



**TRICOM FRUIT PRODUCTS LIMITED**

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**20<sup>th</sup> Annual Report**  
**2013-2014**

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## BOARD OF DIRECTORS

1.Mr. Chetan Kothari	-	Chairman & Managing Director
2.Mr. P V. Naik	-	Director
3.Mr. Paresh Pathak	-	Director
4.Mr. Rajesh Panamburkar	-	Director
5.Ms. Chetna Kothari*	-	Director

\*Appointed as an Additional Director on 14<sup>th</sup> August, 2014

## AUDITORS

1. M/s. J.L.Bhatt & Company  
Chartered Accountants  
Mumbai
2. M/s. Koshal & Associates  
Chartered Accountants  
Mumbai

## BANKERS

- 1.Bank of India
- 2.Bank of Baroda

## REGISTERED OFFICE

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

## REGISTRAR & TRANSFER AGENT

M/s Sharex Dynamic (India) Pvt. Limited  
Unit No.1, Luthra Ind. Premises,  
Andheri Kurla RoadSafed Pool,  
Andheri (East), Mumbai-400072

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## NOTICE

The **Twentieth** Annual General Meeting of Tricom Fruit Products Limited will be held on **Monday 29<sup>th</sup> September, 2014, 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:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the Financial Year ended 31<sup>st</sup> March, 2014 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. Chetan Kothari (DIN : 00050869) who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard 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 Section 139 of the Companies Act, 2013 and the Rules made there under M/s J. L. Bhatt & Company (FR No.-101332W), Chartered Accountants and M/s Koshal & Associates (FR No.-121233W) Chartered Accountants, be and are hereby appointed as the Joint Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company on such remuneration as shall be fixed by the Board of Directors.”

### SPECIAL BUSINESS

#### Item No 4

To appoint Mr. Paresh Pathak (DIN: 00036076) 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 an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and clause 49 of the listing agreement Mr. Paresh Pathak (DIN: 00036076) Director of the Company who retires by rotation at the Twentieth Annual General Meeting 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, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years not liable to retire by rotation.”

**Item No 5**

To appoint Mr. Rajesh Panamburkar (DIN: 06478153) 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 an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement Mr. Rajesh Panamburkar (DIN: 06478153) Director of the Company who retires by rotation at the Twentieth Annual General Meeting 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, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years not liable to retire by rotation.”

**Item No 6**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT,** pursuant to provisions of Section 149, 152, 160 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV to the Act and Clause 49 of the Listing Agreement ; Ms. Chetna Kothari (DIN: 01127473) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company on 14<sup>th</sup> August, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of the Director, be and is hereby appointed as a Non Executive Non - Independent Woman Director of the Company liable to retire by rotation.”

**Item No 7**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the resolution passed earlier by shareholders in Postal Ballot meeting held on 11<sup>th</sup> December, 2010, the consent of the members be and is hereby accorded under section 180 (1) (c) and other applicable provisions and rules framed thereunder of the Companies Act, 2013 (including any statutory modification or reenactment thereof) the Board of Directors of the Company (hereinafter called “the Board”, which term shall be deemed to include any other Committee of the Board, which the

Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), is hereby authorised to borrow from time to time as it may think fit, by way of loans or any other financial facilities from, or issue of bonds, debentures or other securities whether convertible into equity/preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to, bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ₹ 150 crore (Rupees One hundred fifty crores).

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

#### **Item No 8**

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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.”

**Item No 9**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

**“RESOLVED THAT**, pursuant to Section 94 and other applicable provisions of the Companies Act, 2013 and Companies Management and Administration Rules, 2014 approval of the Company is hereby accorded to keep and maintain the registers and copies of returns under the Companies Act, 2013 to which the provisions of Section 94 applies at the Company's “Corporate Office” at Tricom House, Gandhi Estate, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai 400072 and the same shall remain open for inspection during business hours of the Company.

**FURTHER RESOLVED THAT** any Director of the Company be and is hereby authorizes to sign and file the necessary forms with the ROC and other regulatory bodies and to do all such acts as may be necessary for giving effect to the above resolution.”

**BY ORDER OF THE BOARD**

Place :Mumbai

Date : 27<sup>th</sup> August, 2014

**Chetan Kothari**  
Chairman

**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 AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF 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. The relevant details of directors seeking appointment/ re-appointment under Item No. 2, 4,5 & 6 above, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges are also annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from, 25<sup>th</sup> September, 2014 to 29<sup>th</sup> September, 2014 (both days inclusive).
4. Members holding shares in electronic form are requested to intimate immediately any change in their address 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 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 Annual Report and attendance slip to the meeting.
6. **Voting through electronic means:**

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 Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd (CDSL).

A member may exercise his votes at any General Meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

During the e-voting period, members of the Company holding shares either in physical form or dematerialised form, as on the cut off date i.e., 29<sup>th</sup> August, 2014 may cast their votes electronically.

The e-voting period commences at 9.00 a.m. on Wednesday, 17<sup>th</sup> September, 2014 and ends at 6.00 p.m. on Friday, 19<sup>th</sup> September, 2014. The e-voting module shall be disabled by CDSL for voting thereafter.

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 (ACS: 24892 COP: 9510) Proprietor of M/s. Hetal Gandhi & Associates 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](http://www.tricomfruitproducts.com) and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE Limited

The process and instructions for e-voting are as under:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (ii) Click on "Shareholders" tab
- (iii) Now, select "Tricom Fruit Products Limited" from the drop down menu and click on "SUBMIT"
- (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 Code / Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company/entity, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vii) Now, fill up the following details in the appropriate boxes:

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Bank records for the said demat account or folio in dd/mm/yyyy format.</p>
DIVIDEND BANK DETAILS	<p>Please Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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 <b>the number of shares held by you as on the cut off date in the Dividend Bank details field.</b></li> </ul>



- (viii) After entering these details appropriately, click on "SUBMIT" tab
- (ix) Members holding shares in physical form will then reach directly the EVSN 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 Resolution contained in this Notice.
- (xi) Click on the relevant EVSN of 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 Resolutions.
- (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 changed password then enter the User ID and image verification code / Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xviii)
  - A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - B. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - C. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - D. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) **In case of members receiving the physical copy:**
  - I. Please follow all steps from sr.no. (i) to sr.no. (xviii) above to cast vote.
  - II. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Disclosure pursuant to Clause 49 of the Listing Agreement with regard to the Directors seeking appointment /re-appointment at the ensuing Annual General Meeting**

<b>Item No. Of Notice</b>	<b>Name of the Director</b>	<b>Brief Resume</b>	<b>Listing of other Directorships/ Committee Memberships in other Companies</b>
2	Mr. Chetan Kothari	A Chartered Accountant by profession, Mr. Kothari has rich experience spanning nearly two decades of experience in corporate affairs. A first generation entrepreneur, he has successfully set up a fast-growing IT-ITeS Company in the country. As a promoter of Tricom Fruit Products Limited, Mr. Kothari provides the overall strategic business direction to the Company.	Directorships in: <ul style="list-style-type: none"> <li>• Tricom India Limited</li> <li>• Tricom Infotech (India) Private Limited</li> <li>• Tricom Infotech Solutions Limited</li> <li>• Tricom LPO Private Limited</li> <li>• eDATA Processing Private Limited (formerly known as Tricom I.T. Services Private Limited)</li> <li>• Tricom Data Processing Private Limited (formerly known as Mastiff Tech Private Limited)</li> <li>• Adilnath Finance Private Limited</li> <li>• Opec Share And Stock Brokers Private Limited</li> <li>• Gaparik Trade and Finance Resources Private Limited</li> </ul>
4	Mr. Paresh Pathak	Mr. Paresh Pathak is a Commerce Graduate with more than 20 years of experience in Business.	Directorships in: <ul style="list-style-type: none"> <li>• Tricom India Limited</li> <li>• eDATA Processing Private Limited (formerly known as Tricom I.T. Services Private Limited)</li> <li>• Tricom Data Processing Private Limited (formerly known as Mastiff Tec Private Limited)</li> <li>• Tricom Infotech Solutions Limited</li> <li>• Welplace Portfolio And Financial Consultancy Services Limited</li> </ul>
5	Mr. Rajesh Panamburkar	Mr. Rajesh Panamburkar is a Practicing Chartered Accountant by profession. His expertise lies in the areas of corporate advisory, management audit, finance and taxation.	Directorships In : <ul style="list-style-type: none"> <li>• Tricom India Limited</li> </ul>
6	Ms. Chetna Kothari	She is a B.Com graduate from Mumbai University and a home maker by profession. Under the guidance and support of her husband, she has successfully held the position of a director in Companies like Adilnath Finance Private Limited and she is also a Promoter of Tricom Fruit Products Limited and Tricom India Limited. She recently appointed as woman Director in Tricom India Limited.	Directorships In : <ul style="list-style-type: none"> <li>• Adilnath Finance Private Limited</li> <li>• Tricom India Limited</li> </ul>