



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 **Friday, 9th Day of January, 2015 at 11.00 a.m.** at Gat No.336, 338-341, Village Andori, Taluka-Khandala, Shirval Pandarpur Road, Satara-415521, Maharashtra, to transact the following business:

1) To consider and if thought fit to pass with or without modification(s) the following Resolution as Special Resolution:-

“RESOLVED THAT in accordance with the provisions of Sections 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force) the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (‘ICDR Regulations, 2009’), Listing Agreement entered into with the Stock Exchanges and any other applicable law/rules/regulations and subject to the consent/approval of any other authorities/institutions, and subject to such conditions and modifications as may be imposed upon and accepted by the Board of Directors(‘Board’), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer issue and allot up to 20,00,000 Equity shares of face value of Rs.10/- each at price of Rs.10/-, per equity share aggregating to Rs.2,00,00,000/- (Rupees Two Crores only) or at such price to be determined on the relevant date in accordance with the ICDR Regulations, 2009 as in force on that date, whichever is higher to the following:-

Sr. No.	Name	No. of Equity Shares Proposed to be allotted
1	Edelweiss Asset Reconstruction Company Limited	20,00,000
	TOTAL	20,00,000

RESOLVED FURTHER THAT to the extent permitted as per the existing provisions of law in this regard all Equity Shares to be allotted as an allotment of the above preferential allotment shall rank pari passu in all respect with the existing Equity Shares of the Company, including entitlement to Dividend;

RESOLVED FURTHER THAT the Equity shares may be allotted on conversion of the secured loan of the proposed allottee to the company.

RESOLVED FURTHER THAT the Board/ any Committee thereof be authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the equity shares, including reduction of the size of the issue, as it may deem expedient ;

RESOLVED FURTHER THAT the ‘relevant date’ for the preferential issue in relation to the aforesaid issue of Equity Shares, for the purposes of determining the issue price under the ICDR Regulations, 2009 is 10th December, 2014.

RESOLVED FURTHER THAT for the purposes of giving effect to the above the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient including in relation to the issue or allotment of aforesaid securities and listing thereof with the Stock Exchanges as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, sign all documents and undertakings, as may be required and generally do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED LASTLY THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any officer or Officers of the Company to give effect to this resolution.”

By Order of the Board of Directors
For **Tricom Fruit Products Limited.**

Place : Mumbai
Date : 10.12.2014

Chetan Kothari
Chairman

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Explanatory Statement pursuant to Section 102 of the Companies act, 2013 is enclosed and forms part of this notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from, January 7, 2015 to January 9, 2015 (both days inclusive).
4. Members holding shares in electronic form are requested to intimate immediately any change in their address and e-mail Id’s or bank mandates to their Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form are requested to advise any change of address and intimate e-mail id immediately to the Company/ Registrar & Transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd. having their office premises at Unit-1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai- 400072.
5. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is attached to the proxy form. Members are requested to affix their signature at the place provided on the attendance slip and hand over the same at the entrance of the venue. Members are requested to bring their copies of the Notice and attendance slip to the meeting.
6. **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 Clause 35 B of the Listing Agreement executed by the company with the BSE Limited, 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 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 12, 2014 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. Hetal Gandhi Practicing Company Secretary of M/s Hetal Gandhi & Associates Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, December 29, 2014 at 9.00 am and ends on Wednesday, December 31, 2014 at 6.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 12, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">▪ 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 8 digits of the sequence number in the PAN field.▪ In case the sequence 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 RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">▪ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Tricom Fruit Products Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **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 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.
- 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 should be mailed to 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.

(xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Item No.1

Since the proposal involves issue and allotment of Equity Shares on preferential basis, thereby increasing the paid-up share capital of the Company, the approval of members under section 42 & 62 of the Act is required by means of a Special Resolution, the disclosures as mandated under Regulation 73 of ICDR Regulations, 2009 are as under:

a. Object of issue through preferential offer:

To comply with the condition agreed with M/s. Edelweiss Asset Reconstruction Company Limited for restructuring of finance assistance availed by the company by converting 2,00,00,000 /-loan (Restructured Liability from debt) into 20,00,000 Equity shares of Rs. 10/- each.

b. Intention of the Promoters/Directors/Key management persons to subscribe to the offer:

No one has subscribed to the offer of shares.

c. Shareholding Pattern as on 30th September,2014 and after the preferential offer:

Cat. Code	Category of Shareholder	Pre Issue		Post Issue	
		Holding	%of total share capital	Holding	% of total share capital
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
a	Individual Huf	1397587	8.18	1397587	7.32
b	Central/State Gov	0	0.00	0	0.00
c	Bodies Corporates	933730	5.46	933730	4.89
d	Fins / Banks	0	0.00	0	0.00
e	Any Other specify	0	0.00	0	0.00
	Sub Total(A)(1)	2331317	13.64	2331317	12.21
2	Foreign	0	0.00	0	0.00
a	Indv NRI/For Ind	0	0.00	0	0.00
b	Bodies Corporate	0	0.00	0	0.00
c	Institutions	0	0.00	0	0.00
d	Any Other Specify	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group Total (A)= (A)(1)+(A)(2)	2331317	13.64	2331317	12.21
(B)	Public shareholding				
1	Institutions	0	0.00	0	0.00
a	Mutual Funds	0	0.00	0	0.00
b	Fins / Banks	0	0.00	0	0.00
c	Central/State Govt	0	0.00	0	0.00
d	Venture Cap Fund	0	0.00	0	0.00
e	Insurance Comp(s)	0	0.00	0	0.00
f	Foreign Ins Invest	0	0.00	0	0.00
g	Foreign Ven Cap In	0	0.00	0	0.00
h	Any Other -Specify	0	0.00	0	0.00
	Sub-Total (B)(1)	0	0.00	0	0.00

B 2	Non-institutions				
a	Bodies Corporates	3622966	21.19	5622966	29.45
b	Individuals				
	i) upto Rs 1-Lac	1429461	8.36	1429461	7.49
	ii) above Rs1-Lac	9272431	54.24	9272431	48.56
c	Any Other -Clr-Mem	24	0.00	24	0.00
	-OCB	0	0.00	0	0.00
	-NRI	437851	2.56	437851	2.29
	Sub-Total (B)(2)	14762733	86.36	16762733	87.79
(B)	Total (B)= (B)(1)+(B)(2)	14762733	86.36	16762733	87.79
	TOTAL (A)+(B)	17094050	100.00	19094050	100.00
(C)	Held by Custodians against Depository Receipts				
	PROMOTER & PRO GRP	0	0.00	0.00	0.00
	PUBLIC	0	0.00	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	17094050	100.00	19094050	100.00

d. Proposed time limit within which the allotment shall be completed:

The allotment of Equity Shares is expected to be completed within 15 days from the date of passing of the resolution. Provided however that if the allotment is pending on account of pendency of any approval from any regulatory authority, the allotment would be completed within 15 days of receipt of such approval.

e. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them and change in control if any, consequent to the preferential issue:

Sr No.	Name of the Proposed Allottee	Proposed Allotment of Equity shares of Rs.10/- each	Post Issue Holding (No. of Shares)	% of post issue capital
1	Edelweiss Asset Reconstruction Company Limited	2000000	2000000	10.47%

There shall not be any change of control pursuant to the preferential allotment.

f. Issue Price :

The issue price is Rs.10/- per Equity Share or at such price to be determined on the relevant date in accordance with the ICDR Regulations, 2009 as in force on that date, whichever is higher

g. Payment option:

Conversion of Loan into allotment money at the time of allotment

h. Relevant Date:

The relevant date for the issue of Equity Shares Shall be 10th December, 2014.

i. Lock in period:

The Equity Shares shall be locked in for a period of 1(one) year from the date of their trading approval as per ICDR Regulations, 2009.

j. Auditors Certificate:

A copy of certificate obtained from M/s J. L Bhatt & Co., Mumbai, certifying that the issue of Equity Shares is being made in accordance with the requirements of ICDR Regulations, 2009 for preferential issue shall be available for inspection at the Registered Office of the Company on all working days except Saturdays up to January 9, 2015.

k. Shareholders Consent :

Shareholders Consent is sought pursuant to section 42 & 62 of the Companies Act, 2013 and in terms of the Listing Agreement with Stock Exchanges and ICDR Regulations, 2009, to the issue of the Equity Shares, as set out in the Resolution.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

None of the Directors of the company are interested or deemed to be concerned or interested in the said Resolution.

For Tricom Fruit Products Limited.

Place: Mumbai

Date: 10.12.2014

Chetan Kothari
Chairman

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



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 Gate No.336, 338-341, Village Andori, Taluka Khandala, District Satara 415521 on 9th January, 2015 at 11.00 a.m.

DP ID * Reg. Folio No

Client ID* No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER

.....
Signature of the Shareholder/Proxy

* Applicable for investors holding shares in electronic (dematerialized) form.

** (To be filled in if the Proxy attends instead of the Member)

NOTE:

(1) Members are requested to bring their copy of Notice for reference at the Meeting

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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]

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 9th January, 2015 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
	Special Business
1.	To issue & allot Equity Shares on Preferential Basis.

Signed this.....day of.....2015.

Signature(s) of the Shareholder(s).....

Signature of Proxy.....

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

* Applicable for investors holding shares in electronic (dematerialized) form.