

# TRICOM FRUIT PRODUCTS LIMITED

Registered Off: Gat No. 336, 338 to 341, Village Andhori, Taluka - Khandala, Dist. Satara -  
415521, Maharashtra, Tel : +91-2169 266251 , URL: [www.tricomfruitproducts.com](http://www.tricomfruitproducts.com)  
CIN: L67120PN1995PLC139099

5<sup>th</sup> September, 2019

To  
Department of Corporate Services  
BSE Ltd  
P J Tower, Dalal Street,  
Mumbai – 400 001.

**Sub: Notice of 25<sup>th</sup> Annual General Meeting and intimation of Date of Book Closure.**

Dear Sir,

Please be informed that 25<sup>th</sup> Annual General Meeting for the Year 2018-19 will be convened on 30<sup>th</sup> September, 2019 at 11.00 a.m. at the Registered office of the company at Gat No 336, 338-341, Village Andori, Taluka Khandala, Shirval Pandarpur Road, Satara-415521, Maharashtra.

Further we would like to inform you that the Register of Members and Share transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2019 to 30<sup>th</sup> September, 2019 (Both days inclusive) for the purpose of Annual general Meeting.

Kindly acknowledge the receipt of the same and take it on record.

Thanking you,

For Tricom Fruit Products Limited

  
Chandrakant Joshi  
Managing Director  
(DIN: 083982 13)



## NOTICE

The Twenty Fifth Annual General Meeting of Tricom Fruit Products Limited will be held on **Monday, the 30<sup>th</sup> day of September, 2019 at 11.00 a.m., at Gat No.336, 338-341, Village Andori, Taluka-Khandala, Shirval Pandarpur Road, Satara-415521, and Maharashtra**, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31<sup>st</sup> March, 2019, the Balance Sheet as at that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chandrakant Joshi (DIN: 08398213) who retires by rotation and is eligible for re-appointment.

### SPECIAL BUSINESS

3. To appoint Mr. Chandrakant Joshi (DIN : 08398213) as a Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Chandrakant Joshi (DIN:08398213), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. To consider and if thought fit to pass with or without modification(s) the following Resolution as **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Sections Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013(including any Statutory modification or re-enactment thereof, for the time being in force) subject to the approval of the Members be and is hereby recommends the appointment of Mr. Chandrakant Joshi as Managing Director of the Company for period of five years with effect from April 16, 2019 to April 15, 2024 without remuneration upon terms and conditions as may be agreed to between Nomination and Remuneration Committee and Mr. Chandrakant Joshi.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers to any Committee of Directors or Officer(s) of the Company to give effect to the aforesaid resolution.”

5. To appoint Mrs. Sangeeta Chikane (DIN : 08416203) as a Woman Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sangeeta Chikane (DIN : 08160358), who was appointed as Additional Director of the Company by the Board of Directors with effect from April 16, 2019, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Woman Independent Director of the Company to hold office for 5 (five) years not liable to retire by rotation.”

6. To appoint Mr. Gajanan Posti (DIN : 01166242) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gajanan Posti (DIN: 01166242), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 16, 2019, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member

proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years not liable to retire by rotation.”

7. To appoint Mr. Sandeep Sutar (DIN : 08162914) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sandeep Sutar (DIN: 08162914), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 22, 2019, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years not liable to retire by rotation.”

**BY ORDER OF THE BOARD**

**Place : Mumbai**

**Date : 3<sup>rd</sup> September, 2019**

**Chandrakant Joshi**

Managing Director

(DIN: 08398213)

**Regd. off:**

Gat No.336, 338-341,  
Village Andori, Taluka Khandala  
Shirval Pandarpur Road,  
Satara - 415521 Maharashtra  
CIN: L67120PN1995PLC139099

**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING.**

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
3. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2, 3, 4, 5,6 and 7 of the accompanying Notice, as required by Regulation 36 (3) of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchange is annexed herewith.
4. The Register of Members and Share Transfer Books of the Company will remain closed from, 23<sup>rd</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive).
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company’s Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board

Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

9. The Notice of the AGM along with the Annual Report 2018-19 is being sent by courier to those Members whose postal addresses are registered with the Company/Depositories.

#### 10. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015 executed by the company with the BSE, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd (CDSL).

A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the e-voting period, members of the company holding shares either in physical form or dematerialised form, as on the cutoff date i.e., September 23, 2019 may cast their votes electronically.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. A copy of this notice has been placed on the website of the Company and the website of CDSL.

Ms. Priya Paranjape who is not in employment of the Company, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tricomfruitproducts.com](http://www.tricomfruitproducts.com) and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE.

The process and instructions for e-voting are as under:

- (i) The voting period commences on Friday, September 27, 2019 at 9.00 a.m. and ends on Sunday, September 29, 2019 at 5.00 p.m.. During this period, shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the venue.
- (iii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000100 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the number id/folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xii) Click on the EVSN of Tricom Fruit Products Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### ANNEXURE TO ITEMS 2, 3, 4, 5, 6 and 7 THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Name of the Director	Chandrakant Joshi	Sangeeta Chikane	Gajanan Posti	Sandeep Sutar
Director Identification Number (DIN)	08398213	08416203	01166242	08162914
Date of Birth	11.04.1966	27.12.1972	25.06.1970	04.02.1987
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on Board	16.04.2019	16.04.2019	16.04.2019	22.04.2019
Qualification	B.Com	B.Com	B.Com	S.S.C
Shareholding	Nil	Nil	Nil	Nil
List of Directorships held in other Companies (excluding Foreign, Private and Section 8 Companies)	- Rids Textiles Ltd - Tricom Infotech Solutions Ltd	NIL	- Rids Textiles Ltd - Tricom Infotech Solutions Ltd	- Rids Textiles Ltd - Tricom Infotech Solutions Ltd
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Membership:1	Chairman: 1	Chairman: 1	Membership:1

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following explanatory Statement set out all material facts relating to the Special business mentioned in the accompanying notice

##### Item No.3 & 4

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors had appointed Mr. Chandrakant Joshi as an Additional Director with effect from April 16, 2019 and on same day he was appointed as Managing Director without remuneration not liable to retire by rotation subject to the approval of the Members. He is appointed as Managing Director. The Company has received consent to act as Director and declaration that he is not disqualified from being appointed as a Director of the Company. The Company has also received notice in writing, from member under section 160 of the Act, proposing his candidature for the appointment as Director of the Company.

The Board of Directors or Committee thereof may, in their discretion, vary/alter or widen the scope of remuneration within the overall limits as specified under Section 197 read with Schedule V of the Act and other applicable provisions if any, of the Act.

The aforesaid terms and conditions have been approved by the Nomination & Remuneration Committee of the Company at their meeting held on April 16, 2019.

As required by Companies Act, 2013, approval of the members is being sought, for the appointment of Mr. Chandrakant Joshi as Managing Director without remuneration.

The draft Agreement between the Company and the Managing Director is available for inspection by the members at the Company's registered office between 11.00 a.m. to 2.00 p.m. on all working days up to 29<sup>th</sup> September, 2019.

Hence, your Directors recommend the above resolution for approval of the Shareholders as an Ordinary Resolution.

Save and except Mr. Chandrakant Joshi none of the other Directors of the Company is, in any way, concerned or interested in the Resolution.

This may also be treated as a written memorandum setting out the terms of appointment of Mr. Chandrakant Joshi pursuant to section 190 of the Companies act, 2013.

The Board of Directors at their Meeting held on 16<sup>th</sup> April, 2019 appointed Mr. Chandrakant Joshi as Managing Director for a period of five years w.e.f. 16<sup>th</sup> April, 2019 to 15<sup>th</sup> April, 2024 without remuneration.

The terms and conditions of remuneration may be varied from time to time by the Board as it may, in its discretion, deem fit, in consultation with Managing Director provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time.

It is proposed to seek the members' approval for the appointment of Mr. Chandrakant Joshi as a Managing Director, in terms of the applicable provisions of the act and the relevant rules made thereunder.

This explanatory statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Chandrakant Joshi as the Managing Director of the Company.

None of the other Directors of the Company is, in any way, concerned or interested in the Resolution.

The Board of Directors recommends the Resolution as set out at Item No.3 & 4 of the Notice for your approval.

**Item No. 5, 6 & 7**

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee, The Board of Directors appointed Mrs. Sangeeta Chikane (Woman Director), Mr. Gajanan Posti and Mr. Sandeep Sutar as an Additional Director categorized as Independent Director of the Company with effect from April 16, 2019, April 16, 2019 and April 22, 2019 respectively not liable to retire by rotation and accordingly, they hold office up to the ensuing Annual General Meeting of the Company. In terms of Sections 149 and 152 and the Rules made there under read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declaration made by Mrs. Sangeeta Chikane (Woman Director), Mr. Gajanan Posti and Mr. Sandeep Sutar that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Board is of the view that the association of all three directors would benefit the Company. The Board is of the opinion that they fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management. Based on the recommendation of the Board, it is proposed to appoint Mrs. Sangeeta Chikane (Woman Director), Mr. Gajanan Posti and Mr. Sandeep Sutar as an Independent Director of the Company as per the provisions of the Companies Act, 2013. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mrs. Sangeeta Chikane (Woman Director), Mr. Gajanan Posti and Mr. Sandeep Sutar for the office of Independent Director. The Resolution seeks the approval of the Members for appointment of Mrs. Sangeeta Chikane (Woman Director), Mr. Gajanan Posti and Mr. Sandeep Sutar as an Independent Director of the Company for a consecutive term of five years till 30<sup>th</sup> Annual General Meeting on non-rotational basis pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. The terms and conditions of appointment shall be open for inspection by Members at the Registered Office during business hours on all working days and will also be kept open at the venue during the AGM. They do not hold any shares in the Company. Additional information in respect of Directors pursuant to Listing Regulation 2015 and Secretarial Standard on General Meetings is appended to the AGM Notice. No Director, Key Managerial Personnel or their relatives, except these Directors to whom the Resolution relates, is interested or concerned in the Resolution. The Board recommends the Ordinary Resolution set forth in Item 5,6 & 7 for approval of the Members.

**BY ORDER OF THE BOARD**

**Place : Mumbai**

Date : 3<sup>rd</sup> September, 2019

**Chandrakant Joshi**  
Managing Director  
(DIN: 08398213)

**Regd. off:**

Gat No.336, 338-341,  
Village Andori, Taluka Khandala  
Shirval Pandarpur Road,  
Satara - 415521 Maharashtra  
CIN: L67120PN1995PLC139099