

# 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  
CIN: L67120PN1995PLC139099**

8<sup>th</sup> December,2020

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

**Sub: Notice of 26<sup>th</sup> Annual General Meeting and intimation of Date of Book Closure.**

Dear Sir,

We hereby inform you that 26<sup>th</sup> Annual general Meeting of the company will be held on 31<sup>st</sup> December, 2020, 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 24<sup>th</sup> December, 2020 to 31<sup>st</sup> December, 2020 (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: 08398213)

## NOTICE

The Twenty Sixth Annual General Meeting of Tricom Fruit Products Limited will be held on **Thursday, the 31<sup>st</sup> day of December, 2020 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, 2020, 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 consider and if thought fit to pass with or without modification(s) the following Resolution as **Special Resolution**:-  
**“RESOLVED THAT**, pursuant to Section 10 of Insolvency and Bankruptcy Code, 2016 and other applicable provisions of law, if any, for the time being in force in India, the consent of the members of the Company be and is, hereby, accorded to initiate Corporate Insolvency Resolution Process (CIRP), voluntarily, and file an application before the Hon’ble National Company Law Tribunal, Bench at Mumbai under Section 10 of Insolvency and Bankruptcy Code, 2016.”  
**“RESOLVED FURTHER THAT**, the Board of Directors of the Company, be and is, hereby, authorized to do all such acts, deeds, things, and sign all such documents, drafts, as may be deemed necessary to give effect to the aforesaid resolution.”

**BY ORDER OF THE BOARD**

**Place : Mumbai**

**Date : 8<sup>th</sup> December, 2020**

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

### Regd. off:

Gat No.336,338-341,  
 Village Andori, TalukaKhandala  
 ShirvalPandarpur 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 of the accompanying Notice, as required by Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
4. The Register of Members and Share Transfer Books of the Company will remain closed from, 24<sup>th</sup> December, 2020 to 31<sup>st</sup> December, 2020 (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. Notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website of the Company [www.tricomfruitproducts.com](http://www.tricomfruitproducts.com) for their download.
10. As per regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to converting their holdings to dematerialized form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number(PAN), mandates nominations, power of attorney, bank details to their Depository Participant's in Case the shares are held by them in electronic form and to Link Intime India Pvt Ltd (earlier Sharex Dynamic India Private Limited) (RTA) in case the shares are held by them in physical form.

## 12. **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., December 24, 2020 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 Monday, December 28, 2020 at 9.00 a.m. and ends on Wednesday, December 30, 2020 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 December 24, 2020, 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 ITEM 2 OF 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)

<b>Name of the Director</b>	<b>Chandrakant Joshi</b>
<b>Director Identification Number (DIN)</b>	08398213
<b>Date of Birth</b>	11.04.1966
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	16.04.2019
<b>Qualification</b>	B.Com
<b>Shareholding</b>	Nil
<b>List of Directorships held in other Companies (excluding Foreign, Private and Section 8 Companies)</b>	1. Rids Textiles Ltd 2. Tricom Infotech Solutions Limited
<b>Membership/ Chairmanships of Audit and Stakeholders' Relationship Committee across other public Companies</b>	<b>Chairman :1</b>
<b>Expertise, Skill</b>	Mr. Chandrakant Joshi is a Commerce Graduate with more than 30 years of experience in Business management and planning and development of Business strategy. He was into core management of the Company in formulating various business policies and finalizing plan of actions.
<b>Relationship with Other directors</b>	He is not related to any Directors of the Company.
<b>Shareholding</b>	Nil

**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**

The net worth of the Company as per the latest audited financial statements has been Rs. 61,44,29,670 (Sixty-one Crore Forty-Four Lakhs Twenty-Nine Thousand Six Hundred Seventy). The total liabilities of the Company as per the latest audited financial statements of the Company have been Rs. 105,52,88,476 (one hundred Five Crore Fifty-Two Lakhs Eighty Eight Thousand Four Hundred Seventy Six). The Board of Directors of the Company are of the opinion that the Company's state of assets may not be sufficient enough to pay off the debts and liabilities of the Company. The Board of Directors is also of the opinion that the business operations and opportunities of the Company may not be sufficient to service the cost of finance that is incidental to the debts raised by the Company. The Board of Directors of the Company place on record the intention of the Company to resolve the issue of servicing of debts incurred by the Company and also mentions that the means at the disposal of the Company, through which the debts of the company could be serviced or settled, are limited.

In light of the abovementioned background, the Board of Directors have considered the process of filing a suo-motu application under Section 10 of the Insolvency and Bankruptcy Code, 2016 for initiating Corporate Insolvency Resolution Process (CIRP) with the Hon'ble Bench of National Company Law Tribunal, Mumbai. The Board of Directors has considered this process to be in the interest of the stakeholders of the Company and shall help the Company to lessen the burden of debts and service the stakeholders of the Company in a better manner.

The Board of Directors seeks the support of the shareholders of the Company and wish to carry this motion and pass this motion with Special Majority.

The Board of Directors also mentions that none of the Directors of the Company is interested in passing of this resolution, except in the capacity of the member of the Company.

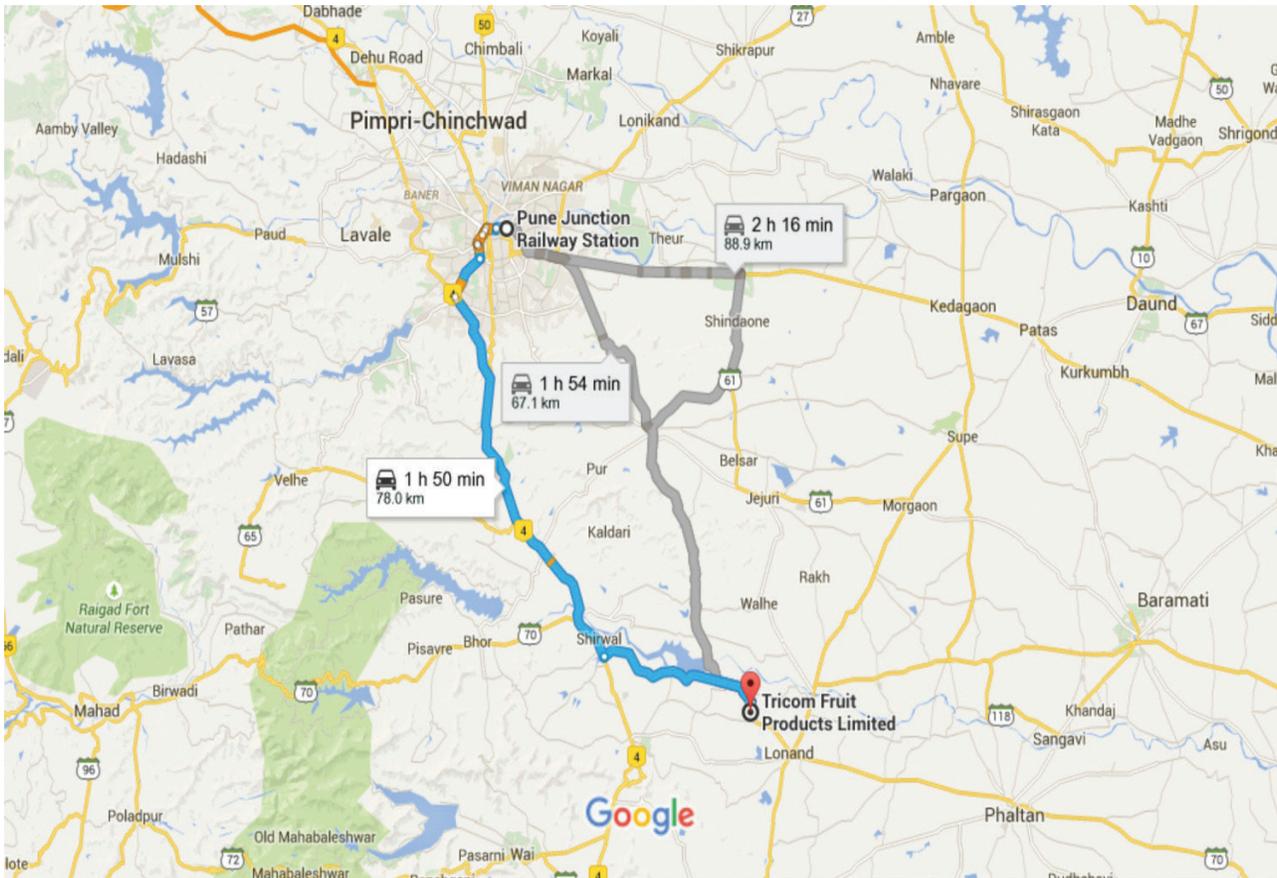
**BY ORDER OF THE BOARD****Place : Mumbai****Date : 8<sup>th</sup> December, 2020**

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

## AGM ROUTE MAP



Gat No.336,338-341 , Village Andori,  
Taluka Khandala,  
District Satara 415521,  
Maharashtra.

## TRICOM FRUIT PRODUCTS LIMITED

Regd. Office : Gat No.336,338-341 , Village Andori, Taluka Khandala, District Satara 415521,  
CIN: L67120PN1995PLC139099

### ATTENDANCE SLIP

#### 26<sup>th</sup> Annual General Meeting

To be handed over at the entrance of the Meeting Hall

I/We hereby record my presence at the Annual General Meeting held at the Registered Office of the Company at Gat No. 336, 338-341, Village Andori, Taluka Khandala, District Satara 415521 on 31st December, 2020 at 11.00 a.m.

DP ID- Client ID/ Folio No.:	
Name & Address of Sole Member	
Name of joint holder (s)	
No. of shares held:	

I certify that I am a member/proxy for the member of the Company.

.....  
Signature of the Shareholder/Proxy

.....Cut Here.....

#### Electronic Voting Particulars

EVSN (Electronic Voting Sequence Number)	User ID	Password/ Pin (PAN/Seq.No.)

**NOTE:** Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the Notice of Annual General Meeting. The voting time starts from December 28, 2020 from 9.00 a.m. and ends on December 30, 2020 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.



**TRICOM FRUIT PRODUCTS LIMITED**

Regd. Office : Gat No.336,338-341 , Village Andori, Taluka Khandala, District Satara 415521  
CIN: L67120PN1995PLC139099

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

**26th Annual General Meeting**

Name of the Member (s)  
Registered Address: .....  
Email Id: .....Folio No/ Client Id:.....DP ID:.....

I/We, being the member (s) of shares of the above named company, hereby appoint

- 1. Name: .....  
Address: .....  
E-mail Id: .....Signature:....., or failing him
- 2. Name: .....  
Address: .....  
E-mail Id: .....Signature:....., or failing him
- 3. Name: .....  
Address: .....  
E-mail Id: .....Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26thAnnual general meetingof the company, to be held on the 31st day of December, 2020 At 11.00 a.m. at Gat No.336, 338-341, Village Andori, Taluka Khandala, District Satara 415521 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No.	Resolutions
	<b>Ordinary Business</b>
1.	Consider and adopt the Audited statement of Profit and Loss for the Financial Year ended March 31, 2020, the Balance Sheet as at that date and the reports of the Board of Directors and Auditors thereon.
2.	Re appointment of Mr. Chandrakant Joshi, who retires by rotation
	<b>Special Business</b>
3.	Voluntary Initiation of Corporate Insolvency Resolution Process (CIRP)

Signed this.....day of.....2020.

Signature of the Shareholder.....

Signature of Proxy holder (s).....

Affix Re.1.  
Revenue  
Stamp

**NOTE:** This form must be deposited at the Registered Office of the Company not later than 48 hours before the time of the Meeting.