



FRESHTROP
FRUITS LIMITED

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*EIGHTH
ANNUAL REPORT
1999-2000*

**BOARD OF DIRECTORS**

Mr. Ashok V. Motiani - (Chairman & Mg. Director)

Mr. Vijendra Nath Asopa

Mr. A. J. Advani

Mr. B. A. Bhatt (ICICI Nominee)

Mrs. Nanita A. Motiani

AUDITORS

M/s. Nitin K. Shah & Co.
3rd Floor, Empire Towers
C.G. Road,
Ahmedabad - 380 006.

BANKERS

- ICICI Banking Corporation Ltd.
- Corporation Bank
- Bank of India
- Bank of Maharashtra

REGISTERED OFFICE

103, Pruthvi Apartments,
Judges Bungalow Road,
Bodakdev,
Ahmedabad - 380 015.

PLANT

Gat No. 171, Village Jaulke,
Ta : Dindori, Bombay Agra Road,
Dist. Nasik,
Maharashtra.

CONTENTS	Page No. (s)
Notice	2-5
Directors' Report	6-7
Auditor's Report	8-9
Balance Sheet	10
Profit & Loss Account	11
Schedules Forming Part of Accounts	12-17
Cash Flow Statement	18

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies to the Meeting.

Annual Report : 1999-2000

NOTICE

Notice is hereby given that the Eighth Annual General Meeting of the Members of FRESHTROP FRUITS LIMITED will be held on 18th of December, 2000 at 10.30 a.m. at KARNAVATI CLUB LIMITED, Sarkhej Gandhinagar Highway, Ahmedabad - 380015 to transact the following business with or without modifications :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 30th June, 2000 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. A.J. Advani who retires by rotation, but being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass with or without modification(s) the following resolutions as a **SPECIAL RESOLUTION** :

"RESOLVED THAT Pursuant to section 31 and other applicable provisions, if any, of the Companies Act, 1956 and the provisions of other statutes as applicable and subject to such approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities of bodies, the Articles of Association of the Company be and is hereby altered in the following manner".

Insert the following heading and Article 49A after Article 49

49A Dematerialisation of Security**(1) Definition**

"Beneficial Owner" means a person whose name is recorded as such with a Depository.

"SEBI" means Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992.

"Depository Act" means the Depository Act, 1996, including any statutory modification or re-enactment thereof for the time being in force.

"Bye-laws" means bye-laws made by a Depository under section 26 of the Depositories Act, 1996.

"Depository" means a Company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board India Act, 1992.

"Member" means the duly registered holder of the shares of the Company from time to time and includes every person whose name is entered as Beneficial Owner in the records of the Depository.

"Debenture holder" means the duly registered holders from time to time of the debentures of the Company.

"Participant" means a person registered as such under Section 12(1A) of the Securities and Exchange Board of India Act, 1992.

"Record" includes the records maintained in the form of Books or stored in Computers or in such other form as may be determined by regulation made by SEBI in relation to the Depositories Act, 1996.

"Regulations" mean the regulations made by SEBI.

"Security" means such security as may be specified by SEBI.

Words imparting the singular number also include the plural number and vice versa.

Words imparting persons include corporations.

Words and expression used and not defined in the Act but defined in the Depositories Act shall have the same meaning respectively assigned to them in that Act.

(2) Company to recognise interest in dematerialised securities under the Depository Act

Either the Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, as amended from time to time or any Statutory modification there to or reenactment thereof.

(3) Dematerialisation of Securities

Notwithstanding anything contained in these articles, the Company shall be entitled to dematerialize its securities held in the depositories and/or after its fresh securities in a dematerialized form pursuant to the Depository Act and the rules framed here under, if any.

(4) Options to receive security certificates or hold securities with a Depository

Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. If such a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on



receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Company.

(5) Securities in Depositories to be in fungible form

All securities held by a Depository shall be dematerialized and in fungible form. Nothing contained in section 153, 153A, 153B, 187B, 187C and 372 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owners.

(6) Rights of Depositories and Beneficial Owners

(a) Notwithstanding anything contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the Beneficial Owner.

(b) Save as otherwise provided in (as above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the security held by it.

(c) Every person holding securities of the Company and whose name is entered as Beneficial Owner in the record of the Depository shall be deemed to be a member of the Company. The Beneficial Owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a Depository.

(7) Beneficial Owner deemed as absolute owner

Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holders or any share or where the name appears as the beneficial owner of shares in the records of the Depository as the absolute owner thereof and according shall not be bound to recognize any benai trust or equitable, contingent, future or partial interest any shares, or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has express or implied notice thereof, but the Board shall be at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

(8) Depository to furnish information

Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

(9) Cancellation of certificates upon surrender by a person

Upon receipt of certificate of securities on surrender by a person, the company shall cancel such certificate and substitute in its records the name of Depository as the registered owner in respect of the said securities and shall also inform the Depository accordingly.

(10) Option to opt out in respect of any security

If a beneficial owner seeks to opt out of a Depository in respect of any security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its record and shall inform the Company. The Company shall, within thirty(30) days of the receipt of information from the Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferred as the case may be.

(11) Service to Documents

Notwithstanding anything in the Act or this Articles to the contrary, where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or disc.

(12) Provisions of articles to apply to shares held in Depository

Except as specially provided in these articles, the provisions relating to joint holders of shares, calls, lien or shares, forfeiture of shares and transfer and transmission of shares shall be applicable to share held in Depository so far as they apply to shares held in physical form subject to the provision of the Depository Act.

(13) Allotment of securities dealt within a Depository.

Notwithstanding anything in the Act or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

(14) Distinctive number of securities held in a Depository

The shares in the capital shall be numbered progressively according to their several denominations, provided however, that the provisions relating to progressively numbering shall not apply to the shares of the Company which are dematerialized or may be dematerialized in future or issued in future in dematerialized form. Except in the manner herein above mentioned, no share shall be sub-divided. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.

Annual Report : 1999-2000

(15) Register and index of beneficial owner

The Company shall cause to be kept a Register and index of Members and a Register and index of Debenture holders in accordance with section 151 and 152 of the Act respectively and the Depositories Act, with details of shares and debentures held in material and dematerialized forms in any media as may be permitted by law including in any form of electronic media. The Register and Index of Beneficial Owner maintained by a Depository under section 11 of the Depositories Act shall be deemed to be the Register and Index of Members and Register and Index of Debenture holders, as the case may be, for the purpose of the Act.

The Company shall have the power to keep in any state or country outside India a branch Register of Members resident in that state or country.

(16) Register of Transfer

The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form.

[II] Insert the following Heading and Article as Article 62A after Article 62**62A Buy-Back of shares**

Notwithstanding any thing contained in any other Article of the Articles of Associations, but subject to the provisions of Section 77A and 77B of the Act and Securities and Exchange Board of India (Buy-Back of Securities) Regulation 1998 as may be in force at any time and from time to time, the Company may acquire, purchase, own, resale any of its own fully/Partly paid or redeemable shares and any other securities as may be specified under the Act, Rules and Regulations from time to time and may make payment thereof out of funds at its disposal or in any manner as may be permissible or in respect of such acquisition/purchase on such terms and conditions and as such time or times in one or more installment as the Board may in its discretion decide and deem fit. Such shares which are so bought back by the Company may either be extinguished and destroyed or reissued as may be permitted under the Act or Regulation as may be in force at relevant time subject to such terms and conditions as may be decided by the Board and subject further to the rules and regulations governing such issue.

[III] Insert the following Heading and Article as Article 36A after 36**36A Nomination**

- (1) Every Shareholders or debenture holders of the Company, may at any time, nominate a person to whom his/her shares or debentures shall vest in the event of his/her death in such manner as may be prescribed under the Act.
- (2) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be prescribed under the Act.
- (3) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares or debentures, the nominee shall, on the death of the shareholder or debenture holder or, as the case may be, on the death of joint holders become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders, in relation or cancelled in the manner as may be prescribed under the Act.
- (4) Where the nominee is the minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in or debentures of, the Company in the manner prescribed under Act, in the event of his/her death, during the minority.

[IV] Insert the following Heading and Article as Article 59 instead of existing Article 59**59 Transmission of securities**

- (1) A nominee upon production of such evidence as may be required by the Board and subject as herein after provided, elect, either.
 - (a) To register himself as holder of the share or debenture, as the case may be.; or
 - (b) To make such transfer of the share or debenture, as the deceased share holder or debenture holder, as the case may be, could have made.
- (2) If the nominee elects to be register as holder of the share or debenture himself, as the case may be, he/she shall deliver or send to the Company, a notice in writing signed by him/her stating that he/she so elects and such notice shall be accompanied with the death certificate of deceased share holder or debenture holder, as the case may be.
- (3) A nominee shall be entitled to the share dividend and other advantages to which he/she would be entitled if he/she was the register holder of the share or debenture holder. Provided he/she shall not, before being register as a member, be entitled to exercise any right conferred by membership in relation to meeting of the Company.