



FRESHTROP FRUITS LIMITED

Corporate Identification Number (CIN): L15400GJ1992PLC018365

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PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF FRESHTROP FRUITS LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement ("PA") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares of Freshrop Fruits Limited through the tender offer process, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time ("SEBI Buyback Regulations/ Buyback Regulations") and contains the disclosures as specified in Schedule II to the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER FOR BUYBACK OF UP TO 10,00,000 (TEN LACS ONLY) FULLY PAID UP EQUITY SHARES OF FRESHTROP FRUITS LIMITED ("THE COMPANY") OF FACE VALUE OF ₹ 10 (RUPEES TEN) EACH ("EQUITY SHARES") AT A PRICE OF ₹ 110 (RUPEES ONE HUNDRED TEN ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS.

1. DETAILS OF BUY BACK OFFER AND OFFER PRICE

1.1 The board of directors of Freshrop 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 SEBI 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 ₹ 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.

1.2 The Equity Shares are listed on the BSE Limited (the "BSE") (hereinafter referred to as the "Stock Exchange").

1.3 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.

1.4 The Buyback of Equity Shares may be subject to taxation in India and in the country of residence of the Eligible Shareholders. In due course, the Eligible Shareholders will receive a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularised nature of tax consequences, Eligible Shareholders should consult their tax advisors for the applicable tax provisions and the appropriate course of action that they should take.

1.5 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.

1.6 A copy of this Public Announcement is available on the website of the Company at www.freshrop.com and expected to be available on the SEBI website www.sebi.gov.in and on the website of BSE Limited at www.bseindia.com during the period of the Buy-Back.

2. NECESSITY FOR BUY-BACK

2.1 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:

- 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;
- 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";
- 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
- 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.

3 **MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCE OF FUNDS FROM WHICH BUYBACK WOULD BE FINANCED.**
The maximum amount required for Buyback will not exceed ₹ 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.). The maximum amount mentioned aforesaid is 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, which is within the prescribed limit of 25%.

The funds for the implementation of the proposed Buyback will be 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.

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.

4. BUYBACK PRICE AND THE BASIS OF ARRIVING AT BUYBACK PRICE

- The Equity Shares of the Company are proposed to be bought back at a price of ₹ 110 (Rupees One Hundred Ten only) per Equity Share.
- The Buyback Price of ₹ 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.
- The equity shares are being offered for buyback at a premium of 16.34% over the closing price of equity shares on BSE being ₹ 94.55, on the date of intimation of Board meeting to consider the proposal for buyback to BSE (i.e. on August 20, 2019).
- 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 (₹)	62.93	58.71
Basic EPS (₹)	11.32	12.33
Return on Net Worth (%)	17.98	21.01

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

The Company proposes to buy back up to 10,00,000 (Ten Lacs only) fully paid up Equity Shares of face value of ₹ 10 (Rupees Ten Only) each.

6. DETAILS OF PROMOTER'S SHAREHOLDING

6.1 The shareholding of the promoter and promoter group of the Company and persons in control of the Company as on the date of the Board Meeting and Notice convening AGM i.e., August 23, 2019, 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
	TOTAL	70,47,171	58.03

6.2 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 Board Meeting and Notice convening AGM i.e., August 23, 2019, 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

6.3 No share was purchased or sold by the Promoters and Promoter Group and persons who are in control of the Company, Directors / Partners of Promoter & Promoter Group Companies / Entities, Directors and Key Managerial Personnel of the Company during a period of six months preceding the date of the Board Meeting and Notice convening AGM i.e., August 23, 2019.

7. INTENTION OF PROMOTER AND PROMOTER GROUP TO PARTICIPATE IN BUYBACK

In terms of the SEBI 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 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. 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. Details of the date and price of acquisition of the Equity Shares held by the persons belonging to the Promoter and Promoter Group, who are participating in the Buy-Back are given below:

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	28.25
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

Ashok Vishindas Motiani

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		

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 the date of Special Resolution; and 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.

10 REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT

The text of the Report dated 23rd August 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 Freshtrop 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)".

- This Report is issued in accordance with the terms of our engagement letter dated August 21, 2019. The Board of Directors of Freshtrop 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.
- 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 initiated for identification purposes only.

Management's Responsibility for the Statement

- 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:

- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to provide reasonable assurance:
 - 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.
 - 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
 - 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.
- 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.
- 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.
- 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

- Based on inquiries conducted and our examination as above, we report that:
 - 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.
 - 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.
 - 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

- 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)
(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 (₹ in Crores)	Amount (₹ in Crores)
Paid up Share Capital as on March 31, 2019 (1,21,45,000 equity shares of ₹ 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
Total		76.044
Maximum amount permitted for Buy-back i.e. 25% of the total paid up share capital and free reserves as on March 31, 2019		19.011

*Net of re-measurement of assets and liabilities at fair value of ₹ 0.385 Crores"
Note: Free Reserves includes Securities Premium as per Explanation II to section 68 of the Companies Act, 2018.
Place: Ahmedabad For **Freshtrop Fruits Limited**
Date: 23.08.2019 Authorised signatory

Unquote

11 RECORD DATE AND SHAREHOLDERS ENTITLEMENT

- As required under the Buy Back Regulations, the Company has fixed October 11, 2019 as the record date (the "Record Date") for the purpose of determining the entitlement and the names of the shareholders, who will be eligible to participate in the Buyback. The Equity Shares proposed to be brought back by the company shall be divided into two categories; (a) reserved category for small shareholders and (b) the general category for all other shareholders.
- As defined in Regulation 2(i)(n) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on Stock Exchange having highest trading volume as on record date, of not more than Rs.2,00,000 (Rupees Two Lakh Only).
- In accordance with Regulation 6 of the Buyback Regulations, 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.
- Based on the holding on the record date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the record date and the ratio of the Buyback applicable in the category to which such shareholder belongs. The final number of shares the Company will purchase from each Eligible Shareholders will be based on the total number of shares tendered. Accordingly, the Company may not purchase all of the shares tendered by an Eligible Shareholders.
- In accordance with the explanation to Regulation 9(ix) of Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts do not receive a higher entitlement under the Small Shareholder category, the Company proposes to club together the equity shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these equity shares are held for different schemes and have a different demat account nomenclature.
- After accepting the Equity Shares tendered on the basis of the entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholder who have tendered over and above their entitlement in other category.
- Shareholders' participation in Buyback will be voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.
- The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the record date.
- The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.
- Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will also be included in the letter of offer to be sent to the Eligible Shareholder(s).

12 PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK

- The Buyback is open to all Eligible Shareholders / beneficial owners of the Company, holding Equity Shares either in physical and/ or electronic form on Record date. Any person who does not hold equity shares of the Company on the Record Date will not be eligible to participate in the Buyback and shares tendered by such person(s) shall be rejected. An eligible shareholder who wishes to tender their shares in the Buyback must have an active trading account.
- The Eligible Shareholders holding shares on the record date in physical form can participate in the Buy-Back after such equity shares are dematerialized by approaching depository participant.
- The Buy-back shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circulars including any amendments thereof and in accordance with the procedure prescribed in the Companies Act, Buyback regulations and as may be determined by the Board or a committee of the Board and on such terms and conditions as may be permitted by law from time to time.
- For Implementation of the Buy back, the Company has appointed Innovate Securities Private Limited as the registered broker to the Company ("**Company's Broker**") to facilitate the process of tendering of Equity Shares through 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 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. Parikhh
SEBI Reg. No. INZ000224735
- The Company will request the BSE Limited to provide the separate Acquisition Window ("**Acquisition Window**") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback and BSE Limited shall be designated stock exchange for this purpose.
- 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 stock brokers ("**Seller Member(s)**") during normal trading hours of the secondary market. The Seller Members can enter orders for demat shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after the Eligible shareholder have completed their KYC requirement as required by the Company's Broker.
- The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Seller member through which the Eligible Shareholder places the bids.
- Further, the Company will not accept shares tendered for Buy-Back which under restraint order of the court for transfer/sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise.
- Procedures to be followed by Eligible Shareholders holding Equity shares in the dematerialized form.**

- Eligible Shareholders, who desire to tender their Equity Shares in the electronic form under the Buy-back, would have to do so through their respective seller member by indicating to their broker, the details of equity shares they intend to tender under the buy back.
- 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 to 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 Designated Stock Exchange or the Clearing Corporation prior to placing the bid by the Seller Member.
- The details of special account of Clearing Corporation and the settlement number shall be informed in the issue opening circular that will be issued by the Designated Stock Exchange/Clearing Corporation.
- For Custodian participant orders for demat equity shares early pay in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of tendering period. Thereafter all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

- Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("**TRS**") generated by the exchange bidding system to the shareholders. TRS will contain the details of order submitted like Bid No., Application No., DP ID, Client ID, Number of equity shares tendered etc.
- In case of non-receipt of completed tender form and other documents, but receipt of equity shares in the accounts of Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted.

12.10 Procedures to be followed by Eligible Shareholders holding Equity shares in the Physical form.

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 Listing Regulations (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018) read with SEBI notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, and the press releases dated December 3, 2018 and March 27, 2019 issued by SEBI, effective from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized 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.

- Modification/cancellation of orders will be allowed during the tendering period of the Buy-Back. Multiple bids made by a single Eligible Shareholder shall be clubbed and considered as "one" bid for the purpose of acceptance.
- The cumulative quantity of Equity Shares tendered shall be made available on the website of the Designated Stock Exchange i.e. on BSE's website: www.bseindia.com, throughout the trading session and will be updated at specific intervals during the tendering period.

13 METHOD OF SETTLEMENT

- Upon finalization of the basis of acceptance as per Buy Back Regulations:
 - The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
 - The Company will pay the consideration to the Company's Broker which will transfer the funds pertaining to the Buy-Back to the Clearing Corporation's bank accounts as per the prescribed schedule. For Equity Shares accepted under the Buy-Back, Clearing Corporation will make direct funds payout to respective Eligible Shareholders. 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 Members settlement bank account for onward transfer to their respective shareholders.
 - The Equity Shares bought back in demat form would be transferred directly to the demat escrow account of the Company to be opened for Buy-Back ("**Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company's Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.
 - The Eligible Shareholders will have to ensure that they keep their depository participant ("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 Buyback. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the shareholders would be transferred by the clearing Corporation directly to the respective Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member depository pool account for onward transfer to the Shareholders.
 - The Seller Member would issue contract note for the Equity Shares accepted under the Buyback. The Company's broker would also issue a contract note to the company for the equity shares accepted under the buy back.
 - Eligible Shareholders who intend to participate in the Buy-Back should consult their respective Seller Member for any cost, applicable taxes, charges and expenses (including brokerage) etc., that may be levied by the Seller Member upon the selling shareholders for tendering Equity Shares in the Buy-Back (secondary market transaction). The Buy-Back consideration received by the Eligible Shareholders, 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.

- The Equity Shares lying to the credit of the Company's Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

14 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
Freshtrop Fruits Limited
A-603, Sapath - IV, Opp. Karnavati Club, SG Highway, Ahmedabad - 380015.
Tel: 079 40307050-57 | **Email:** secretarial@freshtrop.com

15 REGISTRAR TO THE OFFER/ 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:

Registrar to the Buyback:

 **Bigshare Services Pvt. Ltd.**
1st Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri (E), Mumbai - 400059
Contact person: Mr. Arvind Tandel
Tel: +91-22- 6263 8200 | **Fax:** +91-22- 6263 8280
Email: buybackoffer@bigshareonline.com
Website: www.bigshareonline.com
SEBI Registration Number: INR000001385

16 MANAGER 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.: INM00004018
Corporate Identity Number: L45201GJ1986PLC008577

17 DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that this document contains true, factual and material information and does not contain any misleading information.

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

Sd/-	Sd/-	Sd/-
Ashok V Motiani	Nanita A Motiani	Ronak Dhruve
Chairman and Managing Director	Whole Time Director	Company Secretary
(DIN: 00124470)	(DIN : 00787809)	(M. No: A47997)
Place: Ahmedabad		
		Date: September 27, 2019