

6. METHODOLOGY FOR BUY-BACK

6.1. 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, subject to applicable laws, 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.

6.2. As required under the Buy-back Regulations, Equity Shares to be bought back under Tender Offer are divided into two categories: (i) Reserved category for Small Shareholders (as defined hereinafter); and (ii) General category for all other shareholders. For further details, please refer to para 12 of this Public Announcement.

7. DETAILS OF SHAREHOLDING OF (i) PROMOTERS AND PROMOTER GROUP OF THE COMPANY, (ii) DIRECTORS AND PARTNERS OF PROMOTER GROUP COMPANIES / ENTITES OF THE COMPANY AND (iii) DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMPs") OF THE COMPANY

7.1. 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 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
	Total	**62,55,333**	**63.22**

(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 Tondon 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	-	-
	Total		**7,475**	**0.08**

7.2. The persons / entities mentioned in paragraph 7.1 have not purchased or sold any Equity Shares of the Company and there has been no change in their shareholdings for last twelve months prior to the date of the Board Meeting at which the Buy-back was approved till the date of Postal Ballot Notice i.e. February 12, 2024.

8. INTENTION OF THE PROMOTERS AND PROMOTER GROUP OF THE COMPANY TO TENDER EQUITY SHARES FOR BUY-BACK

8.1. 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
	Total	**62,55,333**	**62,55,333**

8.2. 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[1] (in ₹)	Nature of Transaction
1	June 14, 2003[3]	9,87,350	10	-	Opening Balance[2]
2	June 19, 2003[3]	-900	10	N.A. [4]	N.A. [4]
3	June 20, 2003[3]	-1,000	10	N.A. [4]	N.A. [4]
4	June 28, 2004[3]	55,100	10	N.A. [4]	N.A. [4]
5	March 28, 2005[3]	30,000	10	N.A. [4]	N.A. [4]
6	December 21, 2005[3]	-2,776	10	N.A. [4]	N.A. [4]
7	February 08, 2006[3]	-25,000	10	N.A. [4]	N.A. [4]
8	March 03, 2006[3]	-1,10,000	10	N.A. [4]	N.A. [4]
9	May 02, 2006[3]	1,400	10	N.A. [4]	N.A. [4]
10	October 27, 2006[3]	2,500	10	N.A. [4]	N.A. [4]
11	November 02, 2006[3]	-15,000	10	N.A. [4]	N.A. [4]
12	December 14, 2006[3]	3,000	10	108.56	Market Purchase
13	December 18, 2006[3]	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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

2) Ashok Vishindas Motiani

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	July 11, 2003	2,73,450	10	-	Opening Balance[2]
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[3]	20,000	10	N.A. [4]	N.A. [4]
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[3]	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[3]	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[3]	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[3]	5,220	10	N.A. [4]	N.A. [4]
61.	February 08, 2014	2,00,000	10	14.00	Conversion of Warrants
62.	June 09, 2014[3]	14,500	10	31.00	Off Market Purchase
63.	June 13, 2014[3]	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[3]	2,000	10	N.A. [4]	Off Market Purchase
72.	July 30, 2014[3]	8,000	10	N.A. [4]	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[3]	-27,259	10	N.A. [4]	N.A. [4]
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[3]	27,259	10	N.A. [4]	N.A. [4]
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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

3) Nanita Ashok Motiani

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	June 14, 2003[3]	2,18,400	10	-	Opening Balance[2]
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[3]	17,900	10	N.A.[4]	Off Market Purchase
7.	May 30, 2005	8,800	10	19.65	Market Purchase
8.	June 08, 2005[3]	-500	10	N.A.[4]	Market Sale
9.	June 24, 2005[3]	1,000	10	N.A.[4]	N.A.[4]
10.	August 26, 2005[3]	27,000	10	N.A.[4]	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[3]	500	10	63.84	Market Purchase
14.	September 13, 2006[3]	27,000	10	36.19	Off Market Purchase
15.	October 25, 2007	1,000	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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

4) Priyanka Tandon

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	June 14, 2003	73,300	10	-	Opening Balance[2]
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[3]	5,000	10	N.A.[4]	N.A.[4]
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[3]	2,000	10	N.A.[4]	Off Market Purchase
9.	April 06, 2005[3]	1,400	10	N.A.[4]	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

(Continued to next page)

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
12.	May 09, 2005	10,000	10	16.01	Market Purchase
13.	May 27, 2005[3]	18,400	10	N.A.[4]	Off Market Purchase
14.	June 08, 2005[3]	500	10	N.A.[4]	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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

5) **Mayank Ramesh Tandon**

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	November 01, 2005	33,500	10	-	Opening Balance[2]
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[3]	100	10	N.A.[4]	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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to November 01, 2005 are not available with the Company and the promoter and hence not disclosed here

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

6) **Dipti Ashok Motiani**

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	June 14, 2003	1,50,000	10	-	Opening Balance[2]
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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

9. NO DEFAULT

The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banks.

10. BOARD AND STATUTORY AUDITOR CONFIRMATION

10.1. The Board has confirmed that it has made full enquiry into the affairs and prospects of the company and has formed the opinion that:

a) immediately following the date of the Board Meeting 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 aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 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.

10.2. 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

Freshtrop 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 Freshtrop 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 audited interim 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 audited interim 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, refereed 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)

Sr. No	Particulars	Standalone Amount
A	**Paid up equity share capital and free reserves as on December 31, 2023, based on the condensed audited financial statements of the Company**	**989.49**
	Total paid-up Equity Share Capital	989.49
	Free Reserves, comprising	
	- Securities Premium Account	-
	- General Reserve	-
	- Retained Earnings*	12733.32
	Total Paid up Equity Share Capital and Free Reserves	**13722.81**
B	**The amount of Maximum Permissible Capital Payment towards the Buyback being lower of;**	
	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 as 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 | **Place:** Ahmedabad

Designation: Managing Director | **Date:** 12/02/2024

Unquote

11. PRIOR APPROVALS FROM LENDERS

As on date of this Public Announcement, the Company has outstanding facilities with Banks. It is confirmed that there is no breach of any covenants of the loans taken from all the Banks.

12. RECORD DATE AND SHAREHOLDERS' ENTITLEMENT

12.1. The Board has fixed **Tuesday, April 02, 2024** as the Record Date for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buy-back Offer (**"Eligible Shareholders"**).

12.2. In due course, Eligible Shareholders will receive a Letter of Offer along with a Tender/Offer Form indicating their entitlement for participating in the Buy-back. Even if Eligible Shareholder does not receive the Letter of Offer along with a Tender/Offer Form, the Eligible Shareholder may participate and tender shares in the Buy-back. The dispatch of the Letter of Offer shall be through electronic mode via email only, within 2 (two) working days from the Record Date and in case any shareholder requires physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buy-back to receive a copy of the Letter of Offer in physical form and the same shall be provided.

12.3. The Equity Shares proposed to be bought back as part of the Buy-back are divided in two categories:

a. Reserved category for Small Shareholders (defined hereinafter); and

b. General category for all other Eligible Shareholders.

12.4. As defined in the Buy-back Regulations, a **"Small Shareholder"** is a 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).

12.5. In accordance with Regulation 6 of the Buy-back Regulations, 15% of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of the Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buy-back.

12.6. On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of Eligible Shareholders, including Small Shareholders, to tender their Equity Shares in the Buy-back Offer. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buy-back applicable in the category to which such shareholder belongs. The final number of Equity Shares that the Company will buy-back from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not buy-back all of the Equity Shares tendered (over and above entitlement) by Eligible Shareholders.

12.7. In order to ensure that the same Eligible Shareholder with multiple demat accounts / folios do not receive higher entitlement under Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number (**"PAN"**) shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding Equity Shares in physical form where sequence of PAN is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buy-back will check the sequence of the names of the joint shareholders and club together the Equity Shares held in such cases where the sequence of the PANs and the name of the joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN shall not be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have different demat account nomenclature based on information prepared by 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.

12.8. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the Buy-back by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.

12.9. The participation of the Eligible Shareholders in the Buy-back is voluntary. Eligible Shareholders may also tender a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation by some other Eligible Shareholders, if any, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buy-back, without any additional investment. If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buy-back entitlement to tender Equity Shares in the Buy-back.

12.10. The maximum number of Equity Shares that can be tendered under the Buy-back Offer by any Eligible Shareholder cannot exceed the number of Equity Shares held by the equity shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buy-back Regulations. The settlement of the tenders under the Buy-back Offer will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars, as may be amended from time to time and other relevant rules and regulations.

12.11. The Buy-back from non-resident members, Overseas Corporate Bodies (**OCBs**) and Foreign Institutional Investors (**FIIs**), Foreign Portfolio Investors (**FPIs**) and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any and such approvals shall be obtained, as may be required by the shareholders. Further, 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 Shareholders and/ or the Stock Broker through which the Eligible Shareholder places the bid.

12.12. Detailed instructions for participation in the Buy-back Offer as well as the relevant schedule of activities will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders.

13. PROCESS AND METHODOLOGY FOR THE BUY-BACK

13.1. The Buy-back shall be open to all Eligible Shareholders, holding Equity Shares in demat form and physical form as on the Record Date.

13.2. 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.

13.3. 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 Offer and through whom the purchases and settlement on account of the Buy-back Offer would be made by the Company. The contact details of the Company's Broker are as follows:

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

13.4. 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 (**"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. 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 Shareholders are not able to bid using UCC facility through any other stock broker registered with BSE, the Eligible Shareholder may approach Company's Broker to place its bid subject to completion of 'know your customer' requirements as required by the Company's Broker. The Company / Registrar to the Buy-back shall provide the entitlement of Eligible Shareholders to the Clearing Corporation.

13.5. 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.

13.6. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such 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. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar.

13.7. Further, the Company will not accept shares tendered for Buy-back which are under restraint order of the court for transfer /sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise. The Company will not Buy-back Equity Shares, which are locked-in or non-transferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buy-back Offer.

13.8. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form:**

13.8.1. Eligible Shareholders who desire to tender their Equity Shares held by them in the dematerialised form under Buy-back Offer would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buy-back.

13.8.2. 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.

13.8.3. 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.

13.8.4. 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.

13.8.5. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the 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 the custodian again for confirmation.

13.8.6. 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., Depository Participant (**"DP"**) ID, Client ID, no. of Equity Shares tendered, etc.

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

13.9.1. 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.

13.9.2. 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.

13.9.3. 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 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.

13.9.4. 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 13.9.2 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 16 below) within 2 days of the bidding by the Seller Member. 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.

13.9.5. 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'.

13.9.6. 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.

13.9.7. 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.

13.9.8. 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 the 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.

(Continued to next page)

13.9.9. For Equity Shares held by Eligible Shareholders, being non-resident shareholders:

i. Eligible Shareholders, being non-resident shareholders (excluding foreign institutional investors/foreign portfolio investors) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

ii. In case the Equity Shares are held on repatriation basis, the non-resident shareholder shall obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident shareholder from the appropriate account (e.g. non-resident external (NRE) a/c.) as specified by RBI in its approval. In case the non-resident shareholder 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 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.

iii. 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.

13.9.10. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will only 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.

13.9.11. The website of 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) throughout the trading sessions and will be updated at specific intervals during the tendering period.

14. METHOD OF SETTLEMENT

14.1. 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.

14.2. Details in respect of shareholder's entitlement for the Buy-back shall be provided to Clearing Corporation by Company / Registrar to the 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.

14.3. 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.

14.4. 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.

14.5. 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 BSE and the Clearing Corporation from time to time.

14.6. The Equity Shares bought back in the dematerialized form would be transferred directly to the demat escrow account of the Company (**"Demat Escrow Account"**) provided it is indicated by the Company's Brokers or it will be transferred by the Company's Broker to the Company's demat account on receipt of the Equity Shares from the clearing and settlement mechanism of the BSE.

14.7. 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.

14.8. In relation to the physical Equity Shares:

14.8.1. If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates 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.

14.8.2. 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.

14.9. 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.

14.10. 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.

14.11. 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.

15. COMPLIANCE OFFICER

Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours between i.e., 10.00 AM IST. to 5.00 PM IST. on all working days except Saturday, Sunday and public holidays, at the following address:

Name:	Kalpana Suman
Designation:	Company Secretary & Compliance Officer
Address:	A-603, Sapath IV, S. G. Road, Ahmedabad - 380015, Gujarat, India.
Phone:	+91 79 4030 7050/56
Email:	investor@freshtrop.com; secretarial@freshtrop.com
Website:	www.freshtrop.com

16. REGISTRAR TO THE BUY-BACK / INVESTOR SERVICE CENTRE

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

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. **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

17. MANAGER TO THE BUY-BACK

VIVRO

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 **Website:** www.vivro.net
Contact Person(s): Shivam Patel/ Kevin Dhruve **SEBI Registration Number:** INM000010122
Validity: Permanent **CIN:** U67120GJ1996PTC029182

18. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that it contains true, factual and material information and does not contain any misleading information.

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

Sd/-	Sd/-	Sd/-
Ashok Vishindas Motiani	**Nanita Ashok Motiani**	**Kalpana Suman**
Chairman & Managing Director	Whole Time Director	Company Secretary & Compliance Officer
(DIN: 00124470)	**(DIN:** 00787809)	**(Membership Number:** A71241)

Date: March 19, 2024 **Place:** Ahmedabad

FRESHTROP FRUITS LIMITED

Corporate Identity Number (CIN): L15400GJ1992PLC018365
Registered Office: A-603, Sapath -IV, OPP Karnavati Club, S G Highway, Ahmedabad, Gujarat, India, 380015.
Phone: +91-79-40307050 –59 **Email:** secretarial@freshtrop.com; **Website:** www.freshtrop.com;
Contact Person: Kalpana Suman, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF FRESHTROP FRUITS LIMITED ("COMPANY") FOR THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

This Public Announcement (the "**Public Announcement**") is being made in accordance with the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**") and contains the disclosures as specified in Schedule II read with Schedule I to the Buy-back Regulations.

CASH OFFER FOR 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/- (RUPEES TEN ONLY) EACH AT A PRICE OF ₹ 175/- (RUPEES ONE HUNDRED SEVENTY-FIVE ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE "TENDER OFFER" ROUTE AS PRESCRIBED UNDER THE BUY-BACK REGULATIONS USING STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

1.1. The Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee including Buyback Committee constituted by Board to exercise its powers), at their meeting held on Monday, February 12, 2024 (the "**Board Meeting**"), pursuant to 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 Companies Act, 2013 (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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), the Foreign Exchange Management Act, 1999, subject to approval of the shareholders by way of special resolution and subject to such other approvals, (including lender's approval, if required) permissions, sanctions and exemption 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 or any person authorised by the Board, 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 ("**Equity Shares**") (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 (the "**Buy-back Price**") 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 costs such as fees, brokerage, buy-back tax, securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to the Securities and Exchange Board of India ("**SEBI**"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses etc., (the "**Transaction Cost**") (the "**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 audited interim financial statements of the Company as on December 31, 2023, on a proportionate basis through the tender offer process using stock exchange mechanism ("**Tender Offer**") as prescribed under the Buy-back Regulations, from all the equity shareholders / beneficial owners of the Equity Shares of the Company including promoters, members of promoter group and persons acting in concert of the Company who hold Equity Shares as on the record date ("**Buy-back Offer**" / "**Buy-back**"). Please refer to Paragraph 12 below for details regarding the Record Date and share entitlement for tendering in the Buyback. It is 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 ("**SEBI SAST Regulations**").

1.2. In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buy-back Committee may, till one working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buy-back Size.

1.3. Since the Buy-back is more than 10% of the paid up equity share capital and free reserves (including securities premium account) of the Company based on financial statements of the Company as per its latest audited interim financial statements as of December 31, 2023, the Board had sought approval of the shareholders of the Company for the Buy-back in terms of the Buyback Regulations and the Act.

1.4. The shareholders of the Company approved the Buy-back, by way of Special Resolution, through Postal Ballot only by voting through electronic means pursuant to a Postal Ballot Notice dated February 12, 2024 ("**Postal Ballot Notice**"), the result of which were announced on Monday, March 18, 2024.

1.5. The Buy-back Size does not include any brokerage, applicable taxes such as Buyback Tax (as defined below), securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to Securities and Exchange Board of India ("**SEBI**"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("**Transaction Costs**").

1.6. 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.

1.7. 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 SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and the Listing Regulations.

1.8. The Equity Shares of the Company are listed on the BSE Limited ("**BSE**") with Scrip Code: 530077 and Security ID: FRSHTRP (BSE is hereinafter referred to as the "**Stock Exchange**").

1.9. 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 intended participation in the Buy-back have been given in para 8 hereinafter.

1.10. The aggregate paid-up share capital and free reserves (including securities premium account) of the Company as on December 31, 2023, based on audited interim financial statements is ₹ 13,722.81 lakhs. 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 audited interim 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 Monday, 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 audited interim financial statements of the Company as on December 31, 2023.

1.11. 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 by the Company during a financial year cannot exceed 24,73,725 Equity Shares, being 25% of the outstanding Equity Shares of the Company, i.e., 98,94,902 Equity Shares. Since the Company proposes to Buy-back up to 19,25,000 (Nineteen Lakhs Twenty-Five Thousand) Equity Shares, the same is within the aforesaid limit.

1.12. 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 interim audited financial statements of the Company as on December 31, 2023.

1.13. 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) (as defined hereinafter). Participation in the Buy-back by Eligible Shareholders will trigger tax on distributed income to such shareholders ("**Buy-back Tax**") in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in hands of shareholders in their country of residence if outside India. The transaction of Buy-back would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a Letter of Offer, which will contain a more 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 Buy-back.

1.14. A copy of this Public Announcement will be available on SEBI's website (www.sebi.gov.in) as well as on Company's website (www.freshtrop.com), the Manager to the Buy-back (www.vivro.net) and on the website of Stock Exchange (www.bseindia.com).

2. NECESSITY OF THE BUY-BACK

2.1. 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.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES

The maximum amount required under the Buy-back will not exceed ₹33,68,75,000/- (Rupees Thirty Three Crore Sixty-Eight Lakhs Seventy-Five Thousand only) (excluding Transaction Cost) which is not exceeding 25% of the aggregate of the total paid up equity share capital and free reserves of the Company (including securities premium account) as per the audited interim financial statements of the Company as on December 31, 2023. The funds for the implementation of the proposed Buy-back will be sourced out of the securities premium and free reserves of the Company and/or such other sources as may be permitted by law. The funds borrowed from banks and financial institutions, if any, will not be used for the Buy-back.

4. BUY-BACK PRICE AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

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 Buyback Offer Price has been arrived at after considering various factors including, but not limited to trends in the share prices, the net worth of the Company, price earnings ratio, possible impact of Buy Back on the earnings per share, 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.

The Buy-back Price represents a premium of:

a. 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

b. 5.29% over the closing market price of the Equity Shares on BSE as on the date of the Board Meeting.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY-BACK

The Company proposes to Buy-back up to 19,25,000 (Nineteen Lakhs Twenty-Five Thousand) fully paid-up Equity Shares of the Company representing 19.45% of total number of Equity Shares of the Company.

6. METHODOLOGY FOR BUY-BACK

6.1. 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, subject to applicable laws, 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.

6.2. As required under the Buy-back Regulations, Equity Shares to be bought back under Tender Offer are divided into two categories: (i) Reserved category for Small Shareholders (as defined hereinafter); and (ii) General category for all other shareholders. For further details, please refer to para 12 of this Public Announcement.

7. DETAILS OF SHAREHOLDING OF (i) PROMOTERS AND PROMOTER GROUP OF THE COMPANY, (ii) DIRECTORS AND PARTNERS OF PROMOTER GROUP COMPANIES / ENTITES OF THE COMPANY AND (iii) DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMPs") OF THE COMPANY

7.1. 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 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
	Total	**62,55,333**	**63.22**

(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 Tondon 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	-	-
	Total		**7,475**	**0.08**

7.2. The persons / entities mentioned in paragraph 7.1 have not purchased or sold any Equity Shares of the Company and there has been no change in their shareholdings for last twelve months prior to the date of the Board Meeting at which the Buy-back was approved till the date of Postal Ballot Notice i.e. February 12, 2024.

8. INTENTION OF THE PROMOTERS AND PROMOTER GROUP OF THE COMPANY TO TENDER EQUITY SHARES FOR BUY-BACK

8.1. 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
	Total	**62,55,333**	**62,55,333**

8.2. 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[1] (in ₹)	Nature of Transaction
1	June 14, 2003[3]	9,87,350	10	-	Opening Balance[2]
2	June 19, 2003[3]	-900	10	N.A. [4]	N.A. [4]
3	June 20, 2003[3]	-1,000	10	N.A. [4]	N.A. [4]
4	June 28, 2004[3]	55,100	10	N.A. [4]	N.A. [4]
5	March 28, 2005[3]	30,000	10	N.A. [4]	N.A. [4]
6	December 21, 2005[3]	-2,776	10	N.A. [4]	N.A. [4]
7	February 08, 2006[3]	-25,000	10	N.A. [4]	N.A. [4]
8	March 03, 2006[3]	-1,10,000	10	N.A. [4]	N.A. [4]
9	May 02, 2006[3]	1,400	10	N.A. [4]	N.A. [4]
10	October 27, 2006[3]	2,500	10	N.A. [4]	N.A. [4]
11	November 02, 2006[3]	-15,000	10	N.A. [4]	N.A. [4]
12	December 14, 2006[3]	3,000	10	108.56	Market Purchase
13	December 18, 2006[3]	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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

2) Ashok Vishindas Motiani

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	July 11, 2003	2,73,450	10	-	Opening Balance[2]
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[3]	20,000	10	N.A. [4]	N.A. [4]
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[3]	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[3]	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[3]	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[3]	5,220	10	N.A. [4]	N.A. [4]
61.	February 08, 2014	2,00,000	10	14.00	Conversion of Warrants
62.	June 09, 2014[3]	14,500	10	31.00	Off Market Purchase
63.	June 13, 2014[3]	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[3]	2,000	10	N.A. [4]	Off Market Purchase
72.	July 30, 2014[3]	8,000	10	N.A. [4]	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[3]	-27,259	10	N.A. [4]	N.A. [4]
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[3]	27,259	10	N.A. [4]	N.A. [4]
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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

3) Nanita Ashok Motiani

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	June 14, 2003[3]	2,18,400	10	-	Opening Balance[2]
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[3]	17,900	10	N.A.[4]	Off Market Purchase
7.	May 30, 2005	8,800	10	19.65	Market Purchase
8.	June 08, 2005[3]	-500	10	N.A.[4]	Market Sale
9.	June 24, 2005[3]	1,000	10	N.A.[4]	N.A.[4]
10.	August 26, 2005[3]	27,000	10	N.A.[4]	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[3]	500	10	63.84	Market Purchase
14.	September 13, 2006[3]	27,000	10	36.19	Off Market Purchase
15.	October 25, 2007	1,000	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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

4) Priyanka Tandon

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	June 14, 2003	73,300	10	-	Opening Balance[2]
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[3]	5,000	10	N.A.[4]	N.A.[4]
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[3]	2,000	10	N.A.[4]	Off Market Purchase
9.	April 06, 2005[3]	1,400	10	N.A.[4]	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

(Continued to next page)

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
12.	May 09, 2005	10,000	10	16.01	Market Purchase
13.	May 27, 2005[3]	18,400	10	N.A.[4]	Off Market Purchase
14.	June 08, 2005[3]	500	10	N.A.[4]	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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

5) Mayank Ramesh Tandon

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	November 01, 2005	33,500	10	-	Opening Balance[2]
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[3]	100	10	N.A.[4]	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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to November 01, 2005 are not available with the Company and the promoter and hence not disclosed here

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

6) Dipti Ashok Motiani

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	June 14, 2003	1,50,000	10	-	Opening Balance[2]
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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

9. NO DEFAULT

The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banks.

10. BOARD AND STATUTORY AUDITOR CONFIRMATION

10.1. The Board has confirmed that it has made full enquiry into the affairs and prospects of the company and has formed the opinion that:

a) immediately following the date of the Board Meeting 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 aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 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.

10.2. 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

Freshtrop 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 Freshtrop 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 audited interim 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 audited interim 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, refereed 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)

Sr. No	Particulars	Standalone Amount
A	**Paid up equity share capital and free reserves as on December 31, 2023, based on the condensed audited financial statements of the Company**	**989.49**
	Total paid-up Equity Share Capital	989.49
	Free Reserves, comprising	
	- Securities Premium Account	-
	- General Reserve	-
	- Retained Earnings*	12733.32
	Total Paid up Equity Share Capital and Free Reserves	**13722.81**
B	**The amount of Maximum Permissible Capital Payment towards the Buyback being lower of;**	
	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 **Place:** Ahmedabad
Designation: Managing Director **Date:** 12/02/2024

Unquote

11. PRIOR APPROVALS FROM LENDERS

As on date of this Public Announcement, the Company has outstanding facilities with Banks. It is confirmed that there is no breach of any covenants of the loans taken from all the Banks.

12. RECORD DATE AND SHAREHOLDERS' ENTITLEMENT

12.1. The Board has fixed **Tuesday, April 02, 2024** as the Record Date for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buy-back Offer (**"Eligible Shareholders"**).

12.2. In due course, Eligible Shareholders will receive a Letter of Offer along with a Tender/Offer Form indicating their entitlement for participating in the Buy-back. Even if Eligible Shareholder does not receive the Letter of Offer along with a Tender/Offer Form, the Eligible Shareholder may participate and tender shares in the Buy-back. The dispatch of the Letter of Offer shall be through electronic mode via email only, within 2 (two) working days from the Record Date and in case any shareholder requires physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buy-back to receive a copy of the Letter of Offer in physical form and the same shall be provided.

12.3. The Equity Shares proposed to be bought back as part of the Buy-back are divided in two categories:

a. Reserved category for Small Shareholders (defined hereinafter); and

b. General category for all other Eligible Shareholders.

12.4. As defined in the Buy-back Regulations, a **"Small Shareholder"** is a 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).

12.5. In accordance with Regulation 6 of the Buy-back Regulations, 15% of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of the Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buy-back.

12.6. On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of Eligible Shareholders, including Small Shareholders, to tender their Equity Shares in the Buy-back Offer. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buy-back applicable in the category to which such shareholder belongs. The final number of Equity Shares that the Company will buy-back from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not buy-back all of the Equity Shares tendered (over and above entitlements) by Eligible Shareholders.

12.7. In order to ensure that the same Eligible Shareholder with multiple demat accounts / folios do not receive higher entitlement under Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number (**"PAN"**) shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding Equity Shares in physical form where sequence of PAN is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buy-back will check the sequence of the names of the joint shareholders and club together the Equity Shares held in such cases where the sequence of the PANs and the name of the joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN shall not be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have different demat account nomenclature based on information prepared by 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.

12.8. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the Buy-back by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.

12.9. The participation of the Eligible Shareholders in the Buy-back is voluntary. Eligible Shareholders may also tender a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation by some other Eligible Shareholders, if any, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buy-back, without any additional investment. If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buy-back entitlement to tender Equity Shares in the Buy-back.

12.10. The maximum number of Equity Shares that can be tendered under the Buy-back Offer by any Eligible Shareholder cannot exceed the number of Equity Shares held by the equity shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buy-back Regulations. The settlement of the tenders under the Buy-back Offer will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars, as may be amended from time to time and other relevant rules and regulations.

12.11. The Buy-back from non-resident members, Overseas Corporate Bodies (**OCBs**) and Foreign Institutional Investors (**FIIs**), Foreign Portfolio Investors (**FPIs**) and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any and such approvals shall be obtained, as may be required by the shareholders. Further, 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 Shareholders and/ or the Stock Broker through which the Eligible Shareholder places the bid.

12.12. Detailed instructions for participation in the Buy-back Offer as well as the relevant schedule of activities will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders.

13. PROCESS AND METHODOLOGY FOR THE BUY-BACK

13.1. The Buy-back shall be open to all Eligible Shareholders, holding Equity Shares in demat form and physical form as on the Record Date.

13.2. 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.

13.3. 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 Offer and through whom the purchases and settlement on account of the Buy-back Offer would be made by the Company. The contact details of the Company's Broker are as follows:

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

13.4. 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 (**"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. 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 Shareholders are not able to bid using UCC facility through any other stock broker registered with BSE, the Eligible Shareholder may approach Company's Broker to place its bid subject to completion of 'know your customer' requirements as required by the Company's Broker. The Company / Registrar to the Buy-back shall provide the entitlement of Eligible Shareholders to the Clearing Corporation.

13.5. 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.

13.6. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such 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. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar.

13.7. Further, the Company will not accept shares tendered for Buy-back which are under restraint order of the court for transfer /sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise. The Company will not Buy-back Equity Shares, which are locked-in or non-transferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buy-back Offer.

13.8. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form:**

13.8.1. Eligible Shareholders who desire to tender their Equity Shares held by them in the dematerialised form under Buy-back Offer would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buy-back.

13.8.2. 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.

13.8.3. 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.

13.8.4. 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.

13.8.5. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the 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 the custodian again for confirmation.

13.8.6. 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., Depository Participant (**"DP"**) ID, Client ID, no. of Equity Shares tendered, etc.

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

13.9.1. 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.

13.9.2. 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.

13.9.3. 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 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.

13.9.4. 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 13.9.2 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 16 below) within 2 days of the bidding by the Seller Member. 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.

13.9.5. 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'.

13.9.6. 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.

13.9.7. 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.

13.9.8. 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 the 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.

(Continued to next page)

13.9.9. For Equity Shares held by Eligible Shareholders, being non-resident shareholders:

i. Eligible Shareholders, being non-resident shareholders (excluding foreign institutional investors/foreign portfolio investors) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

ii. In case the Equity Shares are held on repatriation basis, the non-resident shareholder shall obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident shareholder from the appropriate account (e.g. non-resident external (NRE) a/c.) as specified by RBI in its approval. In case the non-resident shareholder 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 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.

iii. 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.

13.9.10. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will only 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.

13.9.11. The website of 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) throughout the trading sessions and will be updated at specific intervals during the tendering period.

14. METHOD OF SETTLEMENT

14.1. 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.

14.2. Details in respect of shareholder's entitlement for the Buy-back shall be provided to Clearing Corporation by Company / Registrar to the 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.

14.3. 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.

14.4. 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.

14.5. 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 BSE and the Clearing Corporation from time to time.

14.6. The Equity Shares bought back in the dematerialized form would be transferred directly to the demat escrow account of the Company (**"Demat Escrow Account"**) provided it is indicated by the Company's Brokers or it will be transferred by the Company's Broker to the Company's demat account on receipt of the Equity Shares from the clearing and settlement mechanism of the BSE.

14.7. 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.

14.8. In relation to the physical Equity Shares:

14.8.1. If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates 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.

14.8.2. 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.

14.9. 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.

14.10. 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.

14.11. 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.

15. COMPLIANCE OFFICER

Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours between i.e., 10.00 AM IST. to 5.00 PM IST. on all working days except Saturday, Sunday and public holidays, at the following address:

Name:	Kalpana Suman
Designation:	Company Secretary & Compliance Officer
Address:	A-603, Sapath IV, S. G. Road, Ahmedabad - 380015, Gujarat, India.
Phone:	+91 79 4030 7050/56
Email:	investor@freshtrop.com; secretarial@freshtrop.com
Website:	www.freshtrop.com

16. REGISTRAR TO THE BUY-BACK / INVESTOR SERVICE CENTRE

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

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. **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

17. MANAGER TO THE BUY-BACK

VIVRO

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 **Website:** www.vivro.net
Contact Person(s): Shivam Patel/ Kevin Dhruve **SEBI Registration Number:** INM000010122
Validity: Permanent **CIN:** U67120GJ1996PTC029182

18. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that it contains true, factual and material information and does not contain any misleading information.

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

Sd/-	Sd/-	Sd/-
Ashok Vishindas Motiani	**Nanita Ashok Motiani**	**Kalpana Suman**
Chairman & Managing Director	Whole Time Director	Company Secretary & Compliance Officer
(DIN: 00124470**)**	**(DIN:** 00787809**)**	**(Membership Number:** A71241**)**

Date: March 19, 2024 **Place:** Ahmedabad

IDFC First Bank Limited

(erstwhile Capital First Limited and amalgamated with IDFC Bank Limited)
CIN : L65110TN2014PLC097792
Registered Office: KRM Towers, 8 Floor, Harrington Road, Chetpet, Chennai - 600031.
TEL: +91 44 4564 4000 | FAX: +91 44 4564 4022.

IDFC FIRST Bank

PUBLIC NOTICE
GOLD AUCTION CUM INVITATION NOTICE

The Below mentioned borrower has been issued notices to pay the outstanding amount towards the credit facility against Gold ornament savailed by him from IDFC FIRST Bank Limited. Since the borrower has failed to repay the dues under the facility. We are constrained to conduct an auction of the pledged Gold ornaments on **28/03/2024.** In the event any surplus amount is realized from this auction, the same will be returned to the concerned borrower and if there is any deficit post the auction, the balance amount shall be recovered from the borrower through appropriate legal proceedings. IDFC FIRST Bank has the authority to remove the following account from the auction without prior intimation. Further IDFC FIRST Bank reserves the right to change the Auction Date without any prior notice.

Loan Account Number	Customer Name	Branch Name
115438495	RAKESH KUMAR SINGH	NEW DELHI EAST OF KAILASH
114789623	SHAKTI RANJAN	KAMLA NAGAR BRANCH
112412407	SAHIL JAIN	GURGAON SECTOR THIRTY ONE BRANCH

Auction will be conducted online through https://egold.auctiontiger.net on 28/03/2024 from 12:00pm to 3:00pm.
By way of this publication the concerned borrower are hereby given final notice and last opportunity to pay the facility recalled amount, with all interest and charges before the schedule auction date failing which the jewellery will be auctioned. Please note that, if the auction does not get completed on the same day due to time limit the bank will re auction the pledged gold ornaments within next 7 days on the same terms and conditions. If the customer is deceased all the conditions pertaining to auction will be applicable to his legal heirs.
Date: 20/03/2024 Place: NEW DELHI

IndusInd Bank

FRR Group, 11th Floor, Hyatt Regency Complex, New Tower, Bhikaji Cama Place, New Delhi-110066

Notice under Section 13(2) of the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("the Act")

Notice is hereby given to the borrower / mortgagors / guarantors, who have defaulted in the repayment of principal and interest of loan facility obtained by them from the Bank and whose loan account has been classified as Non-Performing Assets (NPA) **on 28.01.2024.** The notices were issued to them on **04.03.2024** under section 13(2) of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest, 2002 (SARFAESI Act) on their last known addresses calling upon and demanding from them to repay the entire outstanding of **Rs. 88,11,101.37 (Rupees Eighty Eight Lakh Eleven Thousand One Hundred One and Paise Thirty Seven only) as on 31.01.2024** and further interest and penal interest at the applicable rate of interest from 01.02.2024 and any other costs, charges, expenses incurred thereon, less credit if any. However, few of the notice(s) have returned un-served and as such they are hereby informed by way of this public notice.

1. M/s. Frontline Marketing House (Borrower) through its prop. **Mrs. Meena Singhal** Opposite Sumangal Bhawan, Juni Bazar, 6th C Road, Mahamandi, Jodhpur, Rajasthan-342001.

2. Mrs. Meena Singhal (Guarantor) 1146, Char Khambha Road, Magra, Punjala, Jodhpur, Rajasthan-342304, **Also at:-** Plot No. B-1/6, B-1/5, B-2, Near Chaar Thamba, Magra, Punjla, Gram Punjla, Jodhpur- 342304.
3. M/s Success Marketing (Corporate Guarantor) through its prop. Mr. Ramesh Singhal B-15 Char Thamba, Magra Punjala, Jodhpur, Rajasthan-342304.
4. Ramesh Singhal, 1146, Char Khambha Road, Magra, Punjala, Jodhpur, Rajasthan-342304, **Also at:-** Plot No. 219 and 220, Khasra No. 691/11, Shri SSD Industrial Area, Sector C, Gram Bhavad, Tehsil Osian, District Jodhpur, Rajsthan-342304.

Collateral: First and Exclusive charge on hypothecation of the entire movable fixed assets along with Inventory and book debts
Collateral securities including mortgage created by the owner ("the mortgagor") in favour of Bank:

Description of Immovable Properties	Owner/Mortgagor
1. All piece and parcel of Plot No. B-1/6, B-1/5, B-2, Chaar Thamba, Magra Punjla, Gram Punjla, Jodhpur (measuring 16.66 +16.66+116.66 =149.98 Sq. yards approx).	**Meena Singhal**
2. All piece and parcel of Plot No. 219 and 220, Khasara No. 691/11, Shri SSD Industrial Area, Sector C, Gram Bhavad, Tehsil Osia, Jodhpur.	**Ramesh Singhal**

The above name borrower and their guarantors & mortgagors are hereby called upon to make payment of outstanding amount within 60 days from the date of publication of this notice failing which further steps will be taken after expiry of 60 days under sub-section (4) of Section 13 of SARFAESI Act, 2002.

Date: 20.03.2024 **Place: Jodhpur, Rajasthan** **Authorised Officer, IndusInd Bank Ltd.**

ENTERTAINMENT NETWORK (INDIA) LIMITED

CIN:L92140MH1999PLC120516
Registered Office: 4th Floor, A-Wing, Matulya Centre, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013. **Tel:** 022 6662 0600; 022 6753 6983 **Fax:** 022 6753 6800.
Website: www.enil.co.in E-mail: stakeholder.relations@timesgroup.com

NOTICE

Notice for passing the Special Resolutions by Postal Ballot through Remote e-voting pursuant to Section 110 of the Companies Act, 2013

Members of **Entertainment Network (India) Limited** ['the Company'] are hereby informed that the Company will be communicating the Postal Ballot Notice pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof from time to time) (hereinafter referred to as 'the Act'), Regulation 44 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the Listing Regulations'), read with Ministry of Corporate Affairs ('MCA') General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and other subsequent circulars, the latest being General Circular No. 09/2023 dated September 25, 2023, ('MCA Circulars') and subject to other applicable laws and regulations.

The Company will send the Postal Ballot Notice by email to all its Members of the Company who have registered their email addresses with the Company/ KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ('R&TA'/ 'KFinTech') or the Depository Participants. In terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Hard copy of the Postal Ballot Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent only through the remote e-voting system. Please note that no physical ballot forms will be acceptable. The instructions for remote e-voting are appended to the Postal Ballot Notice.

The Postal Ballot Notice will be communicated to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as on **Friday, March 15, 2024, being the cut-off date** for the purpose of remote e-voting. This Postal Ballot Notice will be available at the Company's website: www.enil.co.in at https://www.enil.co.in/postal-ballot.php and websites of the stock exchanges - BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and at the website of KFin Technologies Limited ('R&TA'/ 'KFinTech') at https://evoting.kfintech.com at the *Downloads* section.

Voting rights of the Members shall be reckoned on the paid up value of the shares registered in the name of the Members and shall be in proportion to their shares of the paid up equity share capital of the Company as on the aforesaid cut-off date. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

The Postal Ballot Notice contains the following Special Resolutions:

Sr. No.	Type of Resolution	Brief particulars
1	Special Resolution	Appointment of Mr. Mohit Gupta (DIN: 06427582) as the Independent Director.
2.	Special Resolution	Payment of remuneration to Non-Executive Directors.

The login ID and password will be provided in the e-mail to enable the Members to use remote e-voting facility.

(a) The Business is to be transacted by postal ballot through voting by electronic means (remote e-voting) as per the MCA Circulars;

(b) Date of commencement of remote e-voting: Thursday, March 21, 2024 at 9:00 A.M. (IST);

(c) Date of end of remote e-voting: Friday, April 19, 2024 at 5:00 P.M. (IST);

(d) Remote E-voting by electronic mode shall not be allowed beyond 5:00 P.M. (IST) on Friday, April 19, 2024; the remote e-voting module shall be disabled for voting thereafter;

(e) Members, who have not received e-mail of Postal Ballot Notice may kindly refer to the instructions at below stated para titled as: Manner of registering/updating email addresses.

(f) Person responsible to address the queries/grievances connected with the voting by postal ballot through voting by electronic means (remote e-voting): Ms. C. Shobha Anand- Deputy Vice President, KFin Technologies Limited, ('R&TA'/ 'KFinTech') [Unit: Entertainment Network (India) Limited], Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. E-mail ID: evoting@kfintech.com, Contact No. 040-67162222; Toll Free no.: 1800-309-4001. In case of any query pertaining to e-voting, the Members are requested to refer to the detailed procedure on e-voting furnished separately to vote through electronic mode. In case of any query pertaining to e-voting, please visit *Help* and *FAQ's* section of https://evoting.kfintech.com (KFinTech's website) or download *User Manual for Shareholders* available at the *Downloads* section of https://evoting.kfintech.com or e-mail to evoting@kfintech.com or contact Ms. C. Shobha Anand on 1800-309-4001 (toll free number). For casting votes, members are requested to read the instructions. The Postal Ballot Notice dated March 19, 2024 will be emailed, along with the procedure for remote e-voting, to the members and same will be available on the website of the Company at www.enil.co.in [url: http://enil.co.in/postal-ballot.php] and at website of KFinTech at https://evoting.kfintech.com and websites of the stock exchanges - BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

(g) Day, date, time and venue of declaration of results and link of the website where such results will be displayed: The results of voting by means of Postal Ballot through Remote E-voting shall be declared on or before Saturday, April 20, 2024 by 11.00 p.m. IST and will be displayed along with the Scrutiniser's Report at the Registered as well as Corporate Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website: www.enil.co.in at https://www.enil.co.in/postal-ballot.php and on the website of KFinTech: https://evoting.kfintech.com.

Manner of casting vote through remote e-voting:

- The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, March 15, 2024 (cut-off date)** are entitled to vote on the Resolutions set forth in the Postal Ballot Notice.
- Detailed procedure for remote e-voting has been mentioned in the Postal Ballot Notice (Note nos. 11 to 17) and same will be available at the website of the Company at www.enil.co.in [url: http://enil.co.in/postal-ballot.php] and at website of KFinTech at https://evoting.kfintech.com.
- Login credential and password details will be emailed to the members at their registered email ID.
- In case of any query pertaining to e-voting, please visit *Help* and *FAQ's* section of https://evoting.kfintech.com (KFinTech's website) or download *User Manual for Shareholders* available at the *Downloads* section of https://evoting.kfintech.com or e-mail to evoting@kfintech.com.

Manner of registering/updating email addresses:

- Shareholders holding shares in dematerialized mode can register/ update email, mobile details, etc. with their depository participants.
- Shareholders holding shares in physical mode can register/ update their email address, bank details, KYC details and contact details through submitting the requisite ISR-1 form along with the supporting documents. ISR-1 Form can be obtained by the following link: https://ris.kfintech.com/clientservices/isc/default.aspx
- In case of any queries, member may write to einward.ris@kfintech.com.

For casting votes, members are requested to read the instructions stated in the Postal Ballot Notice.

By Order of the Board of Directors
For **Entertainment Network (India) Limited**
Sd/-
Mehul Shah
EVP– Compliance & Company Secretary
(FCS no- F5839)

Place: Mumbai
March 19, 2024

ENIL ENTERTAINMENT NETWORK (INDIA) LTD. MIRCHI

E-AUCTION SALE NOTICE

STAN AUTOS PRIVATE LIMITED (IN LIQUIDATION)

Reg. Off.: 58, PKT-E, Sector-1 Bawana DSIDC, New Delhi, 110039
Liquidator: Vijay Kishore Saxena
Liquidator Correspondence Address: D-69 (LGF), East of Kailash, New Delhi-110065
Email: cirp.stanautos@gmail.com, Contact No.- 9540011155
E-Auction
Sale of Assets under Insolvency and Bankruptcy Code, 2016
Date of Auction: 16.04.2024, Time of Auction: 3:30 pm to 4:30 pm
(With unlimited extension of 5 minutes each)

Sale of Assets, structures and Properties owned by Stan Autos Private Limited (In Liquidation) forming part of Liquidation Estate of Stan Autos Private Limited in possession of the Liquidator, appointed by the Hon'ble National Company Law Tribunal, New Delhi vide order dated 11.04.2023. The sale of properties will be done by the undersigned through the e-auction platform https://bankauctions.in

Asset			(Amount in Rs.)
	Reserve Price	EMD	Incremental Value
Building Structure (Showroom on front side inclusive of front and rear side Verandah), True Value Showroom, G.T. Road, NH 44, Sahnewal Kalan-I, Ludhiana Punjab, 141120 (without land ownership and any other permanent structures existing there at.)	14,25,000/-	1,42,500/-	20,000/

Terms and Condition of the E-auction are as under:
1. E-Auction will be conducted on "AS IS WHERE IS", "AS IS WHAT IS", "WHATEVER THERE IS BASIS AND NO RECOURSE BASIS" through approved service provider M/s BankAuctions.in.
2. Time Line for Auction process is as follows:

Last date Submission of Eligibility docs by Prospective Bidder	04-04-2024
Last date for Inspection and Due Diligence of Assets under Auction by Qualified Buyer	11-04-2024
Last date to deposit EMD	13-04-2024
Date of Auction	16-04-2024

3. The Complete E-Auction process document containing details of the Assets, online e-auction Bid Form, General Terms and Conditions of online auction sale are available with the Liquidator and can be shared on specific request.
4. For further clarifications, please contact the undersigned.

Sd/-
Vijay Kishore Saxena
Liquidator
IBBI/IPA-001/IP-P01766/2019-2020/12708
Email: cirp.stanautos@gmail.com
Contact No.- 9540011155

Date: 20-03-2024
Place: New Delhi

IM+ CAPITALS LIMITED

[CIN : L74140DL1991PLC340407]
Regd. Office: 72, Ground Floor, World Trade Center, Babar Road, Connaught Place , New Delhi-110008 | Phone: +91 9810266747
E-mail : www.imcapitalscompliances@gmail.com,
Website: www.imcapitals.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and the MCA circulars (as defined below)

Members are hereby informed that pursuant to the provisions of Section 110 and other applicable provisions, if any of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014, and such other applicable laws, rules & regulations (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force) and in terms of General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (the **'MCA Circulars'**) issued by the Ministry of Corporate Affairs, Government of India (the **'MCA'**), IM+ Capitals Limited (the **'Company'**) as on **19th March, 2024** completed the dispatch of Postal Ballot Notice ('the Notice') through email to all its Members who have registered their e-mail IDs with the Depository through the concerned Depository Participants and/or with the Company's Registrar and Share Transfer Agent (**'RTA'**), M/s Link Intime India (P) Limited (**"Link Intime"**) for seeking their approval by way of ordinary / special resolution, as may be applicable, in respect of the businesses mentioned in the Notice dated **18th March, 2024.**

Each Member's voting rights shall be in proportion to his/her share of the Paid-up Equity Share Capital of the Company as on cut- off date i.e., **Friday, 15th March, 2024,** which shall be considered for voting. A person who is not a member as on the cut-off date, i.e., **Friday, 15th March, 2024,** should treat this notice for information purpose only.

The Company has engaged the services of Link Intime (India) Private Limited (LIIPL) for providing **'Remote E-Voting'** facility to its Members. The Remote E-Voting facility will commence on **Wednesday, March 20, 2024 at 09:00 AM** India Standard Time ('IST') till **Thursday, 18th April, 2024 at 05:00 PM** (IST) both days inclusive. Remote E-Voting will be disabled by Link Intime (India) Private Limited (LIIPL) on **Thursday, 18th April, 2024 at 05:00 PM**

The Board of Directors has appointed Ms. Chetna Bhola, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Members of the Company are also hereby informed and requested to note that:

a) The necessary instructions for Remote E-Voting has been set out in the Notice dated **18th March, 2024.**

b) Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

c) The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date.

d) The Postal Ballot Notice, together with Explanatory statement, Remote E-Voting instructions and the process of email registration for non-registered Members to avail Postal Ballot Notice & procedure for 'Remote E-Voting', in terms of MCA Circulars, is available on Link Intime (India) Private Limited (LIIPL) e-voting website, **https://instavote.linkintime.co.in.** The Postal Ballot Notice alongwith its Explanatory Statement is also available on BSE Limited's website at **www.bseindia.com**, the relevant website of the Stock Exchange on which the shares of the Company are listed as well as on the website of the company at **www.imcapitals.com**

e) In light of the MCA Circulars, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Link Intime Private Limited. Shareholders may write the request to register/update their E-mail address with RTA to the email: **enotices@linkintime.co.in.** Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for their Postal Ballot.

f) It is clarified that for the permanent registration of e-mail address, the Members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA, Link Intime (P) Limited by following the due procedure.

g) In terms of MCA Circulars, voting can be done only by Remote E-Voting. As the Remote E-Voting does not require a person to attend to a meeting physically, the members are strongly advised to use the Remote E-Voting procedure by themselves and not through any other person/proxies. **Further no hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will be sent to the Members for this Postal Ballot and Members are required to communicate their assent and dissent through 'Remote E-Voting' system only.**

h) Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at **enotices@linkintime.co.in** or contact on: - Tel: 022 - 4918 6000.

I) The results of the Postal Ballot shall be announced on or before **Saturday, April 20th, 2024** i.e., not later than two (02) working days of conclusion of voting through 'Remote E-voting'. The same shall be posted on the Company's website, **www.imcapitals.com** and on Link Intime (India) Private Limited (LIIPL) e-voting website, **https://instavote.linkintime.co.in** and will also be communicated to the stock exchanges where the Company's share are listed.

By the order of Board of Directors
For IM+ Capitals Limited
Sd/-
Sakshi Goel
Company Secretary & Compliance Officer

Date: 19.03.2024
Place: New Delhi

FRESHTROP FRUITS LIMITED

Corporate Identity Number (CIN): L15400GJ1992PLC018365
Registered Office: A-603, Sapath -IV, OPP Karnavati Club, S G Highway, Ahmedabad, Gujarat, India, 380015.
Phone: +91-79-40307050 –59 **Email:** secretarial@freshtrop.com; **Website:** www.freshtrop.com;
Contact Person: Kalpana Suman, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF FRESHTROP FRUITS LIMITED ("COMPANY") FOR THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

This Public Announcement (the **"Public Announcement"**) is being made in accordance with the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**"Buyback Regulations"**) and contains the disclosures as specified in Schedule II read with Schedule I to the Buy-back Regulations.

CASH OFFER FOR 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/- (RUPEES TEN ONLY) EACH AT A PRICE OF ₹ 175/- (RUPEES ONE HUNDRED SEVENTY-FIVE ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE "TENDER OFFER" ROUTE AS PRESCRIBED UNDER THE BUY-BACK REGULATIONS USING STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

1.1. The Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee including Buyback Committee constituted by Board to exercise its powers), at their meeting held on Monday, February 12, 2024 (the **"Board Meeting"**), pursuant to 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 Companies Act, 2013 (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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**"Listing Regulations"**), the Foreign Exchange Management Act, 1999, subject to approval of the shareholders by way of special resolution and subject to such other approvals, (including lender's approval, if required) permissions, sanctions and exemption 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 or any person authorised by the Board, 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 (**"Equity Shares"**) (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 (the **"Buy-back Price"**) 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 costs such as fees, brokerage, buy-back tax, securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to the Securities and Exchange Board of India (**"SEBI"**), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses etc., (the **"Transaction Cost"**) (the **"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 audited interim financial statements of the Company as on December 31, 2023, on a proportionate basis through the tender offer process using stock exchange mechanism (**"Tender Offer"**) as prescribed under the Buy-back Regulations, from all the equity shareholders / beneficial owners of the Equity Shares of the Company including promoters, members of promoter group and persons acting in concert of the Company who hold Equity Shares as on the record date (**"Buy-back Offer"** / **"Buy-back"**). Please refer to Paragraph 12 below for details regarding the Record Date and share entitlement for tendering in the Buyback. It is 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 (**"SEBI SAST Regulations"**).

1.2. In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buy-back Committee may, till one working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buy-back Size.

1.3. Since the Buy-back is more than 10% of the paid up equity share capital and free reserves (including securities premium account) of the Company based on financial statements of the Company as per its latest audited interim financial statements as of December 31, 2023, the Board had sought approval of the shareholders of the Company for the Buy-back in terms of the Buyback Regulations and the Act.

1.4. The shareholders of the Company approved the Buy-back, by way of Special Resolution, through Postal Ballot only by voting through electronic means pursuant to a Postal Ballot Notice dated February 12, 2024 (**"Postal Ballot Notice"**), the result of which were announced on Monday, March 18, 2024.

1.5. The Buy-back Size does not include any brokerage, applicable taxes such as Buyback Tax (as defined below), securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to Securities and Exchange Board of India (**"SEBI"**), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. (**"Transaction Costs"**).

1.6. 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.

1.7. 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 SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and the Listing Regulations.

1.8. The Equity Shares of the Company are listed on the BSE Limited (**"BSE"**) with Scrip Code: 530077 and Security ID: FRSHTRP (BSE is hereinafter referred to as the **"Stock Exchange"**).

1.9. 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 intended participation in the Buy-back have been given in para 8 hereinafter.

1.10. The aggregate paid-up share capital and free reserves (including securities premium account) of the Company as on December 31, 2023, based on audited interim financial statements is ₹ 13,722.81 lakhs. 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 audited interim 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 Monday, 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 audited interim financial statements of the Company as on December 31, 2023.

1.11. 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 by the Company during a financial year cannot exceed 24,73,725 Equity Shares, being 25% of the outstanding Equity Shares of the Company, i.e., 98,94,902 Equity Shares. Since the Company proposes to Buy-back up to 19,25,000 (Nineteen Lakhs Twenty-Five Thousand) Equity Shares, the same is within the aforesaid limit.

1.12. 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 interim audited financial statements of the Company as on December 31, 2023.

1.13. 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) (as defined hereinafter). Participation in the Buy-back by Eligible Shareholders will trigger tax on distributed income to such shareholders (**"Buy-back Tax"**) in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in hands of shareholders in their country of residence if outside India. The transaction of Buy-back would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a Letter of Offer, which will contain a more 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 Buy-back.

1.14. A copy of this Public Announcement will be available on SEBI's website (www.sebi.gov.in) as well as on Company's website (www.freshtrop.com), the Manager to the Buy-back (www.vivro.net) and on the website of Stock Exchange (www.bseindia.com).

2. NECESSITY OF THE BUY-BACK

2.1. 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.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES

The maximum amount required under the Buy-back will not exceed ₹33,68,75,000/- (Rupees Thirty Three Crore Sixty-Eight Lakhs Seventy-Five Thousand only) (excluding Transaction Cost) which is not exceeding 25% of the aggregate of the total paid up equity share capital and free reserves of the Company (including securities premium account) as per the audited interim financial statements of the Company as on December 31, 2023. The funds for the implementation of the proposed Buy-back will be sourced out of the securities premium and free reserves of the Company and/or such other sources as may be permitted by law. The funds borrowed from banks and financial institutions, if any, will not be used for the Buy-back.

4. BUY-BACK PRICE AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

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 Buyback Offer Price has been arrived at after considering various factors including, but not limited to trends in the share prices, the net worth of the Company, price earnings ratio, possible impact of Buy Back on the earnings per share, 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.

The Buy-back Price represents a premium of:

a. 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

b. 5.29% over the closing market price of the Equity Shares on BSE as on the date of the Board Meeting.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY-BACK

The Company proposes to Buy-back up to 19,25,000 (Nineteen Lakhs Twenty-Five Thousand) fully paid-up Equity Shares of the Company representing 19.45% of total number of Equity Shares of the Company.

6. METHODOLOGY FOR BUY-BACK

6.1. 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, subject to applicable laws, 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.

6.2. As required under the Buy-back Regulations, Equity Shares to be bought back under Tender Offer are divided into two categories: (i) Reserved category for Small Shareholders (as defined hereinafter); and (ii) General category for all other shareholders. For further details, please refer to para 12 of this Public Announcement.

7. DETAILS OF SHAREHOLDING OF (i) PROMOTERS AND PROMOTER GROUP OF THE COMPANY, (ii) DIRECTORS AND PARTNERS OF PROMOTER GROUP COMPANIES / ENTITES OF THE COMPANY AND (iii) DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMPs") OF THE COMPANY

7.1. 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 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
	Total	**62,55,333**	**63.22**

(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 Tondon 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	-	-
	Total		**7,475**	**0.08**

7.2. The persons / entities mentioned in paragraph 7.1 have not purchased or sold any Equity Shares of the Company and there has been no change in their shareholdings for last twelve months prior to the date of the Board Meeting at which the Buy-back was approved till the date of Postal Ballot Notice i.e. February 12, 2024.

8. INTENTION OF THE PROMOTERS AND PROMOTER GROUP OF THE COMPANY TO TENDER EQUITY SHARES FOR BUY-BACK

8.1. 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
	Total	**62,55,333**	**62,55,333**

8.2. 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[1] (in ₹)	Nature of Transaction
1	June 14, 2003[3]	9,87,350	10	-	Opening Balance[2]
2	June 19, 2003[3]	-900	10	N.A. [4]	N.A. [4]
3	June 20, 2003[3]	-1,000	10	N.A. [4]	N.A. [4]
4	June 28, 2004[3]	55,100	10	N.A. [4]	N.A. [4]
5	March 28, 2005[3]	30,000	10	N.A. [4]	N.A. [4]
6	December 21, 2005[3]	-2,776	10	N.A. [4]	N.A. [4]
7	February 08, 2006[3]	-25,000	10	N.A. [4]	N.A. [4]
8	March 03, 2006[3]	-1,10,000	10	N.A. [4]	N.A. [4]
9	May 02, 2006[3]	1,400	10	N.A. [4]	N.A. [4]
10	October 27, 2006[3]	2,500	10	N.A. [4]	N.A. [4]
11	November 02, 2006[3]	-15,000	10	N.A. [4]	N.A. [4]
12	December 14, 2006[3]	3,000	10	108.56	Market Purchase
13	December 18, 2006[3]	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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.
[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.
[3] Above data has been extracted from Transaction Statement of the promoters.
[4] Not Available

2) Ashok Vishindas Motiani

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	July 11, 2003	2,73,450	10	-	Opening Balance[2]
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[3]	20,000	10	N.A. [4]	N.A. [4]
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[3]	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[3]	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[3]	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[3]	5,220	10	N.A. [4]	N.A. [4]
61.	February 08, 2014	2,00,000	10	14.00	Conversion of Warrants
62.	June 09, 2014[3]	14,500	10	31.00	Off Market Purchase
63.	June 13, 2014[3]	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[3]	2,000	10	N.A. [4]	Off Market Purchase
72.	July 30, 2014[3]	8,000	10	N.A. [4]	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[3]	-27,259	10	N.A. [4]	N.A. [4]
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[3]	27,259	10	N.A. [4]	N.A. [4]
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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.
[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here
[3] Above data has been extracted from Transaction Statement of the promoters.
[4] Not Available

3) Nanita Ashok Motiani

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	June 14, 2003[3]	2,18,400	10	-	Opening Balance[2]
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[3]	17,900	10	N.A.[4]	Off Market Purchase
7.	May 30, 2005	8,800	10	19.65	Market Purchase
8.	June 08, 2005[3]	-500	10	N.A.[4]	Market Sale
9.	June 24, 2005[3]	1,000	10	N.A.[4]	N.A.[4]
10.	August 26, 2005[3]	27,000	10	N.A.[4]	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[3]	500	10	63.84	Market Purchase
14.	September 13, 2006[3]	27,000	10	36.19	Off Market Purchase
15.	October 25, 2007	1,000	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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.
[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.
[3] Above data has been extracted from Transaction Statement of the promoters.
[4] Not Available

4) Priyanka Tandon

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	June 14, 2003	73,300	10	-	Opening Balance[2]
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[3]	5,000	10	N.A.[4]	N.A.[4]
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[3]	2,000	10	N.A.[4]	Off Market Purchase
9.	April 06, 2005[3]	1,400	10	N.A.[4]	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

(Continued to next page)

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
12.	May 09, 2005	10,000	10	16.01	Market Purchase
13.	May 27, 2005[3]	18,400	10	N.A.[4]	Off Market Purchase
14.	June 08, 2005[3]	500	10	N.A.[4]	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

(1) excluding transaction costs like brokerage, STT, stamp duty etc.

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

(3) Above data has been extracted from Transaction Statement of the promoters.

(4) Not Available

5) **Mayank Ramesh Tandon**

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	November 01, 2005	33,500	10	-	Opening Balance[2]
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[3]	100	10	N.A.[4]	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

(1) excluding transaction costs like brokerage, STT, stamp duty etc.

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

(3) Above data has been extracted from Transaction Statement of the promoters.

(4) Not Available

6) **Dipti Ashok Motiani**

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	June 14, 2003	1,50,000	10	-	Opening Balance[2]
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

(1) excluding transaction costs like brokerage, STT, stamp duty etc.

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

9. NO DEFAULT

The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banks.

10. BOARD AND STATUTORY AUDITOR CONFIRMATION

10.1. The Board has confirmed that it has made full enquiry into the affairs and prospects of the company and has formed the opinion that:

a) immediately following the date of the Board Meeting 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 aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 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.

10.2. 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

Freshtrop 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 Freshtrop 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 audited interim 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 audited interim 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, refereed 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)

Sr. No	Particulars	Standalone Amount
A	**Paid up equity share capital and free reserves as on December 31, 2023, based on the condensed audited financial statements of the Company**	**989.49**
	Total paid-up Equity Share Capital	989.49
	Free Reserves, comprising	
	- Securities Premium Account	-
	- General Reserve	-
	- Retained Earnings*	12733.32
	Total Paid up Equity Share Capital and Free Reserves	**13722.81**
B	**The amount of Maximum Permissible Capital Payment towards the Buyback being lower of;**	
	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 **Place:** Ahmedabad

Designation: Managing Director **Date:** 12/02/2024

Unquote

11. PRIOR APPROVALS FROM LENDERS

As on date of this Public Announcement, the Company has outstanding facilities with Banks. It is confirmed that there is no breach of any covenants of the loans taken from all the Banks.

12. RECORD DATE AND SHAREHOLDERS' ENTITLEMENT

12.1. The Board has fixed **Tuesday, April 02, 2024** as the Record Date for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buy-back Offer (**"Eligible Shareholders"**).

12.2. In due course, Eligible Shareholders will receive a Letter of Offer along with a Tender/Offer Form indicating their entitlement for participating in the Buy-back. Even if Eligible Shareholder does not receive the Letter of Offer along with a Tender/Offer Form, the Eligible Shareholder may participate and tender shares in the Buy-back. The dispatch of the Letter of Offer shall be through electronic mode via email only, within 2 (two) working days from the Record Date and in case any shareholder requires physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buy-back to receive a copy of the Letter of Offer in physical form and the same shall be provided.

12.3. The Equity Shares proposed to be bought back as part of the Buy-back are divided in two categories:

a. Reserved category for Small Shareholders (defined hereinafter); and

b. General category for all other Eligible Shareholders.

12.4. As defined in the Buy-back Regulations, a **"Small Shareholder"** is a 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).

12.5. In accordance with Regulation 6 of the Buy-back Regulations, 15% of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of the Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buy-back.

12.6. On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of Eligible Shareholders, including Small Shareholders, to tender their Equity Shares in the Buy-back Offer. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buy-back applicable in the category to which such shareholder belongs. The final number of Equity Shares that the Company will buy-back from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not buy-back all of the Equity Shares tendered (over and above entitlements) by Eligible Shareholders.

12.7. In order to ensure that the same Eligible Shareholder with multiple demat accounts / folios do not receive higher entitlement under Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number (**"PAN"**) shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding Equity Shares in physical form where sequence of PAN is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buy-back will check the sequence of the names of the joint shareholders and club together the Equity Shares held in such cases where the sequence of the PANs and the name of the joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN shall not be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have different demat account nomenclature based on information prepared by 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.

12.8. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the Buy-back by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.

12.9. The participation of the Eligible Shareholders in the Buy-back is voluntary. Eligible Shareholders may also tender a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation by some other Eligible Shareholders, if any, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buy-back, without any additional investment. If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buy-back entitlement to tender Equity Shares in the Buy-back.

12.10. The maximum number of Equity Shares that can be tendered under the Buy-back Offer by any Eligible Shareholder cannot exceed the number of Equity Shares held by the equity shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buy-back Regulations. The settlement of the tenders under the Buy-back Offer will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars, as may be amended from time to time and other relevant rules and regulations.

12.11. The Buy-back from non-resident members, Overseas Corporate Bodies (**OCBs**) and Foreign Institutional Investors (**FIIs**), Foreign Portfolio Investors (**FPIs**) and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any and such approvals shall be obtained, as may be required by the shareholders. Further, 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 Shareholders and/ or the Stock Broker through which the Eligible Shareholder places the bid.

12.12. Detailed instructions for participation in the Buy-back Offer as well as the relevant schedule of activities will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders.

13. PROCESS AND METHODOLOGY FOR THE BUY-BACK

13.1. The Buy-back shall be open to all Eligible Shareholders, holding Equity Shares in demat form and physical form as on the Record Date.

13.2. 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.

13.3. 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 Offer and through whom the purchases and settlement on account of the Buy-back Offer would be made by the Company. The contact details of the Company's Broker are as follows:

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

13.4. 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 (**"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. 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 Shareholders are not able to bid using UCC facility through any other stock broker registered with BSE, the Eligible Shareholder may approach Company's Broker to place its bid subject to completion of 'know your customer' requirements as required by the Company's Broker. The Company / Registrar to the Buy-back shall provide the entitlement of Eligible Shareholders to the Clearing Corporation.

13.5. 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.

13.6. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such 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. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar.

13.7. Further, the Company will not accept shares tendered for Buy-back which are under restraint order of the court for transfer /sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise. The Company will not Buy-back Equity Shares, which are locked-in or non-transferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buy-back Offer.

13.8. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form:**

13.8.1. Eligible Shareholders who desire to tender their Equity Shares held by them in the dematerialised form under Buy-back Offer would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buy-back.

13.8.2. 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.

13.8.3. 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.

13.8.4. 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.

13.8.5. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the 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 the custodian again for confirmation.

13.8.6. 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., Depository Participant (**"DP"**) ID, Client ID, no. of Equity Shares tendered, etc.

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

13.9.1. 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.

13.9.2. 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.

13.9.3. 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 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.

13.9.4. 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 13.9.2 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 16 below) within 2 days of the bidding by the Seller Member. 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.

13.9.5. 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'.

13.9.6. 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.

13.9.7. 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.

13.9.8. 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 the 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.

(Continued to next page)

13.9.9. For Equity Shares held by Eligible Shareholders, being non-resident shareholders:

i. Eligible Shareholders, being non-resident shareholders (excluding foreign institutional investors/foreign portfolio investors) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

ii. In case the Equity Shares are held on repatriation basis, the non-resident shareholder shall obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident shareholder from the appropriate account (e.g. non-resident external (NRE) a/c.) as specified by RBI in its approval. In case the non-resident shareholder 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 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.

iii. 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.

13.9.10. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will only 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.

13.9.11. The website of 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) throughout the trading sessions and will be updated at specific intervals during the tendering period.

14. METHOD OF SETTLEMENT

14.1. 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.

14.2. Details in respect of shareholder's entitlement for the Buy-back shall be provided to Clearing Corporation by Company / Registrar to the 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.

14.3. 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.

14.4. 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.

14.5. 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 BSE and the Clearing Corporation from time to time.

14.6. The Equity Shares bought back in the dematerialized form would be transferred directly to the demat escrow account of the Company (**"Demat Escrow Account"**) provided it is indicated by the Company's Brokers or it will be transferred by the Company's Broker to the Company's demat account on receipt of the Equity Shares from the clearing and settlement mechanism of the BSE.

14.7. 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.

14.8. In relation to the physical Equity Shares:

14.8.1. If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates 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.

14.8.2. 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.

14.9. 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.

14.10. 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.

14.11. 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.

15. COMPLIANCE OFFICER

Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours between i.e., 10.00 AM IST. to 5.00 PM IST. on all working days except Saturday, Sunday and public holidays, at the following address:

Name:	Kalpana Suman
Designation:	Company Secretary & Compliance Officer
Address:	A-603, Sapath IV, S. G. Road, Ahmedabad - 380015, Gujarat, India.
Phone:	+91 79 4030 7050/56
Email:	investor@freshtrop.com; secretarial@freshtrop.com
Website:	www.freshtrop.com

16. REGISTRAR TO THE BUY-BACK / INVESTOR SERVICE CENTRE

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

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. **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

17. 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 **Website:** www.vivro.net
Contact Person(s): Shivam Patel/ Kevin Dhruve **SEBI Registration Number:** INM000010122
Validity: Permanent **CIN:** U67120GJ1996PTC029182

18. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that it contains true, factual and material information and does not contain any misleading information.

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

Sd/-	Sd/-	Sd/-
Ashok Vishindas Motiani	**Nanita Ashok Motiani**	**Kalpana Suman**
Chairman & Managing Director	Whole Time Director	Company Secretary & Compliance Officer
(DIN: 00124470**)**	**(DIN:** 00787809**)**	**(Membership Number:** A71241**)**

Date: March 19, 2024 **Place:** Ahmedabad

Criminal Court, Ludhiana
(complaint 138 negotiable instrument act)

In The Court Of Ms. Lovepreet Kaur Swaich JMIC, Ludhiana
Kotak Mahindra Bank
Vs.
Ravi Partap
CNR NO: PBLD03-056036-2020
COMA/ 10043/2020

Notice To: 1) Ravi Pratap Address :- R/o Ward No.11 Bright School Ke Samne, Phool Ganj, Banmore, Morena Banemore Khurd , Morena Madhya Pradesh

Whereas it has been proved to the satisfaction of this court that you the accused above named cannot be served in the ordnary way of service. Hence this proclamation under section 82 CRPC is hereby issued against you with a direction that you should appear personally before this court on 22-04-2024 at 10:00 a.m. or within 30 days from the date of publication of this proclamation take notice that, in default of your part to appear as directed above the above said case will be heard and determined as per law, in your absence Given under my hand and the seal of the court. for details logon to: https://highcourtchd.gov.in/?trs=district_notice&district=ludhiana JMIC Ludhiana

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Mahindra HOME FINANCE

मुख्य कार्यालय-महिन्द्रा रूरल हाउसिंग फाइनेंस लिमिटेड, यूनिट नं. 203, दूसरी मंजिल, बी विंग,अमिटी बिल्डिंग अगस्त्य कॉर्पोरेट पार्क, कुर्ला, मुंबई 400 070 CIN:U65922MH2007PLC169791
क्षेत्रीय कार्यालय-क्षेत्रीय कार्यालय:- तीसरी मंजिल, प्लॉट नंबर 46-47, श्रीनाथ टॉवर, कॉस्मो कॉलोनी, आम्रपाली मार्ग, वैशाली नगर, जयपुर - 302021

सार्वजनिक सूचना-शाखाओं को बंद करने हेतु

हम इसके द्वारा दिनांक 19.06.2024 से निम्नलिखित शाखा को बंद करने की सूचना देते हैं

शाखाओं का नाम	पता
ब्यावर	पहली मंजिल, बिल्डिंग जो अजमेर रोड, सेंट पुलिया, एसबीआई बैंक के पास, ब्यावर-305901, राजस्थान
खानपुर	ग्राउंड फ्लोर, बिल्डिंग मेघा हाईवे चौराहा के पास , दहीखेड़ा रोड, खानपुर- 326038, राजस्थान
लक्ष्मणगढ़	पहली मंजिल, बिल्डिंग पुराना बस स्टैंड, टोडी रोड, लक्ष्मणगढ़-332311, राजस्थान
श्रीमाधोपुर	पहली मंजिल, वार्ड नंबर 8, बिल्डिंग स्टेशन रोड के पास, एक्सिस बैंक के ऊपर, श्रीमाधोपुर- 332715, राजस्थान

उपर्युक्त तिथि के बाद उपरोक्त शाखा से परिचालन बंद कर दिया जाएगा
सभी ग्राहकों से अनुरोध है कि वे इसे नोट कर लें। हस्ताक्षर
स्थान-राजस्थान अधिकृत अधिकारी (महिन्द्रा रूरल हाउसिंग फाइनेंस लिमिटेड)

भारतीय नौवहन निगम लिमिटेड
(भारत सरकार का उद्यम)
SCI Navratna Company (ISO 9001:2015, ISO 14001:2015 & ISO 45001:2018 Certified)
शिपिंग हाउस, 245 मैडम कामा रोड, मुंबई-400021 (भारत)
दूरभाष संख्या: +91-22- 22853556 / 22772182
Email: amit.vatkar@sci.co.in/dirtos.sect@sci.co.in

सेकंडहैंड कंटेनर जहाज का अधिग्रहण

शिपिंग कॉर्पोरेशन ऑफ इंडिया लिमिटेड 15 साल तक पुराने सेकंडहैंड कंटेनर जहाज जो 9000 से 12000 टीईयू तक की क्षमता का हो, को अधिग्रहित करने में रुचि रखता है।

बोलीदाताओं से अनुरोध है कि वे अधिक जानकारी के लिए हमारी वेबसाइट www.shipindia.com या www.eprocure.gov.in पर जाएं।

भाग लेने वाले बोलीदाताओं को अपने प्रस्ताव 5 अप्रैल, 2024 को 1700 बजे (आईएसटी) तक उपरोक्त उल्लिखित पते पर निदेशक (टी एंड ओएस) को प्रस्तुत करने होंगे।

कार्गो मंजिल तक पहुँचाए, जीवन को राह दिखाए

प्ररुप संख्या आईएनसी–25ए
पब्लिक कंपनी से प्राइवेट कंपनी में संपरिवर्तन के लिए समाचार पत्र में प्रकाशित किया जाने वाला विज्ञापन

क्षेत्रीय निदेशक, कार्पोरेट कार्य मंत्रालय, उत्तरी क्षेत्र के समक्ष, नई दिल्ली
कंपनी अधिनियम, 2013 की धारा 14 और कंपनी (निगमन) नियम, 2014 के नियम 41 के मामले में
और
गणपति सिंथेटिक्स लिमिटेड
(CIN: U74899DL1994PLC061873)
जिसका पंजीकृत कार्यालय: **टेरेस, मकान नं. 22, तीसरी मंजिल, ब्लॉक 21 शक्ति नगर, दिल्ली–110007** में स्थित है, के मामले में
.... **आवेदक**

एतद्द्वारा आम जनता को सूचित किया जाता है कि यह कम्पनी उपरोक्त नियमावली के साथ पठित कम्पनी अधिनियम, 2013 की धारा 14 के अंतर्गत केंद्र सरकार के पास एक आवेदन करने तथा ऐसे रूपांतरण को प्रभावी करने के लिये कम्पनी को सक्षम बनाने के लिए **15 मार्च, 2024** को आयोजित असाधारण आम सभा में पारित विशेष प्रस्ताव के अनुसार कंपनी को एक प्राइवेट लिमिटेड कंपनी में रूपांतरित करने की इच्छुक है।

कंपनी के प्रस्तावित परिवर्तन / स्थिति के कारण, यदि किसी व्यक्ति का हित प्रभावित होने की संभावना है, तो वह व्यक्ति, इसका कारण देते हुए आपत्ति हलफनामा में उल्लेख करते हुए, जिसमें उनके हित / विपक्ष के आधार हों, इस सूचना के छपने के चौदह दिनों के भीतर **क्षेत्रीय निदेशक, उत्तरी क्षेत्र, कारपोरेट कार्य मंत्रालय, बी–2 विंग, दूसरा तल, पंडित दीनदयाल अंत्योदय भवन, सीजीओ कॉम्पलेक्स, नई दिल्ली–110003** को पंजीकृत डाक द्वारा प्रेषित करें तथा इसकी एक कॉपी आवेदक कंपनी को पंजीकृत पते **टेरेस, मकान नं. 22, तीसरी मंजिल, ब्लॉक 21 शक्ति नगर, दिल्ली–110007** में भी भेज दें।

आवेदक के लिए और उसकी ओर से
गणपति सिंथेटिक्स लिमिटेड
हस्ता / –
तिथि : 20.03.2024 **अनु बंसल** (निदेशक)
स्थान : दिल्ली **डीआईएन** : 05259701

आईएनसी–26
कैकर स्ट्रीट प्राईवेट लिमिटेड
CIN: U74999UP2019PTC124634, जिसका पंजीकृत कार्यालय टावर–I, 606, एस्सोटेक बिजनेस क्रेस्टर्रा, सेक्टर–135, नोएडा, उत्तर प्रदेश–201301, भारत में है, के मामले में
(सम्पर्क नं.: 7303166808,
ईमेल आईडीः amit.gupta@cakerstreet.com)
केन्द्र सरकार, (क्षेत्रीय निदेशक उत्तरी क्षेत्र) के समक्ष
कंपनी अधिनियम, 2013 की धारा 13 की उप–धारा (4) तथा कम्पनी (निगमन) नियमावली, 2014 के नियम 30 के उप–नियम (5) के क्लॉज (ए) के मामले में
तथा
कैकर स्ट्रीट प्राईवेट लिमिटेड जिसका पंजीकृत कार्यालयः टावर–I, 606, एस्सोटेक बिजनेस क्रेस्टर्रा, सेक्टर–135, नोएडा, उत्तर प्रदेश–201301, भारत में है, के मामले में
...... आवेदक कम्पनी

एतद्द्वारा आम जनता को सूचित किया जाता है कि **"उत्तर प्रदेश"** से **"रा.रा. क्षेत्र दिल्ली"** में उसके पंजीकृत कार्यालय को परिवर्तित करने के लिए कम्पनी को सक्षम बनाने के लिए 01.03.2024 को आयोजित असाधारण आमसभा में पारित विशेष प्रस्ताव के अनुसार कम्पनी के मेमोरैन्डम ऑफ एसोसिएशन के परिवर्तन की पुष्टि के लिए कम्पनी अधिनियम, 2013 की धारा 13 के अंतर्गत यह आवेदक कंपनी केन्द्र सरकार, क्षेत्रीय निदेशक में निहित के पास आवेदन करने का प्रस्ताव करती है।

कंपनी के पंजीकृत कार्यालय के इस प्रस्तावित परिवर्तन से यदि किसी व्यक्ति का हित प्रभावित होता हो, वे एमसीए–21 पोर्टल (www.mca.gov.in) पर निवेशक शिकायत प्रपत्र दाखिल करें अथवा उसके नीचे वर्णित पंजीकृत कार्यालय में आवेदक कंपनी को उसकी एक प्रति के साथ इस सूचना के प्रकाशन की तिथि से चौदह दिनों के भीतर क्षेत्रीय निदेशक को अपने हित की प्रकृति तथा आपत्ति के कारणों का उल्लेख करते हुए एक शपथ पत्र द्वारा समर्थित अपनी आपत्ति क्षेत्रीय निदेशक, उत्तरी क्षेत्र के पते: बी–2 विंग, 2रा तल, पं. दीन दयाल अन्त्योदय भवन, सीजीओ कॉम्प्लैक्स, नई दिल्ली–110003 में जमा करें या जमा कराएं या पंजीकृत डाक से भेजें:

टावर–I, 606, एस्सोटेक बिजनेस क्रेस्टर्रा, सेक्टर–135, नोएडा, उत्तर प्रदेश–201301, भारत

कृते, कैकर स्ट्रीट प्राईवेट लिमिटेड
राज पॉल गुप्ता
निदेशक
तिथिः 20.03.2024
स्थानः नोएडा DIN: 10229804

आईएनसी–26
कैन्डी स्ट्रीट प्राईवेट लिमिटेड
CIN: U46304UP2023PTC191174, जिसका पंजीकृत कार्यालय टावर–I, 606, छठा एस्सोटेक बिजनेस क्रेस्टर्रा, नोएडा, गौतम बुध नगर, नोएडा, उत्तर प्रदेश–201301, भारत में है, के मामले में
(सम्पर्क नं.: 7303166808,
ईमेल आईडीः amit@mycandystreet.com)
केन्द्र सरकार, (क्षेत्रीय निदेशक उत्तरी क्षेत्र) के समक्ष
कंपनी अधिनियम, 2013 की धारा 13 की उप–धारा (4) तथा कम्पनी (निगमन) नियमावली, 2014 के नियम 30 के उप–नियम (5) के क्लॉज (ए) के मामले में
तथा
कैन्डी स्ट्रीट प्राईवेट लिमिटेड जिसका पंजीकृत कार्यालयः टावर–I, 606, एस्सोटेक बिजनेस क्रेस्टर्रा, नोएडा, गौतम बुध नगर, नोएडा, उत्तर प्रदेश–201301, भारत में है, के मामले में
...... आवेदक कम्पनी

एतद्द्वारा आम जनता को सूचित किया जाता है कि **"उत्तर प्रदेश"** से **"रा.रा. क्षेत्र दिल्ली"** में उसके पंजीकृत कार्यालय को परिवर्तित करने के लिए कम्पनी को सक्षम बनाने के लिए 01.03.2024 को आयोजित असाधारण आमसभा में पारित विशेष प्रस्ताव के अनुसार कम्पनी के मेमोरैन्डम ऑफ एसोसिएशन के परिवर्तन की पुष्टि के लिए कम्पनी अधिनियम, 2013 की धारा 13 के अंतर्गत यह आवेदक कंपनी केन्द्र सरकार, क्षेत्रीय निदेशक में निहित के पास आवेदन करने का प्रस्ताव करती है।

कंपनी के पंजीकृत कार्यालय के इस प्रस्तावित परिवर्तन से यदि किसी व्यक्ति का हित प्रभावित होता हो, वे एमसीए–21 पोर्टल (www.mca.gov.in) पर निवेशक शिकायत प्रपत्र दाखिल करें अथवा उसके नीचे वर्णित पंजीकृत कार्यालय में आवेदक कंपनी को उसकी एक प्रति के साथ इस सूचना के प्रकाशन की तिथि से चौदह दिनों के भीतर क्षेत्रीय निदेशक को अपने हित की प्रकृति तथा आपत्ति के कारणों का उल्लेख करते हुए एक शपथ पत्र द्वारा समर्थित अपनी आपत्ति क्षेत्रीय निदेशक, उत्तरी क्षेत्र के पते: बी–2 विंग, 2रा तल, पं. दीन दयाल अन्त्योदय भवन, सीजीओ कॉम्प्लैक्स, नई दिल्ली–110003 में जमा करें या जमा कराएं या पंजीकृत डाक से भेजें:

टावर–I, यूनिट नं. 606, छठा एस्सोटेक बिजनेस क्रेस्टर्रा, नोएडा, गौतम बुध नगर, नोएडा, उत्तर प्रदेश–201301, भारत

कृते, कैन्डी स्ट्रीट प्राईवेट लिमिटेड
राज पॉल गुप्ता
निदेशक
तिथिः 20.03.2024
स्थानः नोएडा DIN: 10229804

VALENCIA NUTRITION LIMITED

Corporate Identification Number: L51909MH2013PLC381314
Registered Office: 601A, Neelkanth Business Park, Nathani Road, Vidyavihar (West), Mumbai - 400 086, Maharashtra, India.
Email id: compliance@valencianutrition.com | **Website:** www.valencianutrition.com
Contact Person: Nishi Jayantilal Jain, Company Secretary & Compliance Officer

PROMOTERS: MANISH TURAKHIA AND DEEPTHI ANAND#

NOTICE TO ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

ISSUE OF 83,78,012 EQUITY SHARES OF FACE VALUE OF ₹10.00/- (RIGHTS EQUITY SHARES) OF VALENCIA NUTRITION LIMITED ("VALENCIA" OR THE COMPANY OR THE "ISSUER") FOR CASH AT A PRICE OF ₹26/- (RUPEES TWELVE ONLY) PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹16/- (RUPEES TWO ONLY) PER RIGHTS EQUITY SHARE) ('ISSUE PRICE') FOR AN AMOUNT ₹2,178.28 LAKHS ON A RIGHTS ISSUE BASIS TO THE ELIGIBLE SHAREHOLDERS IN THE RATIO OF 15 (FIFTEEN) RIGHT SHARES FOR EVERY 10 (TEN) EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, MARCH 07, 2024 ('ISSUE'). THE ISSUE PRICE IS 2.6 TIMES THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED 'TERMS OF THE ISSUE' BEGINNING ON PAGE 140 OF THE LETTER OF OFFER.

#Company has received request letter cum undertaking from Deepthi Anand, Promoter of the Company on November 27, 2023 for reclassifying her shareholding from 'Promoter' to 'Public Category' under Regulation 31 A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our Company has initiated the process of re-classification of Deepthi Anand from 'Promoter' to 'Public Category' and has made the relevant application and other submissions as prescribed in the Listing Regulations to BSE for the same.

RIGHTS ISSUE PERIOD EXTENDED	
	LAST DATE FOR ON MARKET RENUNCIATION (OLD) - TUESDAY, MARCH 19, 2024
	ISSUE CLOSING DATE (OLD) - FRIDAY, MARCH 22, 2024
	LAST DATE FOR ON MARKET RENUNCIATION (NEW) - FRIDAY, APRIL 05, 2024
	ISSUE CLOSING DATE (NEW) - FRIDAY, APRIL 12, 2024

ASBA* **Simple, Safe, Smart way of Application - Make use of it!!!**
***Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below.**

Please note that in accordance with provisions of applicable circulars issued by SEBI, all QIBs, Non-Institutional Investors and Retail Individual Investors complying with the eligibility conditions prescribed by SEBI, shall only invest in the Issue through ASBA process, unless otherwise permitted by regulatory authorities or under applicable law. Accordingly, all Eligible Equity Shareholders who (a) hold Equity Shares in dematerialized form, (b) have not renounced their Rights Entitlement in part or in full, and (c) are not Renouncees, shall use the ASBA process to make an application in the Issue. Eligible Equity Shareholders who have renounced their Rights Entitlement in part, Renouncees and Eligible Equity Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and must apply for Rights Equity Shares only through the non-ASBA process, irrespective of the application amounts/applicant category.

ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non-ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. ***For details, see "Terms of the Issue - Procedure for Application" on page 140 of the Letter of Offer*.**

This is to inform the Eligible Shareholders of the Company that the date of closure of the Rights Issue, which opened on Friday, 15th March, 2024 and scheduled to close on Friday, 22nd March, 2024 has now been extended by the Company from Friday, 22nd March, 2024 to Friday, 12th April, 2024, vide the Board Meeting dated 19th March, 2024 in order to provide an opportunity to shareholders to exercise their rights in the Rights Issue.

Accordingly the last date of submission of the duly filled in CAF (along with the amount payable on application) is Friday, 12th April, 2024. Equity Shareholders of the Company who are entitled to apply for the Rights Issue as mentioned above are requested to take note of the issue closure date as Friday, 12th April, 2024. Accordingly there is no change in the LOF, CAF and ALOF except for modification in the issue closing date; resultant change in indicative time table of post issue activities on account of extension of issue closing date and to the extent stated in the ADDENDUM CUM CORRIGENDUM - NOTICE TO INVESTORS published in the advertisement dated Tuesday, 19th March, 2024 which appeared in newspapers on Wednesday, 20th March, 2024.

For, VALENCIA NUTRITION LIMITED
On behalf of the Board of Directors
Sd/-
Place: Mumbai **Manish Turakhia**
Date: 19th March, 2024 **Managing Director**

AdBaaz

CAPRI GLOBAL CAPITAL LIMITED

कैप्री ग्लोबल कैपिटल लिमिटेड
पंजीकृत एवं कॉर्पोरेट कार्यालय : 502, टॉवर–ए, पेनिनसुला बिजिनेस पार्क, सेनापति बापत मार्ग, लोअर परेल, मुम्बई–400013
सर्किल कार्यालय : 9–बी, दूसरी मंजिल, पूसा रोड, राजेन्द्र प्लेस, नई दिल्ली–110060

परिशिष्ट–IV-ए [नियम 8(6) एवं 9(1) के प्रावधान देखें]
अचल सम्पत्तियों की बिक्री हेतु विक्रय सूचना

प्रतिभूति हित (प्रवर्तन) नियम, 2002 के नियम 8(6) के प्रावधानों के साथ पठित वित्तीय आस्तियों के प्रतिभूतिकरण तथा पुनर्निर्माण एवं प्रतिभूति हित प्रवर्तन अधिनियम, 2002 के तहत अचल आस्तियों की बिक्री हेतु विक्रय सूचना। एतद्वारा जनसामान्य को तथा विशेष रूप से कर्जदार(रों) एवं जमानती(यों) को सूचना दी जाती है कि प्रतिभूत लेनदार के पास बंधक/प्रभारित नीचे वर्णित अचल सम्पत्ति जिस पर कैप्री ग्लोबल कैपिटल लिमिटेड प्रतिभूत लेनदार द्वारा रचनात्मक/भौतिक कब्जा कर लिया गया है, नीचे वर्णित कर्जदार से कैप्री ग्लोबल कैपिटल लिमिटेड प्रतिभूत लेनदार के नीचे वर्णित राशि की वसूली हेतु निम्नलिखित तिथियों पर "जहाँ है जैसे है", "जो है यही है" तथा "जो कुछ भी है वहीं है" आधार पर बिक्री की जायेगी। आरक्षित मूल्य, ईएमडी राशि तथा सम्पत्ति का विवरण नीचे वर्णित है।

क्र. सं.	1. कर्जदार(रों) का नाम 2. बकाया राशि	बंधक सम्पत्ति का विवरण	1. ई–नीलामी की तिथि एवं समय 2. ईएमडी जमा करने की अन्तिम तिथि 3. सम्पत्ति के निरीक्षण की तिथि एवं समय	1. आरक्षित मूल्य 2. सम्पत्ति की ईएमडी 3. वर्धित मूल्य
1.	1. श्री पुरुषोत्तम पी. ("कर्जदार") 2. श्री माधव एम. 3. सुश्री रेखा अग्रुलि (सह–कर्जदार) ऋण खाता संख्या **LNMENOI000014353** 19.03.2024 तक रु. 24,10,930/– (रुपये चौबीस लाख दस हजार नौ सौ तीस मात्र) लागू भावी ब्याज के साथ।	वाणिज्यिक दुकान खसरा नं. 270 का समस्त भाग, क्षेत्रफल माप 13 वर्ग मीटर, मौजा मथुरा बांगड़, तहसील एवं जिला मथुरा, उत्तर प्रदेश	1. ई–नीलामी दिनांकः **23.04.2024** (दोपहर 3:00 बजे से दोपहर 4:00 बजे के बीच) 2. केवाईसी के साथ ईएमडी जमा करने की अंतिम तिथिः 22.04.2024 3. निरीक्षण की तिथि; 20.04.2024	आरक्षित मूल्यः रु. 14,30,000/– (रुपये चौदह लाख तीस हजार मात्र) जमा धरोहर राशिः रु. 1,43,000/– (रुपये एक लाख तैंतालीस हजार मात्र) वृद्धि मूल्यः रु. 10,000/– (रुपये दस हजार मात्र)

बिक्री के विस्तृत नियम एवं शर्तों के लिए कृपया कैप्री ग्लोबल कैपिटल लिमिटेड प्रतिभूत लेनदार की वेबसाइट www.Capriglobal.in/auction/ में प्रावधानित लिंक का सन्दर्भ लें।

ऑनलाइन ई–नीलामी बिक्री के नियम एवं शर्तें :

1. सम्पत्ति की बिक्री "जहाँ है जैसे है, जो है वहीं है तथा उपचार रहित आधार" पर की जा रही है। क्योंकि बिक्री बिना किसी वारंटी तथा इंडेम्निटी के है।
2. ई–नीलामी बिक्री सूचना में सम्पत्ति/आस्तियों के विवरण (जैसे विस्तार तथा माप) प्रतिभूत लेनदार की सर्वोत्तम जानकारी के अनुसार लिखे गये हैं और प्रतिभूत लेनदार किसी त्रुटि, गलत बयानी या विलोपन के लिए उत्तरदायी नहीं होगा। वास्तविक विस्तार तथा माप में अन्तर हो सकता है।
3. प्रतिभूत लेनदार द्वारा निर्गत ई–नीलामी बिक्री सूचना अपनी संविदाएँ जमा करने हेतु जनसामान्य के लिए एक आमन्त्रण है और प्रतिभूत लेनदार के पक्ष में कोई प्रतिबद्धता या प्रतिनिधान नहीं नहीं निर्मित करती है और न करती हुई मानी जायेगी। इच्छुक संविदाकार को अपनी संविदाएं जमा करने से पूर्व सम्पत्ति/आस्तियों के स्वामित्व तथा वर्तमान दशा एवं सम्पत्ति को प्रभावित करने वाले दावों/बकायों के विषय में अपना स्वतन्त्र पूछताछ/ड्यू डिलिजेंस संचालित करने की सलाह दी जाती है।
4. नीलामी केवल वेबसाइट https://sarfaesi.auctiontiger.net के माध्यम से "ऑनलाइन इलेक्ट्रॉनिक मोड" में अथवा सेवा प्रदाता मैसर्स ई–प्रोक्योरमेंट टेक्नोलॉजीज लिमिटेड, अहमदाबाद द्वारा प्रावधानित ऑक्शन टाइगर मोबाइल एप के माध्यम से संचालित की जायेगी जो ई–नीलामी प्लेटफॉर्म के माध्यम से नीलामी की सम्पूर्ण प्रक्रिया की व्यवस्था तथा समन्वयन करेंगे।
5. इच्छुक संविदाकार अपने मकान/कार्यालय परिसर/किसी अन्य स्थान से ई–नीलामी में भाग ले सकते हैं। इंटरनेट कनेक्टिविटी की व्यवस्था संविदाकार को स्वयं सुनिश्चित करनी होगी। प्रतिभूत लेनदार/सेवा प्रदाता इंटरनेट कनेक्टिविटी, नेटवर्क समस्या, सिस्टम क्रैश डाउन, पॉवर फेल्योर आदि के लिए उत्तरदायी नहीं होंगे।
6. विवरण, सहायता, प्रक्रिया तथा ई–नीलामी पर ऑनलाइन बोली के लिए सम्भावित संविदाकार सेवा प्रदाता **मैसर्स ई–प्रोक्योरमेंट टेक्नोलॉजीज लि. ऑक्शन टाइगर, अहमदाबाद (सम्पर्क नं. 079–68136880/68136837), श्री रामप्रसाद, मोबाइल नं. 8000023297**, ई–मेल : ramprasad@auctiontiger.net से सम्पर्क कर सकते हैं।
7. ई–नीलामी में भाग लेने के लिए इच्छुक संविदाकार को अग्रिम रूप से अपना नाम **https://sarfaesi.auctiontiger.net** पर पंजीकृत कराना होगा और यूजर आईडी तथा पासवर्ड प्राप्त करना होगा। इच्छुक संविदाकारों को सेवा प्रदाता द्वारा प्राप्त होने के तुरन्त बाद अपना पासवर्ड बदल लेने की सलाह दी जाती है।
8. ई–नीलामी में भाग लेने के लिए, इच्छुक संविदाकार को आरक्षित मूल्य के 10% की प्रतिदेय ईएमडी जमा करनी होगी जो 22 अप्रैल, 2024 को या इससे पूर्व "कैप्री ग्लोबल कैपिटल लिमिटेड" के पक्ष में डिमाण्ड ड्राफ्ट/एनईएफटी/आरटीजीएस के माध्यम से जमा करनी है।
9. इच्छुक संविदाकार ईएमडी के प्रति डिमाण्ड ड्राफ्ट रेमिटेंस सहित विधिवत भरे संविदा प्रपत्र (प्रारूप **https://sarfaesi.auctiontiger.net** पर उपलब्ध है) एक मुहरबन्द लिफाफे में अधिकृत प्राधिकारी, कैप्री ग्लोबल कैपिटल लिमिटेड को सम्बोधित, क्षेत्रीय कार्यालय **प्लॉट सं. 9बी, दूसरी मंजिल, पूसा रोड, नई दिल्ली–110060** को प्रेषित करें जो 22 अप्रैल, 2024 को 03.00 बजे अप. तक भेजने हैं। मुहरबन्द लिफाफे पर "**कर्जदार का नाम**" की सम्पत्ति हेतु ऋण खाता सं. .... (जैसा ऊपर उल्लिखित है) में ई–नीलामी बिक्री में भाग लेने हेतु संविदा" लिखना होगा।
10. ईएमडी सहित संविदा जमा करने की अन्तिम तिथि समाप्त होने पर अधिकृत प्राधिकारी प्राप्त संविदाओं की जाँच करेंगे और क्वालिफाइड संविदाकारों (जिन्होंने आरक्षित मूल्य से अधिक अपने कोट किये हैं और प्रतिभूत लेनदार के पास निर्दिष्ट ईएमडी जमा कर दी है) के विवरण की पुष्टि सेवा प्रदाता मैसर्स ई–प्रोक्योरमेंट टेक्नोलॉजीज लिमिटेड के पास करेंगे ताकि केवल वे ही संविदाकार ऑनलाइन इंटर-से बोली/नीलामी प्रक्रिया में ई–नीलामी बिक्री सूचना में उल्लिखित तिथि एवं समय में भाग ले सकें।
11. क्वालिफाइड संविदाकारों के मध्य इंटर–से बोली क्वालिफाइड संविदाकारों द्वारा उच्चतम कोट की गयी बोली से प्रारम्भ होगी। इंटर-से बोली प्रक्रिया के दौरान "10" मिनट प्रत्येक का असीमित विस्तार समय होगा अर्थात् यदि बोली अन्तिम विस्तार के 10 मिनट के भीतर लगायी जाती है तो ई–नीलामी बोली का अन्तिम समय स्वतः 10 मिनट बढ़ जायेगा।
12. एक बार लगाई गयी बोली निरस्त नहीं होगी। संविदाकार का प्रदत्त यूजर आईडी से लगायी गयी बोली केवल उसी के द्वारा लगायी गयी मानी जायेगी।
13. ई–नीलामी प्रक्रिया बन्द होने के तुरन्त बाद उच्चतम संविदाकार ई–मेल द्वारा अधिकृत प्राधिकारी, कैप्री ग्लोबल कैपिटल लिमिटेड, क्षेत्रीय कार्यालय **प्लॉट सं. 9बी, दूसरी मंजिल, पूसा रोड, नई दिल्ली–110060** तथा सेवा प्रदाता के पास ई–नीलामी विक्रय में सफल संविदाकार घोषित होने के लिए अपने द्वारा कोट की गयी अन्तिम संविदा राशि की पुष्टि ई–मेल द्वारा करेगा।
14. सफल संविदाकार को बिक्री मूल्य का 25% (ईएमडी सहित) बिक्री के ही दिन जमा करना होगा तथा शेष 75% राशि कैप्री ग्लोबल कैपिटल लिमिटेड के पक्ष में डीडी/पे ऑर्डर/एनईएफटी/आरटीजीएस/चेक द्वारा बिक्री की तिथि से 15 दिनों के भीतर जमा करनी होगी।
15. सफल संविदाकार द्वारा निर्धारित अवधि में भुगतान करने में असफल होने पर बिक्री निरस्त कर दी जायेगी और पहले से जमा राशि (ईएमडी सहित) जब्त कर ली जायेगी और सम्पत्ति की पुनः बिक्री पर रखी जायेगी।
16. सफल संविदाकार के निवेदन पर अधिकृत प्राधिकारी उसके लिखित विवेक से संविदा राशि का शेष भाग जमा करने हेतु लिखित में अधिक समय की स्वीकृति दे सकते हैं।
17. सफल संविदाकार बिक्री मूल्य का 1% टीडीएस (बिक्री कार्यवाहियों से) जमा करेगा और अधिकृत प्राधिकारी के पास टीडीएस प्रमाणपत्र जमा करेगा तथा अधिकृत प्राधिकारी द्वारा प्रस्ताव स्वीकार करने की तिथि से 15 कार्यकारी दिनों के भीतर अथवा अधिकृत प्राधिकारी द्वारा उचित समझे जाने पर किसी अन्य विस्तारित तिथि तक ईएमडी समायोजित करने के पश्चात बिक्री मूल्य की सम्पूर्ण राशि (1% टीडीएस घटाने के पश्चात) जमा करनी होगी जिसमें असफल रहने पर धरोहर राशि जब्त कर ली जायेगी।
18. नगर निगम/पंचायत कर, बिजली के बकाये (यदि कोई) तथा किसी अन्य प्राधिकरण के बकाये (यदि कोई) का भुगतान बिक्री प्रमाणपत्र के निर्गमन से पूर्व सफल संविदाकार को करना होगा। संविदाएं जमा करने से पूर्व संविदाकार सम्पत्ति से सम्बन्धित समस्त वैधिक बकायों पर विचार करते हुए तैयार की जायेगी।
19. विक्रय प्रमाणपत्र सम्पूर्ण क्रय राशि/संविदा राशि जमा करने तथा समस्त करों/प्रभारों के भुगतान के परिप्रेक्ष्य में आवश्यक प्रमाण का उल्लेख करने के उपरान्त ही सफल संविदाकार के पक्ष में अधिकृत प्राधिकारी द्वारा निर्गत की जायेगी।
20. कन्वेयंस, स्टैम्प ड्यूटी, पंजीकरण शुल्क तथा सम्पत्ति के पंजीकरण हेतु प्रयोज्य विधिक प्रभारों का वहन नीलामी क्रेता द्वारा किया जायेगा।
21. अधिकृत प्राधिकारी बिना कोई कारण बताये ई–नीलामी बिक्री प्रक्रिया को स्थगित/निरस्त कर सकते हैं। यदि ई–नीलामी बिक्री निर्धारित तिथि के 15 दिनों से पूर्व किसी बाद की तिथि को स्थगित की जाती है तो इसे सेवा प्रदाता की वेबसाइट पर प्रदर्शित किया जायेगा।
22. अधिकृत प्राधिकारी का निर्णय अन्तिम, बाध्यकारी तथा प्रश्नविहीन रहित होगा।
23. संविदाएँ जमा करने वाले समस्त संविदाकार समझा जायेगा कि उन्होंने ई–नीलामी बिक्री के नियम एवं शर्तों को पढ़ और समझ लिया है और वे उनसे सहमत हैं।
24. सम्पत्ति में पड़ी हुई चल वस्तुएँ बिक्री का हिस्सा नहीं हैं।
25. **अधिक विवरण एवं पूछताछ के लिए सम्पर्क करें : अधिकृत प्राधिकारी, कैप्री ग्लोबल कैपिटल लिमिटेड, श्री सुशील गुप्ता, मोबाइल नं. 7400445137 तथा अन्य पूछताछ के लिए सुश्री कल्पना चेतनवाला–7738039346.**
26. यह प्रकाशन उपर्युक्त तिथि/स्थान पर नीलामी बिक्री आयोजित होने के विषय में प्रतिभूति हित (प्रवर्तन) नियम, 2002 के नियम 8(6) एवं 9(1) के अनुसार कथित उपर्युक्त ऋण खाते के कर्जदार/बंधककर्ता/जमानतियों हेतु 30 (तीस) दिनों की सूचना भी है।

विशेष निर्देश/चेतावनी : अन्तिम मिनट/सेकण्ड में बोली लगाने से संविदाकार स्वयं के हित में बचें। न तो कैप्री ग्लोबल कैपिटल लिमिटेड और न ही सेवा प्रदाता ऐसे मामलों में संविदाकार के पक्ष पर किसी खामी/विफलता (इंटरनेट फेल्योर, पॉवर फेल्योर आदि) के लिए उत्तरदायी होंगे। ऐसी विषम परिस्थिति से बचने के लिए संविदाकार समस्त आवश्यक व्यवस्थाएँ/विकल्प जैसे बैक–अप पॉवर सप्लाई तथा जो कुछ भी अन्य अपेक्षित हो, कर लें ताकि वे ऐसी विषम परिस्थिति से निपट सकें और नीलामी में सफलतापूर्वक भाग ले सकें।

स्थान : दिल्ली/एनसीआर तिथि : 20 मार्च, 2024 ह./– (अधिकृत प्राधिकारी) कैप्री ग्लोबल कैपिटल लिमिटेड

SMFG Grihashakti

एसएमएफजी इंडिया होम फाइनेंस कंपनी लिमिटेड
(पूर्ववर्ती फुलरटन इंडिया होम फाइनेंस कंपनी लिमिटेड)
निगमित कार्यालय : 503 एवं 504, 5वां तल, जी–ब्लॉक, इंस्पायर बीकेसी, बीकेसी मेन रोड, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पू), मुंबई–400051, महाराष्ट्र पंजीकृत कार्यालयः मेघ टॉवर्स, तृतीय तल, पुराना सं. 307, नई सं. 165, पूनमल्ली हाई रोड, मदुरावोयल, चेन्नई –600095, तमिलनाडु

अचल संपत्ति हेतु अधिग्रहण सूचना [(परिशिष्ट IV) नियम 8(1)]

जबकि, अधोहस्ताक्षरकर्ता ने एसएमएफजी इंडिया होम फाइनेंस कंपनी लिमिटेड (पूर्ववर्ती फुलरटन इंडिया होम फाइनेंस कंपनी लिमिटेड), एक हाउसिंग फाइनेंस कंपनी (राष्ट्रीय आवास बैंक के साथ विधिवत पंजीकृत (आरबीआई द्वारा पूर्णतः स्वामित्वकृत)) (यहां इसमें इसके उपरांत "एसएमएफएचएफसी" के रूप में संदर्भित) के प्राधिकृत अधिकारी के रूप में वित्तीय परिसम्पत्तियों के प्रतिभूतिकरण एवं पुनर्निर्माण तथा प्रतिभूति हित प्रवर्तन अधिनियम 2002 (2002 का 54) के अंतर्गत एवं प्रतिभूति हित (प्रवर्तन) नियमावली 2002 के नियम 3 के साथ पठित धारा 13(12) के अंतर्गत प्रदत्त शक्तियों के प्रयोगांतर्गत, एक मांग सूचना निर्गत की थी जिसमें संबंधित ऋणकर्ताओं को उक्त सूचना की प्राप्ति की तिथि से 60 दिवसों के अंदर प्रतिभुगतान करने को कहा गया था। यहां इसमें निम्न वर्णित ऋणकर्ता निर्धारित बकाया राशि का प्रतिभुगतान करने में विफल हो चुके हैं, अतएव एतद्द्वारा ऋणकर्ताओं तथा जनसामान्य को सूचित किया जाता है कि अधोहस्ताक्षरकर्ता ने यहां इसमें निम्न विवरणित संपत्ति का, उक्त नियमावली के नियम 8 के साथ पठित उक्त अधिनियम की धारा 13 की उप–धारा (4) के अंतर्गत उन्हें प्रदत्त शक्तियों के प्रयोगांतर्गत भौतिक अधिग्रहण कर लिया है। इसके उपरांत विशिष्ट रूप में ऋणकर्ताओं को तथा जनसामान्य को एतद्द्वारा इस संपत्ति के साथ संव्यवहार नहीं करने की चेतावनी दी जाती है तथा इन संपत्ति के साथ कोई भी संव्यवहार, यहां इसमें निम्नांकितानुसार राशि तथा इस राशि पर ब्याज हेतु "एसएमएफएचएफसी" के प्रभाराधीन होगा।

क्र सं	ऋणकर्ता(ओं) / गारंटर(रों) के नाम, एलएएन	प्रतिभूत परिसंपत्तियों (अचल संपत्ति) का विवरण	मांग सूचना तिथि एवं राशि	अधिग्रहण की तिथि
01.	लैन: 609130211129225 1. विशव सिंह भारती 2. विनय भारती	संपत्ति सं. आर–80 क्षेत्र माप 200 वर्ग गज (अर्थात् 167.22 वर्ग मीटर) अविकसित आवासीय क्षेत्र 16 वर्ग मीटर), इसके समस्त छत / छज्जा अधिकारों के साथ, खसरा सं. 60/5 में से, ग्राम हस्तसाल के क्षेत्र, मोहन गार्डन के रूप में अभिज्ञात दिल्ली कॉलोनी, ब्लॉक–आर उत्तम नगर, नई दिल्ली–110 059 में स्थित तथा निम्नानुसार परिसीमित है :– पूर्व– घर सं. आर–79–ए 9(ए), पश्चिम– घर सं. आर–81 (एम), उत्तर– सड़क 20 फुट, दक्षिण– गली 10 फुट।	दिनांक : 30.10.2023 रु. 64,36,178/– (रुपये चौंसठ लाख छत्तीस हजार एक सौ अठहत्तर मात्र) 25.09.2023 के अनुसार ब्याज के साथ	16.03.2024 (भौतिक अधिग्रहण)

स्थान : दिल्ली राजधानी
दिनांक : 16–03–2024
हस्ता./–
प्राधिकृत अधिकारी, एसएमएफजी इंडिया होम फाइनेंस कंपनी लिमिटेड
(पूर्ववर्ती फुलरटन इंडिया होम फाइनेंस कंपनी लिमिटेड)

Freshtrop

FRESHTROP FRUITS LIMITED

Corporate Identity Number (CIN): L15400GJ1992PLC018365
Registered Office: A-603, Sapath -IV, OPP Karnavati Club, S G Highway, Ahmedabad, Gujarat, India, 380015.
Phone: +91-79-40307050 –59 **Email:** secretarial@freshtrop.com; **Website:** www.freshtrop.com;
Contact Person: Kalpana Suman, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF FRESHTROP FRUITS LIMITED ("COMPANY") FOR THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

This Public Announcement (the **"Public Announcement"**) is being made in accordance with the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**"Buyback Regulations"**) and contains the disclosures as specified in Schedule II read with Schedule I to the Buy-back Regulations.

CASH OFFER FOR 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/- (RUPEES TEN ONLY) EACH AT A PRICE OF ₹ 175/- (RUPEES ONE HUNDRED SEVENTY-FIVE ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE "TENDER OFFER" ROUTE AS PRESCRIBED UNDER THE BUY-BACK REGULATIONS USING STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

1.1. The Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee including Buyback Committee constituted by Board to exercise its powers), at their meeting held on Monday, February 12, 2024 (the **"Board Meeting"**), pursuant to 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 Companies Act, 2013 (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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**"Listing Regulations"**), the Foreign Exchange Management Act, 1999, subject to approval of the shareholders by way of special resolution and subject to such other approvals, (including lender's approval, if required) permissions, sanctions and exemption 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 or any person authorised by the Board, 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 (**"Equity Shares"**) (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 (the **"Buy-back Price"**) 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 costs such as fees, brokerage, buy-back tax, securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to the Securities and Exchange Board of India (**"SEBI"**), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses etc., (the **"Transaction Cost"**) (the **"Buy-back Size"**), which represents 24.55% of the total paid-up equity share capital and free reserves (including securities premium account) of the Company as per the audited interim financial statements of the Company as on December 31, 2023, on a proportionate basis through the tender offer process using stock exchange mechanism (**"Tender Offer"**) as prescribed under the Buy-back Regulations, from all the equity shareholders / beneficial owners of the Equity Shares of the Company including promoters, members of promoter group and persons acting in concert of the Company who hold Equity Shares as on the record date (**"Buy-back Offer" / "Buy-back"**). Please refer to Paragraph 12 below for details regarding the Record Date and share entitlement for tendering in the Buyback. It is 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 (**"SEBI SAST Regulations"**).

1.2. In terms of Regulation 5(via) of the Buyback Regulations, the Board or Buy-back Committee may, till one working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buy-back Size.

1.3. Since the Buy-back is more than 10% of the paid up equity share capital and free reserves (including securities premium account) of the Company based on financial statements of the Company as per its latest audited interim financial statements as of December 31, 2023, the Board had sought approval of the shareholders of the Company for the Buy-back in terms of the Buyback Regulations and the Act.

1.4. The shareholders of the Company approved the Buy-back, by way of Special Resolution, through Postal Ballot only by voting through electronic means pursuant to a Postal Ballot Notice dated February 12, 2024 (**"Postal Ballot Notice"**), the result of which were announced on Monday, March 18, 2024.

1.5. The Buy-back Size does not include any brokerage, applicable taxes such as Buyback Tax (as defined below), securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to Securities and Exchange Board of India (**"SEBI"**), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. (**"Transaction Costs"**).

1.6. 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.

1.7. 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 SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and the Listing Regulations.

1.8. The Equity Shares of the Company are listed on the BSE Limited (**"BSE"**) with Scrip Code: 530077 and Security ID: FRSHTRP (BSE is hereinafter referred to as the **"Stock Exchange"**).

1.9. In terms of Buy-back Regulations, under the Tender Offer process, the 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 intended participation in the Buy-back have been given in para 8 hereinafter.

1.10. The aggregate paid-up share capital and free reserves (including securities premium account) of the Company as on December 31, 2023, based on audited interim financial statements is ₹ 13,722.81 lakhs. 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 audited interim 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 Monday, 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 audited interim financial statements of the Company as on December 31, 2023.

1.11. 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 by the Company during a financial year cannot exceed 24,73,725 Equity Shares, being 25% of the outstanding Equity Shares of the Company, i.e., 98,94,902 Equity Shares. Since the Company proposes to Buy-back up to 19,25,000 (Nineteen Lakhs Twenty-Five Thousand) Equity Shares, the same is within the aforesaid limit.

1.12. 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 interim audited financial statements of the Company as on December 31, 2023.

1.13. 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) (as defined hereinafter). Participation in the Buy-back by Eligible Shareholders will trigger tax on distributed income to such shareholders (**"Buy-back Tax"**) in India and such tax is to be discharged by the Company. This may trigger capital gains taxation in hands of shareholders in their country of residence if outside India. The transaction of Buy-back would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a Letter of Offer, which will contain a more 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 Buy-back.

1.14. A copy of this Public Announcement will be available on SEBI's website (www.sebi.gov.in) as well as on Company's website (www.freshtrop.com), the Manager to the Buy-back (www.vivro.net) and on the website of Stock Exchange (www.bseindia.com).

2. NECESSITY OF THE BUY-BACK

2.1. 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.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES

The maximum amount required under the Buy-back will not exceed ₹33,68,75,000/- (Rupees Thirty Three Crore Sixty-Eight Lakhs Seventy-Five Thousand only) (excluding Transaction Cost) which is not exceeding 25% of the aggregate of the total paid up equity share capital and free reserves of the Company (including securities premium account) as per the audited interim financial statements of the Company as on December 31, 2023. The funds for the implementation of the proposed Buy-back will be sourced out of the securities premium and free reserves of the Company and/or such other sources as may be permitted by law. The funds borrowed from banks and financial institutions, if any, will not be used for the Buy-back.

4. BUY-BACK PRICE AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

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 Buyback Offer Price has been arrived at after considering various factors including, but not limited to trends in the share prices, the net worth of the Company, price earnings ratio, possible impact of Buy Back on the earnings per share, 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.

The Buy-back Price represents a premium of:

a. 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

b. 5.29% over the closing market price of the Equity Shares on BSE as on the date of the Board Meeting.

5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY-BACK

The Company proposes to Buy-back up to 19,25,000 (Nineteen Lakhs Twenty-Five Thousand) fully paid-up Equity Shares of the Company representing 19.45% of total number of Equity Shares of the Company.

6. METHODOLOGY FOR BUY-BACK

6.1. 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, subject to applicable laws, 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.

6.2. As required under the Buy-back Regulations, Equity Shares to be bought back under Tender Offer are divided into two categories: (i) Reserved category for Small Shareholders (as defined hereinafter); and (ii) General category for all other shareholders. For further details, please refer to para 12 of this Public Announcement.

7. DETAILS OF SHAREHOLDING OF (i) PROMOTERS AND PROMOTER GROUP OF THE COMPANY, (ii) DIRECTORS AND PARTNERS OF PROMOTER GROUP COMPANIES / ENTITES OF THE COMPANY AND (iii) DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMPs") OF THE COMPANY

7.1. 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 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
	Total	**62,55,333**	**63.22**

(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 Tondon 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	-	-
	Total		**7,475**	**0.08**

7.2. The persons / entities mentioned in paragraph 7.1 have not purchased or sold any Equity Shares of the Company and there has been no change in their shareholdings for last twelve months prior to the date of the Board Meeting at which the Buy-back was approved till the date of Postal Ballot Notice i.e. February 12, 2024.

8. INTENTION OF THE PROMOTERS AND PROMOTER GROUP OF THE COMPANY TO TENDER EQUITY SHARES FOR BUY-BACK

8.1. 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
	Total	**62,55,333**	**62,55,333**

8.2. 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[1] (in ₹)	Nature of Transaction
1	June 14, 2003[3]	9,87,350	10	-	Opening Balance[2]
2	June 19, 2003[3]	-900	10	N.A. [4]	N.A. [4]
3	June 20, 2003[3]	-1,000	10	N.A. [4]	N.A. [4]
4	June 28, 2004[3]	55,100	10	N.A. [4]	N.A. [4]
5	March 28, 2005[3]	30,000	10	N.A. [4]	N.A. [4]
6	December 21, 2005[3]	-2,776	10	N.A. [4]	N.A. [4]
7	February 08, 2006[3]	-25,000	10	N.A. [4]	N.A. [4]
8	March 03, 2006[3]	-1,10,000	10	N.A. [4]	N.A. [4]
9	May 02, 2006[3]	1,400	10	N.A. [4]	N.A. [4]
10	October 27, 2006[3]	2,500	10	N.A. [4]	N.A. [4]
11	November 02, 2006[3]	-15,000	10	N.A. [4]	N.A. [4]
12	December 14, 2006[3]	3,000	10	108.56	Market Purchase
13	December 18, 2006[3]	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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

2) Ashok Vishindas Motiani

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	July 11, 2003	2,73,450	10	-	Opening Balance[2]
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[3]	20,000	10	N.A. [4]	N.A. [4]
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[3]	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[3]	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[3]	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[3]	5,220	10	N.A. [4]	N.A. [4]
61.	February 08, 2014	2,00,000	10	14.00	Conversion of Warrants
62.	June 09, 2014[3]	14,500	10	31.00	Off Market Purchase
63.	June 13, 2014[3]	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[3]	2,000	10	N.A. [4]	Off Market Purchase
72.	July 30, 2014[3]	8,000	10	N.A. [4]	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[3]	-27,259	10	N.A. [4]	N.A. [4]
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[3]	27,259	10	N.A. [4]	N.A. [4]
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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

3) Nanita Ashok Motiani

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	June 14, 2003[3]	2,18,400	10	-	Opening Balance[2]
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[3]	17,900	10	N.A.[4]	Off Market Purchase
7.	May 30, 2005	8,800	10	19.65	Market Purchase
8.	June 08, 2005[3]	-500	10	N.A.[4]	Market Sale
9.	June 24, 2005[3]	1,000	10	N.A.[4]	N.A.[4]
10.	August 26, 2005[3]	27,000	10	N.A.[4]	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[3]	500	10	63.84	Market Purchase
14.	September 13, 2006[3]	27,000	10	36.19	Off Market Purchase
15.	October 25, 2007	1,000	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

[1] excluding transaction costs like brokerage, STT, stamp duty etc.

[2] Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

[3] Above data has been extracted from Transaction Statement of the promoters.

[4] Not Available

4) Priyanka Tandon

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	June 14, 2003	73,300	10	-	Opening Balance[2]
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[3]	5,000	10	N.A.[4]	N.A.[4]
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[3]	2,000	10	N.A.[4]	Off Market Purchase
9.	April 06, 2005[3]	1,400	10	N.A.[4]	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

(Continued to next page)

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
12.	May 09, 2005	10,000	10	16.01	Market Purchase
13.	May 27, 2005[3]	18,400	10	N.A.[4]	Off Market Purchase
14.	June 08, 2005[3]	500	10	N.A.[4]	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

[1] *excluding transaction costs like brokerage, STT, stamp duty etc.*
[2] *Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.*
[3] *Above data has been extracted from Transaction Statement of the promoters.*
[4] *Not Available*

5) **Mayank Ramesh Tandon**

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	November 01, 2005	33,500	10	-	Opening Balance[2]
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[3]	100	10	N.A.[4]	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

[1] *excluding transaction costs like brokerage, STT, stamp duty etc.*
[2] *Details prior to November 01, 2005 are not available with the Company and the promoter and hence not disclosed here*
[3] *Above data has been extracted from Transaction Statement of the promoters.*
[4] *Not Available*

6) **Dipti Ashok Motiani**

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share[1] (in ₹)	Nature of Transaction
1.	June 14, 2003	1,50,000	10	-	Opening Balance[2]
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

[1] *excluding transaction costs like brokerage, STT, stamp duty etc.*
[2] *Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.*

9. NO DEFAULT

The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banks.

10. BOARD AND STATUTORY AUDITOR CONFIRMATION

10.1. The Board has confirmed that it has made full enquiry into the affairs and prospects of the company and has formed the opinion that:

a) immediately following the date of the Board Meeting 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 aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 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.

10.2. 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
Freshtrop 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 Freshtrop 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 audited interim 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 audited interim 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, refereed 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)

Sr. No	Particulars	Standalone Amount
A	**Paid up equity share capital and free reserves as on December 31, 2023, based on the condensed audited financial statements of the Company**	**989.49**
	Total paid-up Equity Share Capital	989.49
	Free Reserves, comprising	
	- Securities Premium Account	-
	- General Reserve	-
	- Retained Earnings*	12733.32
	Total Paid up Equity Share Capital and Free Reserves	**13722.81**
B	**The amount of Maximum Permissible Capital Payment towards the Buyback being lower of;**	
	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 **Place:** Ahmedabad
Designation: Managing Director **Date:** 12/02/2024

Unquote

11. PRIOR APPROVALS FROM LENDERS

As on date of this Public Announcement, the Company has outstanding facilities with Banks. It is confirmed that there is no breach of any covenants of the loans taken from all the Banks.

12. RECORD DATE AND SHAREHOLDERS' ENTITLEMENT

12.1. The Board has fixed **Tuesday, April 02, 2024** as the Record Date for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buy-back Offer (**"Eligible Shareholders"**).

12.2. In due course, Eligible Shareholders will receive a Letter of Offer along with a Tender/Offer Form indicating their entitlement for participating in the Buy-back. Even if Eligible Shareholder does not receive the Letter of Offer along with a Tender/Offer Form, the Eligible Shareholder may participate and tender shares in the Buy-back. The dispatch of the Letter of Offer shall be through electronic mode via email only, within 2 (two) working days from the Record Date and in case any shareholder requires physical copy of the Letter of Offer a request has to be sent to the Company or Registrar to the Buy-back to receive a copy of the Letter of Offer in physical form and the same shall be provided.

12.3. The Equity Shares proposed to be bought back as part of the Buy-back are divided in two categories:
a. Reserved category for Small Shareholders (defined hereinafter); and
b. General category for all other Eligible Shareholders.

12.4. As defined in the Buy-back Regulations, a **"Small Shareholder"** is a 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).

12.5. In accordance with Regulation 6 of the Buy-back Regulations, 15% of the number of Equity Shares which the Company proposes to Buy-back or number of Equity Shares entitled as per the shareholding of the Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buy-back.

12.6. On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of Eligible Shareholders, including Small Shareholders, to tender their Equity Shares in the Buy-back Offer. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buy-back applicable in the category to which such shareholder belongs. The final number of Equity Shares that the Company will buy-back from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not buy-back all of the Equity Shares tendered (over and above entitlement) by any Eligible Shareholders.

12.7. In order to ensure that the same Eligible Shareholder with multiple demat accounts / folios do not receive higher entitlement under Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number (**"PAN"**) shall be clubbed together for determining the category (Small Shareholder or General) and entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding Equity Shares in physical form where sequence of PAN is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buy-back will check the sequence of the names of the joint shareholders and club together the Equity Shares held in such cases where the sequence of the PANs and the name of the joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN shall not be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have different demat account nomenclature based on information prepared by 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.

12.8. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the Buy-back by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.

12.9. The participation of the Eligible Shareholders in the Buy-back is voluntary. Eligible Shareholders may also tender a part of their entitlement. Eligible Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation by some other Eligible Shareholders, if any, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buy-back, without any additional investment. If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of Buy-back entitlement to tender Equity Shares in the Buy-back.

12.10. The maximum number of Equity Shares that can be tendered under the Buy-back Offer by any Eligible Shareholder cannot exceed the number of Equity Shares held by the equity shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buy-back Regulations. The settlement of the tenders under the Buy-back Offer will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars, as may be amended from time to time and other relevant rules and regulations.

12.11. The Buy-back from non-resident members, Overseas Corporate Bodies (**OCBs**) and Foreign Institutional Investors (**FIIs**), Foreign Portfolio Investors (**FPIs**) and members of foreign nationality, if any, etc. shall be subject to such approvals as may be required including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under, if any and such approvals shall be obtained, as may be required by the shareholders. Further, 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 Shareholders and/ or the Stock Broker through which the Eligible Shareholder places the bid.

12.12. Detailed instructions for participation in the Buy-back Offer as well as the relevant schedule of activities will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders.

13. PROCESS AND METHODOLOGY FOR THE BUY-BACK

13.1. The Buy-back shall be open to all Eligible Shareholders, holding Equity Shares in demat form and physical form as on the Record Date.

13.2. 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.

13.3. 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 Offer and through whom the purchases and settlement on account of the Buy-back Offer would be made by the Company. The contact details of the Company's Broker are as follows:

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

13.4. 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 (**"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. 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 Shareholders are not able to bid using UCC facility through any other stock broker registered with BSE, the Eligible Shareholder may approach Company's Broker to place its bid subject to completion of 'know your customer' requirements as required by the Company's Broker. The Company / Registrar to the Buy-back shall provide the entitlement of Eligible Shareholders to the Clearing Corporation.

13.5. 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.

13.6. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such 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. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted subject to appropriate verification and validation by the Registrar.

13.7. Further, the Company will not accept shares tendered for Buy-back which are under restraint order of the court for transfer /sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise. The Company will not Buy-back Equity Shares, which are locked-in or non-transferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buy-back Offer.

13.8. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form:**

13.8.1. Eligible Shareholders who desire to tender their Equity Shares held by them in the dematerialised form under Buy-back Offer would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buy-back.

13.8.2. 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.

13.8.3. 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.

13.8.4. 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.

13.8.5. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the 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 the custodian again for confirmation.

13.8.6. 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., Depository Participant (**"DP"**) ID, Client ID, no. of Equity Shares tendered, etc.

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

13.9.1. 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.

13.9.2. 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.

13.9.3. 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 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.

13.9.4. 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 13.9.2 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 16 below) within 2 days of the bidding by the Seller Member. 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.

13.9.5. 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'.

13.9.6. 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.

13.9.7. 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.

13.9.8. 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 the 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.

(Continued to next page)

યૂનિયન बैंक ऑफ इंडिया Union Bank of India — A Government of India Undertaking

આણંદ શાખા, મહર્ષિ દયાનંદ માર્ગ, આણંદ જિલ્લો: આણંદ - 388001

લેણદારને વેચાણ વિશે માહિતી આપતી નોટિસ (30 દિવસની સૂચના)
નિયમ 6 (2)/8 (6) ઓફ સિક્યોરિટી ઈન્ટરેસ્ટ (એન્ફોર્સમેન્ટ) નિયમો 2002

પ્રતિ
શ્રી દીવાન રફીક્ષા મોતિષા (ઉધારકર્તા)
R/A-13/19/42, ગ્રીન પાર્ક સોસાયટી,
ઇનામ મસ્જિદ પાસે, 100 ફૂટ. રોડ,આણંદ,
ગુજરાત - 388001

વિષયઃ -નાણાકીય અસ્કયામતોના સુરક્ષા અને પુનઃનિર્માણ અને સુરક્ષા હિત અધિનિયમ, 2002 હેઠળ બેંકને બાકી રકમની વસૂલાત માટે દિવાન રફીક્ષા મોતીશાની મિલકતનું વેચાણ

યુનિયન બેંક ઓફ ઈન્ડિયા, આણંદ-1 શાખા, મહર્ષિ દયાનંદ માર્ગ, આણંદ, જિ. આણંદ, 388001, સિક્યોર્ડ લેણદારે 13.11.2023 ના રોજ સિક્યોરિટાઇઝેશન એન્ડ રિકન્સ્ટ્રક્શન ઓફ ફાઇનાન્શિયલ એસેટ્સ એન્ડ એન્ફોર્સમેન્ટ ઓફ સિક્યોરિટી ઇન્ટરેસ્ટ એક્ટ 2002 હેઠળ 13(2)ની ડિમાન્ડ નોટિસ આપી હતી, જેમાં તમને નિર્ધારિત સમયની અંદર લેણાં ચૂકવવા જણાવવામાં આવેલ હતું. તમે નિર્ધારિત સમયગાળામાં ઉક્ત નોટિસનું પાલન કરવામાં નિષ્ફળ ગયા હોવાથી, અધિકૃત અધિકારીએ 24.01.2024 ના રોજ સિક્યોરિટી ઇન્ટરેસ્ટ (એન્ફોર્સમેન્ટ) નિયમો, 2002 ના નિયમ 8 સાથે વાંચેલા અધિનિયમની કલમ 13(4) હેઠળ સ્થાવર સુરક્ષિત સંપત્તિનો કબજો લીધો છે.

સુરક્ષિત સંપત્તિનો કબજો લીધા પછી પણ, તમે બેંકની બાકી રકમ ચૂકવી નથી. આથી, આ નોટિસ મળ્યાની તારીખથી 30 દિવસ પછી ઓનલાઈન મોડ દ્વારા જાહેર ઈ-હરાજી યોજીને નીચે દર્શાવેલ મિલકતનું વેચાણ કરવું જરૂરી બન્યું છે. ઈ-હરાજીની તારીખ અને સમય સાથે મિલકતની અનામત કિંમત અને સેવા પ્રદાતાની વિગતો, જેમાં ઈ-હરાજી હાથ ધરવામાં આવશે, તમને અલગથી જાણ કરવામાં આવશે.

તેથી, જો તમે વેચાણની સૂચના પ્રકાશિત થયાની તારીખ પહેલાં બેંક દ્વારા કરાયેલા વ્યાજ, ખર્ચ, ચાર્જ અને ખર્ચ સહિત બેંકને બાકી રકમ ચૂકવો છો, તો મિલકતના વેચાણ માટે આગળ કોઈ કાર્યવાહી કરવામાં આવશે નહીં અને તમે તમારી મિલકતને તે 13(8) અધિનિયમ હેઠળ પરત મેળવી શકો છો.

મિલકતનું વર્ણન

તમામ ભાગ અને હિસ્સા સાથે નો રહેઠાણ લાયક ઘરનો R.S. નં. 86, ટીપીએસ નં. 09, F P NO. 10, સબ પ્લોટ નં. A/02, સર્વર રેસિડેન્સી, સલાટિયા રોડ, કાપડિયા પરિવાર પાસે આણંદ- 388001, કુલ વિસ્તાર 76.30 ચોરસ મીટર. **ચતુઃસીમા : પૂર્વ:** સબ પ્લોટ નંબર A/3, **પશ્ચિમ:** સબ પ્લોટ નં. A/1, **ઉત્તર:** 9.00 Mt વાઈડ રોડ, **દક્ષિણ:** માર્જિન છોડીને T P નંબર 09, F P નંબર 09.

સ્થળ: આણંદ — **અધિકૃત અધિકારી**
તારીખ: 20.03.2024 — **યુનિયન બેંક ઓફ ઈન્ડિયા**

કબજા નોટીસ

આથી મન્નપુરમ હોમ ફાયનાન્સ લીમીટેડે સિક્યોરાટાઈઝેશન અને રીકન્સ્ટ્રક્શન ઓફ ફાયનાન્સિયલ એસેટ્સ અને એન્ફોર્સમેન્ટ ઓફ સિક્યોરીટી ઇન્ટરેસ્ટ એક્ટ, ૨૦૦૨ (૨૦૦૨ ની ૫૪ (જણાવેલ એક્ટ) અને સિક્યોરીટી ઇન્ટરેસ્ટ (એન્ફોર્સમેન્ટ) નિયમો, ૨૦૦૨ (જણાવેલ નિયમો)ના નિયમ ૩ સાથે વંચાતી કલમ ૧૩(૧૨) હેઠળ પ્રાપ્ત સત્તાનો ઉપયોગ કરીને તારીક ૨૩.૧૦.૨૦૨૦ના રોજ માંગણા નોટીસ જારી કરીને દેવાદાર એટલે કે મુનેશ શ્યામસુંદર ગુપ્તા, ગુડિયા મુનેશ ગુપ્તા અને બ્રિજેશ શ્રીશિવવચન ચૌધરી જામીનદારો અને ગીરવેદારોને લોન એકાઉન્ટ નં. PU90PULONS000005003736 હેઠળની રકમ પરત ચુકવવા જણાવ્યું હતું. જેની વિગતો નીચે કોષ્ટકમાં જણાવેલ છે.

જત જણાવવાનું કે ત્યારબાદ, મન્નપુરમ હોમ ફાયનાન્સ લીમીટેડે એસાઈનમેન્ટ એગ્રીમેન્ટ તારીખ ૩૧.૦૩.૨૦૨૩ દ્વારા સિક્યોરીટી રીસીપ્ટસના હોલ્ડરોના લાભાર્થે આર્સિલ-રીટેલ લોન પોર્ટફોલિયો-૦૮૭-એ-ટ્રસ્ટ(આર્સિલ)ના ટ્રસ્ટી તરીકે તેની ક્ષમતામાં કાર્યરત એસેટ રીકન્સ્ટ્રક્શન કંપની (ઇન્ડિયા) લીમીટેડને દેવાદારો/જામીનદાર(રો)ને મન્નપુરમ હોમ ફાયનાન્સ લીમીટેડ દ્વારા અપાયેલ સવલતો દેવાદાર/જામીનદાર(રો)/ગીરવેદાર(રો) દ્વારા બાકી અને ચુકવવાપાત્ર ઋણ તેમજ નીચેની સ્થાવર મિલકતોના સંબંધમાં તમામ હકો, ટાઈટલ અને હિત સોંપેલ છે. પરિણામે, આ સોપણીને જોતાં, આર્સિલ હવે મન્નપુરમ હોમ પાયનાન્સ લીમીટેડનું સ્થાન લીધેલ છે અને આર્સિલ દેવાદાર/જામીનદાર(રો)/ગીરવેદાર(રો) સામે તમામ અને કોઇપણ પ્રક્રિયા શરૂ/ચાલુ કરવા અને તેમને અ પાયેલ નાણાંકિય સવલતો માટે દેવાદાર/જામીનદાર(રો)/ગીરવેદાર(રો) દ્વારા કરાયેલ અને સર્જાયેલ સિક્યોરીટી હિત અને જામીનને ટાંચમા લેવા તેમજ નાણાંકિય દસ્તાવેજો હેઠળના હકો અને લાભોને ટાંચમા લેવા હકદાર બનશે

દેવાદાર/જામીનદાર(રો)/ગીરેદાર(રો) આ રકમો ચુકવવામાં નિષ્ફળ ગયા હોવાથી, ખાસ કરીને દેવાદાર/જામીનદાર(રો)/ ગીરવેદાર(રો) અને જાહેર જનતાને જાણ કરવામાં આવે છે કે આર્સિલના નીચે સહી કરનાર અધિકૃત અધિકારીએ જણાવેલ નિયમોના નિયમ ૮ સાથે વંચાતી જણાવેલ એક્ટની કલમ ૧૩ની પેટા કલમ (૪) હેઠળ તે/તેણીને પ્રાપ્ત સત્તાનો ઉપયોગ કરીને અહીં નીચે જણાવેલ સ્થાવર લિમકતનો કબજો જ્યાં છે, જે છેના ધોરણે અહીં નીચે જણાવેલ તારીખે લઈ લીધો છે.

દેવાદાર/ જામીનદારનું નામ/	માંગણા નોટીસ	કબજાની તારીખ અને પ્રકાર
દેવાદાર મુનેશ શ્યામસુંદર ગુપ્તા સરનામુંઃ સી-૧૦૬, શાંતિનિકેતન પ્લાઝા, કેનાલ રોડ, સુરત, ગુજરાત, પિનકોડ-૩૯૪૩૦૫	રૂા. ૯,૮૦,૯૮૫.૬/- (રૂપિયા નવ લાખ એંસી હજાર નવસો પંચ્યાસી અને છ પૈસા પુરા) ૨૦.૧૦.૨૦૨૦ મુજબ તેમજ ૨૩.૧૦.૨૦૨૦ થી ઉપર જણાવેલ રકમ પર કરારના દરે ચડત વ્યાજ તેમજ આકસ્મિક ખર્ચ, કોસ્ટ, ચાર્જિસ વગેરે. નોટીસની તારીકઃ ૨૩.૧૦.૨૦૨૦	૧૬.૦૩.૨૦૨૪ ભૌતિક કબજો

મુનેશ શ્યામસુંદર ગુપ્તાની માલિકીની મિલકત : પહેલો માળ, ફ્લેટ નં. ૧૦૬, શાંતિનિકેતન પ્લાઝા, નવદુર્ગા ફળિયું, કોડદાર, સુરત-૩૯૪૩૨૭, ગુજરાત, ભારત ખાતેની મિલકત ક્ષેત્રફળ ૨૬૦.૧૨ ચો.મી., **ચતુઃસીમા:** ઉત્તરઃ અન્ય મિલકત, દક્ષિણ: પેસેજ પછી ફ્લેટ નં.એ-૧૦૨, પુર્વ: ફ્લેટ નં. સી-૧૦૭, પશ્ચિમ: સોસાયટીનો રોડ. અહી પછી **સ્થાવર મિલકત** તરીકે દર્શાવેલ છે.

ખાસ કરીને દેવાદાર/જામીનદાર(રો)/ગીરવેદાર(રો) અને જાહેર જનતાને આથી સાવધ કરવામાં આવે છે કે ઉપર જણાવેલ સ્થાવર મિલકતનો કાનુની કબજો આર્સિલ પાસે છે અને સરફૈસી એક્ટ, ૨૦૦૨ ની કલમ ૧૩(૧૩) હેઠળ, દેવાદાર/જામીનદાર(રો)/ગીરવેદાર(રો) અથવા કોઇપણ વ્યક્તિ આ નોટીસ મળ્યા પછી આર્સિલની આગોતરી મંજુરી વગર સ્થાવર મિલકતનું વેચાણ, ભાડે અથવા અન્ય રીતે સોદો/અન્યના નામે તબદીલ કરી શકશે નહી અને સ્થાવર મિલકતો સાથેના કોઇપણ સોદા આર્સિલની ઉપર જણાવેલ રકમ તેમજ ઉપર જણાવેલ રકમ પર કરારના દરે ચડત વ્યાજ તેમજ આકસ્મિક ખર્ચ, કોસ્ટ, ચાર્જિસ વગેરેના ચાર્જને આધિન રહેશે.

ઉપર જણાવેલ સ્થાવર મિલકતો છોડવા માટે ઉપલબ્ધ સમયના સંબંધમાં જણાવેલ એક્ટની કલમ ૧૩ ની પેટા કલમ (૮) ની જોગવાઇઓ પ્રત્યે દેવાદારો/જામીનદારો/ગીરવેદારોનું ધ્યાન દોરવામાં આવે છે.

સ્થળ : સુરત — **સહી/- અધિકૃત અધિકારી**
તારીખ : ૨૦.૦૩.૨૦૨૪ — **એસેટ રિકન્ટ્રક્શન કંપની (ઇન્ડિયા) લીમીટેડ**
આર્સિલ-રીટેલ લોન પોર્ટ ફોલિયો-૦૮૭-એ-ટ્રસ્ટના ટ્રસ્ટી

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એસેટ રીકન્સ્ટ્રક્શન કંપની ઇન્ડિયા લીમીટેડ.
CIN:U65999MH2002PLC134884 વેબસાઇટ: www.arcil.co.in
રજીસ્ટર્ડ ઓફીસ: ધ રૂબી, ૧૦મો માળ, ૨૯ સેનાપતી બાપટ માર્ગ, દાદર (પશ્ચિમ), મુંબઇ-૪૦૦૦૦૨૮, ફોન : ૦૨૨-૬૬૫૮૧૩૦
શાખાનું સરનામું: ઓફીસ નં.-જી, પહેલો માળ, સેન્ચ્યુરી પ્લાઝા, નં. ૫૬૦-૫૬૨, અન્ના સિલાઇ, ટેયનામ્પેટ ચેન્નાઇ-૬૦૦૦૧૮. ફોન : ૦૪૪-૪૮૫૮૬૯૭૧ થી ૭૫

यूनियन बैंक ऑफ इंडिया Union Bank of India — आन्ध्रा Andhra — कार्पोरेशन Corporation Bank

એસ.એ.એમ. શાખા અમદાવાદ

સુધારો : મે. એસ.આર.કે. ગ્રુપ

આ દૈનિક સમાચાર પત્રમાં છપાયેલ **તા. ૧૯.૦૩.૨૦૨૪** ના રોજ પઝેશન નોટીસ ના અનુસંધાને જણાવવાનું કે કૃપા કરીને નેટ પ્લોટ એરીયા (સ્કે.ફીટ.) અને બિલ્ટ અપ એરીયા (સ્કે. ફીટ.) ના બદલે **નેટ પ્લોટ એરીયા (સ્કે.મી.) અને બિલ્ટ અપ એરીયા (સ્કે. મી.)** એમ સુધારીને વાંચવી અને બાકી રહેલી રકમમાં શબ્દોમાં પૈસા લખવાનું બાકી રહી ગયેલ છે.

અન્ય બધી વિગતો યથાવત છે.

તારીખ : ૧૯.૦૩.૨૦૨૪ — **સહી/-, અધિકૃત અધિકારી,**
સ્થળ : સુરત — **યુનિયન બેંક ઓફ ઈન્ડિયા**

PUBLIC NOTICE FOR LOSS OF TITLE DOCUMENT

We, Mr Yogesh Chande and Mr Rajesh Chande, being the nominees and heirs of the undivided interest and title in Flat No. B-15, 2nd Floor (**"Flat"**) in New Shailaja Co-operative Housing Society Limited, Plot No. 16, T.P.S. III, Mahatma Gandhi Road, Ghatkopar (East), Mumbai - 400077 (**"Society"**) holding 5 (five) shares of Rs. 50/- each, bearing distinctive numbers 66 to 70 (both inclusive) and bearing Share Certificate No. 14, have misplaced the original Share Certificate in respect to the Flat.

All persons having any information or who may have found the original Share Certificate in respect to the Flat are requested to communicate the same to us on lawyer.regulatory@gmail.com.

Place: Mumbai
Date: March 20, 2024

PUBLIC NOTICE

We, Mr Yogesh Chande and Mr Rajesh Chande, the undersigned, are the nominees and heirs of the undivided interest and title in Flat No. B-15, 2nd Floor (**"Flat"**) in New Shailaja Co-operative Housing Society Limited, Plot No. 16, T.P.S. III, Mahatma Gandhi Road, Ghatkopar (East), Mumbai - 400077 (**"Society"**) holding 5 (five) shares of Rs. 50/- each, bearing distinctive numbers 66 to 70 (both inclusive) and bearing Share Certificate No. 14.

In case any person has any claim or objection of any nature whatsoever in the Flat, by way of inheritance or otherwise, are requested to contact at lawyer.regulatory@gmail.com within 10 (ten) days from the date of this notice, failing which any such claim into or upon the Flat or any part thereof shall be deemed to have waived and further action will be completed without any reference to such claim.

Place: Mumbai
Date: March 20, 2024

FISCHER CHEMIC LIMITED

(Corporate Identification No. L86900MH1993PLC288371)
("FCL"/ "TARGET COMPANY" / "TC")

Registered Office: 104, First Floor Raghuleela Mega Mall, Behind Poisar Depot, Kandivali West, Mumbai, Maharashtra, 400067; Phone No.: +91- 8655550209; Email id: fischerchemicltd@gmail.com; Website: www.fischerchemic.in

Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the Shareholders of Fischer Chemic Limited ("FCL" or "Fischer" or "Target Company") under regulation 26 (7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations")

Date	19.03.2024
Name of the Target Company	Fischer Chemic Limited
Details of the Offer pertaining to Target Company	Open Offer to acquire up to 1,43,00,000 Equity Shares of Rs. 10/- each representing 26.00% of the Expanded Equity and Voting Share Capital of the Target Company, to be acquired by the Acquirers, at a price of Rs. 12.00/- per Equity share payable in cash in terms of Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011.
Name(s) of the Acquirers	Time Medical International Ventures Pte Ltd (Acquirer-1), Mr. Shankar Varadharajan (Acquirer-2) and Mr. Ravindran Govindan (Acquirer-3)
Name of the Manager to the offer	Navigant Corporate Advisors Limited
Members of the Committee of Independent Directors ("IDC")	Chairman: Mr. Sanjay Jayantilal Jain Member: Mr. Krishna Kumar Omprakash Dubey Member: Ms. Jeena Dineshchandra Suthar
IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract/ relationship), if any	IDC Members are the Independent Directors of the Target Company. Neither Chairman nor Member of IDC holds any equity shares in the Target Company. None of them have entered into any other contract or have other relationship with the Target Company.
Trading in the Equity shares/other securities of the Target Company by IDC Members	No trading has been done by the IDC Members in the equity shares/ other securities of the Target Company.
IDC Member's relationship with the acquirers (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC Members have any relationship with the Acquirers.
Trading in the Equity shares/other securities of the acquirers by IDC Members	Not Applicable
Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable	The IDC Members believes that the Open Offer is fair and reasonable. However, the shareholders should independently evaluate the Offer and take informed decision in the matter.
Summary of reasons for recommendation	IDC recommends acceptance of the Open offer made by the Acquirers as the Offer price of Rs. 12.00/- per fully paid -up equity share is fair and reasonable based on the following reasons: 1. The Offer price appears to be reasonable considering book value & negative profitability of the Company. 2. The equity shares of the Target Company are infrequently traded shares within the meaning of explanation provided in Regulation 2(j) of SEBI (SAST) Regulations, 2011. 3. The offer price of Rs. 12.00/- per fully paid -up equity share offered by the Acquirer is equal to the Fair Value of equity share of the Target Company which is Rs. 12.00/- (Rupees Twelve only) as certified by Alpa N. Dhami, Independent Valuer, (Membership No. 102514), Proprietor of A. N. Dhami, Chartered Accountants, having their office situated at 503, Iccha Kutir, Vayudevyta Complex, Devidas Road, Borivali West, Mumbai-400103; Tel. No: +91 9819593929; Email: alpa.dhami@gmail.com vide valuation certificate dated December 15, 2023. The said valuation is carried out considering accepted valuation methodologies as approved by the Hon'ble Supreme court for the merger of TOMCO and HLL. Keeping in view above facts IDC is of opinion that Open Offer price is fair and reasonable and is in accordance with the relevant regulations prescribed in the Takeover Code and prima facie appear to be justified.
Details of Independent Advisors, if any.	None
Any other matter to be highlighted	No

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations.

Capitalized terms used in this announcement, but not defined, shall have the same meaning assigned to them in the PA, DPS and LOF.

For Fischer Chemic Limited
Sd/-
Sanjay Jayantilal Jain
Chairman-Committee of Independent Directors
DIN: 03162189

Place: Mumbai
Date: 19.03.2024

यूको बैंक (भारत सरकार का उपक्रम) सम्मान आपके विश्वास का — UCO BANK (A Govt. Of India Undertaking) HONOURS YOUR TRUST

પઝેશન નોટીસ

પરિશિષ્ટ - ૪ (નિયમ ૮(૧)) (સ્થાવર મિલકત માટે)

યુકો બેંક, સેન્ટ ઝેવીયર્સ શાખા, અમદાવાદ

આથી નીચે સહી કરનાર **યુકો બેંક** ના અધિકૃત અધિકારીશ્રીએ સિક્યોરીટાઈઝેશન એન્ડ રીકન્સ્ટ્રકશન ઓફ ફાઈનાન્શિયલ એસેટ્સ એન્ડ એન્ફોર્સમેન્ટ ઓફ સિકયુરીટી ઈન્ટરેસ્ટ અધિનિયમ, ૨૦૦૨ (નં. ૫૪ ઓફ ૨૦૦૨) તથા સિક્યોરીટી ઈન્ટરેસ્ટ (એન્ફોર્સમેન્ટ) રૂલ્સ, ૨૦૦૨ ના નિયમ ૩ સહિત વંચાતી કલમ ૧૩(૨) અંતર્ગત મળેલ સત્તાની રૂએ તા. **૧૦.૦૧.૨૦૨૪** ના રોજ ઉધારકર્તા / જામીનદાર **(૧). શ્રીમતી નીતા મધુસુદન વડનાલ, (૨). શ્રી મધુસુદન રાધેશ્યામ વડનાલ** ને માંગણા નોટીસ જારી કરીને નોટીસ મળ્યાના ૬૦ દિવસોની અંદર **રૂા. ૧૩,૪૫,૮૫૫.૧૬/- (રૂા. તેર લાખ પીસતાલીસ હજાર આઠસો પંચાવન અને સોળ પૈસા પુરા)** તા.૧૦.૦૧.૨૦૨૪ ના સુધી ના (તા. ૨૯.૧૨.૨૦૨૩ સુધીના વ્યાજ સહિત) ચુકવવા જણાવેલ.

ઉધારકર્તા સદરહુ રકમ ચુકવવામાં નિષ્ફળ ગયા હોવાથી ઉધારકર્તા તથા જાહેર જનતાને નોટીસ આપવામાં આવે છે કે સિક્યોરીટી ઈન્ટરેસ્ટ (એન્ફોર્સમેન્ટ) નિયમ, ૨૦૦૨ ની કલમ - ૧૩ ની પેટા કલમ (૪) અંતર્ગત નિયમ ૮ સાથે વંચાણે લેતાં આપેલી સત્તાની રૂએ અધોહસ્તાક્ષરીએ **તા. ૧૪.૦૩.૨૦૨૪** ના રોજ નીચે જણાવેલ મિલકતનો **પ્રત્યક્ષ કબજો** લઈ લીધેલ છે.

ઉધારકર્તા વિશેષ રૂપથી તથા જાહેર જનતાને આથી સદરહુ મિલકત અંગે કોઈપણ જાતનો વ્યવહાર ન કરવાની ચેતવણી આપવામાં આવે છે. સદરહુ મિલકત અંગે કરેલો કોઈપણ વ્યવહાર **યુકો બેંક** ની રકમ **રૂા. ૧૩,૪૫,૮૫૫.૧૬/- (રૂા. તેર લાખ પીસતાલીસ હજાર આઠસો પંચાવન અને સોળ પૈસા પુરા)** તા.૧૦.૦૧.૨૦૨૪ ના સુધી ના (તા. ૨૯.૧૨.૨૦૨૩ સુધીના વ્યાજ સહિત) ચુકવવા જણાવેલ.અને વ્યાજ સાથેના બોજાને સહિત રહેશે.

"સરફેસી કાયદાની કલમ ૧૩ની પેટા કલમ ૮ ની જોગવાઈ પ્રત્યે ઉધારકર્તાઓ અને / અથવા જામીનદારોની મુકરર મિલકત છોડાવવા માટે મળવા પાત્ર સમય બાબતે ધ્યાન દોરવામાં આવે છે."

સ્થાવર મિલકતનું વર્ણન

તમામ ભાગ અને હિસ્સા સાથેની સ્થાવર રહેઠાણ લાયક ફલેટ નં. એફ-૨૦૩, બીજા માળની સ્કીમ, ક્ષેત્રફળ ૬૫૬ સ્કે.મી. જે સૂર્યમ એલીગન્સ ફલેટ થી જાણીતી સર્વે નં. ૧૭૬, ક્ષેત્રફળ ૦-૯૯-૧૪ સ્કે.મી અને સર્વે નં. ૧૭૭ ક્ષેત્રેફળ ૧-૭૧-૯૯ સ્કે.મી., એકત્રીકરણ પર તમામ ૨-૭૦-૧૩ સ્કે.મી. પર સ્થાપેલ નો ટી.પી. નં. ૧૧૨ (ઓઢવ) બંન્ને નો સર્વે નં. બિન ખેતીલાયક જમીનનો રહેઠાણ લાયક હેતુ માટે, એરીયા સ્કે.મી. ૧૬૨૦૮ સ્કે.મી. નો સંયુક્ત ફાઈનલ પ્લોટ નં. ૧૯ નો મોજે ગામ ઓઢવ ની સીમ, તાલુકો અમદાવાદ સીટી (પૂર્વ) રજીસ્ટ્રેશન જીલ્લો સબ જીલ્લો સબ જીલ્લો અમદાવાદ-૭(ઓઢવ). **ચતુઃસીમા :- પૂર્વે :** લીફટ/ફલેટ નં. એફ-૨૦૨, **પશ્ચિમે :** આંતરિક રોડ/બ્લોક-વી, **ઉત્તરે :** ફલેટ નં. એફ-૨૦૪, **દક્ષિણે :** ફલેટ નં. એફ-૨૦૩.

સહી/-
તારીખ : ૧૪.૦૩.૨૦૨૪, સ્થળ : અમદાવાદ — **અધિકૃત અધિકારી, યુકો બેંક**

13.9.9. For Equity Shares held by Eligible Shareholders, being non-resident shareholders:
i. Eligible Shareholders, being non-resident shareholders (excluding foreign institutional investors/foreign portfolio investors) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
ii. In case the Equity Shares are held on repatriation basis, the non-resident shareholder shall obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident shareholder from the appropriate account (e.g. non-resident external (NRE) a/c.) as specified by RBI in its approval. In case the non-resident shareholder 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 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.
iii. 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.

13.9.10. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will only 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.

13.9.11. The website of 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) throughout the trading sessions and will be updated at specific intervals during the tendering period.

14. METHOD OF SETTLEMENT

14.1. 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.

14.2. Details in respect of shareholder's entitlement for the Buy-back shall be provided to Clearing Corporation by Company / Registrar to the 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.

14.3. 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.

14.4. 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.

14.5. 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 BSE and the Clearing Corporation from time to time.

14.6. The Equity Shares bought back in the dematerialized form would be transferred directly to the demat escrow account of the Company (**"Demat Escrow Account"**) provided it is indicated by the Company's Brokers or it will be transferred by the Company's Broker to the Company's demat account on receipt of the Equity Shares from the clearing and settlement mechanism of the BSE.

14.7. 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.

14.8. In relation to the physical Equity Shares:
14.8.1. If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates 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.
14.8.2. 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.

14.9. 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.

14.10. 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.

14.11. 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.

15. COMPLIANCE OFFICER

Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours between i.e., 10.00 AM IST. to 5.00 PM IST. on all working days except Saturday, Sunday and public holidays, at the following address:

Name:	Kalpana Suman
Designation:	Company Secretary & Compliance Officer
Address:	A-603, Sapath IV, S. G. Road, Ahmedabad - 380015, Gujarat, India.
Phone:	+91 79 4030 7050/56
Email:	investor@freshtrop.com; secretarial@freshtrop.com
Website:	www.freshtrop.com

16. REGISTRAR TO THE BUY-BACK / INVESTOR SERVICE CENTRE

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

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. **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

17. MANAGER TO THE BUY-BACK

VIVRO

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 **Website:** www.vivro.net
Contact Person(s): Shivam Patel/ Kevin Dhruve **SEBI Registration Number:** INM000010122
Validity: Permanent **CIN:** U67120GJ1996PTC029182

18. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that it contains true, factual and material information and does not contain any misleading information.

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

Sd/-	Sd/-	Sd/-
Ashok Vishindas Motiani	**Nanita Ashok Motiani**	**Kalpana Suman**
Chairman & Managing Director	Whole Time Director	Company Secretary & Compliance Officer
(DIN: 00124470**)**	**(DIN:** 00787809**)**	**(Membership Number:** A71241**)**

Date: March 19, 2024 — **Place:** Ahmedabad

FRANKLIN TEMPLETON

Franklin Templeton Mutual Fund
One International Centre, Tower 2, 12th & 13th Floor, Senapati Bapat Marg, Elphinstone (West) Mumbai -400013

Income Distribution cum capital withdrawal (IDCW) in certain schemes/plans/options of Franklin Templeton Mutual Fund

The Trustees of Franklin Templeton Mutual Fund have decided to distribute the following Income Distribution cum capital withdrawal (IDCW):

Name of the Schemes / Plans / Options	Face Value per Unit (₹)	Amount of IDCW per Unit# (₹)	NAV per Unit as on March 18, 2024 (₹)
Franklin India Corporate Debt Fund (FICDF)			
FICDF - Quarterly IDCW Plan	10.00	0.230	12.0434
FICDF - Quarterly IDCW Plan - Direct		0.260	13.6085
FICDF - Half Yearly IDCW Plan		0.500	12.9115
FICDF - Half Yearly IDCW Plan - Direct		0.530	14.9354
FICDF - Yearly IDCW Plan		1.050	17.1937
FICDF - Yearly IDCW Plan - Direct		1.250	19.3122
Franklin India Debt Hybrid Fund (FIDHF)			
FIDHF - Quarterly IDCW Plan	10.00	0.250	12.2986
FIDHF - Quarterly IDCW Plan - Direct		0.275	13.9812
Franklin India Money Market Fund (FIMMF)			
FIMMF - Quarterly IDCW Plan	10.00	0.135	10.8425
FIMMF - Quarterly IDCW Plan - Direct		0.145	11.3604
Franklin India Government Securities Fund (FIGSF)			
FIGSF - Quarterly IDCW Plan	10.00	0.085	10.4018
FIGSF - Quarterly IDCW Plan - Direct		0.125	11.7004
Franklin India Banking and PSU Debt Fund (FIBPDF)			
FIBPDF - IDCW Plan	10.00	0.135	10.5755
FIBPDF - IDCW Plan - Direct		0.145	11.1550

The Record Date for the same will be March 22, 2024 (Friday). If in case the Record Date falls on a non-Business Day, the immediately following Business Day shall be the Record Date. All the Unitholders / Beneficial Owners of the IDCW plan / option of the scheme whose names appear in the records of Registrar / Depositories as on the Record Date shall be entitled to receive IDCW. The investors in the IDCW re-investment plan/option will be allotted units for the IDCW amount at the NAV of next Business Day after the Record Date.

Please note that the IDCW payout shall be subject to the availability of distributable surplus and if the available distributable surplus as on the record date is lower than the aforementioned IDCW rate, then the available distributable surplus shall be paid out. The payout shall be subject to tax deducted at source i.e. TDS, as applicable.

Pursuant to payment of IDCW, the NAV of the scheme would fall to the extent of payout and statutory levy (if applicable).

For **Franklin Templeton Asset Management (India) Pvt. Ltd.**
(Investment Manager of Franklin Templeton Mutual Fund)

Sd/-

Authorized Signatory
Date: March 19, 2024

Mutual Fund investments are subject to market risks, read all scheme related documents carefully.