

## LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered Equity Shareholder of Freshtrop Fruits Limited (the "Company") as on the Record Date in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations"). If you require any clarifications about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buy-Back i.e. Chartered Capital And Investment Limited or the Registrar to the Buy Back i.e. Bigshare Services Private Limited. Please refer to the section on "Definitions" for the definitions of the capitalized terms used herein.



### FRESHTROP FRUITS LIMITED

Corporate Identification No. (CIN) : L15400GJ1992PLC018365

Registered Office:A-603, Sapath-IV, Opp Karnavati Club, SG Highway, Ahmedabad 380015,

Contact Person: Mr. Ronak Dhruve, Company Secretary & Compliance Officer

Tel : +91-79-40307050-57, Email:secretarial@freshtrop.com, Website: www.freshtrop.com

**Cash offer to buyback upto 10,00,000 (Ten Lacs only) fully paid-up equity shares of face value of Rs 10 each ("Equity Shares"), representing 8.23% of the total paid up equity share capital, from all the fully paid-up Equity Shareholders/ Beneficial Owners of the Equity Shares of the Company as on the Record Date, i.e. October 11, 2019, on a proportionate basis, through the "Tender Offer" route, at a price of Rs.110 (Rupees One Hundred and Ten Only) per Equity Share ("Buyback Price") for an aggregate amount of upto Rs. 11,00,00,000 (Rupees Eleven Crores Only) (the "Maximum Buyback Size").**

- 1) The Buyback is in accordance with the Article 73 of the Articles of Association of the Company, provisions of Sections 68, 69, 70 and 110 & all other applicable provisions, if any, of the Companies Act 2013, as amended and to the extent notified (the "Companies Act"), Buyback Regulations, and is further subject to such other approvals, permissions, exemptions and sanctions as may be necessary, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to SEBI and the Stock Exchanges i.e. BSE. **For the purpose of this Buyback, BSE is the Designated Stock Exchange.**
- 2) The Maximum Buyback Size is 14.47% of the aggregate of fully paid-up Equity Share capital and free reserves as per the latest audited financial statements of the Company, for the financial year ended March 31, 2019 and is within the statutory limits of 25% of the fully paid-up Equity Share capital and free reserves as per the latest audited financial statements of the Company.
- 3) This Letter of Offer will be sent to the Equity Shareholders/Beneficial Owners of Equity Shares as on the Record Date **i.e. October 11, 2019.**
- 4) The procedure for acceptance is set out in paragraph 20 on page 29 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the "Tender Form") is enclosed together with this Letter of Offer.
- 5) The payment of consideration is in cash to the Eligible Shareholder. For further details on the mode of consideration, please refer to paragraph 20 on page 29 of this Letter of Offer.
- 6) A copy of the Public Announcement and the Letter of Offer (including the Tender Form) shall also be available on the website of Securities and Exchange Board of India- <http://www.sebi.gov.in>
- 7) Equity Shareholders are advised to refer to Details of the Statutory Approvals and Note on Taxation on paragraph 17 on page 24 and paragraph 21 on page 34, respectively, of this Letter of Offer, before tendering their Equity Shares in the Buyback.

**BUY BACK OPENS ON: THURSDAY, NOVEMBER 21, 2019 BUY BACK CLOSES ON: WEDNESDAY, DECEMBER 4, 2019**

**LAST DATE/ TIME OF RECEIPT OF COMPLETED APPLICATION FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR: FRIDAY, DECEMBER 6, 2019**

**MANAGER TO THE BUY-BACK**

**REGISTRAR TO THE BUY BACK**



**Chartered Capital And Investment Limited**  
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006  
**Tel:** +91-79-2657 7571/2657 5337, **Fax:** +91-79-2657 5731  
**Email:** info@charteredcapital.net,  
**Website:** www.charteredcapital.net  
**Investor Grievance Email:**  
investor.relation@charteredcapital.net  
**Contact Person:** Mr. Manoj Kumar Ramrakhyani  
/Mr. Sagar Bhatt  
**SEBI Registration No.:** INM000004018, **Validity:** Permanent  
**CIN:** L45201GJ1986PLC008577



**Bigshare Services Pvt. Ltd.**

**Bigshare Services Private Limited**  
1<sup>st</sup> Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400059  
**Tel:** +91-22- 6263 8200; **Fax:** +91-22- 6263 8280  
**Email:** buybackoffer@bigshareonline.com  
**Website:** www.bigshareonline.com  
**Contact person:** Mr. Arvind Tandel;  
**SEBI Registration Number:** INR000001385  
**Validity Period :** Permanent  
**CIN:** U99999MH1994PTC076534

## TABLE OF CONTENTS

1. SCHEDULE OF ACTIVITIES .....	3
2. DEFINITION OF KEY TERMS .....	3
3. DISCLAIMER CLAUSE .....	5
4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS .....	6
5. DETAILS OF THE PUBLIC ANNOUNCEMENT .....	7
6. DETAILS OF THE BUY BACK .....	8
7. AUTHORITY FOR THE BUY BACK .....	9
8. NECESSITY OF THE BUY BACK .....	10
9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUY BACK ON THE COMPANY .....	10
10. BASIS OF CALCULATING THE BUY BACK PRICE .....	18
11. SOURCES OF FUNDS FOR THE BUY BACK .....	19
12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN .....	19
13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN .....	19
14. BRIEF INFORMATION OF THE COMPANY .....	20
15. FINANCIAL INFORMATION ABOUT THE COMPANY .....	22
16. STOCK MARKET DATA .....	23
17. DETAILS OF THE STATUTORY APPROVALS .....	24
18. DETAILS OF THE REGISTRAR TO THE BUY BACK .....	25
19. PROCESS AND METHODOLOGY FOR THE BUY BACK .....	25
20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT .....	29
21. NOTE ON TAXATION .....	34
22. DECLARATION BY THE BOARD OF DIRECTORS .....	36
23. AUDITORS CERTIFICATE .....	36
24. DOCUMENTS FOR INSPECTION .....	39
25. DETAILS OF THE COMPLIANCE OFFICER .....	39
26. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS .....	39
27. DETAILS OF INVESTOR SERVICE CENTRE .....	39
28. DETAILS OF THE MANAGER TO THE BUY-BACK .....	40
29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER .....	40

## 1. SCHEDULE OF ACTIVITIES

Activity	Day & Date
Date of the Board meeting to approve the proposal for Buy Back of Equity Shares	Friday, August 23, 2019
Date of declaration of the result of the Shareholders' resolution, approving the Buyback (i.e. date of AGM)	Thursday, September 26, 2019
Date of publication of Public Announcement for the Buy Back	Monday, September 30, 2019
Record Date for determining the Buy Back Entitlement and the names of Eligible Shareholders	Friday, October 11, 2019
Buy Back opens on / date of opening of Buy Back	Thursday, November 21, 2019
Buy Back closes on / date of closing of Buy Back	Wednesday, December 4, 2019
Last date of receipt of completed Tender Forms and other specified documents by the Registrar and Transfer Agent	Friday, December 6, 2019
Last date of verification by Registrar	Tuesday, December 10, 2019
Last date of providing Acceptance to the Stock Exchanges by the Registrar	Wednesday, December 11, 2019
Last date of settlement of bids on the Stock Exchange	Friday, December 13, 2019
Last date of return of unaccepted demat shares by Stock Exchange to Selling Member /Eligible Shareholders	Friday, December 13, 2019
Last date of extinguishment of Equity Shares	Friday, December 20, 2019

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

## 2. DEFINITION OF KEY TERMS

<b>Acceptance</b>	Acceptance of fully paid-up Equity Shares tendered by Eligible Shareholders in the Buy Back Offer.
<b>Articles</b>	Articles of Association of the Company.
<b>Additional Equity Shares</b>	Additional Equity Shares tendered by an Eligible Shareholders over and above the Buy Back Entitlement of such Eligible Shareholders.
<b>Board/ Board of Directors</b>	Board of Directors of the Company.
<b>BSE</b>	BSE Limited.
<b>Buy Back Offer</b>	Offer by Freshrop Fruits Limited to buy back up to maximum of 10,00,000 fully paid up equity shares at a price of Rs.110 per equity share from all the equity shareholders, as on the record date of the Company through the <b>Tender Offer process</b> on a proportionate basis.
<b>Buy Back Entitlement or Entitlement ratio</b>	The number of Equity Shares that an Equity Shareholder is entitled to tender in the Buy Back Offer, based on the number of Equity Shares held by that Equity Shareholder, on the Record Date and the ratio of Buy Back applicable in the category, to which such Equity Shareholder belongs.
<b>Buy-back period</b>	Period from the date of passing of special resolution by the shareholders of the Company approving the buyback i.e. September 26, 2019 till the date on which payment of consideration to shareholders who have accepted the buyback offer is made i.e. Friday, December 13, 2019.
<b>Buy Back Price</b>	Price at which Equity Shares will be bought back from the Equity Shareholders i.e. Rs.110 per fully paid up Equity Share, payable in cash.
<b>Buyback Regulations</b>	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 including any statutory modifications or re-enactments thereof.
<b>Maximum Buy Back Size</b>	Maximum number of Equity Shares proposed to be bought back i.e. upto 10,00,000 Equity Shares multiplied by the Buy Back Price of Rs.110 per Equity Share aggregating upto Rs.11,00,00,000 (Rupees Eleven Crores)

	Only).
<b>CDSL</b>	Central Depository Services (India) Limited.
<b>Company</b>	Freshtrop Fruits Limited.
<b>Companies Act</b>	The Companies Act, 2013.
<b>Depositories</b>	Collectively, National Securities Depository Limited and Central Depository Services(India) Limited.
<b>Designated StockExchange</b>	BSE Limited.
<b>Directors</b>	Directors of the Company.
<b>Draft Letter of Offer/DLoF/ DLOO</b>	Draft letter of offer, filed with SEBI through the Manager to the Buy-Back,containing disclosures in relation to the Buy Back as specified in Schedule III of the Buyback Regulations.
<b>DP</b>	Depository Participant.
<b>Eligible Shareholders(s)</b>	Equity Shareholder(s) eligible to participate in the Buy Back Offer and would mean all Equity Shareholders as on the Record Date being October 11, 2019
<b>Equity Shares</b>	Fully paid up Equity Shares of face value of Rs.10 each of Freshtrop Fruits Limited.
<b>Equity Shareholder</b>	Holders of the Equity Shares and includes beneficial owners thereof.
<b>Escrow Account</b>	The Escrow Account titled “ <b>Freshtrop Fruits Limited–Buyback Offer–Escrow a/c</b> ” opened with Axis Bank Limited.
<b>Escrow Agent</b>	Axis Bank Limited.
<b>Escrow Agreement</b>	The escrow agreement dated September 26, 2019 entered into between the Company, Axis Bank Limited and Chartered Capital And Investment Limited.
<b>FEMA</b>	Foreign Exchange Management Act, 1999, as amended.
<b>FII(s)/FPI(s)</b>	Foreign Institutional Investor(s)/Foreign Portfolio Investor(s)
<b>HUF</b>	Hindu Undivided Family.
<b>IT Act/ Income Tax Act</b>	Income Tax Act, 1961, as amended.
<b>Letter of Offer/LoF/LOO</b>	The letter of offer dated November 8, 2019to be filed with SEBIcontaining disclosures in relation to the Buy-Back as specified in Schedule III of the SEBI Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer.
<b>Manager to the Buy-Back</b>	Chartered Capital And Investment Limited.
<b>Non-Resident Shareholders</b>	Includes Non-resident Indians (NRI), Foreign Institutional Investors (FII) and ForeignPortfolio Investors (FPI) and erstwhile Overseas Corporate Bodies (OCB) and Foreign Nationals.
<b>NSDL</b>	National Securities Depository Limited.
<b>Promoters/ Promoter and Promoter Group</b>	Promoters/ Promoter and Promoter Group as have been disclosed under the filings made by the Company under the listing agreement/ Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
<b>Public Announcement</b>	Public announcement regarding the Buy Back datedSeptember 27, 2019, published in all editions of Financial Express (English National Daily), Jansatta (Hindi National Daily) and Financial Express (Gujarati Language Daily-Ahmedabad edition)on Monday, September 30, 2019.
<b>RBI</b>	Reserve Bank of India
<b>Recognized StockExchange</b>	BSE, being the stock exchanges where the Equity Shares of the Company arelisted.
<b>Record Date</b>	The date for the purpose of determining the Buy Back Entitlement and the names of theEquity Shareholders to whom the Letter of Offer and Tender Form will be sent, and who are eligible to participate in the proposed Buy

	Back offer in accordance with the Buyback Regulations. The Record Date for the Offer is October 11, 2019.
<b>Registrar to the Buy back</b>	Bigshare Services Private Limited
<b>Rules</b>	Rules notified under The Companies Act, 2013.
<b>SEBI</b>	Securities and Exchange Board of India.
<b>Seller Member/ Seller Broker</b>	A stock broker (who is a member of the Designated Stock Exchange) of an Eligible Shareholders, through whom the Eligible Shareholders wants to participate in the Buyback.
<b>Small Shareholder</b>	An Equity Shareholder, who holds Equity Shares of market value not more than two lakhs Rupees, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on the Record Date i.e October 11, 2019.
<b>Tender Form</b>	Form of Acceptance–cum–Acknowledgement.
<b>Tender Offer</b>	Method of buy back as defined in Regulation 2(i)(q) of the Buyback Regulations.
<b>TRS</b>	Transaction Registration Slip.
<b>Working Day</b>	Working day shall have the meaning ascribed under Regulation 2(i)(s) of the SEBI Buyback Regulations.

### 3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI.

It is to be distinctly understood that submission of this Letter of Offer to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buy Back commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buy-Back, Chartered Capital And Investment Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and Buyback Regulations. This requirement is to facilitate investors to take an informed decision for tendering their Equity Shares in the Buy Back.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buy-Back is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buy-Back, Chartered Capital And Investment Limited, has furnished to SEBI a Due Diligence Certificate dated October 7, 2019 in accordance with Buyback Regulations, which reads as follows:

*“We have examined various documents and materials relevant to the Buyback, as part of the due diligence carried out by us in connection with the finalisation of the Public Announcement and the Draft Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:*

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

The filing of offer document with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, as amended or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

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

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

#### **4. DETAILS OF BUYBACK RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS**

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on August 23, 2019. The extracts of the Board resolution are as follows:

**“RESOLVED THAT** pursuant to the provisions of Clause 73 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and any other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”), the Companies (Share Capital and Debentures) Rules, 2014, as amended, and the Companies (Management and Administration) Rules 2014, as amended and to the extent applicable and other applicable rules made under the Companies Act, 2013 and in compliance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “Buyback Regulations”), including any amendments, statutory modifications or re-enactments for the time being in force, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the Securities and Exchange Board of India (“SEBI”), the stock exchanges on which the Equity Shares of the Company are listed (the “Stock Exchanges”) and other authorities, institutions or bodies (the “Appropriate Authorities”), the Board hereby approves the buy back by the Company up to 10,00,000 (Ten Lacs Only) fully paid-up equity shares of face value of Rs.10 (Rupees Ten Only) each of the Company (“Equity Shares”) at a price of Rs.110 (Rupees One Hundred Ten Only) per Equity Share (“Buyback Price”) payable in cash for an aggregate consideration amount not exceeding Rs. 11,00,00,000 Crores (Rupees Eleven Crores only) (“Maximum Buyback Size”) (excluding any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisors/legal fees, public announcement publication expenses, printing and dispatch expenses, other transaction costs viz. brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, other incidental and related expenses, etc.) being 14.47 % of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited financial statements of the Company for the financial year ended March 31, 2019, on a proportionate basis through the “tender offer” route as prescribed under the Buyback Regulations, from all the shareholders who hold Equity Shares as of the record date (the process being referred hereinafter as “Buyback”).

**“RESOLVED FURTHER THAT** all of the shareholders of the Company will be eligible to participate in the Buyback, including promoters and promoter group of the Company (including members thereof) and persons in control (including persons acting in concert), who hold Equity Shares as of the record date to be subsequently decided by the Board or a committee of the Board (“Record Date”).”

**“RESOLVED FURTHER THAT** 15% of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the Buyback Regulations.”

**“RESOLVED FURTHER THAT** the Company shall implement the Buyback through the “tender offer” route as prescribed under the Buyback Regulations and the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the circulars issued in relation thereto, including the circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 including any amendments or statutory modifications or such other mechanism as may be applicable.”

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

**“RESOLVED FURTHER THAT** Mr. Ashok V Motiani, Managing Director, Mrs. Nanita A Motiani, Whole time Director and Mr. Ronak Dhruve, Company Secretary of the Company be and are hereby severally authorized to take all necessary actions to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback like Buyback Size, number of shares to be bought back, record date, entitlement ratio, the time frame for completion of Buyback; appointment of merchant banker, brokers, lawyers, depository participants, escrow agents, bankers, advisors, registrars, scrutinizers, printers, consultants/intermediaries/ agencies, as may be required, for the implementation of the Buyback; preparing, finalizing, signing and filing of the public announcement, the draft letter of offer/ letter of offer with SEBI, the Stock Exchanges where the Equity Shares are listed and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI and RBI; and initiating all necessary actions for preparation and issue of various documents including public announcement, draft letter of offer, letter of offer, opening, operation and closure of necessary accounts including escrow account, special account with the bank, demat escrow account, trading account, entering into escrow agreements as required under the Buyback Regulations, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishing dematerialized shares and physically destroying share certificates in respect of the Equity Shares bought back by the Company, and filing such other undertakings, agreements, papers, documents and correspondence, as may be required to be filed in connection with the Buyback with SEBI, RBI, Stock Exchanges, Registrar of Companies, Depositories and/or other regulators and statutory authorities as may be required from time to time.”

**“RESOLVED FURTHER THAT** nothing contained herein shall confer any right on the part of any shareholders to offer and/or any obligation on the part of the Company or the Board to Buyback any shares, and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback, if so permissible by applicable law.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, Mr. Ashok V Motiani, Managing Director, Mrs. Nanita A Motiani, Whole time Director and Mr. Ronak Dhruve, Company Secretary of the Company be and are hereby severally empowered and authorized on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as he/she or any person authorised by the Board may, in his/her absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Board/shareholders or otherwise to the end and intent that they shall be deemed to have given its/their approval thereto expressly by the authority of this Resolution.”

## 5. DETAILS OF THE PUBLIC ANNOUNCEMENT

As per Regulation 7(i) of the Buyback Regulations, the Company has made a Public Announcement for the Buy Back of Equity Shares published on September 30, 2019 in the following newspapers, which is within two working days from the date of passing of the special resolution by the Shareholders of the Company on September 26, 2019.

Name of the Newspaper	Language	Editions
Financial Express	English	All

Jansatta	Hindi	All
Financial Express	Gujarati	Ahmedabad

(A copy of the Public Announcement is available on the SEBI website at [www.sebi.gov.in](http://www.sebi.gov.in))

## 6. DETAILS OF THE BUY BACK

- 6.1 The board of directors of Freshtrop Fruits Limited (hereinafter referred to as the “**Board**”), at their meeting held on August 23, 2019 (the “**Board Meeting**”) and shareholders of the Company at their Annual General Meeting held on September 26, 2019 (“**Shareholders Meeting**”), pursuant to the provisions of Article 73 of Articles of Association of the Company, Section 68, 69, 70 and 110 of the Companies Act, 2013, as amended (the “**Companies Act**”) and in compliance with the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board, approved the buyback by the Company of up to 10,00,000 (Ten Lacs Only) fully paid-up Equity Shares representing up to 8.23 % of the total paid-up Equity Share capital of the Company at a price of Rs.110 (Rupees One Hundred and Ten Only) per Equity Share (“**Buyback Price**”) payable in cash for an aggregate consideration amount not exceeding Rs. 11,00,00,000 (Rupees Eleven Crores only) (“**Maximum Buyback Size**”) (excluding any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisors’/legal fees, public announcement publication expenses, printing and dispatch expenses, other transaction costs viz. brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, other incidental and related expenses, etc.), being 14.47 % of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited financial statements of the Company for the financial year ended March 31, 2019 and is within the statutory limit of 25% of the fully paid-up equity share capital and free reserves as per the latest audited balance sheet of the Company, on a proportionate basis through the “tender offer” route as prescribed under the Buyback Regulations, from all the shareholders who hold Equity Shares as on October 11, 2019 (the “Record Date”). As required under the Buyback Regulations, Equity Shares to be bought back are divided into two categories: (i) reserved category for Small Shareholders (as defined hereinafter); and (ii) general category for all other shareholders.
- 6.2 The aggregate paid-up share capital and free reserves of the Company as per the latest audited balance sheet of the Company as on March 31, 2019 is Rs. 76.044 Crores. Under the provisions of the Companies Act, the funds deployed for Buyback shall not exceed 25% of the paid-up capital and free reserves of the Company, as provided for under Section 68(2)(b) of the Companies Act and regulation 5(i)(b) of Buyback Regulations. Accordingly, the maximum amount that can be utilized in the present Buyback is Rs. 19.011 Crores. The Company has proposed to utilise an aggregate amount of up to Rs. 11.00 Crores (Rupees Eleven Crores Only) for the Buyback which is within the maximum amount as aforesaid.
- 6.3 The Buyback will be undertaken on a proportionate basis from the equity shareholders of the Company as on a record date (“**Eligible Shareholders**”) through the tender offer process prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereof. The Company will request the BSE to provide the Acquisition Window to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. Accordingly, Equity Shares may be tendered in the Buyback through BSE. The details of the Acquisition Window will be specified by the Stock Exchanges from time to time. The Buyback is subject to other approvals, permissions and exemptions as may be required from time to time from any statutory and/or regulatory authority including SEBI and the Stock Exchanges
- 6.4 The Buy-Back from the Eligible Shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), FPIs, NRIs, shareholders of foreign nationality, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and the rules and



regulations framed thereunder, and that such approvals shall be required to be taken by such Non-Resident Shareholders.

6.5 Further, under the Act, the number of equity shares that can be bought back during the financial year shall not exceed 25% of the paid-up equity shares of the Company. Accordingly, the number of Equity Shares that can be bought back during the financial year cannot exceed 30,36,250 (Thirty Lacs Thirty Six Thousands Two Hundred and Fifty) Equity Shares being 25% of 1,21,45,000 (One Crore Twenty One Lacs Forty Five Thousand) Equity Shares of face value of Rs.10 (Rupees Ten only) each, being the total number of Equity Shares in the paid-up Equity Share capital of the Company as on March 31, 2019. Since the Company proposes to Buy-Back upto 10,00,000 (Ten Lacs) Equity Shares, the same is within the aforesaid limit.

6.6 The shareholding of the promoter and promoter group of the Company and persons in control of the Company as on the date of Public Announcement are as follows:

Sr. No.	Name of Shareholder	No. of Equity Shares	% Shareholding
1	Ashok Vishindas Motiani	17,42,389	14.35
2	Nanita Ashok Motiani	9,62,895	7.93
3	Mayank Ramesh Tandon	4,95,400	4.08
4	Priyanka Tandon	6,53,740	5.38
5	Dipti Ashok Motiani	8,24,734	6.79
6	Freshcap Foodstuff LLP	23,68,013	19.50
<b>Total</b>		<b>70,47,171</b>	<b>58.03</b>

6.7 The shareholding of the Directors / Partners of Promoter & Promoter Group Companies / Entities, Directors and Key Managerial Personnel of the Company as on the date of the date of Public Announcement are as follows:

Sr. No.	Name of Shareholder	No. of Equity Shares	% Shareholding
1	Ashok Vishindas Motiani	17,42,389	14.35
2	Nanita Ashok Motiani	9,62,895	7.93
3	Priyanka Tandon	6,53,740	5.38
4	Dipti Ashok Motiani	8,24,734	6.79

6.8 In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have an option to participate in the Buy-Back and have vide their letters dated August 23, 2019, expressed their intention to tender their Equity Shares in the Buy-Back upto maximum of such number of shares which is equal to their respective entitlement under the Buy-Back and may also tender additional number of shares. However, the Promoter and Promoter group will not tender more than 70,47,171 representing 58.03% of the paid up share capital of the Company, being the total number of Equity Shares held by them.

6.9 Pursuant to the proposed Buy-back and depending on the response to the Buy-back, the voting rights of the Promoter and Promoter Group in the Company may increase or decrease from the existing Shareholding of the total equity capital and voting rights of the Company. The Promoter and Promoter Group of the Company are already in control over the Company and therefore such further increase or decrease in voting rights of the promoter will not result in any change in control over the Company.

6.10 No Equity Shares were purchased or sold or transferred by the Promoter and Promoter Group during the period of 12 (Twelve) months preceding the date of the Public Announcement.

6.11 Post Buyback Non-Promoter shareholding of the Company shall not fall below the minimum level required as per the Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 7. AUTHORITY FOR THE BUY BACK

The Buyback is being undertaken by the Company in accordance with Article 73 of its Articles of Association, the provisions of Sections 68, 69, 70 and 110 and all other applicable provisions of the Act, the rules hereunder and the Buyback Regulations. The Buyback is further subject to approvals, permissions, exemptions and sanctions as may be necessary, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to SEBI and the Stock Exchanges.

The Board of Directors at its meeting dated August 23, 2019 has passed a resolution approving the Buyback of Equity Shares of the Company. As the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it was necessary to obtain the consent of the shareholders of the Company to the Buyback by way of a special resolution. As per Section 110 of the Act read with other applicable provisions of the Act and rules made thereunder, in respect of Buyback of Equity Shares, the consent of the shareholders of the Company to the Buyback is required to be obtained by means of Postal Ballot, provided that the Company may transact such business at the General Meeting if the facility of voting by electronic means under Section 108 of the Act is given to the shareholders. Accordingly, the consent of the shareholders of the Company to the Buyback was obtained by means of a special resolution passed at the Annual General Meeting held on September 26, 2019 and the results of the same were declared on September 26, 2019.

## 8. NECESSITY OF THE BUY BACK

The Share buyback is the acquisition by a company of its own shares. The objective is to return surplus cash to the shareholders holding equity shares of the Company. Buyback is a more efficient form of distributing surplus cash to the shareholders holding equity shares of the Company, inter-alia, for the following reasons:

- (i) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding thereby enhancing the overall return for them;
- (ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of 15% of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a significant number of the Company's public shareholders, who would be classified as "Small Shareholders";
- (iii) The Buyback is generally expected to improve return on equity and improve earnings per share by reduction in the equity base of the Company, thereby leading to long term increase in shareholders' value; and
- (iv) The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.
- (v) The Buyback will help in achieving an optimal capital structure.

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

- 9.1 The Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that the response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders up to their Buyback Entitlement, the funds deployed by the Company towards the Buyback would be upto Rs. 11,00,00,000 (Rupees Eleven Crores only) (excluding any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisors'/legal fees, public announcement publication expenses, printing and dispatch expenses, other transaction costs viz. brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, other incidental and related expenses, etc.).
- 9.2 The Promoter and Promoter Group of the Company have expressed their intention by way of individual letters dated August 23, 2019, to participate in the Buy-back, and tender up to an aggregate maximum of upto 70,47,171 Equity Shares. The number of Equity Shares held by each of the Promoter and Promoter Group of the Company as on the date and the maximum number of Equity Shares proposed to be tendered by each of the Promoter and Promoter Group of the Company in the Buy-back is provided below:

Sr. No.	Name of Shareholder	No. of Equity Shares held	Maximum number of equity shares proposed to be
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			<b>tendered</b>
1	Ashok Vishindas Motiani	17,42,389	17,42,389
2	Nanita Ashok Motiani	9,62,895	9,62,895
3	Mayank Ramesh Tandon	4,95,400	4,95,400
4	Priyanka Tandon	6,53,740	6,53,740
5	Dipti Ashok Motiani	8,24,734	8,24,734
6	Freshcap Foodstuff LLP	23,68,013	23,68,013
<b>Total</b>		<b>70,47,171</b>	<b>70,47,171</b>

9.3 The Promoter and Promoter Group of the Company have neither purchased nor sold any shares of the company during the period of twelve months preceding the date of Public Announcement.

9.4 The details of the date and price of acquisition of the Equity Shares that the Promoter and Promoter Group of the Company intend to tender in the Buy-back:

<b>Freshcap Foodstuff LLP</b>				
Date	No of Shares	Transaction	Nature of Consideration	Price per share
02-11-2006	921,674	Opening Balance*	-	-
12-12-2006	3,000	Market Purchase	CASH	108.56
14-12-2006	2,000	Market Purchase	CASH	104.00
01-06-2007	2,000	Market Purchase	CASH	84.76
03-08-2007	2,500	Market Purchase	CASH	113.77
06-08-2007	2,598	Market Purchase	CASH	110.98
07-08-2007	3,500	Market Purchase	CASH	114.57
08-08-2007	2,500	Market Purchase	CASH	112.64
09-08-2007	5,500	Market Purchase	CASH	111.12
10-08-2007	1,000	Market Purchase	CASH	109.98
14-08-2007	1,000	Market Purchase	CASH	118.58
20-08-2007	1,000	Market Purchase	CASH	112.75
04-10-2007	327	Market Purchase	CASH	127.00
05-10-2007	8,755	Market Purchase	CASH	127.86
08-10-2007	2,000	Market Purchase	CASH	123.40
17-10-2007	4,000	Market Purchase	CASH	121.15
10-01-2008	963,354	Bonus Share	Not Applicable	-
14-08-2009	5,200	Market Purchase	CASH	27.28
27-08-2009	410	Market Purchase	CASH	26.25
31-08-2009	2,322	Market Purchase	CASH	26.23
02-09-2009	373	Market Purchase	CASH	26.25
29-01-2010	350,000	Preferential Allotment	CASH	19.40
13-11-2010	150,000	Preferential Allotment	CASH	19.40
09-12-2014	1,500	Market Purchase	CASH	123.37
10-12-2014	12,900	Market Purchase	CASH	123.35
11-12-2014	8,600	Market Purchase	CASH	123.39
30-03-2015	20,000	Market Purchase	CASH	119.11
22-12-2016	(50,000)	Market Sale	CASH	83.47
30-12-2016	(60,000)	Market Sale	CASH	88.72
	2,368,013			

\* Details prior to 02/11/2006 are not available with the Company and the promoter and hence not disclosed here.

<b>Ashok Vishindas Motiani</b>				
Date	No of Shares	Transaction	Nature of Consideration	Price per share
14-06-2003	274,550	Opening Balance*		-
09-09-2004	500	Market Purchase	CASH	8.62
10-09-2004	1,000	Market Purchase	CASH	7.80
26-10-2004	2,300	Market Purchase	CASH	9.41
Feb, 2005	20,000	Off Market Purchase	Not Available	Not Available
11-03-2005	16,800	Market Purchase	CASH	17.69
11-03-2005	(16,800)	Market Sale	CASH	17.99
24-03-2005	17,100	Market Purchase	CASH	15.07
30-03-2005	4,000	Market Purchase	CASH	13.50
Dec, 2005	(1,100)	Not Available	Not Available	Not Available
13-02-2006	(3,200)	Market Sale	CASH	70.30
03-04-2006	(31,500)	Market Sale	CASH	91.05
06-06-2006	100	Off Market Purchase	CASH	140.00
19-06-2006	242	Market Purchase	CASH	66.03
20-06-2006	300	Market Purchase	CASH	65.50
23-06-2006	1,000	Market Purchase	CASH	72.95
25-07-2006	500	Market Purchase	CASH	61.00
27-07-2006	500	Market Purchase	CASH	65.00
04-08-2006	1,000	Market Purchase	CASH	79.13
31-01-2007	1,000	Market Purchase	CASH	101.64
01-02-2007	1,000	Market Purchase	CASH	100.18
02-02-2007	1,000	Market Purchase	CASH	99.30
02-03-2007	2,000	Market Purchase	CASH	88.61
29-05-2007	1,000	Market Purchase	CASH	78.77
09-08-2007	2,150	Market Purchase	CASH	108.18
10-08-2007	500	Market Purchase	CASH	114.15
27-09-2007	1,000	Market Purchase	CASH	126.47
17-10-2007	235	Market Purchase	CASH	120.73
19-10-2007	2,235	Market Purchase	CASH	117.22
22-10-2007	3,316	Market Purchase	CASH	119.75
23-10-2007	1,656	Market Purchase	CASH	123.73
10-01-2008	304,384	Bonus Shares	Not Applicable	-
21-01-2008	3,000	Market Purchase	CASH	60.08
29-01-2010	25,000	Preferential allotment	CASH	19.40
13-11-2010	100,000	Preferential allotment	CASH	19.40
18-07-2012	25,000	Market Purchase	CASH	13.25
19-07-2012	28,880	Market Purchase	CASH	13.35
20-07-2012	40,000	Market Purchase	CASH	13.50
23-07-2012	40,000	Market Purchase	CASH	13.75
24-07-2012	59,000	Market Purchase	CASH	13.75
13-02-2013	200,000	Preferential Allotment	CASH	14.00

05-03-2013	8,100	Market Purchase	CASH	17.69
06-03-2013	5,478	Market Purchase	CASH	17.95
11-03-2013	4,746	Market Purchase	CASH	18.01
22-03-2013	8,800	Market Purchase	CASH	17.36
25-03-2013	4,700	Market Purchase	CASH	17.42
01-08-2013	12,500	Off Market Purchase	CASH	15.00
08-08-2013	4,744	Market Purchase	CASH	18.15
13-08-2013	100,000	Preferential allotment	CASH	14.00
03-10-2013	10,002	Market Purchase	CASH	25.36
04-10-2013	3,200	Market Purchase	CASH	26.00
07-10-2013	4,700	Market Purchase	CASH	26.00
08-10-2013	10,000	Market Purchase	CASH	25.99
21-10-2013	2,277	Market Purchase	CASH	25.00
22-10-2013	5,900	Market Purchase	CASH	24.58
23-10-2013	8,325	Market Purchase	CASH	24.76
24-10-2013	5,588	Market Purchase	CASH	24.82
25-10-2013	8,800	Market Purchase	CASH	24.50
29-10-2013	1,275	Market Purchase	CASH	23.98
01-11-2013	2,645	Market Purchase	CASH	24.99
03-11-2013	525	Market Purchase	CASH	24.05
06-11-2013	2,000	Market Purchase	CASH	24.60
07-11-2013	50	Market Purchase	CASH	25.05
13-11-2013	4,550	Market Purchase	CASH	23.50
08-02-2014	200,000	Preferential Allotment	CASH	14.00
09-06-2014	14,500	off Market Purchase	CASH	31.00
13-06-2014	5,500	off Market Purchase	CASH	31.00
01-07-2014	6,689	Market Purchase	CASH	33.96
02-07-2014	5,793	Market Purchase	CASH	33.97
11-07-2014	600	Market Purchase	CASH	33.98
14-07-2014	1,094	Market Purchase	CASH	33.94
15-07-2014	10,000	Market Purchase	CASH	35.87
21-07-2014	10,175	Market Purchase	CASH	38.76
22-07-2014	3,000	Market Purchase	CASH	38.52
30-07-2014	2,000	Off Market Purchase	CASH	Not Available
30-07-2014	8,000	Off Market Purchase	CASH	Not Available
09-12-2014	(1,500)	Market Sale	CASH	123.78
10-12-2014	(13,400)	Market Sale	CASH	123.39
11-12-2014	(8,100)	Market Sale	CASH	123.35
02-02-2015	(30,000)	Market Sale	CASH	178.40
03-02-2015	(42,741)	Market Sale	CASH	181.29
08-09-2015	1,842	Market Purchase	CASH	74.41
09-09-2015	10,000	Market Purchase	CASH	84.67
12-10-2015	14,500	Market Purchase	CASH	91.59
18-12-2015	12,368	Market Purchase	CASH	83.52
10-02-2016	14,000	Market Purchase	CASH	71.09
25-02-2016	9,250	Market Purchase	CASH	77.23

26-02-2016	3,650	Market Purchase	CASH	76.44
17-08-2016	5,350	Market Purchase	CASH	93.52
09-09-2016	10,000	Market Purchase	CASH	95.65
14-09-2016	5,000	Market Purchase	CASH	93.92
16-09-2016	10,000	Market Purchase	CASH	92.00
10-10-2016	2,660	Market Purchase	CASH	87.67
28-11-2016	11,000	Market Purchase	CASH	79.03
22-12-2016	34,000	Market Purchase	CASH	83.49
30-12-2016	45,526	Market Purchase	CASH	88.71
04-01-2017	15,000	Market Purchase	CASH	86.83
10-07-2017	8,080	Market Purchase	CASH	91.02
11-08-2017	10,000	Market Purchase	CASH	93.46
	1,742,389			

\* Details prior to 14/06/2003 are not available with the Company and the promoter and hence not disclosed here.

<b>Nanita Ashok Motiani</b>				
Date	No of Shares	Transactions	Nature of Consideration	Price per share
01-04-2003	226,700	Opening Balance*		-
07-09-2004	2,000	Market Purchase	CASH	9.90
08-09-2004	800	Market Purchase	CASH	9.50
09-09-2004	1,000	Market Purchase	CASH	9.00
13-09-2004	800	Market Purchase	CASH	8.12
Dec, 2004	(900)	Not Available	Not Available	Not Available
May, 2005	17,900	Off Market Purchase	Not Available	Not Available
30-05-2005	8,800	Market Purchase	CASH	19.65
08-06-2005	(500)	Market Sale	CASH	Not Available
Aug, 2005	27,000	off Market Purchase	Not Available	Not Available
Dec, 2005	(6,400)	Not Available	Not Available	Not Available
13-02-2006	(5,000)	Market sale	CASH	71.55
03-04-2006	(30,000)	Market Sale	CASH	91.05
May, 2006	27,000	Off Market Purchase	CASH	36.19
27-06-2006	500	Market Purchase	CASH	63.84
25-10-2007	1,000	Market Purchase	CASH	122.95
26-10-2007	2,218	Market Purchase	CASH	122.87
30-10-2007	705	Market Purchase	CASH	121.44
10-01-2008	273,623	Bonus Shares	Not Applicable	-
29-01-2010	25,000	Preferential allotment	CASH	19.40
13-11-2010	100,000	Preferential allotment	CASH	19.40
13-02-2013	100,000	Preferential allotment	CASH	14.00
13-08-2013	100,000	Preferential allotment	CASH	14.00
16-07-2015	28,000	Market Purchase	CASH	75.00

17-07-2015	10,000	Market Purchase	CASH	83.74
18-12-2015	5,000	Market Purchase	CASH	84.49
30-09-2016	5,900	Market Purchase	CASH	85.22
04-10-2016	946	Market Purchase	CASH	88.65
05-10-2016	1,750	Market Purchase	CASH	88.79
13-10-2016	7,474	Market Purchase	CASH	86.66
23-11-2016	3,079	Market Purchase	CASH	74.97
28-11-2016	11,000	Market Purchase	CASH	79.52
22-12-2016	17,500	Market Purchase	CASH	83.48
	962,895			

\* Details prior to 01/04/2003 are not available with the Company and the promoter and hence not disclosed here.

<b>Priyanka Tandon</b>				
Date	No of Shares	Transaction	Nature of Consideration	Price per share
14-06-2003	73,300	Opening Balance*		-
26-10-2004	2,000	Market Purchase	CASH	9.50
27-10-2004	200	Market Purchase	CASH	9.00
28-10-2004	2,000	Market Purchase	CASH	9.50
Nov, 2004	5,000	off Market Purchase	Not Available	Not Available
11-02-2005	2,800	Market Purchase	CASH	10.58
14-02-2005	1,200	Market Purchase	CASH	10.60
Feb, 2005	2,000	off Market Purchase	Not Available	Not Available
06-04-2005	1,400	off Market Purchase	Not Available	Not Available
05-05-2005	9,700	Market Purchase	CASH	16.02
06-05-2005	10,000	Market Purchase	CASH	15.83
09-05-2005	10,000	Market Purchase	CASH	16.01
May, 2005	18,400	off Market Purchase	Not Available	Not Available
08-06-2005	500	Market Purchase	CASH	Not Available
28-03-2006	62,500	Preferential allotment	CASH	20.00
11-05-2006	62,500	Preferential allotment	CASH	20.00
25-10-2007	746	Market Purchase	CASH	121.11
30-10-2007	295	Market Purchase	CASH	120.00
10-01-2008	264,541	Bonus share	Not Applicable	-
13-02-2013	100,000	Preferential allotment	CASH	14.00
18-12-2015	10,000	Market Purchase	CASH	83.04
10-10-2016	10,000	Market Purchase	CASH	88.86
28-11-2016	978	Market Purchase	CASH	78.75
23-12-2016	22	Market Purchase	CASH	85.90
30-12-2016	109	Market Purchase	CASH	88.09
04-01-2017	3,891	Market Purchase	CASH	86.74
17-03-2017	(342)	Market Sale	CASH	107.57

	653,740		
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\* Details prior to 14/06/2003 are not available with the Company and the promoter and hence not disclosed here.

<b>Dipti Motiani</b>				
Date	No of Shares	Transaction	Nature of Consideration	Price per share
14-06-2003	150,000	Opening Balance*	-	-
10-01-2008	150,000	Bonus share	Not Applicable	-
29-01-2010	100,000	Preferential allotment	CASH	19.40
13-11-2010	150,000	Preferential allotment	CASH	19.40
14-03-2011	2,500	Market Purchase	CASH	15.16
16-03-2011	11,600	Market Purchase	CASH	15.57
30-03-2011	3,103	Market Purchase	CASH	18.90
31-03-2011	2,509	Market Purchase	CASH	19.94
13-02-2013	100,000	Preferential allotment	CASH	14.00
13-08-2013	100,000	Preferential allotment	CASH	14.00
17-07-2015	10,000	Market Purchase	CASH	83.38
20-08-2015	5,000	Market Purchase	CASH	103.99
08-10-2015	11,438	Market Purchase	CASH	91.28
08-10-2015	(1,438)	Market Sale	CASH	90.12
18-12-2015	5,000	Market Purchase	CASH	84.50
25-10-2016	2,693	Market Purchase	CASH	88.74
23-12-2016	500	Market Purchase	CASH	85.96
26-12-2016	2,007	Market Purchase	CASH	85.38
27-12-2016	300	Market Purchase	CASH	85.86
28-12-2016	22	Market Purchase	CASH	85.00
30-12-2016	15,500	Market Purchase	CASH	88.73
04-01-2017	4,000	Market Purchase	CASH	86.95
	824,734			

\* Details prior to 14/06/2003 are not available with the Company and the promoter and hence not disclosed here.

<b>Mayank Tandon</b>				
Date	No of Shares	Transaction	Nature of Consideration	Price per share
31-03-2005	13,500	Opening Balance*	CASH	
May/June, 2005	10,000	Not Available	Not Available	Not Available
May/June, 2005	10,000	Not Available	Not Available	Not Available
28-03-2006	62,500	Preferential Allotment	CASH	20.00
11-05-2006	62,500	Preferential Allotment	CASH	20.00
Feb, 2007	100	Market Purchase	CASH	Not Available
22-10-2007	500	Market Purchase	CASH	120.00
24-10-2007	750	Market Purchase	CASH	121.00



10-01-2008	159,850	Bonus share	Not Applicable	-
22-01-2008	1,000	Market Purchase	CASH	47.21
17-09-2010	300	Market Purchase	CASH	25.00
11-03-2011	60	Market Purchase	CASH	14.00
14-03-2011	669	Market Purchase	CASH	14.98
14-03-2011	435	Market Purchase	CASH	15.30
15-03-2011	2,254	Market Purchase	CASH	15.53
15-03-2011	2,000	Market Purchase	CASH	15.48
16-03-2011	5,000	Market Purchase	CASH	15.50
16-03-2011	4,000	Market Purchase	CASH	15.51
17-03-2011	1,582	Market Purchase	CASH	17.39
17-03-2011	100	Market Purchase	CASH	15.85
18-03-2011	2,000	Market Purchase	CASH	18.00
22-03-2011	925	Market Purchase	CASH	17.50
23-03-2011	450	Market Purchase	CASH	20.39
31-03-2011	4,000	Market Purchase	CASH	20.30
31-03-2011	2,000	Market Purchase	CASH	21.15
29-08-2011	5	Market Purchase	CASH	16.20
13-02-2013	100,000	Preferential Allotment	CASH	14.00
30-10-2013	2,322	Market Purchase	CASH	23.90
31-10-2013	12,290	Market Purchase	CASH	24.97
01-11-2013	1,562	Market Purchase	CASH	24.90
16-07-2015	9,190	Market Purchase	CASH	75.72
17-07-2015	6,000	Market Purchase	CASH	83.35
18-12-2015	556	Market Purchase	CASH	83.75
18-12-2015	100	Market Purchase	CASH	85.00
10-10-2016	12,000	Market Purchase	CASH	89.12
13-10-2016	900	Market Purchase	CASH	86.00
28-11-2016	3,110	Market Purchase	CASH	80.20
03-11-2017	890	Market Purchase	CASH	179.73
	495,400			

\* Details prior to 31/03/2005 are not available with the Company and the promoter and hence not disclosed here.

- 9.5 Assuming full acceptance of Equity Shares in the Buy-back, the aggregate percentage shareholding of the Promoter and Promoter Group of the Company after the Buy-back may be same, from 58.03%, which is the shareholding as on the date to 58.03% of the post Buy-back Equity Share capital of the Company.
- 9.6 Assuming full acceptance of Equity Shares in the Buy-back, the aggregate percentage shareholding of the public after the Buy-back, may be same, from 41.97%, which is the shareholding as on the date to 41.97% of the post Buy-back Equity Share capital of the Company.
- 9.7 The Buy-back shall not result in a change in control or otherwise affect the existing management structure of the Company.
- 9.8 Pursuant to the Buy-back, the change in the percentage shareholding of Non-Resident Indians, Indian financial institutions, banks, mutual funds and the others, may undergo a change.
- 9.9 Post completion of the Buy-back, the debt-equity ratio of the Company will not be greater than twice the aggregate of the paid-up share capital and free reserves.
- 9.10 The Company shall not raise further capital for a period of one year from the expiry of the Buy-back period, except in discharge of its subsisting obligations.

- 9.11 The Company shall not issue any Equity Shares or other specified securities, including by way of a bonus issue, till the date of expiry of the Buy-back Period.
- 9.12 The Promoter and Promoter group of the Company shall not deal in the Equity Shares of the Company on Stock Exchanges or off market, including by way of inter-se transfer(s) of Equity Shares among the Promoters during the period from the date of passing the board resolution till the closing of the Offer.
- 9.13 We believe that the Buy-back is not expected to impact growth opportunities for the Company.
- 9.14 Salient financial parameters pursuant to the Buy-back based on the audited financial statements as of March 31, 2019, of the Company are as under:

Parameter	Pre Buyback	Post Buyback
Networth (Rs. Lakhs)	7643.01	6543.01
Return on Networth (%)	17.98	21.01
Earnings Per Equity Share (in Rs.)	11.32	12.33
Book Value Per Equity Share (in Rs.)	62.93	58.71
Total debt/equity Ratio	0.51	0.59

Notes:

- 1 "Net Worth" means total shareholders' funds reduced by Capital Reserve, Cash Flow Hedge Reserve through OCI and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- 2 Earnings/(Loss) per share is calculated as profit after tax(before OCI items) for the relevant year/period divided by average number of equity shares outstanding during the year/period.
- 3 Book value per Share = Net Worth divided by average number of equity shares outstanding during the year/period.
- 4 Return on Networth = Profit/(Loss) after Tax/ Net Worth
- 5 Debt-Equity Ratio = Total Debt /Net Worth
- 6 Pre and post Buy-back calculations are based on audited financials as on March 31, 2019. The post Buy-back numbers are calculated by reducing the net worth by the proposed Buy-back amount (assuming full acceptance) without factoring in any impact on the profit & loss account.

## 10. BASIS OF CALCULATING THE BUY BACK PRICE

- 10.1 The Equity Shares of the Company are proposed to be bought back at a price of Rs.110 (Rupees One Hundred Ten only) per Equity Share.
- 10.2 The Buyback Price of Rs. 110 (Rupees One Hundred Ten only) per Equity Share has been arrived at after considering various factors including but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Stock Exchange where the Equity Shares of the Company are listed during last 2 months, the net worth of the Company, price earnings ratio, impact on other financial parameters of the Company and possible impact of buyback on the return on net worth and earnings per share.
- 10.3 The equity shares are being offered for buyback at a premium of 16.34% over the closing price of equity shares on BSE being Rs.94.55, on the date of intimation of Board meeting to consider the proposal for buyback to BSE(i.e. on August 20, 2019).
- 10.4 Certain financial ratios as at March 31, 2019 ("Pre-Buyback") as derived from our audited financial statements and the corresponding ratios post buyback assuming full acceptance of the Buyback ("Post-Buyback") are mentioned hereunder:

Particulars	Pre-Buyback	Post Buyback
Book Value per Equity Share (Rs.)	62.93	58.71
Basic EPS (Rs.)	11.32	12.33
Return on Net Worth (%)	17.98	21.01

## 11. SOURCES OF FUNDS FOR THE BUY BACK

- 11.1 Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buy Back would be Rs 11,00,00,000 (Rupees Eleven Crores) excluding the transaction cost relating to the buyback.

- 11.2 The funds for the implementation of the proposed Buyback has been sourced out of free reserves and securities premium of the Company and any other source as may be permitted by the Buyback Regulations or the Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.
- 11.3 The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the equity shares bought back through the Buyback to the Capital Redemption Reserve account.

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

- 12.1 In accordance with the with Regulation 9(xi) of the Buyback Regulations, the Company has appointed Axis Bank Limited, having branch office at GF, G-1, GCP Business Centre, Memnagar, Ahmedabad – 380052 and registered office at 'Trishul', 3rd Floor, Opposite Samarsheshwar Temple, Law Garden, Ellis Bridge, Ahmedabad 380 006, as the Escrow Agent for the aforementioned Buyback, and the Company, the Manager to the Buy-Back and the Escrow Agent have entered into an Escrow Agreement dated September 26, 2019 pursuant to which the Escrow Account in the name and style "Freshtrop Fruits Limited –Buyback Offer-Escrow a/c" bearing account number 919020075138243 has been opened with the Escrow Agent. As per the Escrow agreement dated September 26, 2019, Chartered Capital And Investment Limited being the Manager to the Buy-Back has been empowered to operate the Escrow Account. In accordance with Regulation 9(xi)(b)(i) of the Buyback Regulations, the Company has deposited a sum of Rs. 11,00,00,000 (Rupees Eleven Crores Only) in the Escrow Account which is equal to 100% of the amount required for the Buy Back in terms of the Buyback Regulations.
- 12.2 Mr. F.S Shah, partner of M/s FP & Associates, Chartered Accountants, having their office at 708-A, Mahakant, Opp V.S. Hospital, Ellisbridge, Ahmedabad-380006, Telephone: +91-79-26575642, 26579106; Email: cafpassociates@gmail.com, Membership No.: 133589 vide a certificate dated September 27, 2019, has confirmed that the Company has adequate and firm financial resources to fulfill the obligations under the proposed Buy Back.
- 12.3 Based on the aforementioned certificate, the Manager to the Buy-Back confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buy Back are in place and that the Company has the ability to implement the Buy Back in accordance with the Buyback Regulations.

## 13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

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

(Rs. In Lakhs)		
Sr. No.	Particulars	Pre Buyback
1.	<b>Authorized Share Capital:</b>	
	1,50,00,000 Equity Shares of Rs. 10 each	1500.00
	<b>Total</b>	<b>1500.00</b>
2.	<b>Issued, Subscribed and Paid-up Capital:</b>	
	1,21,45,000 Equity Shares of Rs. 10 each	1214.50
	<b>Total</b>	<b>1214.50</b>

- 13.2 Assuming full acceptance in the Buy Back, the capital structure of the Company post Buy Back would be as follows:

(Rs. In Lakhs)		
Sr. No.	Particulars	Post Buyback
1.	<b>Authorized Share Capital:</b>	
	1,50,00,000 Equity Shares of Rs. 10/- each	1500.00
	<b>Total</b>	<b>1500.00</b>
2.	<b>Issued, Subscribed and Paid-up Capital:</b>	
	1,11,45,000 Equity Shares of Rs. 10/- each	1114.50
	<b>Total</b>	<b>1114.50</b>

- 13.3 The company has never made a buyback offer since the incorporation of the company.

- 13.4 There are no partly paid up equity shares or calls in arrears or any preference shares or any outstanding instruments convertible into shares.
- 13.5 The Company shall not issue any Equity Shares or other specified securities, including by way of a bonus issue, till the date of expiry of the Buy-back Period.
- 13.6 There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act.
- 13.7 There are no locked-in Equity Shares.
- 13.8 The shareholding pattern of the Company pre Buyback as on record date i.e. Friday, October 11, 2019 and the post Buyback shareholding pattern assuming full acceptance, is as follows:

Category of Shareholder	Pre Buyback <sup>@</sup>		Post Buyback*	
	Number of Equity Shares	% to the existing Equity Share capital	Number of Equity Shares	% to post Buyback Equity Share capital
Promoters and persons acting in concert	70,47,171	58.03	64,67,070	58.03
Foreign Investors (Including Non-Resident Indians, FIIs, FPIs, Foreign Mutual Funds, Foreign Nationals)	8,75,658	7.21	46,77,930	41.97
Financial Institutions/Banks, Mutual Funds promoted by Banks/Institutions	0	0		
Others (Public, Bodies Corporate, etc.)	42,22,171	34.76		
<b>Total</b>	<b>1,21,45,000</b>	<b>100.00</b>	<b>1,11,45,000</b>	<b>100.00</b>

\*Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders of the Equity Shares up to their Buyback Entitlement.

@ As on the record date i.e. October 11, 2019

- 13.9 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group post the Buyback may be same to 58.03% from 58.03% prior to the Buyback.
- 13.10 The aggregate shareholding of the Promoter and Promoter Group of the Company as on the date of the Board Meeting at which the proposal for Buy-Back was approved, and the date of the general meeting at which special resolution was passed and as on the date of the Public Announcement, is as follows:

Sr. No.	Name of Promoter and Promoter Group Entity	No. of Equity Shares	% Shareholding
1	Ashok Vishindas Motiani	17,42,389	14.35
2	Nanita Ashok Motiani	9,62,895	7.93
3	Mayank Ramesh Tandon	4,95,400	4.08
4	Priyanka Tandon	6,53,740	5.38
5	Dipti Ashok Motiani	8,24,734	6.79
6	Freshcap Foodstuff LLP	23,68,013	19.50
<b>Total</b>		<b>70,47,171</b>	<b>58.03</b>

#### 14. BRIEF INFORMATION OF THE COMPANY

##### 14.1 History of the Company

- The Company was incorporated in the name of Freshrop Fruits Private Limited on September 30, 1992 in the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Thereafter a fresh certificate of incorporation consequent upon change of name on conversion of the company to public limited company in the name of the "Freshrop Fruits Limited" was granted by ROC on September 22, 1994.
- The company is presently engaged in two business segments i.e. Fresh Fruits and Processed

Fruits and Vegetables.

**Fresh Fruits:** The Company's principal business which consists of fresh grapes, pomegranates and mangoes.

**Processed Fruits and Vegetables:** It consists of Mango pulp, Guava pulp, Pomegranate concentrate and Puree and cold processed juice.

- c. The registered office of the Company is situated at A-603, Sapath IV, Opp. Karnavati Club, S. G. Highway, Ahmedabad – 380 015.
- d. The equity shares of the Company were listed in the year 1995 on the BSE Limited (Code: 530077).

#### 14.2 Growth of Business

- a. For the financial years ended March 31, 2017, 2018 and 2019, the Company had total income of Rs.14,522.81 lacs, Rs.17,795.87 lacs and Rs.17,605.02 lacs, respectively, and profit after tax of Rs.892.59 lacs, Rs.830.41lacs and Rs.1,374.40 lacs, respectively.
- b. For the quarter ended June 30, 2019 the Company had total income of Rs.7,653.07 lacs and profit after tax of Rs. 867.41lacs.

#### 14.3 The details of changes in the share capital of the Company since incorporation as certified by the Company is as follows:

Date of Allotment	Number of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of consideration	Details	Cumulative Number of Equity Shares	Cumulative paid-up share capital (Rs.)
02/10/1992	20	100	100	Cash	Subscription to Memorandum	20	2000
22/11/1992	40	100	100	Cash	Further Allotment	60	6000
30/01/1993	52,000	100	100	Cash	Further Allotment	52060	5206000
30/09/1993	40	100	100	Cash	Further Allotment	52100	5210000
23/09/1994	Equity Shares of face value Rs. 100 each were sub-divided into equity shares of face value Rs. 10 each					521000	5210000
12/11/1994	208,400	10	NA	NA	Bonus (Ratio 2:5)	729,400	72,94,000
12/11/1994	524,000	10	10	Conversion of unsecured loan	Further Allotment	1,253,400	1,25,34,000
1994-95*	1,218,400	10	10	Cash	Allotted to Promoters (IPO)	2,471,800	2,47,18,000
1994-95*	2,050,700	10	10	Cash	Allotted to Public (IPO)	4,522,500	4,52,25,000
28/03/2006	250,000	10	20	Cash	Further Allotment	4,772,500	4,77,25,000
11/05/2006	250,000	10	20	Cash	Further Allotment	5,022,500	5,02,25,000
10/01/2008	5,022,500	10	NA	NA	Bonus (Ratio 1:1)	10,045,000	10,04,50,000
29/01/2010	500,000	10	19.4	Cash	Further Allotment	10,545,000	10,54,50,000
13/11/2010	500,000	10	19.4	Cash	Further Allotment	11,045,000	11,04,50,000
13/02/2013	600,000	10	14	Cash	Further Allotment	11,645,000	11,64,50,000
13/08/2013	300,000	10	14	Cash	Further Allotment	11,945,000	11,94,50,000
08/02/2014	200,000	10	14	Cash	Further Allotment	12,145,000	12,14,50,000

\*Exact dates not available with the company

#### 14.4 The Details of the Board of Directors of the Company as on date of the Public Announcement are as follows:

Name, DIN and age	Designation	Date of Appointment	Directorships in other companies
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Mr. Ashok Vishindas Motiani DIN: 00124470 Age: 70	Chairman &Managing Director	30/09/1992	1)Freshfal Private Limited 2)Freshcap Foodstuff LLP
Nanita Ashok Motiani DIN: 00787809 Age: 66	Whole Time Director	29/01/1997	1)Freshfal Private Limited 2)Freshcap Foodstuff LLP
Mr. Mayur Jashvantlal Shah DIN: 00124633 Age: 60	Independent Director	12/07/2003	None
Mr. Dineshbhai Shankerlal Oza DIN: 01307881 Age: 66	Independent Director	14/11/2011	None
Mr. Anil Sharma DIN: 06688634 Age: 65	Independent Director	13/08/2013	1)Fil Industries Limited

14.5 There are no changes in the Board of Directors during the last 3 years ending on the date of the Public Announcement.

14.6 The Buy Back will not result in any benefit to any Directors, Promoters and Promoter Group except to the extent of their intention to participate in the Buy Back Offer and the change in their shareholding as per the response received in the Buy Back Offer, as a result of the cancellation of Equity Shares which will lead to a reduced Equity Share capital post Buy Back.

#### 15. FINANCIAL INFORMATION ABOUT THE COMPANY:

15.1 The brief financial information of the Company as extracted from the un-audited standalone financial statements under Ind AS for the quarter ended June 30, 2019 and from audited financial statements for the last three years being March 31, 2019, March 31, 2018 and March 31, 2017 is provided below:

(Rs. In Lacs)

	Particulars	Quarter Ended	Year Ended		
		June 30, 2019	March 31, 2019	March 31, 2018	March 31, 2017
		Unaudited Ind-AS	Audited Ind-AS	Audited Ind-AS	Audited Ind-AS
<b>I</b>	Total Income (including other income)	7653.07	17605.02	17795.87	14522.81
<b>II</b>	Total Expenses excluding Finance costs, Depreciation & Amortization expenses	6248.78	15166.18	15911.35	12695.47
<b>III</b>	Finance Costs	51.94	131.65	80.48	73.67
<b>IV</b>	Depreciation & Amortization	133.37	517.51	416.10	395.94
<b>V</b>	Profit/(loss) before tax and exceptional item	<b>1218.98</b>	<b>1789.68</b>	<b>1387.94</b>	<b>1357.73</b>
<b>VI</b>	Exceptional items	0.00	0.00	57.68	0.00
<b>VI</b>	Profit/(loss) before tax	<b>1218.98</b>	<b>1789.68</b>	<b>1330.26</b>	<b>1357.73</b>
<b>VII</b>	Provision for tax (including Deferred Tax)	351.56	415.28	499.85	465.14
<b>IX</b>	Profit/ (Loss) after tax	<b>867.41</b>	<b>1374.40</b>	<b>830.41</b>	<b>892.59</b>
<b>X</b>	Other Comprehensive Income/(loss) - net of Tax	(11.03)	179.06	(175.21)	0.65
<b>XI</b>	Total Comprehensive Income / (Loss)	<b>856.39</b>	<b>1553.47</b>	<b>655.20</b>	<b>893.24</b>
<b>XII</b>	Equity Share Capital	1214.50	1214.50	1214.50	1214.50
<b>XIII</b>	Other Equity/Reserves & Surplus*	7297.47	6428.51	5047.89	4216.01
<b>XIV</b>	Net worth	8511.97	7643.01	6262.39	5430.51
<b>XV</b>	Total debt	1843.51	3872.35	4148.07	2608.83

\* Excluding Capital Reserve, and Cash Flow Hedge Reserve through OCI

**Note:**

- a. The financial results for the three months ended June 30, 2019 and audited financial statements for years ended March 31, 2019, March 31, 2018, March 31, 2017 have been prepared in accordance with Ind-AS notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 to the extent applicable ("Ind-AS Financial Statements").
- b. For the above purpose "Net Worth" means total shareholders' funds reduced by Capital Reserve, Cash Flow Hedge Reserve through OCI and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- c. Total income and Total expenses for the three months ended 30th June 2019 are as per published quarterly results (unaudited) prepared as per IND-AS.
- d. The term debt as used herein includes secured loans, working capital loans obtained by the company from the Banks, unsecured loan obtained by the company from the director and it does not include normal trade payables and other current liabilities etc. Total debt as at 30th June 2019 have been taken from unaudited books of account since this information is not required to be furnished in the unaudited financial results for the three Months ended 30th June 2019.
- e. The above information's are based on Audited Financial statements of Freshtrop Fruits Limited as at 31st March, 2019, 31st March, 2018, 31st March, 2017, unaudited financial statements of Freshtrop Fruits Limited as at 30th June 2019 certified by the Management of Freshtrop Fruits Limited and unaudited financial results for the three months ended June 2019.

**Key Financial Ratios**

	Particulars	Quarter Ended	Year Ended		
		June 30, 2019	March 31, 2019	March 31, 2018	March 31, 2017
		Unaudited	Audited	Audited	Audited
	Key Ratios				
1	Earnings/(Loss) per Share – Basic (Rs.)	7.14 (Not Annualized)	11.32	6.84	7.35
2	Earnings/(Loss) per Share – Diluted (Rs.)	7.14 (Not Annualized)	11.32	6.84	7.35
3	Book Value Per Share (Rs.)	70.09	62.93	51.56	44.71
4	Return on Net worth (%) (excluding OCI)	10.19% (Not Annualized)	17.98%	13.26%	16.44%
5	Return on Net worth (%) (including OCI)	10.06% (Not Annualized)	20.33%	10.46%	16.45%
6	Debt-Equity Ratio Total Debt/ Net worth	0.22	0.51	0.66	0.48

Note:

- 1 Earnings/(Loss) per share is calculated as profit after tax(before OCI items) for the relevant year/period divided by average number of equity shares outstanding during the year/period.
- 2 Book value per Share = Net Worth divided by average number of equity shares outstanding during the year/period.
- 3 Return on Networth = Profit/(Loss) after Tax/ Net Worth
- 4 Debt-Equity Ratio = Total Debt /Net Worth

**16. STOCK MARKET DATA**

16.1 The Equity Shares are currently listed and traded only on the BSE Limited.

16.2 The high, low and average market prices in preceding three financial years and the monthly high, low and average market prices for the six months preceding the date of Public Announcement and the corresponding volumes on the BSE (only stock exchange where Company's shares are listed & traded) are as follows:

Period	High Price (Rs)	Date of High Price	Number of shares traded on that date	Low Price (Rs)	Date of Low Price	Number of shares traded on that date	Average Price (Rs)	Total Volume Traded in the period (No. of shares)
<b>PRECEDING 3 YEARS</b>								
2016-2017	128.00	October 27, 2016	229158	70.00	November 21, 2016	34199	93.84	4712707
2017-2018	218.00	October 17 & 18, 2017	198958 & 65180	85.00	June 6, 2017	40312	134.95	9246968
2018-2019	197.80	January 14, 2019	91695	91.95	July 19, 2018	13189	142.48	5804943
<b>PRECEDING 6 MONTHS</b>								
March 2019	176.80	March 11, 2019	35910	150.00	March 26 & 27, 2019	9460 & 23052	163.58	438925
April 2019	178.00	April 12, 2019	99744	150.30	April 1, 2019	8252	160.88	365304
May 2019	158.90	May 3, 2019	9115	126.35	May 31, 2019	27216	142.32	347286
June 2019	136.95	June 4, 2019	27844	106.70	June 19, 2019	12341	119.73	131916
July 2019	129.90	July 19, 2019	14277	91.90	July 30, 2019	11019	112.48	144576
August 2019	117.40	August 22, 2019	27431	85.00	August 5, 2019	15478	96.85	211112

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

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

- 16.3 The Board, at its meeting held on August 23, 2019, approved the proposal for the Buyback at a price of Rs. 110 per share and the intimation was sent to BSE on the same day. The closing market price of the Equity Shares on BSE as on August 26, 2019, being the working day after the day of Board approving the proposal for Buyback, was Rs. 92.75.

## 17. DETAILS OF THE STATUTORY APPROVALS

- 17.1 The Buyback is subject to approvals, if any, required under the provisions of the Companies Act, the Buyback Regulations, SEBI, and applicable rules and regulations as specified by RBI under FEMA (Foreign Exchange Management Act, 1999, as amended) and/ or such other applicable rules and regulations for the time being in force. As on date, there are no other statutory or regulatory approvals required to implement the Buyback other than those indicated above.
- 17.2 The Board at its meeting held on August 23, 2019 approved the proposal for the Buyback, which was approved by the members in the Annual General Meeting held on September 26, 2019.
- 17.3 Buyback from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. Non-Resident Indians (“NRI”) and erstwhile Overseas Corporate Bodies (“OCB”) must obtain all approvals required, if any, to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI). It is the obligation of such non-resident shareholders, NRI, OCB shareholders, to obtain such approvals and submit such approvals along with the tender form, so as to enable them to tender equity shares in the buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and not accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.
- 17.4 If any statutory or regulatory approvals become applicable subsequently, the Buyback will be subject to such statutory or regulatory approvals. In the event that the receipt of any statutory/ regulatory approvals are delayed, changes to the proposed timetable of the Buyback, if any, shall be intimated to BSE and SEBI.



## 18. DETAILS OF THE REGISTRAR TO THE BUY BACK

Eligible Shareholders who wish to tender their Equity Shares are requested to submit their Form(s) and all requisite documents along with TRS generated by the exchange bidding system either by registered post / courier to the Registrar to the Buy-Back, super scribing the envelope as “**Freshdrop Fruits Limited Buy-Back Offer 2019**”, or hand deliver the same to the office of the Registrar at the below mentioned address, so that the same are received not later than 2 (two) working days from the Buy-Back Closing Date i.e. Friday, December 6, 2019 (by 5.00 p.m.).

 <b>Bigshare Services Pvt. Ltd.</b>	<b>Bigshare Services Private Limited</b> 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400059 <b>Contact person:</b> Mr. Arvind Tandel; <b>Tel:</b> +91-22- 6263 8200; <b>Fax:</b> +91-22- 6263 8280, <b>Email:</b> buybackoffer@bigshareonline.com <b>Website:</b> www.bigshareonline.com, <b>SEBI Registration Number:</b> INR000001385 <b>CIN:</b> U99999MH1994PTC076534
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**PLEASE NOTE THAT IT IS NOT MANDATORY FOR ELIGIBLE SHAREHOLDERS HOLDING AND TENDERING EQUITY SHARES IN DEMAT FORM TO SUBMIT THE TENDER FORM AND THE TRS.**

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

**ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS; OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.**

## 19. PROCESS AND METHODOLOGY FOR THE BUY BACK

- 19.1. The Company proposes to Buy-Back upto 10,00,000 (Ten Lacs Only) fully paid-up Equity Shares from the Eligible Shareholders as on the Record Date, on a proportionate basis, through Tender Offer at a price of Rs.110 (Rupees One Hundred and Ten Only) per Equity Share, payable in cash for a total consideration not exceeding Rs.11,00,00,000 (Rupees Eleven Crores only) (excluding any expenses incurred or to be incurred for the Buyback like filing fee payable to SEBI, advisors' legal fees, public announcement publication expenses, printing and dispatch expenses, other transaction costs viz. brokerage, applicable taxes such as securities transaction tax, GST, stamp duty, other incidental and related expenses, etc.), constituting 14.47% of the aggregate fully paid-up Equity Share capital and free reserves, as per the latest audited financial statements of the Company for the financial year ended March 31, 2019. The maximum number of Equity Shares proposed to be bought back represents 8.23% of the total number of Equity Shares in the total paid-up Equity Share capital of the Company, as on March 31, 2019. The Buy-Back is in accordance with the provisions of Article 73 of the Articles of Association of the Company, Sections 68, 69, 70 and 110 of the Companies Act, 2013 as amended and in compliance with the Buyback Regulations. The Equity Shareholders approved the Buy-Back in its AGM held on September 26, 2019. The Buy-Back is subject to such other approvals, permissions and exemptions as may be required, from time to time from statutory authorities and / or regulatory authorities, including but not limited to SEBI and BSE. The Buy-Back Size does not exceed 25% of the fully paid-up Equity Share capital and free reserves as per the latest audited financial statements of the Company for the year ended March 31, 2019. The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buy-Back and accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buy-Back.
- 19.2. The aggregate shareholding of the Promoter as at the date of the Public Announcement is 70,47,171 Equity Shares which represents 58.03% of the total subscribed and paid-up equity share capital of the Company as on the date of Public Announcement. All the persons belonging to the Promoter and Promoter Group of the Company, have vide their letters dated August 23,

- 2019, expressed their intention to tender their Equity Shares in the Buy-Back up to maximum of such number of Shares which is equal to their respective Entitlement under the Buy-Back and may also tender additional number of shares.
- 19.3. Assuming response to the Buy-Back is to the extent of 100% (full Acceptance) from all the Eligible Shareholders upto their Buy-Back Entitlement, the post Buy-Back shareholding of the Promoter of the Company will be same from 58.03% as on the date of the Public Announcement to 58.03 % of the post Buy-Back Equity Share capital.
- 19.4. **Record Date and Ratio of Buy-Back as per the Buy-Back Entitlement in each Category;**
- 19.4.1. As required under the Buyback Regulations, the Company has announced Friday, October 11, 2019, as the Record Date for the purpose of determining the Buy-Back Entitlement and the names of the Eligible Shareholders, who are eligible to participate in the Buyback Offer.
- 19.4.2. The Equity Shares proposed to be bought back as a part of this Buy-Back are divided into two categories:
- i. Reserved category for Small Shareholders ("**Reserved Category**"); and
  - ii. General Category for all Eligible Shareholders other than Small Shareholders ("**General Category**")
- 19.4.3. As defined in the Buyback Regulations, a ("Small Shareholder") means a shareholder, who holds Equity Shares having market value, on the basis of closing price of the shares on the recognized stock exchanges with the highest trading volume in respect of such Equity Shares, as on the Record Date, is not more than Rs. 2,00,000/- (Rupees Two Lakhs only). As on Record Date, the volume of Equity Shares traded on BSE was 1,254 Equity Shares and the closing price was Rs. 97.30 and hence all Eligible Shareholders holding not more than 2,055 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buy-Back Offer.
- 19.4.4. Based on the above definition, there are 6,354 Small Shareholders in the Company with an aggregate shareholding of 17,97,473 Equity Shares as on the Record Date, which constitutes 14.80% of the outstanding number of Equity Shares of the Company as on Record Date and 179.75% of the maximum number of Equity Shares which the Company proposes to Buy-Back as a part of this Buy-Back.
- 19.4.5. In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be higher of:
- (i) Fifteen percent of the number of Equity Shares which the Company proposes to Buy-Back i.e., 15% of 10,00,000 (Ten Lacs only) Equity Shares which works out to 1,50,000 (One Lac Fifty Thousand) Equity Shares; or
  - (ii) The number of Equity Shares entitled as per their shareholding as on Record Date i.e.,  $(17,97,473 \text{ i.e. total number of Shares held by Small Shareholders}] / 1,21,45,000) \times 10,00,000$  which works out to be 1,48,001 Equity Shares.
- All the outstanding Equity Shares have been used for computing the Buy-Back Entitlement of Small Shareholders.
- Based on the above and in accordance with Regulation 6 of the Buyback Regulations, 1,50,000 Equity Shares have been reserved for Small Shareholders. Accordingly, General Category shall consist of 8,50,000 Equity Shares.
- 19.4.6. 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 Equity Shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical Shares where sequence of PAN is identical and where the PANs of all joint Shareholders are not available, the Registrar will check the sequence of the names of the joint Equity 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, FIIs / FPIs 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 the Registrar 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.

19.4.7. Based on the above Buy-Back Entitlements, the Ratio of Buy-Back for both categories is decided as below:

<b>Category of Shareholders</b>	<b>Ratio of Buy-Back</b>
Reserved category for Small Shareholders	57 Equity Shares out of every 670 fully paid-up Equity Shares held on the Record Date
General category for all other Eligible Shareholders	12 Equity Shares out of every 146 fully paid-up Equity Shares held on the Record Date

**19.4.8. Fractional Entitlements:**

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

On account of ignoring the fractional entitlement, those Small Shareholders who hold 11 or less Equity Share as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buy-Back Offer and will be given preference in the Acceptance of 1 (One) Equity Share, if such Small Shareholders have tendered Additional Equity Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

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

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

- (a) Full Acceptance (i.e. 100%) of Equity Shares from Small Shareholders in the Reserved Category who have validly tendered their Equity Shares, to the extent of their Buy-Back Entitlement, or the number of Shares tendered by them, whichever is less.
- (b) Post the Acceptance as described in the paragraph (a) above, in case, there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Shares, shall be given preference and 1 (One) Equity Share each from the Additional Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.
- (c) Post the Acceptance as described in paragraphs (a) and (b) above, in case, there are any validly tendered unaccepted Equity Shares in the Reserved Category Shares left to be bought back in Reserved Category, the Reserved Category Additional Shares shall be Accepted in a proportionate manner and the Acceptances shall be made in accordance with the Buyback Regulations, i.e. valid Acceptances per Eligible Shareholder shall be equal to the Reserved Category Additional Shares tendered by the Eligible Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom 1 (One) Equity Share has been Accepted in accordance with paragraph (b) above, shall be reduced by 1 (One).
- (d) Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph (c), will be made as follows:
  1. For any Small Shareholder, if the number of Additional Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (One) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
  2. For any Small Shareholder, if the number of Additional Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (One) and the fractional Acceptance is less than 0.50 (point five zero), then the fraction shall be ignored.

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

Subject to the provisions contained in the Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-Back by Eligible Shareholders (other than Small Shareholders) in the General Category in the following order of priority:

- (a) Full Acceptance (i.e., 100%) of the Equity Shares from Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buy-Back Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (b) Post the Acceptance as described in paragraph (a) above, in case there are any validly tendered unaccepted Equity Shares in the General Category (“General Category Additional Shares”) and the Equity Shares left to be bought back in the General Category, the General Category Additional Shares shall be Accepted in a proportionate manner and the Acceptances shall be made in accordance with the Buyback Regulations, i.e. valid Acceptances per Eligible Shareholder shall be equal to the General Category Additional Shares validly tendered by the Eligible Shareholder divided by the total General Category Additional Shares and multiplied by the total number of Equity Shares remaining to be bought back in General Category.
- (c) Adjustment for fractional results in case of proportionate Acceptance as described in paragraph 19.4.10 (b) above, will be made as follows:
  - (i) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (One) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
  - (ii) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (One) and the fractional Acceptance is less than 0.50 (point five zero), then the fraction shall be ignored.

**19.4.11. Basis of Acceptance of Equity Shares between Categories**

- (a) After Acceptances of tenders, as mentioned in paragraphs 19.4.9 and 19.4.10 above, there are any Equity Shares left to be bought back in 1 (One) category (“Partially Filled Category”), and there are unaccepted validly tendered Equity Shares (“Further Additional Shares”) in the second category (“Over Tendered Category”), then the Further Additional Shares in the Over Tendered Category shall be Accepted in a proportionate manner i.e., valid Acceptances per Eligible Shareholder shall be equal to the Further Additional Shares validly tendered by the Eligible Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Equity Shares to be bought back in the Partially Filled Category.
- (b) If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has received a Tender Form with zero Buy-Back Entitlement and who has tendered Additional Shares shall be eligible for priority Acceptance of 1 (One) Equity Share before Acceptance in paragraph 19.4.11 (a) above out of the Equity Shares left to be bought back in the Partially Filled Category, provided no Acceptance could take place from such Eligible Shareholder in accordance with paragraph 19.4.9.
- (c) Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 19.4.11 (a) above, will be made as follows:
  - i. For any Eligible Shareholder, if the number of Further Additional Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (One) and the fractional Acceptance is greater than or equal to 0.50 (point five zero), then the fraction would be rounded off to the next higher integer.
  - ii. For any Eligible Shareholder, if the number of Further Additional Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (One) and the fractional Acceptance is less than 0.50 (point five zero), then the fraction shall be ignored.
  - iii. In case of any practical issues, resulting out of rounding-off of Shares or otherwise, the Board or any person(s) authorized by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in 19.

19.4.12. For avoidance of doubt, it is clarified that the Equity Shares Accepted under the Buy-Back Offer from such Eligible Shareholder, in accordance with above clauses, shall be lower of the following:

- (a) the number of Equity Shares tendered by the respective Eligible Shareholder; and

- (b) the number of Equity Shares held by respective Eligible Shareholder as on the Record Date.
- 19.4.13. For avoidance of doubt, it is further clarified that the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the above.

## **20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT**

- 20.1. The Buy-Back is open to all Eligible Shareholder holding Equity Shares of the Company either in demat or physical mode, as on the Record date, i.e. Friday, October 11, 2019. However, Eligible Shareholders holding Equity Shares in physical form are required to get their Equity Shares dematerialized before tendering their Equity Shares in the Buy-Back.
- 20.2. The Company proposes to effect the Buy-Back through Tender Offer, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buy-Back as well as the detailed disclosures as specified in the Buyback Regulations, will be mailed / dispatched to Eligible Shareholder.
- Eligible Shareholders who have registered their email ids with the Depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address or email id mentioned at the cover page of this Letter of Offer. Eligible Shareholders who have not registered their email ids with the Depositories / the Company, shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier. In case of non-receipt of the Letter of Offer and the Tender Form, please follow the procedure mentioned in Paragraph 20.25.**
- 20.3. The Company will not accept any Equity Shares for Buy-Back which are under any restraint order of a Court for transfer / sale of such shares 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 shall also not accept the Equity Shares offered for Buy-Back where the title to such Equity Shares is under dispute or otherwise not clear. The Company shall accept all the Equity Shares validly tendered in the Buy-Back by Eligible Shareholders, on the basis of their Buy-Back Entitlement as on the Record Date.
- 20.4. The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buy-back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
- 20.5. Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the details of the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of such changes made in demat account to the Registrar to the Buy-Back and such tendered Equity Shares may be Accepted subject to appropriate verification and validation by the Registrar to the Buy-Back.
- 20.6. The Company shall accept all the Equity Shares validly tendered for the Buy-Back by Eligible Shareholders, on the basis of their Buy-Back Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per paragraphs 19.4.9, 19.4.10 & 19.4.11 under Process and Methodology for the Buy-Back respectively.
- 20.7. As elaborated under paragraph 19.4 above, the Equity Shares proposed to be bought as a part of the Buy-Back is divided into two categories; (a) Reserved Category for Small Shareholders and (b) the General Category for other Eligible Shareholders and the Buy-Back Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.
- 20.8. After accepting the Equity Shares tendered on the basis of Buy-Back Entitlement, Equity Shares left to be bought as a part of the Buy-Back, if any, in one category shall first be Accepted, in proportion to the Equity Shares tendered, over and above their Buy-Back Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buy-Back Entitlement, in other category.
- 20.9. Eligible Shareholders' participation in the Buy-Back is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares Accepted under the Buy-Back, or they may choose not to participate and enjoy a resultant increase in their

percentage shareholding, after the completion of the Buy-Back, without any additional investment. Eligible Shareholders may also tender a part of their Buy-Back Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buy-Back Entitlement but not more than their shareholding as on Record Date) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Equity Shares tendered in excess of the Buy-Back Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein.

- 20.10. The maximum tender under the Buy-Back by an Eligible Shareholder cannot exceed the number of Equity Shares held by such Eligible Shareholder as on the Record Date.
- 20.11. The Buy-Back shall be implemented using the "Mechanism for acquisition of shares through stock exchange" in accordance with SEBI Circulars and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the SEBI and on such terms and conditions as may be permitted by law from time to time.
- 20.12. For implementation of the Buy-Back, the Company has appointed Innovate Securities Private Limited as the registered broker to the Company (the "**Company's Broker**") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buy-Back and through whom the purchases and settlements on account of the Buy-Back would be made by the Company. The contact details of the Company's Broker are as follows:

**Innovate Securities Private Limited**

1st Floor, Devashish, 39, Sardar Patel Nagar,  
Nr. Bawarchi Restaurant, Navrangpura, Ahmedabad - 380009

**Tel:** +91-79-26474500, **Fax:** +91-79-26423759

**Email:** ispl@innovatesec.com

**Contact Person:** Mr. Amar M. Parikh

**SEBI Reg. No.** INZ000224735

- 20.13. For the purpose of this Buy-Back, BSE will be the Designated Stock Exchange. The Company will request BSE to provide the separate Acquisition Window to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buy-Back. The details of the Acquisition Window platform will be specified by the Designated Stock Exchange from time to time. In case Shareholder's Broker is not registered with BSE, Eligible Shareholder may approach Company's Broker to place its bid.
- 20.14. All Eligible Shareholders may place orders in the Acquisition Window, through their respective Seller Member(s). In the event Seller Member(s) of any Eligible Shareholders are not registered with the Designated Stock Exchange (i.e. 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 (with whom they do not have an account) and can make a bid by using quick unique client code ("UCC") facility through that stock broker registered with the BSE after submitting the details as may be required by the stock broker to be in compliance with the Buyback Regulations. In case Eligible Shareholders are not able to bid using UCC facility through any other stock broker registered with the BSE, then the Eligible Shareholders may approach Company's Broker, to bid by using UCC facility after submitting requisite documents.

**20.14.1. In case of Eligible Shareholder being an individual or HUF:**

- A. If Eligible Shareholder is registered with KYC Registration Agency ("KRA"):
  - a) Forms required:
    - 1) Central Know Your Client (CKYC) form
    - 2) Know Your Client (KYC) form
  - b) Documents required (all documents self-attested):
    - 1) Bank details (cancelled cheque)
    - 2) Demat details (Demat Master / Latest Demat statement)
- B. If Eligible Shareholder is not registered with KRA:
  - a) Forms required:
    - 1) CKYC form
    - 2) KRA form
    - 3) KYC form
  - b) Documents required (all documents self-attested):
    - 1) PAN card copy
    - 2) Address proof

- 3) Bank details (cancelled cheque)
- 4) Demat details (Demat master / Latest Demat statement)

In addition to above documents, shareholder would also require to submit the FATCA form along with KYC / KRA requirements. It may be noted that other than submission of above forms and documents in person verification may be required.

**20.14.2. In case of Eligible Shareholder other than Individual and HUF:**

- A. If Eligible Shareholder is KRA registered:
  - a) Form required:
    - 1) KYC Form
  - b) Documents required (all documents self-attested)
    - 1) Bank details (cancelled cheque)
    - 2) Demat details (Demat master / Latest Demat statement)
    - 3) Latest list of directors / authorised signatories
    - 4) Latest shareholding pattern
    - 5) Board resolution
    - 6) Details of ultimate beneficial owner along with PAN card and address proof
    - 7) Last 2 years financial statements
- B. If Eligible Shareholder is not KRA registered:
  - a) Forms required:
    - 1) KRA form
    - 2) KYC form
  - b) Documents required (all documents self-attested):
    - 1) PAN card copy
    - 2) Address proof
    - 3) Bank details (cancelled cheque)
    - 4) Demat details (Demat Master / Latest Demat statement)
    - 5) Latest list of directors / authorised signatories / partners
    - 6) PAN card copies & address proof of directors / authorised signatories / partners
    - 7) Latest shareholding pattern
    - 8) Board resolution / partnership declaration
    - 9) Details of ultimate beneficial owner along with PAN card and address proof
    - 10) Last 2 years financial statements
    - 11) MOA / Partnership deed

In addition to above documents, shareholder would also require to submit the FATCA form along with KYC / KRA requirements. It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

- 20.15. The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended and any other rules, regulations, guidelines for remittance of funds shall be made by the Eligible Shareholder and / or the Seller Member through which the Eligible Shareholder places the bid.
- 20.16. All Eligible Shareholders, through their respective Seller Member(s) will be eligible and responsible to place orders in the Acquisition Window.
- 20.17. At the beginning of the Tendering Period, the order for buying Equity Shares shall be placed by the Company through the Company's Broker. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Seller Member(s) during normal trading hours of the secondary market.
- 20.18. Seller Member(s) can enter orders for Equity Shares in demat form.
- 20.19. Modification / cancellation of orders and multiple bids from a single Shareholder will be allowed during the Tendering Period of the Buy-Back Offer. Multiple bids made by single Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
- 20.20. The cumulative quantity tendered shall be made available on BSE's website i.e. [www.bseindia.com](http://www.bseindia.com) throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 20.21. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

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

- a) Eligible Shareholders who desire to tender their Equity Shares in the electronic / dematerialized form under Buy-Back would have to do so through their respective Seller Member(s) by giving the details of Equity Shares they intend to tender under the Buy-Back.
- b) The Seller Member would be required to place an order / bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-Back using the Acquisition Window of the Designated Stock Exchange. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares into the special account of Indian Clearing Corporation Limited (referred to as the "Clearing Corporation"), by using the early pay in mechanism as prescribed by the Stock Exchange or the Clearing Corporation prior to placing order / bid on the Designated Stock Exchange's Internet Based - Book Building Software ("IBBS") platform by the Seller Member. For further details, Eligible Shareholders may refer to the circulars issued by Designated Stock Exchange and / or Clearing Corporation.
- c) The details of the special account shall be informed in the issue opening circular that will be issued by the Designated Stock Exchange and / or the Clearing Corporation.
- d) For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order / bid by custodians. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- e) Upon placing the order, the Seller Member shall provide TRS generated by the Designated Stock Exchange's bidding system to the Eligible Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, client ID, Application No., no. of Equity Shares tendered, etc.
- f) In case of demat Equity Shares, submission of Tender Form and TRS is not required. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-Back shall be deemed to have been Accepted, for Eligible Shareholders holding Equity Shares in demat form.
- g) Thus, in case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Buy-Back shall be deemed to have been Accepted, for demat Shareholders.
- h) The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buy-Back decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to Acceptance of Buy-Back of Shares by the Company.

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

- a) All Eligible Shareholders of the Company holding Equity Shares in physical form should note that pursuant to provisions of the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") read with press release No.12/2019 dated March 27, 2019 issued by SEBI, with effect from April 1, 2019, the request for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository. Accordingly, the Company shall not accept the Equity Shares tendered under the Buy-Back unless such Equity Shares are in dematerialised form.

ACCORDINGLY, ALL ELIGIBLE SHAREHOLDERS OF THE COMPANY DESIROUS OF TENDERING THEIR EQUITY SHARES AND HOLDING EQUITY SHARES IN PHYSICAL FORM ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED.

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 BUY-BACK CLOSING DATE.

20.24. For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (read with paragraph 17 “Details of the Statutory Approvals”):

- a) Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FIIs / FPIs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- b) In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, shall obtain and enclose a letter from its authorized dealer / bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the such Eligible Shareholder from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Eligible Shareholder, being a 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 such Eligible Shareholder shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares Accepted under the Buy-Back.
- c) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders under the Buy-Back Offer are liable to be rejected.

20.25. **In case of non-receipt of the Letter of Offer and the Tender Form:**

An Eligible Shareholder may participate in the Offer by downloading the Tender Form from the website of the Company i.e. [www.freshtrop.com](http://www.freshtrop.com) or by providing their application in writing on plain paper, signed by all Eligible Shareholders, stating its name and address, number of Equity Shares held as on the Record Date, Client ID number, DP Name / ID, beneficiary account number and number of Equity Shares tendered for the Buy-Back.

- a) Please note that Eligible Shareholders who intend to participate in the Buy-Back will be required to approach their respective Seller Member(s) (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Seller Member(s) in the electronic platform to be made available by BSE before the Buy-Back Closing Date.
- b) The Company shall accept Equity Shares validly tendered by the Shareholder(s) in the Buy-Back on the basis of their shareholding as on the Record Date and the Buy-Back Entitlement. Eligible Shareholders who intend to participate in the Buy-Back using the ‘plain paper’ option as mentioned in this paragraph are advised to confirm their Entitlement from the Registrar to the Buy-Back Offer, before participating in the Buy-Back.

20.26. Non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any Eligible Shareholder, shall not invalidate the Buy-Back Offer in any way.

20.27. The Acceptance of the Buy-Back Offer made by the Company is entirely at the discretion of the Eligible Shareholders of the Company. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or not to participate in the Buy-Back Offer.

20.28. **Method of Settlement:**

Upon finalization of the basis of Acceptance as per Buyback Regulations:

- a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time, and in compliance with the SEBI Circulars.
- b) The Company will pay the consideration pertaining to the Buy-Back to the Company’s Broker which will transfer the funds pertaining to the Buy-Back to the Clearing Corporation’s bank account as per the prescribed schedule. For Equity Shares Accepted under the Buy-Back, Clearing Corporation will make direct funds payout to respective Eligible Shareholders bank account linked to its demat account. If Eligible Shareholders’ bank account details are not available or if the funds transfer instruction is rejected by RBI / Bank, due to any reason, then such funds will be transferred to the concerned Seller Member(s) settlement bank account for onward transfer to their respective Shareholders.
- c) The Equity Shares bought back in demat form would be transferred directly to the demat account of the Company opened for Buy-Back (“Demat Escrow Account”) from Clearing Corporation demat account, provided it is indicated by the Company’s Broker or it will be

- transferred by the Company's Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.
- d) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to Eligible Shareholder by Clearing Corporation.
  - e) The Eligible Shareholder will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-Acceptance of Shares under the Buy-Back.
- 20.29. Company's Broker would also issue a contract note to the Company for the Equity Shares Accepted under the Buy-Back.
- 20.30. Eligible Shareholders who intend to participate in the Buy-Back should consult their respective Seller Member(s) for any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member(s) upon the Shareholders for tendering Equity Shares in the Buy-Back (secondary market transaction). The Buy-Back consideration received by the Eligible Shareholder, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- 20.31. The Equity Shares lying to the credit of the Special Demat Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
- 20.32. **Rejection Criteria:** The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds.
- 20.32.1. The Shareholder is not an Eligible Shareholder of the Company as on the Record Date;
  - 20.32.2. The Equity Shares tendered are in physical form.
  - 20.32.3. If there is a name mismatch in the dematerialised account of the Shareholder and PAN.

## 21. NOTE ON TAXATION

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

FINANCE (NO. 2) BILL 2019 INTRODUCED IN LOK SABHA HAS ALREADY BEEN PASSED BY THE PARLIAMENT AND RECEIVED THE ASSENT OF HON'BLE PRESIDENT OF INDIA ON 1 AUGUST 2019, CONVERTING THE BILL INTO THE ACT. THIS ACT HAS CHANGED THE PROVISIONS OF SECTION 115QA OF THE INCOME TAX ACT, 1961 BY OMITTING THE WORDS "NOT BEING SHARES LISTED ON A RECOGNISED STOCK EXCHANGE". THE EFFECT OF THIS OMISSION IS THAT THE PROVISIONS OF SECTION 115QA RELATING TO THE BUY BACK OF THE SHARES, WHICH WERE HITHERTO NOT APPLICABLE TO THE BUY BACK OF SHARES WHICH WERE LISTED ON A RECOGNISED STOCK EXCHANGE, HAVE NOW BECOME APPLICABLE EVEN TO THE BUY BACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE. SECTION 115QA HAS BEEN FURTHER AMENDED BY TAXATION LAWS (AMENDMENT) ORDINANCE, 2019. THE AMENDED PROVISIONS OF SECTION 115QA ARE APPLICABLE IN RESPECT OF ALL THE BUY BACK OF SHARES LISTED ON A RECOGNISED STOCK EXCHANGE WHOSE PUBLIC ACCOUNCEMENT HAS BEEN MADE ON OR AFTER 5 JULY 2019. IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

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

## GENERAL

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

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

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

2. INCOME TAX PROVISIONS IN RESPECT OF BUY BACK OF SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE (BUY BACK WHOSE PUBLIC ACCOUNCEMENT HAS BEEN MADE ON OR AFTER 5TH JULY 2019 CONSIDERING RELEVANT AMENDMENTS UNDER THE FINANCE (NO. 2) ACT, 2019) AND TAXATION LAWS (AMENDMENT) ORDINANCE, 2019
  - a) Section 115QA of the Act provides for the levy of additional Income- tax at the rate of twenty per cent (excluding surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of unlisted shares by the company. In order to curb such tax avoidance practice adopted by the listed companies, the existing anti abuse provision under Section 115QA of the Act, pertaining to buyback of shares from shareholders by companies not listed on a recognised stock exchange, is extended to all companies including companies listed on recognised stock exchange. Thus, any buyback of shares from a shareholder by 48 a company listed on a recognised stock exchange, on or after 5th July 2019, shall also be covered by the provision of section 115QA of the Act.
  - b) As additional income-tax at the rate of twenty per cent (excluding surcharge and Health and Education cess, as applicable) of the distributed income on account of buyback of unlisted shares by the company has been levied at the level of company under Section 115QA of the Act, the consequential income arising in the hands of shareholders has been exempted from tax under sub-clause (34A) of section 10 of the Act. With the amendment in the Act, extending the provisions of Section 115QA of the Act to companies listed on recognised stock exchange, exemption under sub-clause (34A) of section 10 of the Act is extended to shareholders of the listed company on account of buyback of shares on which additional income-tax has been paid by the company.
  - c) The consequential income will be exempted in the hands of the shareholder irrespective of the class/residential status of the shareholder and purpose for which shares are held (i.e. as "Investments" or " Stock in Trade") under sub-clause(34A) of Section 10

## TAX DEDUCTION AT SOURCE

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

**Notes:-**

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

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

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

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

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and, after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed the opinion that:

- (i) immediately following the date of the board meeting i.e. August 23, 2019 ("Board Meeting") and the date of passing of the special resolution by shareholders i.e. September 26, 2019 approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) as regards the Company's prospects for the year immediately following the date of the board meeting i.e. August 23, 2019 ("Board Meeting") and the date of passing of the special resolution by shareholders i.e. September 26, 2019 approving the Buyback, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of Board Meeting as also from the date of passing of Special Resolution by the shareholders; and
- (iii) in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016.

This declaration is made and issued under the authority of the Board in terms of the resolution passed at the meeting held on August 23, 2019

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

Sd/-	Sd/-
Ashok V Motiani Chairman and Managing Director (DIN: 00124470)	Nanita A Motiani Whole Time Director (DIN : 00787809)

**23. AUDITORS CERTIFICATE**

The text of the Report dated August 23, 2019 received from the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

**Quote**

The Board of Directors  
Freshtrop Fruits Limited  
Ahmedabad

Dear Sir,

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

1. This Report is issued in accordance with the terms of our engagement letter dated August 21, 2019. The Board of Directors of Freshrop Fruits Limited have approved the buy-back of equity shares by the Company at its meeting held on August 23, 2019, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('the Act') and the Buyback Regulations.
2. We have been requested by the management of the Company ("Management") to provide a report on the accompanying statement of permissible capital payment (including security premium) ('Annexure A') as at March 31, 2019 (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management, which we have initialed for identification purposes only.

**Management's Responsibility for the Statement**

3. The preparation of the Statement in accordance with Section 68(2) (c) and other applicable provisions of the Companies Act, 2013 and the compliance with the Buyback 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:**

4. Pursuant to the requirement of the Buyback Regulations, it is our responsibility to provide reasonable assurance:
  - I. Whether we have inquired into the state of affairs of the Company in relation to the audited financial statements of the Company for the year ended March 31, 2019.
  - II. the amount of permissible capital payment for the proposed buyback of equity shares as stated in Annexure A, has been properly determined considering the audited financial statements as at March 31, 2019 in accordance with Section 68(2) of the Act; and
  - III. the Board of Directors of the Company, in the meeting held on 23rd August 2019 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date and from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared.
5. The financial statements referred to in paragraph 4 above, have been audited by us, on which we have issued an unmodified audit opinion vide our report dated May 28, 2019. We conducted our audit of these financial statements in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ("ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether these financial statements are free of material misstatement.
6. We conducted our examination of the Statement in accordance with the "Guidance Note on Audit Reports and 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 ICAI.
7. 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**

8. Based on inquiries conducted and our examination as above, we report that:
  - a) We have enquired into the state of affairs of the Company in relation to its audited financial statements as at and for the year ended 31 March, 2019 which has been approved by the Board of Directors of the Company on May 28, 2019.

- b) The amount of permissible capital payment (including security premium) towards the proposed buyback of equity shares as computed in the Statement attached herewith is in our view properly determined in accordance with Section 68(2)(c) of the Act including Explanation II to section 68 of the Act. The amounts of share capital and free reserves (including security premium) have been extracted from the audited financial statements of the Company as at and for the year ended March 31, 2019.
- c) The Board of Directors of the Company, in their meeting held on August 23, 2019 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated August 23, 2019, and from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared.

### Restriction on Use

9. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the explanatory statement to the notice for special resolution, public announcement, draft letter of offer, letter of offer and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability 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**  
 (Firm Registration No.143262W)

**Date: 23.08.2019**  
**Place: Ahmedabad**

**(F.S Shah)**  
**Partner**  
**(Membership No.133589)**

### Annexure A- Statement of permissible capital payment

*Computation of amount of permissible capital payment towards buyback of equity shares in accordance with section 68(2)(c) of the Act based on audited financial statements as at and for the year ended March 31, 2019:*

Particulars	Amount (Rs. In Crores)	
Paid up Share Capital as on March 31, 2019 (1,21,45,000 equity shares of Rs. 10 each)		12.145
Free reserves as on March 31, 2019		
-Securities Premium Account	1.880	
- Retained Earnings*	61.891	
-General Reserves	0.129	63.899
<b>TOTAL</b>		<b>76.044</b>
Maximum amount permitted for Buy-back i.e. 25% of the total paid up share capital and free reserves as on March 31, 2019		<b>19.011</b>

\*Net of re-measurement of assets and liabilities at fair value of Rs.0.385 Crores"

Note: Free Reserves includes Securities Premium as per Explanation II to section 68 of the Companies Act, 2018.

Place: Ahmedabad  
 Date: 23.08.2019

For **Freshtrop Fruits Limited**

**Unquote**

**24. DOCUMENTS FOR INSPECTION**

Copies of the following documents will be available for inspection at the Registered Office of the Company at A-603, Sapath - IV, Opp. Karnavati Club, SG Highway, Ahmedabad – 380015 between 10 a.m. and 3.00 p.m. on all working days (Monday to Friday) during the offer period:

- a. Copy of Certificate of Incorporation of the Company and Memorandum and Articles of Association of the Company.
- b. Copy of Annual reports of the Company for the last three financial year's viz. March 31, 2017, March 31, 2018 and March 31, 2019.
- c. Copy of Un-audited Financial Results of the company for the quarter ended June 30, 2019.
- d. Copy of resolution passed by the Board of Directors at their meeting held on August 23, 2019 recommending the proposal of the Buy Back.
- e. Copy of the Annual General Meeting Notice dated August 23, 2019 along with Explanatory Statement;
- f. Copy of the Special Resolution of the Shareholders passed at the Annual General Meeting on September 26, 2019;
- g. Copy of Certificate dated August 23, 2019 received from M/s FP& Associates, Chartered Accountants LLP, the Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buy Back Regulations.
- h. Copy of Certificate from Mr. F.S Shah, partner of M/s F P & Associates, Chartered Accountants, having their office at 708-A, Mahakant, Opp V.S. Hospital, Ellisbridge, Ahmedabad-380006, Telephone: +91-79-26575642, 26579106; Email: cafpassociates@gmail.com, Membership No.: 133589 vide a certificate dated September 27, 2019 certifying that the Company has made firm financing arrangements for fulfilling the obligations under the Buy Back, in accordance with the Buyback Regulations.
- i. Copy of Public Announcement published in the newspapers on September 30, 2019 regarding Buy Back.
- j. Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 of the Companies (Share Capital and Debentures) Rules, 2014;
- k. Copy of Escrow Agreement dated September 26, 2019 between Freshrop Fruits Limited, Axis Bank Limited and Chartered Capital And Investment Limited.
- l. Copy of SEBI Observation Letter no. SEBI/HO/CFD/DCR-1/OW/P/2019/29324 dated November 6, 2019 issued in terms of the Buyback Regulations.

**25. DETAILS OF THE COMPLIANCE OFFICER**

Investor may contact the Compliance Officer for any clarifications or to address the grievances, if any, during office hours i.e. 10.00 a.m. to 3.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Mr. Ronak Dhruve, Company Secretary & Compliance Officer  
**Freshrop Fruits Limited**  
 A-603, Sapath - IV, Opp. Karnavati Club, SG Highway, Ahmedabad - 380015.  
 Tel: +91-79-40307050-57, Email: secretarial@freshrop.com

**26. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS.**

In case of any grievances relating to the Buyback (e.g. non-receipt of the Buyback consideration, demat credit, etc.), the investor can approach the Manager to the Buy-Back and/ or Registrar to the Buyback and/ or Compliance Officer of the Company for redressal.

**27. DETAILS OF INVESTOR SERVICE CENTRE**

In case of any queries, shareholders may also contact the Registrar to the Buyback or the Investor Relations team of the Company, during office hours i.e. 10.00 a.m. to 3.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address

 <b>Bigshare Services Pvt. Ltd.</b>	<b>Bigshare Services Private Limited</b> 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400059 <b>Contact person:</b> Mr. Arvind Tandel; <b>Tel:</b> +91-22- 6263 8200; <b>Fax:</b> +91-22- 6263 8280, <b>Email:</b> buybackoffer@bighsareonline.com <b>Website:</b> www.bigshareonline.com, <b>SEBI Registration Number:</b> INR000001385 <b>CIN:</b> U99999MH1994PTC076534
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## 28. DETAILS OF THE MANAGER TO THE BUY-BACK

The Company has appointed the following as Manager to the Buy-Back:

	<b>Chartered Capital And Investment Limited</b> 711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006 <b>Tel:</b> +91-79-2657 7571/2657 5337, <b>Fax:</b> +91-79-2657 5731 <b>Email:</b> info@charteredcapital.net, <b>Website:</b> www.charteredcapital.net <b>Investor Grievance Email:</b> investor.relation@charteredcapital.net <b>Contact Person:</b> Mr. Manoj Kumar Ramrakhyani/ Mr. Sagar Bhatt <b>SEBI Registration No.:</b> INM000004018 <b>Corporate Identity Number:</b> L45201GJ1986PLC008577
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## 29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full and final responsibility for all the information contained in this Letter of Offer and confirm that this Letter of Offer contains true, factual and material information and does not contain any misleading information. This Letter of Offer is issued under the authority of the Board of Directors through resolution passed by the Board at their meeting held on August 23, 2019.

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

Sd/-	Sd/-	Sd/-
Ashok V Motiani Chairman and Managing Director (DIN: 00124470)	Nanita A Motiani Whole Time Director (DIN : 00787809)	Ronak Dhruve Company Secretary M. No: A47997

Place: Ahmedabad

Date: November 8, 2019

### Enclosure:

Tender Form



**TENDER FORM**

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

BUYBACK OPENS ON:	Thursday, November 21, 2019
BUYBACK CLOSES ON:	Wednesday, December 4, 2019
<b>For Registrar use/ collection centre use</b>	
Inward No.	Date
	Stamp

<b>Status: Please tick appropriate box</b>					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Foreign Institutional Investors/ Foreign Portfolio Investors	<input type="checkbox"/>	Insurance Company
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non Resident Indian / OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / Financial Institution	<input type="checkbox"/>	Pension/ PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/ LLP	<input type="checkbox"/>	Others (specify)

Bid Number :

Date :

**India Tax Residency Status: Please tick appropriate box**

Resident in India  Non-Resident in India  Resident of \_\_\_\_\_ (Shareholder to fill the country of residence)

To,

**The Board of Directors**

**Freshrop Fruits Limited**

C/o Bigshare Services Private Limited.

1st Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400059

Tel/ No.: +91-22- 6263 8200; Fax No.: +91-22- 6263 8280

Dear Sirs,

**Sub: Letter of Offer dated November 8, 2019 to Buyback not exceeding 10,00,000 Equity Shares of Freshrop Fruits Limited (the "Company") at a price of Rs 110 (Rupees One Hundred and Ten only) per Equity Share ("Buyback Offer Price"), payable in cash ("Buyback")**

- I/We (having read and understood the Letter of Offer dated November 8, 2019) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Share.
- I / We hereby affirm and warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us are free from all liens, equitable interest, charges and encumbrance.
- I / We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender/ offer the Equity Shares for the Buyback.
- I / We irrevocably and unconditionally agree that the consideration for the accepted Equity Shares will be paid as per secondary market mechanism.
- I/We agree that the excess demat Shares or unaccepted demat Shares, if any, tendered would be returned by Clearing Corporation in payout.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on Buy-Back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians / authorized dealers / tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on Buy-Back of Shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buy-Back of Shares by the Company, copy of tax return filed in India, evidence of the tax paid, etc.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013 and rules made thereunder and the Buyback Regulations.

P.T.O.

-----Tear along this line-----

**Acknowledgement Slip: Freshrop Fruits Limited- Buyback Offer**  
(to be filled by the Equity Shareholder) (subject to verification)

Folio No./DP ID: \_\_\_\_\_ Client ID \_\_\_\_\_ Received from Shri./ Smt. \_\_\_\_\_

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback (In Figures) \_\_\_\_\_ (In Words) \_\_\_\_\_

Please quote Client ID No. & DP ID No. for all future correspondence

<b>STAMP OF BROKER</b>

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

11. Details of Equity Shares held and tendered / offered for Buyback Offer:

	In Figures	In Words
Number of Equity Shares held as on Record Date		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

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

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

13. Equity Shareholders Details:

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

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

Applicable for all Non- resident Shareholders- I / We being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (the "FEMA Regulations") and the rules and regulations framed there under, for tendering Equity Shares in the Buy-Back, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India. I / We undertake to pay income taxes in India on any income arising on such Buy-Back and taxable in accordance with prevailing income tax laws in India within 7th day of the succeeding month in which the Shares are bought back by the Company. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-Back of Shares by me / us.

**INSTRUCTIONS**

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

- This Buyback offer will open on Thursday, November 21, 2019 and close on Wednesday, December 4, 2019.
- The Equity Shares tendered in the Buy-Back shall be rejected if (i) the shareholder is not a shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the shareholder; or (iii) in case of receipt of completed tender application form but non receipt of Shares in the special account of the Clearing Corporation or non-receipt of bid in the exchange bidding system
- Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder Broker by indicating the details of Equity Shares they intend to tender under the Buyback offer.
- Shareholders should submit (by registered post / courier / hand deliver) their duly filled Tender Form to the Registrar to the Buyback Offer (as mentioned in paragraph 18 of the Letter of Offer) only post placing the bid via the Shareholder Broker.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the Ratio of Buyback.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by such Eligible Shareholder, stating the name of the Eligible Shareholder, address of the Equity Shareholder, number of Equity Shares held, Client ID number, DP name, DP ID number and number of Equity Shares tendered. Eligible Shareholders have to ensure that their bid is entered in the electronic platform to be made available by the Stock Exchanges before the closure of the Buyback.
- Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement, but not exceeding their holding as on the Record Date.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buy-back the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI).
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.

-----Tear along this line-----

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

**Investor Service Centre, Freshrop Buyback offer 2019**, Bigshare Services Private Limited.  
1st Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400059  
Tel No.: +91-22- 6263 8200; Fax No.: +91-22- 6263 8280

**Contact person:** Mr. Arvind Tandel

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

**SEBI Registration Number:** INR000001385

**Corporate Identification Number:** U99999MH1994PTC076534