

# TRICOM FRUIT PRODUCTS LIMITED

**Registered Off: Gat No. 336, 338 to 341, Village Andhori, Taluka - Khandala, Dist. Satara - 415521,  
Maharashtra, Tel : +91-9920231567 , email: Investors@tricofruitproducts.com;  
Website: www.tricomfruitproducts.com; CIN: L67120PN1995PLC139099**

5<sup>th</sup> September,2023

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

**Sub: Notice of 29<sup>th</sup> Annual General Meeting and intimation of Date of Book Closure.**

Dear Sir,

We hereby inform you that 29<sup>th</sup> Annual general Meeting of the company will be held on 30<sup>th</sup> September, 2023, 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. Also attached herewith the said Notice of 29<sup>th</sup> Annual general Meeting of the company.

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> September, 2023 to 30<sup>th</sup> September, 2023 (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 Vasudev  
Joshi

Digitally signed by Chandrakant Vasudev  
Joshi  
DN: cn=Chandrakant Vasudev  
Joshi, o=Tricom Fruit Products Limited, ou=Tricom Fruit Products Limited, email=chandrakant.joshi@tricomfruitproducts.com, c=IN  
Date: 2023.09.05 10:01:37 +05'30'

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

## NOTICE

The Twenty Ninth Annual General Meeting of Tricom Fruit Products Limited will be held on **Saturday, the 30<sup>th</sup> day of September, 2023 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 31st March, 2023, 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.
3. 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and upon recommendation of the Audit Committee & Board of Directors and subject to the approval of the members, M/s. A. K. Kocchar & Associate., Chartered Accountants (FRN 120410W), be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of 29<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and Statutory Auditor."

### SPECIAL BUSINESS:

4. To re-appoint Mr. Chandrakant Joshi (DIN: 08398213) as a Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Members be and is hereby accorded to re-appoint Mr. Chandrakant Joshi (DIN: 08398213) as a Managing Director, for a period of 5 (five) years from the expiry of his present term of office, i.e., with effect from April 16, 2024 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To re-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 a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Members be and is

hereby accorded Mr. Gajanan Posti (DIN : 01166242) who was appointed as an Independent Director and who holds office as an Independent Director up to April 15, 2024 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, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e., up to April 15, 2029;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To re-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 a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the members, Mr. Sandeep Sutar (DIN : 08162914) who was appointed as an Independent Director and who holds office as an Independent Director up to April 21, 2024 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, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e., up to April 21, 2029;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To appoint Ms. Sangeeta Chikane (DIN: 08416203) as a Non-Executive Non Independent Woman Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to approval of the members in the meeting Ms. Sangeeta Chikane (DIN : 08416203) who was appointed as an Independent Non-Executive Woman Director be and is hereby reappointed as Non-Executive Non Independent Director with effect from 1st September, 2023 liable to retire by rotation 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.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**BY ORDER OF THE BOARD**

**Place : Mumbai**

**Date : 1<sup>st</sup> September, 2023**

**Regd. off:**

Gat No.336,338-341,

Village Andori, Taluka Khandala

Shirval Pandarpur Road,

Satara-415521 Maharashtra

CIN: L67120PN1995PLC139099

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

**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. 2,4,5,6,7 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, 24<sup>th</sup> September, 2023 to 30<sup>th</sup> September, 2023 (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 2022-2023 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 2022-23 will also be available on the Company's website of the Company [www.tricomfruitproducts.com](http://www.tricomfruitproducts.com) and on the website of Stock Exchange where the shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for 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. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's RTA. In respect of shares held in dematerialised form, the nomination form may be filed with the respective Depository Participant.
13. Registration of email ID and Bank Account details: In case the shareholder's email ID is already registered with the Company log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/Depositories or not updated the Bank Account mandate, the following instructions to be followed:

**For receiving all communication (including Annual Report) from the Company electronically: In case of the Shares held in Physical mode and Demat mode:** Members who have not registered their email address and holding Equity Shares in Demat form are requested to register their e-mail address with the respective DPs and the Members holding Equity Shares in physical form may get their e-mail addresses registered with RTA of the Company by submitting Form ISR-1 (available on the website of the Company at [http://www.tricomfruitproducts.com/Shareholder\\_Information.html](http://www.tricomfruitproducts.com/Shareholder_Information.html) duly filled and signed alongwith requisite documents to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

14. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/ MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively. SEBI has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account detail, specimen signature) and nomination details by holders of securities. In case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s) effective from October 01, 2023. Relevant details and forms prescribed by SEBI in this regard are available on the website of the RTA at <https://web.linkintime.co.in/KYC/index.html> view of the above we urge Members holding shares in physical form to submit the required forms alongwith the supporting documents on or before September 30, 2023. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their DPs.

15. **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 National Securities Depository Limited (NSDL).

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, 2023 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's at [www.tricomfruitproducts.com](http://www.tricomfruitproducts.com) and on the website of Stock Exchange where the shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for download.

Ms. Hetal Doshi of M/s Hetal Doshi & Associates, company secretaries, (ACS: 9278, COP: 9510) 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 will also be posted on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall also be intimated to the Stock Exchange where the shares of the Company are listed i.e BSE Limited at [www.bseindia.com](http://www.bseindia.com).

**The remote e-voting period begins on Wednesday, September 27, 2023 at 9.00 a.m. and ends on Friday, September 29, 2023 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e 23<sup>rd</sup> September,2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September,2023.**





**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.**

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider</b> i.e. <b>NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  App Store     Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi</p>

	<p>Tab and then use your existing MyEasi username &amp; password.</p> <ol style="list-style-type: none"> <li>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System MyEasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [hetaldotsi.cs@gmail.com](mailto:hetaldotsi.cs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Pallavi Mhatre) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ([investors@tricomfruitproducts.com](mailto:investors@tricomfruitproducts.com)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([investors@tricomfruitproducts.com](mailto:investors@tricomfruitproducts.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### 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)

Name of the Director	Chandrakant Joshi	Gajanan Posti	Sandeep Sutar	Sangeeta Chikane
Director Identification Number (DIN)	08398213	01166242	08162914	08416203
Date of Birth	11-04-1966	25-06-1970	04-02-1987	27-12-1972
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on Board	16-04-2019	16-04-2019	22-04-2019	16-04-2019
Qualification	B.Com	B.Com	SSC	B.Com
Shareholding	Nil	Nil	Nil	Nil
List of Directorships held in other Companies (excluding Foreign, Private and Section 8 Companies)	1. Rids Textiles Ltd 2. Tricom Infotech Solutions Limited	1. Rids Textiles Ltd 2. Tricom Infotech Solutions Limited	1. Rids Textiles Ltd 2. Tricom Infotech Solutions Limited	Nil
Membership/ Chairmanships of Audit and Stakeholders' Relationship Committee across other public Companies	<b>Tricom Fruit Products Limited</b> Membership of Audit Committee (upto 4 <sup>th</sup> April,2023) Membership of Stakeholder Relationship Committee  <b>Tricom Infotech Solutions Limited</b> Chairmanship of Audit Committee	<b>Tricom Fruit Products Limited</b> Chairmanship of Audit Committee  Chairman of the Board w.ef. 30-05-2023  Membership of Stakeholder Relationship Committee <b>Tricom Infotech Solutions Limited</b>	<b>Tricom Fruit Products Limited</b> Membership of Audit Committee (w.e.f. 4 <sup>th</sup> April,2023)  <b>Tricom Infotech Solutions Limited</b> Membership of Audit Committee	<b>Tricom Fruit Products Limited</b> Membership of Audit Committee (upto 4 <sup>th</sup> April,2023)  Chairmanship of Stakeholder Relationship Committee (upto 4 <sup>th</sup> April,2023)

		<b>Membership of Audit Committee</b>		
<b>Brief Resume</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.	Mr. Gajanan Posti is Commerce Graduate with more than 15 years of experience in Business Operations. He was into IT based operations of the Company like Data Management and Data Processing.	Mr. Sandeep Sutar has vast experience over 10 years in Administration and management Area.	She is a B.Com graduate and had experience of over 10 years in Accounts and Finance. She worked with fruit processing Company and involved in day to day operations of the Company.
<b>Nature of Expertise in Functional Areas</b>	<ul style="list-style-type: none"> <li>•Leadership/ Operational experience</li> <li>• Strategic Planning</li> <li>•Industry Experience, Research &amp; Development and Innovation</li> <li>•Financial, Regulatory / Legal</li> <li>•Corporate Governance</li> </ul>	<ul style="list-style-type: none"> <li>• Leadership / Operational experience</li> <li>• Strategic Planning</li> <li>• Industry Experience, Research &amp; Development and Innovation</li> <li>• Financial, Regulatory / Legal</li> <li>• Corporate Governance</li> </ul>	<ul style="list-style-type: none"> <li>• Leadership/ Operational experience</li> <li>• Corporate Governance</li> </ul>	<ul style="list-style-type: none"> <li>• Leadership / Operational experience</li> <li>• Corporate Governance</li> </ul>
<b>Relationship with Other directors</b>	He is not related to any Directors of the Company.	He is not related to any Directors of the Company.	He is not related to any Directors of the Company.	She is not related to any Directors of the Company.
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years</b>	<p>Except the Tricom Fruit Products Limited Mr. Chanrakant Joshi is not holding directorship of a listed Company.</p> <p>Membership of Audit Committee (upto 4<sup>th</sup> April,2023)</p> <p>Membership of Stakeholder Relationship Committee</p> <p>He has not resigned in the past three years from any listed company</p>	<p>Except the Tricom Fruit Products Limited Mr. Gajanan Posti is not holding directorship of a listed Company.</p> <p>Chairmanship of Audit Committee</p> <p>Chairman of the Board w.ef. 30-05-2023</p> <p>Membership of Stakeholder Relationship Committee</p>	<p>Except the Tricom Fruit Products Limited Mr. Sandeep Sutar is not holding directorship of a listed Company.</p> <p>Membership of Audit Committee (w.e.f. 4<sup>th</sup> April,2023)</p> <p>He has not resigned in the past three years from any listed company</p>	<p>Except the Tricom Fruit Products Limited Ms. Sangeeta Chikane is not holding directorship of a listed Company.</p> <p>Membership of Audit Committee (upto 4<sup>th</sup> April,2023)</p> <p>Chairmanship of Stakeholder Relationship Committee (upto 4<sup>th</sup> April,2023)</p>

		He has not resigned in the past three years from any listed company		She has not resigned in the past three years from any listed company.
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### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 3

Pursuant to provision of the section 139(8) and other applicable provision of the Act read with the rules made there under and based on the recommendation of the Audit Committee; the Board of Directors at their meeting held on 4<sup>th</sup> April,2023 and by shareholders in its Extra Ordinary General Meeting held on 16<sup>th</sup> May,2023 has appointed M/s. A. K. Kocchar & Associates, Chartered Accountants, (Firm Registration No. 120410W), as Statutory Auditor of the Company to fill the casual vacancy of Statutory Auditor of the Company and to hold office upto the conclusion of this Annual General Meeting.

Pursuant to provision of the section 139,141,142 and other applicable provision of the Act read with the rules made there under and based on the recommendation of the Audit Committee; the Board of Directors at their meeting held on 1<sup>st</sup> September,2023 recommended in this Annual General Meeting the appointment of M/s. A. K. Kocchar & Associate., Chartered Accountants (FRN 120410W), as Statutory Auditors of the Company for a period of five consecutive years commencing from the conclusion of this 29<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company.

M/S A. K. Kocchar & Associates is a Chartered Accountants' Firm is engaged in providing services in the field of International Taxation Solutions, Domestic Taxation Solutions, Indirect Taxation Solutions Companies Secretarial Solutions, Accounts Process Outsourcing and Audits. It is also engaged in practice of undertaking audits under various statutes including internal Audit and adherence to the provisions of various laws.

Taking into consideration the wide range of services provided by M/s A. K. Kocchar & Associates the Audit Committee and Board of Directors has recommended their appointment as Statutory Auditor of the Company at a remuneration mutually agreed with the Board of Directors. After evaluating the nature and size of the audit work involved and considering the industry experience, competency of the audit team and efficiency in conduct of audit the board has proposed change in the fees payable to the proposed statutory auditors as compared to the fees given to the outgoing auditors.

The Board recommends appointment of M/s A. K. Kocchar & Associates, Chartered Accountants, (Firm Registration No. 120410W), for a term of five consecutive years commencing from the conclusion of 29<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company.

None of the Director, Key Managerial Personnel, and their relatives is interested or concerned, financially or otherwise in the proposed resolution.

#### Item No. 4

At the Annual General Meeting held on September 30,2019, the members of the Company had been Appointed Mr. Chandrakant Joshi (DIN: 08398213) as a Managing Director of the Company, to hold office up to April 15, 2024. Nomination and Remuneration Committee recommended to the Board the reappointment of Mr. Chandrakant Joshi (DIN: 08398213) for a further period of 5 years upto April 15, 2029 subject to the approval of the Members. The Company has received consent to act as Managing 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.

Members' approval is sought for the reappointment of and remuneration payable to Mr. Chandrakant Joshi as a Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (the "Act").

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Chandrakant Joshi are as under:

- a. Salary: NIL
- b. Perquisites: NIL

He shall not be paid any sitting fees for attending meetings of the Board or Committee Thereof.

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 Mr. Chandrakant Joshi 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.

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 September 1, 2023 As required by Companies Act, 2013, approval of the members is being sought, for their appointment and remuneration of Mr. Chandrakant Joshi as Managing Director.

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 30th September, 2023.

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.

#### **Item No. 5 & 6**

At the Annual General Meeting held on September 30, 2019, the members of the Company had appointed Mr. Gajanan Posti (DIN: 01166242) as an Independent Director of the Company, to hold office up to April 15, 2024 ("first term") and Mr. Sandeep Sutar (DIN : 08162914) as an Independent Director of the Company, to hold office up to April 21, 2024 ("first term"). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Gajanan Posti (DIN: 01166242), Mr. Sandeep Sutar (DIN : 08162914) as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Gajanan Posti and Mr. Sandeep Sutar is desirable to continue to avail his services as an Independent Director and it will be beneficial to the Company.

Accordingly, it is proposed to re-appoint Mr. Gajanan Posti and Mr. Sandeep Sutar as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company. Mr. Gajanan Posti and Mr. Sandeep Sutar is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and they have given their consent to act as a director and 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 Company has also received declaration from Mr. Gajanan Posti and Mr. Sandeep Sutar that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Details of Mr. Gajanan Posti and Mr. Sandeep Sutar is provided in the "Annexure" to the Notice, pursuant to the of Regulation 36 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015).

Mr. Gajanan Posti and Mr. Sandeep Sutar are interested in the resolution set out at Item No. 5&6 of the Notice with regard to his appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement

may also be regarded as an appropriate disclosure under the Act and the Listing Regulations. The Board commends the Special Resolution set out at Item No. 5 and 6 of the Notice for approval by the members.

**Item No.7**

At the Annual General Meeting held on September 30, 2019, the members of the Company had appointed Ms. Sangeeta Chikane (DIN : 08416203) as an Independent Woman Director of the Company.

Ms. Sangeeta Chikane has shown his unwillingness to continue as an Independent Director due to personal reasons, however on the request of the management she would continue to guide the board as non-independent non-executive director of the company with effect from September 1, 2023.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment/re-designation of Ms. Sangeeta Chikane (DIN : 08416203) as a Non - Independent Non-Executive Director with effect from September 1, 2023.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee subject to the approval of the members considers that, given her background and experience and contributions made by her during her tenure, the continued association of Ms. Sangeeta Chikane as a Non-Independent Non-Executive Director will be beneficial to the Company. Ms. Sangeeta Chikane is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. Details of Ms. Sangeeta Chikane is provided in the "Annexure" to the Notice, pursuant to the of Regulation 36 (3) of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015).

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members. Ms. Sangeeta Chikane is interested in the resolution set out at Item No. 7 of the Notice with regard to her appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

**BY ORDER OF THE BOARD**

**Place : Mumbai**

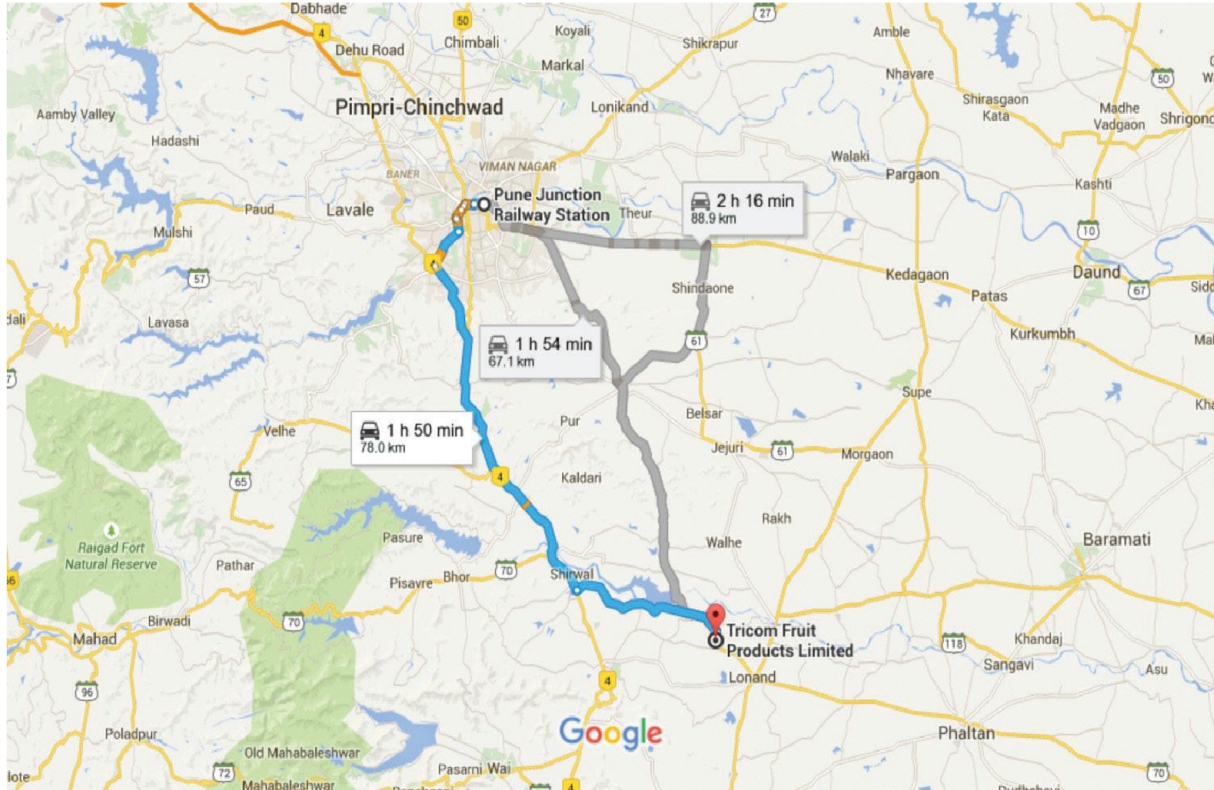
**Date : 1<sup>st</sup> September, 2023**

**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**

**29<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 30<sup>th</sup> September, 2023 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

.....CutHere.....

**Electronic Voting Particulars**

<b>EVEN (Electronic Voting Event Number)</b>	<b>User ID</b>	<b>Password/ Pin (PAN/Seq.No.)</b>
125447		

**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 September 27, 2023 from 9.00 a.m. and ends on September 29, 2023 at 5.00 p.m. The voting module shall be disabled by NSDL 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]*

**29<sup>th</sup>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

- Name: .....  
Address: .....  
E-mail Id: .....Signature:....., or failing him
- Name: .....  
Address: .....  
E-mail Id: .....Signature:....., or failing him
- 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 29<sup>th</sup>Annual general meeting of the company, to be held on the 30<sup>th</sup> day of September, 2023 At 11.00a.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, 2023, 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
3.	Reappointment of M/s. A. K. Kocchar & Associate., Chartered Accountants as a Statutory Auditor.
	<b>Special Business</b>
4.	To re-appoint Mr. Chandrakant Joshi (DIN : 08398213) as a Managing Director
5.	To re-appoint Mr. Gajanan Posti (DIN : 01166242) as an Independent Director for a second term of five years.
6.	To re-appoint Mr. Sandeep Sutar (DIN : 08162914) as an Independent Director for a second term of five years.
7.	To re-appoint Miss. Sangeeta Chikane (DIN : 08416203) as an Non Executive Non Independent Director

Signed this.....day of.....2023.

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.