



# TRICOM FRUIT PRODUCTS LIMITED

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

## NOTICE

The Extra Ordinary General Meeting of Tricom Fruit Products Limited will be held on **Tuesday, the 16<sup>th</sup> May, 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:

### SPECIAL BUSINESS:

1. 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 Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s. A. K. Kocchar & Associate., Chartered Accountants (FRN 120410W), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Jain Anil & Associates, Chartered Accountants (FRN 115987W).

**RESOLVED FURTHER THAT** M/s. A. K. Kocchar & Associate., Chartered Accountants (FRN 120410W), be and are hereby appointed as the Statutory Auditor of the Company to hold the office from April 4, 2023 until conclusion of ensuing Annual General Meeting of the Company at a remuneration as may be mutually agreed with the Board of Directors.

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

"**RESOLVED THAT** Mr. Chetan Kothari (DIN : 00050869), appointed as an Additional Director of the Company with effect from April 4, 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of ensuing Annual General Meeting, and being eligible, offer himself for appointment in this Extra Ordinary General Meeting and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Chetan Kothari for the office of Director (Non-Executive Non-Independent), be and is hereby appointed as a Director (Non-Executive Non-Independent) of the Company, liable to retire by rotation, with effect from the date of this Meeting."

**BY ORDER OF THE BOARD**

**Place: Mumbai**  
**Date: 4<sup>th</sup> April, 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

## 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. For convenience of Members, route map of the venue of the EGM is enclosed in this Notice at the last page.
3. 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.
4. A statement giving the relevant details of the Directors seeking 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 entered into with the Stock Exchange is annexed herewith.
5. Members/Proxies/ Representatives 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. 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.
8. Notice of the EGM along with Attendance Slip and Proxy form 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. Members may note that the Notice will also be available on the Company's website 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.
9. 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.
10. 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, powerof 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.

## 11. 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 Extra Ordinary General Meeting (EGM) 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 dematerialized form, as on the cutoff date i.e., May 9, 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 EGM, 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 favor 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 INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

**The remote e-voting period begins on Saturday, May 13, 2023 at 9.00 a.m. and ends on Monday, May 15, 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 9th May,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 9<sup>th</sup> May,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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.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 i.e. 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.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.  <b>NSDL Mobile App is available on</b>   <b>App Store</b>       <b>Google Play</b>        </li> </ol>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 Tab and then user your existing</li> </ol>

	<p>my easi username &amp; password.</p> <p>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is 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.</p> <p>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.</p> <p>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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

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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 [hetaldoshi.cs@gmail.com](mailto:hetaldoshi.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 appointment at the Extra Ordinary 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>Chetan Shantilal Kothari</b>
<b>Director Identification Number (DIN)</b>	00050869
<b>Date of Birth</b>	17.06.1961
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	04-04-2023
<b>Qualification</b>	B.Com, Chartered Accountant
<b>Shareholding</b>	747462
<b>List of Directorships held in other Companies (excluding Foreign, Private and Section 8 Companies)</b>	1. Tricom Data Processing Private Limited 2. Dinesh Patadia Financial and Investment Private Limited
<b>Membership/ Chairmanships of Audit and Stakeholders' Relationship Committee across other public Companies</b>	NIL
<b>Brief Resume</b>	Mr. Chetan Kothari is a Commerce graduate, Chartered Accountant and he is Promoter and CFO of the Company. A Chartered Accountant by profession, Mr. Kothari has rich experience spanning nearly three decades of experience in corporate affairs. A first generation entrepreneur, he has successfully set up a fast-growing IT-ITeS company in the country. Mr Kothari provided the overall



	strategic business direction to 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>
<b>Relationship with Other directors</b>	He 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>	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.1**

The Statutory Auditor M/s. Jain Anil & Associates Chartered Accountants(FRN: 115987W) have tendered their resignation from the position of the Statutory Auditors of the company w.e.f. 17<sup>th</sup> March,2023 stating their inability to continue as the statutory Auditor considering the preoccupation in other assignments, and not in a position to devote sufficient time to the affairs of the Company.

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 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, which requires to be approved by the Shareholders at the General meeting to be convened within 90 days of appointment of the Board.

Accordingly, the Board has decided to obtain approval of Shareholders in this Extra Ordinary General Meeting. Relevant details in terms of Regulation 36 of LODR are as under:

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 period from the date of appointment of the Board i.e. 4<sup>th</sup> April,2023 until the conclusion of ensuing Annual General Meeting as mentioned in the Resolution.

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

**Item No.2**

Mr. Chetan Kothari (DIN: 00050869) is a CFO and Promoter of the Company and Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, had appointed Mr. Chetan Kothari (DIN: 00050869) as an Additional Director (Non-Executive Non-Independent) of the Company with effect from 4<sup>th</sup>April,2023. Mr. Chetan Kothari is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. Pursuant to Section 161(1) of the Act, Mr. Chetan Kothari holds office up to the date of ensuing Annual General meeting and he is appointed as a Director (Non-Executive Non-Independent) in this Extra Ordinary General Meeting. Details of Mr. Chetan Kothari are provided in the "Annexure" to the Notice, pursuant to the of Regulation 36 (3) of the SEBI(Listing Obligation and Disclosure Requirements) Regulations, 2015).

Shareholders' approval is required for appointment of a Director within Three months from the date of Appointment. Accordingly, the Board has decided to obtain approval of Shareholders in this Extra Ordinary General Meeting.

Mr. Chetan Kothari is interested in the resolution set out at Item No. 2 of the Notice with regard to his appointment. Relatives of Mr. Chetan Kothari may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. 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 Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

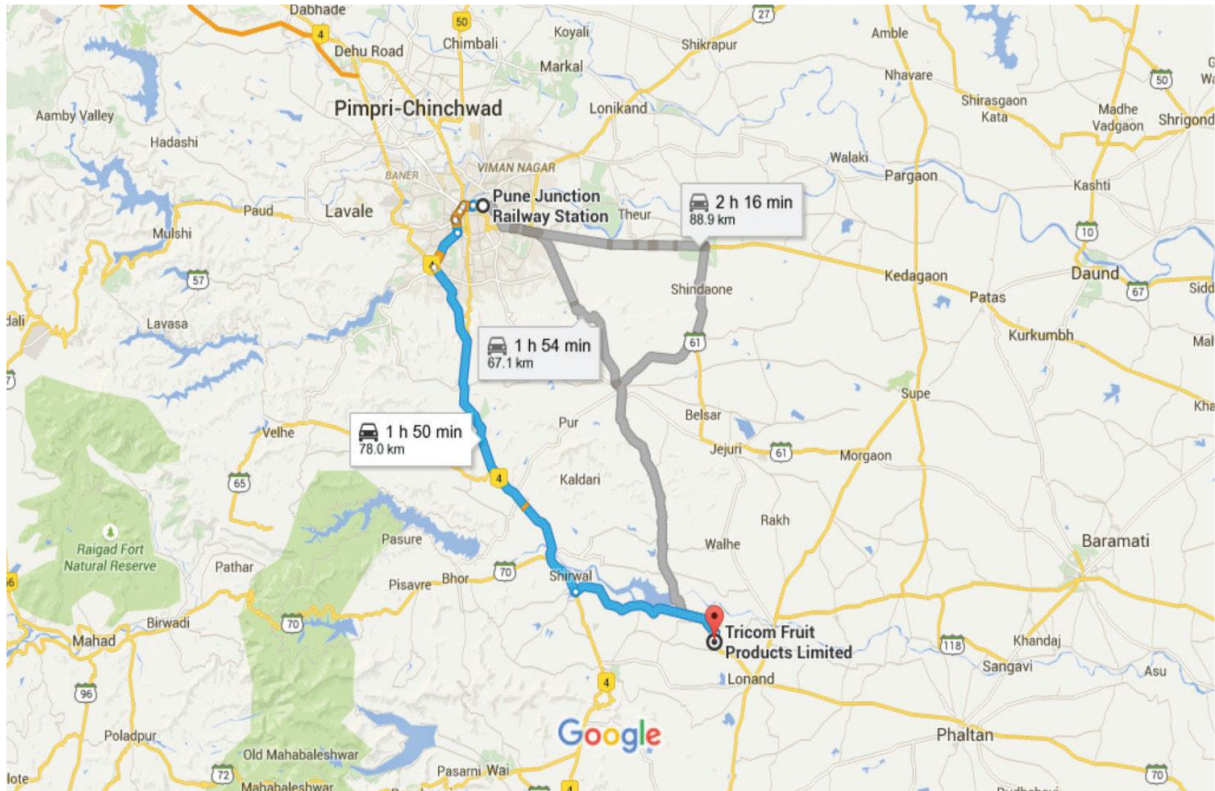
**BY ORDER OF THE BOARD**

**Place: Mumbai**  
**Date :4<sup>th</sup> April,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

## EGM 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

Extra Ordinary General Meeting

To be handed over at the entrance of the Meeting Hall

I/We hereby record my presence at the Extra Ordinary General Meeting held at the Registered Office of the Company at Gat No.336, 338-341, Village Andori, Taluka Khandala, District Satara 415521 on Tuesday, 16<sup>th</sup>May, 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

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

### Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password / Pin (PAN/Seq. No.)
123809		

**NOTE:** Please read the complete instructions given under the Note (The instructions for shareholders voting electronically) to the Notice of Extra Ordinary General Meeting. The voting time starts from 13<sup>th</sup>May, 2023, from 9.00 a.m. and ends on 15<sup>th</sup> May,2023 at 5.00 p.m. The voting module shall be disabled by NDSL for voting thereafter.



# TRICOM FRUIT PRODUCTS LIMITED

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

## PROXY

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

### Extra Ordinary 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 Extra Ordinary General Meeting of the Company, to be held on the Tuesday,16<sup>th</sup>May,2023 At 11.00a.m. at Gat No.336, 338-341, Village Andori, Taluka Khandala, District Satara 415521and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
	<b>Special Business</b>
1.	Appointment of M/s A. K. Kocchar & Associate Chartered Accountants (FRN 120410W), as the Statutory Auditor of the Company
2.	Appointment of Mr. Chetan Kothari as a Non-Executive Non-Independent Director of the Company.

Signed this.....day of.....2023.  
 Signature of the Shareholder.....  
 Signature of Proxy holder (s).....

Affix Re.1. Revenue Stamp
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**NOTE:** This form must be deposited at the Registered Office of the Company not later than 48 hours before the time of the Meeting.