



# PURETROP FRUITS LIMITED

[Formerly known as Freshrop Fruits Limited]

Corporate Identification Number (CIN): L15400GJ1992PLC018365

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## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF PURETROP FRUITS LIMITED [FORMERLY KNOWN AS FRESHROP FRUITS LIMITED] ("COMPANY") FOR THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

This Public Announcement (the "Public Announcement") is being made in accordance with the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buy-back Regulations") and contains the disclosures as specified in Schedule II read with Schedule I to the Buy-back Regulations.

### CASH OFFER FOR BUY-BACK UP TO 11,00,000 (ELEVEN LAKHS) FULLY PAID-UP EQUITY SHARES OF OUR COMPANY OF FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH AT A PRICE OF ₹200 (RUPEES TWO HUNDRED ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE "TENDER OFFER" ROUTE AS PRESCRIBED UNDER THE BUY-BACK REGULATIONS USING STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'lakh'. All references to "Rupee(s)", "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India.

#### 1. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

1.1. The Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee including Buy-back Committee constituted by Board to exercise its powers), at their meeting held on January 12, 2026 (the "Board Meeting"), pursuant to the provisions of Article 73 of the Articles of Association of the Company and Sections 68, 69 and 70 and all other applicable provisions of the Companies Act, 2013 (the "Act") and applicable rules made there under including the Companies (Share Capital and Debentures) Rules, 2014 as amended, and in compliance with the Buy-back Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the Foreign Exchange Management Act, 1999, subject to approval of the shareholders by way of special resolution and subject to such other approvals, (including lender's approval, if required) permissions, sanctions and exemption as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board or any person authorised by the Board, approved the Buy-back of up to 11,00,000 (Eleven Lakhs) fully paid up equity shares of face value of ₹10/- each ("Equity Shares") (representing 13.80% of total number of Equity Shares of the Company) at a price of ₹ 200/- (Rupees Two Hundred Only) per Equity Share (the "Buy-back Price") payable in cash for an aggregate amount not exceeding ₹22,00,00,000/- (Rupees Twenty Two Crores Only) excluding costs such as fees, brokerage, buy-back tax, securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses etc., (the "Transaction Cost") (the "Buy-back Size"), which represents 17.42% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited interim financial statements of the Company as on September 30, 2025, on a proportionate basis through the tender offer process using stock exchange mechanism ("Tender Offer") as prescribed under the Buy-back Regulations ("Buy-back Offer" / "Buy-back"), from all the equity shareholders / beneficial owners of the Equity Shares of the Company including promoters, members of promoter group and persons acting in concert of the Company who hold Equity Shares as on the record date. Please refer to Paragraph 12 below for details regarding the Record Date and share entitlement for tendering in the Buy-back. It is being understood that the "Promoter", "Promoter Group" and "Persons Acting in Concert" will be such persons as have been disclosed under the shareholding pattern filed by the Company from time to time under the Listing Regulations and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI SAST Regulations"). The Buyback period shall commence from the date of declaration of results of the postal ballot for special resolution until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made ("Buyback Period"), in accordance with, and consonance, with the provisions contained in the Buyback Regulations, the Act, Share Capital Rules, the Management Rules and the LODR Regulations.

1.2. In terms of Regulation 5(via) of the Buy-back Regulations, the Board or Buy-back Committee may, till one working day prior to the Record Date, increase the Buy-back Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buy-back Size.

1.3. Since the Buy-back is more than 10% of the paid up equity share capital and free reserves (including securities premium account) of the Company based on financial statements of the Company as per its latest audited interim financial statements as of September 30, 2025, the Board had sought approval of the shareholders of the Company for the Buy-back in terms of the Buy-back Regulations and the Act.

1.4. The shareholders of the Company approved the Buy-back which is within the prescribed limit of 25% under the Act and Regulation 4(i) of Buy-back Regulation, by way of Special Resolution, through Postal Ballot only by voting through electronic means pursuant to a Postal Ballot Notice dated January 12, 2026 ("Postal Ballot Notice"), the result of which were announced on February 20, 2026.

1.5. The Buy-back Size does not include any brokerage, applicable taxes such as Buy-back Tax (as defined below), securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to Securities and Exchange Board of India ("SEBI"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("Transaction Costs").

1.6. Pursuant to the Buy-back and depending upon the response to the Buy-back, the voting rights and percentage shareholding of the Promoters and Promoter Group in the Company may increase or decrease from their existing voting rights and percentage shareholding. The Promoters and Promoter Group are already having control over the affairs of the Company and therefore such increase/decrease in their voting rights, if any consequent to Buy-back of Equity Shares, will not result in any change in control over the affairs of the Company and shall be in compliance with the provisions of the SEBI SAST Regulations.

1.7. Post Buy-back, the level of holding of public shareholders in the Company shall not fall below the minimum level of public shareholding required to be maintained in terms of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and under the Listing Regulations. Due to any reason, if the public shareholding in the Company post Buy-back falls below the minimum level of public shareholding prescribed under SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and the Listing Regulations.

1.8. The Equity Shares of the Company are listed on the BSE Limited ("BSE") with Scrip Code: 530077 and Security ID: PURETROP (BSE is hereinafter referred to as the "Stock Exchange").

1.9. In terms of Buy-back Regulations, under the Tender Offer process, Promoters and Promoter Group have an option to participate in the Buy-back. In this regard, the details of the Promoters and Promoter Group, who have expressed their intention to participate and details of their intended participation in the Buy-back have been given in para 8 hereinafter.

1.10. The aggregate paid-up share capital and free reserves (including securities premium account) of the Company as on September 30, 2025, based on audited interim financial statements is ₹ 12,628.83 lakhs. In accordance with section 68(2)(b) of the Act and Regulation 5(i)(b) of the Buy-back Regulations, the Company can authorize, subject to approval of the shareholders by way of special resolution, the buy-back of equity shares involving payment of consideration not exceeding 25% of the total paid up equity share capital and free reserves (including securities premium account) of the company based on audited interim financial statements of the company as on September 30, 2025. The shareholders have approved the Buy-back of shares, the result of which was announced on February 20, 2026. Accordingly, the Company has proposed to utilise an aggregate amount not exceeding ₹22,00,00,000/- (Rupees Twenty Two Crores Only) excluding Transaction Costs for the Buy-back which is within the aforesaid limit and represents 17.42% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited interim financial statements of the Company as on September 30, 2025.

1.11. Further, under the Act, the number of equity shares that can be bought back during a financial year shall not exceed 25% of the total number of outstanding equity shares of the company. Accordingly, the number of Equity Shares that can be bought back by the Company during a financial year cannot exceed 19,92,475 Equity Shares, being 25% of the outstanding Equity Shares of the Company, i.e., 79,69,902 Equity Shares. Since the Company proposes to Buy-back up to 11,00,000 (Eleven Lakhs) Equity Shares, the same is within the aforesaid limit.

1.12. The ratio of the aggregate of secured and unsecured debts owned by the Company immediately after the Buy-back shall not be more than twice the paid up capital and free reserves of the Company based on interim audited financial statements of the Company as on September 30, 2025.

1.13. The Buy-back of Equity Shares by Eligible Shareholders will attract tax on the consideration received on Buy-back by them. Finance Bill, 2026 has made amendments in relation to buy-back of shares w.e.f. April 01, 2026, wherein the consideration received by a shareholder on buy-back of shares shall be chargeable to tax under the head "Capital gains" which is currently treated as dividend income under section 2(22)(f) of the Income-tax Act, 1961 and 2(40)(f) of the Income-tax Act, 2025. The transaction of Buy-back would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buy-back.

1.14. A copy of this Public Announcement will be available on SEBI's website (www.sebi.gov.in) as well as on company's website (www.puretrop.com), the Manager to the Buy-back (www.vivro.net) and on the website of Stock Exchange (www.bseindia.com).

#### 2. NECESSITY OF THE BUY-BACK

2.1. The current Buy-back is in line with the Company's shareholder-friendly capital allocation practices of returning excess cash to shareholders, thereby increasing shareholders' value in the longer term, and improving the Return on Equity. The Buy-back is being undertaken by the Company to enhance shareholders' value and improve financial ratios. Additionally, the Buy-back is being undertaken for the following reasons:

- i. The Buy-back will help the Company to distribute surplus funds to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to the shareholders;
- ii. The Buy-back, which is being implemented through the Tender Offer as prescribed under the Buy-back Regulations, would involve a reservation of number of Equity Shares as per their entitlement or 15% of the Buy-back Size to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholders" as defined under Regulation 2(i)(n) of the Buy-back Regulations;
- iii. The Buy-back will help in improving financial ratios like earnings per share, return on assets and return on equity calculated on the basis of financial statements, by reducing the equity base of the Company; and
- iv. The Buy-back gives an option to the Eligible Shareholders to either choose to participate in the Buy-back and receive cash in lieu of their Equity Shares which are accepted under the Buy-back or choose not to participate in the Buy-back and get a resultant increase in their percentage shareholding in the Company post Buy-back, without additional investment.
- v. The current Buyback is in line with the Company's shareholder-friendly capital allocation practices of returning excess cash to shareholders, thereby increasing shareholders' value in the longer term, and improving the Return on Equity.

#### 3. MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES

The maximum amount required under the Buy-back will not exceed ₹ 22,00,00,000/- (Rupees Twenty Two Crores Only) (excluding Transaction Cost) which is not exceeding 25% of the aggregate of the total paid up equity share capital and free reserves of the Company (including securities premium account) as per the audited interim financial statements of the Company as on September 30, 2025. The funds for the implementation of the proposed Buy-back will be sourced out of the securities premium and free reserves of the Company and/or such other sources as may be permitted by law. The funds borrowed from banks and financial institutions, if any, will not be used for the Buy-back.

#### 4. BUY-BACK PRICE AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

The Equity Shares are proposed to be bought back through Tender Offer at a price of ₹ 200/- (Rupees Two Hundred Only) per Equity Share. The Buy-back Offer Price has been arrived at after considering various factors including, but not limited to trends in the share prices, the net worth of the Company, price earnings ratio, possible impact of Buy Back on the earnings per share, performance of the Company, its outlook, other financial parameters and the impact of the buy-back, underpinned by the intention to offer a healthy return for its shareholders.

The Buy-back Price represents a premium of:

- a. 27.51% to the volume weighted average market price of the Equity Share on BSE, during the 3 (Three) months preceding January 7, 2026, being the date of intimation to Stock Exchange of the Board Meeting to consider the proposal of the Buy-back; and
- b. 23.00% over the closing price of the Equity Share on BSE, as of January 6, 2026, which is a day preceding the Intimation Date.

#### 5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY-BACK

The Company proposes to Buy-back up to 11,00,000 (Eleven Lakhs) fully paid-up Equity Shares of the Company representing 13.80% of total number of Equity Shares of the Company.

#### 6. METHODOLOGY FOR BUY-BACK

The Buy-back Offer will be undertaken on a proportionate basis from the equity shareholders/ beneficial owner of Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) read with Regulation 9(x) of the Buy-back Regulations. Additionally, the Buy-back Offer shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in the circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 (the "SEBI Circulars") in terms of Regulation 9(vii) of the Buy-back Regulations.

6.2. As required under the Buy-back Regulations, Equity Shares to be bought back under Tender Offer are divided into two categories: (i) Reserved category for Small Shareholders (as defined hereinafter); and (ii) General category for all other shareholders. For further details, please refer to para 12 of this Public Announcement.

#### 7. DETAILS OF SHAREHOLDING OF (i) PROMOTERS AND PROMOTER GROUP OF THE COMPANY, (ii) DIRECTORS AND PARTNERS OF PROMOTER GROUP COMPANIES / ENTITIES OF THE COMPANY AND (iii) DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMPs") OF THE COMPANY

7.1. The aggregate shareholding of (i) the Promoters and Promoter Group of the Company, (ii) the directors and partners of the promoter group companies / entities and (iii) Directors and KMPs of the Company as on January 12, 2026, being date of the notice convening the General Meeting or the Meeting of the Board of Directors, is given below:

##### (A) Aggregate shareholding of Promoters and Promoter Group of the Company:

Sr. No	Name of Promoter	No. of Equity Shares held in the Company	% Shareholding
1.	Freshcap Foodstuff LLP	15,85,964	19.90
2.	Ashok Vishindas Motiani	14,52,015	18.22
3.	Nanita Ashok Motiani	6,45,542	8.10
4.	Dipti Ashok Motiani	6,19,566	7.77
5.	Priyanka Tandon	3,37,840	4.24
6.	Mayank Ramesh Tandon	3,31,794	4.16
	<b>Total</b>	<b>49,72,721</b>	<b>62.39</b>

##### (B) Aggregate shareholding of the Designated Partners and Partners of Promoter LLP as of January 12, 2026:

As of the date of the Board Meeting, there is only 1 (One) Corporate Promoter of the Company i.e., Freshcap Foodstuff LLP. Shareholding of all the Designated Partners and Partners of the Corporate Promoters i.e., Ashok Vishindas Motiani, Nanita Ashok Motiani, Dipti Ashok Motiani and Priyanka Tandon are disclosed above.

##### (C) Aggregate shareholding of the Directors (other than Promoters) and Key Managerial Personnel (KMP) of the Company, as on January 12, 2026 :

Sr. No	Name of Shareholder	Designation	No. of Equity Shares held in the Company	% Shareholding
1.	Ramchandra Gaurishankar Joshi	Non-Executive Director	Nil	0.00
2.	Ashok Chandumal Murajani	Independent Director	1,359	0.02
3.	Sharada Krishnakumar Iyer	Independent Director	Nil	0.00
4.	Pradeep Katyal	Independent Director	Nil	0.00
5.	Sanjay Dahyabhai Prajapati	Chief Financial Officer	10	Negligible
6.	Preeti Jaiswar*	Company Secretary	Nil	0.00
7.	Vanishka Lunia*	Company Secretary	Nil	0.00
	<b>Total</b>		<b>1,369</b>	<b>0.02</b>

\*Resigned w.e.f. January 31, 2026. Further, Vanishka Lunia has been appointed w.e.f. February 1, 2026 and she does not hold any equity shares since her date of appointment.

7.2. Except as disclosed below, the persons/entities mentioned in paragraph 7.1 have not purchased or sold any Equity Shares of the Company and there has been no change in their shareholdings during a period of twelve months preceding the date of the Board Meeting at which the Buy-back was approved i.e. January 12, 2026 and from that date till the date of approval of shareholders:

##### A. Aggregate of shares purchased or sold by the Promoter(s) is as follows:

Sr. No	Name of Promoter	Purchase	Sold
1.	Freshcap Foodstuff LLP	Nil	Nil
2.	Ashok Vishindas Motiani	1,33,056	Nil
3.	Nanita Ashok Motiani	Nil	Nil
4.	Dipti Ashok Motiani	29,684	Nil
5.	Priyanka Tandon	Nil	Nil
6.	Mayank Ramesh Tandon	Nil	1,21,794
	<b>Total</b>	<b>1,62,740</b>	<b>1,21,794</b>

##### B. Aggregate shares purchased or sold by the Designated Partners and Partners of the Corporate Promoter:

As of the date of the Board Meeting, there is only 1 (One) Corporate Promoter of the Company i.e., Freshcap Foodstuff LLP. Dealing of all the Designated Partners and Partners of the Corporate Promoters i.e., Ashok Vishindas Motiani and Nanita Ashok Motiani, Dipti Ashok Motiani and Priyanka Tandon are disclosed above.

##### C. Aggregate shares purchased or sold by the Directors (other than promoters) of the Company: Nil

#### 8. INTENTION OF THE PROMOTERS AND PROMOTER GROUP OF THE COMPANY TO TENDER EQUITY SHARES FOR BUY-BACK

8.1. In terms of the Buy-back Regulations, under the Tender Offer process, Promoters and Promoter Group have an option to participate in the Buy-back. In this regard, the Promoters and Promoter Group as listed herein below have expressed their intention to tender up to following number of Equity Shares in the Buy-back:

Sr. No	Name	No. of shares held as on the date of Board Meeting	Maximum No. of shares proposed to be tendered
1.	Freshcap Foodstuff LLP	15,85,964	15,85,964
2.	Ashok Vishindas Motiani	14,52,015	14,52,015
3.	Nanita Ashok Motiani	6,45,542	6,45,542
4.	Dipti Ashok Motiani	6,19,566	6,19,566
5.	Priyanka Tandon	3,37,840	3,37,840
6.	Mayank Ramesh Tandon	3,31,794	2,10,000
	<b>Total</b>	<b>49,72,721</b>	<b>48,50,927</b>

8.2. Details of the date and price of the Equity Shares that the Promoters and Promoter Group intend to tender are set out below:

##### 1) Freshcap Foodstuff LLP

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
1	June 14, 2003 <sup>(3)</sup>	9,87,350	10	-	Opening Balance <sup>(2)</sup>
2	June 19, 2003 <sup>(3)</sup>	-900	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
3	June 20, 2003 <sup>(3)</sup>	-1,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
4	June 28, 2004 <sup>(3)</sup>	55,100	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
5	March 28, 2005 <sup>(5)</sup>	30,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
6	December 21, 2005 <sup>(5)</sup>	-2,776	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
7	February 08, 2006 <sup>(6)</sup>	-25,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
8	March 03, 2006 <sup>(6)</sup>	-1,10,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
9	May 02, 2006 <sup>(6)</sup>	1,400	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
10	October 27, 2006 <sup>(6)</sup>	2,500	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
11	November 02, 2006 <sup>(6)</sup>	-15,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
12	December 14, 2006 <sup>(6)</sup>	3,000	10	108.56	Market Purchase
13	December 18, 2006 <sup>(6)</sup>	2,000	10	104.00	Market Purchase
14	June 01, 2007	2,000	10	84.76	Market Purchase
15	August 03, 2007	2,500	10	113.77	Market Purchase
16	August 06, 2007	2,598	10	110.98	Market Purchase
17	August 07, 2007	3,500	10	114.57	Market Purchase
18	August 08, 2007	2,500	10	112.64	Market Purchase
19	August 09, 2007	5,500	10	111.12	Market Purchase
20	August 10, 2007	1,000	10	109.98	Market Purchase
21	August 14, 2007	1,000	10	118.58	Market Purchase
22	August 20, 2007	1,000	10	112.75	Market Purchase
23	October 04, 2007	3,275	10	127.00	Market Purchase
24	October 05, 2007	8,750	10	127.86	Market Purchase
25	October 08, 2007	2,000	10	123.40	Market Purchase

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
26	October 17, 2007	4,000	10	121.15	Market Purchase
27	January 10, 2008	9,63,354	10	-	Issue of Bonus Shares
28	August 14, 2009	5,200	10	27.28	Market Purchase
29	August 27, 2009	410	10	26.25	Market Purchase
30	August 31, 2009	2,322	10	26.23	Market Purchase
31	September 02, 2009	373	10	26.25	Market Purchase
32	January 29, 2010	3,50,000	10	19.40	Preferential Allotment
33	November 13, 2010	1,50,000	10	19.40	Preferential Allotment
34	December 09, 2014	1,500	10	123.37	Market Purchase
35	December 10, 2014	12,900	10	123.35	Market Purchase
36	December 11, 2014	8,600	10	123.39	Market Purchase
37	March 30, 2015	20,000	10	119.11	Market Purchase
38	December 22, 2016	-50,000	10	83.47	Market Sale
39	December 30, 2016	-60,000	10	88.72	Market Sale
40	December 13, 2019	-2,66,365	10	110.00	Buyback
41	May 9, 2024	-5,15,684	10	175.00	Buyback
	<b>TOTAL</b>	<b>15,85,964</b>			

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available

#### 2) Ashok Vishindas Motiani

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
1.	July 11, 2003	2,73,450	10	-	Opening Balance <sup>(2)</sup>
2.	September 09, 2004	500	10	8.62	Market Purchase
3.	September 10, 2004	1,000	10	7.80	Market Purchase
4.	October 26, 2004	2,300	10	9.41	Market Purchase
5.	February 28, 2005 <sup>(3)</sup>	20,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
6.	March 11, 2005	16,800	10	17.69	Market Purchase
7.	March 11, 2005	-16,800	10	17.99	Market Sale
8.	March 24, 2005	17,100	10	15.07	Market Purchase
9.	March 30, 2005	4,000	10	13.50	Market Purchase
10.	February 13, 2006	-3,200	10	70.30	Market Sale
11.	April 03, 2006	-31,500	10	91.05	Market Sale
12.	September 13, 2006 <sup>(3)</sup>	100	10	140.00	Off Market Purchase
13.	June 19, 2006	242	10	66.03	Market Purchase
14.					

3) **Nanita Ashok Motiani**

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
1.	June 14, 2003 <sup>(2)</sup>	2,18,400	10	-	Opening Balance <sup>(3)</sup>
2.	September 07, 2004	2,000	10	9.90	Market Purchase
3.	September 08, 2004	800	10	9.50	Market Purchase
4.	September 09, 2004	1,000	10	9.00	Market Purchase
5.	September 13, 2004	800	10	8.19	Market Purchase
6.	May 27, 2005 <sup>(4)</sup>	17,900	10	N.A. <sup>(4)</sup>	Off Market Purchase
7.	May 30, 2005	8,800	10	19.65	Market Purchase
8.	June 08, 2005 <sup>(4)</sup>	-500	10	N.A. <sup>(4)</sup>	Market Sale
9.	June 24, 2005 <sup>(4)</sup>	1,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
10.	August 26, 2005 <sup>(4)</sup>	27,000	10	N.A. <sup>(4)</sup>	Off Market Purchase
11.	February 13, 2006	-5,000	10	71.55	Market Sale
12.	April 03, 2006	-30,000	10	91.05	Market Sale
13.	July 03, 2006 <sup>(5)</sup>	500	10	63.84	Market Purchase
14.	September 13, 2006 <sup>(5)</sup>	27,000	10	36.19	Off Market Purchase
15.	October 25, 2007	1,000	10	122.95	Market Purchase
16.	October 26, 2007	2,218	10	122.87	Market Purchase
17.	October 30, 2007	705	10	121.44	Market Purchase
18.	January 10, 2008	2,73,623	10	-	Issue of Bonus Shares
19.	January 29, 2010	25,000	10	19.40	Preferential Allotment
20.	November 13, 2010	1,00,000	10	19.40	Preferential Allotment
21.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
22.	August 13, 2013	1,00,000	10	14.00	Conversion of Warrants
23.	July 16, 2015	28,000	10	75.00	Market Purchase
24.	July 17, 2015	10,000	10	83.74	Market Purchase
25.	December 18, 2015	5,000	10	84.49	Market Purchase
26.	September 30, 2016	5,900	10	85.22	Market Purchase
27.	October 04, 2016	946	10	88.65	Market Purchase
28.	October 05, 2016	1,750	10	88.79	Market Purchase
29.	October 13, 2016	7,474	10	86.66	Market Purchase
30.	November 23, 2016	3,079	10	74.97	Market Purchase
31.	November 28, 2016	11,000	10	79.52	Market Purchase
32.	December 22, 2016	17,500	10	83.48	Market Purchase
33.	December 13, 2019	-1,07,453	10	110.00	Buyback
34.	May 9, 2024	-2,09,900	10	175.00	Buyback
<b>TOTAL</b>		<b>6,45,542</b>			

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available

4) **Priyanka Tandon**

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
1.	June 14, 2003	73,300	10	-	Opening Balance <sup>(2)</sup>
2.	October 26, 2004	2,000	10	9.50	Market Purchase
3.	October 27, 2004	200	10	9.00	Market Purchase
4.	October 28, 2004	2,000	10	9.50	Market Purchase
5.	November 30, 2004 <sup>(3)</sup>	5,000	10	N.A. <sup>(3)</sup>	N.A. <sup>(3)</sup>
6.	February 11, 2005	2,800	10	10.58	Market Purchase
7.	February 14, 2005	1,200	10	10.60	Market Purchase
8.	February 28, 2005 <sup>(4)</sup>	2,000	10	N.A. <sup>(4)</sup>	Off Market Purchase
9.	April 06, 2005 <sup>(4)</sup>	1,400	10	N.A. <sup>(4)</sup>	Off Market Purchase
10.	May 05, 2005	9,700	10	16.02	Market Purchase
11.	May 06, 2005	10,000	10	15.83	Market Purchase
12.	May 09, 2005	10,000	10	16.01	Market Purchase
13.	May 27, 2005 <sup>(5)</sup>	18,400	10	N.A. <sup>(5)</sup>	Off Market Purchase
14.	June 08, 2005 <sup>(5)</sup>	500	10	N.A. <sup>(5)</sup>	Market Purchase
15.	March 28, 2006	62,500	10	20.00	Preferential Allotment
16.	May 11, 2006	62,500	10	20.00	Preferential Allotment
17.	October 25, 2007	746	10	121.11	Market Purchase
18.	October 30, 2007	295	10	120.00	Market Purchase
19.	January 10, 2008	2,64,541	10	-	Issue of Bonus share
20.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
21.	December 18, 2015	10,000	10	83.04	Market Purchase
22.	October 10, 2016	10,000	10	88.86	Market Purchase
23.	November 28, 2016	978	10	78.75	Market Purchase
24.	December 23, 2016	22	10	85.90	Market Purchase
25.	December 30, 2016	109	10	88.09	Market Purchase
26.	January 04, 2017	3,891	10	86.74	Market Purchase
27.	March 17, 2017	-342	10	107.57	Market Sale
28.	December 13, 2019	-73,535	10	110.00	Buyback
29.	May 9, 2024	-1,42,365	10	175.00	Buyback
30.	December 27, 2024	-1,00,000	10	164.59	Market Sale
<b>TOTAL</b>		<b>3,37,840</b>			

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available

5) **Mayank Ramesh Tandon**

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
1.	November 01, 2005	33,500	10	-	Opening Balance <sup>(2)</sup>
2.	March 28, 2006	62,500	10	20.00	Preferential Allotment
3.	May 11, 2006	62,500	10	20.00	Preferential Allotment
4.	February 09, 2007 <sup>(3)</sup>	100	10	N.A. <sup>(3)</sup>	Market Purchase
5.	October 22, 2007	500	10	120.00	Market Purchase
6.	October 24, 2007	750	10	121.00	Market Purchase
7.	January 10, 2008	1,59,850	10	-	Issue of Bonus share
8.	January 22, 2008	1,000	10	47.21	Market Purchase
9.	September 17, 2010	300	10	25.00	Market Purchase
10.	March 11, 2011	60	10	14.00	Market Purchase
11.	March 14, 2011	435	10	15.30	Market Purchase
12.	March 14, 2011	669	10	14.98	Market Purchase
13.	March 15, 2011	2,254	10	15.62	Market Purchase
14.	March 15, 2011	2,000	10	15.48	Market Purchase
15.	March 16, 2011	5,000	10	15.50	Market Purchase
16.	March 16, 2011	4,000	10	15.51	Market Purchase
17.	March 17, 2011	100	10	15.85	Market Purchase
18.	March 17, 2011	1,582	10	17.39	Market Purchase
19.	March 18, 2011	2,000	10	18.00	Market Purchase
20.	March 22, 2011	925	10	17.50	Market Purchase
21.	March 23, 2011	450	10	20.39	Market Purchase
22.	March 31, 2011	4,000	10	20.30	Market Purchase
23.	March 31, 2011	2,000	10	21.15	Market Purchase
24.	August 29, 2011	5	10	16.20	Market Purchase
25.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
26.	October 30, 2013	2,322	10	23.90	Market Purchase
27.	October 31, 2013	12,290	10	24.97	Market Purchase
28.	November 01, 2013	1,562	10	24.90	Market Purchase
29.	July 16, 2015	9,190	10	75.72	Market Purchase
30.	July 17, 2015	6,000	10	83.35	Market Purchase
31.	December 18, 2015	556	10	83.75	Market Purchase
32.	December 18, 2015	100	10	85.00	Market Purchase
33.	October 10, 2016	12,000	10	89.12	Market Purchase
34.	October 13, 2016	900	10	86.00	Market Purchase
35.	November 28, 2016	3,110	10	80.20	Market Purchase
36.	November 03, 2017	890	10	179.73	Market Purchase
37.	December 13, 2019	-55,724	10	110.00	Buyback
38.	May 9, 2024	-1,07,882	10	175.00	Buyback
39.	January 27, 2026	-50,407	10	177.21	Market Sale
40.	January 28, 2026	-11,387	10	178.71	Market Sale
41.	January 28, 2026	-60,000	10	177.42	Market Sale
<b>TOTAL</b>		<b>2,10,000</b>			

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to November 01, 2005 are not available with the Company and the promoter and hence not disclosed here.

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available

6) **Dipti Ashok Motiani**

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
1.	June 14, 2003	1,50,000	10	-	Opening Balance <sup>(2)</sup>
2.	January 10, 2008	1,50,000	10	-	Issue of Bonus share
3.	January 29, 2010	1,00,000	10	19.40	Preferential Allotment
4.	November 13, 2010	1,50,000	10	19.40	Preferential Allotment
5.	March 14, 2011	2,500	10	15.16	Market Purchase
6.	March 16, 2011	11,600	10	15.57	Market Purchase
7.	March 30, 2011	3,103	10	18.90	Market Purchase
8.	March 31, 2011	2,509	10	19.94	Market Purchase
9.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
10.	August 13, 2013	1,00,000	10	14.00	Conversion of Warrants
11.	July 17, 2015	10,000	10	83.38	Market Purchase

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to November 01, 2005 are not available with the Company and the promoter and hence not disclosed here.

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
12.	August 20, 2015	5,000	10	103.99	Market Purchase
13.	October 08, 2015	11,438	10	91.28	Market Purchase
14.	October 08, 2015	-1,438	10	90.12	Market Sale
15.	December 18, 2015	5,000	10	84.50	Market Purchase
16.	October 25, 2016	2,693	10	88.74	Market Purchase
17.	December 23, 2016	500	10	85.96	Market Purchase
18.	December 26, 2016	2,007	10	85.38	Market Purchase
19.	December 27, 2016	300	10	85.86	Market Purchase
20.	December 28, 2016	22	10	85.00	Market Purchase
21.	December 30, 2016	15,500	10	88.73	Market Purchase
22.	February 04, 2017	4,000	10	86.95	Market Purchase
23.	December 13, 2019	-92,770	10	110.00	Buyback
24.	May 9, 2024	-1,79,602	10	175.00	Buyback
25.	December 27, 2024	31,020	10	165.92	Market Purchase
26.	December 30, 2024	6,500	10	170.00	Market Purchase
27.	March 27, 2025	10,000	10	111.29	Market Purchase
28.	April 2, 2025	4,684	10	113.02	Market Purchase
29.	June 4, 2025	15,000	10	134.81	Market Purchase
<b>TOTAL</b>		<b>6,19,566</b>			

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

9. **NO DEFAULT**

The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banks.

10. **BOARD AND STATUTORY AUDITOR CONFIRMATION**

10.1. The Board has confirmed that it has made full enquiry into the affairs and prospects of the company and has formed the opinion that:

- immediately following the date of the Board Meeting i.e., January 12, 2026 ("Board Meeting Date") and the date on which the result of the shareholders' resolution passed by way of postal ballot will be declared ("Postal Ballot Date"), approving the buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buy-back as well as for the year immediately following the Postal Ballot Date, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting and the Postal Ballot Date;
- in forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities); and
- the debt-equity ratio of the Company after the Buy-back will be within the limit of 2:1 as prescribed under Section 68(2)(d) of the Companies Act, 2013 and Regulation 4(ii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

10.2. The text of the report dated January 12, 2026 received from F. P. & Associates, Chartered Accountants (FRN: 143262W), the Statutory Auditors of the Company and the statement of computation of permissible capital payments for the proposed Buy-back of Equity Shares of the Company, addressed to the Board of Directors of the Company is reproduced below.

**Quote**

To,

**Board of Directors**

**Puretrop Fruits Limited**

A – 603, Shapath IV, S. G. Road, Ahmedabad – 380 015, Gujarat, India.

Dear Sir/ Madam,

**Sub: Statutory Auditor's Report in respect of proposed buy-back of equity shares by Puretrop Fruits Limited (the "Company") in terms clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (as amended) (the "Buy-back Regulations")**

1. This Report is issued in accordance with the terms of our engagement letter dated February January 12 with the Company.

2. The Board of Directors of the Company has approved a proposal for the buy-back of Equity Shares by the Company at its meeting held on January 12, 2026, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 ("the Act") and the Buy-back Regulations.

3. We have been requested by the management of the Company to provide a report on the accompanying Statement of permissible capital payment ("Annexure A") as at September 30, 2025 (hereinafter referred together as the "Statement"). This Statement has been prepared by the management of the Company, which we have initialled for identification purposes only.

**Management's Responsibility for the Statement**



The preparation of the Statement in accordance with Section 68(2) of the Act and in compliance with Sections 68, 69 and 70 of the Act and the Buy-back Regulations, is the responsibility of the management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

**Auditor's Responsibility**

Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance whether:

- We have inquired into the state of affairs of the Company in relation to the audited interim financial statements of the company for the period ended September 30, 2025;
- the amount of permissible capital payment for the proposed buy-back of equity shares as stated in Annexure A, has been properly determined considering the condensed audited interim financial statements as of September 30, 2025, in accordance with the provisions of Section 68(2) of the Act and Regulations 4 and 5 of the Buy-back Regulations; and
- the Board of Directors of the Company, at its meeting held on January 12, 2026, have formed the opinion as specified in Clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within one year from the date of the board meeting held to consider the proposal of Buy-back of

- 13.7. Further, the Company will not accept shares tendered for Buy-back which are under restraint order of the court for transfer /sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise. The Company will not Buy-back Equity Shares, which are locked-in or non-transferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buy-back Offer.
- 13.8. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form:**
- 13.8.1. Eligible Shareholders who desire to tender their Equity Shares held by them in the dematerialised form under Buy-back Offer would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buy-back.
- 13.8.2. The Seller Member would be required to place a bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchange.
- 13.8.3. The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.
- 13.8.4. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien.
- 13.8.5. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 13.8.6. Upon placing the order, the Seller Member shall provide a transaction registration slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the order has been placed. TRS will contain details of order submitted like Bid ID No., Depository Participant ("DP") ID, Client ID, no. of Equity Shares tendered, etc.
- 13.9. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the physical form:**
- 13.9.1. In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Eligible Shareholders holding Equity Shares in the physical form are allowed to tender their Equity Shares in the Buy-back provided that such tendering shall be as per the provisions of the Buy-back Regulations and terms provided in the Letter of Offer.
- 13.9.2. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buy-back will be required to approach their respective Seller Members along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s) (ii) valid share transfer form(s) (i.e., Form SH-4) duly filled and signed by the transferors (i.e., by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company (iii) self-attested copy of the Eligible Shareholder's PAN Card (iv) the Tender Form duly signed (in case the Equity Shares are in joint names, the Tender Form must be signed by all Eligible Shareholders in the same order in which they hold the Equity Shares) and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of an Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, such Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- 13.9.3. Based on the documents mentioned in paragraph above, the Seller Member concerned shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buy-back using the Acquisition Window. Upon placing the bid, the Seller Member shall provide a TRS generated by the Stock Exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- 13.9.4. After placing the bid, the Seller Member of the Eligible Shareholder has to deliver the original share certificate(s) and documents (as mentioned in paragraph 13.9.2 above along with TRS either by registered post or courier or hand delivery to Registrar to the Buy-back (at the address mentioned at paragraph 16 below) within 2 days of the bidding by the Seller Member. The envelope should be superscribed as "Puretrop Fruits Limited- Buyback 2026". One copy of the TRS will be retained by Registrar to the Buy-back and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.
- 13.9.5. Eligible Shareholder holding Equity Shares in physical form should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for the Buy-back shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time BSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'.
- 13.9.6. All documents, as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buy-back does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and form SH-4 does not match as per the specimen signature recorded with Company/ Registrar to the Buy-back.
- 13.9.7. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before the date of closing of the Buy-back.
- 13.9.8. An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buy-back by submitting duly executed transfer deed for transfer of Equity Shares purchased prior to Record Date in his/her name along with the tender form, copy of the his / her PAN and of the person from whom they have purchased the Equity Shares and other relevant documents as may be required for transfer of Equity Shares.
- 13.9.9. For Equity Shares held by Eligible Shareholders, being non-resident shareholders:
- Eligible Shareholders, being non-resident shareholders (excluding foreign institutional investors/foreign portfolio investors) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
  - In case the Equity Shares are held on repatriation basis, the non-resident shareholder shall obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident shareholder from the appropriate account (e.g. non-resident external (NRE) a/c.) as specified by RBI in its approval. In case the non-resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the non-resident shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity shares accepted under the Buy Back.
  - If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.
- 13.9.10. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buy-back. Multiple bids made by a single Eligible Shareholder shall be clubbed and considered as "one" bid for the purpose of acceptance.
- 13.9.11. The website of BSE shall display only confirmed bids and accordingly, the cumulative quantity tendered shall be made available on the website of the BSE (i.e., www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the tendering period.
14. **METHOD OF SETTLEMENT**
- 14.1. Upon finalization of the basis of Acceptance as per the Buy-back Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- 14.2. Details in respect of shareholder's entitlement for the Buy-back shall be provided to Clearing Corporation by Company / Registrar to the Buy-back. On receipt of the same, the Clearing Corporation will cancel excess or unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

- 14.3. In the case of IDT, Clearing Corporation will cancel the excess or unaccepted Equity Shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buy-back. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block Equity Shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the Equity Shares as per the communication / message received from target depository to the extent of accepted bid Equity Shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 14.4. The Company will transfer the consideration pertaining to the Buy-back to the Clearing Corporation's bank account through the Company's Broker as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buy-back, the Clearing Corporation will make direct funds pay out to the respective Eligible Shareholders. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Member for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.
- 14.5. In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's accounts. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE and the Clearing Corporation from time to time.
- 14.6. The Equity Shares bought back in the dematerialized form would be transferred directly to the demat escrow account of the Company ("Demat Escrow Account") provided it is indicated by the Company's Brokers or it will be transferred by the Company's Broker to the Company's Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the BSE.
- 14.7. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Shareholder. The shareholders of the demat Equity Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in the Buy-back Offer.
- 14.8. In relation to the physical Equity Shares:
- 14.8.1. If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.
- 14.8.2. If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buy-back, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buy-back. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent ("RTA"). The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation Issued" on the face/ reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.
- 14.9. The Seller Member would issue contract note for the Equity Shares accepted under the Buy-back and will unblock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.
- 14.10. Equity Shareholders who intend to participate in the Buy-back should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member for tendering Equity Shares in the Buy-back (secondary market transaction). Therefore, the Buy-back consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager to the Buy-back Offer and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Eligible Shareholders.
- 14.11. The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.
15. **COMPLIANCE OFFICER**  
Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours between i.e., 10.00 AM IST. to 5.00 PM IST. on all working days except Saturday, Sunday and public holidays, at the following address:
- |                     |  |
|---------------------|--|
| <b>Name:</b>        | Vanshika Lunia   |
| <b>Designation:</b> | Company Secretary & Compliance Officer                             |
| <b>Address:</b>     | A-603, Shapath IV, S. G. Road, Ahmedabad - 380015, Gujarat, India. |
| <b>Phone:</b>       | 079-40307050/56  |
| <b>Email:</b>       | secretarial@puretrop.com   |
| <b>Website:</b>     | www.puretrop.com   |
16. **REGISTRAR TO THE BUY-BACK / INVESTOR SERVICE CENTRE**  
In case of any queries, Eligible Shareholders may also contact the Registrar to the Buy-back during office hours between i.e., 10.00 AM IST to 5.00 PM IST on all working days except Saturday, Sunday and public holidays, at the following address:
- |   |  |
|---|--|
|  | <b>Bigshare Services Private Limited</b><br><b>Address:</b> Office. No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India.<br><b>Tel. No.:</b> +91-022- 6263 8200 <b>Email:</b> buybackoffer@bigshareonline.com;<br><b>Website:</b> www.bigshareonline.com <b>Contact Person:</b> Maruti Eate<br><b>SEBI Registration Number:</b> INR000001385 <b>CIN:</b> U99999MH1994PTC076534 |
|---|--|
17. **MANAGER TO THE BUY-BACK**
- |  |  |
|--|--|
|  | <b>Vivro Financial Services Private Limited</b><br><b>Address:</b> Vivro House, 11 Shashi Colony, Opp Suvridha Shopping Center, Paldi, Ahmedabad – 380007, Gujarat, India.<br><b>Tel.:</b> +91 - 79 - 4040 4242 <b>E-mail:</b> investors@vivro.net <b>Website:</b> www.vivro.net<br><b>Contact Person(s):</b> Shivam Patel <b>SEBI Registration Number:</b> INM000010122<br><b>Validity:</b> Permanent <b>CIN:</b> U67120GJ1996PTC029182 |
|--|--|
18. **DIRECTORS' RESPONSIBILITY**  
As per Regulation 24(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that it contains true, factual and material information and does not contain any misleading information.  
**For and on behalf of the Board of Directors of Puretrop Fruits Limited (formerly known as Freshrop Fruits Limited)**
- |   |   |  |
|---|---|--|
| Sd/-  | Sd/-  | Sd/-   |
| <b>Ashok Vishindas Motiani</b><br>Chairman & Managing Director<br>(DIN: 00124470) | <b>Nanita Ashok Motiani</b><br>Whole Time Director<br>(DIN: 00787809) | <b>Vanshika Lunia</b><br>Company Secretary & Compliance Officer<br>(Membership Number: A73889) |
- Date:** February 20, 2026 **Place:** Ahmedabad



# PURETROP FRUITS LIMITED

[Formerly known as Freshrop Fruits Limited]

Corporate Identification Number (CIN): L15400GJ1992PLC018365

Registered Office: A-603, Shapath -IV, OPP Karnavati Club, S G Highway, Ahmedabad, Gujarat, India, 380015.

Phone: 079-40307050/56, Email: secretarial@puretrop.com, Website: www.puretrop.com. Contact Person: Vanishika Lunia, Company Secretary & Compliance Officer

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF PURETROP FRUITS LIMITED [FORMERLY KNOWN AS FRESHROP FRUITS LIMITED] ("COMPANY") FOR THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.**

This Public Announcement (the "Public Announcement") is being made in accordance with the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buy-back Regulations") and contains the disclosures as specified in Schedule II read with Schedule I to the Buy-back Regulations.

**CASH OFFER FOR BUY-BACK UP TO 11,00,000 (ELEVEN LAKHS) FULLY PAID-UP EQUITY SHARES OF OUR COMPANY OF FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH AT A PRICE OF ₹200 (RUPEES TWO HUNDRED ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE "TENDER OFFER" ROUTE AS PRESCRIBED UNDER THE BUY-BACK REGULATIONS USING STOCK EXCHANGE MECHANISM.**

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'lakh'. All references to "Rupee(s)", "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India.

## 1. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

1.1. The Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee including Buy-back Committee constituted by Board to exercise its powers), at their meeting held on January 12, 2026 (the "Board Meeting"), pursuant to the provisions of Article 73 of the Articles of Association of the Company and Sections 68, 69 and 70 and all other applicable provisions of the Companies Act, 2013 (the "Act") and applicable rules made there under including the Companies (Share Capital and Debentures) Rules, 2014 as amended, and in compliance with the Buy-back Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the Foreign Exchange Management Act, 1999, subject to approval of the shareholders by way of special resolution and subject to such other approvals, (including lender's approval, if required) permissions, sanctions and exemption as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed by the Board or any person authorised by the Board, approved the Buy-back of up to 11,00,000 (Eleven Lakhs) fully paid up equity shares of face value of ₹10/- each ("Equity Shares") (representing 13.80% of total number of Equity Shares of the Company) at a price of ₹ 200/- (Rupees Two Hundred Only) per Equity Share (the "Buy-back Price") payable in cash for an aggregate amount not exceeding ₹22,00,00,000/- (Rupees Twenty Two Crores Only) excluding costs such as fees, brokerage, ₹22,00,00,000/- (Rupees Twenty Two Crores Only) stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses etc., (the "Transaction Cost") (the "Buy-back Size"), which represents 17.42% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited interim financial statements of the Company as on September 30, 2025, on a proportionate basis through the tender offer process using stock exchange mechanism ("Tender Offer") as prescribed under the Buy-back Regulations ("Buy-back Offer" / "Buy-back"), from all the equity shareholders / beneficial owners of the Equity Shares of the Company including promoters, members of promoter group and persons acting in concert of the Company who hold Equity Shares as on the record date. Please refer to Paragraph 12 below for details regarding the Record Date and share entitlement for tendering in the Buy-back. It is being understood that the "Promoter", "Promoter Group" and "Persons Acting in Concert" will be such persons as have been disclosed under the shareholding pattern filed by the Company from time to time under the Listing Regulations and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI SAST Regulations"). The Buy-back period shall commence from the date of declaration of results of the postal ballot for special resolution until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made ("Buyback Period"), in accordance with, and consonance, with the provisions contained in the Buy-back Regulations, the Act, Share Capital Rules, the Management Rules and the LODR Regulations.

1.2. In terms of Regulation 5(via) of the Buy-back Regulations, the Board or Buy-back Committee may, till one working day prior to the Record Date, increase the Buy-back Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buy-back Size.

1.3. Since the Buy-back is more than 10% of the paid up equity share capital and free reserves (including securities premium account) of the Company based on financial statements of the Company as per its latest audited interim financial statements as of September 30, 2025, the Board had sought approval of the shareholders of the Company for the Buy-back in terms of the Buy-back Regulations and the Act.

1.4. The shareholders of the Company approved the Buy-back which is within the prescribed limit of 25% under the Act and Regulation 4(i) of Buy-back Regulation, by way of Special Resolution, through Postal Ballot only by voting through electronic means pursuant to a Postal Ballot Notice dated January 12, 2026 ("Postal Ballot Notice"), the result of which were announced on February 20, 2026.

1.5. The Buy-back Size does not include any brokerage, applicable taxes such as Buy-back Tax (as defined below), securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to Securities and Exchange Board of India ("SEBI"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("Transaction Costs").

1.6. Pursuant to the Buy-back and depending upon the response to the Buy-back, the voting rights and percentage shareholding of the Promoters and Promoter Group in the Company may increase or decrease from their existing voting rights and percentage shareholding. The Promoters and Promoter Group are already having control over the affairs of the Company and therefore such increase/decrease in their voting rights, if any consequent to Buy-back of Equity Shares, will not result in any change in control over the affairs of the Company and shall be in compliance with the provisions of the SEBI SAST Regulations.

1.7. Post Buy-back, the level of holding of public shareholders in the Company shall not fall below the minimum level of public shareholding required to be maintained in terms of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and under the Listing Regulations. Due to any reason, if the public shareholding in the Company post Buy-back falls below the minimum level of public shareholding prescribed under SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and the Listing Regulations.

1.8. The Equity Shares of the Company are listed on the BSE Limited ("BSE") with Scrip Code: 530077 and Security ID: PURETROP (BSE is hereinafter referred to as the "Stock Exchange").

1.9. In terms of Buy-back Regulations, under the Tender Offer process, Promoters and Promoter Group have an option to participate in the Buy-back. In this regard, the details of the Promoters and Promoter Group, who have expressed their intention to participate and details of their intended participation in the Buy-back have been given in para 8 hereinafter.

1.10. The aggregate paid-up share capital and free reserves (including securities premium account) of the Company as on September 30, 2025, based on audited interim financial statements is ₹ 12,828.83 lakhs. In accordance with section 68(2)(b) of the Act and Regulation 5(i)(b) of the Buy-back Regulations, the Company can authorize, subject to approval of the shareholders by way of special resolution, the buy-back of equity shares involving payment of consideration not exceeding 25% of the total paid up equity share capital and free reserves (including securities premium account) of the company based on audited interim financial statements of the company as on September 30, 2025. The shareholders have approved the Buy-back of shares, the result of which was announced on February 20, 2026. Accordingly, the Company has proposed to utilise an aggregate amount not exceeding ₹22,00,00,000/- (Rupees Twenty Two Crores Only) excluding Transaction Costs for the Buy-back which is within the aforesaid limit and represents 17.42% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited interim financial statements of the Company as on September 30, 2025.

1.11. Further, under the Act, the number of equity shares that can be bought back during a financial year shall not exceed 25% of the total number of outstanding equity shares of the Company. Accordingly, the number of Equity Shares that can be bought back by the Company during a financial year cannot exceed 19,92,475 Equity Shares, being 25% of the outstanding Equity Shares of the Company, i.e., 79,69,902 Equity Shares. Since the Company proposes to Buy-back up to 11,00,000 (Eleven Lakhs) Equity Shares, the same is within the aforesaid limit.

1.12. The ratio of the aggregate of secured and unsecured debts owned by the Company immediately after the Buy-back shall not be more than twice the paid up capital and free reserves of the Company based on interim audited financial statements of the Company as on September 30, 2025.

1.13. The Buy-back of Equity Shares by Eligible Shareholders will attract tax on the consideration received on Buy-back by them. Finance Bill, 2026 has made amendments in relation to buy-back of shares w.e.f. April 01, 2026, wherein the consideration received by a shareholder on buy-back of shares shall be chargeable to tax under the head "Capital gains" which is currently treated as dividend income under section 2(22)(f) of the Income-tax Act, 1961 and 2(40)(f) of the Income-tax Act, 2025. The transaction of Buy-back would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders will receive a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buy-back.

1.14. A copy of this Public Announcement will be available on SEBI's website (www.sebi.gov.in) as well as on Company's website (www.puretrop.com), the Manager to the Buy-back (www.vivro.net) and on the website of Stock Exchange (www.bseindia.com).

## 2. NECESSITY OF THE BUY-BACK

2.1. The current Buy-back is in line with the Company's shareholder-friendly capital allocation practices of returning excess cash to shareholders, thereby increasing shareholders' value in the longer term, and improving the Return on Equity. The Buy-back is being undertaken by the Company to enhance shareholders' value and improve financial ratios. Additionally, the Buy-back is being undertaken for the following reasons:

- The Buy-back will help the Company to distribute surplus funds to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to the shareholders;
- The Buy-back, which is being implemented through the Tender Offer as prescribed under the Buy-back Regulations, would involve a reservation of number of Equity Shares as per their entitlement or 15% of the Buy-back Size to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholders" as defined under Regulation 2(i)(n) of the Buy-back Regulations;
- The Buy-back will help in improving financial ratios like earnings per share, return on assets and return on equity calculated on the basis of financial statements, by reducing the equity base of the Company; and
- The Buy-back gives an option to the Eligible Shareholders to either choose to participate in the Buy-back and receive cash in lieu of their Equity Shares which are accepted under the Buy-back or choose not to participate in the Buy-back and get a resultant increase in their percentage shareholding in the Company post Buy-back, without additional investment.
- The current Buy-back is in line with the Company's shareholder-friendly capital allocation practices of returning excess cash to shareholders, thereby increasing shareholders' value in the longer term, and improving the Return on Equity.

## 3. MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES

The maximum amount required under the Buy-back will not exceed ₹ 22,00,00,000/- (Rupees Twenty Two Crores Only) (excluding Transaction Cost) which is not exceeding 25% of the aggregate of the total paid up equity share capital and free reserves of the Company (including securities premium account) as per the audited interim financial statements of the Company as on September 30, 2025. The funds for the implementation of the proposed Buy-back will be sourced out of the securities premium and free reserves of the Company and/or such other sources as may be permitted by law. The funds borrowed from banks and financial institutions, if any, will not be used for the Buy-back.

## 4. BUY-BACK PRICE AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

The Equity Shares are proposed to be bought back through Tender Offer at a price of ₹ 200/- (Rupees Two Hundred Only) per Equity Share. The Buy-back Offer Price has been arrived at after considering various factors including, but not limited to trends in the share prices, the net worth of the Company, price earnings ratio, possible impact of Buy Back on the earnings per share, performance of the Company, its outlook, other financial parameters and the impact of the buy-back, underpinned by the intention to offer a healthy return for its shareholders.

The Buy-back Price represents a premium of:

- 27.51% to the volume weighted average market price of the Equity Share on BSE, during the 3 (Three) months preceding January, 7, 2026, being the date of intimation to Stock Exchange of the Board Meeting to consider the proposal of the Buy-back; and
- 23.00% over the closing price of the Equity Share on BSE, as of January 6, 2026, which is a day preceding the Intimation Date.

## 5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY-BACK

The Company proposes to Buy-back up to 11,00,000 (Eleven Lakhs) fully paid-up Equity Shares of the Company representing 13.80% of total number of Equity Shares of the Company.

## 6. METHODOLOGY FOR BUY-BACK

6.1. The Buy-back Offer will be undertaken on a proportionate basis from the equity shareholders / beneficial owner of Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(iv)(a) read with Regulation 9(x) of the Buy-back Regulations. Additionally, the Buy-back Offer shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in the circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and circular SEBI/HO/CFD/DCR-1/CIR/P/2021/615 dated August 13, 2021 (the "SEBI Circulars") in terms of Regulation 9(vii) of the Buy-back Regulations.

6.2. As required under the Buy-back Regulations, Equity Shares to be bought back under Tender Offer are divided into two categories: (i) Reserved category for Small Shareholders (as defined hereinafter); and (ii) General category for all other shareholders. For further details, please refer to para 12 of this Public Announcement.

## 7. DETAILS OF SHAREHOLDING OF (i) PROMOTERS AND PROMOTER GROUP OF THE COMPANY, (ii) DIRECTORS AND PARTNERS OF PROMOTER GROUP COMPANIES / ENTITIES OF THE COMPANY AND (iii) DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMPs") OF THE COMPANY

7.1. The aggregate shareholding of (i) the Promoters and Promoter Group of the Company, (ii) the directors and partners of the promoter group companies / entities and (iii) Directors and KMPs of the Company as on January 12, 2026, being date of the notice convening the General Meeting or the Meeting of the Board of Directors, is given below:

### (A) Aggregate shareholding of Promoters and Promoter Group of the Company:

Sr. No.	Name of Promoter	No. of Equity Shares held in the Company	% Shareholding
1.	Freshcap Foodstuff LLP	15,85,964	19.90
2.	Ashok Vishindas Motiani	14,52,015	18.22
3.	Nanita Ashok Motiani	6,45,542	8.10
4.	Dipti Ashok Motiani	6,19,566	7.77
5.	Priyanka Tandon	3,37,840	4.24
6.	Mayank Ramesh Tandon	3,31,794	4.16
	<b>Total</b>	<b>49,72,721</b>	<b>62.39</b>

### (B) Aggregate shareholding of the Designated Partners and Partners of Promoter LLP, as of January 12, 2026:

As of the date of the Board Meeting, there is only 1 (One) Corporate Promoter of the Company i.e., Freshcap Foodstuff LLP. Shareholding of all the Designated Partners and Partners of the Corporate Promoters i.e., Ashok Vishindas Motiani, Nanita Ashok Motiani, Dipti Ashok Motiani and Priyanka Tandon are disclosed above.

### (C) Aggregate shareholding of the Directors (other than Promoters) and Key Managerial Personnel (KMP) of the Company, as on January 12, 2026:

Sr. No.	Name of Shareholder	Designation	No. of Equity Shares held in the Company	% Shareholding
1.	Ramchandra Gaurishankar Joshi	Non-Executive Director	Nil	0.00
2.	Ashok Chandulal Murajani	Independent Director	1,359	0.02
3.	Sharada Krishnakumar Iyer	Independent Director	Nil	0.00
4.	Pradeep Katyal	Independent Director	Nil	0.00
5.	Sanjay Dahyabhai Prajapati	Chief Financial Officer	10	Negligible
6.	Preeti Jaiswar*	Company Secretary	Nil	0.00
7.	Vanishika Lunia*	Company Secretary	Nil	0.00
	<b>Total</b>		<b>1,369</b>	<b>0.02</b>

\*Resigned w.e.f. January 31, 2026. Further, Vanishika Lunia has been appointed w.e.f. February 1, 2026 and she does not hold any equity shares since her date of appointment.

7.2. Except as disclosed below, the persons/entities mentioned in paragraph 7.1 have not purchased or sold any Equity Shares of the Company and there has been no change in their shareholdings during a period of twelve months preceding the date of the Board Meeting at which the Buy-back was approved i.e. January 12, 2026 and from that date till the date of approval of shareholders:

### A. Aggregate of shares purchased or sold by the Promoter(s) is as follows:

Sr. No.	Name of Promoter	Purchase	Sold
1.	Freshcap Foodstuff LLP	Nil	Nil
2.	Ashok Vishindas Motiani	1,33,056	Nil
3.	Nanita Ashok Motiani	Nil	Nil
4.	Dipti Ashok Motiani	29,684	Nil
5.	Priyanka Tandon	Nil	Nil
6.	Mayank Ramesh Tandon	Nil	1,21,794
	<b>Total</b>	<b>1,62,740</b>	<b>1,21,794</b>

### B. Aggregate shares purchased or sold by the Designated Partners and Partners of the Corporate Promoter:

As of the date of the Board Meeting, there is only 1 (One) Corporate Promoter of the Company i.e., Freshcap Foodstuff LLP. Dealing of all the Designated Partners and Partners of the Corporate Promoters i.e., Ashok Vishindas Motiani and Nanita Ashok Motiani, Dipti Ashok Motiani and Priyanka Tandon are disclosed above.

### C. Aggregate shares purchased or sold by the Directors (other than promoters) of the Company: Nil

## 8. INTENTION OF THE PROMOTERS AND PROMOTER GROUP OF THE COMPANY TO TENDER EQUITY SHARES FOR BUY-BACK

8.1. In terms of the Buy-back Regulations, under the Tender Offer process, Promoters and Promoter Group have an option to participate in the Buy-back. In this regard, the Promoters and Promoter Group as listed herein below have expressed their intention to tender up to following number of Equity Shares in the Buy-back:

Sr. No.	Name	No. of shares held as on the date of Board Meeting	Maximum No. of shares proposed to be tendered
1.	Freshcap Foodstuff LLP	15,85,964	15,85,964
2.	Ashok Vishindas Motiani	14,52,015	14,52,015
3.	Nanita Ashok Motiani	6,45,542	6,45,542
4.	Dipti Ashok Motiani	6,19,566	6,19,566
5.	Priyanka Tandon	3,37,840	3,37,840
6.	Mayank Ramesh Tandon	3,31,794	2,10,000
	<b>Total</b>	<b>49,72,721</b>	<b>48,50,927</b>

8.2. Details of the date and price of the Equity Shares that the Promoters and Promoter Group intend to tender are set out below:

### Freshcap Foodstuff LLP

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
1	June 14, 2003 <sup>(3)</sup>	9,87,350	10	-	Opening Balance <sup>(2)</sup>
2	June 19, 2003 <sup>(3)</sup>	-900	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
3	June 20, 2003 <sup>(3)</sup>	-1,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
4	June 28, 2004 <sup>(3)</sup>	55,100	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
5	March 28, 2005 <sup>(3)</sup>	30,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
6	December 21, 2005 <sup>(3)</sup>	-2,776	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
7	February 08, 2006 <sup>(3)</sup>	-25,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
8	March 03, 2006 <sup>(3)</sup>	-1,10,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
9	May 02, 2006 <sup>(3)</sup>	1,400	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
10	October 27, 2006 <sup>(3)</sup>	2,500	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
11	November 02, 2006 <sup>(3)</sup>	-15,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(4)</sup>
12	December 14, 2006 <sup>(3)</sup>	3,000	10	108.56	Market Purchase
13	December 18, 2006 <sup>(3)</sup>	2,000	10	104.00	Market Purchase
14	June 01, 2007	2,000	10	84.76	Market Purchase
15	August 03, 2007	2,500	10	113.77	Market Purchase
16	August 06, 2007	2,598	10	110.98	Market Purchase
17	August 07, 2007	3,500	10	114.57	Market Purchase
18	August 08, 2007	2,500	10	112.64	Market Purchase
19	August 09, 2007	5,500	10	111.12	Market Purchase
20	August 10, 2007	1,000	10	109.98	Market Purchase
21	August 14, 2007	1,000	10	118.58	Market Purchase
22	August 20, 2007	1,000	10	112.75	Market Purchase
23	October 04, 2007	327	10	127.00	Market Purchase
24	October 05, 2007	8,755	10	127.86	Market Purchase
25	October 08, 2007	2,000	10	123.40	Market Purchase

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
26	October 17, 2007	4,000	10	121.15	Market Purchase
27	January 10, 2008	9,63,354	10	-	Issue of Bonus Shares
28	August 14, 2009	5,200	10	27.28	Market Purchase
29	August 27, 2009	410	10	26.25	Market Purchase
30	August 31, 2009	2,322	10	26.23	Market Purchase
31	September 02, 2009	373	10	26.25	Market Purchase
32	January 29, 2010	3,50,000	10	19.40	Preferential Allotment
33	November 13, 2010	1,50,000	10	19.40	Preferential Allotment
34	December 09, 2014	1,500	10	123.37	Market Purchase
35	December 10, 2014	12,900	10	123.35	Market Purchase
36	December 11, 2014	8,600	10	123.39	Market Purchase
37	March 30, 2015	20,000	10	119.11	Market Purchase
38	December 22, 2016	-50,000	10	83.47	Market Sale
39	December 30, 2016	-60,000	10	88.72	Market Sale
40	December 13, 2019	-2,66,365	10	110.00	Buyback
41	May 9, 2024	-5,15,684	10	175.00	Buyback
	<b>TOTAL</b>	<b>15,85,964</b>			

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

<sup>(3)</sup> Above data

3) Nanita Ashok Motiani

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
1.	June 14, 2003 <sup>(2)</sup>	2,18,400	10	-	Opening Balance <sup>(3)</sup>
2.	September 07, 2004	2,000	10	9.90	Market Purchase
3.	September 08, 2004	800	10	9.50	Market Purchase
4.	September 09, 2004	1,000	10	9.00	Market Purchase
5.	September 13, 2004	800	10	8.19	Market Purchase
6.	May 27, 2005 <sup>(4)</sup>	17,900	10	N.A. <sup>(5)</sup>	Off Market Purchase
7.	May 30, 2005	8,800	10	19.65	Market Purchase
8.	June 08, 2005 <sup>(6)</sup>	-500	10	N.A. <sup>(7)</sup>	Market Sale
9.	June 24, 2005 <sup>(8)</sup>	1,000	10	N.A. <sup>(9)</sup>	N.A. <sup>(10)</sup>
10.	August 26, 2005 <sup>(11)</sup>	27,000	10	N.A. <sup>(12)</sup>	Off Market Purchase
11.	February 13, 2006	-5,000	10	71.55	Market Sale
12.	April 03, 2006	-30,000	10	91.05	Market Sale
13.	July 03, 2006 <sup>(13)</sup>	500	10	63.84	Market Purchase
14.	September 13, 2006 <sup>(14)</sup>	27,000	10	36.19	Off Market Purchase
15.	October 25, 2007	1,000	10	122.95	Market Purchase
16.	October 26, 2007	2,218	10	122.87	Market Purchase
17.	October 30, 2007	705	10	121.44	Market Purchase
18.	January 10, 2008	2,73,623	10	-	Issue of Bonus Shares
19.	January 29, 2010	25,000	10	19.40	Preferential Allotment
20.	November 13, 2010	1,00,000	10	19.40	Preferential Allotment
21.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
22.	August 13, 2013	1,00,000	10	14.00	Conversion of Warrants
23.	July 16, 2015	28,000	10	75.00	Market Purchase
24.	July 17, 2015	10,000	10	83.74	Market Purchase
25.	December 18, 2015	5,000	10	84.49	Market Purchase
26.	September 30, 2016	5,900	10	85.22	Market Purchase
27.	October 04, 2016	946	10	88.65	Market Purchase
28.	October 05, 2016	1,750	10	88.79	Market Purchase
29.	October 13, 2016	7,474	10	86.66	Market Purchase
30.	November 23, 2016	3,079	10	74.97	Market Purchase
31.	November 28, 2016	11,000	10	79.52	Market Purchase
32.	December 22, 2016	17,500	10	83.48	Market Purchase
33.	December 13, 2019	-1,07,453	10	110.00	Buyback
34.	May 9, 2024	-2,09,900	10	175.00	Buyback
<b>TOTAL</b>		<b>6,45,542</b>			

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available

4) Priyanka Tandon

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
1.	June 14, 2003	73,300	10	-	Opening Balance <sup>(2)</sup>
2.	October 26, 2004	2,000	10	9.50	Market Purchase
3.	October 27, 2004	200	10	9.00	Market Purchase
4.	October 28, 2004	2,000	10	9.50	Market Purchase
5.	November 30, 2004 <sup>(3)</sup>	5,000	10	N.A. <sup>(4)</sup>	N.A. <sup>(5)</sup>
6.	February 11, 2005	2,800	10	10.58	Market Purchase
7.	February 14, 2005	1,200	10	10.60	Market Purchase
8.	February 28, 2005 <sup>(6)</sup>	2,000	10	N.A. <sup>(7)</sup>	Off Market Purchase
9.	April 06, 2005 <sup>(8)</sup>	1,400	10	N.A. <sup>(9)</sup>	Off Market Purchase
10.	May 05, 2005	9,700	10	16.02	Market Purchase
11.	May 06, 2005	10,000	10	15.83	Market Purchase
12.	May 09, 2005	10,000	10	16.01	Market Purchase
13.	May 27, 2005 <sup>(10)</sup>	18,400	10	N.A. <sup>(11)</sup>	Off Market Purchase
14.	June 08, 2005 <sup>(12)</sup>	500	10	N.A. <sup>(13)</sup>	Market Purchase
15.	March 28, 2006	62,500	10	20.00	Preferential Allotment
16.	May 11, 2006	62,500	10	20.00	Preferential Allotment
17.	October 25, 2007	746	10	121.11	Market Purchase
18.	October 30, 2007	295	10	120.00	Market Purchase
19.	January 10, 2008	2,64,541	10	-	Issue of Bonus share
20.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
21.	December 18, 2015	10,000	10	83.04	Market Purchase
22.	October 10, 2016	10,000	10	88.86	Market Purchase
23.	November 28, 2016	978	10	78.75	Market Purchase
24.	December 23, 2016	22	10	85.90	Market Purchase
25.	December 30, 2016	109	10	88.09	Market Purchase
26.	January 04, 2017	3,891	10	86.74	Market Purchase
27.	March 17, 2017	-342	10	107.57	Market Sale
28.	December 13, 2019	-73,535	10	110.00	Buyback
29.	May 9, 2024	-1,42,365	10	175.00	Buyback
30.	December 27, 2024	-1,00,000	10	164.59	Market Sale
<b>TOTAL</b>		<b>3,37,840</b>			

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available

5) Mayank Ramesh Tandon

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
1.	November 01, 2005	33,500	10	-	Opening Balance <sup>(2)</sup>
2.	March 28, 2006	62,500	10	20.00	Preferential Allotment
3.	May 11, 2006	62,500	10	20.00	Preferential Allotment
4.	February 09, 2007 <sup>(3)</sup>	100	10	N.A. <sup>(4)</sup>	Market Purchase
5.	October 22, 2007	500	10	120.00	Market Purchase
6.	October 24, 2007	750	10	121.00	Market Purchase
7.	January 10, 2008	1,59,850	10	-	Issue of Bonus share
8.	January 22, 2008	1,000	10	47.21	Market Purchase
9.	September 17, 2010	300	10	25.00	Market Purchase
10.	March 11, 2011	60	10	14.00	Market Purchase
11.	March 14, 2011	435	10	15.30	Market Purchase
12.	March 14, 2011	669	10	14.98	Market Purchase
13.	March 15, 2011	2,254	10	15.62	Market Purchase
14.	March 15, 2011	2,000	10	15.48	Market Purchase
15.	March 16, 2011	5,000	10	15.50	Market Purchase
16.	March 16, 2011	4,000	10	15.51	Market Purchase
17.	March 17, 2011	100	10	15.85	Market Purchase
18.	March 17, 2011	1,582	10	17.39	Market Purchase
19.	March 18, 2011	2,000	10	18.00	Market Purchase
20.	March 22, 2011	925	10	17.50	Market Purchase
21.	March 23, 2011	450	10	20.39	Market Purchase
22.	March 31, 2011	4,000	10	20.30	Market Purchase
23.	March 31, 2011	2,000	10	21.15	Market Purchase
24.	August 29, 2011	5	10	16.20	Market Purchase
25.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
26.	October 30, 2013	2,322	10	23.90	Market Purchase
27.	October 31, 2013	12,290	10	24.97	Market Purchase
28.	November 01, 2013	1,562	10	24.90	Market Purchase
29.	July 16, 2015	9,190	10	75.72	Market Purchase
30.	July 17, 2015	6,000	10	83.35	Market Purchase
31.	December 18, 2015	556	10	83.75	Market Purchase
32.	December 18, 2015	100	10	85.00	Market Purchase
33.	October 10, 2016	12,000	10	89.12	Market Purchase
34.	October 13, 2016	900	10	86.00	Market Purchase
35.	November 28, 2016	3,110	10	80.20	Market Purchase
36.	November 03, 2017	890	10	179.73	Market Purchase
37.	December 13, 2019	-55,724	10	110.00	Buyback
38.	May 9, 2024	-1,07,882	10	175.00	Buyback
39.	January 27, 2026	-50,407	10	177.21	Market Sale
40.	January 28, 2026	-11,387	10	178.71	Market Sale
41.	January 28, 2026	-60,000	10	177.42	Market Sale
<b>TOTAL</b>		<b>2,10,000</b>			

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to November 01, 2005 are not available with the Company and the promoter and hence not disclosed here.

<sup>(3)</sup> Above data has been extracted from Transaction Statement of the promoters.

<sup>(4)</sup> Not Available

6) Dipti Ashok Motiani

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
1.	June 14, 2003	1,50,000	10	-	Opening Balance <sup>(2)</sup>
2.	January 10, 2008	1,50,000	10	-	Issue of Bonus share
3.	January 29, 2010	1,00,000	10	19.40	Preferential Allotment
4.	November 13, 2010	1,50,000	10	19.40	Preferential Allotment
5.	March 14, 2011	2,500	10	15.16	Market Purchase
6.	March 16, 2011	11,600	10	15.57	Market Purchase
7.	March 30, 2011	3,103	10	18.90	Market Purchase
8.	March 31, 2011	2,509	10	19.94	Market Purchase
9.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
10.	August 13, 2013	1,00,000	10	14.00	Conversion of Warrants
11.	July 17, 2015	10,000	10	83.38	Market Purchase

Sr. No	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(1)</sup> (in ₹)	Nature of Transaction
12.	August 20, 2015	5,000	10	103.99	Market Purchase
13.	October 08, 2015	11,438	10	91.28	Market Purchase
14.	October 08, 2015	-1,438	10	90.12	Market Sale
15.	December 18, 2015	5,000	10	84.50	Market Purchase
16.	October 25, 2016	2,693	10	88.74	Market Purchase
17.	December 23, 2016	500	10	85.96	Market Purchase
18.	December 26, 2016	2,007	10	85.38	Market Purchase
19.	December 27, 2016	300	10	85.86	Market Purchase
20.	December 28, 2016	22	10	85.00	Market Purchase
21.	December 30, 2016	15,500	10	88.73	Market Purchase
22.	February 04, 2017	4,000	10	86.95	Market Purchase
23.	December 13, 2019	-92,770	10	110.00	Buyback
24.	May 9, 2024	-1,79,602	10	175.00	Buyback
25.	December 27, 2024	31,020	10	165.92	Market Purchase
26.	December 30, 2024	6,500	10	170.00	Market Purchase
27.	March 27, 2025	10,000	10	111.29	Market Purchase
28.	April 2, 2025	4,684	10	113.02	Market Purchase
29.	June 4, 2025	15,500	10	134.81	Market Purchase
<b>TOTAL</b>		<b>6,19,566</b>			

<sup>(1)</sup> excluding transaction costs like brokerage, STT, stamp duty etc.

<sup>(2)</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

9. NO DEFAULT

The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banks.

10. BOARD AND STATUTORY AUDITOR CONFIRMATION

10.1. The Board has confirmed that it has made full enquiry into the affairs and prospects of the company and has formed the opinion that:

- immediately following the date of the Board Meeting i.e., January 12, 2026 ("Board Meeting Date") and the date on which the result of the shareholders' resolution passed by way of postal ballot will be declared ("Postal Ballot Date"), approving the buyback, there will be no grounds on which the Company could be found unable to pay its debts;
  - as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buy-back as well as for the year immediately following the Postal Ballot Date, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting and the Postal Ballot Date;
  - in forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities); and
  - the debt-equity ratio of the Company after the Buy-back will be within the limit of 2:1 as prescribed under Section 68(2)(d) of the Companies Act, 2013 and Regulation 4(ii) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.
- 10.2. The text of the report dated January 12, 2026 received from F. P. & Associates, Chartered Accountants (FRN: 143262W), the Statutory Auditors of the Company and the statement of computation of permissible capital payments for the proposed Buy-back of Equity Shares of the Company, addressed to the Board of Directors of the Company is reproduced below.

Quote

To,  
Board of Directors  
Purtop Fruits Limited  
A-603, Shapath IV, S. G. Road,  
Ahmedabad - 380 015, Gujarat, India.

Dear Sir/Madam,

**Sub: Statutory Auditor's Report in respect of proposed buy-back of equity shares by Purtop Fruits Limited (the "Company") in terms clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (as amended) (the "Buy-back Regulations")**

1. This Report is issued in accordance with the terms of our engagement letter dated February January 12 with the Company.

2. The Board of Directors of the Company has approved a proposal for the buy-back of Equity Shares by the Company at its meeting held on January 12, 2026, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (the Act) and the Buy-back Regulations.

3. We have been requested by the management of the Company to provide a report on the accompanying Statement of permissible capital payment ("Annexure A") as at September 30, 2025 (hereinafter referred together as the "Statement"). This Statement has been prepared by the management of the Company, which we have initiated for identification purposes only.

Management's Responsibility for the Statement

4. The preparation of the Statement in accordance with Section 68(2) of the Act and in compliance with Sections 68, 69 and 70 of the Act and the Buy-back Regulations, is the responsibility of the management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's Responsibility

5. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance whether:

- We have inquired into the state of affairs of the Company in relation to the audited interim financial statements of the company for the period ended September 30, 2025;
- the amount of permissible capital payment for the proposed buy-back of equity shares as stated in Annexure A, has been properly determined considering the condensed audited interim financial statements as of September 30, 2025, in accordance with the provisions of Section 68(2) of the Act and Regulations 4 and 5 of the Buy-back Regulations; and
- the Board of Directors of the Company, at its meeting held on January 12, 2026, have formed the opinion as specified in Clause (x) of Schedule I to the Buy-back Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within one year from the date of the board meeting held to consider the proposal of Buy-back of Equity Shares.

6. The audited interim financial statements for the financial period ending on September 30, 2025, referred in paragraph 5 above, which we have considered for this report, have been audited by us, on which we have issued an unmodified audit opinion vide our reports dated January 12, 2026. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether these financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

# Apple ecosystem in India creates 250K direct jobs

70% of workers women; indirect employment pegged at 750,000

**SURAJEET DAS GUPTA**  
New Delhi, 22 February

Apple Inc has emerged as one of India's largest and fastest-growing creators of blue-collar jobs over the past five years, generating more than 250,000 new direct positions following the launch of the production-linked incentive (PLI) scheme for mobile-phone manufacturing in 2021, which is set to conclude at the end of March 2026. Notably, more than 70 per cent of these employees are women, many of them aged 19 to 24 and first-time job seekers, according to data submitted by various vendors to the Ministry of Electronics and Information Technology (MeitY) under the PLI and Electronics Component Manufacturing (ECM) schemes.



## Employment landscape

**80%** rise in entry-level blue-collar wages compared with pre-PLI levels

- Workforce skilling and training were undertaken without financial or technical government support

**140,000**

direct jobs generated by Tata group & Foxconn, leading iPhone assemblers, surpassing targets in under 5 years

**110,000**

additional direct jobs created, mainly in the past three years, by 40 other Apple ecosystem suppliers

The Cupertino-headquartered company's two principal iPhone vendors in India, the Tata group and Foxconn, have together generated roughly 140,000 direct jobs during this period, according to data, exceeding the 118,290 jobs originally committed under the PLI scheme. The government had set an overall target of 200,000 new direct jobs across all eligible participants over five years.

The remaining 110,000 direct jobs have been created by a mix of Indian, foreign and joint-venture companies, largely micro, small and medium enterprises (MSMEs), which have rapidly expanded within Apple's ecosystem to manufacture iPhone components. These firms are now spread across eight states: Uttar Pradesh, Haryana, Maharashtra, Telangana, Gujarat, Jharkhand, Tamil Nadu and Karnataka.

These companies primarily supply

components to iPhone assembly plants, while some, such as Jabil and Aequs, export directly into Apple's global supply chain. Beyond these, new direct jobs have been added across Apple's fast-expanding domestic component network of more than 40 companies. Prominent among them are Tata Electronics, Hindalco, Bharat Forge, VVDN Technologies, Wipro PARI, Salcomp, Motherson group, Sunwoda Electronic, Foxlink, SFO Technologies, and TEAL.

At peak operations, Foxconn, which began ramping up production in FY22, employs more than 70,000 workers across its two factories. The Tata group, operating three iPhone facilities, employs about 72,000 people.

What distinguishes this hiring wave is that workforce training has been driven almost entirely by the private sector, without direct technical or financial assistance from the government. Most recruits

undergo several weeks of structured training before moving onto the shop floor. According to industry sources, the average monthly salary in mobile manufacturing has climbed to nearly ₹18,000-₹20,000, up from about ₹11,000 before the PLI scheme took effect.

The government had estimated that mobile-device manufacturing would generate indirect employment at roughly three times the level of direct hiring, around 600,000 jobs, by the end of the PLI period. Apple's ecosystem alone, it's believed, has surpassed that projection, creating an estimated 750,000 indirect jobs. In 2025 (January to December), India's smartphone exports reached \$30 billion, with iPhones accounting for \$23 billion, or 76 per cent of the total. As a consequence, smartphones have vaulted from the country's 167th-ranked export a decade ago to its single largest export between 2015 and 2025.

## US TARIFF RULING

**SURAJEET DAS GUPTA**  
New Delhi, 22 February

Apple Inc's big push to exports of iPhones to the United States (US) from India may be affected because the country loses the advantage of a 10 per cent tariff differential vis-a-vis China due to fentanyl tax (targeted tariffs) on the export of mobile phones on the East Asian country.

The tax now has been declared "illegal" by the US Supreme Court. With duty on mobile phones for both the countries now equalised at zero, Apple Inc, experts say, will find it more cost-effective to export from China rather than India, which has a higher cost of production than China.

This in turn could impact the surging growth of exports of

iPhones from India.

India had a cost disability of 10-14 per cent vis-a-vis China in assembling smartphones in the country. However, with the production-linked incentive (PLI) this handicap was reduced due to the 4-6 per cent incentive provided under the scheme by the government.

With the US imposing a 20 per cent fentanyl tax (fentanyl is an opioid drug) on China last year, the cost difference was not only neutralised but India became an attractive and cost-effective destination for exporting iPhones to the US.

However, the advantage for India was narrowed but not neutralised. Last November fentanyl

duty was brought down to 10 per cent after the US and China reduced punishing tariffs against each other.

Fentanyl duty was imposed on China and a few other countries across products to pressure them to take action on it.

Taking advantage of high duty in China, Apple Inc pushed the pedal on exports from India last year, which is reflected in the fact that exports of smartphones, mainly iPhones, went up by 200 per cent between April and November, hitting \$12.54 billion.

Smartphone exports accounted for over one-fifth of exports to the US in this period and the huge increase not only

made up for the fall in exports in many key commodities but ensured that overall shipments from India did not fall but grew despite the imposition of a 50 per cent penal duty across broad swathes of commodities as retaliation for buying Russian oil.

The surge in exports to the US has helped in pushing overall smartphone shipments globally from India, which hit \$30 billion in 2025 with Apple Inc accounting for a 75 per cent share.

Experts say that Apple Inc has two options - shift exports from India to China and send phones from India to its other markets, or push for the continuance of the PLI scheme, which ends in March 2026 so that India's disability in cost vis-a-vis China is taken care of.

# Auto, medtech exporters in wait-and-watch mode

**SANKET KOUL & ANJALI SINGH**  
New Delhi/Mumbai, 22 February

With uncertainty persisting over US tariffs, Indian auto component and medical device manufacturers are in a wait-and-watch mode.

This comes as industry insiders say there is little clarity on refunds following scrapping of the earlier tariff policy by the US Supreme Court. "The US administration may still stall refunds for the time being," the chief executive officer (CEO) of a Delhi-based medtech export firm told *Business Standard*.

On Friday, the US Supreme Court ruled that President Donald Trump exceeded his authority by imposing tariffs under the International Emergency Economic Powers Act (IEEPA), a 1977 law meant for national emergencies.

Following the ruling, Trump announced that from February 24, a 10 per cent tariff

would apply on goods imported into the US under Section 122, including from India, unless exemptions were specified, later raising the baseline tariff to 15 per cent.

Against this backdrop, a senior auto industry executive said that unlike sectors such as textiles or food, auto components cannot be switched overnight as production lines and machinery are often customised to specific vehicle platforms.

India-US trade in auto components continued to expand, with India's exports to the US rising from \$3.56 billion in FY21 to \$6.23 billion in FY25. Over the same period, US exports of auto components into India increased from \$904 million to about \$1.5 billion.

"The industry has not asked for any subsidy

from the government and also does not foresee any immediate disruption from tariff-related uncertainties," he added.

A similar caution is visible in the medical devices sector.

**INDIA-US TRADE IN AUTO COMPONENTS CONTINUED TO EXPAND, WITH INDIA'S EXPORTS TO THE US RISING FROM \$3.56 BN IN FY21 TO \$6.23 BN IN FY25**

India's medical device exports to the US stood at \$787.57 million in FY25, registering a 9.55 per cent annual growth from \$714.30 million in FY24.

"Exporters are monitoring global trade developments, as they always do in a dynamic geopolitical environment. If there are changes that affect duty structures or refunds, we are confident that our government will take the best view in the larger national interest," said Pavan Chaudhary, chairman of the Medical Technology Association of India (MTAI).

13.7. Further, the Company will not accept shares tendered for Buy-back which are under restraint order of the court for transfer (sale and/or the title in respect of which is otherwise under dispute or where loss of share certificate has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise. The Company will not Buy-back Equity Shares, which are locked-in or non-transferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buy-back Offer.

13.8. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form:**

13.8.1. Eligible Shareholders who desire to tender their Equity Shares held by them in the dematerialised form under Buy-back Offer would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buy-back.

13.8.2. The Seller Member would be required to place a bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchange.

13.8.3. The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.

13.8.4. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDTO") instruction shall be initiated by shareholder at source depository to clearing member pool/clearing corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien.

13.8.5. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

13.8.6. Upon placing the order, the Seller Member shall provide a transaction registration slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the order has been placed. TRS will contain details of order submitted like Bid ID No., Depository Participant ("DP") ID, Client ID, no. of Equity Shares tendered, etc.

13.9. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the physical form:**

13.9.1. In accordance with the SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Eligible Shareholders holding Equity Shares in the physical form are allowed to tender their Equity Shares in the Buy-back provided that such tendering shall be as per the provisions of the Buy-back Regulations and terms provided in the Letter of Offer.

13.9.2. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buy-back will be required to approach their respective Seller Members along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s) (ii) valid share transfer form(s) (i.e., Form SH-4) duly filled and signed by the transferors (i.e., by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company (iii) self-attested copy of the Eligible Shareholder's PAN Card (iv) the Tender Form duly signed (in case the Equity Shares are in joint names, the Tender Form must be signed by all Eligible Shareholders in the same order in which they hold the Equity Shares) and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution) (specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of an Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, such Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

13.9.3. Based on the documents mentioned in paragraph above, the Seller Member concerned shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buy-back using the Acquisition Window. Upon placing the bid, the Seller Member shall provide a TRS generated by the Stock Exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.

13.9.4. After placing the bid, the Seller Member of the Eligible Shareholder has to deliver the original share certificate(s) and documents (as mentioned in paragraph 13.9.2 above along with TRS either by registered post or courier or hand delivery to Registrar to the Buy-back (at the address mentioned at paragraph 16 below) within 2 days of the bidding by the Seller Member. The envelope should be subscribed as "Purport Fruits Limited - Buyback 2026". One copy of the TRS will be retained by Registrar to the Buy-back and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder.

13.9.5. Eligible Shareholder holding Equity Shares in physical form should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buy-back shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time BSE shall display such bids as "unconfirmed physical bids". Once the Registrar confirms the bids, it will be treated as "confirmed bids".

13.9.6. All documents, as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buy-back does not receive the Equity Share certificate(s); (iv) In case the signature on the Tender Form and form SH-4 does not match as per the specimen signature recorded with Company/Registrar to the Buy-back.

13.9.7. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before the date of closing of the Buy-back.

13.9.8. An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buy-back by submitting duly executed transfer deed for transfer of Equity Shares purchased prior to Record Date in his/her name along with the tender form, copy of the his / her PAN and of the person from whom they have purchased the Equity Shares and other relevant documents as may be required for transfer of Equity Shares.

13.9.9. For Equity Shares held by Eligible Shareholders, being non-resident shareholders:

- Eligible Shareholders, being non-resident shareholders (excluding foreign institutional investors/foreign portfolio investors) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- In case the Equity Shares are held on repatriation basis, the non-resident shareholder shall obtain and enclose a letter from its authorised dealer/bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by the non-resident shareholder from the appropriate account (e.g. non-resident external (NRE) a/c.) as specified by RBI in its approval. In case the non-resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the non-resident shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity shares accepted under the Buy Back.
- If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.

13.9.10. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buy-back. Multiple bids made by a single Eligible Shareholder shall be clubbed and considered as "one" bid for the purpose of acceptance.

13.9.11. The website of BSE shall display only confirmed bids and accordingly, the cumulative quantity tendered shall be made available on the website of the BSE (i.e., www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the tendering period.

14. **METHOD OF SETTLEMENT**

14.1. Upon finalization of the basis of Acceptance as per the Buy-back Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.

14.2. Details in respect of shareholder's entitlement for the Buy-back shall be provided to Clearing Corporation by Company/Registrar to the Buy-back. On receipt of the same, the Clearing Corporation will cancel excess or unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

14.3. In the case of IDT, Clearing Corporation will cancel the excess or unaccepted Equity Shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buy-back. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block Equity Shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the Equity Shares as per the communication / message received from target depository to the extent of accepted bid Equity Shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

14.4. The Company will transfer the consideration pertaining to the Buy-back to the Clearing Corporation's bank account through the Company's Broker as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buy-back, the Clearing Corporation will make direct funds pay out to the respective Eligible Shareholders. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Member for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.

14.5. In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's accounts. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE and the Clearing Corporation from time to time.

14.6. The Equity Shares bought back in the dematerialized form would be transferred directly to the demat escrow account of the Company ("Demat Escrow Account") provided it is indicated by the Company's Brokers or it will be transferred by the Company's Broker to the Company's Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the BSE.

14.7. Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Shareholder. The shareholders of the demat Equity Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in the Buy-back Offer.

14.8. In relation to the physical Equity Shares:

14.8.1. If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.

14.8.2. If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buy-back, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buy-back. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent ("RTA"). The RTA shall return the original share certificate and detach the certificate with a stamp "Letter of Confirmation Issued" on the face/ reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.

14.9. The Seller Member would issue contract note for the Equity Shares accepted under the Buy-back and will unblock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.

14.10. Equity Shareholders who intend to participate in the Buy-back should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member for tendering Equity Shares in the Buy-back (secondary market transaction). Therefore, the Buy-back consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager to the Buy-back Offer and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Eligible Shareholders.

14.11. The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.

15. **COMPLIANCE OFFICER**  
Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours between i.e., 10.00 AM IST to 5.00 PM IST, on all working days except Saturday, Sunday and public holidays, at the following address:

<b>Name:</b>	Vanshika Lunia
<b>Designation:</b>	Company Secretary & Compliance Officer
<b>Address:</b>	A-603, Shapath IV, S. G. Road, Ahmedabad - 380015, Gujarat, India.
<b>Phone:</b>	079-40307050/56
<b>Email:</b>	secretarial@pureport.com
<b>Website:</b>	www.pureport.com

16. **REGISTRAR TO THE BUY-BACK / INVESTOR SERVICE CENTRE**  
In case of any queries, Eligible Shareholders may also contact the Registrar to the Buy-back during office hours between i.e., 10.00 AM IST to 5.00 PM IST on all working days except Saturday, Sunday and public holidays, at the following address:

<b>Bigshare Services Private Limited</b> <b>Address:</b> Office, No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, Maharashtra, India. <b>Tel. No.:</b> +91-022- 6263 8200 <b>Website:</b> www.bigshareonline.com <b>SEBI Registration Number:</b> INF000001385	<b>Email:</b> buybackoffer@bigshareonline.com; <b>Contact Person:</b> Maruti Eate <b>CIN:</b> U99999MH1994PTC076534
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17. **MANAGER TO THE BUY-BACK**

<b>Vivro Financial Services Private Limited</b> <b>Address:</b> Vivro House, 11 Shashi Colony, Opp Suvridha Shopping Center, Paldi, Ahmedabad - 380007, Gujarat, India. <b>Tel.:</b> +91 - 79 - 4040 4242 <b>E-mail:</b> investors@vivro.net <b>Website:</b> www.vivro.net <b>Contact Person(s):</b> Shivam Patel <b>SEBI Registration Number:</b> INF0000010122 <b>Validity:</b> Permanent <b>CIN:</b> U67120GJ1996PTC029182
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18. **DIRECTORS' RESPONSIBILITY**  
As per Regulation 24(i)(4) of the Buy-back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that it contains true, factual and material information and does not contain any misleading information.

**For and on behalf of the Board of Directors of Pureport Fruits Limited (formerly known as Freshport Fruits Limited)**

Sd/- <b>Ashok Vishindas Motiani</b> Chairman & Managing Director (DIN: 00124470)	Sd/- <b>Nanita Ashok Motiani</b> Whole Time Director (DIN: 00787809)	Sd/- <b>Vanshika Lunia</b> Company Secretary & Compliance Officer (Membership Number: A73889)
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Date: February 20, 2026 Place: Ahmedabad

# Pre-construction, built-to-suit projects gain momentum in office space leasing



Shortage of large, ready-to-move grade-A office spaces in prime locations due to land paucity and slower approval processes is driving demand for BTS spaces

**PRACHI PISAL**  
Mumbai, 22 February

India's office market is witnessing an increase in built-to-suit (BTS) developments and pre-construction leasing by multinational corporations (MNCs) and large companies to stay ahead of the curve amid a strain in Grade A office supply.

And, demand across the top cities is getting concentrated into three broad categories - global capability centres (GCCs), data centres, and large flexible workspace operators. "Landmark transactions such as JP Morgan's expansion in Mumbai and Google's large campus commitments in Bengaluru underscore how GCCs are locking in future-ready, grade A campuses well before completion. Similarly, the Princeton Digital Group deal highlights the specialised, built-to-suit nature of the rapidly expanding data centre segment," said Propstack co-founder Raja Seetharama, noting a clear structural shift in pre-commitment activity.

Across markets, companies such as Uber, TCS, Bank of America, American Express, Optum, DXC Technologies, Eaton, and Deloitte have pre-leased sizeable office blocks to stay ahead of the leasing curve in 2025.

Peush Jain, managing director (MD), commercial leasing & advisory, Anarock Group, said, "Shortage of large, ready-to-move grade A office spaces in prime locations due to land paucity or slower approval process is prompting large occupiers to scout for suitable BTS spaces. Also, developers are cautious about oversupply of office spaces similar to previous years, and rising financing costs. Further, demand from GCCs, information technology (IT)/ information technology-enabled services (ITeS), and banking, financial services and insurance (BFSI) sectors has grown steadily. Such BTS projects become handy as

these companies require customised layouts, a strong digital infrastructure, security, and scalability."

Veera Babu, executive MD, tenant representation, Cushman & Wakefield, describes this trend as a structural shift rather than a temporary spike. In cities like Bengaluru, Delhi NCR, and Mumbai, annual demand has consistently exceeded completions by 30-40 msf.

Large integrated campuses developed by leading players such as DLF, Brookfield, Embassy, Bagmane, K Raheja Corp, and Sattva are operating at near-full occupancy. As a result, large occupiers, especially GCCs, IT services firms, and BFSI players are committing to space well in advance to secure quality assets in core locations.

This scarcity is most pronounced in premium, environmental, social and governance (ESG)-compliant grade A stock. Babu said nearly 15 msf scheduled for delivery in 2026-27 is already pre-leased. And, the broader demand pipeline stands at around 60 msf with large occupiers actively evaluating premium office requirements across key Indian cities.

According to Anarock Research, net office leasing across the top seven cities reached an all-time high of nearly 55 msf in 2025, while new completions stood lower at 51.83 msf.

The trend of absorption outpacing supply was also visible in 2024.

This supply-demand gap has been particularly acute in prime micro-markets, where vacancy levels have compressed to around 5 per cent, according to Babu.

"Many tenants commit early so that they can lock in rentals and thereby save themselves from future price increases in high-demand micro markets," Jain added.

More on business-standard.com

# PURETROP FRUITS LIMITED

**Puretrop** (Formerly known as Freshrop Fruits Limited)  
 Corporate Identification Number (CIN): 11540001892PL018385  
 Registered Office: A-603, Shapath - IV, OPP Karmavakul, S G Highway, Ahmedabad, Gujarat, India, 380015.  
 Phone: 079-40307050/56. Email: [sec@puretrop.com](mailto:sec@puretrop.com); [www.puretrop.com](mailto:www.puretrop.com). Contact Person: Vanishka Lunia, Company Secretary & Compliance Officer

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF PURETROP FRUITS LIMITED (FORMERLY KNOWN AS FRESHROP FRUITS LIMITED) ("COMPANY") FOR THE BUY-BACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING STOCK EXCHANGE MECHANISM AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME.

This Public Announcement (the "Public Announcement") is being made in accordance with the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buy-Back Regulations") and contains the disclosures as specified in Schedule II read with Schedule to the Buy-Back Regulations.

### CASH OFFER FOR BUY-BACK UP TO 11,00,000 (ELEVEN LAKHS) FULLY PAID-UP EQUITY SHARES OF OUR COMPANY OF FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH AT A PRICE OF ₹ 200 (RUPEES TWO HUNDRED ONLY) PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE "TENDER OFFER" ROUTE AS PRESCRIBED UNDER THE BUY-BACK REGULATIONS USING STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in 'lakh'. All references to "Rupees(s)", "₹" or "Rs." are to Indian Rupees, the official currency of the Republic of India.

#### 1. DETAILS OF THE BUY-BACK OFFER AND REFERENCE

1.1. The Board of Directors of the Company (hereinafter referred to as the "Board") which term shall be deemed to include any committee including Buy-Back Committee constituted by Board to exercise its powers, at its meeting held on January 12, 2026 (the "Board Meeting"), pursuant to the provisions of Article 73 of the Articles of Association of the Company and Sections 68, 69 and 70 and all other applicable provisions of the Companies Act, 2013 (the "Act") and applicable rules made there under including the Companies (Share Capital and Debentures) Rules, 2014 as amended, and in compliance with the Buy-Back Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and to the "Listing Regulations" and the Foreign Exchange Management Act, 1999, subject to approval of the shareholders by way of special resolution and subject to such other approvals, (including lender's approval, if required) permissions, sanctions and exemption as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, the Board or any person authorised by the Board, approved the Buy-back of up to 11,00,000 (Eleven Lakhs) fully paid up equity shares of face value of ₹10/- each ("Equity Shares") (representing 13.80% of total number of Equity Shares of the Company) at a price of ₹ 200/- (Rupees Two Hundred Only) per Equity Share (the "Buy-Back Price") payable in cash for an aggregate amount not exceeding ₹ 22,00,00,000/- (Rupees Twenty Two Crores Only) excluding costs such as brokerage, buy-back tax, securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to the Securities and Exchange Board of India ("SEBI"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses, and other incidental and related expenses, etc. (the "Transaction Costs") (the "Buy-Back Size"), which represents 17.42% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited interim financial statements of the Company as on September 30, 2025, on a proportionate basis through the tender offer process using stock exchange mechanism ("Tender Offer") as prescribed under the Buy-Back Regulations ("Buy-Back Offer" / "Buy-Back"), from all the equity shareholders / beneficial owners of the Equity Shares of the Company who are members of the Company acting in concert or in pursuance of the concert of the Company who hold Equity Shares as on the record date. Please refer to Paragraph 12 below for details regarding the Record Date and share entitlement for tendering in the Buy-Back. It is being understood that the "Promoter", "Promoter Group" and "Persons Acting in Concert" will be such persons as have been disclosed under the shareholders pattern filed by the Company from time to time under the Listing Regulations and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI SAST Regulations"). The Buy-back period shall commence from the date of declaration of results of the postal ballot for special resolution until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made ("Buy-back Period"), in accordance with the provisions contained in the Buy-Back Regulations, the Act, Share Capital Rules, the Management Rules and the LODR Regulations.

1.2. In terms of Regulation 5(via) of the Buy-Back Regulations, the Board or Buy-Back Committee may, till one working day prior to the Record Date, increase the Buy-Back Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buy-Back Size.

1.3. Since the Buy-back is more than 10% of the paid up equity share capital and free reserves (including securities premium account) of the Company based on the audited interim financial statements of the Company as on September 30, 2025, the Board had sought approval of the shareholders of the Company for the Buy-back in terms of the Buy-Back Regulations and the Act.

1.4. The shareholders of the Company approved the Buy-back which is within the prescribed limit of 25% under the Act and Regulation 4(i) of the Buy-Back Regulations, by way of Special Resolution, through Postal Ballot only by voting through electronic means in accordance with the Notice dated January 12, 2026 ("Postal Ballot Notice"), the result of which was announced on February 20, 2026.

1.5. The Buy-Back Size does not include any brokerage, applicable taxes such as Buy-Back Tax (as defined below), securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees payable to Securities and Exchange Board of India ("SEBI"), advisors/legal fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("Transaction Costs").

1.6. Pursuant to the Buy-back and depending upon the response to the Buy-Back, the voting rights and percentage shareholding of the Promoters and Promoter Group in the Company may increase or decrease from their existing voting rights and percentage shareholding. The Promoters and Promoter Group are already having control over the affairs of the Company and therefore such increase/decrease in their voting rights, if any, consequent to the Buy-back, will not result in change in their control over the affairs of the Company and shall be in compliance with the provisions of the SEBI SAST Regulations.

1.7. Post Buy-back, the level of holding of public shareholders in the Company shall not fall below the minimum level of public shareholding required to be maintained in terms of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and under the Listing Regulations. Due to any reason, if the public shareholding in the Company post Buy-back, falls below the minimum level of public shareholding prescribed under SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and the Listing Regulations.

1.8. The Equity Shares of the Company are listed on the BSE (LSE) with Scrip Code: S300077 and Security ID: PURETROP (BSE is hereinafter referred to as the "Stock Exchange").

1.9. In terms of Buy-Back Regulations, under the Tender Offer process, Promoters and Promoter Group have an option to participate in the Buy-back. In this regard, the details of the Promoters and Promoter Group, who have expressed their intention to participate and details of their intended participation in the Buy-back have been given in para 8 hereinafter.

1.10. The aggregate paid-up share capital and free reserves (including securities premium account) of the Company as on September 30, 2025, based on audited interim financial statements is ₹ 12,628.83 lakhs. In accordance with section 2(b) of the Act and Regulation 5(b) of the Buy-Back Regulations, the Company can authorize, subject to approval of the shareholders by way of special resolution, the buy-back of equity shares involving payment of consideration not exceeding 25% of the total paid up equity share capital and free reserves (including securities premium account) of the Company based on audited interim financial statements of the Company as on September 30, 2025. The shareholders have approved the Buy-back of shares, the result of which was announced on February 20, 2026. Accordingly, the Company has proposed to utilise an aggregate amount not exceeding ₹ 22,00,00,000/- (Rupees Twenty Two Crores Only) excluding Transaction Costs for the Buy-back which is within the aforesaid limit and represents 17.42% of the total paid-up equity share capital and free reserves (including securities premium account) as per the audited interim financial statements of the Company as on September 30, 2025.

1.11. Further, under the Act, the number of equity shares that can be bought back during a financial year shall not exceed 25% of the total number of outstanding equity shares of the Company. Accordingly, the number of Equity Shares that can be bought back by the Company during a financial year cannot exceed 19,92,475 Equity Shares, being 25% of the outstanding Equity Shares of the Company, i.e., 79,69,902 Equity Shares. Since the Company proposes to Buy-back up to 11,00,000 (Eleven Lakhs) Equity Shares, the same is within the aforesaid limit.

1.12. The ratio of the aggregate of secured and unsecured debts (owed by the Company) immediately after the Buy-back shall not be more than twice the paid up capital and free reserves of the Company based on audited interim financial statements of the Company as on September 30, 2025.

1.13. The Buy-back of Equity Shares by Eligible Shareholders is subject to the Company's consideration based on Buy-back by them. Finance Bill, 2025 made amendments in relation to buy-back of shares w.e.f. April 01, 2025, wherein the consideration to be paid by a shareholder on buy-back of shares shall be chargeable to tax under the head "Capital gains" which is currently treated as dividend income under section 2(22)(f) of the Income-tax Act, 1961 and 2(40)(f) of the Income-tax Act, 2025. The transaction of Buy-back would also be chargeable to securities transaction tax in India. In due course, the Eligible Shareholders should also be chargeable to a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buy-back.

1.14. A copy of this Public Announcement will be available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) as well as on Company's website ([www.puretrop.com](http://www.puretrop.com)), the Manager to the Buy-back ([www.wiro.net](http://www.wiro.net)) and on the website of Stock Exchange ([www.bseindia.com](http://www.bseindia.com)).

#### 2. NECESSITY OF THE BUY-BACK

2.1. The current Buy-back is in line with the Company's shareholder-friendly capital allocation practices of returning excess cash to shareholders, thereby increasing shareholders' value in the longer term, and improving the Return on Equity. The Buy-back is being undertaken by the Company to enhance shareholders' value and improve financial ratios. Additionally, the Buy-back is being undertaken for the following reasons:

- The Buy-back will help the Company to distribute surplus funds to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to the shareholders;
- The Buy-back, which is being implemented through the Tender Offer as prescribed under the Buy-Back Regulations, would benefit all the Equity Shareholders by providing them with an opportunity to sell 15% of the Buy-back Size to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholders" as defined under Regulation 2(i) of the Buy-Back Regulations;
- The Buy-back will help in improving financial ratios like earnings per share, return on assets and return on equity calculated on the basis of financial statements. By reducing the equity base of the Company and;
- The Buy-back gives an option to the Eligible Shareholders to either choose to participate in the Buy-back and receive cash in lieu of their Equity Shares which are accepted under the Buy-back or choose not to participate in the Buy-back and get a resultant increase in their percentage shareholding in the Company post Buy-back, without additional investment;
- The current Buy-back is in line with the Company's shareholder-friendly capital allocation practices of returning excess cash to shareholders, thereby increasing shareholders' value in the longer term, and improving the Return on Equity.

#### 3. MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES

The maximum amount required under the Buy-back will not exceed ₹ 22,00,00,000/- (Rupees Twenty Two Crores Only) excluding Transaction Cost which is not exceeding 25% of the aggregate of the total paid up equity share capital and free reserves of the Company (including securities premium account) as per the audited interim financial statements of the Company as on September 30, 2025. The funds for the implementation of the proposed Buy-back will be sourced out of the securities premium and free reserves of the Company and/or such other sources as may be permitted by law. The funds borrowed from banks and financial institutions, if any, will not be used for the Buy-back.

#### 4. BUY-BACK PRICE AND BASIS OF ARRIVING AT THE BUY-BACK PRICE

The Equity Shares are proposed to be bought back through Tender Offer at a price of ₹ 200/- (Rupees Two Hundred Only) per Equity Share. The Buy-back Offer Price has been arrived at after considering various factors including, but not limited to trends in the share prices, the net worth of the Company, price earnings ratio, possible impact of Buy-back on the earnings per share, performance of the Company's outlook, other financial parameters and the impact of the buy-back, underpinned by the intention to offer a healthy return for its shareholders.

The Buy-Back Price represents a premium of:

a. 27.51% to the volume weighted average market price of the Equity Share on BSE, during the 3 (Three) months preceding January 7, 2026, being the date of intimation to Stock Exchange of the Board Meeting to consider the proposal of the Buy-back; and

b. 23.00% over the closing price of the Equity Share on BSE, as of January 6, 2026, which is a day preceding the Intimation Date.

#### 5. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUY-BACK

The Company proposes to Buy-back up to 11,00,000 (Eleven Lakhs) fully paid-up Equity Shares of the Company representing 13.80% of total number of Equity Shares of the Company.

#### 6. METHODOLOGY FOR BUY-BACK

The Buy-back Offer will be undertaken on a proportionate basis from the equity shareholders' beneficial owner of Equity Shares of the Company as on the Record Date ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(i)(a) read with Regulation 9(a) of the Buy-Back Regulations. Additionally, the Buy-back Offer shall, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in the circular CIR/CFD/POLICYCELL/12/015 dated April 13, 2015, circular CFD/DCR/CR/P/2016/131 dated December 09, 2016 and circular SEBI/HO/CFD/DCR/III/CR/P/2021/615 dated August 13, 2021 (the "SEBI Circulars") in terms of Regulation 9(vii) of the Buy-Back Regulations.

6.2. As required under the Buy-Back Regulations, Equity Shares to be bought back under Tender Offer are divided into two categories: (i) Rescued category of Small Shareholders (as defined hereafter); and (ii) General category for all other shareholders. For further details, please refer to para 12 of this Public Announcement.

#### 7. DETAILS OF SHAREHOLDING OF (I) PROMOTERS AND PROMOTER GROUP OF THE COMPANY, (II) DIRECTORS AND PARTNERS OF PROMOTER GROUP COMPANIES / ENTITIES OF THE COMPANY AND (III) DIRECTORS AND KEY MANAGERIAL PERSONNEL ("KMPs") OF THE COMPANY

7.1. The aggregate shareholding of (i) the Promoters and Promoter Group of the Company, (ii) the directors and partners of the promoter group companies / entities and (iii) Directors and KMPs of the Company as on January 12, 2026, being date of the notice convening the General Meeting of the Meeting of the Board of Directors, is given below:

##### (A) Aggregate shareholding of Promoters and Promoter Group of the Company:

Sr. No.	Name of Promoter	No. of Equity Shares held in the Company	% Shareholding
1.	Freshcap Foodstuff LLP	15,85,964	19.90
2.	Ashok Vshindas Motiani	14,32,015	18.22
3.	Nanika Ashok Motiani	6,45,542	8.10
4.	Dipti Ashok Motiani	6,19,566	7.77
5.	Priyanka Tandon	3,37,840	4.24
6.	Mayank Ramesh Tandon	3,31,794	4.16
	<b>Total</b>	<b>49,72,721</b>	<b>62.39</b>

##### (B) Aggregate shareholding of the Designated Partners and Partners of Promoter LLP as of January 12, 2026:

As of the date of the Board Meeting, there is only 1 (One) Corporate Promoter of the Company i.e., Freshcap Foodstuff LLP Shareholding of all the Designated Partners and Partners of the Corporate Promoters i.e., Ashok Vshindas Motiani, Nanika Ashok Motiani, Dipti Ashok Motiani and Priyanka Tandon are disclosed above.

##### (C) Aggregate shareholding of the Directors (other than Promoters) and Key Managerial Personnel (KMP) of the Company, as on January 12, 2026:

Sr. No.	Name of Shareholder	Designation	No. of Equity Shares held in the Company	% Shareholding
1.	Ramchandra Gaurishankar Joshi	Non-Executive Director	Ni	0.00
2.	Ashok Chandumal Murjan	Independent Director	1,359	0.02
3.	Sharada Krishnakumar Vijay	Independent Director	Ni	0.00
4.	Pradeep Kalyal	Independent Director	Ni	0.00
5.	Sanjay Dahyabhai Prajapati	Chief Financial Officer	0	Negligible
6.	Preeti Jaiswar	Company Secretary	Ni	0.00
7.	Vanishka Lunia*	Company Secretary	Ni	0.00
	<b>Total</b>		<b>1,359</b>	<b>0.02</b>

\*Resigned and does not hold any equity shares. Further, Vanishka Lunia has been appointed w.e.f. February 1, 2026 and she does not hold any equity shares since her date of appointment.

7.2. Except as disclosed below, the persons/entities mentioned in paragraph 7.1 have not purchased or sold any Equity Shares of the Company and there has been no change in their shareholdings during a period of twelve months preceding the date of the Board Meeting at which the Buy-back was approved i.e. January 12, 2026 and from that date till the date of approval of shareholders.

##### A. Aggregate of shares purchased or sold by the Promoter(s) is as follows:

Sr. No.	Name of Promoter	Purchase	Sold
1.	Freshcap Foodstuff LLP	Ni	Ni
2.	Ashok Vshindas Motiani	1,33,056	Ni
3.	Nanika Ashok Motiani	Ni	Ni
4.	Dipti Ashok Motiani	6,19,566	Ni
5.	Priyanka Tandon	29,684	Ni
6.	Mayank Ramesh Tandon	Ni	1,21,794
	<b>Total</b>	<b>1,62,740</b>	<b>1,21,794</b>

##### B. Aggregate shares purchased or sold by the Designated Partners and Partners of the Corporate Promoter:

As of the date of the Board Meeting, there is only 1 (One) Corporate Promoter of the Company i.e., Freshcap Foodstuff LLP, Dealing of all the Designated Partners and Partners of the Corporate Promoters i.e., Ashok Vshindas Motiani and Nanika Ashok Motiani, Dipti Ashok Motiani and Priyanka Tandon are disclosed above.

##### C. Aggregate shares purchased or sold by the Directors (other than promoters) of the Company: Ni

#### 8. INTENTION OF THE PROMOTERS AND PROMOTER GROUP OF THE COMPANY TO TENDER EQUITY SHARES FOR BUY-BACK

8.1. In terms of Buy-Back Regulations, under the Tender Offer process, Promoters and Promoter Group have an option to participate in the Buy-back. In this regard, the Promoters and Promoter Group as listed herein below have expressed their intention to tender up to following number of Equity Shares in the Buy-back:

Sr. No.	Name	No. of shares held as on the date of Board Meeting	Maximum No. of shares proposed to be tendered
1.	Freshcap Foodstuff LLP	15,85,964	15,85,964
2.	Ashok Vshindas Motiani	14,32,015	14,32,015
3.	Nanika Ashok Motiani	6,45,542	6,45,542
4.	Dipti Ashok Motiani	6,19,566	6,19,566
5.	Priyanka Tandon	3,37,840	3,37,840
6.	Mayank Ramesh Tandon	3,31,794	2,10,000
	<b>Total</b>	<b>49,72,721</b>	<b>48,50,927</b>

8.2. Details of the date and price of the Equity Shares that the Promoters and Promoter Group intend to tender are set out below:

##### 1) Freshcap Foodstuff LLP

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price* (in ₹)	Nature of Transaction
1	14 June 2003**	9,87,350	10	-	Opening Balance**
2	2 June 19, 2003**	-900	10	N.A.**	N.A.**
3	June 29, 2003**	3,78,000	10	N.A.**	N.A.**
4	June 28, 2004**	55,100	10	N.A.**	N.A.**
5	March 28, 2005**	30,000	10	N.A.**	N.A.**
6	December 21, 2005**	-2,776	10	N.A.**	N.A.**
7	February 08, 2006**	-25,000	10	N.A.**	N.A.**
8	March 03, 2006**	-1,10,000	10	N.A.**	N.A.**
9	May 02, 2006**	1,400	10	N.A.**	N.A.**
10	May 27, 2006**	2,500	10	N.A.**	N.A.**
11	November 02, 2006**	-15,000	10	N.A.**	N.A.**
12	December 14, 2006**	3,000	10	108.58	Market Purchase
13	December 18, 2006**	2,000	10	104.00	Market Purchase
14	June 01, 2007	2,000	10	84.76	Market Purchase
15	August 03, 2007	2,500	10	113.77	Market Purchase
16	August 06, 2007	2,588	10	119.98	Market Purchase
17	August 07, 2007	3,500	10	114.57	Market Purchase
18	August 08, 2007	2,500	10	112.64	Market Purchase
19	August 09, 2007	5,500	10	111.12	Market Purchase
20	August 10, 2007	1,000	10	109.98	Market Purchase
21	August 14, 2007	1,000	10	118.58	Market Purchase
22	August 20, 2007	1,000	10	112.75	Market Purchase
23	October 04, 2007	327	10	127.00	Market Purchase
24	October 05, 2007	8,750	10	127.86	Market Purchase
25	October 08, 2007	2,000	10	123.40	Market Purchase

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price* (in ₹)	Nature of Transaction
26	October 17, 2007	4,000	10	121.15	Market Purchase
27	January 10, 2008	9,63,354	10	129.37	Issue of Bonus Shares
28	August 14, 2008	5,200	10	27.28	Market Purchase
29	August 27, 2009	410	10	26.25	Market Purchase
30	August 31, 2009	2,322	10	26.23	Market Purchase
31	September 02, 2009	373	10	26.25	Market Purchase
32	January 29, 2010	3,50,000	10	19.40	Preferential Allotment
33	November 13, 2010	1,50,000	10	19.40	Preferential Allotment
34	March 28, 2014	1,500	10	123.37	Market Purchase
35	December 10, 2014	12,900	10	123.35	Market Purchase
36	December 11, 2014	8,000	10	123.39	Market Purchase
37	March 30, 2015	20,000	10	119.11	Market Purchase
38	December 22, 2016	-50,000	10	83.47	Market Sale
39	December 30, 2016	-66,000	10	88.72	Market Sale
40	December 13, 2019	-2,66,365	10	110.00	Buyback
41	May 9, 2024	-15,684	10	175.00	Buyback
	<b>TOTAL</b>	<b>15,85,964</b>			

\*excluding transaction costs like brokerage, STT, stamp duty etc.  
 \*\*Details prior to July 14, 2003 are not available with the Company and the promoter and hence not disclosed here.  
 \*\*Above data has been extracted from Transaction Statement of the promoters.  
 \*\*Not Available

#### Ashok Vshindas Motiani

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price* (in ₹)	Nature of Transaction
1.	July 11, 2003	2,73,450	10	-	Opening Balance**
2.	September 09, 2004	50			

3) Namita Ashok Motani

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(*)</sup> (in ₹)	Nature of Transaction
1.	June 14, 2003 <sup>(*)</sup>	2,18,400	10	-	Opening Balance <sup>(*)</sup>
2.	September 07, 2004	2,000	10	9.50	Market Purchase
3.	September 08, 2004	800	10	9.50	Market Purchase
4.	September 09, 2004	1,000	10	9.00	Market Purchase
5.	September 13, 2004	800	10	8.19	Market Purchase
6.	May 27, 2005 <sup>(*)</sup>	17,900	10	N.A. <sup>(*)</sup>	Off Market Purchase
7.	May 30, 2005	8,800	10	19.65	Market Purchase
8.	June 08, 2005 <sup>(*)</sup>	-500	10	N.A. <sup>(*)</sup>	Market Sale
9.	June 24, 2005 <sup>(*)</sup>	1,000	10	N.A. <sup>(*)</sup>	N.A. <sup>(*)</sup>
10.	August 26, 2005 <sup>(*)</sup>	27,000	10	N.A. <sup>(*)</sup>	Off Market Purchase
11.	February 13, 2006	-5,000	10	71.55	Market Sale
12.	April 03, 2006	-30,000	10	91.05	Market Sale
13.	July 03, 2006 <sup>(*)</sup>	500	10	63.84	Market Purchase
14.	September 13, 2006 <sup>(*)</sup>	27,000	10	36.19	Off Market Purchase
15.	October 25, 2007	1,000	10	122.95	Market Purchase
16.	October 26, 2007	2,218	10	122.87	Market Purchase
17.	October 30, 2007	705	10	121.44	Market Purchase
18.	January 10, 2008	2,73,620	10	19.40	Issue of Bonus Shares
19.	January 29, 2010	1,000	10	19.40	Preferential Allotment
20.	November 13, 2010	1,00,000	10	19.40	Preferential Allotment
21.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
22.	August 13, 2013	1,00,000	10	14.00	Conversion of Warrants
23.	July 16, 2015	28,000	10	75.00	Market Purchase
24.	July 17, 2015	10,000	10	83.74	Market Purchase
25.	December 18, 2015	5,000	10	84.49	Market Purchase
26.	September 30, 2016	5,000	10	85.50	Market Purchase
27.	October 04, 2016	946	10	88.65	Market Purchase
28.	October 05, 2016	1,750	10	88.79	Market Purchase
29.	October 13, 2016	7,474	10	86.67	Market Purchase
30.	November 23, 2016	3,079	10	74.97	Market Purchase
31.	November 28, 2016	11,000	10	79.52	Market Purchase
32.	December 22, 2016	17,500	10	83.48	Market Purchase
33.	December 13, 2019	-1,453	10	110.00	Buyback
34.	May 9, 2024	-2,06,900	10	175.00	Buyback
<b>TOTAL</b>		<b>6,45,542</b>			

\*excluding transaction costs like brokerage, STT, stamp duty etc.  
 (\*) Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.  
 (\*) Above data has been extracted from Transaction Statement of the promoters.  
 (\*) Not Available

4) Priyanka Tandon

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(*)</sup> (in ₹)	Nature of Transaction
1.	June 14, 2003	73,300	10	-	Opening Balance <sup>(*)</sup>
2.	October 26, 2004	2,000	10	9.50	Market Purchase
3.	October 27, 2004	200	10	9.00	Market Purchase
4.	October 28, 2004	2,000	10	9.50	Market Purchase
5.	November 30, 2004 <sup>(*)</sup>	5,000	10	N.A. <sup>(*)</sup>	N.A. <sup>(*)</sup>
6.	February 11, 2005	2,800	10	10.58	Market Purchase
7.	February 14, 2005	1,200	10	10.60	Market Purchase
8.	February 28, 2005 <sup>(*)</sup>	2,000	10	N.A. <sup>(*)</sup>	Off Market Purchase
9.	April 06, 2005 <sup>(*)</sup>	1,400	10	N.A. <sup>(*)</sup>	Off Market Purchase
10.	May 05, 2005	9,700	10	16.02	Market Purchase
11.	May 06, 2005	10,000	10	15.83	Market Purchase
12.	May 09, 2005	10,000	10	16.01	Market Purchase
13.	May 27, 2005 <sup>(*)</sup>	18,400	10	N.A. <sup>(*)</sup>	Off Market Purchase
14.	June 08, 2005 <sup>(*)</sup>	500	10	N.A. <sup>(*)</sup>	Market Purchase
15.	March 28, 2006	62,500	10	20.00	Preferential Allotment
16.	May 11, 2006	62,500	10	20.00	Preferential Allotment
17.	October 25, 2007	746	10	121.11	Market Purchase
18.	October 30, 2007	295	10	120.00	Market Purchase
19.	January 10, 2008	2,64,541	10	19.40	Issue of Bonus share
20.	January 13, 2010	1,00,000	10	14.00	Conversion of Warrants
21.	December 18, 2015	10,000	10	83.04	Market Purchase
22.	October 10, 2016	10,000	10	86.86	Market Purchase
23.	November 28, 2016	978	10	78.75	Market Purchase
24.	December 23, 2016	12	10	85.90	Market Purchase
25.	December 30, 2016	299	10	88.09	Market Purchase
26.	January 04, 2017	3,891	10	86.74	Market Purchase
27.	March 17, 2017	-1,000	10	105.67	Market Sale
28.	December 13, 2019	-73,535	10	110.00	Buyback
29.	May 9, 2024	-1,42,365	10	175.00	Buyback
30.	December 27, 2024	-1,00,000	10	164.59	Market Sale
<b>TOTAL</b>		<b>3,37,840</b>			

\*excluding transaction costs like brokerage, STT, stamp duty etc.  
 (\*) Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.  
 (\*) Not Available  
 (\*) Above data has been extracted from Transaction Statement of the promoters.

5) Mayank Ramesh Tandon

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(*)</sup> (in ₹)	Nature of Transaction
1.	November 01, 2005	33,500	10	-	Opening Balance <sup>(*)</sup>
2.	March 28, 2006	62,500	10	20.00	Preferential Allotment
3.	May 11, 2006	62,500	10	20.00	Preferential Allotment
4.	February 09, 2007 <sup>(*)</sup>	100	10	N.A. <sup>(*)</sup>	Market Purchase
5.	October 22, 2007	500	10	120.00	Market Purchase
6.	October 24, 2007	750	10	121.00	Market Purchase
7.	January 10, 2008	1,59,850	10	-	Issue of Bonus Share
8.	January 22, 2008	1,000	10	47.21	Market Purchase
9.	September 17, 2010	300	10	25.00	Market Purchase
10.	March 11, 2011	60	10	14.00	Market Purchase
11.	March 14, 2011	435	10	15.30	Market Purchase
12.	March 14, 2011	669	10	14.98	Market Purchase
13.	March 15, 2011	2,254	10	15.62	Market Purchase
14.	March 15, 2011	2,000	10	15.48	Market Purchase
15.	March 16, 2011	5,000	10	15.50	Market Purchase
16.	March 16, 2011	4,000	10	15.51	Market Purchase
17.	March 17, 2011	100	10	16.85	Market Purchase
18.	March 17, 2011	1,582	10	17.39	Market Purchase
19.	March 18, 2011	2,000	10	18.00	Market Purchase
20.	March 22, 2011	925	10	17.50	Market Purchase
21.	March 23, 2011	450	10	20.39	Market Purchase
22.	March 31, 2011	4,000	10	20.30	Market Purchase
23.	March 31, 2011	2,000	10	21.15	Market Purchase
24.	August 29, 2011	5	10	16.20	Market Purchase
25.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
26.	October 30, 2013	2,322	10	23.90	Market Purchase
27.	October 31, 2013	12,290	10	24.97	Market Purchase
28.	November 01, 2013	1,562	10	24.90	Market Purchase
29.	July 16, 2015	9,190	10	75.72	Market Purchase
30.	July 17, 2015	6,000	10	83.35	Market Purchase
31.	December 18, 2015	556	10	85.75	Market Purchase
32.	December 18, 2015	100	10	85.00	Market Purchase
33.	October 10, 2016	12,000	10	89.12	Market Purchase
34.	October 13, 2016	900	10	86.00	Market Purchase
35.	November 28, 2016	3,110	10	80.20	Market Purchase
36.	November 03, 2017	890	10	179.73	Market Purchase
37.	December 13, 2019	-57,724	10	110.00	Buyback
38.	May 9, 2024	-1,07,882	10	175.00	Buyback
39.	January 27, 2026	-50,407	10	177.21	Market Sale
40.	January 28, 2026	-11,000	10	178.71	Market Sale
41.	January 28, 2026	-60,000	10	177.42	Market Sale
<b>TOTAL</b>		<b>2,10,000</b>			

\*excluding transaction costs like brokerage, STT, stamp duty etc.  
 (\*) Details prior to November 01, 2005 are not available with the Company and the promoter and hence not disclosed here.  
 (\*) Above data has been extracted from Transaction Statement of the promoters.  
 (\*) Not Available

6) Dipti Ashok Motani

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(*)</sup> (in ₹)	Nature of Transaction
1.	June 14, 2003	15,00,000	10	-	Opening Balance <sup>(*)</sup>
2.	January 10, 2008	15,00,000	10	-	Issue of Bonus Share
3.	January 29, 2010	1,00,000	10	19.40	Preferential Allotment
4.	November 13, 2010	15,00,000	10	19.40	Preferential Allotment
5.	March 14, 2011	2,500	10	15.16	Market Purchase
6.	March 16, 2011	11,600	10	15.57	Market Purchase
7.	March 30, 2011	3,103	10	18.90	Market Purchase
8.	March 31, 2011	2,509	10	19.94	Market Purchase
9.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
10.	August 13, 2013	1,00,000	10	14.00	Conversion of Warrants
11.	July 17, 2015	10,000	10	83.38	Market Purchase

\*excluding transaction costs like brokerage, STT, stamp duty etc.  
 (\*) Details prior to November 01, 2005 are not available with the Company and the promoter and hence not disclosed here.  
 (\*) Above data has been extracted from Transaction Statement of the promoters.  
 (\*) Not Available

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Price <sup>(*)</sup> (in ₹)	Nature of Transaction
12.	August 20, 2015	5,000	10	103.99	Market Purchase
13.	October 08, 2015	11,438	10	91.29	Market Purchase
14.	October 08, 2015	-1,438	10	90.12	Market Sale
15.	December 18, 2015	5,000	10	84.50	Market Purchase
16.	October 25, 2016	2,693	10	88.74	Market Purchase
17.	December 23, 2016	500	10	85.96	Market Purchase
18.	December 26, 2016	2,007	10	85.30	Market Purchase
19.	December 27, 2016	300	10	85.86	Market Purchase
20.	December 28, 2016	29	10	85.86	Market Purchase
21.	December 30, 2016	15,500	10	88.73	Market Purchase
22.	February 04, 2017	4,000	10	86.95	Market Purchase
23.	December 13, 2019	-92,700	10	110.00	Buyback
24.	May 9, 2024	-1,79,602	10	175.00	Buyback
25.	December 27, 2024	31,020	10	165.92	Market Purchase
26.	December 30, 2024	6,500	10	170.00	Market Purchase
27.	March 27, 2025	10,000	10	111.29	Market Purchase
28.	April 2, 2025	4,884	10	113.02	Market Purchase
29.	June 4, 2025	15,000	10	134.81	Market Purchase
<b>TOTAL</b>		<b>61,956</b>			

\*excluding transaction costs like brokerage, STT, stamp duty etc.  
 (\*) Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

9. NO DEFAULT  
 The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder or repayment of any term loan or interest payable thereon to any financial institution or banks.

10. BOARD AND STATUTORY AUDITOR CONFIRMATION  
 10.1. The Board has confirmed that it has made full enquiry into the affairs and prospects of the company and has formed the opinion that:

- immediately following the date of the Board Meeting i.e., January 12, 2026 ("Board Meeting Date") and the date on which the result of the shareholders' resolution passed by way of postal ballot will be declared ("Postal Ballot Date"), approving the buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buy-back as well as for the year immediately following the Postal Ballot Date, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting and the Postal Ballot Date;
- in forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities); and
- the debt-equity ratio of the Company after the Buy-back will be within the limit of 2:1 as prescribed under Section 80(2)(g) of the Companies Act, 2013 and Regulation 4(i) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2016.

10.2. The text of the report dated January 12, 2026 received from F. P. & Associates, Chartered Accountants (FRN: 143262W), the Statutory Auditors of the Company and the statement of computation of permissible capital payments for the proposed Buy-back of Equity Shares of the Company, addressed to the Board of Directors of the Company is reproduced below.

Quote to:  
 Board of Directors  
 Puretop Fruits Limited  
 A-603, Shapath IV, S. G. Road,  
 Ahmedabad-380 015, Gujarat, India.

Dear Sir/ Madam,  
 Sub: Statutory Auditors' Report in respect of proposed buy-back of equity shares by Puretop Fruits Limited (the "Company") in terms of clause (v) of Schedule I to the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2016 (as amended) (the "Buyback Regulations").

1. This Report is issued in accordance with the terms of our engagement letter dated February January 12 with the Company.
2. The Board of Directors of the Company has approved a proposal for the buy-back of Equity Shares by the Company at its meeting held on January 12, 2026, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the Buy-back Regulations.
3. We have been requested by the management of the Company to provide a report on the accompanying Statement of permissible capital payments ("Statement") as at September 30, 2025, hereinafter referred together as the "Statement". This Statement has been prepared by the management of the Company, which we have initiated for identification purposes only.

Management's Responsibility for the Statement  
 4. The preparation of the Statement in accordance with Section 68(2) of the Act and in compliance with Sections 68, 69 and 70 of the Act and the Buy-back Regulations, is the responsibility of the management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in

एआई पर ऊंची उड़ान

# भारत की एआई महत्वाकांक्षाओं का शानदार प्रदर्शन

अधिक दास और आर्थिक आर्जन  
नई दिल्ली, 22 फरवरी



नई दिल्ली में आयोजित हुए 'एआई इम्पैक्ट समिट' के शुरुआती दिनों में प्रशासनिक अडचनें और कुछ बड़े-बड़े जर्नल देखने का मिली लेकिन पांच दिनों के इस सम्मेलन से जो व्यापक संदेश निकला, वह बिल्कुल स्पष्ट था- अमर एआई का लाभ सभी लोगों तक पहुंचाना है तो इसके प्रसार की गति तेज करनी होगी।

भारत ने इस मंच का उपयोग अपनी 'एआई संभ्रता' की महत्वाकांक्षा प्रस्तुत करने के लिए किया। सरकार के 10,372 करोड़ रुपये के इंडिया एआई मिशन के तहत चार स्वदेशी लाईव लैंग्वेज मॉडल (एयलप्लू) लाईव किए गए। इससे संतुष्ट मिला कि देश स्थायिक संदर्भों को ध्यान में रखते हुए और कम लागत में आयातपूर्व एआई दास तैयार कर रहा है।

विदेशी रायचन और प्रमुख कृषक द्वारा स्थापित चार्लू स्टार्टअप सर्वम एआई ने भारतीय भाषाओं के लिए विशेष रूप से प्रशिक्षित को स्वदेशी मॉडल पेश किए। इन मॉडलों को लॉन्च किए जाने पर अलफाबेट और गूगल के मुख्य कार्यकारी अधिकारी सुंदर पिचाई की तारीफ भी मिली। उन्होंने कहा, 'सर्वम ने स्थायिक एआई मॉडल को तैयार किया है जिसमें मुझे विश्वास है कि यह बेहद अच्छी स्थिति में है।' वहीं दूसरे स्टार्टअप 'जानाईटएआई' ने 'जानाई टोपीए' नाम के टेक्स्ट-टू-स्पीच प्रणाली यानी लिखे शब्दों को बोलकर सुनने वाला एआई लॉन्च किया जो आवाज की नकल कर सकता है और 12 भारतीय भाषाओं में काम करने में सक्षम है। वहीं, आईआटी मुंबई के नेतृत्व वाले कंसोर्टियम 'भारतजैन्स' ने 17 अरब मानक वाला बहुभाषी आधारभूत मॉडल पेश किया।

कुछ छोटे स्टार्टअप पर भी लोगों का ध्यान गया जो एआई के माध्यम से वास्तविक दुनिया की समस्याओं का समाधान कर रहे हैं। उदाहरण के तौर पर विभोलेय के संस्थापक ने कैमरा मॉडक के परिवर्तन की मदद के लिए बीमारी की पहचान के आधार पर अगले कदमों को स्पष्ट जाकारी देने वाला मंच पेश किया है। हालांकि व्यावसायिक समलता आधिकारिक प्रणाली नियामकन पर निर्भर करेगी। फिर भी, यह बलवान एआई के ब्यक्ति 2023 में सैम ऑर्टेन्टन ने स्टार्टअप द्वारा आयोजित ऐसे प्रतियोगिता करने के प्रयासों की 'कामो प्रशंसाजनक' बताया था। अधिकारियों और संस्थापकों का दावा है कि एआई समलत में लॉन्च किए गए मॉडल को प्रयोग करने पर अग्रणी वैश्विक एआई प्रणालियों से बेहतर प्रदर्शन कर सकते हैं। प्रमुख अंतरराष्ट्रीय मॉडल की तुलना में बहुत कम लागत पर तैयार किए गए इन पहलों का उद्देश्य इंडिया एआई मिशन के साथ लक्ष्य को आगे बढ़ाना है। भारत ने 'स्टेटेजी फ्रेंड आर्टिफिशियल इंटेलिजेंस इन

पॉपुलर' भले ही स्वीडिश और लैंग्वेजकार है लेकिन यह एआई के स्वतंत्र रूप से प्रसार और 'लोकल एआई कॉमिंस' की अवधारणा पर जोर देती है। यह ग्लोबल एआई कॉमिंस एक ऐसे डेटाबेस के रूप में है, जहां विभिन्न देश उपयोग के उद्देश्यों से प्रेरणा ले सकते। घोषणा में यह भी स्वीकार किया गया है कि एआई संसाधन कुभी को सुपुन करके जवनी हैं और इसे कुछ शक्तिशाली शैली तक सीमित नहीं रखा जाना चाहिए। अमेरिका और चीन के बीच एआई वर्चस्व की दौड़ के चलते यह विंता लगातार बनी हुई है कि एआई से जुड़ी क्षमताएं कुछ चुनिंदा कंपनियों के हाथों में केंद्रित न हो जाएं।

संबुत एए महासचिव एंटोनीयो गुटेरेस ने इस मौके पर कहा, 'एआई का भविष्य कुछ मिने-चुने दोनों द्वारा तय नहीं किया जा सकता और न ही इसे कुछ अरबपति पर छोड़ा जा सकता है।' एआई प्रणालियों को बढ़े पैमाने पर लागू करने में विश्वसनीयता और सुरक्षा का उच्च स्तर के केंद्र में था। दुनिया हसबसि, योशुआ बेंगियो और विशाल सिस्का जैसे विद्वानों ने एआई प्रणालियों के 'जैड इंटेलिजेंस' जैसे पहलू पर भी विचार रखा। उनका कहना था कि ये प्रणालियां जितने कामों में बेहद सक्षम हो लें, लेकिन कम-कम साधारण कामों में भी बुनियादी गतिविधों कर देंगी हैं।

इस सम्मेलन में वैश्विक स्तर पर एआई समलत पर तैयार किए गए एआई मिशन के प्रमुखों ने माग लिया, जिनमें सैम ऑर्टेन्टन, सुंदर पिचाई, डेव स्ट्रियम और आर्न मॅन्स जैसे नाम शामिल हैं।

उद्योग के उद्देश्यों से प्रेरणा ले सकते। घोषणा में यह भी स्वीकार किया गया है कि एआई संसाधन कुभी को सुपुन करके जवनी हैं और इसे कुछ शक्तिशाली शैली तक सीमित नहीं रखा जाना चाहिए। अमेरिका और चीन के बीच एआई वर्चस्व की दौड़ के चलते यह विंता लगातार बनी हुई है कि एआई से जुड़ी क्षमताएं कुछ चुनिंदा कंपनियों के हाथों में केंद्रित न हो जाएं।

संबुत एए महासचिव एंटोनीयो गुटेरेस ने इस मौके पर कहा, 'एआई का भविष्य कुछ मिने-चुने दोनों द्वारा तय नहीं किया जा सकता और न ही इसे कुछ अरबपति पर छोड़ा जा सकता है।' एआई प्रणालियों को बढ़े पैमाने पर लागू करने में विश्वसनीयता और सुरक्षा का उच्च स्तर के केंद्र में था। दुनिया हसबसि, योशुआ बेंगियो और विशाल सिस्का जैसे विद्वानों ने एआई प्रणालियों के 'जैड इंटेलिजेंस' जैसे पहलू पर भी विचार रखा। उनका कहना था कि ये प्रणालियां जितने कामों में बेहद सक्षम हो लें, लेकिन कम-कम साधारण कामों में भी बुनियादी गतिविधों कर देंगी हैं।

इस सम्मेलन के समापन दिवस पर केंद्रीय नवीय एवं नवीकरणीय ऊर्जा और खाद्य एवं उपभोक्ता मामलों के केंद्रीय मंत्री ब्रह्मदेव जोशी संभवतः नई ऊर्जा की शक्तिशाली पर ध्यान केंद्रित करेंगे, खास तौर पर ऐसे समय में जब आर्टिफिशियल इंटेलिजेंस (एआई) के विकास के साथ-साथ उच्च स्तर के लिए ऊर्जा मंच भी तेजी से बढ़ने वाली है।

जिसे सतार भारत ने नई दिल्ली के प्रमुख को-वेशन सेंटर भारत मंडयम में एआई इम्पैक्ट समिट की मेजबानी की। बिजनेस स्टैंडर्ड मंचन का आयोजन भी उसी जगह हुआ जहां 88 हस्ताक्षरकर्ताओं के साथ एआई शिखर सम्मेलन में नई दिल्ली घोषणा पर सहमति जताई गई है। भविष्य की दिशा निर्धारित करने में एआई के महत्त्व के महजजत यह दो दिवसीय मंचन कार्यक्रम भी उसी और बढ़ने के लिए प्रतिबद्ध है। बारिश मुंबई, अंधाधुंधी, विषय विशेषज्ञों और उद्योगपतियों के साथ मंच पर बातचीत और नेचर चर्चा के जरिये भारत के भविष्य की समग्र रूप से देखने की कोशिश की जाएगी। यह निहार-भयन निश्चित तौर पर ऐसी तामिल चर्चाओं की उम्रम देगा कि भारत के भविष्य की एआई किस तरीके से निभाया कर सकता है।

सवाल जवाब

# डीपीडीपी अनुपालन का समयसीमा कम होाने से बढ़ंगी चुनौतियां

डिजिटल व्यक्तिगत डेटा सुरक्षा (डीपीडीपी) अधिनियम के कुछ प्रावधानों के अनुपालन के लिए समयसीमा को मोजुदा 18 महिनों से घटाकर 12 महिने किए जाने के सरकार के प्रस्ताव से कई व्यवहारिक चुनौतियां पैदा होंगी। भेदा के प्रमुख (वैश्विक नीति) केविन म्बवर्नर ने आर्थिक आर्जन से बातचीत में यह बात कही। यह इंडिया एआई इम्पैक्ट समिट में भाग लेने के लिए भारत आए थे। उन्होंने यह भी कहा कि भारत में एआई प्रतिभाओं की कोई कमी नहीं है। मुख्य अंशः

**डीपीडीपी अनुपालन के लिए समयसीमा को कम किए जाने संबंधी प्रस्ताव के बारे में आपकी क्या चिंताएं हैं ?**  
समयसीमा को 18 महिने से घटाकर 12 महिने किए जाने के प्रस्ताव पर हमारी कुछ चिंताएं हैं। हमें लगता है कि इसमें कोई बदलाव न करना ही समझदार होगा। मैं समझता हूँ कि हमारी सभी प्रणालियों को समावोजित करने और अनुपालन सुनिश्चित करने के लिये जून 2026 तक 18 महिने की मूल समयसीमा भी कम है। इसके ने नियमों और विवरण रूप से भारत जैसे महत्त्वपूर्ण बाजार में नियमों का अनुपालन सुनिश्चित करना हमारी प्राथमिकता है। अगर समयसीमा को कम करना उचित नहीं होगा।

**इसके लिए समयसीमा कार्मों कम है जो लागभ्यम तत्काल करने जैसा है। तकनीकी तौर पर देखा जाए तो यह काफी जटिल प्रक्रिया है और इसलिए यह हमारे लिए एक अहम चुनौती है। हम कृत्रिम तौर पर सुनिश्चित करना है कि हमारे प्रणालियों को जो दूर करने के लक्ष्य को साझा करते हैं। हमारे पास ऐसी प्रणालियां हैं जो शिकायत मिलने या सरकार की ओर से अनुरोध मिलने पर संबंधित सामग्री को हटा देती हैं। अगर कुछ नई आवश्यकताओं के लिए हमें लोगों द्वारा ऐसी सामग्री को अपलोड किए जाने से पहले ही कुछ उपाय करना होगा। इस तरह की प्रणाली बहुत कभी बोलिा है और यह उपभोक्ताओं एवं उपयोगकर्ताओं पर सकारित हो सकती है। हम इस मुद्दे पर अधिक से बात कर रहे हैं और उन्हें अपनी जिंताओं से अनजान कर रहे हैं ताकि जल्द से जल्द अनुपालन सुनिश्चित हो सके।**

**एआई के बारे में भेदा का व्यापक दृष्टिकोण क्या है, खासकर भारत जैसे देशों के लिए ?**  
हमारे एआई के विकास के लिए कई बातें महत्त्वपूर्ण हैं, जैसे सही प्रणाली, कंप्यूटिंग के लिए पर्याप्त ऊर्जा और डेटा तक पहुंच। यह हमारे दृष्टिकोण की प्रमुख बातें हैं। हम एआई के बारे में भारत के सामान्य दृष्टिकोण से कामने उल्लासित और आशांचित हैं। यह प्रतिभाओं की कोई कमी नहीं है। भारत में लगभग 90 फीसदी स्टार्टअप अपने

**कार्यों में एआई का उपयोग कर रही हैं। यहां का प्रतिभा भंडार उच्चै समय से चर्चित रहा है, लेकिन एआई पर ध्यान केंद्रित करना महत्त्वपूर्ण है। मैं समझता हूँ कि हमें एक ऐसे निगमको माहौल को जरूरत है जो नवचार की प्रोत्साहित करे।**

**सॉफ्टवेर एआई क्षमता विकसित करने की दृष्टि के बारे में आप क्या कहेंगे ?**  
हमारे लिए यह सुनिश्चित करना

**कृत्रिम तौर पर सृजित सुनलानों को हटाने के लिए भी अनुपालन की समयसीमा भी कम कर दी गई है। इस पर आप क्या कहेंगे ?**

**इसके लिए समयसीमा कार्मों कम है जो लागभ्यम तत्काल करने जैसा है। तकनीकी तौर पर देखा जाए तो यह काफी जटिल प्रक्रिया है और इसलिए यह हमारे लिए एक अहम चुनौती है। हम कृत्रिम तौर पर सुनिश्चित करना है कि हमारे प्रणालियों को जो दूर करने के लक्ष्य को साझा करते हैं। हमारे पास ऐसी प्रणालियां हैं जो शिकायत मिलने या सरकार की ओर से अनुरोध मिलने पर संबंधित सामग्री को हटा देती हैं। अगर कुछ नई आवश्यकताओं के लिए हमें लोगों द्वारा ऐसी सामग्री को अपलोड किए जाने से पहले ही कुछ उपाय करना होगा। इस तरह की प्रणाली बहुत कभी बोलिा है और यह उपभोक्ताओं एवं उपयोगकर्ताओं पर सकारित हो सकती है। हम इस मुद्दे पर अधिक से बात कर रहे हैं और उन्हें अपनी जिंताओं से अनजान कर रहे हैं ताकि जल्द से जल्द अनुपालन सुनिश्चित हो सके।**

**एआई के बारे में भेदा का व्यापक दृष्टिकोण क्या है, खासकर भारत जैसे देशों के लिए ?**  
हमारे एआई के विकास के लिए कई बातें महत्त्वपूर्ण हैं, जैसे सही प्रणाली, कंप्यूटिंग के लिए पर्याप्त ऊर्जा और डेटा तक पहुंच। यह हमारे दृष्टिकोण की प्रमुख बातें हैं। हम एआई के बारे में भारत के सामान्य दृष्टिकोण से कामने उल्लासित और आशांचित हैं। यह प्रतिभाओं की कोई कमी नहीं है। भारत में लगभग 90 फीसदी स्टार्टअप अपने

**कार्यों में एआई का उपयोग कर रही हैं। यहां का प्रतिभा भंडार उच्चै समय से चर्चित रहा है, लेकिन एआई पर ध्यान केंद्रित करना महत्त्वपूर्ण है। मैं समझता हूँ कि हमें एक ऐसे निगमको माहौल को जरूरत है जो नवचार की प्रोत्साहित करे।**

**सॉफ्टवेर एआई क्षमता विकसित करने की दृष्टि के बारे में आप क्या कहेंगे ?**  
हमारे लिए यह सुनिश्चित करना

13.7. Further, the Company will not accept shares tendered for Buy-back which are under restraint order of the court for transfer /sale and/or in the title of recipient which is otherwise under dispute or where loss of share certificates has been notified to the Company by the relevant depository share certificate holder or where such request is being under process as per the provisions of law or otherwise. The Company will not Buy-back Equity Shares, which are locked-in or non-transferable, until the pendency of such lock-out, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buy-Back Offer.	14.3. In the case of IDT /Clearing Corporation will cancel the excess or unaccepted Equity Shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with IDT accepted details as received from the Company or the Registrar to the Buy-back. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted Equity Shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details i.e. demat account details and accepted bid quantity, source depository shall debit the Equity Shares as per the communication / message received from target depository to the extent of accepted bid Equity Shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
13.8. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form:	14.4. The Company will transfer the consideration pertaining to the Buy-back to the Clearing Corporation's bank account through the Company's Broker as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buy-back, the Clearing Corporation will make direct funds pay out to the respective Eligible Shareholders. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Member for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.
13.9.1. Eligible Shareholders who desire to tender their Equity Shares held by them in the dematerialised form under Buy-back Offer would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buy-back.	14.5. In case of certain client types viz. NRI, foreign clients etc., (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not go to settle through custodians, the share pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's accounts. For this purpose, the client type details would be collected from the Depositories, whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE and the Clearing Corporation from time to time.
13.9.2. The Seller Member would be required to place a bid on behalf of the Eligible Shareholders who wish to tender Equity Shares under the Buy-back through the Acquisition Window.	14.6. The Equity Shares bought back in the dematerialized form would be transferred directly to the demat escrow account of the Company ("Demat Escrow Account") provided it is indicated by the Company's Brokers or it will be transferred by the Company's Broker to the Company's Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the BSE.
13.9.3. The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.	14.7. Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP Share Member for tendering Equity Shares in the Buy-back. The RITA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation (LOC)" on the face/reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RITA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.
13.9.4. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter-Depository Tender Offer ("IDTO") instruction shall be initiated by shareholder at source depository to clearing member pool/ clearing corporation account at target depository for blocking of the shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDTO message to target depository for confirming creation of lien.	14.8. In relation to the physical Equity Shares:
13.9.5. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected, for all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.	14.8.1. If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders' sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares, for which the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/CFD/MISRD/RTA/M/DIR/2022/6 dated January 25, 2022 with respect to the non-consolidated share certificates for the unaccepted Equity Shares tendered in the Buy-back. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent ("RTA"). The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation (LOC)" on the face/reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RITA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.
13.9.6. Upon placing the order, the Seller Member shall provide a transaction registration slip ("TRS") generated by the exchange bidding system in the name of the Eligible Shareholder on whose behalf the bid has been placed. TRS will contain details of order submitted like Bid ID No., Depository Participant ("DP") ID, Client ID, no. of Equity Shares tendered, etc.	14.8.2. If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buy-back, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/CFD/MISRD/RTA/M/DIR/2022/6 dated January 25, 2022 with respect to the non-consolidated share certificates for the unaccepted Equity Shares tendered in the Buy-back. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent ("RTA"). The RTA shall retain the original share certificate and deface the certificate with a stamp "Letter of Confirmation (LOC)" on the face/reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RITA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose.
13.9.7. Procedure to be followed by Eligible Shareholders holding Equity Shares in the physical form:	14.9. The Seller Member would issue contract note for the Equity Shares accepted under the Buy-back and will unblock the unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.
13.9.7.1. In accordance with the SEBI circular no. SEBI/HO/CFD/MISRD/RTA/M/DIR/2022/144 dated July 31, 2020, the Eligible Shareholders holding Equity Shares in the physical form are allowed to tender their Equity Shares in the Buy-back provided that such tendering shall be as per the provisions of the Buy-back Regulations and terms provided in the Letter of Offer.	14.10. Equity Shareholders who intend to participate in the Buy-back should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Depository for tendering Equity Shares in the Buy-back (secondary market transaction). Therefore, the Buy-back consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager to the Buy-back Offer and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Eligible Shareholders.
13.9.7.2. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buy-back will be required to approach their respective Seller Members along with the complete set of documents for verification procedures to be carried out by the Registrar and Transfer Agent ("RTA") to tender their Equity Shares in the Buy-back. (i) A duly filled and signed by the transferees (i.e., by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company (ii) self-attested copy of the Eligible Shareholder's PAN Card (iv) the Tender Form duly signed in case the Equity Shares are in joint names (iii) original share certificate (and tender form) (i.e., Form SH-4) duly filled and signed by the transferees (i.e., by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company (including hold the Equity Shares) and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original share certificate has deceased, etc., as applicable. In addition, if the address of an Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, such Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.	14.11. The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.
13.9.8. Based on the documents mentioned in paragraph above, the Seller Member concerned shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buy-back using the Acquisition Window. Upon placing the bid, the Seller Member shall provide a TRS generated by the Stock Exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like bid ID no., certificate no., distinctive no., no. of Equity Shares tendered, etc.	15. COMPLIANCE OFFICER Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours as follows: i. 10.00 AM IST to 5.00 PM IST on all working days except Saturday, Sunday and public holidays, at the following address:
13.9.9. After placing the bid, the Seller Member of the Eligible Shareholder shall have to deliver the original share certificate(s) and documents (as mentioned in paragraph 13.9.2 above along with TRS either by registered post or courier or hand delivery to Registrar to the Buy-back (at the address mentioned at paragraph 13.9.6) within 2 days of the bidding by the Seller Member. The envelope should be superscribed as "Purport Fruits Limited - Buyback 2026". One copy of the TRS will be retained by Registrar to the Buy-back and it will provide acknowledgement of the same to the Seller Member/ Eligible Shareholder.	16. <b>MANAGER TO THE BUY-BACK</b> <b>Bigshare Services Private Limited</b> Address: Office, No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, Maharashtra, India. Tel.: No. +91-022-62683800 Website: www.bigshareonline.com Email: buybackoffer@bigshareonline.com; Contact Person: Manu Ete SEBI Registration Number: INR0000001385 CIN: U99999MH1994PT0076534
13.9.10. Eligible Shareholder holding Equity Shares in physical form should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares by the Buy-back shall be subject to verification of documents by the Registrar and Transfer Agent in this regard. The Register will verify such bids based on the documents submitted on a daily basis and till such time BSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'.	17. <b>MANAGER TO THE BUY-BACK</b> <b>Vivvo Financial Services Private Limited</b> Address: Vivvo House, 11 Shashi Colony, Opp. Suvisha Shopping Center, Paldi, Ahmedabad - 380007, Gujarat, India. Tel.: +91-79-4044-4242 E-mail: investors@vivvo.net Website: www.vivvo.net Contact Person(s): Shivam Patel SEBI Registration Number: INM000000122 Website: Permanent CIN: U67201GJ1999PT029162
13.9.11. All documents, as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholder tender Equity Shares but the Registrar to the Buy-back does not receive the valid Equity Share certificate(s); (iv) In case the signature on the Tender Form and form SH-4 does not match as per the specimen signature recorded with Company/ Registrar to the Buy-back.	18. <b>DIRECTORS' RESPONSIBILITY</b> As per Regulation 24(4)(b) of the Buy-back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that it contains true, factual and material information and does not contain any misleading information. <b>For and on behalf of the Board of Directors of Purport Fruits Limited (formerly known as Freshport Brands Limited)</b> Sd/- Sd/- Sd/- Ashok Vishandas Motiani Nanita Ashok Motiani Vanshika Lunia Chairman & Managing Director Whole Time Director Company Secretary & Compliance Officer (DIN: 00124470) (DIN: 00787809) (Membership Number: A73889) Date: February 20, 2026 Place: Ahmedabad
13.9.12. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholder should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before the date of closing of the Buy-back.	19. <b>METHOD OF SETTLEMENT</b> Upon finalization of the basis of Acceptance as per the Buy-back Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
13.9.13. The website of BSE shall display confirmed bids and accordingly, the cumulative quantity tendered shall be made available on the website of the BSE (i.e., www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the tendering period.	20. Details in respect of shareholder's settlement for the Buy-back shall be provided to Clearing Corporation by Company/ Registrar to the Buy-back. On receipt of the same, the Clearing Corporation will cancel excess or unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

# भविष्य के भारत पर होगा 'मंथन'

पृष्ठ 1 का शेष

इस सम्मेलन के समापन दिवस पर केंद्रीय नवीय एवं नवीकरणीय ऊर्जा और खाद्य एवं उपभोक्ता मामलों के केंद्रीय मंत्री ब्रह्मदेव जोशी संभवतः नई ऊर्जा की शक्तिशाली पर ध्यान केंद्रित करेंगे, खास तौर पर ऐसे समय में जब आर्टिफिशियल इंटेलिजेंस (एआई) के विकास के साथ-साथ उच्च स्तर के लिए ऊर्जा मंच भी तेजी से बढ़ने वाली है।



3) Namita Ashok Motiani

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Price* (₹)	Nature of Transaction
1.	June 14, 2003 <sup>a</sup>	2,18,400	10	-	Opening Balance <sup>b</sup>
2.	September 07, 2004	2,000	10	9.90	Market Purchase
3.	September 08, 2004	800	10	9.50	Market Purchase
4.	September 09, 2004	1,000	10	9.00	Market Purchase
5.	September 13, 2004	800	10	9.19	Market Purchase
6.	May 27, 2005 <sup>c</sup>	17,900	10	N.A. <sup>d</sup>	Off Market Purchase
7.	May 30, 2005	8,800	10	19.65	Market Purchase
8.	June 06, 2005 <sup>e</sup>	-500	10	N.A. <sup>d</sup>	Market Sale
9.	June 24, 2005 <sup>f</sup>	100	10	N.A. <sup>d</sup>	Market Purchase
10.	August 26, 2005 <sup>g</sup>	27,000	10	N.A. <sup>d</sup>	Off Market Purchase
11.	February 13, 2006	-5,000	10	71.55	Market Sale
12.	April 03, 2006	-30,000	10	91.05	Market Sale
13.	July 03, 2006 <sup>h</sup>	500	10	63.84	Market Purchase
14.	September 13, 2006 <sup>i</sup>	27,000	10	36.19	Off Market Purchase
15.	October 25, 2007	1,000	10	122.95	Market Purchase
16.	October 26, 2007	2,218	10	122.87	Market Purchase
17.	October 30, 2007	705	10	121.44	Market Purchase
18.	January 10, 2008	27,623	10	-	Issue of Bonus Shares
19.	January 29, 2010	2,500	10	19.40	Preferential Allotment
20.	November 13, 2010	1,00,000	10	19.40	Preferential Allotment
21.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
22.	August 13, 2013	1,00,000	10	14.00	Conversion of Warrants
23.	July 16, 2015	28,000	10	75.00	Market Purchase
24.	July 17, 2015	10,000	10	83.74	Market Purchase
25.	December 18, 2015	5,000	10	84.49	Market Purchase
26.	September 30, 2016	9,000	10	92.22	Market Purchase
27.	October 04, 2016	946	10	88.65	Market Purchase
28.	October 05, 2016	1,750	10	88.79	Market Purchase
29.	October 13, 2016	7,474	10	86.66	Market Purchase
30.	November 23, 2016	3,079	10	74.57	Market Purchase
31.	November 28, 2016	11,000	10	75.52	Market Purchase
32.	December 22, 2016	17,500	10	83.48	Market Purchase
33.	December 23, 2016	1,000	10	80.00	Market Purchase
34.	December 13, 2019	-1,07,453	10	110.00	Buyback
35.	May 9, 2024	-2,09,900	10	175.00	Buyback
<b>TOTAL</b>		<b>6,45,542</b>			

<sup>a</sup> excluding transaction costs like brokerage, STT, stamp duty etc.  
<sup>b</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.  
<sup>c</sup> Above data has been extracted from Transaction Statement of the promoters.  
<sup>d</sup> Not Available.  
<sup>e</sup> Not Available.

4) Priyanka Tandon

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Price* (₹)	Nature of Transaction
1.	June 14, 2003	73,300	10	-	Opening Balance <sup>b</sup>
2.	October 26, 2004	2,000	10	9.50	Market Purchase
3.	October 27, 2004	2,000	10	9.00	Market Purchase
4.	October 28, 2004	2,000	10	9.50	Market Purchase
5.	November 30, 2004 <sup>a</sup>	5,000	10	N.A. <sup>d</sup>	N.A. <sup>d</sup>
6.	February 11, 2005	2,800	10	10.58	Market Purchase
7.	February 14, 2005	1,200	10	10.60	Market Purchase
8.	February 28, 2005 <sup>c</sup>	12,000	10	N.A. <sup>d</sup>	Off Market Purchase
9.	April 06, 2005 <sup>e</sup>	1,400	10	N.A. <sup>d</sup>	Off Market Purchase
10.	May 05, 2005	9,700	10	16.02	Market Purchase
11.	May 05, 2005	10,000	10	15.83	Market Purchase
12.	May 09, 2005	10,000	10	16.01	Market Purchase
13.	May 27, 2005 <sup>f</sup>	18,400	10	N.A. <sup>d</sup>	Off Market Purchase
14.	June 08, 2005 <sup>g</sup>	500	10	N.A. <sup>d</sup>	Market Purchase
15.	March 28, 2006	12,000	10	N.A. <sup>d</sup>	Preferential Allotment
16.	May 11, 2006	62,500	10	20.00	Preferential Allotment
17.	October 25, 2007	746	10	121.11	Market Purchase
18.	October 30, 2007	295	10	120.00	Market Purchase
19.	January 10, 2008	2,64,541	10	-	Issue of Bonus share
20.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
21.	December 18, 2015	10,000	10	83.04	Market Purchase
22.	October 10, 2016	10,000	10	88.86	Market Purchase
23.	November 28, 2016	978	10	78.75	Market Purchase
24.	December 23, 2016	22	10	85.90	Market Purchase
25.	December 30, 2016	109	10	88.69	Market Purchase
26.	January 04, 2017	3,891	10	86.74	Market Purchase
27.	March 17, 2017	-342	10	107.57	Market Sale
28.	December 13, 2019	-73,535	10	110.00	Buyback
29.	May 9, 2024	-1,00,000	10	175.00	Buyback
30.	December 27, 2024	1,00,000	10	184.59	Market Sale
<b>TOTAL</b>		<b>3,83,640</b>			

<sup>a</sup> excluding transaction costs like brokerage, STT, stamp duty etc.  
<sup>b</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.  
<sup>c</sup> Above data has been extracted from Transaction Statement of the promoters.  
<sup>d</sup> Not Available.  
<sup>e</sup> Not Available.

5) Mayank Ramesh Tandon

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Price* (₹)	Nature of Transaction
1.	November 01, 2005	33,500	10	-	Opening Balance <sup>b</sup>
2.	March 28, 2006	62,500	10	20.00	Preferential Allotment
3.	May 11, 2006	62,500	10	20.00	Preferential Allotment
4.	October 09, 2007 <sup>a</sup>	100	10	N.A. <sup>d</sup>	Market Purchase
5.	May 11, 2007	100	10	120.00	Market Purchase
6.	October 24, 2007	750	10	121.00	Market Purchase
7.	January 10, 2008	1,59,850	10	-	Issue of Bonus share
8.	January 22, 2008	1,000	10	47.21	Market Purchase
9.	September 17, 2010	300	10	25.00	Market Purchase
10.	March 11, 2011	60	10	14.00	Market Purchase
11.	March 14, 2011	435	10	15.30	Market Purchase
12.	March 14, 2011	669	10	14.98	Market Purchase
13.	March 15, 2011	2,254	10	15.62	Market Purchase
14.	March 15, 2011	2,000	10	15.48	Market Purchase
15.	March 16, 2011	5,000	10	15.50	Market Purchase
16.	March 16, 2011	4,000	10	15.51	Market Purchase
17.	March 17, 2011	100	10	15.85	Market Purchase
18.	March 17, 2011	1,580	10	15.89	Market Purchase
19.	March 18, 2011	2,000	10	16.00	Market Purchase
20.	March 22, 2011	925	10	17.50	Market Purchase
21.	March 23, 2011	450	10	20.39	Market Purchase
22.	March 31, 2011	4,000	10	20.30	Market Purchase
23.	March 31, 2011	2,000	10	21.15	Market Purchase
24.	August 29, 2011	100	10	16.00	Market Purchase
25.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
26.	October 30, 2013	-3,322	10	23.90	Market Purchase
27.	October 31, 2013	12,290	10	24.97	Market Purchase
28.	November 01, 2013	1,562	10	24.90	Market Purchase
29.	July 16, 2015	8,190	10	75.72	Market Purchase
30.	July 17, 2015	6,000	10	83.35	Market Purchase
31.	December 18, 2015	556	10	83.75	Market Purchase
32.	December 19, 2015	100	10	85.00	Market Purchase
33.	October 10, 2016	12,000	10	89.12	Market Purchase
34.	October 13, 2016	900	10	86.00	Market Purchase
35.	November 28, 2016	3,110	10	80.20	Market Purchase
36.	November 03, 2017	890	10	179.73	Market Purchase
37.	December 13, 2019	-55,724	10	110.00	Buyback
38.	May 9, 2024	-1,07,882	10	175.00	Buyback
39.	January 27, 2026	-80,400	10	121.00	Market Sale
40.	January 28, 2026	-17,387	10	178.71	Market Sale
41.	January 28, 2026	-80,000	10	177.42	Market Sale
<b>TOTAL</b>		<b>2,10,000</b>			

<sup>a</sup> excluding transaction costs like brokerage, STT, stamp duty etc.  
<sup>b</sup> Details prior to November 01, 2005 are not available with the Company and the promoter and hence not disclosed here.  
<sup>c</sup> Above data has been extracted from Transaction Statement of the promoters.  
<sup>d</sup> Not Available.

6) Digi Ashok Motiani

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Price* (₹)	Nature of Transaction
1.	June 14, 2003	1,50,000	10	-	Opening Balance <sup>b</sup>
2.	January 10, 2008	1,50,000	10	-	Issue of Bonus share
3.	January 29, 2010	1,00,000	10	19.40	Preferential Allotment
4.	November 13, 2010	1,50,000	10	19.40	Preferential Allotment
5.	March 14, 2011	2,500	10	15.16	Market Purchase
6.	March 16, 2011	11,600	10	15.87	Market Purchase
7.	March 30, 2011	3,103	10	18.90	Market Purchase
8.	March 31, 2011	7,308	10	19.54	Market Purchase
9.	February 13, 2013	1,00,000	10	14.00	Conversion of Warrants
10.	August 13, 2013	1,00,000	10	14.00	Conversion of Warrants
11.	July 17, 2015	10,000	10	83.38	Market Purchase

<sup>a</sup> excluding transaction costs like brokerage, STT, stamp duty etc.  
<sup>b</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

Sr. No.	Date of Acquisition	No. of equity shares	Face Value (₹)	Price* (₹)	Nature of Transaction
12.	August 20, 2015	5,000	10	103.99	Market Purchase
13.	October 08, 2015	11,438	10	91.28	Market Purchase
14.	October 08, 2015	-1,438	10	90.12	Market Sale
15.	December 18, 2015	5,000	10	84.50	Market Purchase
16.	October 25, 2016	2,693	10	88.74	Market Purchase
17.	December 23, 2016	500	10	85.96	Market Purchase
18.	December 26, 2016	2,907	10	88.38	Market Purchase
19.	December 27, 2016	300	10	88.96	Market Purchase
20.	December 28, 2016	22	10	85.00	Market Purchase
21.	February 30, 2016	15,500	10	88.73	Market Purchase
22.	December 04, 2017	4,000	10	86.95	Market Purchase
23.	December 13, 2019	-92,770	10	110.00	Buyback
24.	May 9, 2024	-1,79,602	10	175.00	Buyback
25.	December 27, 2024	31,020	10	165.92	Market Purchase
26.	December 30, 2024	6,500	10	170.00	Market Purchase
27.	March 27, 2025	10,000	10	111.29	Market Purchase
28.	April 2, 2025	4,684	10	113.02	Market Purchase
29.	June 4, 2025	15,000	10	134.81	Market Purchase
<b>TOTAL</b>		<b>6,19,566</b>			

<sup>a</sup> excluding transaction costs like brokerage, STT, stamp duty etc.  
<sup>b</sup> Details prior to June 14, 2003 are not available with the Company and the promoter and hence not disclosed here.

9. NO DEFAULT  
The Company confirms that there are no defaults subsisting in the repayment of deposits or interest thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banks.

10. BOARD AND STATUTORY AUDITOR CONFIRMATION  
10.1. The Board has confirmed that it has made full enquiry into the affairs and prospects of the company and has formed the opinion that:

- immediately following the date of the Board Meeting i.e., January 12, 2026 ("Board Meeting Date"), and the date on which the shareholders' resolution passed by way of postal ballot will be declared ("Postal Ballot Date"), approving the buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buy-back as well as for the year immediately following the Postal Ballot Date, having regard to the Board's intentions with respect to the management of the Company's business during that year and the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting and the Postal Ballot Date;
- in forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities); and
- the debt-equity ratio of the Company after the Buy-back will be within the limit of 2:1 as prescribed under Section 68(2)(d) of the Companies Act, 2013 and Regulation 4(i) of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.

10.2. The report dated January 12, 2026 received from P & A Associates, Chartered Accountants (Firm: 143262W), the Statutory Auditors of the Company and the statement of computation of permissible capital payments for the proposed Buy-back of Equity Shares of the Company, addressed to the Board of Directors of the Company is reproduced below.

**Quote**  
To,  
Board of Directors  
Purpetrop Fruits Limited  
A-603, Shapath, U.S. G. Road,  
Ahmedabad - 380 015, Gujarat, India.  
Dear Sir/ Madam,

**Sub: Statutory Auditor's Report in respect of proposed buy-back of equity shares by Purpetrop Fruits Limited (the "Company") in terms clause (k) of Schedule I to the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (as amended) (the "Buy-back Regulations")**

- This Report is issued in accordance with the terms of our engagement letter dated February January 12 with the Company.
- The Board of Directors of the Company has approved a proposal for the buy-back of Equity Shares by the Company at its meeting held on January 12, 2026, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (the "Act") and the Buy-back Regulations.
- We have been requested by the management of the Company to prepare a report on the accompanying Statement of permissible capital payment ("Annexure A") as at September 30, 2025 (hereinafter referred together as the "Statement"). This Statement has been prepared by the management of the Company, which we have reviewed for identification purposes only.

**Management's Responsibility for the Statement**  
The preparation of the Statement in accordance with Section 68(2) of the Act and in compliance with Sections 68, 69

13.7. Further, the Company will not accept shares tendered for Buy-back which are under restraint order of the court for transfer, sale and/or the title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process or per the provisions of law or otherwise. The Company will not Buy-back Equity Shares, which are locked-in or non-transferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buy-back Offer.

13.8. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form:**

13.8.1. Eligible Shareholders who desire to tender their Equity Shares held by them in the dematerialized form in Buy-back Offer would have to do so through their respective Seller Member by giving the details of Equity Shares they intend to tender under the Buy-back.

13.8.2. The Seller Member would be required to place a bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Stock Exchange.

13.8.3. The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.

13.8.4. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buy-back shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Transfer Offer ("IDTO") instruction shall be initiated by Eligible Shareholders holding Equity Shares in the demat account of the Clearing Corporation at target depository. Source depository shall block the shareholder's securities (i.e., demat account from free balance to blocked balance) and sends IDTO message to target depository for confirming creation of lien.

13.8.5. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of the trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

13.8.6. Upon placing the order, the Seller Member shall provide a transaction registration slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the order has been placed. TRS will contain details of order submitted like Bid ID No., Depository Participant ("DP") ID, Client ID No. of Equity Shares tendered, etc.

13.8.7. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the physical form:**

13.8.7.1. In accordance with the SEBI circular no. SEBI/HO/CFD/CMD/ID/CPP/2020/144 dated July 31, 2020, the Eligible Shareholders holding Equity Shares in physical form shall be required to submit the following documents in the Buy-back provided that such tendering shall be as per the provisions of the Buy-back Regulations and terms provided in the Letter of Offer.

13.8.7.2. Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buy-back will be required to apply with their respective Seller Members along with the complete set of documents for verification procedures to be carried out including the (i) original share certificate(s) (ii) valid share transfer form(s) (i.e., Form SH-4 duly filled and signed by the transferees (i.e., by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company (iii) self-attested copy of the Eligible Shareholder's PAN Card (iv) the Tender Form duly signed (in case the Equity Shares are in joint names, the Tender Form must be signed by all Eligible Shareholders in the same order in which they hold the Equity Shares) and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution) (specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of an Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, such Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Voter ID Card, Voter Identity Card, Ration Card, Aadhar Card, etc.

13.8.7.3. Based on the documents mentioned in paragraph above, the Seller Member concerned shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buy-back using the Acquisition Window. Upon placing the bid, the Seller Member shall provide a TRS generated by the Stock Exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.

13.8.7.4. After placing the bid, the Seller Member of the Eligible Shareholder has to deliver the original share certificate(s) and documents (as mentioned in paragraph 13.8.7.2) along with their original copy or courier or hand delivery to Registrar to tender Equity Shares in physical form. The documents to be submitted to the Registrar by the Seller Member. The envelope should be superscribed as "Preture Fruits Limited - Buyback 2026". One copy of the TRS will be retained by Registrar to the Buy-back and it will provide acknowledgement of the same to the Seller Member. Eligible Shareholder.

13.8.7.5. Eligible Shareholder holding Equity Shares in physical form should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for the Buy-back shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time BSE shall display such bids as unconfirmed physical bids. Once the Registrar confirms the bids, it will be treated as confirmed bids.

13.8.7.6. All documents, as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company. (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders. (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buy-back does not receive the Equity Share certificate(s). (iv) In case the signature on the Tender Form and form SH-4 does not match as per the specimen signature recorded with Company/Registrar to the Buy-back.

13.8.7.7. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholder should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buy-back before the date of closing of the Buy-back.

13.8.7.8. An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buy-back by submitting duly executed transfer deed for tender of Equity Shares purchased prior to Record Date in his/her name along with the tender form, copy of the 'her PAN' and of the person from whom they have purchased the Equity Shares and other relevant documents as may be required for transfer of Equity Shares.

13.8.7.9. For Equity Shares held by Eligible Shareholders, being non-resident shareholders:

i. Eligible Shareholders, being non-resident shareholders (excluding foreign institutional investors/foreign portfolio investors) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

ii. In case the Equity Shares are held on repatriation basis, the non-resident shareholder shall obtain and enclose a letter from his authorized banker/bank confirming the time period for repatriation of Equity Shares, payment of the same was made by the non-resident shareholder from the appropriate account (i.e., non-resident external (NRE) a/c) as specified by RBI in its approval. In case the non-resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the non-resident shareholder shall submit a copy of the letter addressed to the Registrar allowing the Company to make the payment on non-repatriation basis in respect of the valid Equity Shares accepted under the Buy-back.

iii. If any of the above stated documents (as applicable) are not enclosed along with the Tender Form, the Equity Shares tendered under the Buy-back are liable to be rejected.

13.8.10. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buy-back. Multiple bids made by a single Eligible Shareholder shall be clubbed and considered as "one" bid for the purpose of acceptance.

13.8.11. The website of BSE shall display only confirmed bids and accordingly, the cumulative quantity tendered shall be made available on the website of BSE (i.e., www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the tendering period.

14. **METHOD OF SETTLEMENT**

14.1. Upon finalization of the basis of Acceptance as per the Buy-back Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.

14.2. Details in respect of shareholder's entitlement for the Buy-back shall be provided to Clearing Corporation by Company/Registrar to the Buy-back. On receipt of the same, the Clearing Corporation will cancel excess or unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted bid will be transferred to the Clearing Corporation.

14.3. In the case of IDT, Clearing Corporation will cancel the excess or unaccepted Equity Shares in target depository. Source depository will be able to release the lien on receipt of a release ID message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with BID accepted data as received from the Company or the Registrar to the Buy-back. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted blocked Equity Shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the Equity Shares as per the communication / message received from target depository to the extent of accepted bid Equity Shares from shareholder's demat account and credit to Clearing Corporation settlement account in target depository on settlement date.

14.4. The Company will transfer the consideration pertaining to the Buy-back to the Clearing Corporation's bank account through the Company's Broker as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buy-back, the Clearing Corporation will make direct funds pay out to the respective Eligible Shareholders holding demat account of Equity Shares in dematerialized form. If demat account details are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Member for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.

14.5. In case of certain client types viz., NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's accounts. For this purpose, the client type details would be collected from the Depositories, whereas funds payable pertaining to the bid accepted through custodians will be transferred to the settlement bank account of the custodian, such in accordance with the applicable mechanism prescribed by the BSE and the Clearing Corporation from time to time.

14.6. The Equity Shares bought back in the dematerialized form would be transferred directly to the demat escrow account of the Company ("Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company's Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the BSE.

14.7. Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Shareholder. The shareholders of the demat Equity Shares will have to ensure that they keep the DP account active and ready to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in the Buy-back Offer.

14.8. In relation to the physical Equity Shares:

14.8.1. If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificates would be returned to such Shareholders by respective custodian or by ordinary post or courier at the Eligible Shareholders' risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.

14.8.2. If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buy-back, then the Company is authorized to split the share certificate and issue a Letter of Confirmation ("LOC") in accordance with SEBI Circular No. SEBI/HO/CFD/CMD/ID/CPP/2020/228 dated January 25, 2022 with respect to the non-accepted portion of the consolidated share certificate for the unaccepted Equity Shares tendered in the Buy-back. The LOC shall be dispatched to the address registered with the Registrar and Transfer Agent ("RTA"). The RTA shall return the original share certificate and detach the certificate with a stamp "Letter of Confirmation issued" on the face/ reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall split the physical Equity Shares to a separate demat account of the Company opened for the said purpose.

14.9. The Seller Member would issue contract note for the Equity Shares accepted under the Buy-back and will unlock the excess unaccepted Equity Shares. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.

14.10. Equity Shareholders who intend to participate in the Buy-back should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member for tendering Equity Shares in the Buy-back (secondary market transaction). Therefore, the Buy-back consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager to the Buy-back Offer and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Eligible Shareholders.

14.11. The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be dematerialized in the manner and following the procedure prescribed in the Buy-back Regulations.

**COMPLIANCE OFFICER**

Investors may contact the Compliance Officer of the Company for any clarifications or to address their grievances, if any, during office hours between i.e., 10.00 AM IST to 5.00 PM IST on all working days except Saturday, Sunday and public holidays, at the following address:

Name:	Vanshika Lunka
Designation:	Company Secretary & Compliance Officer
Address:	A-603, Shapath S.V. G. Road, Ahmedabad - 380015, Gujarat, India.
Phone:	079-43037050/56
Email:	secretary@puretop.com
Website:	www.puretop.com

**REGISTRAR TO THE BUY-BACK / INVESTOR SERVICE CENTRE**

Investors may also contact the Registrar to the Buy-back during office hours between i.e., 10.00 AM IST to 5.00 PM IST on all working days except Saturday, Sunday and public holidays, at the following address:

Name:	Bighare Services Private Limited
Address:	Office: No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400083, Maharashtra, India.
Tel. No.:	+91-022- 6263 8200
Website:	www.bighareonline.com
Contact Person:	Manu Eate
SEBI Registration Number:	IN0000001385
CIN:	U99999MH1994PT0076534

**MANAGER TO THE BUY-BACK**

Name:	Vivro Financial Services Private Limited
Address:	Vivro House, 11 Shashi Colony, Opp. Supvitha Shopping Centre, Paldi, Ahmedabad - 380007, Gujarat, India.
Tel. No.:	+91-79-4040 4242
E-mail:	investors@vivro.net
Website:	www.vivro.net
Contact Person(s):	Shivam Patel
SEBI Registration Number:	IN0000010122
Validity:	Permanent
CIN:	U67120GJ1996PTC029182

**DIRECTORS' RESPONSIBILITY**

As per Regulation 24(1)(b) of the Buy-back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Public Announcement and confirms that it contains true, factual and material information and does not contain any misleading information.

**For and on behalf of the Board of Directors of Puretop Fruits Limited (formerly known as FreshFruits Fruits Limited)**

Sd/-	Sd/-	Sd/-
Ashok Vashindas Motiani	Nanita Ashok Motiani	Vanshika Lunka
Chairman & Managing Director	Whole Time Director	Company Secretary & Compliance Officer
(DIN: 00124470)	(DIN: 00787809)	(Membership Number: A73889)

Date: February 20, 2026 Place: Ahmedabad

### "મારા હસ્તાક્ષર, મારી માતૃભાષા"

## કેડિયાપાડાની આર્ટ્સ & સાયન્સ કોલેજ ખાતે માતૃભાષા મહોત્સવનું આયોજન



રાજીવભાઈ નંદર યાજ્ઞિકાના આયોજનમાં આયોજન કરાયેલું છે. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું.

## PGVCL ટીમનું વીજચક્રીકોમર્શીયો ઓપરેશન કામગીરી વીજ ચોરીના કેસો-00 તથા ઇંડ ૩,૭,૭,૭૦૩/-



વિદ્યાર્થીઓ દ્વારા આયોજન કરાયેલું છે.

જામનગર શહેર ના નામક પોલીસ સ્ટેશન પર યોજાયેલું છે. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું.

## કચ્છની યુવતીને પોરબંદર ખાતે સાહિત્ય રત્ન એવોર્ડ અનાયત થયો : ઠેર-ઠેરથી અભિનંદન



મેહર એલ સોની નમનાણા.

તાજેતરમાં પોરબંદર ખાતે યોજાયેલું સાહિત્ય રત્ન એવોર્ડ અનાયત થયું છે. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું.

# દહન પર્યાવરણને શુદ્ધ કરવાની સાથે સાથે વાત, પિપ્ત અને કફના દોષોને પણ દૂર કરનાર તપા માર્ચે ડોળી પર્વે શ્રી સોમનાથ ટ્રસ્ટ દ્વારા સૌંદર્યકર્મક દહન કરાયે

ભાઈ જીવણે જાણાવ્યું છે. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું.

## સરસ્વતી સંચાલિત પી.એ. હાઈસ્કૂલ-નિરોધામાં SSC-HSCના વિદ્યાર્થીઓનો વિદાય સમારંભ

જાણીય ઈ.વે.દેસાઈ (સંસ્કૃત) ના મુલ્યિય સમાજના સમાજિક અગ્રણી આમ જાનનાની મુદ્દાઓ બાબતે કામ અગ્રણી કરવામાં આવ્યું છે. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું.

## નેરા ગામે આદરથી પ્રધાનમંત્રીશ્રી નરેન્દ્રભાઈ મોદીજીનો સીધો સંવાદ એટલે કે "મન કી બાત" સાંભળવા કાર્યક્રમનું આયોજન

નખાણા-કચ્છ તાલુકાના નેરા ગામે આજ રોજ 22/02/2026 આરોહણ પ્રધાનમંત્રી શ્રી નરેન્દ્રભાઈ મોદીજીનો સીધો સંવાદ એટલે કે મન કી બાત કાર્યક્રમ સંભળવાનું આયોજન કરાયું હતું. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું.

## સુપ્રિય સમાજ ચેરીટેબલ ટ્રસ્ટ દ્વારા આરોહિત મહા સમુહલગ્નોત્સવ સંપન્ન થયો

સુપ્રિય ટ્રસ્ટે આપે તેવી મોંઘા કરી હતી સાથે આયોજન કરાયેલું છે. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું.

## કાશપ્રધાન નરેન્દ્ર મોદીએ લોચન કુંડી ફાંડે

આમ આદમી પાર્ટીના નરેન્દ્ર મોદીએ લોચન કુંડી ફાંડે છે. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું.

## શ્રી આંકોલવાળી કચ્છ પ્રાથમિક શાળામાં ગૃહ માતૃભાષા દિવસની ઉજવણી

શ્રી આંકોલવાળી કચ્છ પ્રાથમિક શાળામાં ગૃહ માતૃભાષા દિવસની ઉજવણી કરવામાં આવી છે. આ મહોત્સવને આગળ કોલેજના વિદ્યાર્થીઓએ સ્વચ્છતા અને સંસ્કૃતિને પ્રમુખસ્થાને રાખીને આયોજન કરવામાં આવ્યું હતું.