



PURETROP FRUITS LIMITED (Formerly known as FRESHTROP FRUITS LIMITED)
CIN: L15400GJ1992PLC018365



POSTAL BALLOT NOTICE

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as ‘**MCA Circulars**’), issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below are proposed to be passed by the Members of Puretrop Fruits Limited (“**Company**”) by means of Postal Ballot only by voting through electronic means (“**remote e-voting**”)

The proposed resolutions and the Explanatory Statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (“**Notice**”), are annexed hereto.

In compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with M/s. Bigshares Services Private Limited (“**RTA**”), the Company’s Registrar and Share Transfer Agent, and / or the Depository Participant(s) and the hard copy of the Postal Ballot Notice along with

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Manufacturing Unit:

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Tal. Dindori, Dist. Nashik-422 206
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Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed M/s Manoj Hurkat & Associates (Membership No.4287 & CP No.2574) or failing him M/s Sunil Mulchandani & Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through the e-voting process not later than 5:00 P.M. (IST) on 19th February, 2026 failing which it will be considered that no reply has been received from the Member. The e-voting period commences from **21st January 2026 at 9:00 a.m. (IST)** and shall end on **19th February, 2026 at 5:00 p.m. (IST)**

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as “NSDL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. The postal ballot results

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will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.puretrop.com, on the website of NSDL at www.evoting.nsdl.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the BSE Limited where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot i.e. 19th February, 2026.

Date: 12th January, 2026
Place: Ahmedabad

**By order of the Board of Directors,
For, Puretrop Fruits Limited
(Formerly known as Freshtrop Fruits
Limited)**

**Sd/-
Ashok Motiani
Chairman & Managing Director
(DIN: 00124470)**

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SPECIAL BUSINESS:

1. APPROVAL FOR BUYBACK OF EQUITY SHARES:

To consider and if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Article 73 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), as amended, and applicable rules made there under including the Companies (Share Capital and Debentures) Rules, 2014, and the Companies (Management and Administration) Rules, 2014, as amended, to the extent applicable and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended from time to time (**“Buy-back Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**), including any amendments, statutory modifications or re-enactments for the time being in force and subject to such other approvals, permissions, sanctions and exemptions 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 of Directors of the Company (herein referred to as the **“Board”** which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution), consent of the Members, be and is hereby accorded for the buy-back by the Company of fully paid up equity shares of the Company having face value of ₹10/- each (**“Equity Shares”**) up to **11,00,000 (Elven Lakh)** Equity Shares (representing **13.80%** of the total number of Equity Shares of the Company) at a price of **₹200/- (Rupees Two Hundred)** (**“Buy-back Price”**) per Equity Share payable in cash for a total consideration not exceeding **₹22,00,00,000/- (Rupees Twenty two Crore Only)**, excluding transaction costs viz. fees, brokerage, buy-back tax, other applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc. (**“Transaction Costs”**) (hereinafter referred to as **“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 for the period ended on 30th September, 2025, to be sourced out of free reserves of the Company and/or such other source as may be permitted by the Buy-back Regulations or the Act, through the **“Tender Offer”** process as prescribed under the Buy-back Regulations (the process being referred hereinafter as **“Buy-back”**), on a proportionate basis, from the equity shareholders / beneficial owners of the Equity Shares of the Company including promoters, members of promoter group and persons acting in

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concert (it 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), as on the record date. 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.

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting” notified by Securities and Exchange Board of India (“SEBI”) vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/ P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, and such other circulars or notifications, as may be applicable, including any amendments thereof as amended (“SEBI Circulars”), and the Company shall approach BSE for facilitating the same.

RESOLVED FURTHER THAT the Company shall implement the Buyback out of its free reserves and securities premium account of the Company or such other source as may be permitted by the Buyback Regulations or the Act, and the Buyback shall be undertaken through the tender offer route through the Indian stock exchanges, on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT it is hereby recorded that with the Buyback Offer Price and the Buyback Offer Size as approved above, the resultant Buyback Equity Shares shall be 11,00,000 (Eleven Lakhs) fully paid-up shares representing 13.80% of the fully paid-up share capital on a standalone basis.

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the Company’s current surplus and/or cash balances and/or cash available from internal accruals and on such terms and conditions as the Board may decide from time to time at its absolute discretion

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RESOLVED FURTHER THAT the Company may buyback Equity Shares from all the existing Members holding Equity Shares of the Company on a proportionate basis, provided that 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback would be subject to the requirement of maintaining the minimum public shareholding, as specified in Regulation 38 of the LODR Regulations.

RESOLVED FURTHER THAT in terms of Regulation 9 of the Buyback Regulations, the Company shall open an escrow account, which may include cash, including bank deposits deposited with any scheduled commercial bank or bank guarantee created in favour of the manager to the Buyback in accordance with the Buyback Regulations.

RESOLVED FURTHER THAT in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the monies deposited in the Escrow Account may be forfeited as per the terms of Regulation 9 of the Buyback Regulations, and the amount forfeited shall be deposited in the Investor Protection and Education Fund of the Securities and Exchange Board of India.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein above as it may in its absolute discretion deem fit, to any committee of director(s)/any one or more director(s)/officer(s)/authorized representative(s) (“**Buyback Committee**”) of the Company in order to give effect to this resolution, including but not limited to finalizing the terms of the Buyback such as Buyback Price, number of Equity Shares for Buyback, record date, entitlement ratio, the time frame for completion of Buyback, appointment of merchant bankers, registrars, brokers, lawyers, depository participants (“**DPs**”), escrow agents, advisors, consultants, intermediaries, other agencies, as may be required, for implementation of the Buyback; preparation, finalizing, signing and filing of the public announcement, letter of offer and such other necessary applications, undertakings, agreements, papers, documents and correspondence, if required under the common seal of the Company, to be filed in connection with the Buyback with SEBI, RBI, Stock Exchanges, Registrar of Companies, depositories and/or other regulatory and/or statutory authorities as may be required from time to time and obtain their approvals and to initiate all necessary actions including opening, operation and closure of necessary bank accounts (including escrow account), issuance of bank guarantee in favour of the

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merchant bankers, or deposit of acceptable securities with appropriate margin with the merchant bankers, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company.

RESOLVED FURTHER THAT the Board/Buyback Committee be and is hereby authorised to, inter alia, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size till one working day prior to the Buyback record date.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any members to offer and/or any obligation on the part of the Company or the Board/Buyback Committee to Buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buy-back, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and the Buyback Committee be and are hereby empowered and authorised severally on behalf of the Company to accept and make any alteration(s)/modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buy-back, in accordance with the statutory requirements or any conditions laid down by any regulatory or other authority while giving its approval as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board/Buyback Committee may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this Resolution.”

2. APPROVAL FOR APPOINTMENT OF MS. DIPTI MOTIANI AS CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY.

“RESOLVED THAT pursuant to the provisions of Sections 2(18), 188, 203 and other applicable provisions of the Companies Act, 2013, read SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded for the

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appointment of Ms. Dipti Motiani as Chief Executive Officer (CEO) of the Company for a term of 5 years with effect from 1st March, 2026 on the terms and conditions of such appointment including remuneration and perquisites payable to Ms. Dipti Motiani shall be mentioned herein below:

1. Basic Salary: `10,00,000 p.m. with suitable increment as may be permitted from time to time.
2. Perquisite and allowance: Company's contribution to Provident Fund, Superannuation Fund and other benefits as per the Rules of the Company. Further, Gratuity is payable at the rate not exceeding half a month's salary for each completed year of service as per applicable Rules of the Company.
3. She will also be eligible for other allowances and benefits, amenities and facilities as provided to other employees occupying similar post.
4. Other terms: If the works carried out by Ms. Dipti Motiani is considered satisfactory to the Board and further helps to improve the administration and day to day working of the Company, then the Board of Directors is authorised to increase Basic Salary and Perquisite payable to her accordingly. Provided however that the overall remuneration shall in no case exceed `12,00,000 per month at any time. Similarly, the Board is also competent to reduce the amount of remuneration payable to Ms. Dipti Motiani based on her performance review from time to time. The Board is also competent to decide the tenure of such appointment from time to time and shall have power to review other terms and conditions of such appointment.

RESOLVED FURTHER THAT it is noted that Ms. Dipti Motiani is the daughter of Mr. Ashok Motiani Managing Director, and Mrs. Nanita Motiani, Whole-time Director of the Company, and that the terms of her appointment and remuneration have been determined on an arm's length basis and are in the best interests of the Company.

RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee be and is hereby authorized to vary the terms of appointment within the limits approved herein and to do all acts, deeds and things necessary to give effect to this resolution.

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RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution.”

Date: 12th January, 2026

**By order of the Board
For Puretrop Fruits Limited
(Formerly known as Freshtrop
Fruits Limited)**

**Registered Office
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Opp. Karnavati Club, S. G. Road,
Ahmedabad – 380 015**

**Sd/-
Ashok Motiani
Chairman & Managing Director
(DIN: 00124470)**

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NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions, is annexed hereto and forms part of this Notice. It also contains all the disclosures as specified in the SEBI (Buy-Back of Securities) Regulations, 2018.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories/ Bigshare Services Private Limited the Company's Registrar and Transfer Agents ("RTA") as on Friday, January 9, 2024 ("Cut-off date") and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants ("DP") or who will register their email address in accordance with the process outlined in this Notice.
3. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during the business hours on all working days, until the last date of remote e-voting.
4. The Special Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e., Thursday, February 19, 2026.

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How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online”

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	<p>for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access

	<p>the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manojhurkat@hotmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Pallavi Mahatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@puretrop.com.

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Tel. : +91 79 40307050

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info@freshtrop.com

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Tal. Dindori, Dist. Nashik-422 206
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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@puretrop.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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info@puretrop.com
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EXPLANATORY STATEMENT

(Pursuant to Sections 102 and 110 of the Act and the Buy-back Regulations)

Item No 1:

1. APPROVAL FOR BUYBACK OF EQUITY SHARES:

The Board of Directors of the Company, at its meeting held on Monday, 12th January, 2026 (“**Board Meeting**”) has, subject to the approval of the members of the Company by way of special resolution and subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, approved buyback of up to **11,00,000 (Eleven Lakhs)** fully paid up equity shares of the Company having a face value of ₹10/- each (“**Equity Shares**”) on a proportionate basis through the “Tender Offer” route through Stock Exchange mechanism in accordance with the Companies Act, 2013 (“**Act**”), the Companies (Share Capital and Debentures) Rules, 2014, Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (“**Buyback Regulations**”), as amended from time to time, and the Securities and Exchange Board of India Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with Circulars CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 (“**SEBI Circulars**”), at a price of **₹200/- (Rupees Two Hundred only)** per Equity Share (“**Buyback Price**”), subject to any increase to the Buyback Price as may be approved by the Board/Buyback Committee payable in cash for an aggregate amount of up to **₹ 22,00,00,000/- (Rupees Twenty Two Crore Only)** (“**Buyback Size**”) excluding Transaction Costs, applicable taxes and other incidental and related expenses.

The Buyback Size is within 25% of the aggregate of paid-up capital and free reserves of the Company as per the latest audited interim financial statements of the Company as on September 30, 2025 (i.e., the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback).

The Buyback Size of the Buyback constitutes 17.42 % of the total issued and fully paid-up equity share capital and free reserves (including securities premium account) as per the latest audited interim financial statements of the Company as on September 30, 2025. The Equity Shares proposed to be bought back represent approximately 13.80% of the total number of Equity Shares of the total paid-up Equity Share capital of the Company, as on December 31, 2025.

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A - 603, Shapath IV, S. G. Road,
Ahmedabad-380 015,
Gujarat, INDIA.
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info@puretrop.com
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info@freshtrop.com

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Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act and Regulation 5(i)(b) of the Buyback Regulations, it is necessary to obtain the consent of the members of the Company, for the Buyback, by way of a special resolution. Accordingly, the Company is seeking your consent by means of postal ballot for the aforesaid proposal as contained in the special resolution provided in this Postal Ballot Notice.

Certain figures contained in this Postal Ballot Notice have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points.

Requisite details relating to the Buyback are given below:

a. Necessity of the Buyback:

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.

b. Maximum number of securities that the Company proposes to Buyback:

The Company proposes to buyback up to 11,00,000 (Eleven Lakhs) Equity Shares of face value of ₹10/- (Rupees Ten) each of the Company or lesser, depending upon the final price determined by the Board.

c. Buyback Offer Price and basis of determining the price of the Buyback:

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

The Buyback Offer Price represents:

- (i) 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

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- intimation to the Stock Exchange for the Board Meeting to consider the proposal of the Buyback (“**Intimation Date**”), and
- (ii) premium of 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.

As required under Section 68(2)(d) of the Act and Regulation 4(ii)(a) of Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up equity share capital and free reserves after the Buyback on audited interim financial statements of the Company as on September 30, 2025.

In accordance with Regulation 5(via) of the Buyback Regulations, the Board may increase the maximum Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till 1 (One) working day prior to the Record Date (as defined below) fixed for the purpose of Buyback.

d. Maximum amount required for Buyback, its percentage of the total paid-up capital and free reserves and sources of funds from which Buyback would be financed:

The amount of funds required for the Buyback will aggregate to 22,00,00,000 (Rupees Twenty Two Crore Only) , being 17.42% of the aggregate of the total paid-up share capital and free reserves of the Company on a standalone basis, which is less than 25% of the aggregate of the total paid-up share capital and free reserves of the Company based on the latest audited interim financial statements of the Company as at September 30, 2025.

The Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage, filing fees, advisory fees, intermediaries’ fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses.

The funds for the implementation of the Buyback will be sourced out of the free reserves of the Company and/ or such other source as may be permitted by the Buyback Regulations or the Act.



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The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the capital redemption reserve account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

e. Method to be adopted for the Buyback:

The Buyback shall be on a proportionate basis, through the “Tender Offer” route, as prescribed under the Buyback Regulations, to the extent permissible, and the “Mechanism for acquisition of shares through Stock Exchanges” as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date (“**Record Date**”) for determining the names of the Members holding Equity Shares of the Company who will be eligible to participate in the Buyback (“**Eligible Shareholder(s)**”). Consequent to the approval of the Buyback, Eligible Shareholder(s) will receive a Letter of Offer along with a Tender/Offer Form indicating their entitlement.

The Equity Shares to be bought back is divided in two categories:

- i. Reserved category for small shareholders; and
- ii. General category for all other shareholders.

As defined in Regulation 2(i)(n) of the Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, based on closing price of shares on Stock Exchange having highest trading volume as on the Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakh Only).

In accordance with Regulation 6 of the Buyback Regulations, 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.

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A - 603, Shapath IV, S. G. Road,
Ahmedabad-380 015,
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info@puretrop.com
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info@freshtrop.com

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Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs.

In accordance with Regulation 9(ix) of the Buyback Regulations, to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In the case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In the case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in the case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical.

Shareholders' participation in Buyback will be voluntary. Eligible Shareholder(s) holding Equity Shares can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholder(s) holding Equity Shares may also accept a part of their entitlement. Eligible Shareholder(s) holding Equity Shares also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum number of shares that are tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

The Equity Shares tendered as per the entitlement by Eligible Shareholder(s) holding Equity Shares as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock

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A - 603, Shapath IV, S. G. Road,
Ahmedabad-380 015,
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Exchange pursuant to Tender-Offer under Takeovers, Buy-Back and Delisting” notified by SEBI Circulars.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the letter of offer to be sent to the Eligible Shareholder(s).

f. Time limit for completing the Buyback:

The Buyback, subject to the regulatory consents and approvals, if any, is proposed to be completed within a period of one year from the date of passing of the Special Resolution by the members as contemplated in this Postal Ballot Notice

g. Compliance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations:

The aggregate paid-up share capital and free reserves (including securities premium account) as of September 30, 2025, is ₹ 12,628.83 Lakhs (Rupees Twelve Thousand Six Hundred and Twenty-Eight Lakhs and Eighty Three Thousand Only) as per the audited interim financial statements of the Company as of September 30, 2025. Under the provisions of the Act and Buyback Regulations, the funds deployed for the Buyback cannot exceed 25% of the aggregate fully paid-up share capital and free reserves of the Company as per the audited interim financial statements of the Company as of September 30, 2025, i.e. ₹ 3,157.20 Lakhs (Rupees Three Thousand One Hundred and Fifty-Seven Lakhs and Twenty Thousand Only). The maximum amount proposed to be utilized for the Buyback, as approved by the Board of Directors in its meeting dated January 12, 2026, is not exceeding 22,00,00,000 (Rupees Twenty Two Crore Only) and is therefore within the limit of 25% of the Company's fully paid-up share capital and free reserves as per the audited interim financial statements of the Company as on September 30, 2025.

As per latest audited Balance Sheet of the company as at September 30, 2025; the total paid-up equity capital and free reserve are as follows:

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Particulars	Amount (₹ in lakhs)
Total Paid-up Equity Capital	796.99
Free Reserve	11,831.84
Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013, and Regulation 4(i) of Buyback Regulations i.e., 25% of the total paid up capital and free reserves.	3,157.20

Based on the above, the Buyback Offer Size, i.e., ₹ 22,00,00,000 (Rupees Twenty Two Crores only), is less than 25% of the total paidup capital and free reserves of the Company, based on standalone financial statements of the Company.

Further, in terms of the Companies Act and Buyback Regulations, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% (twenty-five percent) of the total Equity Shares in the total paid-up equity capital of the Company in that financial year.

The number of Equity Shares proposed to be purchased under the Buyback i.e., 11,00,000 [Eleven Lakhs] Equity Shares, does not exceed 25% (twenty-five percent) of the total number of Equity Shares in the existing total paid-up equity share capital of the Company and the total paid-up equity capital of the Company as of September 30, 2025.

h. Details of holding and transactions in the shares of the Company

The aggregate shareholding of the Promoters, Designated Partners and Partners of the Limited Liability Partners which are part of Promoters, as on January 12, 2026, are as follows:

(i) Aggregate shareholding of the Promoters as on January 12, 2026:

S. No.	Name	Number of Equity	% shareholding (as % of total issued and paid-up Equity Share capital of the Company)
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
Total		49,72,721	62.39

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- (ii) 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 and Nanita Ashok Motiani, Dipti Ashok Motiani and Priyanka Tandon are disclosed above.

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

S. No.	Name	Designation	Number of Equity Shares held in the Company	% Shareholding
3.	Ramchandra Gaurishankar Joshi	Director	-	-
4.	Ashok Chandumal Murajani	Independent Director	1,359	0.02
5.	Sharada Krishnakumar Iyer	Independent Director	-	-
6.	Pradeep Katyal	Independent Director	-	-
7.	Sanjay Dahyabhai Prajapati	Chief Financial Officer	10	Negligible
8.	Preeti Jaiswar	Company Secretary	-	-

- (iv) Aggregate shares purchased or sold by the Promoter and Directors of the Promoter Companies during a period of twelve months preceding the date of the Board Meeting at which the Buyback was approved till the date of this Notice:

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

S. No.	Name of Promoter	Purchase	Sold
1.	Ashok Vishindas Motiani	1,33,056	-
2.	Dipti Ashok Motiani	29,684	-
3.	Freshcap Foodstuff LLP	-	-



4.	Nanita Ashok Motiani	-	-
5.	Priyanka Tandon	-	-
6.	Mayank Ramesh Tandon	-	-

- b. Aggregate shares purchased or sold by the Designated Partners and Partners of the Corporate Promoter: Nil

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 of the Company: Nil

i. Intention of Promoter Companies to participate in Buyback:

In terms of provisions of the Buyback Regulations, the intention of Promoters and Promoter Group to participate in the Buyback is as follows:

S. No.	Name	Number of Equity Shares held	Number of Equity Shares intended to tender
1.	Freshcap Foodstuff LLP	15,85,964	1,00,000
2.	Ashok Vishindas Motiani	14,52,015	1,00,000
3.	Nanita Ashok Motiani	6,45,542	1,00,000
4.	Dipti Ashok Motiani	6,19,566	1,00,000
5.	Priyanka Tandon	3,37,840	3,37,840
6.	Mayank Ramesh Tandon	3,31,794	3,31,794
Total		49,72,721	10,69,634

The date, price and other details of the Equity Shares held by the Promoters who are intending to tender their shares are as follows:



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FRESHCAP FOODSTUFF LLP					
Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share ⁽¹⁾ (in ₹)	Nature of Transaction
1.	June 14, 2003 ⁽³⁾	9,87,350	10	-	Opening Balance ⁽²⁾
2.	June 19, 2003 ⁽³⁾	-900	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
3.	June 20, 2003 ⁽³⁾	-1,000	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
4.	June 28, 2004 ⁽³⁾	55,100	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
5.	March 28, 2005 ⁽³⁾	30,000	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
6.	December 21, 2005 ⁽³⁾	-2,776	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
7.	February 08, 2006 ⁽³⁾	-25,000	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
8.	March 03, 2006 ⁽³⁾	-1,10,000	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
9.	May 02, 2006 ⁽³⁾	1,400	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
10.	October 27, 2006 ⁽³⁾	2,500	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
11.	November 02, 2006 ⁽³⁾	-15,000	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
12.	December 14, 2006 ⁽³⁾	3,000	10	108.56	Market Purchase
13.	December 18, 2006 ⁽³⁾	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

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A - 603, Shapath IV, S. G. Road,
Ahmedabad-380 015,
Gujarat, INDIA.
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info@puretrop.com
www.freshtrop.com
info@freshtrop.com

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25.	October 08, 2007	2,000	10	123.40	Market Purchase
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
TOTAL		15,85,964			

(1)Excluding transaction costs like brokerage, STT, stamp duty etc.

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

(3)Above data has been extracted from Transaction Statement of the promoters.

(4)Not Available

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ASHOK VISHINDAS MOTIANI					
Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share ⁽¹⁾ (in ₹)	Nature of Transaction
1.	July 11, 2003	2,73,450	10	-	Opening Balance ⁽²⁾
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 ⁽³⁾	20,000	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
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 ⁽³⁾	100	10	140.00	Off Market Purchase
13.	June 19, 2006	242	10	66.03	Market Purchase
14.	June 20, 2006	300	10	65.50	Market Purchase
15.	June 23, 2006	1,000	10	72.95	Market Purchase
16.	July 25, 2006	500	10	61.00	Market Purchase
17.	July 27, 2006	500	10	65.00	Market Purchase
18.	August 04, 2006	1,000	10	79.13	Market Purchase
19.	January 31, 2007	1,000	10	101.64	Market Purchase
20.	February 01, 2007	1,000	10	100.18	Market Purchase
21.	February 02, 2007	1,000	10	99.30	Market Purchase
22.	March 02, 2007	2,000	10	88.61	Market Purchase
23.	May 29, 2007	1,000	10	78.77	Market Purchase

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Ahmedabad-380 015,
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24.	August 09, 2007	2,150	10	108.18	Market Purchase
25.	August 10, 2007	500	10	114.15	Market Purchase
26.	September 27, 2007	1,000	10	126.47	Market Purchase
27.	October 17, 2007	235	10	120.73	Market Purchase
28.	October 19, 2007	2,235	10	117.22	Market Purchase
29.	October 22, 2007	3,316	10	119.75	Market Purchase
30.	October 23, 2007	1,656	10	123.73	Market Purchase
31.	January 10, 2008	3,04,384	10	-	Issue of Bonus Shares
32.	January 21, 2008	3,000	10	60.08	Market Purchase
33.	January 29, 2010	25,000	10	19.40	Preferential allotment
34.	November 13, 2010	1,00,000	10	19.40	Preferential allotment
35.	July 18, 2012	25,000	10	13.25	Market Purchase
36.	July 19, 2012	28,880	10	13.35	Market Purchase
37.	July 20, 2012	40,000	10	13.50	Market Purchase
38.	July 23, 2012	40,000	10	13.75	Market Purchase
39.	July 24, 2012	59,000	10	13.75	Market Purchase
40.	February 13, 2013	2,00,000	10	14.00	Conversion of Warrants
41.	March 05, 2013	8,100	10	17.69	Market Purchase
42.	March 06, 2013	5,478	10	17.95	Market Purchase
43.	March 11, 2013	4,746	10	18.01	Market Purchase
44.	March 22, 2013	8,800	10	17.36	Market Purchase
45.	March 25, 2013	4,700	10	17.42	Market Purchase
46.	August 01, 2013 ⁽³⁾	12,500	10	15.00	Off Market Purchase
47.	August 08, 2013	4,744	10	18.15	Market Purchase
48.	August 13, 2013	1,00,000	10	14.00	Conversion of Warrants
49.	October 03, 2013	10,002	10	25.36	Market Purchase
50.	October 04, 2013	3,200	10	26.00	Market Purchase
51.	October 07, 2013	4,700	10	26.00	Market Purchase

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52.	October 15, 2013 ⁽³⁾	10,000	10	25.99	Market Purchase
53.	October 21, 2013	2,277	10	25.00	Market Purchase
54.	October 22, 2013	5,900	10	24.58	Market Purchase
55.	October 23, 2013	8,325	10	24.76	Market Purchase
56.	October 24, 2013	5,588	10	24.82	Market Purchase
57.	October 25, 2013	8,800	10	24.50	Market Purchase
58.	October 29, 2013	1,275	10	23.98	Market Purchase
59.	November 13, 2013	4,550	10	23.50	Market Purchase
60.	November 19, 2013 ⁽³⁾	5,220	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
61.	February 08, 2014	2,00,000	10	14.00	Conversion of Warrants
62.	June 09, 2014 ⁽³⁾	14,500	10	31.00	Off Market Purchase
63.	June 13, 2014 ⁽³⁾	5,500	10	31.00	Off Market Purchase
64.	July 01, 2014	6,689	10	33.96	Market Purchase
65.	July 02, 2014	5,793	10	33.97	Market Purchase
66.	July 11, 2014	600	10	33.98	Market Purchase
67.	July 14, 2014	1,094	10	33.94	Market Purchase
68.	July 15, 2014	10,000	10	35.87	Market Purchase
69.	July 21, 2014	10,175	10	38.76	Market Purchase
70.	July 22, 2014	3,000	10	38.52	Market Purchase
71.	July 30, 2014 ⁽³⁾	2,000	10	N.A. ⁽⁴⁾	Off Market Purchase
72.	July 30, 2014 ⁽³⁾	8,000	10	N.A. ⁽⁴⁾	Off Market Purchase
73.	December 09, 2014	-1,500	10	123.78	Market Sale
74.	December 10, 2014	-13,400	10	123.39	Market Sale
75.	December 11, 2014	-8,100	10	121.35	Market Sale
76.	February 03, 2015 ⁽³⁾	-27,259	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
77.	February 02, 2015	-30,000	10	178.40	Market Sale
78.	February 03, 2015	-42,741	10	181.29	Market Sale
79.	March 28, 2015 ⁽³⁾	27,259	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
80.	September 08, 2015	1,842	10	74.41	Market Purchase

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81.	September 09, 2015	10,000	10	84.67	Market Purchase
82.	October 12, 2015	14,500	10	91.59	Market Purchase
83.	December 18, 2015	12,368	10	83.52	Market Purchase
84.	February 10, 2016	14,000	10	71.09	Market Purchase
85.	February 25, 2016	9,250	10	77.23	Market Purchase
86.	February 26, 2016	3,650	10	76.44	Market Purchase
87.	August 17, 2016	5,350	10	93.52	Market Purchase
88.	September 09, 2016	10,000	10	95.65	Market Purchase
89.	September 14, 2016	5,000	10	93.92	Market Purchase
90.	September 16, 2016	10,000	10	92.00	Market Purchase
91.	October 10, 2016	2,660	10	87.67	Market Purchase
92.	November 28, 2016	11,000	10	79.03	Market Purchase
93.	December 22, 2016	34,000	10	83.49	Market Purchase
94.	December 13, 2016	45,526	10	88.71	Market Purchase
95.	January 4, 2017	15,000	10	86.83	Market Purchase
96.	July 10, 2017	8,080	10	91.02	Market Purchase
97.	August 11, 2017	10,000	10	93.46	Market Purchase
98.	December 13, 2019	-1,95,991	10	110.00	Buyback
99.	May 9, 2024	-3,79,440	10	175.00	Buyback
100.	December 4, 2024	13,561	10	145.16	Market Purchase
101.	December 5, 2024	18,000	10	147.02	Market Purchase
102.	December 5, 2024	6010	10	148.50	Market Purchase
103.	December 5, 2024	20,000	10	148.00	Market Purchase
104.	December 6, 2024	10,500	10	155.00	Market Purchase
105.	December 26, 2024	63930	10	165.00	Market Purchase
106.	December 26, 2024	20,000	10	166.00	Market Purchase
107.	March 26, 2025	48,000	10	110.00	Market Purchase
108.	March 27, 2025	30,003	10	112.80	Market Purchase

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Ahmedabad-380 015,
Gujarat, INDIA.
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109.	March 28, 2025	20,053	10	112.00	Market Purchase
110.	June 3, 2025	30,000	10	135.00	Market Purchase
111.	June 4, 2025	5,000	10	135.00	Market Purchase
TOTAL		14,52,015			

(1)excluding transaction costs like brokerage, STT, stamp duty etc.

(2)Details prior to July 11, 2003 are not available with the Company and the promoter and hence not disclosed here.

(3)Above data has been extracted from Transaction Statement of the promoters.

(4)Not Available

NANITA ASHOK MOTIANI					
Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share ⁽¹⁾ (in ₹)	Nature of Transaction
1.	June 14, 2003 ⁽³⁾	2,18,400	10	-	Opening Balance ⁽²⁾
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 ⁽³⁾	17,900	10	N.A. ⁽⁴⁾	Off Market Purchase
7.	May 30, 2005	8,800	10	19.65	Market Purchase
8.	June 08, 2005 ⁽³⁾	-500	10	N.A. ⁽⁴⁾	Market Sale
9.	June 24, 2005 ⁽³⁾	1,000	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
10.	August 26, 2005 ⁽³⁾	27,000	10	N.A. ⁽⁴⁾	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 ⁽³⁾	500	10	63.84	Market Purchase
14.	September 13, 2006 ⁽³⁾	27,000	10	36.19	Off Market Purchase
15.	October 25, 2007	1000	10	122.95	Market Purchase

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Ahmedabad-380 015,
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info@puretrop.com
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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
TOTAL		6,45,542			

(1)excluding transaction costs like brokerage, STT, stamp duty etc.

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

(3)Above data has been extracted from Transaction Statement of the promoters.

(4)Not Available

DIPTI ASHOK MOTIANI					
Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per	Nature of Transaction

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A - 603, Shapath IV, S. G. Road,
Ahmedabad-380 015,
Gujarat, INDIA.
Tel. : +91 79 40307050

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info@puretrop.com
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				Share ⁽¹⁾ (in ₹)	
1.	June 14, 2003	1,50,000	10	-	Opening Balance ⁽²⁾
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
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

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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 26, 2024	6,020	10	165.00	Market Purchase
26.	December 26, 2024	25,000	10	165.92	Market Purchase
27.	December 27, 2024	6,500	10	170.00	Market Purchase
28.	March 26, 2025	10,000	10	111.29	Market Purchase
29.	March 28, 2025	4684	10	113.02	Market Purchase
30.	June 3, 2025	15,000	10	134.81	Market Purchase
TOTAL		6,19,566			

⁽¹⁾excluding transaction costs like brokerage, STT, stamp duty etc.

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

PRIYANKA TANDON					
Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share ⁽¹⁾ (in ₹)	Nature of Transaction
1.	June 14, 2003	73,300	10	-	Opening Balance ⁽²⁾
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 ⁽³⁾	5,000	10	N.A. ⁽⁴⁾	N.A. ⁽⁴⁾
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 ⁽³⁾	2,000	10	N.A. ⁽⁴⁾	Off Market Purchase
9.	April 06, 2005 ⁽³⁾	1,400	10	N.A. ⁽⁴⁾	Off Market Purchase



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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 ⁽³⁾	18,400	10	N.A. ⁽⁴⁾	Off Market Purchase
14.	June 08, 2005 ⁽³⁾	500	10	N.A. ⁽⁴⁾	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 26, 2024	-1,00,000	10	164.59	Market Sale
TOTAL		3,37,840			

⁽¹⁾excluding transaction costs like brokerage, STT, stamp duty etc.

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

⁽³⁾Above data has been extracted from Transaction Statement of the promoters.

⁽⁴⁾Not Available

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MAYANK RAMESH TANDON					
Sr. No.	Date of Acquisition	No. of equity shares	Face Value (in ₹)	Cost of Acquisition per Share ⁽¹⁾ (in ₹)	Nature of Transaction
1.	November 01, 2005	33,500	10	-	Opening Balance ⁽²⁾
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 ⁽³⁾	100	10	N.A. ⁽⁴⁾	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

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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
TOTAL		3,31,794			

(1)excluding transaction costs like brokerage, STT, stamp duty etc.

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

(3)Above data has been extracted from Transaction Statement of the promoters.

(4)Not Available

j. Nature of Interest of Directors, Key Managerial Personnel, and their relatives:

Except to the extent of their shareholding in the Company, there is no other interest of the Directors, Key Managerial Personnel and their relatives with regard to the Buyback.

k. Intention of the Promoters, Promoter Group and persons in control of the Company to tender their Equity Shares in the Buyback:

In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group of the Company have expressed their intention of participating in the



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Buyback vide their letters dated January 10, 2026. Accordingly, the disclosures as required as per paragraphs (viii) to the Schedule I of the SEBI Buyback Regulations are not applicable.

I. Confirmations from the Company as per the provisions of the Buyback Regulations and the Act:

- i. All the Equity Shares of the Company are fully paid-up.
- ii. The Company shall not issue any Equity Shares or other securities (including by way of bonus) till the expiry of the Buyback period.
- iii. The Company shall pay the consideration only by way of cash.
- iv. The Company shall not raise further capital for a period of 1 (One) year, from the expiry of the Buyback period, except in discharge of subsisting obligations.
- v. The Company shall not withdraw the Buyback offer once the Public Announcement is made.
- vi. The Company shall not Buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable.
- vii. The Company shall not Buyback its Equity Shares from any person through a negotiated deal whether on or off the Stock Exchange or through spot transactions or through any private arrangement in the implementation of the Buyback.
- viii. The Company confirms that there are no defaults subsisting in repayment of deposits or interest payable thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend, or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be.
- ix. The Buyback shall be completed within a period of one year from the date of passing of the Special Resolution by the members.
- x. The Company shall not make any offer of Buyback within a period of 1 (One) year reckoned from the date of expiry of the Buyback period.
- xi. The ratio of the aggregate of secured and unsecured debts owed by the Company is not and shall not be more than twice the paid-up equity share capital and free reserves after the Buyback based on audited interim financial statements of the Company as on September 30, 2025.
- xii. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act, as on date.



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- xiii. The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.
- xiv. The Buyback will not result in delisting of the Equity Shares from the Stock Exchange.
- xv. There has been no breach of any covenant with lenders; and covenants with lenders are not being breached pursuant to the Buyback.

m. Confirmations from the Board

The Board of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- i. 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.
- ii. as regards the Company’s prospects for the year immediately following the Board Meeting Date approving the Buyback 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 Date and the Postal Ballot Date; and
- iii. in forming an opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act 2013, the Act, or the Insolvency and Bankruptcy Code, 2016, as amended from time to time, as applicable.



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Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by Directors regarding insolvency.

The text of the Report dated January 12, 2026, of F. P. & Associates, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

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 January 12, 2026 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

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

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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:
 - (i). 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;
 - (ii). 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 at 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
 - (iii). 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 ended 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.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

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Opinion

9. Based on enquiries conducted and our examination as above, we report that:
- i) we have inquired into the state of affairs of the Company in relation to its condensed audited interim financial statements for the financial period ended on September 30, 2025;
 - ii) the amount of permissible capital payment towards the proposed buy-back of Equity Shares as computed in the Statement attached herewith as Annexure A, in our view has been properly determined in accordance with section 68(2) of the Act and Regulations 4 and 5 of the Buy-back Regulations.
 - iii) the amount of share capital and its free reserves (including securities premium) have been extracted from the audited interim financial statements of the Company as on September 30, 2025; and
 - iv) the Board of Directors of the Company, at its meeting held on January 12, 2026, have formed its 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 (i.e., January 12, 2026).
10. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

11. This report has been issued at the request of the Company solely - (i) for use of the Company in connection with the proposed buy-back of Equity Shares of the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buy-back Regulations, (ii) to enable the Board of Directors of the Company to include it in the Public Announcement, Letter of Offer and other documents pertaining to buy-back to be sent to the Shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchange, public shareholders and any other regulatory authority as per applicable laws and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the manager, and should not be used by any other person and may not be suitable for any other purpose. Accordingly, we do not

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accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

We are also not responsible for changes, events and circumstances occurring after the date of this report which may require an updation of this report.

For, F P & Associates
Chartered Accountants
ICAI Firm Registration Number: 143262W

Sd/-

F. S. Shah

Partner

Membership No.: 133589

Place of Signature: Ahmedabad

Date: January 12, 2026

UDIN: 26133589TVTRQV2185

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Annexure A

Statement of determination of the permissible capital payment towards Buy-back of Equity Shares (“the Statement”) in accordance with Section 68(2) of the Companies Act, 2013 and Regulations 4 and 5 of the Buy-back Regulations

(₹ in Lakhs)

Sr. No.	Particulars	Standalone Amount
A	Paid up equity share capital and free reserves as on September 30, 2025, based on the condensed audited financial statements of the Company	796.99
	Total paid-up Equity Share Capital	796.99
	Free Reserves, comprising	
	- Securities Premium Account	-
	- General Reserve	-
	- Retained Earnings*	11,831.84
	Total Paid up Equity Share Capital and Free Reserves	12,628.83
B	The amount of Maximum Permissible Capital Payment towards the Buyback being lower of;	
	Maximum permissible Number of Equity Shares eligible for Buy-back in accordance with Section 68(2)(c) of the Companies Act, 2013 read with Regulation 4 of the Buy-back Regulations (25% of total number of outstanding equity shares) (Nos.)	19,92,476
	Maximum amount permissible for the buyback i.e. 25% of total paid-up equity capital and free reserves of audited interim financial statements (25% of total paid-up equity share capital and free reserves as of September 30, 2025)	3157.20
	Amount approved by the Board of Directors at its meeting held on January 12, 2026.	2200.00

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding Equity Shares of the Company. The Directors, therefore, recommend the Special Resolution at Item no. 1 as set out in the accompanying Notice for approval by the Members.

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info@puretrop.com
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Item No 2:

2. APPROVAL FOR APPOINTMENT OF MS. DIPTI MOTIANI AS CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY.

The Board of Directors of the Company, at its meeting held on 12th January 2026, has approved the appointment of Ms. Dipti Motiani as the Chief Executive Officer (CEO) of the Company for a period of five (5) years with effect from 1st March, 2026, subject to the approval of the Members of the Company.

Ms. Dipti Motiani is a Post-Graduate in Electrical and Computer Engineering from Carnegie Mellon University USA. She secured first rank in Gujarat University for BE in Computer Engineering from Nirma Institute of Technology, Gujarat After graduating from CMU. She has been associated with Puretrop Fruits Limited since 2009 and currently serves as Vice President of the Company. With significant experience, she has played a key role in strategic planning and operational excellence. She brings strong expertise in leadership, technology-driven processes, and business development. Ms. Dipti Motiani has been instrumental in driving growth and strengthening organizational capabilities. Her deep understanding of the Company's operations and industry dynamics adds significant value to the management team.

The key terms of appointment and remuneration proposed to be paid to Ms. Dipti Motiani are as follows:

- Basic Salary: ₹10,00,000 per month with suitable increments as may be permitted from time to time.
- Perquisites and Allowances: Company's contribution to Provident Fund, Superannuation Fund and other benefits as per the Rules of the Company. Gratuity shall be payable at the rate not exceeding half a month's salary for each completed year of service as per applicable Rules of the Company.
- Other Allowances/Benefits: She shall be eligible for other allowances and benefits, amenities and facilities as provided to other employees occupying similar posts, in accordance with the Company's policies and rules.
- Other Terms: Based on performance and the improvement in the administration and day-to-day working of the Company, the Board may, at its discretion, increase or reduce the salary and perquisites within the limits approved. However, the overall remuneration shall not exceed ₹12,00,000 per month at any time. The Board is also



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authorized to decide the tenure and review other terms and conditions of her appointment from time to time.

Ms. Dipti Motiani is the daughter of Mr. Ashok Motiani, Managing Director and Mrs. Nanita Motiani, Whole-time Director of the Company. Accordingly, she is a relative of the Managing Director and Whole-time Director and is therefore a related party within the meaning of Section 2(76) of the Companies Act, 2013.

The Board, on the recommendation of the Nomination and Remuneration Committee, considers that her appointment as CEO is in the best interests of the Company and will significantly contribute to the growth and management of the Company. The terms and remuneration have been determined by the Board on an arm's length basis, considering her experience, competence and prevailing market standards. The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as “**Annexure B**” hereto.

Except Mr. Ashok Motiani and Mrs. Nanita Motiani, being related to Ms. Dipti Motiani, and also holding shares in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval of the Members as a Special Resolution.

Date: 12th January 2026

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A-603, Shapath IV,
Opp. Karnavati Club, S. G. Road,
Ahmedabad – 380 015

By order of the Board
For Puretrop Fruits Limited
(Formerly known as Freshtrop
Fruits Limited)

Sd/-
Ashok Motiani
Chairman & Managing Director
(DIN: 00124470)

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Annexure -B

Additional Information as required under Secretarial Standard – 2 (SS-2) and Regulation 30 of SEBI (LODR) Regulations, 2015 for Item No. 2

Name of Director	Ms. Dipti Motiani
Reason for change viz. appointment / Cessation	Appointment
Date of Birth	12/07/1982
Date of appointment / cessation	w.e.f. 01/03/2026
Brief profile (in case of appointment)	<p>Ms. Dipti Motiani is a Post-Graduate in Electrical and Computer Engineering from Carnegie Mellon University USA. She secured first rank in Gujarat University for BE in Computer Engineering from Nirma Institute of Technology, Gujarat After graduating from CMU. She has been associated with Puretrop Fruits Limited since 2009 and currently serves as Vice President of the Company.</p> <p>With significant experience she has played a key role in strategic planning and operational excellence. She brings strong expertise in leadership, technology-driven processes, and business development. Ms. Dipti Motiani has been instrumental in driving growth and strengthening organizational capabilities. Her deep understanding of the Company's operations and industry dynamics adds significant value to the management team.</p>
Qualification	<p>Ms. Dipti Motiani is a Post-Graduate in Electrical and Computer Engineering from Carnegie Mellon University USA.</p> <p>Bachelor's degree in Computer Engineering from Nirma Institute of Technology, Gujarat, India.</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	For a period of 05 (Five) consecutive years, The re-appointment is subject to the approval of shareholders by way of Special Resolution.
No. of Listed entities in which person holds Directorship	Nil
No. of equity shares held in the Company	6,19,566
Disclosure of relationship between directors inter-se	Daughter of Mr. Ashok Motiani (Managing Director) and Mrs. Nanita Motiani (Whole-Time Director),
Contact Details	Phone: 9970067879 E-Mail ID: dipti@puretrop.com

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Ahmedabad-380 015,
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Tal. Dindori, Dist. Nashik-422 206
Maharashtra, INDIA.
Tel. : +91 2550 667 800